

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2010</div> 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>BIMBO BAKERIES USA PENSION PLAN</u>	1b Three-digit plan number (PN) ▶	<u>001</u>	
	1c Effective date of plan	<u>07/30/2001</u>	
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>BBU, INC.</u> <u>255 BUSINESS CENTER DR.</u> <u>HORSHAM, PA 19044</u>	2b Employer Identification Number (EIN)	<u>75-2490530</u>	
	2c Sponsor's telephone number	<u>215-672-8010</u>	
	2d Business code (see instructions)	<u>311800</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.	10/17/2011	CAROLYN WOOD
	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") BBU, INC. 255 BUSINESS CENTER DR. HORSHAM, PA 19044	3b Administrator's EIN 75-2490530 3c Administrator's telephone number 215-672-8010
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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	12842
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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	5560
b Retired or separated participants receiving benefits.....	6b	1771
c Other retired or separated participants entitled to future benefits.....	6c	4452
d Subtotal. Add lines 6a , 6b , and 6c	6d	11783
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	366
f Total. Add lines 6d and 6e	6f	12149
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	168

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:

1A 1C 1G 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 SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	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

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>BIMBO BAKERIES USA PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>BBU, INC.</u>	D Employer Identification Number (EIN) <u>75-2490530</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2010</u>	
2 Assets:	
a Market value	2a <u>350441759</u>
b Actuarial value	2b <u>354118666</u>
3 Funding target/participant count breakdown	
	(1) Number of participants (2) Funding Target
a For retired participants and beneficiaries receiving payment	3a <u>2072</u> <u>122964628</u>
b For terminated vested participants	3b <u>4675</u> <u>90458276</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>10763421</u>
(2) Vested benefits	3c(2) <u>185487682</u>
(3) Total active	3c(3) <u>6136</u> <u>196251103</u>
d Total	3d <u>12883</u> <u>409674007</u>
4 If the plan is at-risk, check the box and complete items (a) and (b)	☐
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>6.70</u> %
6 Target normal cost	6 <u>6402654</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	<u>10/14/2011</u>
Signature of actuary	Date
<u>JUDITH K. LARGE</u>	<u>11-05384</u>
Type or print name of actuary	Most recent enrollment number
<u>MERCER</u>	<u>215-982-4600</u>
Firm name	Telephone number (including area code)
<u>1717 ARCH STREET</u> <u>27TH FLOOR</u> <u>PHILADELPHIA, PA 19103</u>	
Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

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

Schedule SB (Form 5500) 2010
v.092308.1

Part II	Beginning of year carryover and prefunding balances		
	(a) Carryover balance	(b) Prefunding balance	
7 Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	34704628		0
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)	1012071		0
9 Amount remaining (Item 7 minus item 8).....	33692557		0
10 Interest on item 9 using prior year's actual return of <u>17.74</u> %	5977603		
11 Prior year's excess contributions to be added to prefunding balance:			
a Excess contributions (Item 38 from prior year)			21657314
b Interest on (a) using prior year's effective rate of <u>8.14</u> %			1762905
c Total available at beginning of current plan year to add to prefunding balance			23420219
d Portion of (c) to be added to prefunding balance.....			0
12 Reduction in balances due to elections or deemed elections.....	13847536		0
13 Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....	25822624		0

Part III	Funding percentages		
14 Funding target attainment percentage.....	14	80.13	%
15 Adjusted funding target attainment percentage.....	15	80.13	%
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	88.57	%
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17		%

Part IV	Contributions and liquidity shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:						
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	
01/13/2011	8000000					
03/30/2011	8000000					
07/14/2011	8000000					
09/14/2011	8000000					
			Totals ►	18(b)	32000000	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contribution from prior years.....	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	29270923
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No	
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No	
c If 20a is "Yes," see instructions and complete the following table as applicable:		
Liquidity shortfall as of end of Quarter of this plan year		
(1) 1st	(2) 2nd	(4) 4th
0	0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: 5.03 %	2nd segment: 6.73 %	3rd segment: 6.82 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 4
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions).....	31	6402654
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	64991005	10937472
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33).....	34	17340126
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	4856676	0
36 Additional cash requirement (item 34 minus item 35).....	36	12483450
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	29270923
38 Interest-adjusted excess contributions for current year (see instructions).....	38	16787473
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....	39	0
40 Unpaid minimum required contribution for all years	40	0

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	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

<div>A Name of plan</div> <div>BIMBO BAKERIES USA PENSION PLAN</div>	<div>B Three-digit plan number (PN)</div> <div>▶</div> <div>001</div>
<div>C Plan sponsor's name as shown on line 2a of Form 5500</div> <div>BBU, INC.</div>	<div>D Employer Identification Number (EIN)</div> <div>75-2490530</div>

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)

FIIOC

04-2647786

(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?
21	INVESTMENT MANAGEMENT	589252	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

FIIOC

04-2647786

(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?
17 70	ACTUARY	311313	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

TOWERS WATSON

23-1159360

(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?
11	NONE	211934	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

ACS HR SOLUTIONS, LLP

20-2185976

(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?
13 15	NONE	163225	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

FIIOC

04-2647786

(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?
21 70	CONSULTANT	9340	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

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

a Name:	JOHN R. POPIOLEK	b EIN:	23-1159360
c Position:	ENROLLED ACTUARY		
d Address:	TOWERS WATSON CENTRE SQUARE EAST, 1500 MARKET ST. PHILADELPHIA, PA 19102-4790	e Telephone:	215-246-7358
Explanation: BBU, INC. ENDED ACTUARIAL SERVICES WITH TOWERS WATSON AND MOVED RESPONSIBILITIES TO MERCER.			

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 D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan 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.
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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>BIMBO BAKERIES USA PENSION PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>BBU, INC.</u>	D Employer Identification Number (EIN) <u>75-2490530</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>EB TEMPORARY INVESTMENT FUND II</u>		
b Name of sponsor of entity listed in (a): <u>THE BANK OF NEW YORK MELLON</u>		
c EIN-PN <u>13-5160382-023</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>6476480</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>GSCI ENERGY SECTOR FUND A</u>		
b Name of sponsor of entity listed in (a): <u>STANDARD & POORS CORP</u>		
c EIN-PN <u>13-2582625-999</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>10996335</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>GSCI NON-ENERGY SECTOR FUND A</u>		
b Name of sponsor of entity listed in (a): <u>STANDARD & POORS CORP</u>		
c EIN-PN <u>13-2582625-999</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>11097850</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JPMCB EAFE PLUS FUND</u>		
b Name of sponsor of entity listed in (a): <u>JP MORGAN CHASE BANK</u>		
c EIN-PN <u>26-0001051-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>37799759</u>
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 <u>01/01/2010</u> and ending <u>12/31/2010</u>		
A Name of plan <u>BIMBO BAKERIES USA PENSION PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BBU, INC.</u>	D Employer Identification Number (EIN) <u>75-2490530</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	24500000	24000000
	(2) Participant contributions	1b(2)		
	(3) Other	1b(3)	9945101	4110509
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	5307	1152
	(2) U.S. Government securities	1c(2)	35847309	84726561
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other	1c(3)(B)		80601857
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)	576549	607072
	(B) Common	1c(4)(B)	99037151	84342297
	(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)	79092294	66370424
	(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)		
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
	(15) Other	1c(15)	104365776	34033290

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	353369487	378793162

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	99477	331114
i Acquisition indebtedness	1i		
j Other liabilities	1j	1874858	2557005
k Total liabilities (add all amounts in lines 1g through 1j)	1k	1974335	2888119

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	351395152	375905043
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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)	24000000	
(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)		24000000

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)	5938599	
(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)		5938599

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(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)		0

(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)	13803155	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		13803155
(6) Net investment gain (loss) from common/collective trusts	2b(6)		13014156
(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		-1166430
d Total income. Add all income amounts in column (b) and enter total.....	2d		55589480

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	28963522	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		28963522
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)	475587	
(2) Contract administrator fees	2i(2)	163225	
(3) Investment advisory and management fees	2i(3)	589252	
(4) Other	2i(4)	888003	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		2116067
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		31079589

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		24509891
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: KREISCHER MILLER

(2) EIN: 23-1984075

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		2000000
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.

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

A Name of plan <u>BIMBO BAKERIES USA PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BBU, INC.</u>	D Employer Identification Number (EIN) <u>75-2490530</u>

Part I	Distributions
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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.....	1
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): <u>13-5160382</u> <u>04-3275867</u> 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.....	3 <u>361</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)
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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	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
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).....	6c		
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
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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.
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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: 47% Investment-Grade Debt: 53% High-Yield Debt: 0% Real Estate: 0% Other: 0%

- 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):

Independent Auditors' Report

Bimbo Bakeries USA Benefits Committee
Horsham, Pennsylvania

We were engaged to audit the statements of net assets available for benefits of Bimbo Bakeries USA Pension Plan as of December 31, 2010 and 2009, and the related statements of changes in net assets available for benefits for the years then ended, and the supplemental Schedule H Line 4i - Schedule of Assets (Held at End of Year), Schedule H, Line 4i - Schedule of Assets (Acquired and Disposed of within the Plan Year), and Schedule H, Line 4j - Schedule of Reportable Transaction as of or for the year ended December 31, 2010. 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 information summarized in Notes 5 and 7, which was certified by The Bank of New York Mellon/BNY Mellon, N.A. and Fidelity Management Trust Company, the trustees 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 Bank of New York Mellon/BNY Mellon, N.A. held the Plan's investment assets and executed investment transactions as of and for the years ended December 31, 2010 and 2009 and that Fidelity Management Trust Company held the Plan's investment assets and executed investment transactions as of and for the year ended December 31, 2009 and from January 1, 2010 to November 30, 2010. The plan administrator has obtained certifications from the trustees as of and for the years ended December 31, 2010 and 2009, that the information provided to the plan administrator by the trustees 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 information certified by the trustees, have been audited by us in accordance with auditing standards generally accepted in the United States of America 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.



Horsham, Pennsylvania
October 14, 2011

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	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

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan BIMBO BAKERIES USA PENSION PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF BBU, INC.	D Employer Identification Number (EIN) 75-2490530
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
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1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2010</u>		
2 Assets:		
a Market value.....	2a	350,441,759
b Actuarial value.....	2b	354,118,666
3 Funding target/participant count breakdown	(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a	2,072
b For terminated vested participants.....	3b	4,675
c For active participants:		
(1) Non-vested benefits.....	3c(1)	10,763,421
(2) Vested benefits.....	3c(2)	185,487,682
(3) Total active.....	3c(3)	6,136
d Total.....	3d	12,883
4 If the plan is at-risk, check the box and complete items (a) and (b)..... ☐		
a Funding target disregarding prescribed at-risk assumptions.....	4a	0
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor.....	4b	0
5 Effective interest rate.....	5	6.70 %
6 Target normal cost.....	6	6,402,654

Statement by Enrolled Actuary
To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	<u>Judith K. Large / JKL</u> Signature of actuary	<u>10/14/2011</u> Date
	JUDITH K. LARGE Type or print name of actuary	11-05384 Most recent enrollment number
	MERCER Firm name	(215) 982-4600 Telephone number (including area code)
	1717 ARCH STREET 27TH FLOOR PHILADELPHIA PA 19103 Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

Part II Beginning of year carryover and prefunding balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	34,704,628	0
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)	1,012,071	0
9 Amount remaining (Item 7 minus item 8).....	33,692,557	0
10 Interest on item 9 using prior year's actual return of <u>17.74</u> %	5,977,603	
11 Prior year's excess contributions to be added to prefunding balance:		
a Excess contributions (Item 38 from prior year)		21,657,314
b Interest on (a) using prior year's effective rate of <u>8.14</u> %		1,762,905
c Total available at beginning of current plan year to add to prefunding balance		23,420,219
d Portion of (c) to be added to prefunding balance.....		0
12 Reduction in balances due to elections or deemed elections.....	13,847,536	0
13 Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	25,822,624	0

Part III Funding percentages

14 Funding target attainment percentage.....	14	80.13 %
15 Adjusted funding target attainment percentage.....	15	80.13 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	88.57 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV Contributions and liquidity shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
01/13/2011	8,000,000				
03/30/2011	8,000,000				
07/14/2011	8,000,000				
09/14/2011	8,000,000				
Totals ▶			18(b)	32,000,000	18(c) 0

19 Discounted employer contributions - see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contribution from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	29,270,923

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No
- b** If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No
- c** If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions used to determine funding target and target normal cost**21** Discount rate:**a** Segment rates:1st segment:
5.03 %2nd segment:
6.73 %3rd segment:
6.82 %☐ N/A, full yield curve used**b** Applicable month (enter code)**21b**

4

22 Weighted average retirement age**22**

62

23 Mortality table(s) (see instructions) ☐ Prescribed - combined☒ Prescribed - separate☐ Substitute**Part VI Miscellaneous items****24** Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No**25** Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No**26** Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No**27** If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.**27****Part VII Reconciliation of unpaid minimum required contributions for prior years****28** Unpaid minimum required contribution for all prior years **28** 0**29** Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a)..... **29** 0**30** Remaining amount of unpaid minimum required contributions (item 28 minus item 29)..... **30** 0**Part VIII Minimum required contribution for current year****31** Target normal cost, adjusted, if applicable (see instructions)..... **31** 6,402,654**32** Amortization installments:

Outstanding Balance

Installment

a Net shortfall amortization installment

64,991,005

10,937,472

b Waiver amortization installment

0

0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount**33**

0

34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33)..... **34**

17,340,126

	Carryover balance	Prefunding balance	Total balance
35 Balances used to offset funding requirement	4,856,676	0	4,856,676

36 Additional cash requirement (item 34 minus item 35)..... **36** 12,483,450**37** Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)..... **37**

29,270,923

38 Interest-adjusted excess contributions for current year (see instructions)..... **38** 16,787,473**39** Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)..... **39** 0**40** Unpaid minimum required contribution for all years **40** 0

Schedule SB, Line 7 — Explanation of Discrepancy in Prior Year Funding Standard Carryover Balance or Prefunding Balance

The development of the carryover balance is shown on a merged plan basis. Therefore the prior year carryover balance shown in Line 7 (\$34,704,628) is based on the combined plans rather than just the ongoing plan (\$4,682,592). The table below shows the development of the carryover balance by former plan, prior to the January 1, 2010 merger.

Development of Carryover Balance as of January 1, 2010

	<u>Ongoing Plan</u>	<u>Former Plans</u>			<u>Total</u>
	Bimbo Bakeries USA Pension Plan ¹	Bimbo Foods Bakeries, Inc. Hourly Employees Retirement Income Plan	Bimbo Foods, LLC Employees' Retirement Plan	Bimbo Bakeries USA, Inc. Retirement Account Balance Plan	
EIN	75-2490530	22-3396279	23-2823639	75-2491201	
PN	001	002	001	001	
Balance as of January 1, 2009	4,682,592	5,342,242	15,038,367	9,641,427	34,704,628
Portion used in 2009	0	50,680	469,027	492,364	1,012,071
Amount remaining as of January 1, 2009	4,682,592	5,291,562	14,569,340	9,149,063	33,692,557
2009 actual investment return	16.87%	16.96%	16.90%	19.98%	17.74%
Interest on amount remaining	789,953	897,449	2,462,218	1,827,983	5,977,603
Amount remaining as of December 31, 2009	5,472,545	6,189,011	17,031,558	10,977,046	39,670,160
Amount transferred due to plan merger	34,197,615	(6,189,011)	(17,031,558)	(10,977,046)	0
Amount remaining as of December 31, 2009 - merged plan	39,670,160	0	0	0	39,670,160
Reduction due to election as of January 1, 2010	13,847,536	0	0	0	13,847,536
Balance as of January 1, 2010	25,822,624	0	0	0	25,822,624

¹ Formerly Bimbo Foods Bakeries, Inc. Cash Balance Plan for Salaried Employees

Schedule SB, Line 22 — Description of Weighted Average Retirement Age

Each employee is assumed to retire in accordance with the table of retirement rates. The proportion of employees expected to retire at each potential retirement age is shown below. The average retirement age is 62.

Legacy East - Nonunion

(A)	(B)	(C)	(D)	(E)
Age	Probability of retirement	Number of lives	Number of retirements	(A) x (D)
55	3%	10,000	300	16,500
56	3%	9,700	291	16,296
57	3%	9,409	282	16,074
58	3%	9,127	274	15,892
59	3%	8,853	266	15,694
60	25%	8,587	2,147	128,820
61	30%	6,440	1,932	117,852
62	50%	4,508	2,254	139,748
63	50%	2,254	1,127	71,001
64	50%	1,127	564	36,096
65	100%	563	563	36,595
		Total	10,000	610,568
		Average		61.0568

Legacy East - Union

(A)	(B)	(C)	(D)	(E)
Age	Probability of retirement	Number of lives	Number of retirements	(A) x (D)
55	3%	10,000	300	16,500
56	3%	9,700	291	16,296
57	3%	9,409	282	16,074
58	3%	9,127	274	15,892
59	3%	8,853	266	15,694
60	3%	8,587	258	15,480
61	3%	8,329	250	15,250
62	15%	8,079	1,212	75,144
63	20%	6,867	1,373	86,499
64	20%	5,494	1,099	70,336
65	100%	4,395	4,395	285,675
Total			10,000	628,840
Average				62.8840

Schedule SB, Line 22 — Description of Weighted Average Retirement Age**Legacy West – Mrs Baird's Bakeries**

(A)	(B)	(C)	(D)	(E)
Age	Probability of retirement	Number of lives	Number of retirements	(A) x (D)
55	10%	10,000	1,000	55,000
56	3%	9,000	270	15,120
57	3%	8,730	262	14,934
58	3%	8,468	254	14,732
59	3%	8,214	246	14,514
60	5%	7,968	398	23,880
61	5%	7,570	379	23,119
62	20%	7,191	1,438	89,156
63	10%	5,753	575	36,225
64	10%	5,178	518	33,152
65	100%	4,660	4,660	302,900
Total			10,000	622,732
Average				62.2732

Legacy West – Retirement Account Balance

(A)	(B)	(C)	(D)	(E)
Age	Probability of retirement	Number of lives	Number of retirements	(A) x (D)
55	10%	10,000	1,000	55,000
56	10%	9,000	900	50,400
57	10%	8,100	810	46,170
58	10%	7,290	729	42,282
59	10%	6,561	656	38,704
60	10%	5,905	591	35,460
61	10%	5,314	531	32,391
62	25%	4,783	1,196	74,152
63	20%	3,587	717	45,171
64	15%	2,870	431	27,584
65	100%	2,439	2,439	158,535
Total			10,000	605,849
Average				60.5849

Schedule SB, Line 22 — Description of Weighted Average Retirement Age

1.	Number of legacy East nonunion active employees	1,619
2.	Weighted average retirement age for legacy East nonunion active employees	61.0568
3.	(1) × (2)	98,850.96
4.	Number of legacy East union active employees	1,496
5.	Weighted average retirement age for legacy East union active employees	62.8840
6.	(4) × (5)	94,074.46
7.	Number of legacy West Mrs Baird's Bakeries active employees	1,588
8.	Weighted average retirement age for legacy West Mrs Baird's Bakeries active employees	62.2732
9.	(7) × (8)	98,889.84
10.	Number of legacy West Retirement Account Balance active employees	857
11.	Weighted average retirement age for legacy West Retirement Account Balance active employees	60.5849
12.	(10) × (11)	51,921.26
13.	Weighted average retirement age [(3)+(6)+(9)+(12)] ÷ [(1)+(4)+(7)+(10)]	62

The weighted average retirement ages for the legacy East nonunion and union and legacy West Mrs Baird's Bakeries and Retirement Account Balance groups are calculated by first determining the number of retirements at the earliest possible retirement age from a population of 10,000 lives. The number of retirements at each successive age is then determined by applying the appropriate retirement rate to the number of remaining lives. The percentage of the number of retirements at each age over 10,000 is the weight applied to that age to determine the weighted average. It should be noted that while only integral values are shown in the tables on the previous page, the full content of each cell, including decimal portions, is used in the calculations.

Schedule SB, Line 23 - Statement of Actuarial Assumptions/Methods

Actuarial assumptions

1. Former Cash Balance Plan for Salaried Employees**Discount rate sponsor elections**

▪ Segment rates or full yield curve	Segment
▪ Look-back months	4
▪ 1st 5 years	5.03%
▪ Next 15 years	6.73%
▪ Over 20 years	6.82%

Mortality sponsor elections

▪ Healthy and Disabled participants	Prescribed separate static annuitant and nonannuitant mortality tables.
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417(e) lump sums

Liabilities are determined based on the underlying annuity used by the plan to determine the lump sum amount, rather than valuing the lump sum payment. This annuity is valued based on funding interest rates rather than 417(e) rates and current year 417(e) unisex mortality.

Cash balance plans

▪ Interest accumulation rate	3.79%
▪ Annuity conversion	
– Mortality table	Prescribed 417(e)(3) (unisex)
– Interest rate basis	Funding segment rates and 4.5% phase in

Other economic assumptions

▪ Salary increases	3.75% per year
▪ Flat-dollar benefit increases	N/A
▪ Social Security wage base	3.50% per year
▪ Inflation	2.75% per year
▪ Expected investment return	7.50% per year for year 2008 through 2010 (for all plans)
▪ Expenses	Prior year expenses rounded up to the next \$1,000
▪ Other	N/A

Demographic assumptions

Withdrawal	See table of sample rates.
Disability incidence	See table of sample rates.

Schedule SB, Line 23 - Statement of Actuarial Assumptions/Methods

Retirement age	Attained age	Percentage ¹
	Under 55	0%
	55	3%
	56	3%
	57	3%
	58	3%
	59	3%
	60	25%
	61	30%
	62	50%
	63	50%
	64	50%
	65 and above	100%
Benefit commencement age for	The later of age 65 and 5 years of service for annuities and age 22 and 3 years of service for lump sums.	
▪ Future vested deferred		
▪ Current vested deferred		
Spouse assumptions	<u>Male participants</u>	<u>Female participants</u>
▪ Percentage married	80%	60%
▪ Spouse age difference	3 years younger	3 years older
Form of payment	<u>Lump sum</u>	<u>Single life</u>
▪ Active retirements	75%	25%
▪ Current vested deferred	0%	100%
If cash balance > prior plan benefit lump sum		
▪ Future vested deferred	100%	0%
▪ Future disabilities	100%	0%
▪ Future deaths	100%	0%
If cash balance < prior plan benefit lump sum		
▪ Future vested deferred	0%	100%
▪ Future disabilities	0%	100%
▪ Future deaths	0%	100%
Unpredictable contingent event assumptions	N/A	

¹ Represents the retirement decrement for participants with under 20 years of service.

Schedule SB, Line 23 - Statement of Actuarial Assumptions/Methods**Table of sample rates**

Attained age	Withdrawal²	Disability
20	30%	0.0%
25	30%	0.0%
30	30%	0.0%
35	30%	0.1%
40	30%	0.1%
45	30%	0.2%
50	30%	0.7%
55	30%	1.3%
60	30%	3.0%
65	30%	0.0%

² This column represents the first year's withdrawal decrement of the four year select and ultimate table.

Schedule SB, Line 23 - Statement of Actuarial Assumptions/Methods**2. Former Hourly Employees Retirement Income Plan****Discount rate sponsor elections**

▪ Segment rates or full yield curve	Segment
▪ Look-back months	4
▪ 1st 5 years	5.03%
▪ Next 15 years	6.73%
▪ Over 20 years	6.82%

Mortality sponsor elections

▪ Healthy and disabled participants	Prescribed separate static annuitant and non-annuitant mortality tables.
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417(e) lump sums

Liabilities are determined based on the underlying annuity used by the plan to determine the lump sum amount, rather than valuing the lump sum payment. This annuity is valued based on funding interest rates rather than 417(e) rates and current year 417(e) unisex mortality.

Cash balance plans

▪ Interest accumulation rate	3.70%
▪ Whipsaw calculations	No
▪ Annuity conversion	
– Mortality table	Prescribed 417(e)(3) (unisex)
– Interest rate basis	Funding segment rates and 4.5% phase in

Other economic assumptions

▪ Salary increases	3.75% per year
▪ Flat-dollar benefit increases	N/A
▪ Social Security wage base	3.50% per year
▪ Inflation	2.75% per year
▪ Expected investment return	7.50% per year
▪ Expenses	Prior year expenses rounded up to the next \$1,000
▪ Other: Greenwich employee contribution interest rate	2.94%

Demographic assumptions

Withdrawal	See table of sample rates.
Disability incidence	See table of sample rates.

Schedule SB, Line 23 - Statement of Actuarial Assumptions/Methods

Retirement age

Attained age	Percentage ³	
	Nonunion	Union
Under 55	0%	0%
55	3%	3%
56	3%	3%
57	3%	3%
58	3%	3%
59	3%	3%
60	25%	3%
61	30%	3%
62	50%	15%
63	50%	20%
64	50%	20%
65 and above	100%	100%

Benefit commencement age for

- Future vested deferred
- Current vested deferred

The later of age 65 and 5 years of service or termination of employment. For Greenwich participants, the later of age 62 and 5 years of service or termination of employment.

Spouse assumptions

- Percentage married
- Spouse age difference

Male participants**Female participants**

80%

60%

3 years younger

3 years older

³ Represents the retirement decrement for participants with under 20 years of service.

Schedule SB, Line 23 - Statement of Actuarial Assumptions/Methods

Form of payment	<u>Lump sum</u>	<u>Life annuity</u>	<u>5 year C&C</u>
▪ Active retirements – cash balance	75%	25%	0%
▪ Active retirements - Gastonia	0%	0%	100%
▪ Active retirements – Brownberry/Greenwich	0%	100%	0%
Cash balance - Cash balance > prior plan benefit lump sum			
▪ Future vested deferred	100%	0%	0%
▪ Future disabilities	100%	0%	0%
▪ Future deaths	100%	0%	0%
▪ Current vested deferred	100%	0%	0%
Cash balance - Cash balance < prior plan benefit lump sum			
▪ Future vested deferred	0%	100%	0%
▪ Future disabilities	0%	100%	0%
▪ Future deaths	0%	100%	0%
▪ Current vested deferred	0%	100%	0%
Gastonia			
▪ Future vested deferred	0%	0%	100%
▪ Future disabilities	0%	0%	100%
▪ Future deaths	0%	0%	100%
▪ Current vested deferred	0%	0%	100%
Brownberry/Greenwich			
▪ Future vested deferred	0%	100%	0%
▪ Future disabilities	0%	100%	0%
▪ Future deaths	0%	100%	0%
▪ Current vested deferred	0%	100%	0%
Unpredictable contingent event assumptions	N/A		

Schedule SB, Line 23 - Statement of Actuarial Assumptions/Methods**Table of sample rates**

Attained age	Withdrawal⁴		Disability
	Nonunion	Union	
20	30%	25%	0.0%
25	30%	25%	0.0%
30	30%	25%	0.0%
35	30%	25%	0.1%
40	30%	25%	0.1%
45	30%	25%	0.2%
50	30%	25%	0.7%
55	30%	25%	1.3%
60	30%	25%	3.0%
65	30%	25%	0.0%

⁴ This column represents the first year's withdrawal decrement of the four year select and ultimate table.

Schedule SB, Line 23 - Statement of Actuarial Assumptions/Methods**3. Former Bimbo Foods, LLC Employees' Retirement Plan****Discount rate sponsor elections**

▪ Segment rates or full yield curve	Segment
▪ Look-back months	4
▪ 1st 5 years	5.03%
▪ Next 15 years	6.73%
▪ Over 20 years	6.82%

Mortality sponsor elections

▪ Healthy and disabled participants	Prescribed separate static annuitant and non-annuitant mortality tables.
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417(e) lump sums

Liabilities are determined based on the underlying annuity used by the plan to determine the lump sum amount, rather than valuing the lump sum payment. This annuity is valued based on funding interest rates rather than 417(e) rates and current year 417(e) unisex mortality.

Cash balance plans

▪ Interest accumulation rate	3.70%
▪ Annuity conversion	
– Mortality table	Prescribed 417(e)(3) (unisex)
– Interest rate basis	Funding segment rates and 4.5% phase in

Other economic assumptions

▪ Salary increases	3.75% per year
▪ Flat-dollar benefit increases	N/A
▪ Social Security wage base	3.50% per year
▪ Inflation	2.75% per year
▪ Expected investment return	7.50% per year
▪ Expenses	Prior year expenses rounded up to the next \$1,000
▪ Other	N/A

Demographic assumptions

Withdrawal	See table of sample rates.
Disability incidence	See table of sample rates.

Schedule SB, Line 23 - Statement of Actuarial Assumptions/Methods

Retirement age

Attained age	Percentage ⁵	
	Nonunion	Union
Under 55	0%	0%
55	3%	3%
56	3%	3%
57	3%	3%
58	3%	3%
59	3%	3%
60	25%	3%
61	30%	3%
62	50%	15%
63	50%	20%
64	50%	20%
65 and above	100%	100%

Benefit commencement age for

- Future vested deferred
- Current vested deferred

The later of age 65 and 5 years of service for annuities and age 22 and 3 years of service for lump sums.

Spouse assumptions

- Percentage married
- Spouse age difference

Male participants**Female participants**

80%

60%

3 years younger

3 years older

⁵ Represents the retirement decrement for participants with under 20 years of service.

Schedule SB, Line 23 - Statement of Actuarial Assumptions/Methods

Form of payment	<u>Lump sum</u>	<u>Life Annuity</u>
▪ Active retirements – cash balance with cash balance > prior plan benefit lump sum	75%	25%
▪ Active retirements – cash balance with cash balance < prior plan benefit lump sum	0%	100%
▪ Active retirements – union code 635	0%	100%
Cash balance > prior plan benefit lump sum		
▪ Future vested deferred	100%	0%
▪ Future disabilities	100%	0%
▪ Future deaths	100%	0%
Cash balance < prior plan benefit lump sum		
▪ Future vested deferred	0%	100%
▪ Future disabilities	0%	100%
▪ Future deaths	0%	100%
Union code 635		
▪ Future vested deferred	0%	100%
▪ Future disabilities	0%	100%
▪ Future deaths	0%	100%
Current Vested deferred		
▪ Cash balance or union code 635	0%	100%
Unpredictable contingent event assumptions	N/A	

Schedule SB, Line 23 - Statement of Actuarial Assumptions/Methods**Table of sample rates**

Attained age	Withdrawal⁶		Disability
	Nonunion	Union	
20	30%	25%	0.03%
25	30%	25%	0.03%
30	30%	25%	0.04%
35	30%	25%	0.05%
40	30%	25%	0.07%
45	30%	25%	0.10%
50	30%	25%	0.20%
55	30%	25%	0.50%
60	30%	25%	1.00%
65	30%	25%	0.00%

⁶ This column represents the first year's withdrawal decrement of the four year select and ultimate table.

Schedule SB, Line 23 - Statement of Actuarial Assumptions/Methods**4. Former Retirement Account Balance Plan****Discount rate sponsor elections**

▪ Segment rates or full yield curve	Segment
▪ Look-back months	4
▪ 1st 5 years	5.03%
▪ Next 15 years	6.73%
▪ Over 20 years	6.82%

Mortality sponsor elections

▪ Healthy and disabled participants	Prescribed separate static annuitant and nonannuitant mortality tables.
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417(e) lump sums

Liabilities are determined based on the underlying annuity used by the plan to determine the lump sum amount, rather than valuing the lump sum payment. This annuity is valued based on funding interest rates rather than 417(e) rates and current year 417(e) unisex mortality.

Cash balance plans

▪ Interest accumulation rate	3.70% for George Weston design; 3.50% for RABP design
▪ Whipsaw calculations	No
▪ Annuity conversion	
– Mortality table	Prescribed 417(e)(3) (unisex)
– Interest rate basis	Funding segment rates and 4.5% phase in

Other economic assumptions

▪ Salary increases	3.75% per year
▪ Flat-dollar benefit increases	N/A
▪ Social Security wage base	3.50% per year
▪ Inflation	2.75% per year
▪ Expected investment return	7.50% per year
▪ Expenses	Prior year expenses rounded up to the next \$1,000
▪ Other	N/A

Demographic assumptions

Withdrawal	See table of sample rates.
Disability incidence	See table of sample rates.

Schedule SB, Line 23 - Statement of Actuarial Assumptions/Methods

Retirement age

Attained age	Percentage	
	Mrs. Baird's Bakeries	Other
Under 55	0%	0%
55	10%	10%
56	3%	10%
57	3%	10%
58	3%	10%
59	3%	10%
60	5%	10%
61	5%	10%
62	20%	25%
63	10%	20%
64	10%	15%
65 and above	100%	100%

Benefit commencement age for

- Future vested deferred
- Current vested deferred

The later of age 65 and 5 years of service for annuities and age 22 and 3 years of service for lump sums. Also, age 55 for hourly GWB with service greater than 10 years before 1/1/2005.

Spouse assumptions

- Percentage married
- Spouse age difference

Male participants**Female participants**

80%

60%

3 years younger

3 years older

Schedule SB, Line 23 - Statement of Actuarial Assumptions/Methods

Form of payment – Service after 12/31/2004	<u>Lump sum</u>	<u>Life Annuity</u>	<u>10 year life and certain</u>
▪ Active retirements	90%	10%	0%
▪ Future vested deferred	100%	0%	0%
▪ Future disabilities - Mrs. Baird's Bakeries	0%	0%	100%
▪ Future disabilities - other	100%	0%	0%
▪ Future deaths	100%	0%	0%
▪ Current vested deferred	0%	100%	0%
Form of payment – Service before 1/1/2005			
▪ Active retirements - Mrs. Baird's Bakeries	90%	10%	0%
▪ Active retirements - former salaried George Weston	75%	25%	0%
▪ Active retirements - former hourly George Weston	0%	100%	0%
▪ Future vested deferred	100%	0%	0%
▪ Future vested deferred - former hourly George Weston	0%	100%	0%
▪ Future disabilities - Mrs. Baird's Bakeries	0%	0%	100%
▪ Future disabilities - former hourly George Weston	0%	100%	0%
▪ Future disabilities - other	100%	0%	0%
▪ Future deaths - former hourly George Weston	0%	100%	0%
▪ Future deaths - other	100%	0%	0%
▪ Current vested deferred	0%	100%	0%
Unpredictable contingent event assumptions	N/A		

Schedule SB, Line 23 - Statement of Actuarial Assumptions/Methods**Table of sample rates**

Attained age	Withdrawal			Disability incidence	
	Mrs. Baird's Bakeries			Mrs. Baird's	
	Male	Female	Other ⁷	Bakeries	Other
20	29.9%	49.9%	18.6%	0.003%	0.0%
25	19.9%	29.9%	13.6%	0.043%	0.0%
30	13.9%	19.9%	10.1%	0.064%	0.0%
35	9.9%	13.9%	7.9%	0.098%	0.1%
40	5.8%	9.9%	6.5%	0.158%	0.1%
45	3.7%	5.8%	5.5%	0.259%	0.2%
50	1.4%	3.7%	4.5%	0.448%	0.7%
55	0.0%	1.4%	0.0%	0.845%	1.3%
60	0.0%	0.0%	0.0%	1.204%	3.0%
65	0.0%	0.0%	0.0%	1.540%	0.0%

⁷ This column represents the first year's withdrawal decrement of the four year select and ultimate table.

Schedule SB, Line 23 - Statement of Actuarial Assumptions/Methods**Actuarial methods****Asset methods**

The asset valuation method is an average of the adjusted market value for each year during the last two years preceding the valuation date. The adjusted market value is the market value at each determination date adjusted to the valuation date based on actual cash flows and expected interest at the lesser of the expected rate of return and the third segment rate. This amount is adjusted to be no greater than 110 percent and no less than 90 percent of the fair market value, as defined in IRC Section 430.

A characteristic of this asset method is that, over time, it is slightly more likely to produce an actuarial value of assets that is less than the market value of assets than an actuarial value that is greater than the market value.

Participant methods

Participants or former participants are included or excluded from the valuation as described below:

- **Participants included:** The plan sponsor provides us with data on all employees as of the valuation date, but only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities.
- **Participants excluded:** No actuarial liability is included for nonvested participants who terminated prior to the valuation date.
- **Insurance contracts:** The plan does not have any insurance contracts.

Minimum funding methods

The funding target for minimum funding calculations is computed using the traditional unit credit method of funding. The objective under this method is to fund each participant's benefits under the plan as they accrue. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

- The plan's valuation date is the beginning of the plan year.
- An individual's **funding target** is the present value of future benefits based on credited service and average pay as of the beginning of the plan year, and an individual's **target normal cost** is the present value of the benefit expected to accrue in the plan year. If multiple decrements are used, the funding target and the target normal cost for an individual is the sum of the component funding targets and target normal costs associated with the various anticipated separation dates.
- The plan's **target normal cost** is the sum of the individual target normal costs, and the plan's **funding target** is the sum of the individual funding targets for all participants under the plan.

Schedule SB, Line 23 - Statement of Actuarial Assumptions/Methods**Maximum deductible contribution method**

Calculations of maximum deductible contributions include the excess of the funding target computed using the projected unit credit method over the minimum funding target. The objective of the projected unit credit method is to fund each participant's benefits under the plan as they accrue, taking into consideration expected future compensation increases. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

- An individual's **projected funding target** is the present value of benefits based on credited service as of the beginning of the plan year and projected compensation that would be used in the calculation of the benefit on each expected separation date. If multiple decrements are used, the projected funding target for an individual is the sum of the component projected funding targets associated with the various anticipated separation dates.
- The plan's **projected funding target** is the sum of the projected funding targets for all participants under the plan. The excess of the plan's projected funding target over the plan's funding target is included in the "cushion amount."

Schedule SB, Line 24 — Change in Actuarial Assumptions

Actuarial assumption changes since prior valuation

- Interest discounts and mortality rates were updated from 2009 to 2010 in accordance with PPA and the sponsor changed their interest rate election from full yield curve with a two month look-back to segment rates with four months look-back.
- Expense normal cost for the former Retirement Account Balance Plan changed from prior two years' average to prior year expenses rounded up to the next \$1,000, in accordance with the expense assumption for the ongoing plan.
- The cash balance interest credit, salary increase rate, social security wage base and inflation rate were updated to better reflect expected future plan experience.

Schedule SB, Line 25 — Change in Method

Method changes since prior valuation

This plan was converted from the Towers Watson valuation system to the Mercer valuation system for the 2010 plan year, resulting in a change in funding method for 2010. This change in valuation software satisfies the requirements of Announcement 2010-3 for automatic IRS approval for changes in funding method.

Schedule SB, Line 26 — Schedule of Active Participant Data**Distribution of active participants as of January 1, 2010****Frozen Cash Balance Participants**

Years of credited service										
Attained age	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & Up
< 25		48	1							
		851								
25 - 29		124	56	6						
		1,442	3,105							
30 - 34		142	123	26	1					
		2,011	4,666	7,011						
35 - 39		120	135	63	38	3				
		2,523	6,805	10,024	12,797					
40 - 44	1	149	154	121	83	38	1			
		3,187	7,642	18,987	14,423	18,174				
45 - 49	1	155	152	160	92	100	58	12		
		3,915	10,018	28,107	16,190	29,762	33,995			
50 - 54	1	116	152	158	60	99	80	73	10	
		4,995	11,738	38,623	20,738	37,825	49,597	50,279		
55 - 59		85	117	124	50	55	64	56	39	4
		3,972	12,251	58,082	41,424	50,854	73,102	68,354	89,549	
60 - 64		36	47	56	22	46	31	30	20	8
		4,437	15,167	54,100	41,539	44,215	60,844	73,886	117,802	
65 - 69		9	16	22	4	6	7	6	2	4
				36,218						
70+		5	3	7	1		3		1	1

In each cell, the top number is the count of active participants for each age/service combination and the bottom number is average account balance. Average account balance is not shown for cells with fewer than 20 participants.

Schedule SB, Line 26 — Schedule of Active Participant Data**Distribution of active participants as of January 1, 2010****Accruing Cash Balance Participants**

Years of credited service										
Attained age	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & Up
< 25	12	25 34,770 2,795	2							
25 - 29	9	32 41,140 3,069	23 40,289 7,023							
30 - 34	13	20 41,859 3,689	43 47,787 8,713	7	1					
35 - 39	7	21 50,369 5,439	55 50,562 11,051	12	15	1				
40 - 44	5	20 37,907 4,313	31 48,043 13,584	18	16	9				
45 - 49	8	24 36,488 4,352	55 44,844 13,152	20 56,331 29,364	27 52,742 37,127	10	9	1		
50 - 54	6	18	31 43,356 15,005	8	8	8	9	11		
55 - 59	5	12	21 43,209 16,381	12	9	1	12	1	5	
60 - 64		1	7	2	5	4	2	4	3	
65 - 69			1		3					
70+										

In each cell, the top number is the count of active participants for each age/service combination, the middle number is average pay for 2009 limited to \$245,000, and the bottom number is average account balance. Average pay and average account balance are not shown for cells with fewer than 20 participants.

Schedule SB, Line 26 — Schedule of Active Participant Data**Distribution of active participants as of January 1, 2010****Frozen Non-Cash Balance Participants**

Attained age	Years of credited service									
	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & Up
< 25										
25 - 29			2							
30 - 34			7	15	1					
35 - 39			8	22	7					
40 - 44			14	25	11	7				
45 - 49			8	33	10	7		1		
50 - 54			7	29	3	13	2	2		
55 - 59			3	21	2	13	2	10	5	
60 - 64			5	8	8	9	1	8	5	5
65 - 69			3	2	1	2	1		2	4
70+			1			1				1

In each cell, the number is the count of active participants for each age/service combination.

Schedule SB, Line 26 — Schedule of Active Participant Data**Distribution of active participants as of January 1, 2010****Accruing Non-Cash Balance Participants**

Years of credited service										
Attained age	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & Up
< 25	4	19	3							
25 - 29	1	36 42,001	33 41,477	1						
30 - 34	2	21 41,619	42 36,518	14	1					
35 - 39	2	23 41,342	49 39,087	24 45,023	10					
40 - 44	3	32 47,034	64 42,535	37 43,138	16	12				
45 - 49	7	43 41,743	72 41,913	37 42,458	26 42,863	24 46,890	21 46,474	5		
50 - 54		21 39,618	57 44,086	27 41,735	17	20 46,859	33 47,234	25 45,147	1	
55 - 59		10	37 43,513	28 41,223	12	9	22 49,450	18	7	2
60 - 64		7	17	15	2	5	11	13	3	1
65 - 69			3	8	3		1	1		
70+										

In each cell, the top number is the count of active participants for each age/service combination and the bottom number is average pay for 2009 limited to \$245,000. Average pay is not shown for cells with fewer than 20 participants.

Schedule SB, Line 32 — Schedule of Amortization Bases

The shortfall amortization charge is the sum of the shortfall base amortization for each plan year covered under PPA. Although a shortfall base can be negative, the combined shortfall amortization charge cannot be negative.

Shortfall bases				
Year established		Outstanding balance	Years remaining	Installment
2010	\$	64,991,005	7	\$ 10,937,472
Total	\$	64,991,005		\$ 10,937,472

Schedule SB, Part V — Summary of Plan Provisions

Benefits included or excluded

Unless noted below, all benefits provided by the plan are included in this valuation.

- **IRC Section 436 benefit restrictions:**
 - *Unpredictable contingent event benefits:* This valuation excludes restricted contingent event benefits that occurred before the valuation date but includes contingent event benefits which are expected to occur on or after the valuation date regardless of anticipated funding-based limitations.
 - *Plan amendments:* This valuation excludes plan amendments that are expected to take effect after the valuation date regardless of anticipated funding-based limitations.
 - *Prohibited payments:* Limitations on prohibited benefits (if any) are reflected for annuity starting dates before the valuation date but are ignored for annuity starting dates on or after the valuation date.
 - *Benefit accruals:* The plan's funding target and target normal cost do not reflect any limitation on benefit accruals.
- **Scheduled benefit increases:** Scheduled benefit increases effective after the end of the current plan year are excluded from minimum funding requirements.
- **Late retirement increases:**
 - *Active participants:* For former Bimbo Foods Bakeries, Inc. Cash Balance Plan for Salaried Employees participants, the plan provides benefit suspension notices to participants who work beyond normal retirement; therefore, late retirement actuarial increases only apply to participants who defer retirement beyond age 70½. This valuation includes increases for current participants over age 70½. For all other participants, late retirement actuarial increases apply to participants who defer retirement beyond normal retirement age.
 - *Deferred vested participants:* Current deferred vested participants over normal retirement age are valued including the late retirement actuarial increase.
- **Unpredictable contingent event benefits:** The plan does not have any unpredictable contingent event benefits.
- **IRC Section 415(b) benefit limitations:** The limitations of Internal Revenue Code Section 415(b) have been incorporated into our calculations.
- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60 percent of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.

