

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2010 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>12/31/2010</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>THE WESTERN-SOUTHERN AFFILIATED COMPANIES RETIREMENT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>006</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1992</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>006</u>	1c Effective date of plan <u>01/01/1992</u>	
1b Three-digit plan number (PN) ▶	<u>006</u>				
1c Effective date of plan <u>01/01/1992</u>					
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>THE WESTERN & SOUTHERN LIFE INS CO</u> <u>400 BROADWAY</u> <u>CINCINNATI, OH 45202</u> <u>400 BROADWAY</u> <u>CINCINNATI, OH 45202</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>31-0487145</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>513-629-1800</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>524140</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>31-0487145</u>	2c Sponsor's telephone number <u>513-629-1800</u>	2d Business code (see instructions) <u>524140</u>	
2b Employer Identification Number (EIN) <u>31-0487145</u>					
2c Sponsor's telephone number <u>513-629-1800</u>					
2d Business code (see instructions) <u>524140</u>					

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2011	PATRICIA DONOHOO
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2010)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") THE WESTERN & SOUTHERN LIFE INS CO 400 BROADWAY CINCINNATI, OH 45202	3b Administrator's EIN 31-0487145 3c Administrator's telephone number 513-629-1800
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	633
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	425
b Retired or separated participants receiving benefits.....	6b	8
c Other retired or separated participants entitled to future benefits.....	6c	156
d Subtotal. Add lines 6a , 6b , and 6c	6d	589
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	1
f Total. Add lines 6d and 6e	6f	590
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	588
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	24

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 2E 2F 2G 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
 (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
 (3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1) ☒ **H** (Financial Information)
 (2) ☐ **I** (Financial Information – Small Plan)
 (3) ☐ **A** (Insurance Information)
 (4) ☒ **C** (Service Provider Information)
 (5) ☐ **D** (DFE/Participating Plan Information)
 (6) ☐ **G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2010
		This Form is Open to Public Inspection.
For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010		
A Name of plan THE WESTERN-SOUTHERN AFFILIATED COMPANIES RETIREMENT PLAN	B Three-digit plan number (PN) ▶	006
C Plan sponsor's name as shown on line 2a of Form 5500 THE WESTERN & SOUTHERN LIFE INS CO	D Employer Identification Number (EIN) 31-0487145	

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2010
		This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning **01/01/2010** and ending **12/31/2010**

A Name of plan THE WESTERN-SOUTHERN AFFILIATED COMPANIES RETIREMENT PLAN	B Three-digit plan number (PN) ►	006
C Plan sponsor's name as shown on line 2a of Form 5500 THE WESTERN & SOUTHERN LIFE INS CO		
D Employer Identification Number (EIN) 31-0487145		

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	19105	-6606
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	1363476	0
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	33411	32995
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	915621	537019
(2) U.S. Government securities.....	1c(2)	2195759	2315338
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	1522242	1887662
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	3188178	3921509
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	4772077	6396479
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	14009869	15084396

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	14009869	15084396
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		0

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	154512	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		154512

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	127486	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		127486

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	1603024	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		1603024
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		1885022

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	777020	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)	33475	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		810495
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		0
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		810495

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		1074527
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: ERNST & YOUNG (2) EIN: 34-6565596

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If yes, enter the amount of any plan assets that reverted to the employer this year ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2010 This Form is Open to Public Inspection.
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan <u>THE WESTERN-SOUTHERN AFFILIATED COMPANIES RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>006</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>THE WESTERN & SOUTHERN LIFE INS CO</u>	D Employer Identification Number (EIN) <u>31-0487145</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	<u>1</u>	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): _____ Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	<u>3</u>	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year	<u>6a</u>		
b Enter the amount contributed by the employer to the plan for this plan year	<u>6b</u>		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	<u>6c</u>		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule R (Form 5500) 2010
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate item 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULES

Western & Southern Affiliated Companies
Retirement Plan
December 31, 2010 and 2009, and
Year Ended December 31, 2010
With Report of Independent Auditors

Ernst & Young LLP



Western & Southern Affiliated Companies
Retirement Plan

Financial Statements and Supplemental Schedules

December 31, 2010 and 2009, and
Year Ended December 31, 2010

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Report of Independent Auditors

The Benefits Committee
The Western and Southern Life Insurance Company

We were engaged to audit the accompanying statements of net assets available for benefits of the Western & Southern Affiliated Companies Retirement Plan as of December 31, 2010 and 2009, and the related statement of changes in net assets available for benefits for the year ended December 31, 2010, and the supplemental schedules of assets (held at end of year) as of December 31, 2010, and reportable transactions for the year then ended. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 4, which was certified by Fifth Third Bank, the custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of December 31, 2010 and 2009, and for the year ended December 31, 2010, that the information provided to the plan administrator by the custodian is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the investment information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Ernst & Young LLP

October 7, 2011

Western & Southern Affiliated Companies
Retirement Plan

Statements of Net Assets Available for Benefits

	December 31	
	2010	2009
Assets		
Cash (overdraft)	\$ (6,606)	\$ 19,105
Investments, at fair value	<u>15,058,007</u>	<u>12,593,877</u>
Total investments	15,051,401	12,612,982
 Receivables:		
Employer contribution	–	1,363,476
Interest income	<u>32,995</u>	<u>33,411</u>
Total receivables	32,995	1,396,887
Net assets available for benefits	<u>\$ 15,084,396</u>	<u>\$ 14,009,869</u>

See accompanying notes.

Western & Southern Affiliated Companies
Retirement Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2010

Additions

Interest income	\$ 154,512
Dividends	127,486
Net realized and unrealized appreciation in fair value of investments	<u>1,603,024</u>
Total additions	<u>1,885,022</u>

Deductions

Participants' benefits	777,020
Net transfers/other deductions	<u>33,475</u>
Total deductions	<u>810,495</u>

Net increase in net assets available for benefits	1,074,527
Net assets available for benefits, beginning of year	<u>14,009,869</u>
Net assets available for benefits, end of year	<u><u>\$ 15,084,396</u></u>

See accompanying notes.

Western & Southern Affiliated Companies Retirement Plan

Notes to Financial Statements

December 31, 2010

1. Description of the Plan

The Western & Southern Affiliated Companies Retirement Plan (the Plan) is a defined contribution plan, established on January 1, 1992, to provide eligible participants with additional income after retirement. Eligible participants include employees of certain subsidiaries (participating companies) of The Western and Southern Life Insurance Company (the Sponsor) who are over 21 years old with more than 1,000 hours of service during a 12-month period and who are not active participants of The Western and Southern Life Insurance Company Pension Plan. Under the Plan prior to September 22, 2010, each participant was provided with an allocation of a participating company's contribution. Each plan year, a participating company contributed to the trust an amount determined by resolution of the Board of Directors of each participating company. On September 22, 2010, the Sponsor adopted a plan amendment that results in the Plan no longer accepting new participants. The Plan will continue to operate on the behalf of participants in the Plan as of December 31, 2010. Specifically, plan participants will continue to receive appreciation or depreciation on their individual account values based on the performance of the underlying investments. All amounts in participant accounts are nonparticipant directed. The Plan is subject to provisions of the Employee Retirement Income Security Act of 1974 (ERISA). A more complete description of the Plan's provisions is contained in the Summary Plan Description. Copies of this document are available from the Sponsor.