Schedule SB, Part V — Summary of Plan Provisions**Summary of plan provisions: former Bimbo Foods Bakeries, Inc. Cash Balance Plan for Salaried Employees**

Effective date and plan year	Original plan: July 30, 2001 Most recent amendment: December 10, 2009 Plan year: January 1 through December 31
Status of the plan	This group has frozen benefit accruals and no one may enter the plan after December 31, 2007.
Significant events that occurred during the year	Effective December 31, 2009, the Bimbo Foods Bakeries, Inc. Hourly Employees Retirement Income Plan, the Bimbo Foods, LLC Employees' Retirement Plan, and the Bimbo Bakeries USA, Inc. Retirement Account Balance Plan merged into the Bimbo Foods Bakeries, Inc. Cash Balance Plan for Salaried Employees. Effective January 1, 2010, Bimbo Foods Bakeries, Inc. changed the merged plan name to the Bimbo Bakeries USA Pension Plan. Also, Bimbo Foods Bakeries, Inc. transferred sponsorship of this plan to BBU, Inc.

Definitions

<ul style="list-style-type: none"> Covered employees 	All salaried employees of the Former George Weston Bakeries, Inc. No one may enter the plan after December 31, 2007.
<ul style="list-style-type: none"> Vesting service 	<p>One year for each 12 consecutive months of employment during which a participant:</p> <ul style="list-style-type: none"> On or before December 31, 1999: Completes 1,000 or more hours of service; After December 31, 1999 and on or before December 31, 2003: Completes at least one hour of service; After December 31, 2003: Completes 1,000 or more hours of service.

Schedule SB, Part V — Summary of Plan Provisions

▪ Credited service	<p>One year is credited for determining pension benefits for each 12 consecutive months of service from:</p> <p>(i) Prior to June 30, 1976: most recent hire date to June 30, 1976</p> <p>(ii) From June 30, 1976 to July 30, 2001: the later of June 30, 1976 or most recent hire date from which an employee completes 1,800 hours of service in a year. A partial year will be given for years with 1,000 or more hours but less than 1,800 hours, and for the year in which retirement or termination occurs, regardless of hours worked.</p> <p>(iii) From January 1, 2000 to December 31, 2003: the later of December 31, 1999 or most recent hire date from which at least one hour of service in a year is completed.</p> <p>(iv) From July 30, 2001 to December 31, 2007: credited service is calculated based on 1/12 for every month where more than 15 days were completed.</p> <p>After December 31, 2007: all credited service is frozen.</p>
▪ Pensionable earnings	<p>Base pay plus overtime, shift differential, sales incentive and bonuses, not to exceed the pensionable earnings limited mandated by law.</p>
▪ Final average earnings	<p>The average of the highest 60 consecutive months of compensation earned during the last 120-month period.</p>

Schedule SB, Part V — Summary of Plan Provisions

-
- **Accrued benefit** The single life annuity commencing at NRD which is the greater of (i), (ii) and (iii) (if applicable):
 - (i) Transition benefit – the greater of (a) and (b):
 - (a) 1.2% of Average Compensation multiplied by Credited Service to a maximum of 30 years, frozen as of December 31, 2004;
 - (b) The frozen accrued benefit as of December 31, 1988 plus 1.2% of Average Compensation multiplied by Credited Service completed between December 31, 1988 and December 31, 1993.
 - (ii) Grandfathered benefit – the greater of (a) and (b):
 - (a) 1.2% of Average Compensation multiplied by Credited Service to a maximum of 30 years;
 - (b) The frozen accrued benefit as of December 31, 1988 plus 1.2% of Average Compensation multiplied by Credited Service completed between December 31, 1988 and December 31, 1993.
 - (iii) Cash balance benefit converted to an annuity. The Cash Balance benefit is equal to the sum of (a), (b) and (c):
 - (a) The opening balance as of December 31, 1999;
 - (b) Allocations each December 31 equal to the year's allocation percentage times compensation for the plan year; and
 - (c) Interest credits.
-

- **Allocation percentage** For a calendar year, the percentage from the following table based on the sum of the employee's attained age and completed years of service at December 31 of the year:

Age + Service at December 31	Allocation Percentage
Less than 40	3%
40 – 50	4%
50 – 60	5%
60 – 70	6%
70 – 80	7%
80 – 90	8%
90 – 100	9%
100 and over	10%

Schedule SB, Part V — Summary of Plan Provisions

▪ Interest credit rate	The fixed interest rate for a calendar year is determined as the 5-year U.S. Treasury note yields for the last business day on or before the previous November 30 plus 0.25% with a minimum rate of 3.79%.
▪ Transition participant	Participants who were under age 40 and were employees (including those on leave of absence, severance or disability) as of December 31, 1999.
▪ Grandfathered participant	Participants who were at least age 40 and were active employees as of December 31, 1999.
Normal retirement	
▪ Eligibility	Retire on or after NRD.
▪ Benefit	Accrued benefit determined as of NRD or actual retirement, if later.
Early retirement	
▪ Eligibility	Retire before NRD and on or after both attaining age 55 and completing 10 years of service, or completion of 30 years of service.
▪ Benefit	The greater of: (i) Transition benefit or grandfathered benefit (as applicable) determined as of early retirement date, reduced 3.0% for each year that commencement of payment precedes age 62; and (ii) The actuarial equivalent benefit payable from the participant's cash balance account.
Deferred vested	
▪ Eligibility	Termination for reasons other than death or retirement after completing 3 years of service.
▪ Benefit	The greater of: (i) The accrued transition benefit or accrued grandfathered benefit (as applicable) payable at normal retirement actuarially reduced at commencement date prior to normal retirement date. If the participant has 10 or more years of service, the accrued transition benefit is reduced 4% per year from age 65 and actuarially reduced for commencement before age 55; or (ii) Actuarially equivalent benefit payable from participant's cash balance account.

Schedule SB, Part V — Summary of Plan Provisions

Disability	
▪ Eligibility	A participant who becomes totally and permanently disabled.
▪ Benefit	Disabled employees continue to accrue transition benefits and service during their period of disability for the first two years after the disability occurs. After the two years, the participant is terminated. Compensation credits are based on the annual rate of base compensation for the plan year in which the disability occurred.
Pre-retirement death	
▪ Eligibility	Spouses and eligible dependents of active participants who die before pension payments have commenced.
▪ Benefit	<p>If a participant's beneficiary is the spouse, the benefit amount is the greater of:</p> <ul style="list-style-type: none"> (i) 50% of the participant's benefit reduced for early retirement under the 50% Joint and Survivor option as of the date of death; or (ii) The actuarial equivalent of the participant's cash balance account. <p>If a participant's beneficiary is not the participant's spouse, the benefit is a lump sum payment equal to the greater of:</p> <ul style="list-style-type: none"> (i) The actuarial equivalent of 50% of the participant's benefit; or (ii) The cash balance account.
Form of benefits	
▪ Automatic form for unmarried participants	Single life annuity.
▪ Automatic form for married participants	50% Joint and Survivor annuity.
▪ Optional forms	33 1/3%, 50%, 75%, or 100% Joint and Survivor annuity, life annuity, 10, 15 or 20 years Certain and Continuous annuity, Social Security Level Income Option, or a lump sum payment.
Miscellaneous	
▪ Maximum compensation	Not applicable
▪ Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2010, the limit is \$195,000.

Schedule SB, Part V — Summary of Plan Provisions**Summary of plan provisions: former Bimbo Foods Bakeries, Inc. Hourly Employees Retirement Income Plan – Brownberry**

Effective date and plan year	Original plan: July 30, 2001 Most recent amendment: December 10, 2009 Plan year: January 1 through December 31
Status of the group	This group has ongoing benefit accruals and new employees are eligible to participate in the plan once they satisfy the participation requirements.
Definitions	
▪ Covered employees	Hourly paid collectively bargained employees of Arnold Foods Company, Inc. at the Oconomowoc, Wisconsin location.
▪ Participation	Immediately eligible at date of hire.
▪ Employee contributions	None.
▪ Vesting service	Years during which the employee completes at least 1,000 hours of service.
▪ Credited service	<ul style="list-style-type: none"> ▪ One year for each calendar year with at least 1,500 hours. ▪ $\frac{3}{4}$ of a year for each calendar year with at least 1,125 hours, but less than 1,500 hours. ▪ $\frac{1}{2}$ of a year for each calendar year with at least 750 hours, but less than 1,125 hours. ▪ $\frac{1}{4}$ of a year for each calendar year with at least 350 hours, but less than 750 hours.

Schedule SB, Part V — Summary of Plan Provisions

▪ Monthly accrued benefit	The greater of (i) and (ii): (i) Credited service times the benefit multiplier below, or (ii) \$100.00 per month.																										
	<table> <tr> <th>Benefit Multiplier</th><th>Date of Termination</th></tr> <tr> <td>\$27</td><td>October 16, 2000 through October 15, 2001</td></tr> <tr> <td>\$28</td><td>October 16, 2001 through October 15, 2002</td></tr> <tr> <td>\$29</td><td>October 16, 2002 through October 15, 2003</td></tr> <tr> <td>\$30</td><td>October 16, 2003 through October 15, 2004</td></tr> <tr> <td>\$32</td><td>October 16, 2004 through October 15, 2005</td></tr> <tr> <td>\$33</td><td>October 16, 2005 through October 15, 2006</td></tr> <tr> <td>\$34</td><td>October 16, 2006 through October 15, 2007</td></tr> <tr> <td>\$35</td><td>October 16, 2007 through October 18, 2008</td></tr> <tr> <td>\$38</td><td>October 19, 2008 through October 17, 2009</td></tr> <tr> <td>\$41</td><td>October 18, 2009 through October 16, 2010</td></tr> <tr> <td>\$44</td><td>October 17, 2010 through October 15, 2011</td></tr> <tr> <td>\$47</td><td>October 16, 2011 or later</td></tr> </table>	Benefit Multiplier	Date of Termination	\$27	October 16, 2000 through October 15, 2001	\$28	October 16, 2001 through October 15, 2002	\$29	October 16, 2002 through October 15, 2003	\$30	October 16, 2003 through October 15, 2004	\$32	October 16, 2004 through October 15, 2005	\$33	October 16, 2005 through October 15, 2006	\$34	October 16, 2006 through October 15, 2007	\$35	October 16, 2007 through October 18, 2008	\$38	October 19, 2008 through October 17, 2009	\$41	October 18, 2009 through October 16, 2010	\$44	October 17, 2010 through October 15, 2011	\$47	October 16, 2011 or later
Benefit Multiplier	Date of Termination																										
\$27	October 16, 2000 through October 15, 2001																										
\$28	October 16, 2001 through October 15, 2002																										
\$29	October 16, 2002 through October 15, 2003																										
\$30	October 16, 2003 through October 15, 2004																										
\$32	October 16, 2004 through October 15, 2005																										
\$33	October 16, 2005 through October 15, 2006																										
\$34	October 16, 2006 through October 15, 2007																										
\$35	October 16, 2007 through October 18, 2008																										
\$38	October 19, 2008 through October 17, 2009																										
\$41	October 18, 2009 through October 16, 2010																										
\$44	October 17, 2010 through October 15, 2011																										
\$47	October 16, 2011 or later																										
▪ Normal retirement date (NRD)	First of the month coincident with or next following the attainment of age 65 with five years of participation.																										
Normal retirement																											
▪ Eligibility	Retirement on NRD.																										
▪ Benefit	Monthly accrued benefit determined as of NRD or actual retirement, if later.																										
Early retirement																											
▪ Eligibility	Retirement before NRD and on or after both attaining age 55 and completing 10 years of vesting service.																										
▪ Benefit	Monthly accrued benefit determined as of early retirement date, reduced 0.5% per month before NRD.																										
Deferred vested																											
▪ Eligibility	Termination for reasons other than death or retirement after completing 5 years of vesting service.																										
▪ Benefit	Monthly accrued benefit determined as of termination date, payable at NRD.																										
Disability																											
▪ Eligibility	A participant who becomes totally and permanently disabled on or after attaining age 55 and completing 10 years of vesting service.																										
▪ Benefit	Normal retirement benefit without reduction for early commencement.																										

Schedule SB, Part V — Summary of Plan Provisions

Pre-retirement spouse benefit

- | | |
|---------------|--|
| ▪ Eligibility | Death while eligible for normal, early, late, or deferred vested retirement benefits, with a surviving spouse. |
| ▪ Benefit | If married, reduced 50% joint & survivor early retirement benefit payable at earliest retirement date. |
-

Form of benefits

- | | |
|---|--|
| ▪ Automatic form for unmarried participants | Single life annuity. |
| ▪ Automatic form for married participants | 50% Joint and Survivor annuity (actuarially reduced). |
| ▪ Optional forms | 50%, 75%, or 100% Joint and Survivor annuity, life annuity, or lump sum (only if less than \$5,000). |
-

Miscellaneous

- | | |
|------------------------|---|
| ▪ Maximum compensation | Not applicable |
| ▪ Maximum benefits | Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2010, the limit is \$195,000. |
-

Schedule SB, Part V — Summary of Plan Provisions**Summary of plan provisions: former Bimbo Foods Bakeries, Inc. Hourly Employees Retirement Income – Gastonia**

Status of the group	This group has frozen benefit accruals and no one may enter this group after January 31, 2003.
Definitions	
▪ Covered employees	Hourly paid collectively bargained employees of Arnold Foods Company, Inc. at the Gastonia, NC location.
▪ Participation	First day of the month after completing 1,000 hours of service.
▪ Vesting service	One year if worked 1,000 hours in the calendar year.
▪ Credited service	A year of Credited Service is determined based on actual years and months of regular employment at the Gastonia plant. No credited service is granted for service after January 31, 2003.
▪ Monthly accrued benefit	\$32.00 per month per year of Credited Service.
▪ Normal retirement date (NRD)	First of the month coincident with or next following the attainment of age 65 with five years of participation.
Normal retirement	
▪ Eligibility	Retirement on NRD.
▪ Benefit	Monthly accrued benefit determined as of NRD or actual retirement, if later.
Early retirement	
▪ Eligibility	Retirement before NRD and on or after both attaining age 55 and completing 10 years of vesting service.
▪ Benefit	Monthly accrued benefit determined as of early retirement date, reduced 0.5% per month before NRD.
Deferred vested	
▪ Eligibility	Termination for reasons other than death or retirement after completing 5 years of vesting service.
▪ Benefit	Monthly accrued benefit determined as of termination date, reduced 0.5% per month before NRD but not payable until earliest retirement date.

Schedule SB, Part V — Summary of Plan Provisions

Disability	
▪ Eligibility	A participant who becomes totally and permanently disabled on or after attaining age 40 and completing 15 years of vesting service.
▪ Benefit	\$100 monthly benefit until NRD and then accrued benefit based upon years of Credited Service and level of benefits at date of disability. If age 55 and 10 years of service at disability, then may elect to retire on early retirement date.
Pre-retirement spouse benefit	
▪ Eligibility	Death while eligible for normal, early, late, or deferred vested retirement benefits, with a surviving spouse.
▪ Benefit	If married, reduced 50% joint & survivor early retirement benefit payable at earliest retirement date. If unmarried, beneficiary is entitled to 60 payments equal to the reduced pension as if the participant had retired when he died.
Form of benefits	
▪ Automatic form for unmarried participants	5-year Certain and Continuous annuity.
▪ Automatic form for married participants	50% Joint and Survivor annuity (actuarially reduced).
▪ Optional forms	50%, 66 2/3%, 75%, or 100% Joint and Survivor annuity, 5-year Certain and Continuous annuity, life annuity, or lump sum (only if not greater than \$5,000).
Miscellaneous	
▪ Maximum compensation	Not applicable
▪ Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2010, the limit is \$195,000.

Schedule SB, Part V — Summary of Plan Provisions**Summary of plan provisions: former Bimbo Foods Bakeries, Inc. Hourly Employees Retirement Income – Greenwich**

Status of the group	This group has frozen benefit accruals and no one may enter this group after July 31, 2004.
Definitions	
▪ Covered employees	Hourly paid collectively bargained employees of Arnold Foods Company, Inc. at the Greenwich, CT location.
▪ Participation	January 1 following the attainment of age 21 and the completion of one year of Vesting Service.
▪ Vesting service	1/12 of a year for each month in which a fraction of the month is worked regardless of the number of hours worked.
▪ Credited service	1/12 of a year for each month in which a fraction of the month is worked regardless of the number of hours worked. No credited service is granted for service after July 31, 2004.
▪ Normal retirement date (NRD)	First of the month coincident with or next following the attainment of age 62 with five years of participation.
▪ Monthly accrued benefit	<p>The greater of (i) and (ii):</p> <p>(i) \$40.00 per month per year of Credited Service*; or</p> <p>(ii) \$100.00 per month.</p> <p>Separate accounts are maintained for employee contributions made prior to May 11, 1991.</p> <p>* Effective August 1, 2005, \$42 benefit multiplier applies if individuals commence benefits at age 65 or later.</p>
Normal retirement	
▪ Eligibility	Retirement on NRD.
▪ Benefit	Monthly accrued benefit determined as of NRD or actual retirement, if later.
Early retirement	
▪ Eligibility	Retirement before NRD and on or after both attaining age 50 and completing 15 years of Vesting Service or attaining age plus Vesting Service of at least 80.
▪ Benefit	Accrued benefit reduced according to actuarial schedule. If the sum of the participant's age and Vesting Service as of his last day of work is at least 90, then minimum monthly benefit payable is \$250.00.

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Deferred vested	
▪ Eligibility	Termination for reasons other than death or retirement after completing 5 years of Vesting Service.
▪ Benefit	Accrued benefit payable at NRD.
Disability	
▪ Eligibility	A participant who becomes totally and permanently disabled on or after attaining 18 years of employment or attaining age 55 and completing 15 years of Vesting Service.
▪ Benefit	Actuarial equivalent of normal retirement benefit or early retirement benefit, if eligible. If more than 18 years of Credited Service or disabled on-the-job, then minimum monthly benefit of \$100.
Pre-retirement spouse benefit	
▪ Eligibility	Death while eligible for normal, early, late, or deferred vested retirement benefits, with a surviving spouse.
▪ Benefit	If married, reduced 50% joint & survivor early retirement benefit payable at earliest retirement date.
Form of benefits	
▪ Automatic form for unmarried participants	Single life annuity.
▪ Automatic form for married participants	50% Joint and Survivor annuity (actuarially reduced).
▪ Optional forms	50%, 75%, or 100% Joint and Survivor annuity, life annuity, or lump sum (only if not greater than \$5,000).
Miscellaneous	
▪ Maximum compensation	Not applicable
▪ Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2010, the limit is \$195,000.

Schedule SB, Part V — Summary of Plan Provisions**Summary of plan provisions: former Bimbo Foods Bakeries, Inc. Hourly Employees Retirement Income – Union Free Hourly**

Status of the plan	For select collectively bargained groups, the group has ongoing benefit accruals and new employees are eligible to participate in the plan once they satisfy the participation requirements. Otherwise, the plan has frozen benefit accruals and no one may enter the plan after December 31, 2007.
Definitions	
▪ Covered employees	Hourly paid non-bargained employees of Boboli Co., Charles Freihofer Baking Company, Inc. and Entenmann's Inc and select collectively bargained groups.
▪ Participation	The first of the month following completion of one year of Vesting Service.
▪ Employee contributions	None
▪ Vesting service	Determined as years and months of employment on an elapsed time basis. Service for purposes of the allocation percentage based on calendar years with at least 1,000 hours of service.
▪ Credited service	Determined as years and months of employment on an elapsed time basis. After December 31, 2007, all Credited Service is frozen for nonunion participants.
▪ Final average earnings	Highest five consecutive years, however, cannot include earnings prior to October 2, 1995.
▪ Covered Compensation	Base pay, overtime commissions and cash bonuses. This does not include special awards, bonuses, or vacation pay.

Schedule SB, Part V — Summary of Plan Provisions

▪ Allocation percentage	For a calendar year, the percentage from the following table based on the sum of the employee's attained age and completed years of service at December 31 of the year:																		
<table> <tr> <th data-bbox="878 464 1117 531">Age + Service at December 31</th><th data-bbox="1141 464 1292 531">Allocation Percentage</th></tr> <tr> <td data-bbox="878 548 1062 577">Less than 40</td><td data-bbox="1211 548 1260 577">3%</td></tr> <tr> <td data-bbox="878 594 997 623">40 – 50</td><td data-bbox="1211 594 1260 623">4%</td></tr> <tr> <td data-bbox="878 640 997 669">50 – 60</td><td data-bbox="1211 640 1260 669">5%</td></tr> <tr> <td data-bbox="878 686 997 716">60 – 70</td><td data-bbox="1211 686 1260 716">6%</td></tr> <tr> <td data-bbox="878 732 997 762">70 – 80</td><td data-bbox="1211 732 1260 762">7%</td></tr> <tr> <td data-bbox="878 779 997 808">80 – 90</td><td data-bbox="1211 779 1260 808">8%</td></tr> <tr> <td data-bbox="878 825 1008 854">90 – 100</td><td data-bbox="1211 825 1260 854">9%</td></tr> <tr> <td data-bbox="878 871 1062 900">100 and over</td><td data-bbox="1195 871 1260 900">10%</td></tr> </table>		Age + Service at December 31	Allocation Percentage	Less than 40	3%	40 – 50	4%	50 – 60	5%	60 – 70	6%	70 – 80	7%	80 – 90	8%	90 – 100	9%	100 and over	10%
Age + Service at December 31	Allocation Percentage																		
Less than 40	3%																		
40 – 50	4%																		
50 – 60	5%																		
60 – 70	6%																		
70 – 80	7%																		
80 – 90	8%																		
90 – 100	9%																		
100 and over	10%																		
▪ Interest credit rate	The fixed interest rate for a calendar year is determined as the 5-year U.S. Treasury note yields for the last business day on or before the previous November 30 plus 0.25%. In no event shall it be greater than 10%.																		
▪ Transition participant	Participants who were under age 40 and were active employees as of December 31, 1999 and December 31, 2003.																		
▪ Grandfathered participant	Participants who were at least age 40 and were active employees as of December 31, 1999 and December 31, 2003.																		

Schedule SB, Part V — Summary of Plan Provisions

▪ Monthly accrued benefit	<p>Greater of (i), (ii), (iii), or (iv) as applicable:</p> <p>(i) Accrued benefit as of December 31, 2003.</p> <p>(ii) Cash balance benefit converted to an annuity. The Cash Balance benefit is equal to the sum of (A)+(B)+(C):</p> <p>(A) The opening balance as of December 31, 2003;</p> <p>(B) Allocations each December 31 equal to the year's allocation percentage times compensation for the plan year; and</p> <p>(C) Interest credits.</p> <p>(iii) Grandfathered benefit:</p> <p>1.3% of final average earnings up to covered compensation times Credited Service limited to 30 years, plus 1.675% of final average earnings in excess of covered compensation times Credited Service limited to 30 years, plus 0.5% of final average earnings times service in excess of 30 years.</p> <p>(iv) Transition benefit:</p> <p>Final average pay benefit frozen as of earlier of termination date or December 31, 2004.</p>
▪ Normal retirement date (NRD)	First of the month coincident with or next following the attainment of age 65 with five years of participation.
Normal retirement	
▪ Eligibility	Retirement on NRD.
▪ Benefit	Monthly accrued benefit determined as of NRD or actual retirement, if later.
Early retirement	
▪ Eligibility	Retirement before NRD and on or after both attaining age 55 and completing 10 years of Vesting Service.
▪ Benefit	<p>The greater of (i) and (ii):</p> <p>(i) Transition benefit determined as of early retirement date, reduced 3% each year before age 62, not to exceed 20% reduction; or</p> <p>(ii) The actuarial equivalent benefit payable from the participant's cash balance account.</p>

Schedule SB, Part V — Summary of Plan Provisions

Deferred vested	
▪ Eligibility	Termination for reasons other than death or retirement after completing three years of Vesting Service.
▪ Benefit	The greater of (i) and (ii): (i) Transition benefit reduced 6% per year from age 65. If employee has more than 20 years of service, then unreduced at age 62, and reduced 3% per year, not to exceed a 20% reduction; or (ii) The actuarial equivalent benefit payable from participant's cash balance account.
Disability	
▪ Eligibility	A participant who becomes totally and permanently disabled.
▪ Benefit	Disabled employees continue to accrue service for a maximum of 2 years from their disability date. The accruals while disabled will be based on the pay rate in effect immediately prior to disability. Average earnings are based on rate of pay on day before disability.
Pre-retirement spouse benefit	
▪ Eligibility	Death while eligible for normal, early, late, or deferred vested retirement benefits, with a surviving spouse.
▪ Benefit	The greater of (i) and (ii): (i) If married, survivor annuity under a 50% Joint & Survivor annuity based on the transition benefit, reduced for early payment as applicable; or (ii) The actuarial equivalent of the participant's cash balance account.
Form of benefits	
▪ Automatic form for unmarried participants	Single life annuity.
▪ Automatic form for married participants	50% Joint and Survivor annuity (actuarially reduced).
▪ Optional forms	50%, 75%, or 100% Joint and Survivor annuity, a five-year Certain and Continuous annuity, a ten-year Certain and Continuous annuity, a level income option, or a life annuity.

Schedule SB, Part V — Summary of Plan Provisions

Miscellaneous	
▪ Maximum compensation	Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. This limit is indexed annually. For 2010, the limit is \$245,000.
▪ Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2010, the limit is \$195,000.

Schedule SB, Part V — Summary of Plan Provisions**Summary of plan provisions: former Bimbo Foods, LLC Employees' Retirement Plan**

Effective date and plan year	Original plan: January 1, 1956 Most recent amendment: December 10, 2009 Plan year: January 1 through December 31
Status of the group	For select collectively bargained groups, this group has ongoing benefit accruals and new employees are eligible to participate in the plan once they satisfy the participation requirements. Otherwise, the plan has frozen benefit accruals and no one may enter the plan after December 31, 2007.
Significant events that occurred during the year	None
Definitions	
▪ Covered employees	All regularly employed, non-union employees; certain union employees are eligible to participate on their date of hire. Participants of the former Maier's Plan on December 31, 1998 are eligible on January 1, 1999 if still employed on this date and participants of the former Kaufman's Bakery Employees' Pension Plan on January 31, 2002 are eligible on January 31, 2002 if still employed on this date.
▪ Participation	Immediate eligibility for full-time employees. Any eligible employees who are not scheduled to work at least 20 hours per week must complete a year of service prior to becoming a participant upon completion of a year of service, such eligible employee shall become a participant retroactively to the date he/she first became an eligible employee; or the first day of the computation period in which he/she is first credited with a Year of Service, if later.
▪ Vesting service	Years during which the employee completes at least 1,000 hours of service.
▪ Credited service	All continuous service as an employee. After December 31, 2007, all credited service is frozen for nonunion participants.
▪ Pensionable earnings	W-2 earnings.
▪ Final average earnings	The average of the highest five calendar years of pensionable pay during the last ten years.

Schedule SB, Part V — Summary of Plan Provisions

▪ Primary Social Security benefit	The projected amount the participant's primary Social Security benefit according to the law in effect at the date of termination of employment assuming continuation of then current earnings to age 65.																		
▪ Allocation percentage	<p>For a calendar year, the percentage from the following table based on the sum of the employee's attained age and completed years of service at December 31 of the year:</p> <table> <tr> <th>Age + Service at December 31</th><th>Allocation Percentage</th></tr> <tr> <td>Less than 40</td><td>3%</td></tr> <tr> <td>40 – 50</td><td>4%</td></tr> <tr> <td>50 – 60</td><td>5%</td></tr> <tr> <td>60 – 70</td><td>6%</td></tr> <tr> <td>70 – 80</td><td>7%</td></tr> <tr> <td>80 – 90</td><td>8%</td></tr> <tr> <td>90 – 100</td><td>9%</td></tr> <tr> <td>100 and over</td><td>10%</td></tr> </table>	Age + Service at December 31	Allocation Percentage	Less than 40	3%	40 – 50	4%	50 – 60	5%	60 – 70	6%	70 – 80	7%	80 – 90	8%	90 – 100	9%	100 and over	10%
Age + Service at December 31	Allocation Percentage																		
Less than 40	3%																		
40 – 50	4%																		
50 – 60	5%																		
60 – 70	6%																		
70 – 80	7%																		
80 – 90	8%																		
90 – 100	9%																		
100 and over	10%																		
▪ Interest credit rate	The fixed interest rate for a calendar year is determined as the 5-year U.S. Treasury note yields for the last business day on or before the previous November 30 plus 0.25%. In no event shall it be greater than 10%.																		
▪ Transition participant	Participants who were at least 40 years old on December 31, 1999, or less than 40 years old on December 31, 1999 and terminated prior to January 1, 2005.																		
▪ Normal retirement date (NRD)	First of the month coincident with or next following the attainment of age 65.																		

Schedule SB, Part V — Summary of Plan Provisions

▪ Accrued benefit	<p>Greater of (i) or (ii):</p> <p>(i) Transition benefit and benefit for participants not covered under cash balance provisions: One-twelfth of the sum of (A)+(B), if applicable:</p> <p>(A) The greater of (1), (2), and (3):</p> <p>(1) 1.25% of 2000 plan year Compensation times Credited Service as of December 31, 2001, plus 1.25% of Compensation in each plan year beginning January 1, 2002 where the employee completed 1,000 hours or works at a rate of 1,000 hours per year; or</p> <p>(2) 1.25% of Final Average Earnings as of December 31, 1990 times Credited Service as of December 31, 1990, plus 1.25% of Compensation in each plan year beginning January 1, 1991 in which the employee completes 1,000 hours or works at a rate of 1,000 hours per year; or</p> <p>(3) Benefit determined under the prior plan formula stated below, frozen as of the adoption date of the updated formula.</p> <p>Prior Plan Formula: the greater of (a) and (b):</p> <p>(a) 1.25% of 1983 Compensation times Credited Service as of December 13, 1983, plus 1.25% of Compensation in each plan year beginning January 1, 1984; or</p> <p>(b) 1.25% of Final Average Earnings less 1.25% of the Estimated Primary Social Security Benefit times Credited Service (40-year maximum).</p> <p>(B) Former Maier's Plan accrued benefit.</p> <p>(ii) Cash Balance benefit converted to an annuity. The Cash Balance benefit is equal to the sum of (A)+(B)+(C):</p> <p>(A) The opening balance as of December 31, 2003;</p> <p>(B) Allocations each December 31 equal to the year's Allocation Percentage times Compensation for the plan year; and</p> <p>(C) Interest credits.</p>
Normal or late retirement	
▪ Eligibility	Retire on or after NRD.
▪ Benefit	Accrued benefit determined as of NRD or actual retirement, if later.

Schedule SB, Part V — Summary of Plan Provisions

Early retirement	
▪ Eligibility	Retirement before NRD and on or after attaining age 55 and completing at least five years of continuous service.
▪ Benefit	<p>The greater of (i) and (ii) for Transition Participants, otherwise (ii) only:</p> <p>(i) Transition benefit determined as of early retirement date, reduced 0.4% for each month of payment before age 62. Participants retiring before their Normal Retirement Date but after age 55, with age plus service totaling 85 or more years, will receive an unreduced early retirement benefit.</p> <p>(ii) The actuarial equivalent benefit payable from the participant's cash balance account.</p>
▪ Benefit (Former Maier's Plan participants only)	In addition to the above, monthly pension benefit as of date Maier's continuous service terminated reduced by 5/19 of 1% for each of the first 60 months by which commencement precedes age 65 and 5/18 of 1% for each additional month. If age plus years of Maier's continuous service equals at least 90, then benefits are reduced from age 62.
Deferred vested	
▪ Eligibility	Termination for reasons other than death or retirement after completing three years of vesting service for cash balance participants and five years of service for participants not covered under cash balance provisions.
▪ Benefit	<p>The greater of (i) and (ii) for Transition Participants; otherwise, (ii) only.</p> <p>(i) The accrued transition benefit payable at normal retirement reduced 0.4% for each month before age 62 and actuarially reduced for commencement before age 55; or</p> <p>(ii) Actuarially equivalent benefit payable from participant's cash balance account.</p>
▪ Benefit (Former Maier's Plan participants only)	In addition to the above, monthly accrued benefit determined as of termination date, reduced 0.4% per month before NRD, but not payable until earliest retirement date. For former Maier's employees who terminated prior to the plan merger, eligibility for early commencement is age 55 with 10 years of service, and the benefit is reduced in accordance with the former Maier's Plan.

Schedule SB, Part V — Summary of Plan Provisions

Disability	
▪ Eligibility	Retirement due to total and permanent disability after completion of at least 15 years of continuous service and participant is receiving a Social Security disability benefit.
▪ Benefit	Accrued benefit as of date of disability payable immediately as an unreduced single life annuity.
Pre-retirement death	
▪ Eligibility	Death after completion of three years of vesting service for cash balance participants and five years of service for participants not covered under cash balance provisions and married.
▪ Benefit	<p>The greater of (i) and (ii) for participants covered under the cash balance provisions; otherwise (i) only:</p> <p>(i) If participant is under 55, annuity payable to participant's spouse under the 50% Joint and Survivor option as though participant had terminated on the date of death and retired when first eligible for early retirement. If participant is eligible for early retirement but has not reached NRD, 50% of the benefit the employee would have received had the employee retired on the date of death and elected the Joint and 50% Survivor option. If participant is eligible for late retirement, annuity payable to participant's spouse under 50% Joint and Survivor option as if participant had retired on the date of death.</p> <p>(ii) The actuarial equivalent of the participant's cash balance account.</p>
Form of benefits	
▪ Automatic form for unmarried participants	Single life annuity.
▪ Automatic form for married participants	50% Joint and Survivor annuity (actuarially reduced).
▪ Optional forms	<p>50%, 75%, or 100% Joint and Survivor annuity, a 60, 120, 180, or 240 month Certain and Continuous life annuity, Social Security Leveling Option, life annuity, or lump sum payment.</p> <p>Non-cash balance benefits may also be paid as a 66 2/3 Joint and Survivor annuity.</p>

Schedule SB, Part V — Summary of Plan Provisions

Miscellaneous	
▪ Maximum compensation	Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. This limit is indexed annually. For 2010, the limit is \$245,000.
▪ Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2010, the limit is \$195,000.

Schedule SB, Part V — Summary of Plan Provisions**Summary of plan provisions: former Bimbo Bakeries USA, Inc. Retirement Account Balance Plan – cash balance participants**

Effective date and plan year	Original plan: January 1, 2005 Most recent amendment: December 10, 2009 Plan year: January 1 through December 31
Status of the group	This group has frozen benefit accruals and new employees are not eligible to participate in the plan after December 31, 2009.
Significant events that occurred during the year	Effective December 31, 2009, benefit accruals were frozen for this group and new employees are not eligible to participate.
Definitions	
▪ Covered employees	Any person who is employed by BBU (legacy West), other than a person whose terms of employment are established by a collective bargaining agreement where participation rights are not expressly granted. An individual who performs services pursuant to an agreement between the BBU (legacy West) and an employee leasing organization shall not be considered to be an employee.
▪ Participation	An eligible employee shall become a participant on the first day of the month coincident with or next following the date he attains age 21 and completes one year of service. No one may enter this group after December 31, 2009.
▪ Credited service	Service prior to January 1, 2005 as measured by the appropriate plan provisions plus the number of days of service after December 31, 2004 divided by 365.
▪ Pensionable earnings	W-2 pay including salary deferral contributions, but excluding reimbursements for moving expenses, taxable fringe benefits, and severance pay; not to exceed the pensionable earnings limit mandated by law.

Schedule SB, Part V — Summary of Plan Provisions

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|---|---|
| <ul style="list-style-type: none"> ▪ Allocation percentage | For a calendar year, the percentage from the following table based on the sum of the employee's attained age and the completed years of service at December 31 st of the year: |
|---|---|

Age and Service At December 31	Allocation Percentage
Less than 40	1.5%
40-49	2.0%
50-59	2.5%
60-69	3.0%
70-79	3.5%
80-89	4.0%
90-94	4.5%
95 and over	5.0%

- | | |
|--|---|
| <ul style="list-style-type: none"> ▪ Interest credit rate | 3.50% per annum |
| <ul style="list-style-type: none"> ▪ Normal retirement date (NRD) | First of the month coincident with or next following the attainment of age 65 or the fifth anniversary of participation, if later. |
| <ul style="list-style-type: none"> ▪ Accrued benefit | Cash balance benefit equal to the sum of (a) and (b):
(a) Allocation each year equal to the current year allocation percentage multiplied by compensation for the year,
(b) Interest credits each December 31, or termination if earlier. |

Eligibility for benefits

- | | |
|---|---|
| <ul style="list-style-type: none"> ▪ Eligibility | Participants are eligible for a benefit upon a separation from service after completing 3 Years of Service. |
|---|---|

Benefits Paid Upon the Following Events:

- | | |
|---|---|
| <ul style="list-style-type: none"> ▪ Retirement or Termination | The account balance is available immediately to the participant. |
| <ul style="list-style-type: none"> ▪ Preretirement Death | The account balance is available immediately to the beneficiary of the participant. |
| <ul style="list-style-type: none"> ▪ Disability | The account balance is available immediately to the participant. |

Schedule SB, Part V — Summary of Plan Provisions

Form of benefits	
▪ Automatic form for unmarried participants	Single life annuity.
▪ Automatic form for married participants	50% joint and survivor annuity (actuarially reduced).
▪ Optional forms	An actuarially equivalent 50%, 66 2/3%, 75%, or 100% joint and survivor annuity, life annuity, 5, 10, 15, or 20 years certain and life annuity, or a lump sum payment.
Miscellaneous	
▪ Maximum compensation	Not applicable
▪ Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2010, the limit is \$195,000. Benefits may not exceed 100% of the average compensation of the highest 3 consecutive calendar years.

Schedule SB, Part V — Summary of Plan Provisions**Summary of plan provisions: former Bimbo Bakeries USA, Inc. Retirement Account Balance – former salaried George Weston plan participants**

Status of the group	This group is closed to new entrants effective March 4, 2002. Benefit accruals under this formula ceased as of December 31, 2004. Provisions below describe the terms of the plan through December 31, 2004. After 2004, cash balance accounts accrue with interest credits only.
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Definitions

▪ Covered employees	All regular salaried employees that were transferred in accordance with the Asset Purchase Agreement between BBU (legacy West) and George Weston Bakeries.
▪ Credited service	No service after December 31, 2004 shall be considered in determining the amount of any pension benefits.
▪ Pensionable earnings	Base pay plus overtime, shift differential, sales incentive and bonuses; not to exceed the pensionable earnings limit mandated by law.
▪ Final average earnings	The average of the highest 60 consecutive months of compensation earned during the last 120-month period. No compensation after December 31, 2004 shall be considered in the calculation of Average Compensation.
▪ Allocation Percentage	For a calendar year, the percentage from the following table based on the sum of the employee's attained age and the completed years of service at December 31 st of the year:

Age and Service At December 31	Allocation Percentage
Less than 40	3%
40-49	4%
50-59	5%
60-69	6%
70-79	7%
80-89	8%
90-99	9%
100 and over	10%

Schedule SB, Part V — Summary of Plan Provisions

▪ Interest Credit Rate:	The fixed interest rate for a calendar year is determined as the 5-year U.S. Treasury note yields for the last business day on or before the previous November 30th plus 0.25%. The Rate is limited to 10%. The rate is limited to a minimum of 3.51% and a maximum of 10%.
▪ Transition Eligibility:	If an employee was a participant on December 31, 1999 or less than 40 years old on December 31, 1999 and terminates prior to January 1, 2005.
▪ Normal Retirement Date (NRD):	First of the month coincident with or next following the attainment of age 65 and 5 Years of participation Service.
▪ Accrued benefit	<p>The benefit amount payable at NRD is equal to the greater of (i) or (ii)</p> <p>(i) Transition benefit: the greater of (a) or (b):</p> <p>(a) 1.2% of Average Compensation multiplied by Service to a maximum of 30 years.</p> <p>(b) The frozen accrued benefit as of December 31, 1993 plus 1.2% of the Average Compensation multiplied by Service from December 31, 1993 to a maximum of 30 years overall.</p> <p>(ii) Cash balance benefit is equal to the sum of (c), (d), and (e):</p> <p>(c) The opening balance as of December 31, 1999,</p> <p>(d) Allocations each pay period equal to the current year allocation percentage multiplied by compensation for the pay period, and</p> <p>(e) Interest credits</p>
Normal or late retirement	
▪ Eligibility	Retire on or after NRD.
▪ Benefit	Accrued Benefit determined as of NRD or actual retirement, if later.

Schedule SB, Part V — Summary of Plan Provisions

Early retirement	
▪ Eligibility	Retire before NRD and on or after both attaining age 55 and completing 10 Years of Service, or completion of 30 Years of Service.
▪ Benefit	The greater of (i) Transition Benefit determined as of the early retirement date, reduced by 3% for each year that commencement of payment precedes age 62, or (ii) the actuarial equivalent benefit payable from the participant's cash balance account.
Deferred vested	
▪ Eligibility	Terminate for reasons other than death or retirement after completing 5 Years of Service.
▪ Benefit	The greater of (i) the accrued transition benefit payable at normal retirement or actuarially reduced at commencement date prior to normal retirement date reduced 4% per year before age 65 and actuarially reduced for commencement before age 55 for participants with 10 years or more of service, or (ii) the actuarially equivalent benefit payable from participant's cash balance account.
Disability	
▪ Eligibility	A participant who becomes totally and permanently disabled.
▪ Benefit	Disabled employees are treated as a Termination with a Deferred Benefit.
Pre-retirement death	
▪ Eligibility	Spouses and eligible dependents of active participants who die before pension payments have commenced.

Schedule SB, Part V — Summary of Plan Provisions

- | | |
|-----------|---|
| ▪ Benefit | <p>If a participant dies in active employment and his beneficiary is the spouse, the benefit amount is the greater of: (i) 50% of the participant's transition benefit as of the date of death or (ii) the actuarial equivalent of the participant's cash balance account.</p> <p>If a participant dies after his service terminated, the benefit is a lump sum payment equal to the greater of: (i) the actuarial equivalent of 50% of the participant's transition benefit or (ii) the cash balance account.</p> <p>In addition to the benefit above, 12% of the participant's base salary at date of death is payable as a lump sum.</p> |
|-----------|---|

Form of benefits

- | | |
|---|---|
| ▪ Automatic form for unmarried participants | Single life annuity. |
| ▪ Automatic form for married participants | 50% joint and survivor annuity (actuarially reduced). |
| ▪ Optional forms | An actuarially equivalent 33 1/3%, 50%, 75%, 100% joint and survivor annuity, life annuity, 10, 15, or 20 years certain and life annuity, Social Security level income option, or a lump sum payment. |

Miscellaneous

- | | |
|------------------------|---|
| ▪ Maximum compensation | Not applicable |
| ▪ Maximum benefits | Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2010, the limit is \$195,000. Benefits may not exceed 100% of the average compensation of the highest 3 consecutive calendar years. |

Schedule SB, Part V — Summary of Plan Provisions**Summary of plan provisions: former Bimbo Bakeries USA, Inc. Retirement Account Balance Plan - hourly George Weston plan participants**

Status of the group	This group is closed to new entrants effective March 4, 2002. Benefit accruals under this formula ceased as of December 31, 2004. Provisions below describe the terms of the plan through December 31, 2004.
Definitions	
▪ Covered employees	Hourly paid non-bargained employees that were transferred in accordance with the Asset Purchase Agreement between BBU (legacy West) and George Weston Bakeries.
▪ Credited service	Determined as years and completed months of employment on an elapsed time basis. No service after December 31, 2004 shall be considered in determining the amount of any pension benefits.
▪ Pensionable earnings	Base Pay, overtime commissions, cash bonuses. Does not include special awards, bonuses, or vacation pay.
▪ Final average earnings	Highest five consecutive years out of last ten. Earnings prior to October 2, 1995 are excluded. No compensation after December 31, 2004 shall be considered in the calculation of Average Compensation.
▪ Accrued benefit	1.3% of final average earnings up to covered compensation times credited service limited to 30 years, plus 1.675% of final average earnings in excess of covered compensation times credited service limited to 30 years, plus .5% of final average earnings times service in excess of 30 years.
▪ Normal Retirement Date (NRD):	First of the month coincident with or next following the attainment of age 65 and 5 Years of participation Service.
Normal or late retirement	
▪ Eligibility	Retire on or after NRD.
▪ Benefit	Accrued Benefit payable immediately.
Early retirement	
▪ Eligibility	Retire before NRD and on or after both attaining age 55 and completing 10 Years of Service, or completion of 30 Years of Service.
▪ Benefit	Unreduced at age 62, and reduced 3% each year not to exceed a 20% reduction.

Schedule SB, Part V — Summary of Plan Provisions

Deferred vested	
▪ Eligibility	Terminate for reasons other than death or retirement after completing 5 Years of Service.
▪ Benefit	For an employee who terminates before age 55: if the employee has at least 10 years of service, Accrued Benefit reduced 6% per year from age 65. If employee has more than 20 years of service, then unreduced at age 62, and reduced 3% per year not to exceed a 20% reduction. If employee has less than 10 years, unreduced benefit payable at age 65.
Disability	
▪ Eligibility	A participant who becomes totally and permanently disabled after completing 10 years of continuous service.
▪ Benefit	Employee is treated as vested with a deferred benefit.
Pre-retirement death	
▪ Eligibility	Death while eligible for normal, early, late, or deferred vested retirement benefits, with a surviving spouse.
▪ Benefit	If married, reduced 50% joint and survivor at earliest retirement date.
Form of benefits	
▪ Automatic form for unmarried participants	Life annuity.
▪ Automatic form for married participants	50% joint and survivor annuity (actuarially reduced)
Miscellaneous	
▪ Maximum compensation	Not applicable
▪ Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2010, the limit is \$195,000.

Schedule SB, Part V — Summary of Plan Provisions**Summary of plan provisions: former Bimbo Bakeries USA, Inc. Retirement Account Balance Plan – former Mrs. Baird's Bakeries, Inc. Participants**

Status of the group	This group has ongoing benefit accruals and new employees are eligible to participate in the plan once they satisfy the participation requirements.
Definitions	
▪ Covered employees	Any person who is employed by Mrs. Baird's Bakeries Inc., other than a person whose terms of employment are established by a collective bargaining agreement where participation rights are not expressly granted. An individual who performs services pursuant to an agreement between the Mrs. Baird's and an employee leasing organization shall not be considered to be an employee.
▪ Participation	An eligible employee shall become a participant after one year of service with 1,000 hours. No non-union employee may become eligible to accrue benefits under this component of the plan after December 31, 2004.
▪ Vesting service	Total service from date of hire to date of termination, less any absence in excess of 12 months that is excluded from Credited Service, using elapsed time.
▪ Credited service	The sum of years and completed months of service from date of hire to date of termination, adjusted for certain periods of unpaid absence. No service after December 31, 2004 shall be included in the determination of pension benefits for non-union employees.
▪ Monthly earnings	One-twelfth of a Participant's Compensation from the Employer in the latest completed twelve-month period starting on January 1, including overtime, bonuses, and other nonrecurring compensation. Please refer to Plan Document for more details.
▪ Final average earnings	The average of a Participant's five consecutive Monthly Earnings out of the last 10 years that gives the highest average, or all Monthly Earnings if there are fewer than five. No compensation after December 31, 2004 shall be included in the determination of Average Monthly Earnings for non-union employees.

Schedule SB, Part V — Summary of Plan Provisions

▪ Covered Compensation	The forms of income reported by the Employer to the Internal Revenue Service for federal income tax purposes, including amounts contributed by the Employer pursuant to a salary reduction agreement which are includable in the gross income of the Participant under Sections 125, 402(e)(3), 402(h) or 403(b) of the Internal Revenue Code. Please refer to the Plan Document for more details.
▪ Accrued benefit	The Participant's Accrued Benefit at any given date is the product of (a) the projected Normal Retirement Benefit, based on the formulas above, using Credited Service projected to the Participant's Normal Retirement Date, and Average Monthly Earnings and Social Security Benefit determined as of the given date and (b) the ratio of Credited Service at the given date to Credited Service to Normal Retirement Date.
Normal retirement	
▪ Eligibility	The first day of the calendar month coincident with or next following the later of age 65 and 5 years of Vesting Service or anniversary of participation.
▪ Benefit	<p>Monthly amount equal to the greatest of the following formulas:</p> <ol style="list-style-type: none"> 1) \$1.75 plus 1.25% of Average Monthly Earnings in excess of \$350, both multiplied by Credited Service 2) 2.25% of Average Monthly Earnings multiplied by Credited Service capped at 20 years less 74% of the Participant's age 65 Primary Insurance Amount under the Social Security Act in effect on July 1, 1971. 3) 1.6% of Average Monthly Earnings multiplied by Credited Service capped at 25 years.
Early retirement	
▪ Eligibility	Any Participant who has attained age 55 and completed 20 years of Credited Service may elect early retirement on the first day of any calendar month following the termination of Service.

Schedule SB, Part V — Summary of Plan Provisions

▪ Benefit	Accrued Benefit as of Early Retirement Date multiplied by an early retirement factor due to early commencement of payments.
Deferred vested	
▪ Eligibility	A participant has at least 5 years of Vesting Service.
▪ Benefit	A non-forfeitable right to his or her Accrued Benefit.
Disability	
▪ Eligibility	Eligibility is after 10 years of Vesting Service. Participants must apply for benefits within 4 months of termination due to permanent disability, subject to approval by the Benefits Committee.
▪ Benefit	Payable after 4 month waiting period. Monthly benefit is the benefit that can be provided by the greater of (a) the present value of the Accrued Benefit, or (b) 30 times the Average Monthly Earnings. Benefit is payable as a 10-year certain and continuous annuity.
Pre-retirement death	
▪ Benefit	<p>Active Participants will receive an income payable for 10 years certain and life thereafter that can be provided by the greater of (a) the present value of the Accrued Benefit or (b) a multiple of Average Monthly Earnings. If the Participant has completed 20 years of Credited Service, the multiple is 30; otherwise, the multiple is 12.</p> <p>Terminated Participants may elect an actuarially reduced retirement benefit in order to provide death benefit coverage. The death benefit is equal to the present value of the deferred accrued benefit, determined as of the date of termination, accumulated with interest until the date of death.</p>
Form of benefits	
▪ Automatic form for unmarried participants	Life annuity.
▪ Automatic form for married participants	50% joint and survivor annuity (actuarially reduced).
▪ Optional forms	Joint and survivor annuity and life annuity with 120 monthly payments guaranteed.

Schedule SB, Part V — Summary of Plan Provisions

Miscellaneous	
▪ Maximum compensation	Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. This limit is indexed annually. For 2010, the limit is \$245,000.
▪ Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2010, the limit is \$195,000.

Summary of plan provisions: Bimbo Bakeries USA Pension Plan

▪ Changes since prior valuation	<ul style="list-style-type: none"> ▪ Effective December 31, 2009, the Bimbo Foods Bakeries, Inc. Hourly Employees Retirement Income Plan, the Bimbo Foods, LLC Employees' Retirement Plan, and the Bimbo Bakeries USA, Inc. Retirement Account Balance Plan merged into the Bimbo Foods Bakeries, Inc. Cash Balance Plan for Salaried Employees. ▪ Effective January 1, 2010, Bimbo Foods Bakeries, Inc. changed the merged plan name to the Bimbo Bakeries USA Pension Plan. Also, Bimbo Foods Bakeries, Inc. transferred sponsorship of this plan to BBU, Inc. ▪ Interest crediting rate <ul style="list-style-type: none"> - Former Bimbo Foods Bakeries, Inc. Cash Balance Plan for Salaried Employees added a 3.79% floor. - Former Bimbo Bakeries USA, Inc. Retirement Account Balance Plan added a 3.51% floor for its former salaried George Weston plan participants. ▪ Effective December 31, 2009, benefit accruals and entry to the cash balance group of the former Bimbo Bakeries USA, Inc. Retirement Account Balance Plan were frozen.
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**BIMBO BAKERIES USA
PENSION PLAN**

Financial Statements

December 31, 2010 and 2009

BIMBO BAKERIES USA PENSION PLAN

December 31, 2010 and 2009

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Independent Auditors' Report

Bimbo Bakeries USA Benefits Committee
Horsham, Pennsylvania

We were engaged to audit the statements of net assets available for benefits of Bimbo Bakeries USA Pension Plan as of December 31, 2010 and 2009, and the related statements of changes in net assets available for benefits for the years then ended, and the supplemental Schedule H Line 4i - Schedule of Assets (Held at End of Year), Schedule H, Line 4i - Schedule of Assets (Acquired and Disposed of within the Plan Year), and Schedule H, Line 4j - Schedule of Reportable Transaction as of or for the year ended December 31, 2010. 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 information summarized in Notes 5 and 7, which was certified by The Bank of New York Mellon/BNY Mellon, N.A. and Fidelity Management Trust Company, the trustees 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 Bank of New York Mellon/BNY Mellon, N.A. held the Plan's investment assets and executed investment transactions as of and for the years ended December 31, 2010 and 2009 and that Fidelity Management Trust Company held the Plan's investment assets and executed investment transactions as of and for the year ended December 31, 2009 and from January 1, 2010 to November 30, 2010. The plan administrator has obtained certifications from the trustees as of and for the years ended December 31, 2010 and 2009, that the information provided to the plan administrator by the trustees 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 information certified by the trustees, have been audited by us in accordance with auditing standards generally accepted in the United States of America 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.



Horsham, Pennsylvania
October 14, 2011

BIMBO BAKERIES USA PENSION PLAN

Statements of Net Assets Available for Benefits December 31, 2010 and 2009

	2010	2009
Assets:		
Investments, at fair value:		
Interest-bearing cash	\$ 1,152	\$ 5,307
U.S. government securities	84,726,561	34,007,369
Corporate bonds	80,601,857	-
Preferred stock	607,072	576,549
Common stock	84,342,297	99,037,151
Common collective trust funds	66,370,424	79,092,294
Hedge fund	16,894,575	-
Municipal bonds	17,138,715	-
Foreign bond	-	1,839,940
Total investments	350,682,653	214,558,610
Receivables:		
Employer contributions receivable	24,000,000	24,500,000
Due from affiliated plans	-	7,500,000
Due from broker	4,110,509	2,445,101
Due from Bimbo Bakeries USA, Inc. Retirement Account Balance Plan	-	104,365,776
Total assets	378,793,162	353,369,487
Liabilities:		
Due to broker	2,557,005	1,874,858
Administrative expenses payable	331,114	99,477
Total liabilities	2,888,119	1,974,335
Net assets available for benefits	\$ 375,905,043	\$ 351,395,152

See accompanying notes to financial statements.

BIMBO BAKERIES USA PENSION PLAN

Statements of Changes in Net Assets Available for Benefits Years Ended December 31, 2010 and 2009

	2010	2009
Changes in net assets attributed to:		
Investment income:		
Plan interest in Weston Foods, Inc. Master Trust Fund income, net of investment fees	\$ -	\$ 9,076,645
Net appreciation in fair value of investments	26,817,311	-
Dividend and interest income	5,938,599	-
Less investment expenses	(1,166,430)	-
Employer contributions	24,000,000	24,500,000
	55,589,480	33,576,645
Deductions from net assets attributed to:		
Benefits paid to participants	28,963,522	3,932,318
Administrative expenses	2,116,067	415,407
Total deductions	31,079,589	4,347,725
Increase before transfer	24,509,891	29,228,920
Transfers from affiliated plans	-	264,375,540
Net increase	24,509,891	293,604,460
Net assets available for benefits:		
Beginning of year	351,395,152	57,790,692
End of year	\$ 375,905,043	\$ 351,395,152

See accompanying notes to financial statements.

BIMBO BAKERIES USA PENSION PLAN

Notes to Financial Statements December 31, 2010 and 2009

(1) Description of Plan

The following brief description of the Bimbo Bakeries USA Pension Plan (f/k/a Bimbo Foods Bakeries, Inc. Cash Balance Plan for Salaried Employees) (the Plan) is provided for general informational purposes only. Participants should refer to the plan document, including plan amendments, for more complete information.

General

The Plan is a defined benefit plan covering certain eligible employees of Bimbo Bakeries USA, Inc. (the Company). Effective December 31, 2009, the Bimbo Foods Bakeries, Inc. Hourly Employees Retirement Income Plan (Hourly Plan), Bimbo Foods, L.L.C. Employees' Retirement Plan (LLC Plan) and the Bimbo Bakeries USA, Inc. Retirement Account Balance Plan (RABP Plan) (collectively, "the Predecessor Plans") were merged into the Plan (the Merger). The Plan was amended and restated January 1, 2010 to reflect applicable provisions of the four plans, portions of which have been frozen effective as of December 31, 2009 or earlier, as discussed below:

- The Bimbo Foods Bakeries, Inc. Cash Balance Plan for Salaried Employees (Cash Balance Plan) covers all regular salaried employees of the Company and was frozen effective December 31, 2007.
- The Hourly Plan covers all non-union hourly employees, as well as collective bargaining union employees who have negotiated for benefits under the Hourly Plan. Effective January 1, 2007, non-union hourly new hires are no longer eligible to participate in the Hourly Plan and, effective January 1, 2008, pension benefits were frozen for certain participants, as defined. Certain participants continue to earn interest credits; however, annual contribution credits under the cash balance formula have ceased for non-union hourly participants.
- The LLC Plan covers salaried employees, hourly non-union employees, as well as collective bargaining union employees who have negotiated for benefits under the LLC Plan. Effective January 1, 2007, salaried and non-union employees are no longer eligible to participate in the LLC Plan and, effective January 1, 2008, pension benefits were frozen for salaried and non-union hourly participants, as defined. Certain participants continue to earn interest credits; however, annual contribution credits under the cash balance formula have ceased for salaried and non-union hourly participants.
- The RABP Plan covers certain eligible participants, as defined, of previous Company-sponsored plans which were merged into the RABP Plan resulting in four components which have varying eligibility requirements and benefit calculations as outlined in the supplement to the Plan document. All or portions of the components are frozen for eligibility and benefit accruals, as defined.

Continued...

BIMBO BAKERIES USA PENSION PLAN

Notes to Financial Statements
December 31, 2010 and 2009

(1) Description of Plan, Continued

General, Continued

The Plan participated in the Weston Foods, Inc. Master Trust Fund (the Master Trust) in 2009. As a result of the Merger, the Master Trust was effectively dissolved. The Plan is funded entirely from contributions by the Company.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

On January 21, 2009, the Company purchased the United States fresh bread and baked goods division from Weston Foods, Inc. Additionally, the plan sponsor was changed to Bimbo Bakeries USA. Effective June 30, 2009, the Plan name changed to Bimbo Foods Bakeries, Inc. Cash Balance Plan for Salaried Employees. On January 1, 2010, BBU, Inc. assumed sponsorship of the Plan and the Plan name changed to Bimbo Bakeries USA Pension Plan.

The Plan provides for annual contribution credits. The contribution credit percentage is determined by points credited to the participant on December 31 of each plan year. Participants' points as of any December 31 are equal to the sum of their age and years of service. Compensation credits among participating groups range from 1.5 percent to 10 percent as detailed in the individual supplements of the plan document.

The Plan provides for annual interest credits. The annual interest credit is a percentage increase in the cash balance account. The rate of annual interest is dependent on the individual supplements of the plan document, but in no instances is it to exceed a maximum of 10 percent.

For certain union employees whose collective bargaining agreement does not provide for the cash balance formula, the terms and conditions of the Plan are detailed in the individual supplements of the plan document.

Employees have the option to receive a lump sum distribution of their cash balance account or a variety of other options, as defined.

Continued...

BIMBO BAKERIES USA PENSION PLAN

Notes to Financial Statements
December 31, 2010 and 2009

(1) Description of Plan, Continued

Plan Administration

The administration of the Plan is overseen by the Bimbo Bakeries USA Benefits Committee (the Committee).

- *Trustees*

The majority of the investment assets of the Plan are maintained by The Bank of New York Mellon/BNY Mellon, N.A. (the Trustee). The remaining portion of the investment assets of the Plan were maintained by Fidelity Management Trust Company (Fidelity), former trustee of the RABP Plan assets. As a result of the Merger, most of the assets are transferred to the Trustee; however, upon satisfying withdrawal requirements, the remaining assets were transferred to the Trustee in 2011. Among other duties, the Trustee is to safe keep and account for the trust funds and make payments to eligible participants in accordance with the Plan.

- *Expenses*

Administrative expenses, such as actuarial, trust and other administrative expenses are paid from the assets of the Plan. All other expenses are paid by the Company.

Eligibility for Participation

Eligibility is defined in the plan document and individual supplements of the plan document. Participants should refer to these documents for a more detailed definition. Eligibility requirements of each of the Predecessor plans are as follows:

Cash Balance Plan - Full-time employees became eligible to participate in the Cash Balance Plan upon the date of hire. Each employee who was a member of the Bestfoods Cash Balance Pension Plan for Salaried Employees, a prior plan, was immediately eligible for participation in the Cash Balance Plan at inception of the Cash Balance Plan. Part-time employees became eligible to participate on the first anniversary of the first hour of service.

Hourly Plan - Non-union employees became eligible to participate in the Hourly Plan upon the date of hire. Each employee who was a member of the Bestfoods Hourly Employees Retirement Income Plan, a prior plan, was immediately eligible for participation at inception of the Hourly Plan. Union employees became eligible to participate in the Hourly Plan once applicable requirements of the union's collective bargaining agreements have been met.

Continued...

BIMBO BAKERIES USA PENSION PLAN

Notes to Financial Statements December 31, 2010 and 2009

(1) Description of Plan, Continued

Eligibility for Participation, Continued

LLC Plan - Full-time employees became eligible to participate in the LLC Plan upon the date of hire. Part-time employees became eligible to participate upon completion of 1,000 hours of service.

RABP Plan - Employees became eligible upon meeting requirements as set forth by the four components to the RABP Plan.

Pension Benefits

Scheduled pension benefits begin at the later of the normal retirement age of 65 or completion of five years of vesting service. An employee may elect early retirement with reduced benefits after completing at least 10 years of service and attaining the age of 55. An employee who terminates with a vested benefit may commence benefits as soon as administratively feasible. The retirement benefit is based on the participant's cash balance account at retirement/termination or, for a transition participant as defined in the plan document, the greater of the transition benefits or the cash balance account. The cash balance account is based on contribution and interest credits granted annually. Participants under the Mrs Baird's component of the Plan are eligible for early retirement at age 55 and completion of 20 years of credited service.

Vesting

Cash Balance Plan participants are 100 percent vested in the Plan after three years of credited service. Hourly Plan and LLC Plan participants are 100 percent vested in the Plan after five years of credited service. Effective December 14, 2007, RABP Plan participants are 100 percent vested in the Plan after three years of credited service with the exception of the Mrs Baird's component who become fully vested after 5 years. Prior to this date, RABP Plan participants became 100 percent vested in the Plan after five years of credited service.

(2) Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting.

Continued...

BIMBO BAKERIES USA PENSION PLAN

Notes to Financial Statements
December 31, 2010 and 2009

(2) Summary of Significant Accounting Policies, Continued

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of the accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are in funds administered by the Trustee and Fidelity.

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 6 for a discussion of the fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those estimated future periodic payments, including lump sum distributions that are attributable under the Plan's provisions to services rendered by the employees to the valuation date. Accumulated plan benefits include benefits expected to be paid to: (a) retired or terminated employees or their beneficiaries; (b) present employees or their beneficiaries; and (c) beneficiaries of employees who have died.

The actuarial present value of accumulated plan benefits was determined by the Plan's actuaries and is that amount which results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

The present value of accumulated plan benefits was computed by the Plan's consulting actuaries as of January 1, 2010 and 2009. As discussed in Note 1, the Company merged the assets of the Hourly Plan, LLC Plan and the RABP Plan into the Plan effective December 31, 2009. The actuarial valuations as of January 1, 2009 were calculated individually for the Cash Balance Plan, LLC Plan, Hourly Plan and RABP Plan and have been consolidated in the tables below.

Continued...

BIMBO BAKERIES USA PENSION PLAN

Notes to Financial Statements December 31, 2010 and 2009

(2) Summary of Significant Accounting Policies, Continued

Actuarial Present Value of Accumulated Plan Benefits, Continued

The significant assumptions underlying the actuarial computations for 2010 are as follows:

Interest rate	7.5%
Mortality	
Healthy	RP- 2000 (sex-distinct) Mortality Table (Blended Collar) projected to 2015.
Disabled	Revenue Ruling 96-7 Post-1994 Disability Mortality Table.

The significant assumptions underlying the actuarial computations for 2009 for the Cash Balance Plan, LLC Plan and Hourly Plan included an interest rate of 8%, and use of the 1994 Uninsured Pensioner Mortality Table (UP94) Projected to 2015 for healthy participants and the Internal Revenue Service (IRS) Revenue Ruling 96-7 post 1994 disability table for disabled participants. The average retirement age assumptions used in the 2010 and 2009 actuarial valuation vary based on participant groups. The significant assumptions underlying the actuarial computations for 2009 for the RABP Plan included an interest rate of 7.5%, retirement ages ranging from 55 to 65 and use of the PR-2000 Mortality Table.

These actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

The actuarial present value of accumulated benefits is as follows at January 1:

	2010	2009
Vested benefits:		
Participants currently receiving payments	\$ 114,372,220	\$ 109,587,292
Other participants	260,795,280	241,745,981
Total vested benefits	375,167,500	351,333,273
Nonvested benefits	9,552,212	7,457,406
Actuarial present value of accumulated plan benefits at end of year	\$ 384,719,712	\$ 358,790,679

Continued...

BIMBO BAKERIES USA PENSION PLAN

Notes to Financial Statements December 31, 2010 and 2009

(2) Summary of Significant Accounting Policies, Continued

Actuarial Present Value of Accumulated Plan Benefits, Continued

The changes in the actuarial present value of accumulated plan benefits were as follows for the years ended January 1:

	2010	2009
Actuarial present value of accumulated plan benefits at beginning of year	\$ 358,790,659	\$ 348,736,468
Increase (decrease) attributable to:		
Additional benefits accumulated (including the effect of noninvestment experience) and experience losses	21,438,354	11,532,517
Increase for interest due to decrease in discount period	27,162,559	26,173,752
Benefits paid	(24,386,355)	(30,354,203)
Assumption changes	1,714,495	1,647,599
Plan amendments	-	1,054,526
Net increase	25,929,053	10,054,191
Actuarial present value of accumulated plan benefits at end of year	\$ 384,719,712	\$ 358,790,659

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

During 2010 and 2009, administrative expenses of \$2,116,067 and \$415,407, respectively, include fees paid to the trustees and other service providers, as well as the Pension Benefit Guaranty Corporation (PBGC) expenses.

Subsequent Events

The Plan has evaluated subsequent events through October 14, 2011, the date the financial statements were available to be issued.

BIMBO BAKERIES USA PENSION PLAN

Notes to Financial Statements December 31, 2010 and 2009

(3) Funding Policy

The Company's funding policy is to make annual contributions to the Plan in amounts that are estimated to ensure all employees' benefits will be fully provided for by the time they retire. The Company's contributions of \$24,000,000 and \$24,500,000 for 2010 and 2009, respectively, exceeded the minimum funding requirements of ERISA. Employer contributions of \$1,000,000 from the LLC Plan, \$500,000 from the Hourly Plan and \$6,000,000 from the RABP Plan are reflected as due from affiliated plans in the 2009 statement of net assets available for benefits and as part of the transfer from affiliated plans in the 2009 statement of changes in net assets available for benefits in connection with the Merger (see Note 1).

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA.

(4) Plan Termination

In the event the Plan terminates, the net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations, generally, to provide the following benefits in the order indicated:

- Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period, would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under Plan provisions in effect any time during the five years preceding plan termination.
- Other vested benefits insured by PBGC (U.S. government agency) up to the applicable limitations (discussed below).
- All other vested benefits (that is, vested benefits not insured by the PBGC).
- All nonvested benefits.

Continued...

BIMBO BAKERIES USA PENSION PLAN

Notes to Financial Statements December 31, 2010 and 2009

(4) Plan Termination, Continued

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivors' pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a statutory ceiling, which is adjusted periodically on the amount of an individual's monthly benefit that the PBGC guarantees. For plan terminations occurring during 2011, that ceiling is \$4,500 per month. That ceiling applies to those pensioners who elect to receive their benefits in the form of a single-life annuity and are at least 65 years old at the time of retirement or plan termination (whichever comes later). For younger annuitants or for those who elect to receive their benefits in some form more valuable than a single-life annuity, the corresponding ceilings are actuarially adjusted downward.

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the plan sponsor and the level of benefits guaranteed by the PBGC.

(5) Investments (Unaudited)

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by the Trustee and Fidelity, as complete and accurate, except for comparing such information certified by the Trustee and Fidelity to information included in the Plan's financial statements and supplemental schedules.

The following presents investments that represent 5 percent or more of the Plan's net assets at December 31:

	2010	2009
JPMCB Long Credit Fund	*	\$ 47,934,095
JPMCB EAFE Plus Fund	\$ 37,799,758	\$ 20,947,868

*Investment is less than 5 percent of the Plan's net assets at year end.

Continued...

BIMBO BAKERIES USA PENSION PLAN

Notes to Financial Statements December 31, 2010 and 2009

(5) Investments (Unaudited), Continued

During 2010, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

U.S. government securities	\$	5,098,839
Corporate bonds		1,516,662
Preferred stock		(304,850)
Common stock		6,850,545
Common collective trust funds		13,014,156
Hedge fund		694,575
Municipal bonds		(52,616)
	\$	<u>26,817,311</u>

The Plan's share of investment income in the Master Trust amounted to \$9,076,645 for the year ended December 31, 2009.

(6) Fair Value Measurements

Financial Accounting Standards Board (FASB) *Accounting Standards Codification* (ASC) 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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.

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.

Continued...

BIMBO BAKERIES USA PENSION PLAN

Notes to Financial Statements December 31, 2010 and 2009

(6) Fair Value Measurements, Continued

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

The asset 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.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2010 and 2009.

Plan's interest in the Master Trust: See Note 7.

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

Corporate bonds, municipal bonds and foreign bond: Valued based on yields currently available on comparable securities of issuers with similar credit ratings.

Common and preferred stock: Valued at the closing price reported in the active market in which the individual securities are traded.

Common collective trust funds: Valued by the fund sponsor based on quoted market prices of the underlying investments.

Hedge fund: Valued by the Plan's pro rata share of the net asset value of the underlying investments at year end. The hedge fund principally invests in private and affiliated investments funds. Redemptions of all or any portion of capital accounts are permitted quarterly with 95 days' prior notice.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Continued...

BIMBO BAKERIES USA PENSION PLAN

Notes to Financial Statements December 31, 2010 and 2009

(6) Fair Value Measurements, Continued

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31:

Assets at Fair Value as of December 31, 2010				
	Level 1	Level 2	Level 3	Total
Interest-bearing cash	\$ 1,152	\$ -	\$ -	\$ 1,152
U.S. government securities:				
U.S. treasury bonds	84,726,561	-	-	84,726,561
Preferred stock	607,072	-	-	607,072
Common stock:				
Domestic	62,707,118	-	-	62,707,118
Foreign	21,635,179	-	-	21,635,179
Total common stock	84,342,297	-	-	84,342,297
Common collective trust funds:				
Money market	-	6,476,480	-	6,476,480
Blend	-	37,799,759	-	37,799,759
Other	-	22,094,185	-	22,094,185
Total common collective trust funds	-	66,370,424	-	66,370,424
Corporate bonds	-	80,601,857	-	80,601,857
Hedge fund	-	-	16,894,575	16,894,575
Municipal bonds	-	17,138,715	-	17,138,715
Total assets at fair value	\$ 169,677,082	\$ 164,110,996	\$ 16,894,575	\$ 350,682,653

Assets at Fair Value as of December 31, 2009				
	Level 1	Level 2	Level 3	Total
Interest-bearing cash	\$ 5,307	\$ -	\$ -	\$ 5,307
U.S. government securities:				
U.S. treasury bonds	30,121,379	-	-	30,121,379
Federal mortgage securities	2,906,506	-	-	2,906,506
Other	979,484	-	-	979,484
Total U.S. government securities	34,007,369	-	-	34,007,369
Preferred stock	576,549	-	-	576,549
Common stock:				
Domestic	78,504,799	-	-	78,504,799
Foreign	20,532,352	-	-	20,532,352
Total common stock	99,037,151	-	-	99,037,151
Common collective trust funds:				
Money market	-	4,047,443	-	4,047,443
Fixed income	-	47,934,095	-	47,934,095
Blend	-	20,947,868	-	20,947,868
Other	-	6,162,888	-	6,162,888
Total common collective trust funds	-	79,092,294	-	79,092,294
Foreign bond	-	1,839,940	-	1,839,940
Total assets at fair value	\$ 133,626,376	\$ 80,932,234	\$ -	\$ 214,558,610

Continued...

BIMBO BAKERIES USA PENSION PLAN

Notes to Financial Statements December 31, 2010 and 2009

(6) Fair Value Measurements, Continued

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

Balance, beginning of year	\$ -
Purchases, sales, issuances and settlements (net)	16,200,000
Unrealized gains relating to instruments still held at the reporting date	<u>694,575</u>
Balance, end of year	<u>\$ 16,894,575</u>
The amount of total gains for the period included in changes in net assets attributable to the change in unrealized gains or losses relating to assets still held at the reporting date.	
	<u>\$ 694,575</u>

There were no significant transfers among investment levels for the years ended December 31, 2010 and 2009.

(7) Interest in the Master Trust (Unaudited)

Prior to January 21, 2009, the Plan's investments were in the Weston Foods, Inc. Master Trust. Subsequent to January 21, 2009, in association with the Company's purchase of the U.S. fresh bakery business division of Weston Foods, Inc., three plans associated with the purchase remained in the Master Trust while two plans remained with Weston Foods, Inc. and the corresponding assets were transferred from the Master Trust into a separate master trust.

Effective December 31, 2009, the Hourly Plan, RABP Plan and the LLC Plan were merged into the Plan. The Plan was the only remaining plan included in the Master Trust as of December 31, 2009.

The value of the Plan's interest in the Master Trust was based on the beginning of the year value of the Plan's interest in the trust plus actual contributions and allocated investment income (loss) less actual distributions and allocated administrative expenses. Investment income (loss) and administrative expenses relating to the Master Trust are allocated to the individual plans based upon average monthly balances invested in each plan.

Continued...

BIMBO BAKERIES USA PENSION PLAN

Notes to Financial Statements December 31, 2010 and 2009

(7) Interest in the Master Trust (Unaudited), Continued

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by the Trustee, as complete and accurate, except for comparing such information certified by the Trustee to information included in the Plan's financial statements.

The Trustee has certified to the accuracy and completeness of the investment in the net assets of the Master Trust as of December 31, 2009, and the investment income for the year ended December 31, 2009, as summarized below.

Interest income	\$ 1,868,661
Dividend income	2,456,134
Net appreciation (depreciation) in fair value of investments:	
Interest-bearing cash	8,440
U.S. government securities	(7,345,215)
Preferred stock	474,629
Common stock	20,440,133
Foreign exchange contracts	(55,962)
Common collective trust funds	12,386,727
Foreign bond	37,099
	<u>\$ 30,270,646</u>

(8) Tax Status

The IRS has determined and informed the Company by a letter dated September 2, 2008, that the Cash Balance Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Effective December 31, 2009 the Hourly Plan, LLC Plan and RABP Plan (Note 1) merged into the Plan. The Predecessor Plans have determination letters ranging from May 2003 to April 2010. The Plan has filed for an updated IRS determination letter that includes the Merger activity into the Plan and restated plan document, but the IRS has not yet issued a determination letter. Although the Plan has been amended since receiving the determination letters, the plan administrator believes the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Continued...

BIMBO BAKERIES USA PENSION PLAN

Notes to Financial Statements December 31, 2010 and 2009

(8) Tax Status, Continued

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan had taken an uncertain position that more likely than not would not 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 that would require recognition of a liability (or asset) or disclosure in the financial statements. 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.

(9) Risks and Uncertainties

The Plan invests in various types of investment 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 statement of net assets available for benefits.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions processes, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

(10) Transfer from Affiliated Plans

At December 31, 2009, the net assets of the LLC Plan totaling \$116,465,163 were transferred to the Plan.

At December 31, 2009, the net assets of the Hourly Plan totaling \$37,544,601 were transferred to the Plan.

At December 31, 2009, the net assets of the RABP Plan totaling \$110,365,776 were transferred into the Plan.

SUPPLEMENTAL SCHEDULES



THE BANK OF NEW YORK MELLON

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5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
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WESTON FOODS, INC.
WFI-COMBINE MANAGER

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
<u>INTEREST-BEARING CASH</u>					
341.7100	BNY MELLON CASH RESERVE	341.71	100.0000	341.71	0.00
TOTAL INTEREST-BEARING CASH		341.71		341.71	0.00
<u>INTEREST-BEARING CASH</u>					
9.7000	GBP (GREAT BRITISH POUNDS)	14.98	0.0000	15.19	0.21
64,610.0000	JPY (JAPANESE YEN)	779.33	0.0000	796.62	17.29
TOTAL INTEREST-BEARING CASH		794.31		811.81	17.50
<u>U. S. GOVERNMENT SECURITIES</u>					
6,505,000.0000	U S TREAS BD STRIP PRIN PMT 0.000% 02/15/2037 DD 02/15/07	2,109,723.75	30.8030	2,003,735.15	105,988.60-
8,575,000.0000	U S TREAS BD STRIP PRIN PMT 0.000% 05/15/2037 DD 08/15/07	2,698,638.25	30.3850	2,605,513.75	93,124.50-
4,900,000.0000	U S TREAS BD STRIP PRIN PMT 0.000% 02/15/2038 DD 02/15/08	1,473,332.00	29.1500	1,428,350.00	44,982.00-
7,200,000.0000	U S TREASURY BOND 0.000% 05/15/2038 DD 08/15/08	2,141,856.00	28.7900	2,072,880.00	68,976.00-
16,685,000.0000	UNITED STATES TREAS BD STRIP 0.000% 05/15/2039 DD 05/15/09	4,668,248.10	27.1910	4,536,818.35	131,429.75-
31,980,000.0000	U S TREAS BD STRIP PRIN PMT 0.000% 08/15/2039 DD 08/17/09	8,982,360.92	26.8810	8,596,543.80	385,817.12-



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
15,410,000.0000	U S TREAS BD STRIP PRIN PMT 4.375% 11/15/2039 DD 11/16/09	4,261,230.71	26.6940	4,113,545.40	147,685.31-
11,640,000.0000	U S TREAS BD STRIP PRIN PMT 0.000% 02/15/2040 DD 02/16/10	3,285,053.52	26.1890	3,048,399.60	236,653.92-
13,880,000.0000	U S TREAS BD STRIP PRIN PMT 0.000% 05/15/2040 DD 05/17/10	3,789,668.55	25.9410	3,600,610.80	189,057.75-
2,465,000.0000	U S TREASURY BOND 0.000% 05/15/2035 DD 08/15/07	837,309.60	32.3010	796,219.65	41,089.95-
6,250,000.0000	U S TREASURY BOND 0.000% 11/15/2035 DD 08/15/07	2,111,114.80	31.5370	1,971,062.50	140,052.30-
160,000.0000	U S TREASURY BOND 0.000% 05/15/2036 DD 08/15/07	54,809.60	30.7910	49,265.60	5,544.00-
440,000.0000	U S TREASURY BOND 0.000% 11/15/2036 DD 08/15/07	152,930.80	30.0460	132,202.40	20,728.40-
1,140,000.0000	U S TREASURY SEC STRIP INT PMT 0.000% 08/15/2031 DD 02/15/06	465,866.65	38.8100	442,434.00	23,432.65-
2,540,000.0000	U S TREASURY BOND 02/15/2032	1,011,270.11	37.8350	961,009.00	50,261.11-
1,400,000.0000	U S TREASURY SEC STRIP INT PMT 0.000% 08/15/2032 DD 02/15/06	574,056.00	36.9200	516,880.00	57,176.00-
515,000.0000	U S TREASURY BOND 02/15/2033	199,464.65	36.0630	185,724.45	13,740.20-
4,400,000.0000	U S TREASURY SEC STRIP INT PMT 0.000% 08/15/2034 DD 02/15/06	1,482,184.00	33.4520	1,471,888.00	10,296.00-
4,160,000.0000	U S TREASURY SEC STRIP INT PMT 0.000% 08/15/2035 DD 02/15/06	1,486,950.40	31.8520	1,325,043.20	161,907.20-



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
715,000.0000	U S TREASURY BOND 0.000% 02/15/2037 DD 02/15/07	228,985.90	29.6690	212,133.35	16,852.55-
1,920,000.0000	U S TREASURY BOND 0.000% 11/15/2030 DD 08/15/07	810,633.30	40.3100	773,952.00	36,681.30-
1,950,000.0000	U S TREASURY BOND 0.000% 11/15/2032 DD 08/15/07	728,526.94	36.5050	711,847.50	16,679.44-
2,315,000.0000	U S TREASURY BOND 0.000% 05/15/2033 DD 08/15/07	851,853.80	35.6110	824,394.65	27,459.15-
1,200,000.0000	U S TREASURY BOND 0.000% 11/15/2033 DD 08/15/07	445,944.00	34.7290	416,748.00	29,196.00-
200,000.0000	U S TREASURY BOND 0.000% 05/15/2034 DD 08/15/07	74,728.00	33.8730	67,746.00	6,982.00-
1,055,000.0000	U S TREASURY BOND 0.000% 11/15/2034 DD 08/15/07	377,795.50	33.0280	348,445.40	29,350.10-
2,335,000.0000	U S TREASURY BOND 0.000% 11/15/2037 DD 08/15/08	652,320.50	28.6070	667,973.45	15,652.95
TOTAL U. S. GOVERNMENT SECURITIES		45,956,856.35		43,881,366.00	2,075,490.35-
<u>U. S. GOVERNMENT SECURITIES</u>					
1,780,000.0000	U S TREAS BD STRIP PRIN PMT 0.000% 11/15/2026 DD 11/15/96	894,752.60	50.4810	898,561.80	3,809.20
3,900,000.0000	U S TREAS BD STRIP PRIN PMT 0.000% 02/15/2027 DD 02/15/97	1,939,782.00	49.8300	1,943,370.00	3,588.00
2,670,000.0000	U S TREAS BD STRIP PRIN PMT 0.000% 08/15/2027 DD 08/15/97	1,355,600.00	48.5590	1,296,525.30	59,074.70-



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
14,560,000.0000	U S TREAS BD STRIP PRIN PMT 0.000% 11/15/2027 DD 11/15/97	7,062,706.56	47.9150	6,976,424.00	86,282.56-
215,000.0000	U S TREAS BD STRIP PRIN PMT 0.000% 08/15/2028 DD 08/17/98	102,686.15	46.1260	99,170.90	3,515.25-
650,000.0000	U S TREASURY BOND 0.000% 11/15/2028 DD 11/16/98	340,099.50	45.5580	296,127.00	43,972.50-
4,885,000.0000	U S TREAS BD STRIP PRIN PMT ON 6.125% 08/15/2029	2,185,224.35	43.9590	2,147,397.15	37,827.20-
12,135,000.0000	U S TREASURY BOND 0.000% 05/15/2030 DD 02/15/00	5,301,640.43	42.3510	5,139,293.85	162,346.58-
820,000.0000	U S TREAS BD STRIP PRIN PMT 02/15/2031 DD 02/15/2001	349,449.50	40.9730	335,978.60	13,470.90-
7,285,000.0000	U S TREAS BD STRIP PRIN PMT 0.000% 02/15/2036 DD 02/15/06	2,496,839.75	32.2160	2,346,935.60	149,904.15-
705,000.0000	U S TREASURY BOND 6.000% 02/15/2026 DD 02/15/96	877,506.45	123.6410	871,669.05	5,837.40-
300,000.0000	U S TREASURY BONDS 3.875% 08/15/2040 DD 08/15/10	273,782.35	92.1090	276,327.00	2,544.65
2,390,000.0000	U S TREASURY BOND 05/15/2026	1,388,327.10	50.9250	1,217,107.50	171,219.60-
7,300,000.0000	U S TREASURY BOND 0.000% 08/15/2026 DD 08/15/96	3,691,172.00	50.1540	3,661,242.00	29,930.00-
5,000,000.0000	U S TREASURY BOND ZEROCPN 05/15/2027	2,390,350.00	48.1090	2,405,450.00	15,100.00
1,800,000.0000	U S TREASURY BOND 0.000% 08/15/2027 DD 08/15/97	861,174.00	47.4900	854,820.00	6,354.00-



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
3,240,000.0000	U S TREASURY BOND 0.000% 02/15/2028 DD 08/17/98	1,535,997.31	46.2510	1,498,532.40	37,464.91-
5,500,000.0000	U S TREASURY BOND 0.000% 08/15/2028 DD 08/15/98	2,512,015.00	45.0190	2,476,045.00	35,970.00-
1,070,000.0000	U S TREAS STRIP INT PMT 0.000% 11/15/2028 DD 11/16/98	469,772.80	44.4650	475,775.50	6,002.70
865,000.0000	U S TREASURY BOND 0.000% 02/15/2029 DD 02/16/99	381,957.21	43.9480	380,150.20	1,807.01-
745,000.0000	U S TREASURY BOND 08/15/2029	369,855.25	42.8530	319,254.85	50,600.40-
380,000.0000	U S TREASURY BOND 0.000% 05/15/2029 DD 02/15/00	172,945.60	43.4130	164,969.40	7,976.20-
4,225,000.0000	U S TREASURY BOND 0.000% 11/15/2029 DD 02/15/00	1,821,304.55	42.3290	1,788,400.25	32,904.30-
4,000,000.0000	U S TREASURY BOND 0.000% 05/15/2030 DD 02/15/00	1,721,653.65	41.2740	1,650,960.00	70,693.65-
3,330,000.0000	U S TREAS STRIP 0.000% 02/15/2031 DD 02/15/01	1,405,527.80	39.7810	1,324,707.30	80,820.50-
TOTAL U. S. GOVERNMENT SECURITIES		41,902,121.91		40,845,194.65	1,056,927.26-
<u>CORPORATE DEBT INSTRUMENTS - PREFERRED</u>					
930,000.0000	AT&T INC 6.500% 09/01/2037 DD 08/31/07	1,018,737.00	107.8450	1,002,958.50	15,778.50-
215,000.0000	AT&T INC 6.300% 01/15/2038 DD 12/06/07	236,639.75	105.4950	226,814.25	9,825.50-