Contributions

Prior to September 22, 2010, each participating company contributed to the Plan based on a percentage of eligible employees' compensation. The contribution percentages were determined by resolution of the Board of Directors of the participating companies. Forfeiture balances of terminated participants' nonvested accounts were used to offset current year contributions in accordance with plan provisions. Forfeitures of \$42,545 and \$58,066 were used to reduce the employer discretionary contributions for 2010 and 2009, respectively.

Priority of Distributions Upon Termination

Although it has not expressed intent to do so, the Sponsor may terminate the Plan at any time. If the Plan is terminated, the assets of the Plan will be distributed, net of any administrative costs, to each of the participants based on their vested share of the related assets.

Western & Southern Affiliated Companies
Retirement Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Vesting Provisions

Participants employed by a participating company become fully vested after five years of service.

2. Summary of Significant Accounting Policies

Basis of Presentation

The following describes the significant accounting policies followed in the preparation of these financial statements, which have been prepared on the accrual basis of accounting.

Reclassifications

Certain prior year amounts in the Plan's financial statements have been reclassified to conform to the 2010 financial statement presentation.

Investments

The Plan's investments consist primarily of money market funds, mutual funds, debt securities, U.S. government securities, partnerships/joint venture and common stocks. All investments are stated at fair value.

Fair value is defined as the price that would be received to sell an asset or transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's financial assets and liabilities carried at fair value have been classified, for disclosure purposes, based on the following hierarchy that prioritizes inputs to valuation techniques used to measure fair value into three levels.

- Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Western & Southern Affiliated Companies
Retirement Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

- Level 2 – Inputs to the valuation methodology include.
 - Quoted prices for similar assets or liabilities in active markets.
 - Quoted prices for identical or similar assets or liabilities in inactive markets.
 - Inputs other than quoted prices that are observable for the asset or liability.
 - Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

- Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation techniques and inputs used for each major class of the Plan's assets measured at fair value. There have been no changes in the methodologies used in 2010 and 2009.

U.S. government securities: U.S. government securities are valued at the closing price reported in the active market in which the individual securities are traded.

Corporate debt securities: The fair values of debt securities have been determined through inputs from third-party pricing services utilizing market observable inputs.

Common stocks: The fair values of actively traded equity securities have been determined utilizing publicly quoted prices obtained from third-party pricing services.

Western & Southern Affiliated Companies
Retirement Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

Mutual funds: The mutual funds are valued at the Net Asset Value (NAV) of shares held by the Plan at year-end.

Money market fund: The money market funds are valued at amortized cost, which approximates fair value.

Partnerships/joint venture: The fair value of the partnership investment has been determined using the net asset value of the fund, as determined by the partnerships/joint venture management.

Assets measured at fair value on a recurring basis at December 31, 2010, are outlined below:

		Fair Value Hierarchy Level			
	Total	Level 1	Level 2	Level 3	
Investments:					
U.S. government securities	\$ 2,315,338	\$ 2,315,338	\$ —	\$ —	
Corporate debt securities	1,887,662	—	1,887,662	—	
Common stock:					
Focused equity strategy	2,256,212	2,256,212	—	—	
Small cap growth strategy	1,665,297	1,665,297	—	—	
Total common stock	3,921,509	3,921,509	—	—	
Mutual funds:					
International stock fund	1,698,968	1,698,968	—	—	
Large cap growth stock fund	2,175,880	2,175,880	—	—	
Small cap growth stock fund	25,352	25,352	—	—	
Large cap core stock fund	1,383,250	1,383,250	—	—	
Total mutual funds	5,283,450	5,283,450	—	—	
Money market fund	537,019	537,019	—	—	
Partnerships/joint venture ^(a)	1,113,029	—	—	1,113,029	
Total investments	<u>\$ 15,058,007</u>	<u>\$ 12,057,316</u>	<u>\$ 1,887,662</u>	<u>\$ 1,113,029</u>	

Western & Southern Affiliated Companies
Retirement Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

Assets measured at fair value on a recurring basis at December 31, 2009, are outlined below:

	Fair Value Hierarchy Level			
	Total	Level 1	Level 2	Level 3
Investments:				
U.S. government securities	\$ 2,195,759	\$ 2,195,759	\$ —	\$ —
Corporate debt securities	1,522,242	—	1,522,242	—
Common stock:				
Focused equity strategy	1,904,832	1,904,832	—	—
Small cap growth strategy	1,283,346	1,283,346	—	—
Total common stock	3,188,178	3,188,178	—	—
Mutual funds:				
International stock fund	1,323,127	1,323,127	—	—
Large cap growth stock fund	1,844,450	1,844,450	—	—
Small cap growth stock fund	45,266	45,266	—	—
Large cap core stock fund	858,088	858,088	—	—
Total mutual funds	4,070,931	4,070,931	—	—
Money market fund	915,621	915,621	—	—
Partnership/joint venture ^(a)	701,146	—	—	701,146
Total investments	<u>\$ 12,593,877</u>	<u>\$ 10,370,489</u>	<u>\$ 1,522,242</u>	<u>\$ 701,146</u>

- (a) This private equity fund invests primarily in domestic fixed income securities. The Plan has the right to redeem its limited partnership investment at its net asset value. The Plan has no future funding commitments associated with this investment.

Western & Southern Affiliated Companies
Retirement Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2010:

	Partnerships/ Joint Ventures
Balance, beginning of year	\$ 701,146
Net income	—
Realized gains/(losses)	—
Unrealized gains/(losses)	129,871
Purchases, sales, issuances and settlements (net)	282,012
Transfer in (out) of Level 3	—
Balance, end of year	<u><u>\$ 1,113,029</u></u>

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2009.

	Partnerships/ Joint Ventures
Balance, beginning of year	\$ 399,306
Net income	—
Realized gains/(losses)	—
Unrealized gains/(losses)	76,840
Purchases, sales, issuances and settlements (net)	225,000
Transfer in (out) of Level 3	—
Balance, end of year	<u><u>\$ 701,146</u></u>

The Plan did not have any significant assets measured at fair value on a nonrecurring basis as of December 31, 2010 or 2009.