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
320,000.0000	ABBOTT LABORATORIES 6.150% 11/30/2037 DD 11/09/07	369,635.20	114.3070	365,782.40	3,852.80-
305,000.0000	ABBOTT LABORATORIES 5.300% 05/27/2040 DD 05/27/10	340,773.45	102.7140	313,277.70	27,495.75-
215,000.0000	AMERICAN INTL GROUP 6.400% 12/15/2020 DD 12/03/10	215,285.50	104.9210	225,580.15	10,294.65
215,000.0000	AMGEN INC 6.375% 06/01/2037 DD 12/01/07	242,526.45	114.3990	245,957.85	3,431.40
285,000.0000	AMGEN INC 4.950% 10/01/2041 DD 09/16/10	282,668.70	94.1320	268,276.20	14,392.50-
190,000.0000	APACHE CORP 5.100% 09/01/2040 DD 08/20/10	187,978.40	97.1640	184,611.60	3,366.80-
155,000.0000	ASTRAZENECA PLC 6.450% 09/15/2037 DD 09/12/07	178,801.80	118.7210	184,017.55	5,215.75
365,000.0000	AT&T INC 5.350% 09/01/2040 DD 09/02/10	364,988.06	94.0470	343,271.55	21,716.51-
230,000.0000	BG ENERGY CAPITAL PLC 4.000% 12/09/2020 DD 12/09/10	227,348.10	98.2040	225,869.20	1,478.90-
200,000.0000	BAKER HUGHES INC 5.125% 09/15/2040 DD 08/24/10	199,140.00	97.6780	195,356.00	3,784.00-
345,000.0000	BANK ONE CORP 8.000% 04/29/2027 DD 04/29/97	421,006.95	123.1140	424,743.30	3,736.35
125,000.0000	BANK OF AMERICA CORP 5.625% 07/01/2020 DD 06/22/10	130,317.21	101.9490	127,436.25	2,880.96-
385,000.0000	BELLSOUTH TELECOMMUNICATIONS I STEP 12/15/2095 DD 12/13/95	291,102.35	68.9120	265,311.20	25,791.15-



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
800,000.0000	BELLSOUTH TELECOMMUNICATIONS I 6.375% 06/01/2028 DD 06/04/98	839,520.00	105.6670	845,336.00	5,816.00
545,000.0000	BURLINGTON NORTHERN SANTA FE L 5.750% 05/01/2040 DD 05/17/10	565,743.70	103.4620	563,867.90	1,875.80-
160,000.0000	BURLINGTON NORTHERN SANTA FE L 5.050% 03/01/2041 DD 09/10/10	159,409.60	92.9890	148,782.40	10,627.20-
310,000.0000	CAROLINA POWER & LIGHT CO 6.300% 04/01/2038 DD 03/13/08	373,513.50	112.7370	349,484.70	24,028.80-
240,000.0000	CINCINNATI FINANCIAL CORP 6.125% 11/01/2034 DD 11/01/04	225,568.80	94.3430	226,423.20	854.40
760,000.0000	CISCO SYSTEMS INC 5.500% 01/15/2040 DD 11/17/09	757,210.80	104.4670	793,949.20	36,738.40
315,000.0000	CITIGROUP INC 6.125% 08/25/2036 DD 08/25/06	295,232.10	95.8210	301,836.15	6,604.05
800,000.0000	CITIGROUP INC 5.875% 05/29/2037 DD 05/29/07	745,200.00	97.8290	782,632.00	37,432.00
360,000.0000	CITIGROUP INC 6.875% 03/05/2038 DD 03/05/08	392,439.60	110.9240	399,326.40	6,886.80
280,000.0000	CITIGROUP INC 8.125% 07/15/2039 DD 07/23/09	330,960.00	127.2140	356,199.20	25,239.20
345,000.0000	CITIGROUP INC 5.375% 08/09/2020 DD 08/09/10	351,818.11	103.9010	358,458.45	6,640.34
675,000.0000	CONOCOPHILLIPS 5.900% 05/15/2038 DD 05/08/08	771,310.60	109.9930	742,452.75	28,857.85-
90,000.0000	CONSOLIDATED EDISON CO OF NEW 5.700% 06/15/2040 DD 06/07/10	90,049.50	106.3760	95,738.40	5,688.90



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
250,000.0000	CODELCO INC 144A 3.750% 11/04/2020 DD 11/04/10	245,597.50	94.7530	236,882.50	8,715.00-
175,000.0000	DETROIT EDISON CO/THE 5.700% 10/01/2037 DD 10/06/05	188,622.00	104.9240	183,617.00	5,005.00-
600,000.0000	DUKE ENERGY CAROLINAS LLC 6.000% 01/15/2038 DD 01/10/08	664,296.00	111.0580	666,348.00	2,052.00
235,000.0000	EOG RESOURCES INC 4.100% 02/01/2021 DD 11/23/10	234,003.60	98.3520	231,127.20	2,876.40-
300,000.0000	IBERDROLA INTERNATIONAL BV 6.750% 07/15/2036 DD 07/24/06	321,012.00	101.8240	305,472.00	15,540.00-
430,000.0000	EXELON GENERATION CO LLC 6.250% 10/01/2039 DD 09/23/09	446,654.40	100.6420	432,760.60	13,893.80-
195,000.0000	FLORIDA POWER & LIGHT CO 4.950% 06/01/2035 DD 06/07/05	203,619.00	95.8810	186,967.95	16,651.05-
165,000.0000	FLORIDA POWER & LIGHT 5.250% 02/01/2041 DD 12/09/10	164,590.80	101.1950	166,971.75	2,380.95
460,000.0000	SWISS RE SOLUTIONS HOLDING COR 7.000% 02/15/2026 DD 02/26/96	488,820.40	103.6060	476,587.60	12,232.80-
250,000.0000	SWISS RE SOLUTIONS HOLDING COR 6.450% 03/01/2019 DD 03/01/99	264,977.50	106.7410	266,852.50	1,875.00
1,375,000.0000	GENERAL ELECTRIC CAPITAL CORP 6.150% 08/07/2037 DD 08/07/07	1,377,045.00	105.4090	1,449,373.75	72,328.75
130,000.0000	GENERAL ELECTRIC CAPITAL CORP 5.875% 01/14/2038 DD 01/14/08	130,676.00	103.8050	134,946.50	4,270.50
300,000.0000	GENERAL ELECTRIC CAPITAL CORP 6.875% 01/10/2039 DD 01/09/09	328,515.00	115.5660	346,698.00	18,183.00



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
245,000.0000	GLAXOSMITHKLINE CAPITAL INC 6.375% 05/15/2038 DD 05/13/08	278,437.60	118.1910	289,567.95	11,130.35
1,405,000.0000	GOLDMAN SACHS GROUP INC/THE 6.750% 10/01/2037 DD 10/03/07	1,367,408.60	102.2400	1,436,472.00	69,063.40
600,000.0000	HSBC BANK USA NA/NEW YORK NY 5.875% 11/01/2034 DD 10/25/04	586,434.00	99.0620	594,372.00	7,938.00
260,000.0000	HSBC HOLDINGS PLC 6.500% 09/15/2037 DD 09/12/07	282,678.20	104.7240	272,282.40	10,395.80-
170,000.0000	HALLIBURTON CO 6.700% 09/15/2038 DD 09/12/08	185,353.20	117.4300	199,631.00	14,277.80
360,000.0000	HONEYWELL INTERNATIONAL INC 5.700% 03/15/2037 DD 03/15/07	397,317.60	109.5310	394,311.60	3,006.00-
445,000.0000	INTERNATIONAL BUSINESS MACHINE 6.220% 08/01/2027 DD 08/01/97	536,336.25	115.4740	513,859.30	22,476.95-
505,000.0000	JPMORGAN CHASE & CO 4.250% 10/15/2020 DD 10/21/10	502,525.50	97.6650	493,208.25	9,317.25-
840,000.0000	JP MORGAN CHASE CAPITAL XXV 6.800% 10/01/2037 DD 09/26/07	820,588.38	103.1090	866,115.60	45,527.22
460,000.0000	JOHNSON & JOHNSON 5.950% 08/15/2037 DD 08/16/07	527,801.70	116.8360	537,445.60	9,643.90
280,000.0000	JPMORGAN CHASE CAPITAL XXVII 7.000% 11/01/2039 DD 10/27/09	289,084.60	104.7030	293,168.40	4,083.80
115,000.0000	KONINKLIJKE PHILIPS ELECTRONIC 6.875% 03/11/2038 DD 03/11/08	143,462.50	119.2530	137,140.95	6,321.55-
295,000.0000	KOREA GAS CORP 144A 4.250% 11/02/2020 DD 11/02/10	293,527.95	94.8760	279,884.20	13,643.75-



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485,000.0000	LOCKHEED MARTIN CORP 5.720% 06/01/2040 DD 05/25/10	510,132.70	104.3800	506,243.00	3,889.70-
290,000.0000	MASSACHUSETTS ELECTRIC CO 5.900% 11/15/2039 DD 11/18/09	314,017.80	103.6610	300,616.90	13,400.90-
350,000.0000	MERCK & CO INC 6.400% 03/01/2028 DD 03/01/98	409,629.50	115.1730	403,105.50	6,524.00-
750,000.0000	MERRILL LYNCH & CO INC 7.750% 05/14/2038 DD 05/14/08	803,717.62	103.7830	778,372.50	25,345.12-
245,000.0000	METLIFE INC 5.875% 02/06/2041 DD 08/06/10	242,717.30	105.4330	258,310.85	15,593.55
250,000.0000	MICROSOFT CORP 5.200% 06/01/2039 DD 05/18/09	270,654.15	104.4120	261,030.00	9,624.15-
125,000.0000	MICROSOFT CORP 4.500% 10/01/2040 DD 09/27/10	123,638.75	93.6160	117,020.00	6,618.75-
120,000.0000	MIDAMERICAN FUNDING LLC 6.927% 03/01/2029 DD 03/01/00	144,486.00	115.6590	138,790.80	5,695.20-
600,000.0000	MIDAMERICAN ENERGY CO 6.750% 12/30/2031 DD 02/08/02	703,146.00	116.8130	700,878.00	2,268.00-
460,000.0000	MORGAN STANLEY 5.625% 09/23/2019 DD 09/23/09	445,832.00	101.9680	469,052.80	23,220.80
400,000.0000	MORGAN STANLEY 5.500% 01/26/2020 DD 01/26/10	412,516.00	100.8030	403,212.00	9,304.00-
150,000.0000	MOTIVA ENTERPRISES LLC 6.850% 01/15/2040 DD 01/11/10	166,597.50	116.2250	174,337.50	7,740.00
290,000.0000	NATIONAL RURAL UTILITIES COOPE 10.375% 11/01/2018 DD 10/30/08	398,810.90	137.9420	400,031.80	1,220.90



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
500,000.0000	NATIONWIDE MUTUAL INSURANCE CO 9.375% 08/15/2039 DD 08/10/09	576,934.00	115.9820	579,910.00	2,976.00
40,000.0000	NEW YORK LIFE INSURANCE CO 6.750% 11/15/2039 DD 10/08/09	46,224.40	117.9100	47,164.00	939.60
650,000.0000	STATOIL ASA 7.150% 01/15/2029 DD 01/15/99	798,323.00	123.2910	801,391.50	3,068.50
435,000.0000	NORTHWESTERN MUTUAL LIFE INSUR 6.063% 03/30/2040 DD 03/26/10	467,691.15	110.4540	480,474.90	12,783.75
265,000.0000	OGLETHORPE POWER CORP 5.950% 11/01/2039 DD 11/03/09	297,241.05	103.4940	274,259.10	22,981.95-
1,025,000.0000	ORACLE CORP 5.375% 07/15/2040 DD 07/19/10	1,019,422.65	101.2610	1,037,925.25	18,502.60
325,000.0000	PPL ELECTRIC UTILITIES CORP 6.450% 08/15/2037 DD 08/13/07	381,891.25	115.4930	375,352.25	6,539.00-
60,000.0000	PACIFICORP 6.100% 08/01/2036 DD 02/01/07	65,329.80	110.9630	66,577.80	1,248.00
305,000.0000	PACIFICORP 5.750% 04/01/2037 DD 03/14/07	323,260.35	106.3140	324,257.70	997.35
75,000.0000	PACIFICORP 6.250% 10/15/2037 DD 10/03/07	87,804.00	113.3260	84,994.50	2,809.50-
125,000.0000	PEPSICO INC/DE 7.000% 03/01/2029 DD 03/08/99	159,248.75	122.9890	153,736.25	5,512.50-
190,000.0000	PFIZER INC 7.200% 03/15/2039 DD 03/24/09	243,663.20	129.4040	245,867.60	2,204.40
215,000.0000	PHARMACIA CORP 6.600% 12/01/2028 DD 12/09/98	258,341.85	115.5390	248,408.85	9,933.00-



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
175,000.0000	PHILIP MORRIS INTERNATIONAL IN 6.375% 05/16/2038 DD 05/16/08	197,986.25	116.0690	203,120.75	5,134.50
350,000.0000	POTOMAC ELECTRIC POWER CO 6.500% 11/15/2037 DD 11/16/07	419,268.50	115.4770	404,169.50	15,099.00-
200,000.0000	PRESIDENT AND FELLOWS OF HARVA 6.500% 01/15/2039 DD 12/12/08	243,378.00	118.2360	236,472.00	6,906.00-
285,000.0000	PUBLIC SERVICE CO OF COLORADO 6.250% 09/01/2037 DD 08/15/07	346,260.75	115.0290	327,832.65	18,428.10-
160,000.0000	PUBLIC SERVICE CO OF COLORADO 6.500% 08/01/2038 DD 08/13/08	197,508.80	118.0840	188,934.40	8,574.40-
310,000.0000	ROCHE HOLDINGS INC 7.000% 03/01/2039 DD 02/25/09	400,520.20	126.0970	390,900.70	9,619.50-
105,000.0000	SHELL INTERNATIONAL FINANCE BV 6.375% 12/15/2038 DD 12/11/08	122,528.17	118.5230	124,449.15	1,920.98
400,000.0000	SIEMENS NV 144A 6.125% 08/17/2026 DD 08/16/06	449,820.00	112.8910	451,564.00	1,744.00
175,000.0000	SOUTHERN CALIFORNIA EDISON CO 6.000% 01/15/2034 DD 01/14/04	204,396.50	109.9380	192,391.50	12,005.00-
425,000.0000	SOUTHERN CALIFORNIA EDISON CO 4.500% 09/01/2040 DD 08/30/10	422,297.00	90.1520	383,146.00	39,151.00-
145,000.0000	TARGET CORP 7.000% 01/15/2038 DD 01/17/08	182,568.03	122.5940	177,761.30	4,806.73-
600,000.0000	TRANSCANADA PIPELINES LTD 6.100% 06/01/2040 DD 06/01/10	630,942.00	110.0780	660,468.00	29,526.00
170,000.0000	UNILEVER CAPITAL CORP 5.900% 11/15/2032 DD 11/12/02	203,388.00	111.8630	190,167.10	13,220.90-



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500,000.0000	UNION ELECTRIC CO 8.450% 03/15/2039 DD 03/20/09	712,955.00	138.3220	691,610.00	21,345.00-
525,000.0000	UNITED TECHNOLOGIES CORP 6.125% 07/15/2038 DD 05/16/08	583,506.00	115.1470	604,521.75	21,015.75
655,000.0000	VERIZON COMMUNICATIONS INC 8.950% 03/01/2039 DD 11/04/08	968,335.20	142.5090	933,433.95	34,901.25-
395,000.0000	VERIZON COMMUNICATIONS INC 5.850% 09/15/2035 DD 09/13/05	395,599.84	103.4360	408,572.20	12,972.36
455,000.0000	VIRGINIA ELECTRIC AND POWER CO 6.350% 11/30/2037 DD 12/04/07	513,670.67	114.4670	520,824.85	7,154.18
70,000.0000	VIRGINIA ELECTRIC AND POWER CO 8.875% 11/15/2038 DD 11/06/08	104,031.20	144.9620	101,473.40	2,557.80-
1,485,000.0000	WAL-MART STORES INC 6.500% 08/15/2037 DD 08/24/07	1,765,790.15	117.4850	1,744,652.25	21,137.90-
250,000.0000	WAL-MART STORES INC 5.000% 10/25/2040 DD 10/25/10	243,186.40	97.1260	242,815.00	371.40-
640,000.0000	WELLS FARGO BANK NA 5.950% 08/26/2036 DD 08/29/06	637,497.60	102.2090	654,137.60	16,640.00
900,000.0000	WYETH 5.950% 04/01/2037 DD 03/27/07	1,022,276.55	110.6630	995,967.00	26,309.55-
TOTAL CORPORATE DEBT INSTRUMENTS - PREFERRED		42,513,292.99		42,416,521.45	96,771.54-



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<u>CORPORATE DEBT INSTRUMENTS</u>					
320,000.0000	TIME WARNER INC 7.700% 05/01/2032 DD 04/08/02	366,758.40	122.0690	390,620.80	23,862.40
840,000.0000	NEW CINGULAR WIRELESS SERVICES 8.750% 03/01/2031 DD 09/01/01	1,137,662.40	135.2080	1,135,747.20	1,915.20-
150,000.0000	AETNA INC NEW SR NT 6.750% 12/15/2037 DD 12/04/07	165,534.00	112.5870	168,880.50	3,346.50
165,000.0000	AGRIUM INC 7.125% 05/23/2036 DD 05/24/06	199,204.50	114.8330	189,474.45	9,730.05-
195,000.0000	AGRIUM INC 6.125% 01/15/2041 DD 12/20/10	192,872.55	105.9100	206,524.50	13,651.95
105,000.0000	ALCOA INC 5.900% 02/01/2027 DD 01/25/07	91,508.55	97.5650	102,443.25	10,934.70
130,000.0000	ALCOA INC 6.150% 08/15/2020 DD 08/03/10	137,727.20	102.6900	133,497.00	4,230.20-
250,000.0000	ALLEGHENY ENERGY SUPPLY CO LLC 6.750% 10/15/2039 DD 10/01/09	246,172.50	95.7060	239,265.00	6,907.50-
495,000.0000	ALLTEL CORP 7.875% 07/01/2032 DD 06/19/02	607,691.30	127.7660	632,441.70	24,750.40
550,000.0000	ALTRIA GROUP INC 9.950% 11/10/2038 DD 11/10/08	684,552.00	140.9130	775,021.50	90,469.50
245,000.0000	HESS CORP 7.875% 10/01/2029 DD 10/01/99	312,617.55	125.5020	307,479.90	5,137.65-
515,000.0000	ANADARKO PETROLEUM CORP 6.200% 03/15/2040 DD 03/16/10	513,328.75	97.6180	502,732.70	10,596.05-



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
225,000.0000	ANHEUSER-BUSCH COS INC 6.800% 08/20/2032 DD 06/22/01	267,320.25	117.0220	263,299.50	4,020.75-
180,000.0000	ANHEUSER-BUSCH INBEV WORLDWIDE 8.200% 01/15/2039 DD 01/12/09	232,192.80	135.6600	244,188.00	11,995.20
150,000.0000	AON CORP 8.205% 01/01/2027 DD 01/01/09	159,549.00	107.5020	161,253.00	1,704.00
160,000.0000	AON CORP 6.250% 09/30/2040 DD 09/10/10	158,534.40	102.7980	164,476.80	5,942.40
290,000.0000	ASSURANT INC 6.750% 02/15/2034 DD 02/18/04	286,931.80	98.2410	284,898.90	2,032.90-
350,000.0000	BAE SYSTEMS HOLDINGS INC 6.375% 06/01/2019 DD 06/04/09	390,138.00	111.1450	389,007.50	1,130.50-
170,000.0000	BARRICK PD AUSTRALIA FINANCE P 5.950% 10/15/2039 DD 10/16/09	190,695.80	105.8860	180,006.20	10,689.60-
285,000.0000	CBS CORP 5.900% 10/15/2040 DD 10/08/10	275,019.95	96.3280	274,534.80	485.15-
415,000.0000	CNA FINANCIAL CORP 5.875% 08/15/2020 DD 08/10/10	415,531.00	99.5670	413,203.05	2,327.95-
300,000.0000	CSX CORP 6.150% 05/01/2037 DD 04/25/07	317,319.00	107.5160	322,548.00	5,229.00
100,000.0000	CSX CORP 6.220% 04/30/2040 DD 03/24/10	107,578.00	108.5640	108,564.00	986.00
85,000.0000	MIDAMERICAN ENERGY HOLDINGS CO 8.480% 09/15/2028 DD 09/22/98	111,144.30	128.7230	109,414.55	1,729.75-
185,000.0000	CAMERON INTERNATIONAL CORP 7.000% 07/15/2038 DD 06/26/08	215,948.85	109.2330	202,081.05	13,867.80-



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
95,000.0000	CANADIAN NATURAL RESOURCES LTD 6.250% 03/15/2038 DD 03/19/07	98,626.15	110.4930	104,968.35	6,342.20
500,000.0000	CAPITAL ONE CAPITAL VI 8.875% 05/15/2040 DD 11/13/09	517,500.00	104.1250	520,625.00	3,125.00
135,000.0000	CLIFFS NATURAL RESOURCES INC 6.250% 10/01/2040 DD 09/20/10	132,644.25	97.3540	131,427.90	1,216.35-
1,490,000.0000	COMCAST CORP 6.450% 03/15/2037 DD 03/02/06	1,580,935.58	106.8460	1,592,005.40	11,069.82
145,000.0000	CONSTELLATION ENERGY GROUP INC 7.600% 04/01/2032 DD 03/26/02	176,218.50	113.1720	164,099.40	12,119.10-
810,000.0000	DEUTSCHE TELEKOM INTL FIN B V 9.250% 06/01/2032 DD 05/29/02	1,062,606.60	140.3990	1,137,231.90	74,625.30
150,000.0000	DEVON FINANCING CORP ULC 7.875% 09/30/2031 DD 10/03/01	196,513.50	131.8440	197,766.00	1,252.50
130,000.0000	DEVON ENERGY CORP 7.950% 04/15/2032 DD 03/25/02	161,032.30	132.7800	172,614.00	11,581.70
205,000.0000	DIRECTV HOLDINGS LLC 5.200% 03/15/2020 DD 03/11/10	206,795.80	103.6680	212,519.40	5,723.60
295,000.0000	DIRECTV HOLDINGS LLC / DIRECTV 6.000% 08/15/2040 DD 08/17/10	291,044.05	100.3930	296,159.35	5,115.30
425,000.0000	DOW CHEMICAL CO/THE 9.400% 05/15/2039 DD 05/13/09	584,775.00	145.1430	616,857.75	32,082.75
85,000.0000	EASTMAN CHEMICAL CO 4.500% 01/15/2021 DD 12/10/10	83,997.00	98.0150	83,312.75	684.25-
350,000.0000	EL PASO NATURAL GAS CO 9.125% 06/15/2032 DD 06/15/03	406,654.50	117.6210	411,673.50	5,019.00



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
300,000.0000	EMBARQ CORP 7.995% 06/01/2036 DD 05/17/06	299,451.00	109.1880	327,564.00	28,113.00
120,000.0000	ENERGY TRANSFER PARTNERS LP 6.625% 10/15/2036 DD 10/23/06	123,130.80	105.4220	126,506.40	3,375.60
290,000.0000	ENTERGY TEXAS INC 7.125% 02/01/2019 DD 01/30/09	334,593.30	116.4730	337,771.70	3,178.40
120,000.0000	ENTERPRISE PRODUCTS OPERATING 6.650% 10/15/2034 DD 10/04/04	128,310.00	108.9690	130,762.80	2,452.80
395,000.0000	FIFTH THIRD BANCORP 8.250% 03/01/2038 DD 03/04/08	448,768.55	115.0850	454,585.75	5,817.20
705,000.0000	FIRSTENERGY SOLUTIONS CORP 6.800% 08/15/2039 DD 08/07/09	693,263.25	96.9200	683,286.00	9,977.25-
700,000.0000	GTE CORP 6.940% 04/15/2028 DD 04/15/98	753,515.00	112.9000	790,300.00	36,785.00
305,000.0000	GOLD FIELDS OROGEN HOLDING BVI 4.875% 10/07/2020 DD 10/07/10	302,855.85	95.6630	291,772.15	11,083.70-
465,000.0000	HARTFORD FINANCIAL SERVICES GR 6.100% 10/01/2041 DD 10/10/06	407,034.44	94.4430	439,159.95	32,125.51
185,000.0000	HESS CORP 6.000% 01/15/2040 DD 12/14/09	189,636.10	104.8160	193,909.60	4,273.50
75,000.0000	HESS CORP 5.600% 02/15/2041 DD 08/10/10	75,583.41	99.2730	74,454.75	1,128.66-
735,000.0000	HOME DEPOT INC 5.875% 12/16/2036 DD 12/19/06	727,352.55	104.0150	764,510.25	37,157.70
210,000.0000	INTERNATIONAL PAPER CO 7.300% 11/15/2039 DD 12/07/09	233,367.76	113.9440	239,282.40	5,914.64



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
425,000.0000	JEFFERIES GROUP INC 6.450% 06/08/2027 DD 06/08/07	405,375.00	95.6120	406,351.00	976.00
540,000.0000	KINDER MORGAN ENERGY PARTNERS 5.800% 03/15/2035 DD 03/15/05	499,223.10	95.2510	514,355.40	15,132.30
140,000.0000	KINDER MORGAN ENERGY PARTNERS 6.500% 02/01/2037 DD 01/30/07	143,879.40	103.1900	144,466.00	586.60
280,000.0000	KRAFT FOODS INC 6.875% 02/01/2038 DD 12/12/07	324,130.80	116.1060	325,096.80	966.00
160,000.0000	KRAFT FOODS INC 6.875% 01/26/2039 DD 05/22/08	195,657.60	116.5060	186,409.60	9,248.00-
435,000.0000	KRAFT FOODS INC 6.500% 02/09/2040 DD 02/08/10	467,622.39	112.0630	487,474.05	19,851.66
250,000.0000	LINCOLN NATIONAL CORP 6.150% 04/07/2036 DD 04/06/06	235,915.00	98.7260	246,815.00	10,900.00
215,000.0000	LOCKHEED MARTIN CORP 7.750% 05/01/2026 DD 05/01/96	268,868.25	125.9360	270,762.40	1,894.15
200,000.0000	LORILLARD TOBACCO CO 8.125% 05/01/2040 DD 04/12/10	208,196.00	102.5360	205,072.00	3,124.00-
130,000.0000	MEAD JOHNSON NUTRITION CO 5.900% 11/01/2039 DD 05/01/10	140,535.20	103.5270	134,585.10	5,950.10-
145,000.0000	METLIFE INC 10.750% 08/01/2069 DD 07/08/09	195,950.00	134.0000	194,300.00	1,650.00-
195,000.0000	MIDAMERICAN ENERGY HOLDINGS CO 5.950% 05/15/2037 DD 05/11/07	215,024.85	105.4820	205,689.90	9,334.95-
125,000.0000	NBC UNIVERSAL INC 6.400% 04/30/2040 DD 04/30/10	136,366.25	106.1960	132,745.00	3,621.25-



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200,000.0000	NEVADA POWER CO 6.650% 04/01/2036 DD 10/01/06	226,740.00	111.8830	223,766.00	2,974.00-
115,000.0000	NEVADA POWER CO 5.375% 09/15/2040 DD 09/14/10	115,860.20	96.2350	110,670.25	5,189.95-
250,000.0000	NEWMONT MINING CORP 5.875% 04/01/2035 DD 03/22/05	251,177.50	104.5660	261,415.00	10,237.50
310,000.0000	NEWS AMERICA HOLDINGS INC 7.750% 12/01/2045 DD 12/01/95	375,332.50	118.8490	368,431.90	6,900.60-
260,000.0000	NEWS AMERICA INC 6.200% 12/15/2034 DD 12/03/04	269,627.80	104.9990	272,997.40	3,369.60
190,000.0000	NEWS AMERICA INC 6.400% 12/15/2035 DD 12/23/05	206,716.20	107.4400	204,136.00	2,580.20-
115,000.0000	NEXEN INC 7.500% 07/30/2039 DD 07/30/09	119,039.85	108.7490	125,061.35	6,021.50
240,000.0000	NISOURCE FINANCE CORP 6.250% 12/15/2040 DD 12/08/10	238,626.30	101.6580	243,979.20	5,352.90
100,000.0000	NORFOLK SOUTHERN CORP 7.050% 05/01/2037 DD 05/19/97	127,844.00	119.5020	119,502.00	8,342.00-
120,000.0000	NORFOLK SOUTHERN CORP 7.250% 02/15/2031 DD 02/06/01	142,698.00	119.7340	143,680.80	982.80
565,000.0000	NORTHROP GRUMMAN CORP 5.050% 11/15/2040 DD 11/08/10	556,914.85	93.4280	527,868.20	29,046.65-
205,000.0000	OGLETHORPE POWER CORP 5.375% 11/01/2040 DD 11/09/10	204,487.50	95.7570	196,301.85	8,185.65-
500,000.0000	ONCOR ELECTRIC DELIVERY CO LLC 7.250% 01/15/2033 DD 07/15/03	588,935.00	118.5870	592,935.00	4,000.00



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
125,000.0000	ONCOR ELECTRIC DELIVERY CO LLC 7.500% 09/01/2038 DD 03/01/09	160,142.50	121.6600	152,075.00	8,067.50-
125,000.0000	ONCOR ELECTRIC DELIVERY CO LLC 5.250% 09/30/2040 DD 09/13/10	124,080.00	96.0550	120,068.75	4,011.25-
160,000.0000	PACIFIC GAS & ELECTRIC CO 6.050% 03/01/2034 DD 03/23/04	171,120.00	109.4900	175,184.00	4,064.00
625,000.0000	PEMEX PROJECT FUNDING MASTER T 6.625% 06/15/2038 DD 12/15/08	642,654.75	101.5730	634,831.25	7,823.50-
350,000.0000	PETROBRAS INTERNATIONAL FINANC 6.875% 01/20/2040 DD 10/30/09	352,800.00	105.0400	367,640.00	14,840.00
410,000.0000	PETROLEOS MEXICANOS 5.500% 01/21/2021 DD 07/21/10	405,945.10	101.2500	415,125.00	9,179.90
250,000.0000	PLAINS ALL AMERICAN PIPELINE L 6.650% 01/15/2037 DD 07/15/07	246,315.00	105.1080	262,770.00	16,455.00
150,000.0000	PROGRESS ENERGY INC 6.000% 12/01/2039 DD 11/19/09	159,973.50	105.6740	158,511.00	1,462.50-
300,000.0000	PRUDENTIAL FINANCIAL INC 5.900% 03/17/2036 DD 03/23/06	280,914.00	101.4390	304,317.00	23,403.00
40,000.0000	PRUDENTIAL FINANCIAL INC 5.700% 12/14/2036 DD 12/14/06	37,538.80	99.1930	39,677.20	2,138.40
120,000.0000	PRUDENTIAL FINANCIAL INC 6.200% 11/15/2040 DD 11/18/10	121,106.40	105.7850	126,942.00	5,835.60
480,000.0000	PUGET SOUND ENERGY INC 5.764% 07/15/2040 DD 06/29/10	480,000.00	99.4780	477,494.40	2,505.60-
425,000.0000	RALCORP HOLDINGS INC 6.625% 08/15/2039 DD 02/15/10	438,055.50	103.5980	440,291.50	2,236.00



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
500,000.0000	RIO TINTO FINANCE USA LTD 7.125% 07/15/2028 DD 06/27/08	576,921.37	122.7370	613,685.00	36,763.63
295,000.0000	SAFEWAY INC 7.250% 02/01/2031 DD 01/31/01	348,218.00	111.5750	329,146.25	19,071.75-
420,000.0000	SOUTHERN COPPER CORP 6.750% 04/16/2040 DD 04/16/10	443,630.20	104.7370	439,895.40	3,734.80-
400,000.0000	SPECTRA ENERGY CAPITAL LLC 7.500% 09/15/2038 DD 09/08/08	444,864.00	117.1320	468,528.00	23,664.00
395,000.0000	SUNCOR ENERGY INC 5.950% 12/01/2034 DD 12/01/03	395,434.50	101.2590	399,973.05	4,538.55
250,000.0000	TCI COMMUNICATIONS INC 7.125% 02/15/2028 DD 02/24/98	285,534.00	112.1510	280,377.50	5,156.50-
200,000.0000	TALISMAN ENERGY INC 5.850% 02/01/2037 DD 01/27/06	202,886.00	100.6490	201,298.00	1,588.00-
230,000.0000	TELECOM ITALIA CAPITAL SA 7.200% 07/18/2036 DD 07/18/06	221,929.30	93.9060	215,983.80	5,945.50-
300,000.0000	TELEFONICA EMISIONES SAU 7.045% 06/20/2036 DD 06/20/06	336,911.25	102.3180	306,954.00	29,957.25-
370,000.0000	TIME WARNER ENTERTAINMENT CO L 8.375% 03/15/2023 DD 09/15/93	476,367.60	125.5620	464,579.40	11,788.20-
425,000.0000	TIME WARNER INC 6.100% 07/15/2040 DD 07/14/10	437,234.50	104.9290	445,948.25	8,713.75
240,000.0000	TIME WARNER CABLE INC 6.550% 05/01/2037 DD 04/09/07	255,508.80	107.0700	256,968.00	1,459.20
285,000.0000	TIME WARNER CABLE INC 5.875% 11/15/2040 DD 11/15/10	279,308.63	98.9360	281,967.60	2,658.97



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
290,000.0000	TRANSOCEAN INC 6.800% 03/15/2038 DD 12/11/07	286,730.85	102.4860	297,209.40	10,478.55
325,000.0000	TRANSOCEAN INC 6.500% 11/15/2020 DD 09/21/10	324,772.50	106.1720	345,059.00	20,286.50
300,000.0000	WASTE MANAGEMENT INC 7.000% 07/15/2028 DD 07/17/98	341,112.00	115.1350	345,405.00	4,293.00
325,000.0000	UNION PACIFIC CORP 5.780% 07/15/2040 DD 07/14/10	341,194.75	100.7060	327,294.50	13,900.25-
165,000.0000	UNITEDHEALTH GROUP INC 6.625% 11/15/2037 DD 11/19/07	176,614.35	112.1850	185,105.25	8,490.90
460,000.0000	VALE OVERSEAS LTD 6.875% 11/21/2036 DD 11/21/06	484,165.67	109.9980	505,990.80	21,825.13
330,000.0000	VALERO ENERGY CORP 6.625% 06/15/2037 DD 06/08/07	315,560.10	101.5630	335,157.90	19,597.80
170,000.0000	VALERO ENERGY CORP 10.500% 03/15/2039 DD 03/17/09	230,752.90	132.7440	225,664.80	5,088.10-
200,000.0000	CBS CORP 7.875% 07/30/2030 DD 08/01/00	229,506.00	118.0680	236,136.00	6,630.00
350,000.0000	VIACOM INC 6.875% 04/30/2036 DD 04/12/06	379,494.50	114.7350	401,572.50	22,078.00
250,000.0000	WEATHERFORD INTERNATIONAL LTD 6.750% 09/15/2040 DD 09/23/10	256,595.00	105.0280	262,570.00	5,975.00
225,000.0000	WELLPOINT INC 5.850% 01/15/2036 DD 01/10/06	228,525.75	103.2050	232,211.25	3,685.50
430,000.0000	WELLPOINT INC 6.375% 06/15/2037 DD 06/08/07	468,382.50	109.1580	469,379.40	996.90



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
350,000.0000	WILLIAMS COS INC/THE 7.750% 06/15/2031 DD 06/13/01	366,100.00	112.7860	394,751.00	28,651.00
TOTAL CORPORATE DEBT INSTRUMENTS		37,615,382.20		38,185,335.65	569,953.45
<u>CORPORATE STOCK - PREFERRED</u>					
8,480.0000	PETROLEO BRASILEIRO SA ADR	352,164.33	34.1700	289,761.60	62,402.73-
10,500.0000	VALE SA	251,414.06	30.2200	317,310.00	65,895.94
TOTAL CORPORATE STOCK - PREFERRED		603,578.39		607,071.60	3,493.21
<u>CORPORATE STOCK - COMMON</u>					
9,110.0000	TELEKOM AUSTRIA (TA) NPV	130,052.20	14.1131	128,570.40	1,481.80-
15,490.0000	DEUTSCHE POST AG NPV (REGD)	301,138.95	16.9571	262,666.90	38,472.05-
5,640.0000	RHOEN-KLINIKUM AG ORD NPV	138,315.25	21.9947	124,050.18	14,265.07-
3,050.0000	MERCK KGAA NPV	274,363.23	80.8418	246,567.50	27,795.73-
7,560.0000	SAP AG ORD NPV	360,424.99	50.8782	384,639.83	24,214.84
8,320.0000	E.ON AG NPV	319,717.10	30.6745	255,212.18	64,504.92-
6,510.0000	CELESIO AG	163,290.76	24.7784	161,307.57	1,983.19-
12,170.0000	DEUTSCHE LUFTHANSA AG ORD NPV REGD VINK	198,965.21	22.0684	268,573.61	69,608.40
1,990.0000	MUENCHENER RUECKVERSICHERUNGS G NPV REGD	301,063.20	152.1183	302,715.53	1,652.33



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
3,440.0000	SIEMENS AG NPV REGD	317,700.71	124.9922	429,973.21	112,272.50
2,160.0000	BAYERISCHE MOTOREN WERKE (BMW) AG EUR1	99,169.91	78.7624	170,126.79	70,956.88
12,888.0000	INFINEON TECHNOLOGIES ORD NPV	71,745.29	9.4015	121,167.59	49,422.30
10,837.0000	GAMESA CORP TECNO EURO.17	79,043.18	7.6629	83,043.21	4,000.03
27,731.0000	IBERDROLA SA EURO.75 (POST SUBDIVISION)	235,833.68	7.7380	214,584.16	21,249.52-
8,307.0000	BANCO SANTANDER SA EURO.50 (REGD)	103,942.72	10.6358	88,351.67	15,591.05-
2,436.0000	INDUSTRIA DE DISENO TEXTIL SA EURO.15	151,650.28	75.1670	183,106.93	31,456.65
2,920.0000	GDF SUEZ EUR1	118,345.60	36.0206	105,180.20	13,165.40-
4,780.0000	ALSTOM EUR7 (POST CONSOLIDATION)	256,582.28	48.0409	229,635.53	26,946.75-
6,840.0000	TOTAL SA EUR2.5 POST SUBDIVISION	415,079.94	53.1924	363,836.41	51,243.53-
5,346.0000	VIVENDI SA EUR5.5	159,501.26	27.0993	144,872.91	14,628.35-
17,500.0000	FRANCE TELECOM EUR4	411,765.37	20.9214	366,125.76	45,639.61-
5,080.0000	SANOFI-AVENTIS EUR2	380,102.82	64.1931	326,101.29	54,001.53-
12,894.0000	AXA EUR2.29	282,758.83	16.7022	215,359.42	67,399.41-
19,272.0000	CREDIT AGRICOLE SA EUR3	263,764.26	12.7500	245,719.76	18,044.50-
75,479.0000	UNICREDIT EURO.50	205,767.17	2.0767	156,748.70	49,018.47-



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197,419.0000	TELECOM ITALIA DI RISP EUR0.55	210,714.51	1.0893	215,056.14	4,341.63
38,672.0000	COMPAL ELECTRONIC GDR-REPR 5 ORD TWD10 REG S	262,813.32	6.6320	256,472.70	6,340.62-
11,360.0000	UNILEVER NV CVA EUR0.16	362,763.59	31.2581	355,092.19	7,671.40-
6,572.0000	SBM OFFSHORE NV EUR0.25 (POST SUBDIVISION)	129,702.24	22.4910	147,811.42	18,109.18
10,299.0000	REED ELSEVIER NV EUR0.07	116,397.37	12.4187	127,900.48	11,503.11
4,210.0000	AKZO NOBEL NV EUR2	269,541.04	62.3619	262,543.82	6,997.22-
8,290.0000	KONINKLIJKE PHILIPS ELECTRONIC NV EUR0.20	249,014.90	30.7483	254,903.62	5,888.72
35,804.0000	ING GROEP N.V. CVA EUR0.24	354,451.54	9.7664	349,679.19	4,772.35-
7,380.0000	PORTUGAL TELECOM SGPS SA EUR0.03 REG1	86,694.10	11.2421	82,967.35	3,726.75-
1,940.0000	ROCHE HLDG AG GENUSSSCHEINE NPV	309,950.09	146.9799	285,141.08	24,809.01-
2,560.0000	ADECCO SA CHF1 (REGD)	137,684.42	65.7118	168,222.29	30,537.87
3,980.0000	NESTLE SA CHF0.1 (REGD)	193,273.05	58.7383	233,778.56	40,505.51
7,250.0000	SWISS REINSURANCE LTD CHF0.1 (REGD)	343,144.30	53.9641	391,240.21	48,095.91
1,679.0000	LONZA GROUP AG CHF1(REGISTERED)	117,463.23	80.4098	135,008.10	17,544.87
66,270.0000	G4S PLC ORD GBP0.25	278,857.43	3.9861	264,161.82	14,695.61-
13,147.0000	ROYAL DUTCH SHELL 'B' SHS	384,426.63	33.1134	435,343.15	50,916.52



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28,170.0000	CENTRICA ORD GBP0.061728395	129,151.66	5.1916	146,250.06	17,098.40
51,800.0000	RENTOKIL INITIAL ORD GBP0.01	93,949.01	1.5171	78,586.55	15,362.46-
185,801.0000	VODAFONE GROUP ORD USD0.11428571	430,683.30	2.5958	482,311.10	51,627.80
41,710.0000	BRITISH AIRWAYS ORD 25P	126,551.73	4.2663	177,951.39	51,399.66
8,040.0000	BRITISH SKY BRDCSTG ORD 50P	72,966.67	11.5231	92,646.40	19,679.73
42,735.0000	BAE SYSTEMS ORD GBP0.025	237,341.81	5.1666	220,796.57	16,545.24-
61,150.0000	REXAM ORD 64 2/7P	290,037.58	5.2089	318,525.31	28,487.73
7,010.0000	PEARSON ORD GBP0.25	100,350.09	15.7817	110,630.08	10,279.99
31,515.0000	BP PLC ORD USD.25	305,351.99	7.2888	229,709.16	75,642.83-
17,560.0000	GLAXOSMITHKLINE ORD GBP0.25	360,414.01	19.4140	340,910.89	19,503.12-
31,010.0000	MARKS & SPENCER GROUP ORD GBP0.25	191,801.12	5.7772	179,152.48	12,648.64-
75,330.0000	KINGFISHER ORD GBP0.157142857	278,463.48	4.1239	310,655.05	32,191.57
12,900.0000	CRH ORD EUR0.32 DUBLIN LIST	309,269.78	20.7940	268,242.92	41,026.86-
66,600.0000	AIA GROUP LTD	181,385.18	2.8107	187,197.78	5,812.60
27,571.0000	HSBC HLDGS USD0.50 HONGKONG REG	303,404.24	10.2525	282,673.99	20,730.25-
756,000.0000	CHINA TELECOM CORP 'H'CNY1	326,041.28	0.5235	395,814.06	69,772.78
21,100.0000	NKSJ HOLDINGS INC	140,219.26	7.3731	155,573.64	15,354.38



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3,500.0000	TREND MICRO INC JPY50	112,690.91	33.0559	115,695.70	3,004.79
43,300.0000	MITSUBISHI UFJ FINANCIAL GROUP NPV	207,730.37	5.4127	234,371.49	26,641.12
7,100.0000	FUJIFILM HOLDINGS CORP NPV	212,517.32	36.1999	257,019.91	44,502.59
19,500.0000	KONICA MINOLTA HLDGS INC Y50	199,362.61	10.4062	202,922.14	3,559.53
9,900.0000	NOMURA HOLDING NPV	59,755.71	6.3497	62,862.96	3,107.25
6,500.0000	TOYOTA MOTOR CORP NPV	267,939.82	39.7016	258,060.54	9,879.28-
820.0000	SAMSUNG ELECTRONICS CO GDR (144A)	280,756.95	421.9000	345,958.00	65,201.05
139,000.0000	SINGAPORE TELECOMMUNICATIONS SGD0.15 (POST RE-ORGANIZATION)	309,100.73	2.3808	330,939.46	21,838.73
29,005.0000	DBS HLDGS SGD1	315,650.99	11.1783	324,227.47	8,576.48
7,500.0000	AIRCASTLE LTD SHS	73,875.00	10.4500	78,375.00	4,500.00
9,120.0000	INVESCO LTD SHS	197,565.03	24.0600	219,427.20	21,862.17
9,000.0000	ACE LIMITED SHS	453,600.02	62.2500	560,250.00	106,649.98
2,300.0000	TRANSOCEAN LTD ZUG NAMEN-AKT	179,913.90	69.5100	159,873.00	20,040.90-
2,342.0000	SASOL NVP	92,580.95	52.3417	122,584.40	30,003.45
12,889.0000	COMPAL ELECTRONICS-REG S GDR	79,000.00	6.6280	85,428.29	6,428.29
2,060.0000	VESTAS WIND SYSTEM DKK1	91,397.38	31.7020	65,306.17	26,091.21-
24,640.0000	TELENOR AS ORD NOK6	345,705.58	16.3096	401,870.45	56,164.87



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10,210.0000	STATOIL ASA NOK2.50	230,776.11	23.8451	243,459.10	12,682.99
25,610.0000	ERICSSON (L.M.) TELEFONAKTIEBOLAGET SEK1 SER B	251,871.64	11.6245	297,704.32	45,832.68
3,400.0000	ACORDA THERAPEUTICS INC	100,944.81	27.2600	92,684.00	8,260.81-
4,500.0000	AMTRUST FINANCIAL SERVICES INC	53,475.80	17.5000	78,750.00	25,274.20
2,700.0000	ATLAS AIR WORLDWIDE HOLDINGS I	147,146.54	55.8300	150,741.00	3,594.46
3,100.0000	AVIS BUDGET GROUP INC	40,672.00	15.5600	48,236.00	7,564.00
6,500.0000	BGC PARTNERS INC	51,146.55	8.3100	54,015.00	2,868.45
3,900.0000	BILL BARRETT CORP	119,892.79	41.1300	160,407.00	40,514.21
1,020.0000	BERKSHIRE HATHAWAY INC	67,034.42	80.1100	81,712.20	14,677.78
8,399.0000	BIOMED REALTY TRUST INC	132,536.22	18.6500	156,641.35	24,105.13
11,200.0000	BLACKROCK KELSO CAPITAL CORP	116,868.92	11.0600	123,872.00	7,003.08
1,800.0000	BLYTH INC	60,696.00	34.4800	62,064.00	1,368.00
9,100.0000	BOISE INC	68,468.40	7.9300	72,163.00	3,694.60
2,000.0000	BRIDGEPOINT EDUCATION INC	30,040.00	19.0000	38,000.00	7,960.00
10,500.0000	CALAMOS ASSET MANAGEMENT INC	122,142.50	14.0000	147,000.00	24,857.50
7,490.0000	CELANESE CORP	203,709.58	41.1700	308,363.30	104,653.72
10,600.0000	CENTRAL GARDEN AND PET CO	105,364.00	9.8800	104,728.00	636.00-
1,293.0000	CODEXIS INC	12,529.17	10.6000	13,705.80	1,176.63



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
5,900.0000	COEUR D'ALENE MINES CORP	118,735.73	27.3200	161,188.00	42,452.27
1,400.0000	COLLECTIVE BRANDS INC	22,951.46	21.1000	29,540.00	6,588.54
4,800.0000	COMPASS DIVERSIFIED HOLDINGS	61,248.00	17.6900	84,912.00	23,664.00
4,200.0000	COMPLETE PRODUCTION SERVICES I	46,014.36	29.5500	124,110.00	78,095.64
2,700.0000	CONSTANT CONTACT INC	56,404.35	30.9900	83,673.00	27,268.65
210.0000	CONTANGO ORE INC	111.44	10.5000	2,205.00	2,093.56
1,800.0000	DG FASTCHANNEL INC	33,881.22	28.8800	51,984.00	18,102.78
3,900.0000	DSW INC	104,936.05	39.1000	152,490.00	47,553.95
10,300.0000	DANA HOLDING CORP	112,844.36	17.2100	177,263.00	64,418.64
900.0000	DOMTAR CORP	49,819.92	75.9200	68,328.00	18,508.08
1,700.0000	EXCO RESOURCES INC	36,091.01	19.4200	33,014.00	3,077.01-
9,800.0000	ENERGY PARTNERS LTD	127,236.72	14.8600	145,628.00	18,391.28
4,700.0000	ENTROPIC COMMUNICATIONS INC	40,927.13	12.0800	56,776.00	15,848.87
1,200.0000	EQUITY LIFESTYLE PROPERTIES IN	57,416.64	55.9300	67,116.00	9,699.36
820.0000	FIRST SOLAR INC	97,197.21	130.1400	106,714.80	9,517.59
12,600.0000	GAZPROM OAO ADR	295,058.40	25.0000	315,000.00	19,941.60
7,870.0000	GENERAL MOTORS CO	266,129.51	36.8600	290,088.20	23,958.69
9,200.0000	GREEN PLAINS RENEWABLE ENERGY	97,032.39	11.2600	103,592.00	6,559.61



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
2,500.0000	HEALTHSPRING INC	50,734.16	26.5300	66,325.00	15,590.84
7,400.0000	HOUSTON WIRE & CABLE CO	88,060.00	13.4400	99,456.00	11,396.00
3,900.0000	HURON CONSULTING GROUP INC	87,302.02	26.4500	103,155.00	15,852.98
6,500.0000	IDT CORP	104,088.64	25.6500	166,725.00	62,636.36
2,300.0000	IPG PHOTONICS CORP	35,550.41	31.6200	72,726.00	37,175.59
4,300.0000	INTERDIGITAL INC/PA	111,950.23	41.6400	179,052.00	67,101.77
1,600.0000	JAZZ PHARMACEUTICALS INC	31,895.52	19.6800	31,488.00	407.52-
8,000.0000	JONES GROUP INC	128,480.00	15.5400	124,320.00	4,160.00-
6,089.0000	KB FINANCIAL GROUP INC ADR	293,190.50	52.8900	322,047.21	28,856.71
1,700.0000	KENEXA CORP	22,151.00	21.7900	37,043.00	14,892.00
7,000.0000	LAWSON SOFTWARE INC	59,917.90	9.2500	64,750.00	4,832.10
3,800.0000	LIQUIDITY SERVICES INC	54,464.26	14.0500	53,390.00	1,074.26-
1,900.0000	LORAL SPACE & COMMUNICATIONS I	60,059.01	76.5000	145,350.00	85,290.99
1,060.0000	MASTERCARD INC	236,362.44	224.1100	237,556.60	1,194.16
28,928.0000	MERCK & CO INC	1,049,682.42	36.0400	1,042,565.12	7,117.30-
7,400.0000	MINDSPEED TECHNOLOGIES INC	53,359.92	6.1000	45,140.00	8,219.92-
2,100.0000	MISTRAS GROUP INC	26,831.91	13.4800	28,308.00	1,476.09
9,400.0000	MODUSLINK GLOBAL SOLUTIONS INC	90,977.20	6.7100	63,074.00	27,903.20-



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2,300.0000	MOSAIC CO/THE	129,776.59	76.3600	175,628.00	45,851.41
4,000.0000	NEENAH PAPER INC	58,950.11	19.6800	78,720.00	19,769.89
3,500.0000	NETAPP INC	152,936.92	54.9600	192,360.00	39,423.08
5,500.0000	NEUTRAL TANDEM INC	71,167.16	14.4400	79,420.00	8,252.84
1,700.0000	NTELOS HOLDINGS CORP	27,868.78	19.0500	32,385.00	4,516.22
4,300.0000	OBAGI MEDICAL PRODUCTS INC	47,391.64	11.5500	49,665.00	2,273.36
7,500.0000	OPLINK COMMUNICATIONS INC	122,925.00	18.4700	138,525.00	15,600.00
3,600.0000	OPTIONSXPRESS HOLDINGS INC	55,620.00	15.6700	56,412.00	792.00
6,900.0000	OSIRIS THERAPEUTICS INC	57,602.14	7.7900	53,751.00	3,851.14-
4,200.0000	PDL BIOPHARMA INC	28,811.99	6.2300	26,166.00	2,645.99-
5,000.0000	PACWEST BANCORP	100,750.00	21.3800	106,900.00	6,150.00
7,000.0000	PHARMERICA CORP	93,018.16	11.4500	80,150.00	12,868.16-
3,070.0000	PHILIP MORRIS INTERNATIONAL IN	147,943.31	58.5300	179,687.10	31,743.79
3,100.0000	POTLATCH CORP	98,736.72	32.5500	100,905.00	2,168.28
15,300.0000	POWER-ONE INC	155,073.14	10.2000	156,060.00	986.86
8,600.0000	PROVIDENT NEW YORK BANCORP	72,584.00	10.4900	90,214.00	17,630.00
3,000.0000	QUANEX BUILDING PRODUCTS CORP	49,339.56	18.9700	56,910.00	7,570.44
1,180.0000	RANDGOLD RESOURCES LTD ADR	93,385.21	82.3300	97,149.40	3,764.19



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1,700.0000	ROSETTA STONE INC	32,364.26	21.2200	36,074.00	3,709.74
3,100.0000	SVB FINANCIAL GROUP	131,676.44	53.0500	164,455.00	32,778.56
8,100.0000	SAFEGUARD SCIENTIFICS INC	89,191.21	17.0800	138,348.00	49,156.79
220.0000	SAMSUNG ELECTRONICS CO LT 144A	75,476.06	418.0980	91,981.56	16,505.50
9,400.0000	SANMINA-SCI CORP	110,363.38	11.4800	107,912.00	2,451.38-
3,700.0000	SIRONA DENTAL SYSTEMS INC	125,218.62	41.7800	154,586.00	29,367.38
4,200.0000	SOURCEFIRE INC	99,056.51	25.9300	108,906.00	9,849.49
12,700.0000	SPECTRA ENERGY CORP	261,951.55	24.9900	317,373.00	55,421.45
12,800.0000	SUNSTONE HOTEL INVESTORS INC	121,785.76	10.3300	132,224.00	10,438.24
22,866.0000	TAIWAN SEMICONDUCTOR MANUFACTU ADR	253,593.04	12.5400	286,739.64	33,146.60
6,000.0000	TEXAS ROADHOUSE INC	79,819.04	17.1700	103,020.00	23,200.96
8,040.0000	TURKCELL ILETISIM HIZMET AS ADR	131,599.12	17.1300	137,725.20	6,126.08
4,200.0000	TUTOR PERINI CORP	82,756.36	21.4100	89,922.00	7,165.64
9,487.0000	USA MOBILITY INC	86,236.83	17.7700	168,583.99	82,347.16
9,700.0000	US AIRWAYS GROUP INC	103,242.21	10.0100	97,097.00	6,145.21-
3,900.0000	ULTA SALON COSMETICS & FRAGRAN	91,055.32	34.0000	132,600.00	41,544.68
4,600.0000	UNISYS CORP	163,514.35	25.8900	119,094.00	44,420.35-
9,600.0000	VANDA PHARMACEUTICALS INC	110,977.62	9.4600	90,816.00	20,161.62-



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4,600.0000	VENOCO INC	59,984.01	18.4500	84,870.00	24,885.99
5,100.0000	VERIFONE SYSTEMS INC	83,538.01	38.5600	196,656.00	113,117.99
6,100.0000	VIACOM INC	197,324.33	39.6100	241,621.00	44,296.67
8,100.0000	VIEWPOINT FINANCIAL GROUP	87,248.55	11.6900	94,689.00	7,440.45
1,900.0000	VISA INC	153,967.27	70.3800	133,722.00	20,245.27-
5,730.0000	VODAFONE GROUP PLC ADR	128,634.74	26.4400	151,501.20	22,866.46
7,500.0000	W&T OFFSHORE INC	122,598.75	17.8700	134,025.00	11,426.25
TOTAL CORPORATE STOCK - COMMON		27,574,964.07		29,782,247.06	2,207,282.99
<u>CORPORATE STOCK - COMMON</u>					
6,570.0000	NATL AUSTRALIA BK NPV	156,191.26	24.2936	159,609.51	3,418.25
4,082.0000	MICHELIN CIE GLE DES ETABL ORD EUR2 REGD	312,493.64	72.0412	294,072.32	18,421.32-
58,476.0000	INTESA SANPAOLO EUR0.52	214,817.47	2.7233	159,250.41	55,567.06-
46,716.0000	AVIVA PLC GBP0.25	284,692.15	6.1530	287,443.76	2,751.61
132,382.0000	HAYS ORD 1P	222,541.93	2.0181	267,163.14	44,621.21
17,680.0000	TESCO ORD 5P	106,684.21	6.6540	117,642.94	10,958.73
19,000.0000	CHEUNG KONG(HLDGS) HK\$0.50	239,280.02	15.4239	293,054.10	53,774.08
19,000.0000	HUTCHISON WHAMPOA HK\$0.25	127,088.41	10.2911	195,532.34	68,443.93



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26,700.0000	ITOCHU CORP Y50	211,054.54	10.1350	270,604.77	59,550.23
1,200.0000	NINTENDO CO	295,877.02	293.8166	352,579.99	56,702.97
8,000.0000	SONY CORP NPV	226,349.80	36.0890	288,712.16	62,362.36
3,700.0000	AMERICAN SAFETY INS HLDGS LTD COM	60,969.63	21.3800	79,106.00	18,136.37
1,300.0000	ASPEN INSURANCE HOLDINGS LIMITED SHS	33,085.01	28.6200	37,206.00	4,120.99
6,000.0000	CONSOLIDATED WATER CO LTD	82,468.95	9.1700	55,020.00	27,448.95-
6,100.0000	FRESH DEL MONTE PRODUCE	137,859.50	24.9500	152,195.00	14,335.50
3,800.0000	PLATINUM UNDERWRITERS HLDGS LTD SHS	146,422.47	44.9700	170,886.00	24,463.53
2,900.0000	SHIP FINANCE INTL LTD SHS	53,113.98	21.5200	62,408.00	9,294.02
3,820.0000	CHECKPOINT SOFTWARE TECH	128,287.31	46.2600	176,713.20	48,425.89
6,320.0000	BANCO LATINOAMERICANO DE COMERCIO EXTERIOR	87,848.00	18.4600	116,667.20	28,819.20
26,980.0000	FLEXTRONICS INTERNATIONAL LTD	191,697.00	7.8500	211,793.00	20,096.00
3,120.0000	AFLAC INC	152,081.58	56.4300	176,061.60	23,980.02
23,102.0000	AT&T INC	638,802.60	29.3800	678,736.76	39,934.16
6,500.0000	ATMI INC	106,808.89	19.9400	129,610.00	22,801.11
7,050.0000	ABBOTT LABORATORIES	365,391.84	47.9100	337,765.50	27,626.34-
3,000.0000	ADMINISTAFF INC	87,279.00	29.3000	87,900.00	621.00



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1,200.0000	ADVISORY BOARD CO/THE	54,637.40	47.6300	57,156.00	2,518.60
1,410.0000	AEROPOSTALE INC	32,007.01	24.6400	34,742.40	2,735.39
2,400.0000	ADVENT SOFTWARE INC	95,031.53	57.9200	139,008.00	43,976.47
6,240.0000	AETNA INC	197,808.01	30.5100	190,382.40	7,425.61-
2,950.0000	AGILENT TECHNOLOGIES INC	91,656.50	41.4300	122,218.50	30,562.00
4,100.0000	ALAMO GROUP INC	82,514.93	27.8200	114,062.00	31,547.07
3,000.0000	ALASKA AIR GROUP INC	133,293.01	56.6900	170,070.00	36,776.99
6,500.0000	ALIGN TECHNOLOGY INC	115,830.00	19.5400	127,010.00	11,180.00
2,970.0000	ALLSTATE CORP/THE	89,218.81	31.8800	94,683.60	5,464.79
1,600.0000	AMERCO INC	129,463.12	96.0400	153,664.00	24,200.88
5,100.0000	AMERICAN GREETINGS CORP	100,278.82	22.1600	113,016.00	12,737.18
1,500.0000	AMERICAN MEDICAL SYSTEMS HOLDI	28,935.00	18.8600	28,290.00	645.00-
3,600.0000	AMERIGROUP CORP	162,226.55	43.9200	158,112.00	4,114.55-
5,200.0000	AMGEN INC	287,287.95	54.9000	285,480.00	1,807.95-
2,690.0000	ANALOG DEVICES INC	77,597.20	37.6700	101,332.30	23,735.10
2,800.0000	ANALOGIC CORP	131,818.30	49.5100	138,628.00	6,809.70
6,500.0000	ANAREN INC	97,825.00	20.8500	135,525.00	37,700.00
2,700.0000	ANIXTER INTERNATIONAL INC	122,269.35	59.7300	161,271.00	39,001.65
5,200.0000	ANN TAYLOR STORES CORP	104,866.36	27.3900	142,428.00	37,561.64



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2,700.0000	APACHE CORP	278,559.02	119.2300	321,921.00	43,361.98
2,160.0000	APPLE INC	471,739.52	322.5600	696,729.60	224,990.08
1,900.0000	APPLIED INDUSTRIAL TECHNOLOGIE	56,549.45	32.4800	61,712.00	5,162.55
17,200.0000	APPLIED MATERIALS INC	239,768.01	14.0500	241,660.00	1,891.99
3,700.0000	ARBITRON INC	96,502.25	41.5200	153,624.00	57,121.75
10,001.0000	ARRIS GROUP INC	114,311.43	11.2200	112,211.22	2,100.21-
4,600.0000	ASBURY AUTOMOTIVE GROUP INC	55,154.42	18.4800	85,008.00	29,853.58
13,600.0000	ASHFORD HOSPITALITY TRUST INC	104,773.73	9.6500	131,240.00	26,466.27
3,320.0000	ATHEROS COMMUNICATIONS INC	86,537.14	35.9200	119,254.40	32,717.26
3,800.0000	AVERY DENNISON CORP	138,661.98	42.3400	160,892.00	22,230.02
3,300.0000	AVISTA CORP	69,244.89	22.5200	74,316.00	5,071.11
2,400.0000	BANCFIRST CORP	94,008.72	41.1900	98,856.00	4,847.28
54,740.0000	BANK OF AMERICA CORP	752,951.90	13.3400	730,231.60	22,720.30-
6,800.0000	BARNES GROUP INC	122,150.44	20.6700	140,556.00	18,405.56
3,530.0000	BAXTER INTERNATIONAL INC	195,437.13	50.6200	178,688.60	16,748.53-
2,900.0000	BECTON DICKINSON AND CO	228,694.01	84.5200	245,108.00	16,413.99
4,400.0000	BEST BUY CO INC	156,992.58	34.2900	150,876.00	6,116.58-
5,400.0000	BIG 5 SPORTING GOODS CORP	81,181.20	15.2700	82,458.00	1,276.80
730.0000	BLACKROCK INC	122,569.57	190.5800	139,123.40	16,553.83



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800.0000	BOB EVANS FARMS INC/DE	20,612.48	32.9600	26,368.00	5,755.52
6,250.0000	BOEING CO/THE	392,948.06	65.2600	407,875.00	14,926.94
1,700.0000	BOSTON BEER CO INC	112,680.32	95.0900	161,653.00	48,972.68
7,900.0000	BOSTON PRIVATE FINANCIAL HOLDI	59,409.58	6.5500	51,745.00	7,664.58-
3,050.0000	BRADY CORP	91,530.50	32.6100	99,460.50	7,930.00
4,200.0000	BRIGGS & STRATTON CORP	78,582.00	19.6900	82,698.00	4,116.00
3,700.0000	BRIGHAM EXPLORATION CO	61,533.44	27.2400	100,788.00	39,254.56
13,200.0000	BROOKLINE BANCORP INC	130,673.05	10.8500	143,220.00	12,546.95
7,700.0000	BROOKS AUTOMATION INC	62,303.50	9.0700	69,839.00	7,535.50
6,300.0000	BRUKER CORP	90,378.47	16.6000	104,580.00	14,201.53
9,600.0000	CBL & ASSOCIATES PROPERTIES IN	109,115.68	17.5000	168,000.00	58,884.32
1,000.0000	CLECO CORP	27,110.00	30.7600	30,760.00	3,650.00
5,400.0000	CSG SYSTEMS INTERNATIONAL INC	104,266.92	18.9400	102,276.00	1,990.92-
14,377.0000	CVS CAREMARK CORP	453,326.98	34.7700	499,888.29	46,561.31
2,600.0000	CABOT MICROELECTRONICS CORP	88,261.39	41.4500	107,770.00	19,508.61
3,900.0000	CALIFORNIA PIZZA KITCHEN INC	52,455.00	17.2800	67,392.00	14,937.00
2,700.0000	CASCADE CORP	74,223.00	47.2800	127,656.00	53,433.00
3,000.0000	CASEY'S GENERAL STORES INC	119,810.10	42.5100	127,530.00	7,719.90
1,000.0000	CASH AMERICA INTERNATIONAL INC	33,759.52	36.9300	36,930.00	3,170.48



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1,300.0000	CATERPILLAR INC	69,431.70	93.6600	121,758.00	52,326.30
8,500.0000	CELADON GROUP INC	99,301.40	14.7900	125,715.00	26,413.60
5,910.0000	CELGENE CORP	326,953.11	59.1400	349,517.40	22,564.29
4,700.0000	CERADYNE INC	114,373.78	31.5300	148,191.00	33,817.22
5,199.0000	CHEESECAKE FACTORY INC/THE	112,246.41	30.6600	159,401.34	47,154.93
2,370.0000	CHEVRON CORP	213,798.65	91.2500	216,262.50	2,463.85
25,230.0000	CISCO SYSTEMS INC	588,888.94	20.2300	510,402.90	78,486.04-
29,230.0000	CITIGROUP INC	97,221.86	4.7300	138,257.90	41,036.04
3,900.0000	CITY HOLDING CO	107,275.74	36.2300	141,297.00	34,021.26
4,200.0000	COACH INC	154,887.11	55.3100	232,302.00	77,414.89
1,700.0000	COHERENT INC	79,097.26	45.1400	76,738.00	2,359.26-
4,000.0000	COLGATE-PALMOLIVE CO	323,054.65	80.3700	321,480.00	1,574.65-
4,480.0000	CONOCOPHILLIPS	228,793.59	68.1000	305,088.00	76,294.41
2,440.0000	CONSOLIDATED GRAPHICS INC	97,112.34	48.4300	118,169.20	21,056.86
2,400.0000	CONTANGO OIL & GAS CO	114,701.59	57.9300	139,032.00	24,330.41
5,900.0000	COOPER TIRE & RUBBER CO	117,766.56	23.5800	139,122.00	21,355.44
12,400.0000	CORNING INC	242,340.95	19.3200	239,568.00	2,772.95-
1,200.0000	CORVEL CORP	40,248.00	48.3500	58,020.00	17,772.00
3,290.0000	COSTCO WHOLESALE CORP	192,569.19	72.2100	237,570.90	45,001.71



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1,460.0000	CREE INC	73,639.77	65.8900	96,199.40	22,559.63
7,100.0000	CROSS COUNTRY HEALTHCARE INC	72,014.41	8.4700	60,137.00	11,877.41-
2,800.0000	CUBIC CORP	103,714.15	47.1500	132,020.00	28,305.85
6,200.0000	CUBIST PHARMACEUTICALS INC	119,070.68	21.4000	132,680.00	13,609.32
3,300.0000	CYBERONICS INC	67,452.01	31.0200	102,366.00	34,913.99
2,200.0000	DXP ENTERPRISES INC	40,529.06	24.0000	52,800.00	12,270.94
2,200.0000	DECKERS OUTDOOR CORP	103,832.47	79.7400	175,428.00	71,595.53
9,590.0000	DELL INC	126,843.81	13.5500	129,944.50	3,100.69
5,200.0000	DELPHI FINANCIAL GROUP INC	119,122.60	28.8400	149,968.00	30,845.40
4,870.0000	DEVON ENERGY CORP	339,628.12	78.5100	382,343.70	42,715.58
4,900.0000	DILLARD'S INC	90,405.00	37.9400	185,906.00	95,501.00
5,400.0000	DIODES INC	87,500.44	26.9900	145,746.00	58,245.56
2,680.0000	WALT DISNEY CO/THE	86,430.00	37.5100	100,526.80	14,096.80
8,700.0000	DOMINO'S PIZZA INC	106,132.23	15.9500	138,765.00	32,632.77
1,800.0000	DUCOMMUN INC	41,068.08	21.7800	39,204.00	1,864.08-
12,250.0000	EMC CORP/MASSACHUSETTS	214,007.52	22.9000	280,525.00	66,517.48
13,100.0000	EARTHLINK INC	108,861.00	8.6000	112,660.00	3,799.00
8,300.0000	EBAY INC	195,299.01	27.8300	230,989.00	35,689.99
22,050.0000	ELAN CORP PLC ADR	122,125.02	5.7300	126,346.50	4,221.48



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9,900.0000	ELECTRONIC ARTS INC	175,724.99	16.3800	162,162.00	13,562.99-
2,300.0000	PERRY ELLIS INTERNATIONAL INC	51,416.50	27.4700	63,181.00	11,764.50
3,200.0000	EMCOR GROUP INC	86,080.01	28.9800	92,736.00	6,655.99
4,100.0000	ENERSYS	90,086.40	32.1200	131,692.00	41,605.60
2,600.0000	ENPRO INDUSTRIES INC	78,207.22	41.5600	108,056.00	29,848.78
2,420.0000	ENTERGY CORP	169,527.86	70.8300	171,408.60	1,880.74
8,300.0000	ENZON PHARMACEUTICALS INC	94,313.70	12.1600	100,928.00	6,614.30
8,950.0000	EXELON CORP	434,372.80	41.6400	372,678.00	61,694.80-
3,130.0000	EXPEDITORS INTERNATIONAL OF WA	108,830.11	54.6000	170,898.00	62,067.89
2,620.0000	EXPRESS SCRIPTS INC	113,210.20	54.0500	141,611.00	28,400.80
9,300.0000	EXTRA SPACE STORAGE INC	110,953.44	17.4000	161,820.00	50,866.56
17,990.0000	EXXON MOBIL CORP	1,241,791.41	73.1200	1,315,428.80	73,637.39
6,710.0000	FLIR SYSTEMS INC	201,170.68	29.7500	199,622.50	1,548.18-
2,700.0000	FAIR ISAAC CORP	59,387.48	23.3700	63,099.00	3,711.52
3,020.0000	FEDEX CORP	253,240.31	93.0100	280,890.20	27,649.89
7,000.0000	FERRO CORP	94,436.30	14.6400	102,480.00	8,043.70
6,700.0000	FIRST FINANCIAL BANCORP	101,143.43	18.4800	123,816.00	22,672.57
1,980.0000	FIRSTENERGY CORP	78,152.53	37.0200	73,299.60	4,852.93-
1,400.0000	LB FOSTER CO	41,734.00	40.9400	57,316.00	15,582.00



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2,500.0000	G&K SERVICES INC	54,124.20	30.9100	77,275.00	23,150.80
5,589.0000	GENERAL DYNAMICS CORP	381,112.17	70.9600	396,595.44	15,483.27
40,510.0000	GENERAL ELECTRIC CO	625,463.73	18.2900	740,927.90	115,464.17
9,310.0000	GILEAD SCIENCES INC	377,997.57	36.2400	337,394.40	40,603.17-
8,000.0000	PH GLATFELTER CO	97,200.00	12.2700	98,160.00	960.00
2,800.0000	GOLDMAN SACHS GROUP INC/THE	466,980.55	168.1600	470,848.00	3,867.45
1,500.0000	GOOGLE INC	899,385.20	593.9700	890,955.00	8,430.20-
1,700.0000	WR GRACE & CO	45,242.32	35.1300	59,721.00	14,478.68
2,500.0000	GREAT SOUTHERN BANCORP INC	53,399.99	23.5900	58,975.00	5,575.01
2,520.0000	GUESS? INC	83,990.55	47.3200	119,246.40	35,255.85
4,100.0000	HEALTHCARE REALTY TRUST INC	88,132.98	21.1700	86,797.00	1,335.98-
18,230.0000	HEWLETT-PACKARD CO	914,482.89	42.1000	767,483.00	146,999.89-
4,500.0000	HONEYWELL INTERNATIONAL INC	176,400.02	53.1600	239,220.00	62,819.98
2,900.0000	IMMUCOR INC	54,001.48	19.8300	57,507.00	3,505.52
10,000.0000	INCYTE CORP LTD	125,800.91	16.5600	165,600.00	39,799.09
16,070.0000	INTEL CORP	323,363.26	21.0300	337,952.10	14,588.84
4,600.0000	INTERACTIVE INTELLIGENCE INC	83,095.49	26.1600	120,336.00	37,240.51
6,741.0000	INTERNATIONAL BANCSHARES CORP	127,339.83	20.0300	135,022.23	7,682.40
3,460.0000	INTERNATIONAL BUSINESS MACHINE	449,084.12	146.7600	507,789.60	58,705.48



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
8,900.0000	INTERNATIONAL PAPER CO	226,424.81	27.2400	242,436.00	16,011.19
4,000.0000	INVACARE CORP	99,759.99	30.1600	120,640.00	20,880.01
5,500.0000	INVESTMENT TECHNOLOGY GROUP IN	80,026.97	16.3700	90,035.00	10,008.03
24,370.0000	JPMORGAN CHASE & CO	989,277.81	42.4200	1,033,775.40	44,497.59
5,500.0000	J2 GLOBAL COMMUNICATIONS INC	113,880.52	28.9500	159,225.00	45,344.48
2,520.0000	JACOBS ENGINEERING GROUP INC	93,020.51	45.8500	115,542.00	22,521.49
6,000.0000	JAKKS PACIFIC INC	116,318.07	18.2200	109,320.00	6,998.07-
2,900.0000	JO-ANN STORES INC	105,096.00	60.2200	174,638.00	69,542.00
10,030.0000	JOHNSON & JOHNSON	643,517.80	61.8500	620,355.50	23,162.30-
6,000.0000	KADANT INC	100,294.26	23.5700	141,420.00	41,125.74
3,600.0000	KAYDON CORP	123,811.68	40.7200	146,592.00	22,780.32
4,300.0000	KINDRED HEALTHCARE INC	78,798.43	18.3700	78,991.00	192.57
10,770.0000	KOHL'S CORP	551,304.42	54.3400	585,241.80	33,937.38
1,700.0000	LANCASTER COLONY CORP	84,456.00	57.2000	97,240.00	12,784.00
2,000.0000	ESTEE LAUDER COS INC/THE	96,720.02	80.7000	161,400.00	64,679.98
4,800.0000	LEXINGTON REALTY TRUST	37,751.52	7.9500	38,160.00	408.48
3,400.0000	LITTELFUSE INC	114,242.04	47.0600	160,004.00	45,761.96
3,001.0000	M&F WORLDWIDE CORP	99,291.99	23.1000	69,323.10	29,968.89-
18,900.0000	MFA FINANCIAL INC	140,416.38	8.1600	154,224.00	13,807.62



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3,400.0000	MAGELLAN HEALTH SERVICES INC	135,434.96	47.2800	160,752.00	25,317.04
4,900.0000	MANHATTAN ASSOCIATES INC	117,796.00	30.5400	149,646.00	31,850.00
1,800.0000	MANTECH INTERNATIONAL CORP	78,841.02	41.3300	74,394.00	4,447.02-
3,590.0000	MARATHON OIL CORP	125,362.44	37.0300	132,937.70	7,575.26
4,030.0000	MARRIOTT INTERNATIONAL INC/DE	142,099.76	41.5400	167,406.20	25,306.44
2,550.0000	MARTEK BIOSCIENCES CORP	48,322.49	31.3000	79,815.00	31,492.51
5,300.0000	MATRIX SERVICE CO	49,425.68	12.1800	64,554.00	15,128.32
6,913.0000	MAXYGEN INC	42,100.16	3.9300	27,168.09	14,932.07-
1,700.0000	MAXIMUS INC	97,222.19	65.5800	111,486.00	14,263.81
9,700.0000	MEDICINES CO/THE	147,327.48	14.1300	137,061.00	10,266.48-
5,300.0000	MEDICIS PHARMACEUTICAL CORP	125,024.45	26.7900	141,987.00	16,962.55
10,530.0000	MEDTRONIC INC	456,103.81	37.0900	390,557.70	65,546.11-
34,480.0000	MICROSOFT CORP	1,050,950.45	27.9100	962,336.80	88,613.65-
7,001.0000	MICROSEMI CORP	124,337.76	22.9000	160,322.90	35,985.14
2,480.0000	MINERALS TECHNOLOGIES INC	132,879.80	65.4100	162,216.80	29,337.00
2,599.0000	MOMENTA PHARMACEUTICALS INC	32,747.40	14.9700	38,907.03	6,159.63
3,500.0000	MONSANTO CO	272,580.68	69.6400	243,740.00	28,840.68-
8,670.0000	MONSTER WORLDWIDE INC	118,248.49	23.6300	204,872.10	86,623.61
1,500.0000	NATIONAL HEALTH INVESTORS INC	55,485.01	45.0200	67,530.00	12,044.99



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6,102.0000	NELNET INC	105,137.47	23.6900	144,556.38	39,418.91
2,400.0000	NETSCOUT SYSTEMS INC	35,088.01	23.0100	55,224.00	20,135.99
1,100.0000	NEWMARKET CORP	137,216.88	123.3700	135,707.00	1,509.88-
5,670.0000	NORTHERN TRUST CORP	298,255.17	55.4100	314,174.70	15,919.53
8,300.0000	NOVATEL WIRELESS INC	66,151.00	9.5500	79,265.00	13,114.00
6,500.0000	O'CHARLEYS INC	42,575.00	7.2000	46,800.00	4,225.00
3,300.0000	OM GROUP INC	103,587.01	38.5100	127,083.00	23,495.99
3,500.0000	OMNOVA SOLUTIONS INC	21,455.00	8.3600	29,260.00	7,805.00
8,300.0000	OMNICELL INC	111,775.78	14.4500	119,935.00	8,159.22
1,200.0000	OPPENHEIMER HOLDINGS INC	39,864.00	26.2100	31,452.00	8,412.00-
8,760.0000	ORACLE CORP	224,765.93	31.3000	274,188.00	49,422.07
4,500.0000	OXFORD INDUSTRIES INC	91,799.45	25.6100	115,245.00	23,445.55
10,940.0000	PMC - SIERRA INC	90,544.95	8.5900	93,974.60	3,429.65
7,400.0000	PNM RESOURCES INC	91,900.69	13.0200	96,348.00	4,447.31
1,100.0000	PS BUSINESS PARKS INC	58,409.00	55.7200	61,292.00	2,883.00
4,500.0000	PAR PHARMACEUTICAL COS INC	117,644.33	38.5100	173,295.00	55,650.67
3,300.0000	PAREXEL INTERNATIONAL CORP	69,248.85	21.2300	70,059.00	810.15
5,199.0000	PARKWAY PROPERTIES INC/MD	108,243.18	17.5200	91,086.48	17,156.70-
4,700.0000	PENNSYLVANIA REAL ESTATE INVES	64,470.84	14.5300	68,291.00	3,820.16



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11,610.0000	PEPSICO INC/NC	710,762.07	65.3300	758,481.30	47,719.23
3,000.0000	PERFICIENT INC	25,290.00	12.5000	37,500.00	12,210.00
6,900.0000	PERICOM SEMICONDUCTOR CORP	79,557.00	10.9800	75,762.00	3,795.00-
11,620.0000	PETROHAWK ENERGY CORP	223,529.61	18.2500	212,065.00	11,464.61-
3,900.0000	PETROQUEST ENERGY INC	30,175.47	7.5300	29,367.00	808.47-
32,200.0000	PFIZER INC	578,065.91	17.5100	563,822.00	14,243.91-
9,500.0000	PIER 1 IMPORTS INC	71,909.30	10.5000	99,750.00	27,840.70
4,500.0000	PLANTRONICS INC	137,637.39	37.2200	167,490.00	29,852.61
1,700.0000	POST PROPERTIES INC	33,320.00	36.3000	61,710.00	28,390.00
1,300.0000	POWELL INDUSTRIES INC	40,988.99	32.8800	42,744.00	1,755.01
660.0000	PRECISION CASTPARTS CORP	72,831.01	139.2100	91,878.60	19,047.59
1,600.0000	T ROWE PRICE GROUP INC	76,478.17	64.5400	103,264.00	26,785.83
6,180.0000	PROCTER & GAMBLE CO/THE	374,760.94	64.3300	397,559.40	22,798.46
3,000.0000	PROSPERITY BANCSHARES INC	117,686.97	39.2800	117,840.00	153.03
1,800.0000	PROVIDENCE SERVICE CORP/THE	28,440.00	16.0700	28,926.00	486.00
13,250.0000	QUALCOMM INC	550,189.85	49.4900	655,742.50	105,552.65
5,900.0000	RF MICRO DEVICES INC	46,870.19	7.3500	43,365.00	3,505.19-
9,100.0000	REDWOOD TRUST INC	131,616.00	14.9300	135,863.00	4,247.00
2,010.0000	RESEARCH IN MOTION LTD	106,481.32	58.1300	116,841.30	10,359.98



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8,200.0000	RETAIL VENTURES INC	79,624.83	16.3000	133,660.00	54,035.17
9,800.0000	ROCHE HOLDING AG ADR	412,632.60	36.7450	360,101.00	52,531.60-
5,600.0000	SRA INTERNATIONAL INC	113,316.36	20.4500	114,520.00	1,203.64
4,500.0000	SAUER-DANFOSS INC	138,914.55	28.2500	127,125.00	11,789.55-
10,400.0000	SCHLUMBERGER LTD	664,604.27	83.5000	868,400.00	203,795.73
2,200.0000	SCHOLASTIC CORP	64,340.96	29.5400	64,988.00	647.04
4,800.0000	SEATTLE GENETICS INC	48,768.00	14.9500	71,760.00	22,992.00
4,940.0000	SEMPRA ENERGY	253,008.90	52.4800	259,251.20	6,242.30
3,600.0000	SIGNATURE BANK/NEW YORK NY	117,496.50	50.0600	180,216.00	62,719.50
2,880.0000	SILICON LABORATORIES INC	130,281.61	46.0200	132,537.60	2,255.99
3,900.0000	SONOSITE INC	107,976.21	31.6000	123,240.00	15,263.79
3,400.0000	SOTHEBY'S	105,507.60	45.0000	153,000.00	47,492.40
3,110.0000	SOUTHERN CO	97,879.25	38.2300	118,895.30	21,016.05
3,500.0000	SOUTHWEST GAS CORP	120,819.62	36.6700	128,345.00	7,525.38
2,300.0000	SPEEDWAY MOTORSPORTS INC	40,526.00	15.3200	35,236.00	5,290.00-
7,000.0000	STAGE STORES INC	86,519.99	17.3400	121,380.00	34,860.01
4,100.0000	STAMPS.COM INC	36,900.00	13.2500	54,325.00	17,425.00
2,610.0000	STATE STREET CORP	103,551.05	46.3400	120,947.40	17,396.35



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800.0000	STEPAN CO	48,965.58	76.2700	61,016.00	12,050.42
1,600.0000	STERIS CORP	44,232.15	36.4600	58,336.00	14,103.85
7,300.0000	STILLWATER MINING CO	86,752.73	21.3500	155,855.00	69,102.27
7,000.0000	STONE ENERGY CORP	118,917.83	22.2900	156,030.00	37,112.17
5,000.0000	STURM RUGER & CO INC	48,500.00	15.2900	76,450.00	27,950.00
3,800.0000	SYNAPTICS INC	103,559.48	29.3800	111,644.00	8,084.52
5,500.0000	SYSCO CORP	153,669.99	29.4000	161,700.00	8,030.01
5,000.0000	TALBOTS INC	50,732.00	8.5200	42,600.00	8,132.00-
4,780.0000	TARGET CORP	241,051.90	60.1300	287,421.40	46,369.50
3,800.0000	TECUMSEH PRODUCTS CO	44,422.00	13.0500	49,590.00	5,168.00
6,370.0000	TELEFONICA SA ADR	499,754.46	68.4200	435,835.40	63,919.06-
2,300.0000	TELETECH HOLDINGS INC	45,011.50	20.5900	47,357.00	2,345.50
11,300.0000	TETRA TECHNOLOGIES INC	108,437.97	11.8700	134,131.00	25,693.03
3,100.0000	TETRA TECH INC	78,286.58	25.0600	77,686.00	600.58-
6,310.0000	THORATEC CORP	183,189.54	28.3200	178,699.20	4,490.34-
3,500.0000	TIMBERLAND CO/THE	59,182.50	24.5900	86,065.00	26,882.50
3,070.0000	UMB FINANCIAL CORP	116,629.68	41.4400	127,220.80	10,591.12
13,480.0000	US BANCORP	305,421.51	26.9700	363,555.60	58,134.09



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1,200.0000	USANA HEALTH SCIENCES INC	47,692.72	43.4500	52,140.00	4,447.28
6,700.0000	ULTRA PETROLEUM CORP	316,252.49	47.7700	320,059.00	3,806.51
1,410.0000	UNION PACIFIC CORP	103,748.51	92.6600	130,650.60	26,902.09
7,000.0000	UNITED RENTALS INC	61,776.58	22.7500	159,250.00	97,473.42
1,400.0000	UNITED STATIONERS INC	84,888.30	63.8100	89,334.00	4,445.70
6,260.0000	UNITED TECHNOLOGIES CORP	433,896.07	78.7200	492,787.20	58,891.13
6,700.0000	UNITEDHEALTH GROUP INC	219,201.33	36.1100	241,937.00	22,735.67
2,100.0000	VALASSIS COMMUNICATIONS INC	75,103.59	32.3500	67,935.00	7,168.59-
9,100.0000	VERIZON COMMUNICATIONS INC	283,570.07	35.7800	325,598.00	42,027.93
2,700.0000	VIOPHARMA INC	22,653.00	17.3200	46,764.00	24,111.00
2,200.0000	VITAL IMAGES INC	27,918.02	13.9800	30,756.00	2,837.98
4,100.0000	WGL HOLDINGS INC	137,000.27	35.7700	146,657.00	9,656.73
13,000.0000	WAL-MART STORES INC	692,879.99	53.9300	701,090.00	8,210.01
8,930.0000	WALGREEN CO	321,020.89	38.9600	347,912.80	26,891.91
2,000.0000	WARNACO GROUP INC/THE	81,567.00	55.0700	110,140.00	28,573.00
6,300.0000	WEBSense INC	125,437.66	20.2500	127,575.00	2,137.34
1,700.0000	WEIS MARKETS INC	61,812.00	40.3300	68,561.00	6,749.00
23,880.0000	WELLS FARGO & CO	639,005.40	30.9900	740,041.20	101,035.80
1,900.0000	WEST PHARMACEUTICAL SERVICES I	67,109.52	41.2000	78,280.00	11,170.48



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1,100.0000	WOLVERINE WORLD WIDE INC	29,942.00	31.8800	35,068.00	5,126.00
3,100.0000	WORLD ACCEPTANCE CORP	111,073.00	52.8000	163,680.00	52,607.00
8,700.0000	WORTHINGTON INDUSTRIES INC	113,818.95	18.4000	160,080.00	46,261.05
2,990.0000	XILINX INC	85,294.24	28.9800	86,650.20	1,355.96
4,800.0000	YUM! BRANDS INC	174,637.90	49.0500	235,440.00	60,802.10
TOTAL CORPORATE STOCK - COMMON		48,918,740.46		54,560,049.60	5,641,309.14
<u>PARTNERSHIP/JOINT VENTURE INTEREST</u>					
16,200,000.0000	MESIROW INSTITUTIONAL MULTI- STRATEGY FUND LP	16,200,000.00	1.0428	16,894,575.00	694,575.00
TOTAL PARTNERSHIP/JOINT VENTURE INTEREST		16,200,000.00		16,894,575.00	694,575.00
<u>OTHER INVESTMENTS</u>					
150,000.0000	BAY AREA TOLL AUTH CALIF TOLL 6.263% 04/01/2049 DD 11/05/09	150,414.00	98.8070	148,210.50	2,203.50-
185,000.0000	BAY AREA TOLL AUTH CALIF TOLL 6.918% 04/01/2040 DD 07/01/10	182,846.60	100.7030	186,300.55	3,453.95
1,275,000.0000	BRAZIL FEDERATIVE REP GBL BD 7.125% 01/20/2037 DD 01/18/06	1,589,315.16	119.2500	1,520,437.50	68,877.66-
1,080,000.0000	FED REPUBLIC OF BRAZIL 4.875% 01/22/2021 DD 04/22/10	1,116,616.29	102.1370	1,103,079.60	13,536.69-
1,200,000.0000	CALIFORNIA ST 7.300% 10/01/2039 DD 10/15/09	1,259,796.00	100.7100	1,208,520.00	51,276.00-