Western & Southern Affiliated Companies
Retirement Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

Net Realized and Unrealized Appreciation (Depreciation) on Investments

The Plan presents in the statement of changes in net assets available for benefits the net realized and unrealized appreciation (depreciation) in the value of its investments, which consists of the realized gains or losses and the unrealized appreciation or depreciation on those investments.

New Accounting Pronouncements

In January 2010, the FASB issued Accounting Standards Update (ASU) 2010-06, *Improving Disclosures about Fair Value Measurements* (ASU 2010-06). ASU 2010-06 amended ASC 820 to clarify certain existing fair value disclosures and require a number of additional disclosures. The guidance in ASU 2010-06 clarified that disclosures should be presented separately for each “class” of assets and liabilities measured at fair value and provided guidance on how to determine the appropriate classes of assets and liabilities to be presented. ASU 2010-06 also clarified the requirement for entities to disclose information about both the valuation techniques and inputs used in estimating Level 2 and Level 3 fair value measurements. In addition, ASU 2010-06 introduced new requirements to disclose the amounts (on a gross basis) and reasons for any significant transfers between Levels 1, 2 and 3 of the fair value hierarchy and present information regarding the purchases, sales, issuances and settlements of Level 3 assets and liabilities on a gross basis. With the exception of the requirement to present changes in Level 3 measurements on a gross basis, which is delayed until 2011, the Plan adopted the disclosures required by this guidance in 2010. The adoption did not affect the Plan’s net assets available for benefits or its changes in net assets available for benefits.

In May 2011, the FASB issued ASU 2011-04, *Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs*. ASU 2011-04 amended ASC 820, *Fair Value Measurements and Disclosures*, to converge the fair value measurement guidance in US generally accepted accounting principles (GAAP) and International Financial Reporting Standards (IFRSs). Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC 820. In addition, ASU 2011-04 requires additional fair value disclosures [although certain of these new disclosures will not be required for nonpublic entities]. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. Plan management is currently evaluating the effect that the provisions of ASU 2011-04 will have on the Plan’s financial statements.

Western & Southern Affiliated Companies
Retirement Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

Administrative Expenses

All administrative expenses of the Plan are paid by the Sponsor.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes and supplemental schedules. Actual results could differ from these estimates.

Subsequent Events

Management has evaluated subsequent events through October 7, 2011, the date the financial statements were available to be issued.

3. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service dated December 9, 2003, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to this determination by the Internal Revenue Service, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan, as amended, is qualified and the related trust is tax exempt.

Accounting principles generally accepted in the United States require plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2010, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2007.

Western & Southern Affiliated Companies
Retirement Plan

Notes to Financial Statements (continued)

4. Investments

The fair values of individual investments that represent 5% or more of the Plan's net assets available for benefits are as follows:

	December 31	
	2010	2009
ISHARES DJ US Russell 1000 Growth Fund	\$ 2,175,880	\$ 1,844,450
ISHARES DJ US MSCI EAFE	1,393,496	1,323,127
SPDR Trust Series 1	1,383,250	858,088
Fort Washington High Yield LLC*	1,113,029	701,146
Fidelity Treasury Money Market	(a)	915,621

* Party in interest

(a) Investment is less than 5%

All investment information included in the accompanying financial statements and schedules, including investments held at December 31, 2010 and 2009, and the net realized and unrealized appreciation in the fair value of investments and interest income and dividends for the year ended December 31, 2010, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Fifth Third Bank, the custodian.

	December 31	
	2010	2009
Investments at fair value:		
U.S. government securities	\$ 2,315,338	\$ 2,195,759
Corporate debt securities	1,887,662	1,522,242
Common stocks	3,921,509	3,188,178
Mutual funds	5,283,450	4,070,931
Money market funds	537,019	915,621
Partnerships/joint ventures	1,113,029	701,146
Total	<u>\$ 15,058,007</u>	<u>\$ 12,593,877</u>

Western & Southern Affiliated Companies
Retirement Plan

Notes to Financial Statements (continued)

4. Investments (continued)

During 2010, the Plan's investments, including investments bought, sold, and held during the year, appreciated (depreciated) in fair value as follows:

	<u>Net Realized and Unrealized Appreciation (Depreciation) in Fair Value of Investments</u>
U.S. government securities	\$ 35,566
Corporate debt securities	73,567
Common stocks	773,743
Mutual funds	590,277
Partnerships/joint ventures	129,871
Total	<u><u>\$ 1,603,024</u></u>

5. Risks and Uncertainties

The Plan invests in various securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

Supplemental Schedules

Western & Southern Affiliated Companies
Retirement Plan

EIN #31-0487145 Plan #006

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2010

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including			Cost	Current Value
	Maturity Date	Rate of Interest	Par Value/ Shares		
United States government securities					
FGLMC # B11645	1/1/2019	5.50 %	13,131	\$ 13,998	\$ 14,163
FGLMC # B11771	1/1/2019	5.00	29,864	31,473	31,885
FNCL #256678	4/1/2022	5.00	7,503	7,853	7,964
FNMA # 535751	12/1/2030	7.50	1,233	1,391	1,414
FNMA # 592654	6/1/2016	6.00	8,893	9,605	9,693
FNMA # 673292	11/1/2017	6.00	6,385	6,855	6,955
FNMA # 697068	5/1/2018	4.50	20,398	21,261	21,610
FNMA # 903698	10/1/2021	5.00	30,876	32,385	32,878
FNMA # 974403	4/1/2023	4.50	66,685	68,735	70,536
FNMA # 984256	6/1/2023	5.00	58,622	61,328	62,515
FNMA # 995220	11/1/2023	6.00	50,750	54,293	55,373
FNMA # 995472	11/1/2023	5.00	60,352	63,138	64,058
FNMA # 995529	11/1/2022	5.50	55,820	59,150	60,056
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FNMA #357711	2/1/2020	4.50	13,369	13,901	14,146
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GNMA # 434792	7/15/2030	8.00	483	555	571
GNMA ARM # 8580	1/20/2025	3.38	1,063	1,097	1,096
US Treasury	2/15/2040	4.63	145,000	155,637	151,888
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US Treasury	11/15/2020	2.63	715,000	671,444	674,444
				2,308,622	2,315,338