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385,000.0000	CALIFORNIA ST 7.600% 11/01/2040 DD 12/01/10	392,692.55	104.1350	400,919.75	8,227.20
255,000.0000	CHICAGO ILL BRD ED 6.319% 11/01/2029 DD 11/02/10	255,000.00	98.3580	250,812.90	4,187.10-
115,000.0000	CURATORS UNIV MO SYS FACS REV 5.960% 11/01/2039 DD 07/23/09	131,530.10	103.0780	118,539.70	12,990.40-
205,000.0000	CURATORS UNIV MO SYS FACS REV 5.792% 11/01/2041 DD 12/21/10	204,196.75	103.3990	211,967.95	7,771.20
135,000.0000	DALLAS TEX AREA RAPID TRAN SAL 4.922% 12/01/2041 DD 10/07/10	134,812.39	88.7990	119,878.65	14,933.74-
360,000.0000	DALLAS TEX INDPT SCH DIST 6.450% 02/15/2035 DD 12/02/10	366,660.00	104.2680	375,364.80	8,704.80
200,000.0000	DISTRICT COLUMBIA INCOME TAX R 5.582% 12/01/2035 DD 12/22/10	200,000.00	101.1610	202,322.00	2,322.00
880,000.0000	ILLINOIS ST 5.100% 06/01/2033 DD 06/12/03	698,605.60	74.8170	658,389.60	40,216.00-
665,000.0000	LOS ANGELES CALIF CMNTY COLLEG 6.750% 08/01/2049 DD 07/22/10	674,202.95	103.5710	688,747.15	14,544.20
495,000.0000	METROPOLITAN TRANSN AUTH N Y R 6.814% 11/15/2040 DD 12/29/10	495,000.00	102.9310	509,508.45	14,508.45
330,000.0000	MUNICIPAL ELEC AUTH GA 6.637% 04/01/2057 DD 03/11/10	324,399.90	97.7500	322,575.00	1,824.90-
380,000.0000	NEW JERSEY ST TPK AUTH TPK REV 7.102% 01/01/2041 DD 12/15/10	380,000.00	108.3830	411,855.40	31,855.40
250,000.0000	NEW YORK N Y 5.968% 03/01/2036 DD 03/30/10	254,527.50	98.4000	246,000.00	8,527.50-



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GWIG500200
WESTON FOODS, INC.
WFI-COMBINE MANAGER

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
255,000.0000	NEW YORK N Y 6.271% 12/01/2037 DD 12/21/10	255,000.00	104.1170	265,498.35	10,498.35
75,000.0000	NEW YORK N Y CITY TRANSITIONAL 5.767% 08/01/2036 DD 10/22/09	76,089.00	101.0330	75,774.75	314.25-
490,000.0000	NEW YORK N Y CITY TRANSITIONAL 5.508% 08/01/2037 DD 08/16/10	490,177.10	96.2750	471,747.50	18,429.60-
340,000.0000	NEW YORK ST URBAN DEV CORP REV 5.770% 03/15/2039 DD 12/01/09	344,690.65	98.8960	336,246.40	8,444.25-
120,000.0000	NEW YORK ST URBAN DEV CORP REV 5.838% 03/15/2040 DD 12/08/10	120,000.00	102.1300	122,556.00	2,556.00
250,000.0000	NORTH TEX TWY AUTH REV 6.718% 01/01/2049 DD 08/12/09	275,185.00	97.9000	244,750.00	30,435.00-
210,000.0000	ORANGE CNTY CALIF LOC TRANSN A 6.908% 02/15/2041 DD 12/23/10	210,000.00	104.1420	218,698.20	8,698.20
180,000.0000	OREGON ST DEPT TRANSN HWY USER 5.834% 11/15/2034 DD 04/08/10	199,143.60	101.8510	183,331.80	15,811.80-
320,000.0000	PANAMA REP AMORT GLOBAL BD 6.700% 01/26/2036 DD 01/26/06	367,409.59	111.5000	356,800.00	10,609.59-
1,165,000.0000	REPUBLIC OF PERU 5.625% 11/18/2050 DD 11/18/10	1,120,310.60	92.5000	1,077,625.00	42,685.60-
180,000.0000	PORT AUTH N Y & N J 5.647% 11/01/2040 DD 11/01/10	180,000.00	96.6100	173,898.00	6,102.00-
110,000.0000	PORT SEATTLE WASH REV 7.000% 05/01/2036 DD 07/16/09	118,803.30	106.4260	117,068.60	1,734.70-
900,000.0000	PROV OF QUEBEC 7.500% 15-SEP-2029 NT	1,215,324.00	137.3150	1,235,835.00	20,511.00



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WESTON FOODS, INC.
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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
270,000.0000	REGIONAL TRANSN DIST COLO SALE 5.844% 11/01/2050 DD 11/23/10	270,719.10	99.6450	269,041.50	1,677.60-
270,000.0000	SAN DIEGO CNTY CALIF REGL TRAN 5.911% 04/01/2048 DD 11/10/10	270,000.00	98.2000	265,140.00	4,860.00-
585,000.0000	TEXAS ST 4.631% 04/01/2033 DD 09/29/10	585,788.20	92.6170	541,809.45	43,978.75-
330,000.0000	TEXAS ST TRANSN COMMN 5.178% 04/01/2030 DD 08/05/10	335,677.35	99.0660	326,917.80	8,759.55-
250,000.0000	UNITED MEXICAN STS #TR 00013 7.500% 04/08/2033 DD 04/11/03	310,102.50	122.7500	306,875.00	3,227.50-
1,015,000.0000	MEXICO GOVERNMENT INTERNATIONAL 6.050% 01/11/2040 DD 01/11/08	1,080,374.12	102.2500	1,037,837.50	42,536.62-
105,000.0000	UNIVERSITY TEX UNIV REVS 6.276% 08/15/2041 DD 06/17/09	108,169.95	103.5630	108,741.15	571.20
320,000.0000	UNIVERSITY TEX UNIV REVS 5.134% 08/15/2042 DD 06/30/10	320,000.00	96.0630	307,401.60	12,598.40-
155,000.0000	UNIVERSITY VA UNIV REVS 6.200% 09/01/2039 DD 04/22/09	192,415.45	111.4880	172,806.40	19,609.05-
250,000.0000	WASHINGTON ST 5.140% 08/01/2040 DD 06/01/10	258,774.50	95.5540	238,885.00	19,889.50-
TOTAL OTHER INVESTMENTS		17,514,769.80		17,138,714.50	376,055.30-



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
<u>COMMON/COLLECTIVE TRUST</u>					
6,476,480.2300	EB TEMPORARY INVESTMENT FD I I 0.105% 12/31/2040 DD 11/01/01	6,476,480.23	1.0000	6,476,480.23	0.00
1,773,341.6000	GSCI ENERGY SECTOR FUND A	10,919,258.79	6.2009	10,996,335.21	77,076.42
894,251.5300	GSCI NON-ENERGY SECTOR FUND A	8,222,707.88	12.4102	11,097,850.17	2,875,142.29
1,930,529.0300	JPMCB EAFE PLUS FUND	31,214,687.37	19.5800	37,799,758.41	6,585,071.04
TOTAL COMMON/COLLECTIVE TRUST		56,833,134.27		66,370,424.02	9,537,289.75
GRAND TOTAL		335,633,976.46		350,682,653.05	628,051.78 C
					<u>14,420,624.81</u> I
					15,048,676.59



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Schedule II

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DE</u> * INDICATES PE ** INDICATES TR	<u>COST</u>	<u>PROCEEDS</u>
4,500.0000	AAR CORP	114,260.85-	101,699.18
300,000.0000	ABBOTT LJ 6.000% 04/01/20	330,099.00-	348,615.60
185,000.0000	ALABAMA POWER CO 6.000% 03/01/2039 DD 03/06/09	214,618.50-	205,179.80
100,000.0000	ALCOA INC NT 5.950% 02/01/2037 DD 01/25/07	86,424.00-	85,875.00
160,000.0000	ALLEGHANY CORP 5.625% 09/15/2020 DD 09/20/10	159,409.60-	161,496.00
60,000.0000	ALTRIA GROUP INC 10.200% 02/06/2039 DD 02/06/09	88,278.00-	87,879.60
1,600.0000	AMEDISYS INC	78,146.72-	45,333.79
200,000.0000	AMERICA MOVIL S A DE DV SR NT 6.375% 03/01/2035 DD 02/25/05	208,490.00-	233,384.00
400,000.0000	ANADARKO PETROLEUM CORP 6.450% 09/15/2036 DD 09/19/06	337,000.00-	415,060.00
330,000.0000	ANGLO AMERICAN CAPITAL 144A 4.450% 09/27/2020 DD 09/27/10	332,884.05-	337,632.90
400,000.0000	ANHEUSER-BUSCH INBEV WOR 5.375% 01/15/2020 DD 10/16/09	419,716.00-	443,156.00
1,700.0000	AO SMITH CORP	80,133.45-	98,303.21
155,000.0000	ARCELORMITTAL 7.000% 10/15/2039 DD 10/08/09	162,506.65-	162,940.65



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PROCEEDS</u>
	* INDICATES PENDING SETTLEMENT		
	** INDICATES TRANSACTION PENDING IN PRIOR YEAR		
190,000.0000	AT&T INC GLOBAL NT 6.550% 02/15/2039 DD 02/03/09	212,211.00-	216,841.30
200,000.0000	AT&T INC GLOBAL NT 6.400% 05/15/2038 DD 05/13/08	216,004.00-	218,970.00
2,970.0000	ATHENAHEALTH INC COM	82,694.95-	83,391.25
165,000.0000	BAY AREA TOLL AUTH CALIF TOLL 6.907% 10/01/2050 DD 11/04/10	165,000.00-	162,455.70
350,000.0000	BELLSOUTH TELECOMM DEBS 7.000% 12/01/2095 DD 12/01/95	382,522.00-	388,892.00
225,000.0000	BOEING CO DEBS 6.625% 02/15/2038 DD 02/24/98	263,006.15-	276,295.50
150,000.0000	BRITISH TELECOMMUNICATIONS PLC VAR RT 12/15/2030 DD 12/12/00	182,539.50-	206,719.50
4,082.0000	CIE GENERALE DES ETABLISSEMENT MICHELIN	.00	11,320.52
152,000.0000	COCA COLA ENTERPRISES INC DEB 6.950% 11/15/2026 DD 11/20/96	191,128.03-	198,370.64
225,000.0000	COCA COLA ENTERPRISES INC SR 7.000% 10/01/2026 DD 09/30/96	287,030.25-	293,015.25
650,000.0000	COCA-COLA ENTERPRISES 6.750% 09/15/2028 DD 09/11/98	781,007.50-	833,241.50
570,000.0000	CONOCO INC SR NTS 6.950% 04/15/2029 DD 04/20/99	699,407.40-	727,445.40



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PROCEEDS</u>
	* INDICATES PENDING SETTLEMENT		
	** INDICATES TRANSACTION PENDING IN PRIOR YEAR		
525,000.0000	CONOCOPHILLIPS 6.500% 02/01/2039 DD 02/03/09	641,496.25-	644,733.00
315,000.0000	CPC INTL INC NTS SER E 7.250% 12/15/2026 DD 12/18/96	381,824.10-	414,606.15
175,000.0000	CVS CAREMARK CORP 6.125% 09/15/2039 DD 09/11/09	191,455.25-	191,618.00
105,000.0000	DALLAS CNTY TEX HOSP DIST 5.621% 08/15/2044 DD 09/17/09	109,496.10-	115,494.75
85,000.0000	DALLAS TEX AREA RAPID TRAN SAL 5.999% 12/01/2044 DD 06/25/09	92,271.75-	98,418.95
18,050.0000	DEAN FOODS CO	187,841.58-	195,091.22
350,000.0000	DIAGEO CAPITAL PLC 4.828% 07/15/2020 DD 05/14/10	357,476.00-	392,362.20
190,000.0000	DOW CHEMICAL CO/THE 4.250% 11/15/2020 DD 11/09/10	189,477.50-	183,674.90
200,000.0000	DR PEPPER SNAPPLE GROUP INC 7.450% 05/01/2038 DD 11/01/08	252,160.00-	248,298.00
140,000.0000	DTE ENERGY COMPANY 3.450% 10/01/2020 DD 08/19/10	139,437.20-	140,789.60
255,000.0000	EAST BAY CALTF MUN UTIL DIST W 5.874% 06/01/2040 DD 02/23/10	269,229.00-	278,230.50
2,500.0000	EAST WEST BANCORP INC COM	46,076.14-	41,723.29
115,000.0000	EATON CORP NT 5.800% 03/15/2037 DD 03/16/07	125,028.00-	132,661.70



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PROCEEDS</u>
	* INDICATES PENDING SETTLEMENT		
	** INDICATES TRANSACTION PENDING IN PRIOR YEAR		
190,000.0000	EBAY INC 3.250% 10/15/2020 DD 10/28/10	188,898.00-	190,017.10
2,430.0000	EDENRED	37,154.66-	42,599.63
325,000.0000	EI DU PONT DE NEMOUR & C 3.625% 01/15/2021 DD 09/23/10	324,541.75-	328,243.50
250,000.0000	ENERGY TRANSFER PARTNERS L P 9.700% 03/15/2019 DD 12/23/08	300,490.00-	319,310.00
550,000.0000	ENTERPRISE PRODUCTS OPER 6.450% 09/01/2040 DD 05/20/10	566,692.50-	609,042.50
2,100.0000	FACET BIOTECH CORP COM	35,273.70-	56,662.62
405,000.0000	GENERAL ELEC CAP CORP 4.375% 09/16/2020 DD 09/16/10	401,828.85-	411,731.75
4,700.0000	GLOBAL CROSSING LTD SHS NEW	50,490.22-	68,931.38
115,000.0000	GOODRICH CORP 3.600% 02/01/2021 DD 09/13/10	114,756.20-	114,471.00
100,000.0000	HALLIBURTON CO 7.450% 09/15/2039 DD 03/13/09	127,387.50-	126,539.00
2,200.0000	HARBIN ELEC INC COM	43,253.22-	37,652.36
250,000.0000	HEINZ (H J) FINANCE CO 7.125% 08/01/2039 DD 07/29/09	293,740.00-	307,072.50
360,000.0000	HONEYWELL INTL INC SR NT 5.700% 03/15/2036 DD 03/14/06	406,858.20-	397,720.80



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PROCEEDS</u>
	* INDICATES PENDING SETTLEMENT		
	** INDICATES TRANSACTION PENDING IN PRIOR YEAR		
155,000.0000	HOSPIRA INC 5.600% 09/15/2040 DD 09/10/10	154,195.55-	150,588.70
1,200.0000	HUMAN GENOME SCIENCES INC	34,522.56-	29,336.86
18.0000	IBERDROLA SA - RTS	3.92-	3.55
10.0000	IBERDROLA SA - RTS	2.52-	2.36
900,000.0000	IBM CORP 5.600% 11/30/2039 DD 11/30/09	960,165.00-	1,014,546.30
270,000.0000	INDIANAPOLIS IND LOC PUB IMPT 6.116% 01/15/2040 DD 03/04/10	287,012.70-	290,682.40
185,000.0000	JOHNSON & JOHNSON 4.500% 09/01/2040 DD 08/17/10	181,085.40-	179,979.10
4,200.0000	KENDLE INTL INC	73,857.84-	34,340.71
480,000.0000	KINDER MORGAN ENER PART 6.550% 09/15/2040 DD 05/19/10	502,399.60-	529,370.50
150,000.0000	KROGER CO SR NT 6.900% 04/15/2038 DD 03/27/08	176,403.00-	183,611.80
135,000.0000	KROGER CO/THE 5.400% 07/15/2040 DD 07/13/10	133,810.65-	140,911.65
6,700.0000	LA-Z-BOY INC	99,250.67-	61,667.76
145,000.0000	LILLY ELI & CO NT 5.950% 11/15/2037 DD 03/06/09	166,380.25-	172,254.20
365,000.0000	LOS ANGELES CALIF UNI SCH DIST 5.750% 07/01/2034 DD 10/15/09	366,368.75-	348,902.40



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PROCEEDS</u>
	* INDICATES PENDING SETTLEMENT		
	** INDICATES TRANSACTION PENDING IN PRIOR YEAR		
300,000.0000	LOWE'S COMPANIES INC 5.800% 04/15/2040 DD 04/15/10	314,910.00-	344,703.00
150,000.0000	MARATHON OIL CORP 6.600% 10/01/2037 DD 09/27/07	161,437.50-	172,407.00
350,000.0000	MCDONALDS CORP 6.300% 03/01/2038 DD 02/29/08	414,277.50-	407,844.50
250,000.0000	MERCK & CO INC 6.300% 01/01/2026 DD 01/01/96	282,125.00-	305,535.00
100,000.0000	MERRILL LYNCH & CO INC SUB NT 6.220% 09/15/2026 DD 09/12/06	101,402.00-	105,388.00
180,000.0000	MIDAMERICAN ENERGY HOLDINGS CO 6.125% 04/01/2036 DD 10/01/06	190,121.40-	200,725.95
195,000.0000	MIDAMERICAN ENERGY HOLDINGS CO 6.500% 09/15/2037 DD 08/28/07	221,867.10-	227,181.40
235,000.0000	NATIONAL CITY CORP SUB DEB 6.875% 05/15/2019 DD 05/04/99	266,038.80-	273,690.40
335,000.0000	NBC UNIVERSAL 144A 5.950% 04/01/2041 DD 10/04/10	340,934.15-	346,748.45
150,000.0000	NEW YORK ST DORM AUTH ST PERS 5.600% 03/15/2040 DD 06/03/10	147,504.00-	145,510.50
325,000.0000	NISOURCE FINANCE CORP 6.800% 01/15/2019 DD 05/20/08	359,788.00-	375,687.00
500,000.0000	NORTHROP GRUMMAN SYSTEMS CORP 7.750% 02/15/2031 DD 02/27/01	677,155.00-	678,095.00



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PROCEEDS</u>
	* INDICATES PENDING SETTLEMENT		
	** INDICATES TRANSACTION PENDING IN PRIOR YEAR		
190,000.0000	OHIO ST UNIV GEN RCPTS BUILD 4.910% 06/01/2040 DD 10/06/10	190,000.00-	188,666.20
700,000.0000	ONTARIO PROV OF DISC 06/09/2010	699,741.00-	699,741.00
300,000.0000	ORACLE CORP 6.125% 07/08/2039 DD 07/08/09	331,515.00-	338,398.15
410,000.0000	PERU REP PDI BD 144A 6.550% 03/14/2037 DD 03/14/07	493,299.70-	496,100.00
300,000.0000	PETRO CDA SR NT 5.950% 05/15/2035 DD 05/16/05	293,655.00-	315,519.00
265,000.0000	PRUDENTIAL FINANCIAL INC 6.625% 06/21/2040 DD 06/21/10	279,280.85-	305,370.10
135,000.0000	SARA LEE CORP 4.100% 09/15/2020 DD 09/07/10	134,900.10-	135,934.20
265,000.0000	SCHERING-PLOUGH 6.550% 09/15/2037 DD 09/17/07	327,854.60-	333,438.05
700.0000	SCHWEITZER-MAUDUIT INTERNATION	30,111.69-	45,054.24
450,000.0000	SOUTH AFRICA GOVERNMENT INTERN 5.500% 03/09/2020 DD 03/09/10	465,187.50-	500,035.00
165,000.0000	SOUTHERN CAL EDISON 5.500% 03/15/2040 DD 03/11/10	168,301.65-	186,961.50
2,300.0000	STRATASYS INC	56,802.41-	65,013.23
6,600.0000	SYNCHRONOSS TECHNOLOGIES INC	115,494.28-	176,107.75



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PROCEEDS</u>
	* INDICATES PENDING SETTLEMENT		
	** INDICATES TRANSACTION PENDING IN PRIOR YEAR		
245,000.0000	TELECOM ITALIA CAP GTD SR NT 6.375% 11/15/2033 DD 05/15/04	241,511.20-	245,280.90
210,000.0000	TEXAS ST 5.517% 04/01/2039 DD 08/26/09	224,401.80-	235,541.70
800.0000	TOWERS & WATSON CO COM STK	33,064.64-	39,433.81
250,000.0000	TYCO INTL LTD/TYCO INTL FIN 6.875% 01/15/2021 DD 07/15/08	300,585.00-	304,550.00
27,527.0000	UNICREDIT SPA - RIGHTS	.00	3,808.98
75,000.0000	UNITED TECHNOLOGIES CORP NT 5.400% 05/01/2035 DD 04/29/05	81,939.75-	78,564.00
1,700.0000	UNIVERSAL TECHNICAL INSTITUTE	34,885.53-	37,225.29
120,000.0000	UNUM GROUP 5.625% 09/15/2020 DD 09/15/10	119,854.80-	121,093.00
145,000.0000	WAL-MART STORES INC 5.625% 04/01/2040 DD 04/01/10	156,990.05-	153,671.00
145,000.0000	WAL-MART STORES INC 6.200% 04/15/2038 DD 04/15/08	167,669.30-	168,181.15
225,000.0000	WELLPOINT INC 5.800% 08/15/2040 DD 08/12/10	237,285.00-	227,828.25
750,000.0000	XTO ENERGY INC SR NT 6.375% 06/15/2038 DD 04/18/08	886,110.00-	946,252.50
225,000.0000	ZIMMER HOLDINGS INC 5.750% 11/30/2039 DD 11/17/09	235,919.25-	240,906.65



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WESTON FOODS, INC.
WFI-COMBINE MANAGER

5500 ACQUISITIONS/DISPOSITIONS OF ASSETS WITHIN THE SAME PLAN YEAR REPORT
FOR THE PERIOD 01 JANUARY 2010 THROUGH 31 DECEMBER 2010

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PROCEEDS</u>
	* INDICATES PENDING SETTLEMENT		
	** INDICATES TRANSACTION PENDING IN PRIOR YEAR		
4,500.0000	AAR CORP	114,260.85-	101,699.18
300,000.0000	ABBOTT LABORATORIES 6.000% 04/01/2039 DD 03/03/09	330,099.00-	348,615.60
185,000.0000	ALABAMA POWER CO 6.000% 03/01/2039 DD 03/06/09	214,618.50-	205,179.80
100,000.0000	ALCOA INC NT 5.950% 02/01/2037 DD 01/25/07	86,424.00-	85,875.00
160,000.0000	ALLEGHANY CORP 5.625% 09/15/2020 DD 09/20/10	159,409.60-	161,496.00
60,000.0000	ALTRIA GROUP INC 10.200% 02/06/2039 DD 02/06/09	88,278.00-	87,879.60
1,600.0000	AMEDISYS INC	78,146.72-	45,333.79
200,000.0000	AMERICA MOVIL S A DE DV SR NT 6.375% 03/01/2035 DD 02/25/05	208,490.00-	233,384.00
400,000.0000	ANADARKO PETROLEUM CORP 6.450% 09/15/2036 DD 09/19/06	337,000.00-	415,060.00
330,000.0000	ANGLO AMERICAN CAPITAL 144A 4.450% 09/27/2020 DD 09/27/10	332,884.05-	337,632.90
400,000.0000	ANHEUSER-BUSCH INBEV WOR 5.375% 01/15/2020 DD 10/16/09	419,716.00-	443,156.00
1,700.0000	AO SMITH CORP	80,133.45-	98,303.21
155,000.0000	ARCELORMITTAL 7.000% 10/15/2039 DD 10/08/09	162,506.65-	162,940.65



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GWIG500200
WESTON FOODS, INC.
WFI-COMBINE MANAGER

SERIES OF TRANSACTIONS IN EXCESS OF FIVE PERCENT
OF THE CURRENT VALUE OF THE PLAN ASSETS
FOR THE PERIOD 01 JANUARY 2010 THROUGH 31 DECEMBER 2010

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TRAN COUNT	SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST OF PURCHASES	5% VALUE: PROCEEDS FROM SALES	10,756,442.58 COST OF ASSETS DISPOSED	GAIN/LOSS
1	7,000,000.00	U S TREASURY BILL 0.000% 07/08/2010 DD 01/07/10	6,999,531.78	.00	.00	.00
1	7,000,000.00	U S TREASURY BILL 0.000% 07/08/2010 DD 01/07/10	.00	6,999,531.70	6,999,531.78	.08-
2	18,500,000.00	U S TREAS BD STRIP PRIN PMT 0.000% 11/15/2027 DD 11/15/97	8,955,965.00	.00	.00	.00
6	3,940,000.00	U S TREAS BD STRIP PRIN PMT 0.000% 11/15/2027 DD 11/15/97	.00	2,001,350.30	1,893,258.44	108,091.86
4	20,420,000.00	U S TREASURY BOND 0.000% 05/15/2030 DD 02/15/00	8,856,012.20	.00	.00	.00
8	8,285,000.00	U S TREASURY BOND 0.000% 05/15/2030 DD 02/15/00	.00	3,864,483.45	3,554,371.77	310,111.68
9	43,140,000.00	U S TREAS BD STRIP PRIN PMT 0.000% 08/15/2039 DD 08/17/09	12,095,604.23	.00	.00	.00
8	11,160,000.00	U S TREAS BD STRIP PRIN PMT 0.000% 08/15/2039 DD 08/17/09	.00	3,057,809.35	3,113,243.31	55,433.96-
2	2,950,000.00	U S TREASURY BOND 7.875% 02/15/2021 DD 02/15/91	4,096,169.55	.00	.00	.00
4	6,240,000.00	U S TREASURY BOND 7.875% 02/15/2021 DD 02/15/91	.00	8,679,984.52	8,514,581.48	165,403.04
3	5,198,000.00	U S TREASURY BOND 07.250% 08/15/2022 DD 08/15/92	6,979,123.78	.00	.00	.00
3	8,591,000.00	U S TREASURY BOND 07.250% 08/15/2022 DD 08/15/92	.00	11,689,126.53	11,294,296.68	394,829.85
48	67,800,000.00	U S TREASURY BOND 4.625% 02/15/2040 DD 02/15/10	72,902,982.43	.00	.00	.00
224	67,800,000.00	U S TREASURY BOND 4.625% 02/15/2040 DD 02/15/10	.00	73,735,534.40	72,902,982.43	832,551.97



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WESTON FOODS, INC.
WFI-COMBINE MANAGER

SERIES OF TRANSACTIONS IN EXCESS OF FIVE PERCENT
OF THE CURRENT VALUE OF THE PLAN ASSETS
FOR THE PERIOD 01 JANUARY 2010 THROUGH 31 DECEMBER 2010

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5% VALUE: 10,756,442.58

TRAN COUNT	SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST OF PURCHASES	PROCEEDS FROM SALES	COST OF ASSETS DISPOSED	GAIN/LOSS
99	20,740,000.00	U S TREASURY BONDS		.00		.00
		4.375% 05/15/2040 DD 05/15/10	22,693,813.22		.00	
128	20,740,000.00	U S TREASURY BONDS		22,680,704.43		13,108.79-
		4.375% 05/15/2040 DD 05/15/10	.00		22,693,813.22	
29	6,140,000.00	U S TREASURY BONDS		.00		.00
		3.875% 08/15/2040 DD 08/15/10	5,710,849.46		.00	
43	5,840,000.00	U S TREASURY BONDS		5,363,377.54		73,689.57-
		3.875% 08/15/2040 DD 08/15/10	.00		5,437,067.11	
4	8,185,000.00	U S TREASURY NOTE		.00		.00
		3.500% 05/15/2020 DD 05/15/10	8,372,443.75		.00	
24	8,185,000.00	U S TREASURY NOTE		8,513,878.27		141,434.52
		3.500% 05/15/2020 DD 05/15/10	.00		8,372,443.75	
95	31,056,308.53	BSDT-LATE MONEY DEPOSIT ACCT		.00		.00
		0.025% 12/31/2049 DD 06/26/97	31,056,308.53		.00	
93	31,055,966.82	BSDT-LATE MONEY DEPOSIT ACCT		31,055,966.82		.00
		0.025% 12/31/2049 DD 06/26/97	.00		31,055,966.82	
609	240,441,476.16	EB TEMPORARY INVESTMENT FD II		.00		.00
		0.379% 12/31/2040 DD 11/01/01	240,441,476.16		.00	
391	237,823,221.81	EB TEMPORARY INVESTMENT FD II		237,823,221.81		.00
		0.379% 12/31/2040 DD 11/01/01	.00		237,823,221.81	
2	440,521.66	JPMCB LONG CREDIT FUND		.00		.00
			8,700,000.00		.00	
5	2,940,996.07	JPMCB LONG CREDIT FUND		58,994,854.35		8,395,059.66
			.00		50,599,794.69	
3	1,013,825.48	JPMCB EAFE PLUS FUND		.00		.00
			18,313,773.18		.00	
2	239,998.17	JPMCB EAFE PLUS FUND		4,500,000.00		998,883.80
			.00		3,501,116.20	



THE BANK OF NEW YORK MELLON

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WESTON FOODS, INC.
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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
<u>INTEREST-BEARING CASH</u>					
341.7100	BNY MELLON CASH RESERVE	341.71	100.0000	341.71	0.00
TOTAL INTEREST-BEARING CASH		341.71		341.71	0.00
<u>INTEREST-BEARING CASH</u>					
9.7000	GBP (GREAT BRITISH POUNDS)	14.98	0.0000	15.19	0.21
64,610.0000	JPY (JAPANESE YEN)	779.33	0.0000	796.62	17.29
TOTAL INTEREST-BEARING CASH		794.31		811.81	17.50
<u>U. S. GOVERNMENT SECURITIES</u>					
6,505,000.0000	U S TREAS BD STRIP PRIN PMT 0.000% 02/15/2037 DD 02/15/07	2,109,723.75	30.8030	2,003,735.15	105,988.60-
8,575,000.0000	U S TREAS BD STRIP PRIN PMT 0.000% 05/15/2037 DD 08/15/07	2,698,638.25	30.3850	2,605,513.75	93,124.50-
4,900,000.0000	U S TREAS BD STRIP PRIN PMT 0.000% 02/15/2038 DD 02/15/08	1,473,332.00	29.1500	1,428,350.00	44,982.00-
7,200,000.0000	U S TREASURY BOND 0.000% 05/15/2038 DD 08/15/08	2,141,856.00	28.7900	2,072,880.00	68,976.00-
16,685,000.0000	UNITED STATES TREAS BD STRIP 0.000% 05/15/2039 DD 05/15/09	4,668,248.10	27.1910	4,536,818.35	131,429.75-
31,980,000.0000	U S TREAS BD STRIP PRIN PMT 0.000% 08/15/2039 DD 08/17/09	8,982,360.92	26.8810	8,596,543.80	385,817.12-



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
15,410,000.0000	U S TREAS BD STRIP PRIN PMT 4.375% 11/15/2039 DD 11/16/09	4,261,230.71	26.6940	4,113,545.40	147,685.31-
11,640,000.0000	U S TREAS BD STRIP PRIN PMT 0.000% 02/15/2040 DD 02/16/10	3,285,053.52	26.1890	3,048,399.60	236,653.92-
13,880,000.0000	U S TREAS BD STRIP PRIN PMT 0.000% 05/15/2040 DD 05/17/10	3,789,668.55	25.9410	3,600,610.80	189,057.75-
2,465,000.0000	U S TREASURY BOND 0.000% 05/15/2035 DD 08/15/07	837,309.60	32.3010	796,219.65	41,089.95-
6,250,000.0000	U S TREASURY BOND 0.000% 11/15/2035 DD 08/15/07	2,111,114.80	31.5370	1,971,062.50	140,052.30-
160,000.0000	U S TREASURY BOND 0.000% 05/15/2036 DD 08/15/07	54,809.60	30.7910	49,265.60	5,544.00-
440,000.0000	U S TREASURY BOND 0.000% 11/15/2036 DD 08/15/07	152,930.80	30.0460	132,202.40	20,728.40-
1,140,000.0000	U S TREASURY SEC STRIP INT PMT 0.000% 08/15/2031 DD 02/15/06	465,866.65	38.8100	442,434.00	23,432.65-
2,540,000.0000	U S TREASURY BOND 02/15/2032	1,011,270.11	37.8350	961,009.00	50,261.11-
1,400,000.0000	U S TREASURY SEC STRIP INT PMT 0.000% 08/15/2032 DD 02/15/06	574,056.00	36.9200	516,880.00	57,176.00-
515,000.0000	U S TREASURY BOND 02/15/2033	199,464.65	36.0630	185,724.45	13,740.20-
4,400,000.0000	U S TREASURY SEC STRIP INT PMT 0.000% 08/15/2034 DD 02/15/06	1,482,184.00	33.4520	1,471,888.00	10,296.00-
4,160,000.0000	U S TREASURY SEC STRIP INT PMT 0.000% 08/15/2035 DD 02/15/06	1,486,950.40	31.8520	1,325,043.20	161,907.20-



THE BANK OF NEW YORK MELLON

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WESTON FOODS, INC.
WFI-COMBINE MANAGER

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
715,000.0000	U S TREASURY BOND 0.000% 02/15/2037 DD 02/15/07	228,985.90	29.6690	212,133.35	16,852.55-
1,920,000.0000	U S TREASURY BOND 0.000% 11/15/2030 DD 08/15/07	810,633.30	40.3100	773,952.00	36,681.30-
1,950,000.0000	U S TREASURY BOND 0.000% 11/15/2032 DD 08/15/07	728,526.94	36.5050	711,847.50	16,679.44-
2,315,000.0000	U S TREASURY BOND 0.000% 05/15/2033 DD 08/15/07	851,853.80	35.6110	824,394.65	27,459.15-
1,200,000.0000	U S TREASURY BOND 0.000% 11/15/2033 DD 08/15/07	445,944.00	34.7290	416,748.00	29,196.00-
200,000.0000	U S TREASURY BOND 0.000% 05/15/2034 DD 08/15/07	74,728.00	33.8730	67,746.00	6,982.00-
1,055,000.0000	U S TREASURY BOND 0.000% 11/15/2034 DD 08/15/07	377,795.50	33.0280	348,445.40	29,350.10-
2,335,000.0000	U S TREASURY BOND 0.000% 11/15/2037 DD 08/15/08	652,320.50	28.6070	667,973.45	15,652.95
TOTAL U. S. GOVERNMENT SECURITIES		45,956,856.35		43,881,366.00	2,075,490.35-
<u>U. S. GOVERNMENT SECURITIES</u>					
1,780,000.0000	U S TREAS BD STRIP PRIN PMT 0.000% 11/15/2026 DD 11/15/96	894,752.60	50.4810	898,561.80	3,809.20
3,900,000.0000	U S TREAS BD STRIP PRIN PMT 0.000% 02/15/2027 DD 02/15/97	1,939,782.00	49.8300	1,943,370.00	3,588.00
2,670,000.0000	U S TREAS BD STRIP PRIN PMT 0.000% 08/15/2027 DD 08/15/97	1,355,600.00	48.5590	1,296,525.30	59,074.70-



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WESTON FOODS, INC.
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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
14,560,000.0000	U S TREAS BD STRIP PRIN PMT 0.000% 11/15/2027 DD 11/15/97	7,062,706.56	47.9150	6,976,424.00	86,282.56-
215,000.0000	U S TREAS BD STRIP PRIN PMT 0.000% 08/15/2028 DD 08/17/98	102,686.15	46.1260	99,170.90	3,515.25-
650,000.0000	U S TREASURY BOND 0.000% 11/15/2028 DD 11/16/98	340,099.50	45.5580	296,127.00	43,972.50-
4,885,000.0000	U S TREAS BD STRIP PRIN PMT ON 6.125% 08/15/2029	2,185,224.35	43.9590	2,147,397.15	37,827.20-
12,135,000.0000	U S TREASURY BOND 0.000% 05/15/2030 DD 02/15/00	5,301,640.43	42.3510	5,139,293.85	162,346.58-
820,000.0000	U S TREAS BD STRIP PRIN PMT 02/15/2031 DD 02/15/2001	349,449.50	40.9730	335,978.60	13,470.90-
7,285,000.0000	U S TREAS BD STRIP PRIN PMT 0.000% 02/15/2036 DD 02/15/06	2,496,839.75	32.2160	2,346,935.60	149,904.15-
705,000.0000	U S TREASURY BOND 6.000% 02/15/2026 DD 02/15/96	877,506.45	123.6410	871,669.05	5,837.40-
300,000.0000	U S TREASURY BONDS 3.875% 08/15/2040 DD 08/15/10	273,782.35	92.1090	276,327.00	2,544.65
2,390,000.0000	U S TREASURY BOND 05/15/2026	1,388,327.10	50.9250	1,217,107.50	171,219.60-
7,300,000.0000	U S TREASURY BOND 0.000% 08/15/2026 DD 08/15/96	3,691,172.00	50.1540	3,661,242.00	29,930.00-
5,000,000.0000	U S TREASURY BOND ZEROCPN 05/15/2027	2,390,350.00	48.1090	2,405,450.00	15,100.00
1,800,000.0000	U S TREASURY BOND 0.000% 08/15/2027 DD 08/15/97	861,174.00	47.4900	854,820.00	6,354.00-



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
3,240,000.0000	U S TREASURY BOND 0.000% 02/15/2028 DD 08/17/98	1,535,997.31	46.2510	1,498,532.40	37,464.91-
5,500,000.0000	U S TREASURY BOND 0.000% 08/15/2028 DD 08/15/98	2,512,015.00	45.0190	2,476,045.00	35,970.00-
1,070,000.0000	U S TREAS STRIP INT PMT 0.000% 11/15/2028 DD 11/16/98	469,772.80	44.4650	475,775.50	6,002.70
865,000.0000	U S TREASURY BOND 0.000% 02/15/2029 DD 02/16/99	381,957.21	43.9480	380,150.20	1,807.01-
745,000.0000	U S TREASURY BOND 08/15/2029	369,855.25	42.8530	319,254.85	50,600.40-
380,000.0000	U S TREASURY BOND 0.000% 05/15/2029 DD 02/15/00	172,945.60	43.4130	164,969.40	7,976.20-
4,225,000.0000	U S TREASURY BOND 0.000% 11/15/2029 DD 02/15/00	1,821,304.55	42.3290	1,788,400.25	32,904.30-
4,000,000.0000	U S TREASURY BOND 0.000% 05/15/2030 DD 02/15/00	1,721,653.65	41.2740	1,650,960.00	70,693.65-
3,330,000.0000	U S TREAS STRIP 0.000% 02/15/2031 DD 02/15/01	1,405,527.80	39.7810	1,324,707.30	80,820.50-
TOTAL U. S. GOVERNMENT SECURITIES		41,902,121.91		40,845,194.65	1,056,927.26-
<u>CORPORATE DEBT INSTRUMENTS - PREFERRED</u>					
930,000.0000	AT&T INC 6.500% 09/01/2037 DD 08/31/07	1,018,737.00	107.8450	1,002,958.50	15,778.50-
215,000.0000	AT&T INC 6.300% 01/15/2038 DD 12/06/07	236,639.75	105.4950	226,814.25	9,825.50-



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
320,000.0000	ABBOTT LABORATORIES 6.150% 11/30/2037 DD 11/09/07	369,635.20	114.3070	365,782.40	3,852.80-
305,000.0000	ABBOTT LABORATORIES 5.300% 05/27/2040 DD 05/27/10	340,773.45	102.7140	313,277.70	27,495.75-
215,000.0000	AMERICAN INTL GROUP 6.400% 12/15/2020 DD 12/03/10	215,285.50	104.9210	225,580.15	10,294.65
215,000.0000	AMGEN INC 6.375% 06/01/2037 DD 12/01/07	242,526.45	114.3990	245,957.85	3,431.40
285,000.0000	AMGEN INC 4.950% 10/01/2041 DD 09/16/10	282,668.70	94.1320	268,276.20	14,392.50-
190,000.0000	APACHE CORP 5.100% 09/01/2040 DD 08/20/10	187,978.40	97.1640	184,611.60	3,366.80-
155,000.0000	ASTRAZENECA PLC 6.450% 09/15/2037 DD 09/12/07	178,801.80	118.7210	184,017.55	5,215.75
365,000.0000	AT&T INC 5.350% 09/01/2040 DD 09/02/10	364,988.06	94.0470	343,271.55	21,716.51-
230,000.0000	BG ENERGY CAPITAL PLC 4.000% 12/09/2020 DD 12/09/10	227,348.10	98.2040	225,869.20	1,478.90-
200,000.0000	BAKER HUGHES INC 5.125% 09/15/2040 DD 08/24/10	199,140.00	97.6780	195,356.00	3,784.00-
345,000.0000	BANK ONE CORP 8.000% 04/29/2027 DD 04/29/97	421,006.95	123.1140	424,743.30	3,736.35
125,000.0000	BANK OF AMERICA CORP 5.625% 07/01/2020 DD 06/22/10	130,317.21	101.9490	127,436.25	2,880.96-
385,000.0000	BELLSOUTH TELECOMMUNICATIONS I STEP 12/15/2095 DD 12/13/95	291,102.35	68.9120	265,311.20	25,791.15-



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800,000.0000	BELLSOUTH TELECOMMUNICATIONS I 6.375% 06/01/2028 DD 06/04/98	839,520.00	105.6670	845,336.00	5,816.00
545,000.0000	BURLINGTON NORTHERN SANTA FE L 5.750% 05/01/2040 DD 05/17/10	565,743.70	103.4620	563,867.90	1,875.80-
160,000.0000	BURLINGTON NORTHERN SANTA FE L 5.050% 03/01/2041 DD 09/10/10	159,409.60	92.9890	148,782.40	10,627.20-
310,000.0000	CAROLINA POWER & LIGHT CO 6.300% 04/01/2038 DD 03/13/08	373,513.50	112.7370	349,484.70	24,028.80-
240,000.0000	CINCINNATI FINANCIAL CORP 6.125% 11/01/2034 DD 11/01/04	225,568.80	94.3430	226,423.20	854.40
760,000.0000	CISCO SYSTEMS INC 5.500% 01/15/2040 DD 11/17/09	757,210.80	104.4670	793,949.20	36,738.40
315,000.0000	CITIGROUP INC 6.125% 08/25/2036 DD 08/25/06	295,232.10	95.8210	301,836.15	6,604.05
800,000.0000	CITIGROUP INC 5.875% 05/29/2037 DD 05/29/07	745,200.00	97.8290	782,632.00	37,432.00
360,000.0000	CITIGROUP INC 6.875% 03/05/2038 DD 03/05/08	392,439.60	110.9240	399,326.40	6,886.80
280,000.0000	CITIGROUP INC 8.125% 07/15/2039 DD 07/23/09	330,960.00	127.2140	356,199.20	25,239.20
345,000.0000	CITIGROUP INC 5.375% 08/09/2020 DD 08/09/10	351,818.11	103.9010	358,458.45	6,640.34
675,000.0000	CONOCOPHILLIPS 5.900% 05/15/2038 DD 05/08/08	771,310.60	109.9930	742,452.75	28,857.85-
90,000.0000	CONSOLIDATED EDISON CO OF NEW 5.700% 06/15/2040 DD 06/07/10	90,049.50	106.3760	95,738.40	5,688.90