Western & Southern Affiliated Companies
Retirement Plan

EIN #31-0487145 Plan #006

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including			Cost	Current Value
	Maturity Date	Rate of Interest	Par Value/ Shares		
Corporate debt securities					
Arcelormittal	6/1/2013	5.38 %	30,000	\$ 31,658	\$ 31,889
AT&T	8/15/2012	5.88	15,000	16,376	16,161
AT&T INC	2/1/2018	5.50	35,000	38,147	38,881
BACM 2005-4 A3	7/10/2045	4.89	50,000	51,957	51,314
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BACM 2007-2 AAB	4/10/2049	5.64	60,000	64,847	63,126
Bank Of America Corp	8/1/2015	4.75	50,000	50,326	51,463
Brandywine Oper Partners	11/1/2014	5.40	20,000	18,687	20,647
BSCMS 2005-PWR9 A4A	9/11/2042	4.87	40,000	38,347	42,138
BSCMS 2006-PW13 A3	9/11/2041	5.52	50,000	53,205	52,442
BSCMS 2007-PW16 A4	6/11/2040	5.72	55,000	49,993	58,683
BSKYB FINANCE UK	10/15/2015	5.63	25,000	27,286	27,571
Burlington North Santa Fe	1/15/2015	4.88	20,000	20,880	21,776
Burlington North Santa Fe	5/1/2040	5.75	25,000	25,400	25,866
California St	4/1/2016	5.95	25,000	25,336	26,208
Canadian Natl Resources	12/1/2014	4.90	25,000	26,295	27,140
Citigroup	9/15/2014	5.00	25,000	24,101	25,862
Comcast Corp	7/1/2019	5.70	25,000	26,226	27,332
CSFB 2004-C3 A5	7/15/2036	5.11	30,000	29,697	31,783
Enterprise Products Oper	9/1/2020	5.20	50,000	49,078	51,801
Fedex Corp	1/15/2014	7.38	25,000	28,366	28,670
GCCFC 2005-GG3 A3	8/10/2042	4.57	60,000	62,658	61,378

Western & Southern Affiliated Companies
Retirement Plan

EIN #31-0487145 Plan #006

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

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	Maturity Date	Rate of Interest	Par Value/ Shares		
Corporate debt securities (continued)					
GECCMC 2004- C1 A2	11/10/2038	3.92 %	4,880	\$ 4,910	\$ 4,878
Gen Elec Cap Corp	5/1/2018	5.63	15,000	15,371	16,358
General Electric Co	2/1/2013	5.00	15,000	15,869	16,035
GNMA - CMO 2003-11 GJ	10/17/2029	4.00	1,865	1,918	1,969
Goldman Sachs Group	2/15/2019	7.50	25,000	29,145	29,150
JP Morgan Chase & Co	5/15/2038	6.40	20,000	22,016	22,684
JPMCC 2004-C2 A3	5/15/2041	5.23	60,000	64,219	63,859
Kraft Foods Inc	2/9/2016	4.13	15,000	14,949	15,746
LBUBS 2006-C3 A3	3/15/2032	5.69	50,000	53,078	52,870
MEAG TXB PLT	4/1/2057	6.66	25,000	25,125	24,181
Morgan Stanley	4/1/2012	6.60	25,000	27,200	26,637
MSC 2006-HQ9 A3	7/12/2044	5.71	60,000	64,001	63,997
News America Inc	3/1/2019	6.90	25,000	28,169	29,952
Nisource Finance Corp	3/1/2013	6.15	20,000	21,295	21,818
Norfolk Southern Corp	4/1/2018	5.75	25,000	26,446	28,231
Nucor Corp	6/1/2013	5.00	30,000	31,803	32,391
PepsiAmericas Inc	2/15/2014	4.38	25,000	26,011	27,038
Plains All Amer Pipeline	1/15/2017	6.13	40,000	43,257	43,919
Ppl Energy Supply LIC	5/1/2018	6.50	20,000	20,854	22,268
Prov Of Ontario	2/5/2015	2.95	15,000	15,228	15,484
Rockies Express Pipeline	7/15/2013	6.25	25,000	27,315	26,999
Rogers Wireless Inc	3/15/2015	7.50	20,000	23,360	23,728
Southern Power	7/15/2015	4.88	15,000	15,612	16,228
TIAA	12/16/2039	6.85	15,000	15,506	17,550

Western & Southern Affiliated Companies
Retirement Plan

EIN #31-0487145 Plan #006

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including			Cost	Current Value
	Maturity Date	Rate of Interest	Par Value/ Shares		
Corporate debt securities (continued)					
Time Warner Cable Inc	2/15/2021	4.13 %	25,000	\$ 24,431	\$ 23,789
Time Warner Inc	7/15/2015	3.15	20,000	19,976	20,320
Trans-Canada Pipelines	6/1/2040	6.10	25,000	24,922	27,520
United Technologies	7/15/2038	6.13	30,000	32,501	34,544
Valero Energy Corp	6/15/2013	4.75	37,000	37,868	39,432
Valero Logistics	3/15/2013	6.05	25,000	26,313	26,587
Verizon Communications	2/15/2018	5.50	50,000	54,169	54,947
Viacom Inc	4/30/2016	6.25	20,000	21,798	22,761
Wal-Mart Stores	4/15/2038	6.20	15,000	16,542	17,076
WBCMT 2007-C34 APB	5/15/2046	5.62	50,000	54,170	52,756
WEA FIN LLC / WCI FIN LLC	10/1/2016	5.70	15,000	15,423	16,188
Xstrata Finance Canada	11/16/2011	5.50	20,000	20,990	20,754
				1,846,753	1,887,662
Common stocks					
99 Cents Only Stores			1,126	16,006	17,948
Acorda Therapeutics Inc			905	22,981	24,670
Agco Corp			228	7,292	11,550
Alexion Pharmaceuticals			400	19,528	32,220
Allstate Corp			3,535	106,976	112,696
Amer Public Education			313	13,532	11,656
American Science & Engr			280	21,950	23,864
Applied Industrial Tech			615	18,613	19,975
Ariba Inc			935	11,706	21,963

Western & Southern Affiliated Companies
Retirement Plan

EIN #31-0487145 Plan #006

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including			Cost	Current Value
	Maturity Date	Rate of Interest	Par Value/ Shares		
Common stocks (continued)					
Arrow Electronics Inc			2,639	\$ 65,080	\$ 90,386
Atheros Communications			445	15,140	15,984
Auxilium Pharmaceuticals			890	25,906	18,779
Avnet Inc			630	18,585	20,809
Balchem Corp			364	8,235	12,307
Bank Of America Corp			12,266	172,553	163,628
Barclays Plc-Spons Adr			2,901	48,317	47,925
Baxter International Inc			1,158	54,236	58,618
Big Lots Inc			575	17,226	17,515
Biomarin Pharmaceutical			1,020	19,186	27,469
Bjs Restaurants Inc			316	6,710	11,196
Brigham Exploration			785	15,533	21,383
Capella Education Co			204	14,914	13,582
Carbo Ceramics Inc			162	12,179	16,773
Cash America Intl Inc			385	13,741	14,218
Cato Corp			397	9,591	10,882
Cavium Networks Inc			646	19,286	24,341
Cemex Sab-Spons Adr			7,267	70,105	77,830
Chicos Fas Inc			1,330	16,128	16,000
Chipotle Mexican Grill			37	4,019	7,868
Clarcor Inc			480	17,630	20,587
Coinstar Inc			513	18,538	28,954
Comcast Corp			2,540	42,824	55,804
Comscore Inc			963	17,688	21,513