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
250,000.0000	CODELCO INC 144A 3.750% 11/04/2020 DD 11/04/10	245,597.50	94.7530	236,882.50	8,715.00-
175,000.0000	DETROIT EDISON CO/THE 5.700% 10/01/2037 DD 10/06/05	188,622.00	104.9240	183,617.00	5,005.00-
600,000.0000	DUKE ENERGY CAROLINAS LLC 6.000% 01/15/2038 DD 01/10/08	664,296.00	111.0580	666,348.00	2,052.00
235,000.0000	EOG RESOURCES INC 4.100% 02/01/2021 DD 11/23/10	234,003.60	98.3520	231,127.20	2,876.40-
300,000.0000	IBERDROLA INTERNATIONAL BV 6.750% 07/15/2036 DD 07/24/06	321,012.00	101.8240	305,472.00	15,540.00-
430,000.0000	EXELON GENERATION CO LLC 6.250% 10/01/2039 DD 09/23/09	446,654.40	100.6420	432,760.60	13,893.80-
195,000.0000	FLORIDA POWER & LIGHT CO 4.950% 06/01/2035 DD 06/07/05	203,619.00	95.8810	186,967.95	16,651.05-
165,000.0000	FLORIDA POWER & LIGHT 5.250% 02/01/2041 DD 12/09/10	164,590.80	101.1950	166,971.75	2,380.95
460,000.0000	SWISS RE SOLUTIONS HOLDING COR 7.000% 02/15/2026 DD 02/26/96	488,820.40	103.6060	476,587.60	12,232.80-
250,000.0000	SWISS RE SOLUTIONS HOLDING COR 6.450% 03/01/2019 DD 03/01/99	264,977.50	106.7410	266,852.50	1,875.00
1,375,000.0000	GENERAL ELECTRIC CAPITAL CORP 6.150% 08/07/2037 DD 08/07/07	1,377,045.00	105.4090	1,449,373.75	72,328.75
130,000.0000	GENERAL ELECTRIC CAPITAL CORP 5.875% 01/14/2038 DD 01/14/08	130,676.00	103.8050	134,946.50	4,270.50
300,000.0000	GENERAL ELECTRIC CAPITAL CORP 6.875% 01/10/2039 DD 01/09/09	328,515.00	115.5660	346,698.00	18,183.00



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
245,000.0000	GLAXOSMITHKLINE CAPITAL INC 6.375% 05/15/2038 DD 05/13/08	278,437.60	118.1910	289,567.95	11,130.35
1,405,000.0000	GOLDMAN SACHS GROUP INC/THE 6.750% 10/01/2037 DD 10/03/07	1,367,408.60	102.2400	1,436,472.00	69,063.40
600,000.0000	HSBC BANK USA NA/NEW YORK NY 5.875% 11/01/2034 DD 10/25/04	586,434.00	99.0620	594,372.00	7,938.00
260,000.0000	HSBC HOLDINGS PLC 6.500% 09/15/2037 DD 09/12/07	282,678.20	104.7240	272,282.40	10,395.80-
170,000.0000	HALLIBURTON CO 6.700% 09/15/2038 DD 09/12/08	185,353.20	117.4300	199,631.00	14,277.80
360,000.0000	HONEYWELL INTERNATIONAL INC 5.700% 03/15/2037 DD 03/15/07	397,317.60	109.5310	394,311.60	3,006.00-
445,000.0000	INTERNATIONAL BUSINESS MACHINE 6.220% 08/01/2027 DD 08/01/97	536,336.25	115.4740	513,859.30	22,476.95-
505,000.0000	JPMORGAN CHASE & CO 4.250% 10/15/2020 DD 10/21/10	502,525.50	97.6650	493,208.25	9,317.25-
840,000.0000	JP MORGAN CHASE CAPITAL XXV 6.800% 10/01/2037 DD 09/26/07	820,588.38	103.1090	866,115.60	45,527.22
460,000.0000	JOHNSON & JOHNSON 5.950% 08/15/2037 DD 08/16/07	527,801.70	116.8360	537,445.60	9,643.90
280,000.0000	JPMORGAN CHASE CAPITAL XXVII 7.000% 11/01/2039 DD 10/27/09	289,084.60	104.7030	293,168.40	4,083.80
115,000.0000	KONINKLIJKE PHILIPS ELECTRONIC 6.875% 03/11/2038 DD 03/11/08	143,462.50	119.2530	137,140.95	6,321.55-
295,000.0000	KOREA GAS CORP 144A 4.250% 11/02/2020 DD 11/02/10	293,527.95	94.8760	279,884.20	13,643.75-



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485,000.0000	LOCKHEED MARTIN CORP 5.720% 06/01/2040 DD 05/25/10	510,132.70	104.3800	506,243.00	3,889.70-
290,000.0000	MASSACHUSETTS ELECTRIC CO 5.900% 11/15/2039 DD 11/18/09	314,017.80	103.6610	300,616.90	13,400.90-
350,000.0000	MERCK & CO INC 6.400% 03/01/2028 DD 03/01/98	409,629.50	115.1730	403,105.50	6,524.00-
750,000.0000	MERRILL LYNCH & CO INC 7.750% 05/14/2038 DD 05/14/08	803,717.62	103.7830	778,372.50	25,345.12-
245,000.0000	METLIFE INC 5.875% 02/06/2041 DD 08/06/10	242,717.30	105.4330	258,310.85	15,593.55
250,000.0000	MICROSOFT CORP 5.200% 06/01/2039 DD 05/18/09	270,654.15	104.4120	261,030.00	9,624.15-
125,000.0000	MICROSOFT CORP 4.500% 10/01/2040 DD 09/27/10	123,638.75	93.6160	117,020.00	6,618.75-
120,000.0000	MIDAMERICAN FUNDING LLC 6.927% 03/01/2029 DD 03/01/00	144,486.00	115.6590	138,790.80	5,695.20-
600,000.0000	MIDAMERICAN ENERGY CO 6.750% 12/30/2031 DD 02/08/02	703,146.00	116.8130	700,878.00	2,268.00-
460,000.0000	MORGAN STANLEY 5.625% 09/23/2019 DD 09/23/09	445,832.00	101.9680	469,052.80	23,220.80
400,000.0000	MORGAN STANLEY 5.500% 01/26/2020 DD 01/26/10	412,516.00	100.8030	403,212.00	9,304.00-
150,000.0000	MOTIVA ENTERPRISES LLC 6.850% 01/15/2040 DD 01/11/10	166,597.50	116.2250	174,337.50	7,740.00
290,000.0000	NATIONAL RURAL UTILITIES COOPE 10.375% 11/01/2018 DD 10/30/08	398,810.90	137.9420	400,031.80	1,220.90



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500,000.0000	NATIONWIDE MUTUAL INSURANCE CO 9.375% 08/15/2039 DD 08/10/09	576,934.00	115.9820	579,910.00	2,976.00
40,000.0000	NEW YORK LIFE INSURANCE CO 6.750% 11/15/2039 DD 10/08/09	46,224.40	117.9100	47,164.00	939.60
650,000.0000	STATOIL ASA 7.150% 01/15/2029 DD 01/15/99	798,323.00	123.2910	801,391.50	3,068.50
435,000.0000	NORTHWESTERN MUTUAL LIFE INSUR 6.063% 03/30/2040 DD 03/26/10	467,691.15	110.4540	480,474.90	12,783.75
265,000.0000	OGLETHORPE POWER CORP 5.950% 11/01/2039 DD 11/03/09	297,241.05	103.4940	274,259.10	22,981.95-
1,025,000.0000	ORACLE CORP 5.375% 07/15/2040 DD 07/19/10	1,019,422.65	101.2610	1,037,925.25	18,502.60
325,000.0000	PPL ELECTRIC UTILITIES CORP 6.450% 08/15/2037 DD 08/13/07	381,891.25	115.4930	375,352.25	6,539.00-
60,000.0000	PACIFICORP 6.100% 08/01/2036 DD 02/01/07	65,329.80	110.9630	66,577.80	1,248.00
305,000.0000	PACIFICORP 5.750% 04/01/2037 DD 03/14/07	323,260.35	106.3140	324,257.70	997.35
75,000.0000	PACIFICORP 6.250% 10/15/2037 DD 10/03/07	87,804.00	113.3260	84,994.50	2,809.50-
125,000.0000	PEPSICO INC/DE 7.000% 03/01/2029 DD 03/08/99	159,248.75	122.9890	153,736.25	5,512.50-
190,000.0000	PFIZER INC 7.200% 03/15/2039 DD 03/24/09	243,663.20	129.4040	245,867.60	2,204.40
215,000.0000	PHARMACIA CORP 6.600% 12/01/2028 DD 12/09/98	258,341.85	115.5390	248,408.85	9,933.00-



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175,000.0000	PHILIP MORRIS INTERNATIONAL IN 6.375% 05/16/2038 DD 05/16/08	197,986.25	116.0690	203,120.75	5,134.50
350,000.0000	POTOMAC ELECTRIC POWER CO 6.500% 11/15/2037 DD 11/16/07	419,268.50	115.4770	404,169.50	15,099.00-
200,000.0000	PRESIDENT AND FELLOWS OF HARVA 6.500% 01/15/2039 DD 12/12/08	243,378.00	118.2360	236,472.00	6,906.00-
285,000.0000	PUBLIC SERVICE CO OF COLORADO 6.250% 09/01/2037 DD 08/15/07	346,260.75	115.0290	327,832.65	18,428.10-
160,000.0000	PUBLIC SERVICE CO OF COLORADO 6.500% 08/01/2038 DD 08/13/08	197,508.80	118.0840	188,934.40	8,574.40-
310,000.0000	ROCHE HOLDINGS INC 7.000% 03/01/2039 DD 02/25/09	400,520.20	126.0970	390,900.70	9,619.50-
105,000.0000	SHELL INTERNATIONAL FINANCE BV 6.375% 12/15/2038 DD 12/11/08	122,528.17	118.5230	124,449.15	1,920.98
400,000.0000	SIEMENS NV 144A 6.125% 08/17/2026 DD 08/16/06	449,820.00	112.8910	451,564.00	1,744.00
175,000.0000	SOUTHERN CALIFORNIA EDISON CO 6.000% 01/15/2034 DD 01/14/04	204,396.50	109.9380	192,391.50	12,005.00-
425,000.0000	SOUTHERN CALIFORNIA EDISON CO 4.500% 09/01/2040 DD 08/30/10	422,297.00	90.1520	383,146.00	39,151.00-
145,000.0000	TARGET CORP 7.000% 01/15/2038 DD 01/17/08	182,568.03	122.5940	177,761.30	4,806.73-
600,000.0000	TRANSCANADA PIPELINES LTD 6.100% 06/01/2040 DD 06/01/10	630,942.00	110.0780	660,468.00	29,526.00
170,000.0000	UNILEVER CAPITAL CORP 5.900% 11/15/2032 DD 11/12/02	203,388.00	111.8630	190,167.10	13,220.90-



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500,000.0000	UNION ELECTRIC CO 8.450% 03/15/2039 DD 03/20/09	712,955.00	138.3220	691,610.00	21,345.00-
525,000.0000	UNITED TECHNOLOGIES CORP 6.125% 07/15/2038 DD 05/16/08	583,506.00	115.1470	604,521.75	21,015.75
655,000.0000	VERIZON COMMUNICATIONS INC 8.950% 03/01/2039 DD 11/04/08	968,335.20	142.5090	933,433.95	34,901.25-
395,000.0000	VERIZON COMMUNICATIONS INC 5.850% 09/15/2035 DD 09/13/05	395,599.84	103.4360	408,572.20	12,972.36
455,000.0000	VIRGINIA ELECTRIC AND POWER CO 6.350% 11/30/2037 DD 12/04/07	513,670.67	114.4670	520,824.85	7,154.18
70,000.0000	VIRGINIA ELECTRIC AND POWER CO 8.875% 11/15/2038 DD 11/06/08	104,031.20	144.9620	101,473.40	2,557.80-
1,485,000.0000	WAL-MART STORES INC 6.500% 08/15/2037 DD 08/24/07	1,765,790.15	117.4850	1,744,652.25	21,137.90-
250,000.0000	WAL-MART STORES INC 5.000% 10/25/2040 DD 10/25/10	243,186.40	97.1260	242,815.00	371.40-
640,000.0000	WELLS FARGO BANK NA 5.950% 08/26/2036 DD 08/29/06	637,497.60	102.2090	654,137.60	16,640.00
900,000.0000	WYETH 5.950% 04/01/2037 DD 03/27/07	1,022,276.55	110.6630	995,967.00	26,309.55-
TOTAL CORPORATE DEBT INSTRUMENTS - PREFERRED		42,513,292.99		42,416,521.45	96,771.54-



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<u>CORPORATE DEBT INSTRUMENTS</u>					
320,000.0000	TIME WARNER INC 7.700% 05/01/2032 DD 04/08/02	366,758.40	122.0690	390,620.80	23,862.40
840,000.0000	NEW CINGULAR WIRELESS SERVICES 8.750% 03/01/2031 DD 09/01/01	1,137,662.40	135.2080	1,135,747.20	1,915.20-
150,000.0000	AETNA INC NEW SR NT 6.750% 12/15/2037 DD 12/04/07	165,534.00	112.5870	168,880.50	3,346.50
165,000.0000	AGRIUM INC 7.125% 05/23/2036 DD 05/24/06	199,204.50	114.8330	189,474.45	9,730.05-
195,000.0000	AGRIUM INC 6.125% 01/15/2041 DD 12/20/10	192,872.55	105.9100	206,524.50	13,651.95
105,000.0000	ALCOA INC 5.900% 02/01/2027 DD 01/25/07	91,508.55	97.5650	102,443.25	10,934.70
130,000.0000	ALCOA INC 6.150% 08/15/2020 DD 08/03/10	137,727.20	102.6900	133,497.00	4,230.20-
250,000.0000	ALLEGHENY ENERGY SUPPLY CO LLC 6.750% 10/15/2039 DD 10/01/09	246,172.50	95.7060	239,265.00	6,907.50-
495,000.0000	ALLTEL CORP 7.875% 07/01/2032 DD 06/19/02	607,691.30	127.7660	632,441.70	24,750.40
550,000.0000	ALTRIA GROUP INC 9.950% 11/10/2038 DD 11/10/08	684,552.00	140.9130	775,021.50	90,469.50
245,000.0000	HESS CORP 7.875% 10/01/2029 DD 10/01/99	312,617.55	125.5020	307,479.90	5,137.65-
515,000.0000	ANADARKO PETROLEUM CORP 6.200% 03/15/2040 DD 03/16/10	513,328.75	97.6180	502,732.70	10,596.05-



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
225,000.0000	ANHEUSER-BUSCH COS INC 6.800% 08/20/2032 DD 06/22/01	267,320.25	117.0220	263,299.50	4,020.75-
180,000.0000	ANHEUSER-BUSCH INBEV WORLDWIDE 8.200% 01/15/2039 DD 01/12/09	232,192.80	135.6600	244,188.00	11,995.20
150,000.0000	AON CORP 8.205% 01/01/2027 DD 01/01/09	159,549.00	107.5020	161,253.00	1,704.00
160,000.0000	AON CORP 6.250% 09/30/2040 DD 09/10/10	158,534.40	102.7980	164,476.80	5,942.40
290,000.0000	ASSURANT INC 6.750% 02/15/2034 DD 02/18/04	286,931.80	98.2410	284,898.90	2,032.90-
350,000.0000	BAE SYSTEMS HOLDINGS INC 6.375% 06/01/2019 DD 06/04/09	390,138.00	111.1450	389,007.50	1,130.50-
170,000.0000	BARRICK PD AUSTRALIA FINANCE P 5.950% 10/15/2039 DD 10/16/09	190,695.80	105.8860	180,006.20	10,689.60-
285,000.0000	CBS CORP 5.900% 10/15/2040 DD 10/08/10	275,019.95	96.3280	274,534.80	485.15-
415,000.0000	CNA FINANCIAL CORP 5.875% 08/15/2020 DD 08/10/10	415,531.00	99.5670	413,203.05	2,327.95-
300,000.0000	CSX CORP 6.150% 05/01/2037 DD 04/25/07	317,319.00	107.5160	322,548.00	5,229.00
100,000.0000	CSX CORP 6.220% 04/30/2040 DD 03/24/10	107,578.00	108.5640	108,564.00	986.00
85,000.0000	MIDAMERICAN ENERGY HOLDINGS CO 8.480% 09/15/2028 DD 09/22/98	111,144.30	128.7230	109,414.55	1,729.75-
185,000.0000	CAMERON INTERNATIONAL CORP 7.000% 07/15/2038 DD 06/26/08	215,948.85	109.2330	202,081.05	13,867.80-



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
95,000.0000	CANADIAN NATURAL RESOURCES LTD 6.250% 03/15/2038 DD 03/19/07	98,626.15	110.4930	104,968.35	6,342.20
500,000.0000	CAPITAL ONE CAPITAL VI 8.875% 05/15/2040 DD 11/13/09	517,500.00	104.1250	520,625.00	3,125.00
135,000.0000	CLIFFS NATURAL RESOURCES INC 6.250% 10/01/2040 DD 09/20/10	132,644.25	97.3540	131,427.90	1,216.35-
1,490,000.0000	COMCAST CORP 6.450% 03/15/2037 DD 03/02/06	1,580,935.58	106.8460	1,592,005.40	11,069.82
145,000.0000	CONSTELLATION ENERGY GROUP INC 7.600% 04/01/2032 DD 03/26/02	176,218.50	113.1720	164,099.40	12,119.10-
810,000.0000	DEUTSCHE TELEKOM INTL FIN B V 9.250% 06/01/2032 DD 05/29/02	1,062,606.60	140.3990	1,137,231.90	74,625.30
150,000.0000	DEVON FINANCING CORP ULC 7.875% 09/30/2031 DD 10/03/01	196,513.50	131.8440	197,766.00	1,252.50
130,000.0000	DEVON ENERGY CORP 7.950% 04/15/2032 DD 03/25/02	161,032.30	132.7800	172,614.00	11,581.70
205,000.0000	DIRECTV HOLDINGS LLC 5.200% 03/15/2020 DD 03/11/10	206,795.80	103.6680	212,519.40	5,723.60
295,000.0000	DIRECTV HOLDINGS LLC / DIRECTV 6.000% 08/15/2040 DD 08/17/10	291,044.05	100.3930	296,159.35	5,115.30
425,000.0000	DOW CHEMICAL CO/THE 9.400% 05/15/2039 DD 05/13/09	584,775.00	145.1430	616,857.75	32,082.75
85,000.0000	EASTMAN CHEMICAL CO 4.500% 01/15/2021 DD 12/10/10	83,997.00	98.0150	83,312.75	684.25-
350,000.0000	EL PASO NATURAL GAS CO 9.125% 06/15/2032 DD 06/15/03	406,654.50	117.6210	411,673.50	5,019.00



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
300,000.0000	EMBARQ CORP 7.995% 06/01/2036 DD 05/17/06	299,451.00	109.1880	327,564.00	28,113.00
120,000.0000	ENERGY TRANSFER PARTNERS LP 6.625% 10/15/2036 DD 10/23/06	123,130.80	105.4220	126,506.40	3,375.60
290,000.0000	ENTERGY TEXAS INC 7.125% 02/01/2019 DD 01/30/09	334,593.30	116.4730	337,771.70	3,178.40
120,000.0000	ENTERPRISE PRODUCTS OPERATING 6.650% 10/15/2034 DD 10/04/04	128,310.00	108.9690	130,762.80	2,452.80
395,000.0000	FIFTH THIRD BANCORP 8.250% 03/01/2038 DD 03/04/08	448,768.55	115.0850	454,585.75	5,817.20
705,000.0000	FIRSTENERGY SOLUTIONS CORP 6.800% 08/15/2039 DD 08/07/09	693,263.25	96.9200	683,286.00	9,977.25-
700,000.0000	GTE CORP 6.940% 04/15/2028 DD 04/15/98	753,515.00	112.9000	790,300.00	36,785.00
305,000.0000	GOLD FIELDS OROGEN HOLDING BVI 4.875% 10/07/2020 DD 10/07/10	302,855.85	95.6630	291,772.15	11,083.70-
465,000.0000	HARTFORD FINANCIAL SERVICES GR 6.100% 10/01/2041 DD 10/10/06	407,034.44	94.4430	439,159.95	32,125.51
185,000.0000	HESS CORP 6.000% 01/15/2040 DD 12/14/09	189,636.10	104.8160	193,909.60	4,273.50
75,000.0000	HESS CORP 5.600% 02/15/2041 DD 08/10/10	75,583.41	99.2730	74,454.75	1,128.66-
735,000.0000	HOME DEPOT INC 5.875% 12/16/2036 DD 12/19/06	727,352.55	104.0150	764,510.25	37,157.70
210,000.0000	INTERNATIONAL PAPER CO 7.300% 11/15/2039 DD 12/07/09	233,367.76	113.9440	239,282.40	5,914.64



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
425,000.0000	JEFFERIES GROUP INC 6.450% 06/08/2027 DD 06/08/07	405,375.00	95.6120	406,351.00	976.00
540,000.0000	KINDER MORGAN ENERGY PARTNERS 5.800% 03/15/2035 DD 03/15/05	499,223.10	95.2510	514,355.40	15,132.30
140,000.0000	KINDER MORGAN ENERGY PARTNERS 6.500% 02/01/2037 DD 01/30/07	143,879.40	103.1900	144,466.00	586.60
280,000.0000	KRAFT FOODS INC 6.875% 02/01/2038 DD 12/12/07	324,130.80	116.1060	325,096.80	966.00
160,000.0000	KRAFT FOODS INC 6.875% 01/26/2039 DD 05/22/08	195,657.60	116.5060	186,409.60	9,248.00-
435,000.0000	KRAFT FOODS INC 6.500% 02/09/2040 DD 02/08/10	467,622.39	112.0630	487,474.05	19,851.66
250,000.0000	LINCOLN NATIONAL CORP 6.150% 04/07/2036 DD 04/06/06	235,915.00	98.7260	246,815.00	10,900.00
215,000.0000	LOCKHEED MARTIN CORP 7.750% 05/01/2026 DD 05/01/96	268,868.25	125.9360	270,762.40	1,894.15
200,000.0000	LORILLARD TOBACCO CO 8.125% 05/01/2040 DD 04/12/10	208,196.00	102.5360	205,072.00	3,124.00-
130,000.0000	MEAD JOHNSON NUTRITION CO 5.900% 11/01/2039 DD 05/01/10	140,535.20	103.5270	134,585.10	5,950.10-
145,000.0000	METLIFE INC 10.750% 08/01/2069 DD 07/08/09	195,950.00	134.0000	194,300.00	1,650.00-
195,000.0000	MIDAMERICAN ENERGY HOLDINGS CO 5.950% 05/15/2037 DD 05/11/07	215,024.85	105.4820	205,689.90	9,334.95-
125,000.0000	NBC UNIVERSAL INC 6.400% 04/30/2040 DD 04/30/10	136,366.25	106.1960	132,745.00	3,621.25-



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200,000.0000	NEVADA POWER CO 6.650% 04/01/2036 DD 10/01/06	226,740.00	111.8830	223,766.00	2,974.00-
115,000.0000	NEVADA POWER CO 5.375% 09/15/2040 DD 09/14/10	115,860.20	96.2350	110,670.25	5,189.95-
250,000.0000	NEWMONT MINING CORP 5.875% 04/01/2035 DD 03/22/05	251,177.50	104.5660	261,415.00	10,237.50
310,000.0000	NEWS AMERICA HOLDINGS INC 7.750% 12/01/2045 DD 12/01/95	375,332.50	118.8490	368,431.90	6,900.60-
260,000.0000	NEWS AMERICA INC 6.200% 12/15/2034 DD 12/03/04	269,627.80	104.9990	272,997.40	3,369.60
190,000.0000	NEWS AMERICA INC 6.400% 12/15/2035 DD 12/23/05	206,716.20	107.4400	204,136.00	2,580.20-
115,000.0000	NEXEN INC 7.500% 07/30/2039 DD 07/30/09	119,039.85	108.7490	125,061.35	6,021.50
240,000.0000	NISOURCE FINANCE CORP 6.250% 12/15/2040 DD 12/08/10	238,626.30	101.6580	243,979.20	5,352.90
100,000.0000	NORFOLK SOUTHERN CORP 7.050% 05/01/2037 DD 05/19/97	127,844.00	119.5020	119,502.00	8,342.00-
120,000.0000	NORFOLK SOUTHERN CORP 7.250% 02/15/2031 DD 02/06/01	142,698.00	119.7340	143,680.80	982.80
565,000.0000	NORTHROP GRUMMAN CORP 5.050% 11/15/2040 DD 11/08/10	556,914.85	93.4280	527,868.20	29,046.65-
205,000.0000	OGLETHORPE POWER CORP 5.375% 11/01/2040 DD 11/09/10	204,487.50	95.7570	196,301.85	8,185.65-
500,000.0000	ONCOR ELECTRIC DELIVERY CO LLC 7.250% 01/15/2033 DD 07/15/03	588,935.00	118.5870	592,935.00	4,000.00



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125,000.0000	ONCOR ELECTRIC DELIVERY CO LLC 7.500% 09/01/2038 DD 03/01/09	160,142.50	121.6600	152,075.00	8,067.50-
125,000.0000	ONCOR ELECTRIC DELIVERY CO LLC 5.250% 09/30/2040 DD 09/13/10	124,080.00	96.0550	120,068.75	4,011.25-
160,000.0000	PACIFIC GAS & ELECTRIC CO 6.050% 03/01/2034 DD 03/23/04	171,120.00	109.4900	175,184.00	4,064.00
625,000.0000	PEMEX PROJECT FUNDING MASTER T 6.625% 06/15/2038 DD 12/15/08	642,654.75	101.5730	634,831.25	7,823.50-
350,000.0000	PETROBRAS INTERNATIONAL FINANC 6.875% 01/20/2040 DD 10/30/09	352,800.00	105.0400	367,640.00	14,840.00
410,000.0000	PETROLEOS MEXICANOS 5.500% 01/21/2021 DD 07/21/10	405,945.10	101.2500	415,125.00	9,179.90
250,000.0000	PLAINS ALL AMERICAN PIPELINE L 6.650% 01/15/2037 DD 07/15/07	246,315.00	105.1080	262,770.00	16,455.00
150,000.0000	PROGRESS ENERGY INC 6.000% 12/01/2039 DD 11/19/09	159,973.50	105.6740	158,511.00	1,462.50-
300,000.0000	PRUDENTIAL FINANCIAL INC 5.900% 03/17/2036 DD 03/23/06	280,914.00	101.4390	304,317.00	23,403.00
40,000.0000	PRUDENTIAL FINANCIAL INC 5.700% 12/14/2036 DD 12/14/06	37,538.80	99.1930	39,677.20	2,138.40
120,000.0000	PRUDENTIAL FINANCIAL INC 6.200% 11/15/2040 DD 11/18/10	121,106.40	105.7850	126,942.00	5,835.60
480,000.0000	PUGET SOUND ENERGY INC 5.764% 07/15/2040 DD 06/29/10	480,000.00	99.4780	477,494.40	2,505.60-
425,000.0000	RALCORP HOLDINGS INC 6.625% 08/15/2039 DD 02/15/10	438,055.50	103.5980	440,291.50	2,236.00



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500,000.0000	RIO TINTO FINANCE USA LTD 7.125% 07/15/2028 DD 06/27/08	576,921.37	122.7370	613,685.00	36,763.63
295,000.0000	SAFEWAY INC 7.250% 02/01/2031 DD 01/31/01	348,218.00	111.5750	329,146.25	19,071.75-
420,000.0000	SOUTHERN COPPER CORP 6.750% 04/16/2040 DD 04/16/10	443,630.20	104.7370	439,895.40	3,734.80-
400,000.0000	SPECTRA ENERGY CAPITAL LLC 7.500% 09/15/2038 DD 09/08/08	444,864.00	117.1320	468,528.00	23,664.00
395,000.0000	SUNCOR ENERGY INC 5.950% 12/01/2034 DD 12/01/03	395,434.50	101.2590	399,973.05	4,538.55
250,000.0000	TCI COMMUNICATIONS INC 7.125% 02/15/2028 DD 02/24/98	285,534.00	112.1510	280,377.50	5,156.50-
200,000.0000	TALISMAN ENERGY INC 5.850% 02/01/2037 DD 01/27/06	202,886.00	100.6490	201,298.00	1,588.00-
230,000.0000	TELECOM ITALIA CAPITAL SA 7.200% 07/18/2036 DD 07/18/06	221,929.30	93.9060	215,983.80	5,945.50-
300,000.0000	TELEFONICA EMISIONES SAU 7.045% 06/20/2036 DD 06/20/06	336,911.25	102.3180	306,954.00	29,957.25-
370,000.0000	TIME WARNER ENTERTAINMENT CO L 8.375% 03/15/2023 DD 09/15/93	476,367.60	125.5620	464,579.40	11,788.20-
425,000.0000	TIME WARNER INC 6.100% 07/15/2040 DD 07/14/10	437,234.50	104.9290	445,948.25	8,713.75
240,000.0000	TIME WARNER CABLE INC 6.550% 05/01/2037 DD 04/09/07	255,508.80	107.0700	256,968.00	1,459.20
285,000.0000	TIME WARNER CABLE INC 5.875% 11/15/2040 DD 11/15/10	279,308.63	98.9360	281,967.60	2,658.97



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290,000.0000	TRANSOCEAN INC 6.800% 03/15/2038 DD 12/11/07	286,730.85	102.4860	297,209.40	10,478.55
325,000.0000	TRANSOCEAN INC 6.500% 11/15/2020 DD 09/21/10	324,772.50	106.1720	345,059.00	20,286.50
300,000.0000	WASTE MANAGEMENT INC 7.000% 07/15/2028 DD 07/17/98	341,112.00	115.1350	345,405.00	4,293.00
325,000.0000	UNION PACIFIC CORP 5.780% 07/15/2040 DD 07/14/10	341,194.75	100.7060	327,294.50	13,900.25-
165,000.0000	UNITEDHEALTH GROUP INC 6.625% 11/15/2037 DD 11/19/07	176,614.35	112.1850	185,105.25	8,490.90
460,000.0000	VALE OVERSEAS LTD 6.875% 11/21/2036 DD 11/21/06	484,165.67	109.9980	505,990.80	21,825.13
330,000.0000	VALERO ENERGY CORP 6.625% 06/15/2037 DD 06/08/07	315,560.10	101.5630	335,157.90	19,597.80
170,000.0000	VALERO ENERGY CORP 10.500% 03/15/2039 DD 03/17/09	230,752.90	132.7440	225,664.80	5,088.10-
200,000.0000	CBS CORP 7.875% 07/30/2030 DD 08/01/00	229,506.00	118.0680	236,136.00	6,630.00
350,000.0000	VIACOM INC 6.875% 04/30/2036 DD 04/12/06	379,494.50	114.7350	401,572.50	22,078.00
250,000.0000	WEATHERFORD INTERNATIONAL LTD 6.750% 09/15/2040 DD 09/23/10	256,595.00	105.0280	262,570.00	5,975.00
225,000.0000	WELLPOINT INC 5.850% 01/15/2036 DD 01/10/06	228,525.75	103.2050	232,211.25	3,685.50
430,000.0000	WELLPOINT INC 6.375% 06/15/2037 DD 06/08/07	468,382.50	109.1580	469,379.40	996.90



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
350,000.0000	WILLIAMS COS INC/THE 7.750% 06/15/2031 DD 06/13/01	366,100.00	112.7860	394,751.00	28,651.00
TOTAL CORPORATE DEBT INSTRUMENTS		37,615,382.20		38,185,335.65	569,953.45
<u>CORPORATE STOCK - PREFERRED</u>					
8,480.0000	PETROLEO BRASILEIRO SA ADR	352,164.33	34.1700	289,761.60	62,402.73-
10,500.0000	VALE SA	251,414.06	30.2200	317,310.00	65,895.94
TOTAL CORPORATE STOCK - PREFERRED		603,578.39		607,071.60	3,493.21
<u>CORPORATE STOCK - COMMON</u>					
9,110.0000	TELEKOM AUSTRIA (TA) NPV	130,052.20	14.1131	128,570.40	1,481.80-
15,490.0000	DEUTSCHE POST AG NPV (REGD)	301,138.95	16.9571	262,666.90	38,472.05-
5,640.0000	RHOEN-KLINIKUM AG ORD NPV	138,315.25	21.9947	124,050.18	14,265.07-
3,050.0000	MERCK KGAA NPV	274,363.23	80.8418	246,567.50	27,795.73-
7,560.0000	SAP AG ORD NPV	360,424.99	50.8782	384,639.83	24,214.84
8,320.0000	E.ON AG NPV	319,717.10	30.6745	255,212.18	64,504.92-
6,510.0000	CELESIO AG	163,290.76	24.7784	161,307.57	1,983.19-
12,170.0000	DEUTSCHE LUFTHANSA AG ORD NPV REGD VINK	198,965.21	22.0684	268,573.61	69,608.40
1,990.0000	MUENCHENER RUECKVERSICHERUNGS G NPV REGD	301,063.20	152.1183	302,715.53	1,652.33



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
3,440.0000	SIEMENS AG NPV REGD	317,700.71	124.9922	429,973.21	112,272.50
2,160.0000	BAYERISCHE MOTOREN WERKE (BMW) AG EUR1	99,169.91	78.7624	170,126.79	70,956.88
12,888.0000	INFINEON TECHNOLOGIES ORD NPV	71,745.29	9.4015	121,167.59	49,422.30
10,837.0000	GAMESA CORP TECNO EURO.17	79,043.18	7.6629	83,043.21	4,000.03
27,731.0000	IBERDROLA SA EURO.75 (POST SUBDIVISION)	235,833.68	7.7380	214,584.16	21,249.52-
8,307.0000	BANCO SANTANDER SA EURO.50 (REGD)	103,942.72	10.6358	88,351.67	15,591.05-
2,436.0000	INDUSTRIA DE DISENO TEXTIL SA EURO.15	151,650.28	75.1670	183,106.93	31,456.65
2,920.0000	GDF SUEZ EUR1	118,345.60	36.0206	105,180.20	13,165.40-
4,780.0000	ALSTOM EUR7 (POST CONSOLIDATION)	256,582.28	48.0409	229,635.53	26,946.75-
6,840.0000	TOTAL SA EUR2.5 POST SUBDIVISION	415,079.94	53.1924	363,836.41	51,243.53-
5,346.0000	VIVENDI SA EUR5.5	159,501.26	27.0993	144,872.91	14,628.35-
17,500.0000	FRANCE TELECOM EUR4	411,765.37	20.9214	366,125.76	45,639.61-
5,080.0000	SANOFI-AVENTIS EUR2	380,102.82	64.1931	326,101.29	54,001.53-
12,894.0000	AXA EUR2.29	282,758.83	16.7022	215,359.42	67,399.41-
19,272.0000	CREDIT AGRICOLE SA EUR3	263,764.26	12.7500	245,719.76	18,044.50-
75,479.0000	UNICREDIT EURO.50	205,767.17	2.0767	156,748.70	49,018.47-



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
197,419.0000	TELECOM ITALIA DI RISP EUR0.55	210,714.51	1.0893	215,056.14	4,341.63
38,672.0000	COMPAL ELECTRONIC GDR-REPR 5 ORD TWD10 REG S	262,813.32	6.6320	256,472.70	6,340.62-
11,360.0000	UNILEVER NV CVA EUR0.16	362,763.59	31.2581	355,092.19	7,671.40-
6,572.0000	SBM OFFSHORE NV EUR0.25 (POST SUBDIVISION)	129,702.24	22.4910	147,811.42	18,109.18
10,299.0000	REED ELSEVIER NV EUR0.07	116,397.37	12.4187	127,900.48	11,503.11
4,210.0000	AKZO NOBEL NV EUR2	269,541.04	62.3619	262,543.82	6,997.22-
8,290.0000	KONINKLIJKE PHILIPS ELECTRONIC NV EUR0.20	249,014.90	30.7483	254,903.62	5,888.72
35,804.0000	ING GROEP N.V. CVA EUR0.24	354,451.54	9.7664	349,679.19	4,772.35-
7,380.0000	PORTUGAL TELECOM SGPS SA EUR0.03 REG1	86,694.10	11.2421	82,967.35	3,726.75-
1,940.0000	ROCHE HLDG AG GENUSSSCHEINE NPV	309,950.09	146.9799	285,141.08	24,809.01-
2,560.0000	ADECCO SA CHF1 (REGD)	137,684.42	65.7118	168,222.29	30,537.87
3,980.0000	NESTLE SA CHF0.1 (REGD)	193,273.05	58.7383	233,778.56	40,505.51
7,250.0000	SWISS REINSURANCE LTD CHF0.1 (REGD)	343,144.30	53.9641	391,240.21	48,095.91
1,679.0000	LONZA GROUP AG CHF1(REGISTERED)	117,463.23	80.4098	135,008.10	17,544.87
66,270.0000	G4S PLC ORD GBP0.25	278,857.43	3.9861	264,161.82	14,695.61-
13,147.0000	ROYAL DUTCH SHELL 'B' SHS	384,426.63	33.1134	435,343.15	50,916.52



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28,170.0000	CENTRICA ORD GBP0.061728395	129,151.66	5.1916	146,250.06	17,098.40
51,800.0000	RENTOKIL INITIAL ORD GBP0.01	93,949.01	1.5171	78,586.55	15,362.46-
185,801.0000	VODAFONE GROUP ORD USD0.11428571	430,683.30	2.5958	482,311.10	51,627.80
41,710.0000	BRITISH AIRWAYS ORD 25P	126,551.73	4.2663	177,951.39	51,399.66
8,040.0000	BRITISH SKY BRDCSTG ORD 50P	72,966.67	11.5231	92,646.40	19,679.73
42,735.0000	BAE SYSTEMS ORD GBP0.025	237,341.81	5.1666	220,796.57	16,545.24-
61,150.0000	REXAM ORD 64 2/7P	290,037.58	5.2089	318,525.31	28,487.73
7,010.0000	PEARSON ORD GBP0.25	100,350.09	15.7817	110,630.08	10,279.99
31,515.0000	BP PLC ORD USD.25	305,351.99	7.2888	229,709.16	75,642.83-
17,560.0000	GLAXOSMITHKLINE ORD GBP0.25	360,414.01	19.4140	340,910.89	19,503.12-
31,010.0000	MARKS & SPENCER GROUP ORD GBP0.25	191,801.12	5.7772	179,152.48	12,648.64-
75,330.0000	KINGFISHER ORD GBP0.157142857	278,463.48	4.1239	310,655.05	32,191.57
12,900.0000	CRH ORD EUR0.32 DUBLIN LIST	309,269.78	20.7940	268,242.92	41,026.86-
66,600.0000	AIA GROUP LTD	181,385.18	2.8107	187,197.78	5,812.60
27,571.0000	HSBC HLDGS USD0.50 HONGKONG REG	303,404.24	10.2525	282,673.99	20,730.25-
756,000.0000	CHINA TELECOM CORP 'H'CNY1	326,041.28	0.5235	395,814.06	69,772.78
21,100.0000	NKSJ HOLDINGS INC	140,219.26	7.3731	155,573.64	15,354.38



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3,500.0000	TREND MICRO INC JPY50	112,690.91	33.0559	115,695.70	3,004.79
43,300.0000	MITSUBISHI UFJ FINANCIAL GROUP NPV	207,730.37	5.4127	234,371.49	26,641.12
7,100.0000	FUJIFILM HOLDINGS CORP NPV	212,517.32	36.1999	257,019.91	44,502.59
19,500.0000	KONICA MINOLTA HLDGS INC Y50	199,362.61	10.4062	202,922.14	3,559.53
9,900.0000	NOMURA HOLDING NPV	59,755.71	6.3497	62,862.96	3,107.25
6,500.0000	TOYOTA MOTOR CORP NPV	267,939.82	39.7016	258,060.54	9,879.28-
820.0000	SAMSUNG ELECTRONICS CO GDR (144A)	280,756.95	421.9000	345,958.00	65,201.05
139,000.0000	SINGAPORE TELECOMMUNICATIONS SGD0.15 (POST RE-ORGANIZATION)	309,100.73	2.3808	330,939.46	21,838.73
29,005.0000	DBS HLDGS SGD1	315,650.99	11.1783	324,227.47	8,576.48
7,500.0000	AIRCASTLE LTD SHS	73,875.00	10.4500	78,375.00	4,500.00
9,120.0000	INVESCO LTD SHS	197,565.03	24.0600	219,427.20	21,862.17
9,000.0000	ACE LIMITED SHS	453,600.02	62.2500	560,250.00	106,649.98
2,300.0000	TRANSOCEAN LTD ZUG NAMEN-AKT	179,913.90	69.5100	159,873.00	20,040.90-
2,342.0000	SASOL NVP	92,580.95	52.3417	122,584.40	30,003.45
12,889.0000	COMPAL ELECTRONICS-REG S GDR	79,000.00	6.6280	85,428.29	6,428.29
2,060.0000	VESTAS WIND SYSTEM DKK1	91,397.38	31.7020	65,306.17	26,091.21-
24,640.0000	TELENOR AS ORD NOK6	345,705.58	16.3096	401,870.45	56,164.87



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10,210.0000	STATOIL ASA NOK2.50	230,776.11	23.8451	243,459.10	12,682.99
25,610.0000	ERICSSON (L.M.) TELEFONAKTIEBOLAGET SEK1 SER B	251,871.64	11.6245	297,704.32	45,832.68
3,400.0000	ACORDA THERAPEUTICS INC	100,944.81	27.2600	92,684.00	8,260.81-
4,500.0000	AMTRUST FINANCIAL SERVICES INC	53,475.80	17.5000	78,750.00	25,274.20
2,700.0000	ATLAS AIR WORLDWIDE HOLDINGS I	147,146.54	55.8300	150,741.00	3,594.46
3,100.0000	AVIS BUDGET GROUP INC	40,672.00	15.5600	48,236.00	7,564.00
6,500.0000	BGC PARTNERS INC	51,146.55	8.3100	54,015.00	2,868.45
3,900.0000	BILL BARRETT CORP	119,892.79	41.1300	160,407.00	40,514.21
1,020.0000	BERKSHIRE HATHAWAY INC	67,034.42	80.1100	81,712.20	14,677.78
8,399.0000	BIOMED REALTY TRUST INC	132,536.22	18.6500	156,641.35	24,105.13
11,200.0000	BLACKROCK KELSO CAPITAL CORP	116,868.92	11.0600	123,872.00	7,003.08
1,800.0000	BLYTH INC	60,696.00	34.4800	62,064.00	1,368.00
9,100.0000	BOISE INC	68,468.40	7.9300	72,163.00	3,694.60
2,000.0000	BRIDGEPOINT EDUCATION INC	30,040.00	19.0000	38,000.00	7,960.00
10,500.0000	CALAMOS ASSET MANAGEMENT INC	122,142.50	14.0000	147,000.00	24,857.50
7,490.0000	CELANESE CORP	203,709.58	41.1700	308,363.30	104,653.72
10,600.0000	CENTRAL GARDEN AND PET CO	105,364.00	9.8800	104,728.00	636.00-
1,293.0000	CODEXIS INC	12,529.17	10.6000	13,705.80	1,176.63



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5,900.0000	COEUR D'ALENE MINES CORP	118,735.73	27.3200	161,188.00	42,452.27
1,400.0000	COLLECTIVE BRANDS INC	22,951.46	21.1000	29,540.00	6,588.54
4,800.0000	COMPASS DIVERSIFIED HOLDINGS	61,248.00	17.6900	84,912.00	23,664.00
4,200.0000	COMPLETE PRODUCTION SERVICES I	46,014.36	29.5500	124,110.00	78,095.64
2,700.0000	CONSTANT CONTACT INC	56,404.35	30.9900	83,673.00	27,268.65
210.0000	CONTANGO ORE INC	111.44	10.5000	2,205.00	2,093.56
1,800.0000	DG FASTCHANNEL INC	33,881.22	28.8800	51,984.00	18,102.78
3,900.0000	DSW INC	104,936.05	39.1000	152,490.00	47,553.95
10,300.0000	DANA HOLDING CORP	112,844.36	17.2100	177,263.00	64,418.64
900.0000	DOMTAR CORP	49,819.92	75.9200	68,328.00	18,508.08
1,700.0000	EXCO RESOURCES INC	36,091.01	19.4200	33,014.00	3,077.01-
9,800.0000	ENERGY PARTNERS LTD	127,236.72	14.8600	145,628.00	18,391.28
4,700.0000	ENTROPIC COMMUNICATIONS INC	40,927.13	12.0800	56,776.00	15,848.87
1,200.0000	EQUITY LIFESTYLE PROPERTIES IN	57,416.64	55.9300	67,116.00	9,699.36
820.0000	FIRST SOLAR INC	97,197.21	130.1400	106,714.80	9,517.59
12,600.0000	GAZPROM OAO ADR	295,058.40	25.0000	315,000.00	19,941.60
7,870.0000	GENERAL MOTORS CO	266,129.51	36.8600	290,088.20	23,958.69
9,200.0000	GREEN PLAINS RENEWABLE ENERGY	97,032.39	11.2600	103,592.00	6,559.61