Western & Southern Affiliated Companies
Retirement Plan

EIN #31-0487145 Plan #006

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including			Cost	Current Value
	Maturity Date	Rate of Interest	Par Value/ Shares		
Common stocks (continued)					
CVS/Caremark Corp			1,876	\$ 59,640	\$ 65,229
Deckers Outdoor Corp			365	13,457	29,105
Dell Inc			5,069	70,475	68,685
Deutsche Telekom Ag-Spon Adr			2,142	24,369	27,653
Dineequity Inc			571	18,079	28,196
Dril-Quip Inc			190	12,916	14,767
DSW INC			625	17,684	24,438
Encana Corp			3,658	105,128	106,521
Encore Capital Group Inc			759	13,850	17,799
Enpro Industries Inc			308	8,134	12,800
Ezcorp Inc			1,145	19,694	31,064
Fidelity National Finl			7,157	97,020	97,908
Finisar Corp			1,260	18,773	37,409
First Cash Financial			805	18,401	24,947
Fuel Systems Solutions			267	9,912	7,844
General Cable Corp			510	16,294	17,896
Genomic Health Inc			1,264	24,238	27,037
Genzyme Corp			187	9,227	13,314
Goldman Sachs Group Inc			667	92,046	112,163
Graftech Intl Ltd			920	15,103	18,253
Heineken N.V. Receipts			1,779	42,452	43,783
Hess Corp			542	28,080	41,485
Hewlett Packard Co			2,279	94,434	95,946
HHgregg Inc			740	18,941	15,503

Western & Southern Affiliated Companies
Retirement Plan

EIN #31-0487145 Plan #006

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including			Cost	Current Value
	Maturity Date	Rate of Interest	Par Value/ Shares		
Common stocks (continued)					
HMS Holdings Corp			205	\$ 9,981	\$ 13,278
HUB Group Inc			475	14,970	16,692
Inspire Pharmaceuticals			3,593	20,914	30,181
Insulet Corp			1,456	21,362	22,568
International Coal Grp			1,820	13,360	14,087
International Speedway			1,731	47,451	45,300
J2 Global Communications			574	11,723	16,617
Kforce Inc			704	8,808	11,391
Kraft Foods Inc			1,853	50,472	58,388
Landstar Systems Inc			260	11,351	10,644
LKQ Corp			715	14,007	16,245
LSBIndustries Inc			518	8,909	12,567
Lufkin Industries Inc			335	12,827	20,901
Maximus Inc			263	16,112	17,248
Mellanox Technologies Ltd			392	8,001	10,259
Micros Systems Inc			286	9,150	12,544
Microsemi Corp			1,165	20,690	26,679
Morningstar Inc			211	10,243	11,200
Multi-Fineline Electron			501	13,528	13,271
Netscout Systems Inc			920	13,562	21,169
Noble Corp			1,729	52,748	61,846
Nokia			11,125	144,000	114,810
Nxstage Medical Inc			1,169	18,601	29,085
Oclaro Inc			1,565	19,756	20,580

Western & Southern Affiliated Companies
Retirement Plan

EIN #31-0487145 Plan #006

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including			Cost	Current Value
	Maturity Date	Rate of Interest	Par Value/ Shares		
Common stocks (continued)					
Omnicare Inc			2,832	\$ 57,277	\$ 71,904
Oplink Communications			849	14,452	15,681
Panera Bread Co			110	8,186	11,133
Parametric Technology			561	9,466	12,639
Penney J C Inc			797	17,575	25,751
Petmed Express Inc			938	16,795	16,706
Polycom Inc			300	8,445	11,694
Portfolio Recovery Assoc			367	19,130	27,598
Progress Software Corp			410	11,980	17,384
Railamerica Inc			5,519	62,199	71,471
RF Microdevices Inc			2,474	15,874	18,184
Riverbed Technology Inc			934	11,083	32,849
Rock-Tenn Co			185	10,157	9,981
Rollins Inc			465	6,776	9,184
Rti Biologics Inc			3,840	14,746	10,253
Salix Pharmaceuticals			575	16,217	27,002
Savient Pharmaceuticals			710	8,753	7,909
SEI Investments Co			2,608	45,692	62,044
Skechers U S A Inc			2,764	54,272	55,280
Skyworks Solutions Inc			1,056	15,429	30,233
Solutia Inc			360	8,207	8,309
Sonosite Inc			539	13,069	17,032
Spectranetics Corp			2,515	17,504	12,977
Steiner Leisure Ltd			318	13,165	14,851

Western & Southern Affiliated Companies
Retirement Plan

EIN #31-0487145 Plan #006

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including			Cost	Current Value
	Maturity Date	Rate of Interest	Par Value/ Shares		
Common stocks (continued)					
Sykes Enterprises Inc			637	\$ 13,580	\$ 12,906
Taleo Corp			588	14,247	16,258
Telus Corporation			1,607	50,058	70,001
Time Warner Cable Inc			1,569	65,536	103,601
Toro Co			230	12,355	14,177
Tractor Supply Co			211	6,481	10,231
Tupperware Brands Corp			325	14,801	15,493
United Therapeutics			390	20,933	24,656
Unitedhealth Group Inc			2,201	67,236	79,478
Veeco Instruments Inc			277	10,295	11,900
Verifone Systems Inc			655	14,022	25,257
Virtusa Corp			903	8,559	14,773
Vistaprint N V			360	18,430	16,560
Wabtec Corp			312	13,431	16,502
Wellpoint Inc			2,058	119,256	117,018
WMS Industries Inc			210	9,245	9,500
Woodward Governor Co			527	13,754	19,794
World Acceptance Corp			230	8,751	12,144
World Fuel Svcs Corp			564	15,131	20,394
Worthington Industries			795	12,613	14,629
				3,367,970	3,921,509

Western & Southern Affiliated Companies
Retirement Plan

EIN #31-0487145 Plan #006

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including			Cost	Current Value
	Maturity Date	Rate of Interest	Par Value/ Shares		
Mutual funds					
Vanguard FTSE All-World Ex-U Closed End Fund			6,400	\$ 245,119	\$ 305,472
ISHARES DJ US MSCI EAFE			23,935	1,323,127	1,393,496
ISHARES DJ US Russell 2000 Growth			290	19,740	25,352
ISHARES DJ US Russell 1000 Growth Fund			38,000	1,892,405	2,175,880
SPDR Trust Series 1			11,000	1,212,912	1,383,250
				4,693,303	5,283,450
Money market funds					
Fidelity Us Treas Money Mkt			537,019	537,019	537,019
Partnerships/joint ventures					
*Fort Washington High Yield LLC			4,406	983,158	1,113,029
Total investments				\$ 13,736,825	\$ 15,058,007

* Party in interest

Western & Southern Affiliated Companies
Retirement Plan

EIN #31-0487145 Plan #006

Schedule H, Line 4j – Schedule of Reportable Transactions

Year Ended December 31, 2010

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Asset	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Gain / (Loss)
Category (i) – Individual transactions in excess of 5% of plan assets						
Fidelity Inst Cash Portfolio – U.S. Treas Port	Money market fund	\$ 1,433,477		\$ 1,433,477	\$ 1,433,477	
Fidelity Inst Cash Portfolio – U.S. Treas Port	Money market fund		\$ 919,340	919,340	919,340	\$ –
Category (iii) – Series of transactions in excess of 5% of plan assets						
Fidelity Inst Cash Portfolio – U.S. Treas Port	Money market fund	1,900,738		1,900,738	1,900,738	
Fidelity Inst Cash Portfolio – U.S. Treas Port	Money market fund		2,279,339	2,279,339	2,279,339	–
US Treasury TII 07/15/2012 3.000	U.S. government security	385,016		385,016	385,016	
US Treasury TII 07/15/2012 3.000	U.S. government security		768,213	385,016	383,482	(1,534)
US Treasury TII 04/15/2012 2.000	U.S. government security	979,904		979,904	979,904	
US Treasury TII 04/15/2012 2.000	U.S. government security		981,196	979,904	1,005,561	25,657
US Treasury NTS 05/15/20 3.500	U.S. government security	1,389,677		1,389,677	1,389,677	
US Treasury NTS 05/15/20 3.500	U.S. government security		1,399,539	1,389,677	1,399,539	9,862

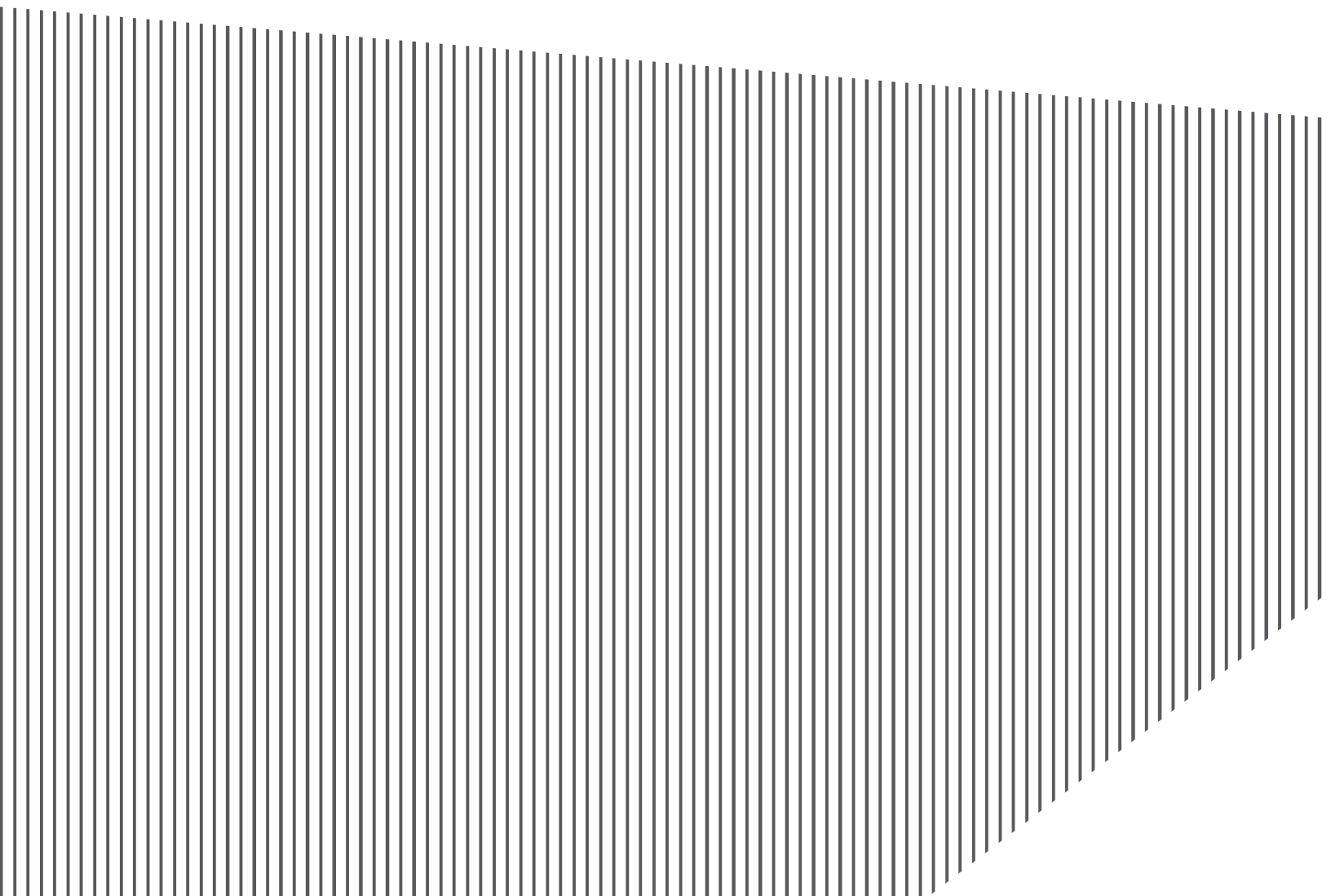
There were no category (ii) or (iv) reportable transactions during 2010.

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Western & Southern Affiliated Companies
Retirement Plan

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US Treasury	11/15/2020	2.63	715,000	671,444	674,444
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Western & Southern Affiliated Companies
Retirement Plan

EIN #31-0487145 Plan #006

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

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BACM 2007-2 AAB	4/10/2049	5.64	60,000	64,847	63,126
Bank Of America Corp	8/1/2015	4.75	50,000	50,326	51,463
Brandywine Oper Partners	11/1/2014	5.40	20,000	18,687	20,647
BSCMS 2005-PWR9 A4A	9/11/2042	4.87	40,000	38,347	42,138
BSCMS 2006-PW13 A3	9/11/2041	5.52	50,000	53,205	52,442
BSCMS 2007-PW16 A4	6/11/2040	5.72	55,000	49,993	58,683
BSKYB FINANCE UK	10/15/2015	5.63	25,000	27,286	27,571
Burlington North Santa Fe	1/15/2015	4.88	20,000	20,880	21,776
Burlington North Santa Fe	5/1/2040	5.75	25,000	25,400	25,866
California St	4/1/2016	5.95	25,000	25,336	26,208
Canadian Natl Resources	12/1/2014	4.90	25,000	26,295	27,140
Citigroup	9/15/2014	5.00	25,000	24,101	25,862
Comcast Corp	7/1/2019	5.70	25,000	26,226	27,332
CSFB 2004-C3 A5	7/15/2036	5.11	30,000	29,697	31,783
Enterprise Products Oper	9/1/2020	5.20	50,000	49,078	51,801
Fedex Corp	1/15/2014	7.38	25,000	28,366	28,670
GCCFC 2005-GG3 A3	8/10/2042	4.57	60,000	62,658	61,378

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Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including			Cost	Current Value
	Maturity Date	Rate of Interest	Par Value/ Shares		
Corporate debt securities (continued)					
GECMC 2004- C1 A2	11/10/2038	3.92 %	4,880	\$ 4,910	\$ 4,878
Gen Elec Cap Corp	5/1/2018	5.63	15,000	15,371	16,358
General Electric Co	2/1/2013	5.00	15,000	15,869	16,035
GNMA - CMO 2003-11 GJ	10/17/2029	4.00	1,865	1,918	1,969
Goldman Sachs Group	2/15/2019	7.50	25,000	29,145	29,150
JP Morgan Chase & Co	5/15/2038	6.40	20,000	22,016	22,684
JPMCC 2004-C2 A3	5/15/2041	5.23	60,000	64,219	63,859
Kraft Foods Inc	2/9/2016	4.13	15,000	14,949	15,746
LBUBS 2006-C3 A3	3/15/2032	5.69	50,000	53,078	52,870
MEAG TXB PLT	4/1/2057	6.66	25,000	25,125	24,181
Morgan Stanley	4/1/2012	6.60	25,000	27,200	26,637
MSC 2006-HQ9 A3	7/12/2044	5.71	60,000	64,001	63,997
News America Inc	3/1/2019	6.90	25,000	28,169	29,952
Nisource Finance Corp	3/1/2013	6.15	20,000	21,295	21,818
Norfolk Southern Corp	4/1/2018	5.75	25,000	26,446	28,231
Nucor Corp	6/1/2013	5.00	30,000	31,803	32,391
PepsiAmericas Inc	2/15/2014	4.38	25,000	26,011	27,038
Plains All Amer Pipeline	1/15/2017	6.13	40,000	43,257	43,919
Ppl Energy Supply LIC	5/1/2018	6.50	20,000	20,854	22,268
Prov Of Ontario	2/5/2015	2.95	15,000	15,228	15,484
Rockies Express Pipeline	7/15/2013	6.25	25,000	27,315	26,999
Rogers Wireless Inc	3/15/2015	7.50	20,000	23,360	23,728
Southern Power	7/15/2015	4.88	15,000	15,612	16,228
TIAA	12/16/2039	6.85	15,000	15,506	17,550

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Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including			Cost	Current Value
	Maturity Date	Rate of Interest	Par Value/ Shares		
Corporate debt securities (continued)					
Time Warner Cable Inc	2/15/2021	4.13 %	25,000	\$ 24,431	\$ 23,789
Time Warner Inc	7/15/2015	3.15	20,000	19,976	20,320
Trans-Canada Pipelines	6/1/2040	6.10	25,000	24,922	27,520
United Technologies	7/15/2038	6.13	30,000	32,501	34,544
Valero Energy Corp	6/15/2013	4.75	37,000	37,868	39,432
Valero Logistics	3/15/2013	6.05	25,000	26,313	26,587
Verizon Communications	2/15/2018	5.50	50,000	54,169	54,947
Viacom Inc	4/30/2016	6.25	20,000	21,798	22,761
Wal-Mart Stores	4/15/2038	6.20	15,000	16,542	17,076
WBCMT 2007-C34 APB	5/15/2046	5.62	50,000	54,170	52,756
WEA FIN LLC / WCI FIN LLC	10/1/2016	5.70	15,000	15,423	16,188
Xstrata Finance Canada	11/16/2011	5.50	20,000	20,990	20,754
				1,846,753	1,887,662
Common stocks					
99 Cents Only Stores			1,126	16,006	17,948
Acorda Therapeutics Inc			905	22,981	24,670
Agco Corp			228	7,292	11,550
Alexion Pharmaceuticals			400	19,528	32,220
Allstate Corp			3,535	106,976	112,696
Amer Public Education			313	13,532	11,656
American Science & Engr			280	21,950	23,864
Applied Industrial Tech			615	18,613	19,975
Ariba Inc			935	11,706	21,963

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Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including			Cost	Current Value
	Maturity Date	Rate of Interest	Par Value/ Shares		
Common stocks (continued)					
Arrow Electronics Inc			2,639	\$ 65,080	\$ 90,386
Atheros Communications			445	15,140	15,984
Auxilium Pharmaceuticals			890	25,906	18,779
Avnet Inc			630	18,585	20,809
Balchem Corp			364	8,235	12,307
Bank Of America Corp			12,266	172,553	163,628
Barclays Plc-Spons Adr			2,901	48,317	47,925
Baxter International Inc			1,158	54,236	58,618
Big Lots Inc			575	17,226	17,515
Biomarin Pharmaceutical			1,020	19,186	27,469
Bjs Restaurants Inc			316	6,710	11,196
Brigham Exploration			785	15,533	21,383
Capella Education Co			204	14,914	13,582
Carbo Ceramics Inc			162	12,179	16,773
Cash America Intl Inc			385	13,741	14,218
Cato Corp			397	9,591	10,882
Cavium Networks Inc			646	19,286	24,341
Cemex Sab-Spons Adr			7,267	70,105	77,830
Chicos Fas Inc			1,330	16,128	16,000
Chipotle Mexican Grill			37	4,019	7,868
Clarcor Inc			480	17,630	20,587
Coinstar Inc			513	18,538	28,954
Comcast Corp			2,540	42,824	55,804
Comscore Inc			963	17,688	21,513

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Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including			Cost	Current Value
	Maturity Date	Rate of Interest	Par Value/ Shares		
Common stocks (continued)					
CVS/Caremark Corp			1,876	\$ 59,640	\$ 65,229
Deckers Outdoor Corp			365	13,457	29,105
Dell Inc			5,069	70,475	68,685
Deutsche Telekom Ag-Spon Adr			2,142	24,369	27,653
Dineequity Inc			571	18,079	28,196
Dril-Quip Inc			190	12,916	14,767
DSW INC			625	17,684	24,438
Encana Corp			3,658	105,128	106,521
Encore Capital Group Inc			759	13,850	17,799
Enpro Industries Inc			308	8,134	12,800
Ezcorp Inc			1,145	19,694	31,064
Fidelity National Finl			7,157	97,020	97,908
Finisar Corp			1,260	18,773	37,409
First Cash Financial			805	18,401	24,947
Fuel Systems Solutions			267	9,912	7,844
General Cable Corp			510	16,294	17,896
Genomic Health Inc			1,264	24,238	27,037
Genzyme Corp			187	9,227	13,314
Goldman Sachs Group Inc			667	92,046	112,163
Graftech Intl Ltd			920	15,103	18,253
Heineken N.V. Receipts			1,779	42,452	43,783
Hess Corp			542	28,080	41,485
Hewlett Packard Co			2,279	94,434	95,946
HHgregg Inc			740	18,941	15,503

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Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including			Cost	Current Value
	Maturity Date	Rate of Interest	Par Value/ Shares		
Common stocks (continued)					
HMS Holdings Corp			205	\$ 9,981	\$ 13,278
HUB Group Inc			475	14,970	16,692
Inspire Pharmaceuticals			3,593	20,914	30,181
Insulet Corp			1,456	21,362	22,568
International Coal Grp			1,820	13,360	14,087
International Speedway			1,731	47,451	45,300
J2 Global Communications			574	11,723	16,617
Kforce Inc			704	8,808	11,391
Kraft Foods Inc			1,853	50,472	58,388
Landstar Systems Inc			260	11,351	10,644
LKQ Corp			715	14,007	16,245
LSBIndustries Inc			518	8,909	12,567
Lufkin Industries Inc			335	12,827	20,901
Maximus Inc			263	16,112	17,248
Mellanox Technologies Ltd			392	8,001	10,259
Micros Systems Inc			286	9,150	12,544
Microsemi Corp			1,165	20,690	26,679
Morningstar Inc			211	10,243	11,200
Multi-Fineline Electron			501	13,528	13,271
Netscout Systems Inc			920	13,562	21,169
Noble Corp			1,729	52,748	61,846
Nokia			11,125	144,000	114,810
Nxstage Medical Inc			1,169	18,601	29,085
Oclaro Inc			1,565	19,756	20,580

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Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including			Cost	Current Value
	Maturity Date	Rate of Interest	Par Value/ Shares		
Common stocks (continued)					
Omnicare Inc			2,832	\$ 57,277	\$ 71,904
Oplink Communications			849	14,452	15,681
Panera Bread Co			110	8,186	11,133
Parametric Technology			561	9,466	12,639
Penney J C Inc			797	17,575	25,751
Petmed Express Inc			938	16,795	16,706
Polycom Inc			300	8,445	11,694
Portfolio Recovery Assoc			367	19,130	27,598
Progress Software Corp			410	11,980	17,384
Railamerica Inc			5,519	62,199	71,471
RF Microdevices Inc			2,474	15,874	18,184
Riverbed Technology Inc			934	11,083	32,849
Rock-Tenn Co			185	10,157	9,981
Rollins Inc			465	6,776	9,184
Rti Biologics Inc			3,840	14,746	10,253
Salix Pharmaceuticals			575	16,217	27,002
Savient Pharmaceuticals			710	8,753	7,909
SEI Investments Co			2,608	45,692	62,044
Skechers U S A Inc			2,764	54,272	55,280
Skyworks Solutions Inc			1,056	15,429	30,233
Solutia Inc			360	8,207	8,309
Sonosite Inc			539	13,069	17,032
Spectranetics Corp			2,515	17,504	12,977
Steiner Leisure Ltd			318	13,165	14,851

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Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including			Cost	Current Value
	Maturity Date	Rate of Interest	Par Value/ Shares		
Common stocks (continued)					
Sykes Enterprises Inc			637	\$ 13,580	\$ 12,906
Taleo Corp			588	14,247	16,258
Telus Corporation			1,607	50,058	70,001
Time Warner Cable Inc			1,569	65,536	103,601
Toro Co			230	12,355	14,177
Tractor Supply Co			211	6,481	10,231
Tupperware Brands Corp			325	14,801	15,493
United Therapeutics			390	20,933	24,656
Unitedhealth Group Inc			2,201	67,236	79,478
Veeco Instruments Inc			277	10,295	11,900
Verifone Systems Inc			655	14,022	25,257
Virtusa Corp			903	8,559	14,773
Vistaprint N V			360	18,430	16,560
Wabtec Corp			312	13,431	16,502
Wellpoint Inc			2,058	119,256	117,018
WMS Industries Inc			210	9,245	9,500
Woodward Governor Co			527	13,754	19,794
World Acceptance Corp			230	8,751	12,144
World Fuel Svcs Corp			564	15,131	20,394
Worthington Industries			795	12,613	14,629
				3,367,970	3,921,509

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Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including			Cost	Current Value
	Maturity Date	Rate of Interest	Par Value/ Shares		
Mutual funds					
Vanguard FTSE All-World Ex-U Closed End Fund			6,400	\$ 245,119	\$ 305,472
ISHARES DJ US MSCI EAFE			23,935	1,323,127	1,393,496
ISHARES DJ US Russell 2000 Growth			290	19,740	25,352
ISHARES DJ US Russell 1000 Growth Fund			38,000	1,892,405	2,175,880
SPDR Trust Series 1			11,000	1,212,912	1,383,250
				4,693,303	5,283,450
Money market funds					
Fidelity Us Treas Money Mkt			537,019	537,019	537,019
Partnerships/joint ventures					
*Fort Washington High Yield LLC			4,406	983,158	1,113,029
Total investments				\$ 13,736,825	\$ 15,058,007

* Party in interest

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Schedule H, Line 4j – Schedule of Reportable Transactions

Year Ended December 31, 2010

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Asset	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Gain / (Loss)
Category (i) – Individual transactions in excess of 5% of plan assets						
Fidelity Inst Cash Portfolio – U.S. Treas Port	Money market fund	\$ 1,433,477		\$ 1,433,477	\$ 1,433,477	
Fidelity Inst Cash Portfolio – U.S. Treas Port	Money market fund		\$ 919,340	919,340	919,340	\$ –
Category (iii) – Series of transactions in excess of 5% of plan assets						
Fidelity Inst Cash Portfolio – U.S. Treas Port	Money market fund	1,900,738		1,900,738	1,900,738	
Fidelity Inst Cash Portfolio – U.S. Treas Port	Money market fund		2,279,339	2,279,339	2,279,339	–
US Treasury TII 07/15/2012 3.000	U.S. government security	385,016		385,016	385,016	
US Treasury TII 07/15/2012 3.000	U.S. government security		768,213	385,016	383,482	(1,534)
US Treasury TII 04/15/2012 2.000	U.S. government security	979,904		979,904	979,904	
US Treasury TII 04/15/2012 2.000	U.S. government security		981,196	979,904	1,005,561	25,657
US Treasury NTS 05/15/20 3.500	U.S. government security	1,389,677		1,389,677	1,389,677	
US Treasury NTS 05/15/20 3.500	U.S. government security		1,399,539	1,389,677	1,399,539	9,862

There were no category (ii) or (iv) reportable transactions during 2010.