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2,500.0000	HEALTHSPRING INC	50,734.16	26.5300	66,325.00	15,590.84
7,400.0000	HOUSTON WIRE & CABLE CO	88,060.00	13.4400	99,456.00	11,396.00
3,900.0000	HURON CONSULTING GROUP INC	87,302.02	26.4500	103,155.00	15,852.98
6,500.0000	IDT CORP	104,088.64	25.6500	166,725.00	62,636.36
2,300.0000	IPG PHOTONICS CORP	35,550.41	31.6200	72,726.00	37,175.59
4,300.0000	INTERDIGITAL INC/PA	111,950.23	41.6400	179,052.00	67,101.77
1,600.0000	JAZZ PHARMACEUTICALS INC	31,895.52	19.6800	31,488.00	407.52-
8,000.0000	JONES GROUP INC	128,480.00	15.5400	124,320.00	4,160.00-
6,089.0000	KB FINANCIAL GROUP INC ADR	293,190.50	52.8900	322,047.21	28,856.71
1,700.0000	KENEXA CORP	22,151.00	21.7900	37,043.00	14,892.00
7,000.0000	LAWSON SOFTWARE INC	59,917.90	9.2500	64,750.00	4,832.10
3,800.0000	LIQUIDITY SERVICES INC	54,464.26	14.0500	53,390.00	1,074.26-
1,900.0000	LORAL SPACE & COMMUNICATIONS I	60,059.01	76.5000	145,350.00	85,290.99
1,060.0000	MASTERCARD INC	236,362.44	224.1100	237,556.60	1,194.16
28,928.0000	MERCK & CO INC	1,049,682.42	36.0400	1,042,565.12	7,117.30-
7,400.0000	MINDSPEED TECHNOLOGIES INC	53,359.92	6.1000	45,140.00	8,219.92-
2,100.0000	MISTRAS GROUP INC	26,831.91	13.4800	28,308.00	1,476.09
9,400.0000	MODUSLINK GLOBAL SOLUTIONS INC	90,977.20	6.7100	63,074.00	27,903.20-



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2,300.0000	MOSAIC CO/THE	129,776.59	76.3600	175,628.00	45,851.41
4,000.0000	NEENAH PAPER INC	58,950.11	19.6800	78,720.00	19,769.89
3,500.0000	NETAPP INC	152,936.92	54.9600	192,360.00	39,423.08
5,500.0000	NEUTRAL TANDEM INC	71,167.16	14.4400	79,420.00	8,252.84
1,700.0000	NTELOS HOLDINGS CORP	27,868.78	19.0500	32,385.00	4,516.22
4,300.0000	OBAGI MEDICAL PRODUCTS INC	47,391.64	11.5500	49,665.00	2,273.36
7,500.0000	OPLINK COMMUNICATIONS INC	122,925.00	18.4700	138,525.00	15,600.00
3,600.0000	OPTIONSXPRESS HOLDINGS INC	55,620.00	15.6700	56,412.00	792.00
6,900.0000	OSIRIS THERAPEUTICS INC	57,602.14	7.7900	53,751.00	3,851.14-
4,200.0000	PDL BIOPHARMA INC	28,811.99	6.2300	26,166.00	2,645.99-
5,000.0000	PACWEST BANCORP	100,750.00	21.3800	106,900.00	6,150.00
7,000.0000	PHARMERICA CORP	93,018.16	11.4500	80,150.00	12,868.16-
3,070.0000	PHILIP MORRIS INTERNATIONAL IN	147,943.31	58.5300	179,687.10	31,743.79
3,100.0000	POTLATCH CORP	98,736.72	32.5500	100,905.00	2,168.28
15,300.0000	POWER-ONE INC	155,073.14	10.2000	156,060.00	986.86
8,600.0000	PROVIDENT NEW YORK BANCORP	72,584.00	10.4900	90,214.00	17,630.00
3,000.0000	QUANEX BUILDING PRODUCTS CORP	49,339.56	18.9700	56,910.00	7,570.44
1,180.0000	RANDGOLD RESOURCES LTD ADR	93,385.21	82.3300	97,149.40	3,764.19



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1,700.0000	ROSETTA STONE INC	32,364.26	21.2200	36,074.00	3,709.74
3,100.0000	SVB FINANCIAL GROUP	131,676.44	53.0500	164,455.00	32,778.56
8,100.0000	SAFEGUARD SCIENTIFICS INC	89,191.21	17.0800	138,348.00	49,156.79
220.0000	SAMSUNG ELECTRONICS CO LT 144A	75,476.06	418.0980	91,981.56	16,505.50
9,400.0000	SANMINA-SCI CORP	110,363.38	11.4800	107,912.00	2,451.38-
3,700.0000	SIRONA DENTAL SYSTEMS INC	125,218.62	41.7800	154,586.00	29,367.38
4,200.0000	SOURCEFIRE INC	99,056.51	25.9300	108,906.00	9,849.49
12,700.0000	SPECTRA ENERGY CORP	261,951.55	24.9900	317,373.00	55,421.45
12,800.0000	SUNSTONE HOTEL INVESTORS INC	121,785.76	10.3300	132,224.00	10,438.24
22,866.0000	TAIWAN SEMICONDUCTOR MANUFACTU ADR	253,593.04	12.5400	286,739.64	33,146.60
6,000.0000	TEXAS ROADHOUSE INC	79,819.04	17.1700	103,020.00	23,200.96
8,040.0000	TURKCELL ILETISIM HIZMET AS ADR	131,599.12	17.1300	137,725.20	6,126.08
4,200.0000	TUTOR PERINI CORP	82,756.36	21.4100	89,922.00	7,165.64
9,487.0000	USA MOBILITY INC	86,236.83	17.7700	168,583.99	82,347.16
9,700.0000	US AIRWAYS GROUP INC	103,242.21	10.0100	97,097.00	6,145.21-
3,900.0000	ULTA SALON COSMETICS & FRAGRAN	91,055.32	34.0000	132,600.00	41,544.68
4,600.0000	UNISYS CORP	163,514.35	25.8900	119,094.00	44,420.35-
9,600.0000	VANDA PHARMACEUTICALS INC	110,977.62	9.4600	90,816.00	20,161.62-



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
4,600.0000	VENOCO INC	59,984.01	18.4500	84,870.00	24,885.99
5,100.0000	VERIFONE SYSTEMS INC	83,538.01	38.5600	196,656.00	113,117.99
6,100.0000	VIACOM INC	197,324.33	39.6100	241,621.00	44,296.67
8,100.0000	VIEWPOINT FINANCIAL GROUP	87,248.55	11.6900	94,689.00	7,440.45
1,900.0000	VISA INC	153,967.27	70.3800	133,722.00	20,245.27-
5,730.0000	VODAFONE GROUP PLC ADR	128,634.74	26.4400	151,501.20	22,866.46
7,500.0000	W&T OFFSHORE INC	122,598.75	17.8700	134,025.00	11,426.25
TOTAL CORPORATE STOCK - COMMON		27,574,964.07		29,782,247.06	2,207,282.99
<u>CORPORATE STOCK - COMMON</u>					
6,570.0000	NATL AUSTRALIA BK NPV	156,191.26	24.2936	159,609.51	3,418.25
4,082.0000	MICHELIN CIE GLE DES ETABL ORD EUR2 REGD	312,493.64	72.0412	294,072.32	18,421.32-
58,476.0000	INTESA SANPAOLO EUR0.52	214,817.47	2.7233	159,250.41	55,567.06-
46,716.0000	AVIVA PLC GBP0.25	284,692.15	6.1530	287,443.76	2,751.61
132,382.0000	HAYS ORD 1P	222,541.93	2.0181	267,163.14	44,621.21
17,680.0000	TESCO ORD 5P	106,684.21	6.6540	117,642.94	10,958.73
19,000.0000	CHEUNG KONG(HLDGS) HK\$0.50	239,280.02	15.4239	293,054.10	53,774.08
19,000.0000	HUTCHISON WHAMPOA HK\$0.25	127,088.41	10.2911	195,532.34	68,443.93



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
26,700.0000	ITOCHU CORP Y50	211,054.54	10.1350	270,604.77	59,550.23
1,200.0000	NINTENDO CO	295,877.02	293.8166	352,579.99	56,702.97
8,000.0000	SONY CORP NPV	226,349.80	36.0890	288,712.16	62,362.36
3,700.0000	AMERICAN SAFETY INS HLDGS LTD COM	60,969.63	21.3800	79,106.00	18,136.37
1,300.0000	ASPEN INSURANCE HOLDINGS LIMITED SHS	33,085.01	28.6200	37,206.00	4,120.99
6,000.0000	CONSOLIDATED WATER CO LTD	82,468.95	9.1700	55,020.00	27,448.95-
6,100.0000	FRESH DEL MONTE PRODUCE	137,859.50	24.9500	152,195.00	14,335.50
3,800.0000	PLATINUM UNDERWRITERS HLDGS LTD SHS	146,422.47	44.9700	170,886.00	24,463.53
2,900.0000	SHIP FINANCE INTL LTD SHS	53,113.98	21.5200	62,408.00	9,294.02
3,820.0000	CHECKPOINT SOFTWARE TECH	128,287.31	46.2600	176,713.20	48,425.89
6,320.0000	BANCO LATINOAMERICANO DE COMERCIO EXTERIOR	87,848.00	18.4600	116,667.20	28,819.20
26,980.0000	FLEXTRONICS INTERNATIONAL LTD	191,697.00	7.8500	211,793.00	20,096.00
3,120.0000	AFLAC INC	152,081.58	56.4300	176,061.60	23,980.02
23,102.0000	AT&T INC	638,802.60	29.3800	678,736.76	39,934.16
6,500.0000	ATMI INC	106,808.89	19.9400	129,610.00	22,801.11
7,050.0000	ABBOTT LABORATORIES	365,391.84	47.9100	337,765.50	27,626.34-
3,000.0000	ADMINISTAFF INC	87,279.00	29.3000	87,900.00	621.00



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1,200.0000	ADVISORY BOARD CO/THE	54,637.40	47.6300	57,156.00	2,518.60
1,410.0000	AEROPOSTALE INC	32,007.01	24.6400	34,742.40	2,735.39
2,400.0000	ADVENT SOFTWARE INC	95,031.53	57.9200	139,008.00	43,976.47
6,240.0000	AETNA INC	197,808.01	30.5100	190,382.40	7,425.61-
2,950.0000	AGILENT TECHNOLOGIES INC	91,656.50	41.4300	122,218.50	30,562.00
4,100.0000	ALAMO GROUP INC	82,514.93	27.8200	114,062.00	31,547.07
3,000.0000	ALASKA AIR GROUP INC	133,293.01	56.6900	170,070.00	36,776.99
6,500.0000	ALIGN TECHNOLOGY INC	115,830.00	19.5400	127,010.00	11,180.00
2,970.0000	ALLSTATE CORP/THE	89,218.81	31.8800	94,683.60	5,464.79
1,600.0000	AMERCO INC	129,463.12	96.0400	153,664.00	24,200.88
5,100.0000	AMERICAN GREETINGS CORP	100,278.82	22.1600	113,016.00	12,737.18
1,500.0000	AMERICAN MEDICAL SYSTEMS HOLDI	28,935.00	18.8600	28,290.00	645.00-
3,600.0000	AMERIGROUP CORP	162,226.55	43.9200	158,112.00	4,114.55-
5,200.0000	AMGEN INC	287,287.95	54.9000	285,480.00	1,807.95-
2,690.0000	ANALOG DEVICES INC	77,597.20	37.6700	101,332.30	23,735.10
2,800.0000	ANALOGIC CORP	131,818.30	49.5100	138,628.00	6,809.70
6,500.0000	ANAREN INC	97,825.00	20.8500	135,525.00	37,700.00
2,700.0000	ANIXTER INTERNATIONAL INC	122,269.35	59.7300	161,271.00	39,001.65
5,200.0000	ANN TAYLOR STORES CORP	104,866.36	27.3900	142,428.00	37,561.64



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2,700.0000	APACHE CORP	278,559.02	119.2300	321,921.00	43,361.98
2,160.0000	APPLE INC	471,739.52	322.5600	696,729.60	224,990.08
1,900.0000	APPLIED INDUSTRIAL TECHNOLOGIE	56,549.45	32.4800	61,712.00	5,162.55
17,200.0000	APPLIED MATERIALS INC	239,768.01	14.0500	241,660.00	1,891.99
3,700.0000	ARBITRON INC	96,502.25	41.5200	153,624.00	57,121.75
10,001.0000	ARRIS GROUP INC	114,311.43	11.2200	112,211.22	2,100.21-
4,600.0000	ASBURY AUTOMOTIVE GROUP INC	55,154.42	18.4800	85,008.00	29,853.58
13,600.0000	ASHFORD HOSPITALITY TRUST INC	104,773.73	9.6500	131,240.00	26,466.27
3,320.0000	ATHEROS COMMUNICATIONS INC	86,537.14	35.9200	119,254.40	32,717.26
3,800.0000	AVERY DENNISON CORP	138,661.98	42.3400	160,892.00	22,230.02
3,300.0000	AVISTA CORP	69,244.89	22.5200	74,316.00	5,071.11
2,400.0000	BANCFIRST CORP	94,008.72	41.1900	98,856.00	4,847.28
54,740.0000	BANK OF AMERICA CORP	752,951.90	13.3400	730,231.60	22,720.30-
6,800.0000	BARNES GROUP INC	122,150.44	20.6700	140,556.00	18,405.56
3,530.0000	BAXTER INTERNATIONAL INC	195,437.13	50.6200	178,688.60	16,748.53-
2,900.0000	BECTON DICKINSON AND CO	228,694.01	84.5200	245,108.00	16,413.99
4,400.0000	BEST BUY CO INC	156,992.58	34.2900	150,876.00	6,116.58-
5,400.0000	BIG 5 SPORTING GOODS CORP	81,181.20	15.2700	82,458.00	1,276.80
730.0000	BLACKROCK INC	122,569.57	190.5800	139,123.40	16,553.83



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800.0000	BOB EVANS FARMS INC/DE	20,612.48	32.9600	26,368.00	5,755.52
6,250.0000	BOEING CO/THE	392,948.06	65.2600	407,875.00	14,926.94
1,700.0000	BOSTON BEER CO INC	112,680.32	95.0900	161,653.00	48,972.68
7,900.0000	BOSTON PRIVATE FINANCIAL HOLDI	59,409.58	6.5500	51,745.00	7,664.58-
3,050.0000	BRADY CORP	91,530.50	32.6100	99,460.50	7,930.00
4,200.0000	BRIGGS & STRATTON CORP	78,582.00	19.6900	82,698.00	4,116.00
3,700.0000	BRIGHAM EXPLORATION CO	61,533.44	27.2400	100,788.00	39,254.56
13,200.0000	BROOKLINE BANCORP INC	130,673.05	10.8500	143,220.00	12,546.95
7,700.0000	BROOKS AUTOMATION INC	62,303.50	9.0700	69,839.00	7,535.50
6,300.0000	BRUKER CORP	90,378.47	16.6000	104,580.00	14,201.53
9,600.0000	CBL & ASSOCIATES PROPERTIES IN	109,115.68	17.5000	168,000.00	58,884.32
1,000.0000	CLECO CORP	27,110.00	30.7600	30,760.00	3,650.00
5,400.0000	CSG SYSTEMS INTERNATIONAL INC	104,266.92	18.9400	102,276.00	1,990.92-
14,377.0000	CVS CAREMARK CORP	453,326.98	34.7700	499,888.29	46,561.31
2,600.0000	CABOT MICROELECTRONICS CORP	88,261.39	41.4500	107,770.00	19,508.61
3,900.0000	CALIFORNIA PIZZA KITCHEN INC	52,455.00	17.2800	67,392.00	14,937.00
2,700.0000	CASCADE CORP	74,223.00	47.2800	127,656.00	53,433.00
3,000.0000	CASEY'S GENERAL STORES INC	119,810.10	42.5100	127,530.00	7,719.90
1,000.0000	CASH AMERICA INTERNATIONAL INC	33,759.52	36.9300	36,930.00	3,170.48



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1,300.0000	CATERPILLAR INC	69,431.70	93.6600	121,758.00	52,326.30
8,500.0000	CELADON GROUP INC	99,301.40	14.7900	125,715.00	26,413.60
5,910.0000	CELGENE CORP	326,953.11	59.1400	349,517.40	22,564.29
4,700.0000	CERADYNE INC	114,373.78	31.5300	148,191.00	33,817.22
5,199.0000	CHEESECAKE FACTORY INC/THE	112,246.41	30.6600	159,401.34	47,154.93
2,370.0000	CHEVRON CORP	213,798.65	91.2500	216,262.50	2,463.85
25,230.0000	CISCO SYSTEMS INC	588,888.94	20.2300	510,402.90	78,486.04-
29,230.0000	CITIGROUP INC	97,221.86	4.7300	138,257.90	41,036.04
3,900.0000	CITY HOLDING CO	107,275.74	36.2300	141,297.00	34,021.26
4,200.0000	COACH INC	154,887.11	55.3100	232,302.00	77,414.89
1,700.0000	COHERENT INC	79,097.26	45.1400	76,738.00	2,359.26-
4,000.0000	COLGATE-PALMOLIVE CO	323,054.65	80.3700	321,480.00	1,574.65-
4,480.0000	CONOCOPHILLIPS	228,793.59	68.1000	305,088.00	76,294.41
2,440.0000	CONSOLIDATED GRAPHICS INC	97,112.34	48.4300	118,169.20	21,056.86
2,400.0000	CONTANGO OIL & GAS CO	114,701.59	57.9300	139,032.00	24,330.41
5,900.0000	COOPER TIRE & RUBBER CO	117,766.56	23.5800	139,122.00	21,355.44
12,400.0000	CORNING INC	242,340.95	19.3200	239,568.00	2,772.95-
1,200.0000	CORVEL CORP	40,248.00	48.3500	58,020.00	17,772.00
3,290.0000	COSTCO WHOLESALE CORP	192,569.19	72.2100	237,570.90	45,001.71



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1,460.0000	CREE INC	73,639.77	65.8900	96,199.40	22,559.63
7,100.0000	CROSS COUNTRY HEALTHCARE INC	72,014.41	8.4700	60,137.00	11,877.41-
2,800.0000	CUBIC CORP	103,714.15	47.1500	132,020.00	28,305.85
6,200.0000	CUBIST PHARMACEUTICALS INC	119,070.68	21.4000	132,680.00	13,609.32
3,300.0000	CYBERONICS INC	67,452.01	31.0200	102,366.00	34,913.99
2,200.0000	DXP ENTERPRISES INC	40,529.06	24.0000	52,800.00	12,270.94
2,200.0000	DECKERS OUTDOOR CORP	103,832.47	79.7400	175,428.00	71,595.53
9,590.0000	DELL INC	126,843.81	13.5500	129,944.50	3,100.69
5,200.0000	DELPHI FINANCIAL GROUP INC	119,122.60	28.8400	149,968.00	30,845.40
4,870.0000	DEVON ENERGY CORP	339,628.12	78.5100	382,343.70	42,715.58
4,900.0000	DILLARD'S INC	90,405.00	37.9400	185,906.00	95,501.00
5,400.0000	DIODES INC	87,500.44	26.9900	145,746.00	58,245.56
2,680.0000	WALT DISNEY CO/THE	86,430.00	37.5100	100,526.80	14,096.80
8,700.0000	DOMINO'S PIZZA INC	106,132.23	15.9500	138,765.00	32,632.77
1,800.0000	DUCOMMUN INC	41,068.08	21.7800	39,204.00	1,864.08-
12,250.0000	EMC CORP/MASSACHUSETTS	214,007.52	22.9000	280,525.00	66,517.48
13,100.0000	EARTHLINK INC	108,861.00	8.6000	112,660.00	3,799.00
8,300.0000	EBAY INC	195,299.01	27.8300	230,989.00	35,689.99
22,050.0000	ELAN CORP PLC ADR	122,125.02	5.7300	126,346.50	4,221.48



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9,900.0000	ELECTRONIC ARTS INC	175,724.99	16.3800	162,162.00	13,562.99-
2,300.0000	PERRY ELLIS INTERNATIONAL INC	51,416.50	27.4700	63,181.00	11,764.50
3,200.0000	EMCOR GROUP INC	86,080.01	28.9800	92,736.00	6,655.99
4,100.0000	ENERSYS	90,086.40	32.1200	131,692.00	41,605.60
2,600.0000	ENPRO INDUSTRIES INC	78,207.22	41.5600	108,056.00	29,848.78
2,420.0000	ENTERGY CORP	169,527.86	70.8300	171,408.60	1,880.74
8,300.0000	ENZON PHARMACEUTICALS INC	94,313.70	12.1600	100,928.00	6,614.30
8,950.0000	EXELON CORP	434,372.80	41.6400	372,678.00	61,694.80-
3,130.0000	EXPEDITORS INTERNATIONAL OF WA	108,830.11	54.6000	170,898.00	62,067.89
2,620.0000	EXPRESS SCRIPTS INC	113,210.20	54.0500	141,611.00	28,400.80
9,300.0000	EXTRA SPACE STORAGE INC	110,953.44	17.4000	161,820.00	50,866.56
17,990.0000	EXXON MOBIL CORP	1,241,791.41	73.1200	1,315,428.80	73,637.39
6,710.0000	FLIR SYSTEMS INC	201,170.68	29.7500	199,622.50	1,548.18-
2,700.0000	FAIR ISAAC CORP	59,387.48	23.3700	63,099.00	3,711.52
3,020.0000	FEDEX CORP	253,240.31	93.0100	280,890.20	27,649.89
7,000.0000	FERRO CORP	94,436.30	14.6400	102,480.00	8,043.70
6,700.0000	FIRST FINANCIAL BANCORP	101,143.43	18.4800	123,816.00	22,672.57
1,980.0000	FIRSTENERGY CORP	78,152.53	37.0200	73,299.60	4,852.93-
1,400.0000	LB FOSTER CO	41,734.00	40.9400	57,316.00	15,582.00



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2,500.0000	G&K SERVICES INC	54,124.20	30.9100	77,275.00	23,150.80
5,589.0000	GENERAL DYNAMICS CORP	381,112.17	70.9600	396,595.44	15,483.27
40,510.0000	GENERAL ELECTRIC CO	625,463.73	18.2900	740,927.90	115,464.17
9,310.0000	GILEAD SCIENCES INC	377,997.57	36.2400	337,394.40	40,603.17-
8,000.0000	PH GLATFELTER CO	97,200.00	12.2700	98,160.00	960.00
2,800.0000	GOLDMAN SACHS GROUP INC/THE	466,980.55	168.1600	470,848.00	3,867.45
1,500.0000	GOOGLE INC	899,385.20	593.9700	890,955.00	8,430.20-
1,700.0000	WR GRACE & CO	45,242.32	35.1300	59,721.00	14,478.68
2,500.0000	GREAT SOUTHERN BANCORP INC	53,399.99	23.5900	58,975.00	5,575.01
2,520.0000	GUESS? INC	83,990.55	47.3200	119,246.40	35,255.85
4,100.0000	HEALTHCARE REALTY TRUST INC	88,132.98	21.1700	86,797.00	1,335.98-
18,230.0000	HEWLETT-PACKARD CO	914,482.89	42.1000	767,483.00	146,999.89-
4,500.0000	HONEYWELL INTERNATIONAL INC	176,400.02	53.1600	239,220.00	62,819.98
2,900.0000	IMMUCOR INC	54,001.48	19.8300	57,507.00	3,505.52
10,000.0000	INCYTE CORP LTD	125,800.91	16.5600	165,600.00	39,799.09
16,070.0000	INTEL CORP	323,363.26	21.0300	337,952.10	14,588.84
4,600.0000	INTERACTIVE INTELLIGENCE INC	83,095.49	26.1600	120,336.00	37,240.51
6,741.0000	INTERNATIONAL BANCSHARES CORP	127,339.83	20.0300	135,022.23	7,682.40
3,460.0000	INTERNATIONAL BUSINESS MACHINE	449,084.12	146.7600	507,789.60	58,705.48



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
8,900.0000	INTERNATIONAL PAPER CO	226,424.81	27.2400	242,436.00	16,011.19
4,000.0000	INVACARE CORP	99,759.99	30.1600	120,640.00	20,880.01
5,500.0000	INVESTMENT TECHNOLOGY GROUP IN	80,026.97	16.3700	90,035.00	10,008.03
24,370.0000	JPMORGAN CHASE & CO	989,277.81	42.4200	1,033,775.40	44,497.59
5,500.0000	J2 GLOBAL COMMUNICATIONS INC	113,880.52	28.9500	159,225.00	45,344.48
2,520.0000	JACOBS ENGINEERING GROUP INC	93,020.51	45.8500	115,542.00	22,521.49
6,000.0000	JAKKS PACIFIC INC	116,318.07	18.2200	109,320.00	6,998.07-
2,900.0000	JO-ANN STORES INC	105,096.00	60.2200	174,638.00	69,542.00
10,030.0000	JOHNSON & JOHNSON	643,517.80	61.8500	620,355.50	23,162.30-
6,000.0000	KADANT INC	100,294.26	23.5700	141,420.00	41,125.74
3,600.0000	KAYDON CORP	123,811.68	40.7200	146,592.00	22,780.32
4,300.0000	KINDRED HEALTHCARE INC	78,798.43	18.3700	78,991.00	192.57
10,770.0000	KOHL'S CORP	551,304.42	54.3400	585,241.80	33,937.38
1,700.0000	LANCASTER COLONY CORP	84,456.00	57.2000	97,240.00	12,784.00
2,000.0000	ESTEE LAUDER COS INC/THE	96,720.02	80.7000	161,400.00	64,679.98
4,800.0000	LEXINGTON REALTY TRUST	37,751.52	7.9500	38,160.00	408.48
3,400.0000	LITTELFUSE INC	114,242.04	47.0600	160,004.00	45,761.96
3,001.0000	M&F WORLDWIDE CORP	99,291.99	23.1000	69,323.10	29,968.89-
18,900.0000	MFA FINANCIAL INC	140,416.38	8.1600	154,224.00	13,807.62



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3,400.0000	MAGELLAN HEALTH SERVICES INC	135,434.96	47.2800	160,752.00	25,317.04
4,900.0000	MANHATTAN ASSOCIATES INC	117,796.00	30.5400	149,646.00	31,850.00
1,800.0000	MANTECH INTERNATIONAL CORP	78,841.02	41.3300	74,394.00	4,447.02-
3,590.0000	MARATHON OIL CORP	125,362.44	37.0300	132,937.70	7,575.26
4,030.0000	MARRIOTT INTERNATIONAL INC/DE	142,099.76	41.5400	167,406.20	25,306.44
2,550.0000	MARTEK BIOSCIENCES CORP	48,322.49	31.3000	79,815.00	31,492.51
5,300.0000	MATRIX SERVICE CO	49,425.68	12.1800	64,554.00	15,128.32
6,913.0000	MAXYGEN INC	42,100.16	3.9300	27,168.09	14,932.07-
1,700.0000	MAXIMUS INC	97,222.19	65.5800	111,486.00	14,263.81
9,700.0000	MEDICINES CO/THE	147,327.48	14.1300	137,061.00	10,266.48-
5,300.0000	MEDICIS PHARMACEUTICAL CORP	125,024.45	26.7900	141,987.00	16,962.55
10,530.0000	MEDTRONIC INC	456,103.81	37.0900	390,557.70	65,546.11-
34,480.0000	MICROSOFT CORP	1,050,950.45	27.9100	962,336.80	88,613.65-
7,001.0000	MICROSEMI CORP	124,337.76	22.9000	160,322.90	35,985.14
2,480.0000	MINERALS TECHNOLOGIES INC	132,879.80	65.4100	162,216.80	29,337.00
2,599.0000	MOMENTA PHARMACEUTICALS INC	32,747.40	14.9700	38,907.03	6,159.63
3,500.0000	MONSANTO CO	272,580.68	69.6400	243,740.00	28,840.68-
8,670.0000	MONSTER WORLDWIDE INC	118,248.49	23.6300	204,872.10	86,623.61
1,500.0000	NATIONAL HEALTH INVESTORS INC	55,485.01	45.0200	67,530.00	12,044.99



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6,102.0000	NELNET INC	105,137.47	23.6900	144,556.38	39,418.91
2,400.0000	NETSCOUT SYSTEMS INC	35,088.01	23.0100	55,224.00	20,135.99
1,100.0000	NEWMARKET CORP	137,216.88	123.3700	135,707.00	1,509.88-
5,670.0000	NORTHERN TRUST CORP	298,255.17	55.4100	314,174.70	15,919.53
8,300.0000	NOVATEL WIRELESS INC	66,151.00	9.5500	79,265.00	13,114.00
6,500.0000	O'CHARLEYS INC	42,575.00	7.2000	46,800.00	4,225.00
3,300.0000	OM GROUP INC	103,587.01	38.5100	127,083.00	23,495.99
3,500.0000	OMNOVA SOLUTIONS INC	21,455.00	8.3600	29,260.00	7,805.00
8,300.0000	OMNICELL INC	111,775.78	14.4500	119,935.00	8,159.22
1,200.0000	OPPENHEIMER HOLDINGS INC	39,864.00	26.2100	31,452.00	8,412.00-
8,760.0000	ORACLE CORP	224,765.93	31.3000	274,188.00	49,422.07
4,500.0000	OXFORD INDUSTRIES INC	91,799.45	25.6100	115,245.00	23,445.55
10,940.0000	PMC - SIERRA INC	90,544.95	8.5900	93,974.60	3,429.65
7,400.0000	PNM RESOURCES INC	91,900.69	13.0200	96,348.00	4,447.31
1,100.0000	PS BUSINESS PARKS INC	58,409.00	55.7200	61,292.00	2,883.00
4,500.0000	PAR PHARMACEUTICAL COS INC	117,644.33	38.5100	173,295.00	55,650.67
3,300.0000	PAREXEL INTERNATIONAL CORP	69,248.85	21.2300	70,059.00	810.15
5,199.0000	PARKWAY PROPERTIES INC/MD	108,243.18	17.5200	91,086.48	17,156.70-
4,700.0000	PENNSYLVANIA REAL ESTATE INVES	64,470.84	14.5300	68,291.00	3,820.16



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11,610.0000	PEPSICO INC/NC	710,762.07	65.3300	758,481.30	47,719.23
3,000.0000	PERFICIENT INC	25,290.00	12.5000	37,500.00	12,210.00
6,900.0000	PERICOM SEMICONDUCTOR CORP	79,557.00	10.9800	75,762.00	3,795.00-
11,620.0000	PETROHAWK ENERGY CORP	223,529.61	18.2500	212,065.00	11,464.61-
3,900.0000	PETROQUEST ENERGY INC	30,175.47	7.5300	29,367.00	808.47-
32,200.0000	PFIZER INC	578,065.91	17.5100	563,822.00	14,243.91-
9,500.0000	PIER 1 IMPORTS INC	71,909.30	10.5000	99,750.00	27,840.70
4,500.0000	PLANTRONICS INC	137,637.39	37.2200	167,490.00	29,852.61
1,700.0000	POST PROPERTIES INC	33,320.00	36.3000	61,710.00	28,390.00
1,300.0000	POWELL INDUSTRIES INC	40,988.99	32.8800	42,744.00	1,755.01
660.0000	PRECISION CASTPARTS CORP	72,831.01	139.2100	91,878.60	19,047.59
1,600.0000	T ROWE PRICE GROUP INC	76,478.17	64.5400	103,264.00	26,785.83
6,180.0000	PROCTER & GAMBLE CO/THE	374,760.94	64.3300	397,559.40	22,798.46
3,000.0000	PROSPERITY BANCSHARES INC	117,686.97	39.2800	117,840.00	153.03
1,800.0000	PROVIDENCE SERVICE CORP/THE	28,440.00	16.0700	28,926.00	486.00
13,250.0000	QUALCOMM INC	550,189.85	49.4900	655,742.50	105,552.65
5,900.0000	RF MICRO DEVICES INC	46,870.19	7.3500	43,365.00	3,505.19-
9,100.0000	REDWOOD TRUST INC	131,616.00	14.9300	135,863.00	4,247.00
2,010.0000	RESEARCH IN MOTION LTD	106,481.32	58.1300	116,841.30	10,359.98



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8,200.0000	RETAIL VENTURES INC	79,624.83	16.3000	133,660.00	54,035.17
9,800.0000	ROCHE HOLDING AG ADR	412,632.60	36.7450	360,101.00	52,531.60-
5,600.0000	SRA INTERNATIONAL INC	113,316.36	20.4500	114,520.00	1,203.64
4,500.0000	SAUER-DANFOSS INC	138,914.55	28.2500	127,125.00	11,789.55-
10,400.0000	SCHLUMBERGER LTD	664,604.27	83.5000	868,400.00	203,795.73
2,200.0000	SCHOLASTIC CORP	64,340.96	29.5400	64,988.00	647.04
4,800.0000	SEATTLE GENETICS INC	48,768.00	14.9500	71,760.00	22,992.00
4,940.0000	SEMPRA ENERGY	253,008.90	52.4800	259,251.20	6,242.30
3,600.0000	SIGNATURE BANK/NEW YORK NY	117,496.50	50.0600	180,216.00	62,719.50
2,880.0000	SILICON LABORATORIES INC	130,281.61	46.0200	132,537.60	2,255.99
3,900.0000	SONOSITE INC	107,976.21	31.6000	123,240.00	15,263.79
3,400.0000	SOTHEBY'S	105,507.60	45.0000	153,000.00	47,492.40
3,110.0000	SOUTHERN CO	97,879.25	38.2300	118,895.30	21,016.05
3,500.0000	SOUTHWEST GAS CORP	120,819.62	36.6700	128,345.00	7,525.38
2,300.0000	SPEEDWAY MOTORSPORTS INC	40,526.00	15.3200	35,236.00	5,290.00-
7,000.0000	STAGE STORES INC	86,519.99	17.3400	121,380.00	34,860.01
4,100.0000	STAMPS.COM INC	36,900.00	13.2500	54,325.00	17,425.00
2,610.0000	STATE STREET CORP	103,551.05	46.3400	120,947.40	17,396.35



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800.0000	STEPAN CO	48,965.58	76.2700	61,016.00	12,050.42
1,600.0000	STERIS CORP	44,232.15	36.4600	58,336.00	14,103.85
7,300.0000	STILLWATER MINING CO	86,752.73	21.3500	155,855.00	69,102.27
7,000.0000	STONE ENERGY CORP	118,917.83	22.2900	156,030.00	37,112.17
5,000.0000	STURM RUGER & CO INC	48,500.00	15.2900	76,450.00	27,950.00
3,800.0000	SYNAPTICS INC	103,559.48	29.3800	111,644.00	8,084.52
5,500.0000	SYSCO CORP	153,669.99	29.4000	161,700.00	8,030.01
5,000.0000	TALBOTS INC	50,732.00	8.5200	42,600.00	8,132.00-
4,780.0000	TARGET CORP	241,051.90	60.1300	287,421.40	46,369.50
3,800.0000	TECUMSEH PRODUCTS CO	44,422.00	13.0500	49,590.00	5,168.00
6,370.0000	TELEFONICA SA ADR	499,754.46	68.4200	435,835.40	63,919.06-
2,300.0000	TELETECH HOLDINGS INC	45,011.50	20.5900	47,357.00	2,345.50
11,300.0000	TETRA TECHNOLOGIES INC	108,437.97	11.8700	134,131.00	25,693.03
3,100.0000	TETRA TECH INC	78,286.58	25.0600	77,686.00	600.58-
6,310.0000	THORATEC CORP	183,189.54	28.3200	178,699.20	4,490.34-
3,500.0000	TIMBERLAND CO/THE	59,182.50	24.5900	86,065.00	26,882.50
3,070.0000	UMB FINANCIAL CORP	116,629.68	41.4400	127,220.80	10,591.12
13,480.0000	US BANCORP	305,421.51	26.9700	363,555.60	58,134.09



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1,200.0000	USANA HEALTH SCIENCES INC	47,692.72	43.4500	52,140.00	4,447.28
6,700.0000	ULTRA PETROLEUM CORP	316,252.49	47.7700	320,059.00	3,806.51
1,410.0000	UNION PACIFIC CORP	103,748.51	92.6600	130,650.60	26,902.09
7,000.0000	UNITED RENTALS INC	61,776.58	22.7500	159,250.00	97,473.42
1,400.0000	UNITED STATIONERS INC	84,888.30	63.8100	89,334.00	4,445.70
6,260.0000	UNITED TECHNOLOGIES CORP	433,896.07	78.7200	492,787.20	58,891.13
6,700.0000	UNITEDHEALTH GROUP INC	219,201.33	36.1100	241,937.00	22,735.67
2,100.0000	VALASSIS COMMUNICATIONS INC	75,103.59	32.3500	67,935.00	7,168.59-
9,100.0000	VERIZON COMMUNICATIONS INC	283,570.07	35.7800	325,598.00	42,027.93
2,700.0000	VIOPHARMA INC	22,653.00	17.3200	46,764.00	24,111.00
2,200.0000	VITAL IMAGES INC	27,918.02	13.9800	30,756.00	2,837.98
4,100.0000	WGL HOLDINGS INC	137,000.27	35.7700	146,657.00	9,656.73
13,000.0000	WAL-MART STORES INC	692,879.99	53.9300	701,090.00	8,210.01
8,930.0000	WALGREEN CO	321,020.89	38.9600	347,912.80	26,891.91
2,000.0000	WARNACO GROUP INC/THE	81,567.00	55.0700	110,140.00	28,573.00
6,300.0000	WEBSense INC	125,437.66	20.2500	127,575.00	2,137.34
1,700.0000	WEIS MARKETS INC	61,812.00	40.3300	68,561.00	6,749.00
23,880.0000	WELLS FARGO & CO	639,005.40	30.9900	740,041.20	101,035.80
1,900.0000	WEST PHARMACEUTICAL SERVICES I	67,109.52	41.2000	78,280.00	11,170.48



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1,100.0000	WOLVERINE WORLD WIDE INC	29,942.00	31.8800	35,068.00	5,126.00
3,100.0000	WORLD ACCEPTANCE CORP	111,073.00	52.8000	163,680.00	52,607.00
8,700.0000	WORTHINGTON INDUSTRIES INC	113,818.95	18.4000	160,080.00	46,261.05
2,990.0000	XILINX INC	85,294.24	28.9800	86,650.20	1,355.96
4,800.0000	YUM! BRANDS INC	174,637.90	49.0500	235,440.00	60,802.10
TOTAL CORPORATE STOCK - COMMON		48,918,740.46		54,560,049.60	5,641,309.14
<u>PARTNERSHIP/JOINT VENTURE INTEREST</u>					
16,200,000.0000	MESIROW INSTITUTIONAL MULTI- STRATEGY FUND LP	16,200,000.00	1.0428	16,894,575.00	694,575.00
TOTAL PARTNERSHIP/JOINT VENTURE INTEREST		16,200,000.00		16,894,575.00	694,575.00
<u>OTHER INVESTMENTS</u>					
150,000.0000	BAY AREA TOLL AUTH CALIF TOLL 6.263% 04/01/2049 DD 11/05/09	150,414.00	98.8070	148,210.50	2,203.50-
185,000.0000	BAY AREA TOLL AUTH CALIF TOLL 6.918% 04/01/2040 DD 07/01/10	182,846.60	100.7030	186,300.55	3,453.95
1,275,000.0000	BRAZIL FEDERATIVE REP GBL BD 7.125% 01/20/2037 DD 01/18/06	1,589,315.16	119.2500	1,520,437.50	68,877.66-
1,080,000.0000	FED REPUBLIC OF BRAZIL 4.875% 01/22/2021 DD 04/22/10	1,116,616.29	102.1370	1,103,079.60	13,536.69-
1,200,000.0000	CALIFORNIA ST 7.300% 10/01/2039 DD 10/15/09	1,259,796.00	100.7100	1,208,520.00	51,276.00-



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385,000.0000	CALIFORNIA ST 7.600% 11/01/2040 DD 12/01/10	392,692.55	104.1350	400,919.75	8,227.20
255,000.0000	CHICAGO ILL BRD ED 6.319% 11/01/2029 DD 11/02/10	255,000.00	98.3580	250,812.90	4,187.10-
115,000.0000	CURATORS UNIV MO SYS FACS REV 5.960% 11/01/2039 DD 07/23/09	131,530.10	103.0780	118,539.70	12,990.40-
205,000.0000	CURATORS UNIV MO SYS FACS REV 5.792% 11/01/2041 DD 12/21/10	204,196.75	103.3990	211,967.95	7,771.20
135,000.0000	DALLAS TEX AREA RAPID TRAN SAL 4.922% 12/01/2041 DD 10/07/10	134,812.39	88.7990	119,878.65	14,933.74-
360,000.0000	DALLAS TEX INDPT SCH DIST 6.450% 02/15/2035 DD 12/02/10	366,660.00	104.2680	375,364.80	8,704.80
200,000.0000	DISTRICT COLUMBIA INCOME TAX R 5.582% 12/01/2035 DD 12/22/10	200,000.00	101.1610	202,322.00	2,322.00
880,000.0000	ILLINOIS ST 5.100% 06/01/2033 DD 06/12/03	698,605.60	74.8170	658,389.60	40,216.00-
665,000.0000	LOS ANGELES CALIF CMNTY COLLEG 6.750% 08/01/2049 DD 07/22/10	674,202.95	103.5710	688,747.15	14,544.20
495,000.0000	METROPOLITAN TRANSN AUTH N Y R 6.814% 11/15/2040 DD 12/29/10	495,000.00	102.9310	509,508.45	14,508.45
330,000.0000	MUNICIPAL ELEC AUTH GA 6.637% 04/01/2057 DD 03/11/10	324,399.90	97.7500	322,575.00	1,824.90-
380,000.0000	NEW JERSEY ST TPK AUTH TPK REV 7.102% 01/01/2041 DD 12/15/10	380,000.00	108.3830	411,855.40	31,855.40
250,000.0000	NEW YORK N Y 5.968% 03/01/2036 DD 03/30/10	254,527.50	98.4000	246,000.00	8,527.50-



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
255,000.0000	NEW YORK N Y 6.271% 12/01/2037 DD 12/21/10	255,000.00	104.1170	265,498.35	10,498.35
75,000.0000	NEW YORK N Y CITY TRANSITIONAL 5.767% 08/01/2036 DD 10/22/09	76,089.00	101.0330	75,774.75	314.25-
490,000.0000	NEW YORK N Y CITY TRANSITIONAL 5.508% 08/01/2037 DD 08/16/10	490,177.10	96.2750	471,747.50	18,429.60-
340,000.0000	NEW YORK ST URBAN DEV CORP REV 5.770% 03/15/2039 DD 12/01/09	344,690.65	98.8960	336,246.40	8,444.25-
120,000.0000	NEW YORK ST URBAN DEV CORP REV 5.838% 03/15/2040 DD 12/08/10	120,000.00	102.1300	122,556.00	2,556.00
250,000.0000	NORTH TEX TWY AUTH REV 6.718% 01/01/2049 DD 08/12/09	275,185.00	97.9000	244,750.00	30,435.00-
210,000.0000	ORANGE CNTY CALIF LOC TRANSN A 6.908% 02/15/2041 DD 12/23/10	210,000.00	104.1420	218,698.20	8,698.20
180,000.0000	OREGON ST DEPT TRANSN HWY USER 5.834% 11/15/2034 DD 04/08/10	199,143.60	101.8510	183,331.80	15,811.80-
320,000.0000	PANAMA REP AMORT GLOBAL BD 6.700% 01/26/2036 DD 01/26/06	367,409.59	111.5000	356,800.00	10,609.59-
1,165,000.0000	REPUBLIC OF PERU 5.625% 11/18/2050 DD 11/18/10	1,120,310.60	92.5000	1,077,625.00	42,685.60-
180,000.0000	PORT AUTH N Y & N J 5.647% 11/01/2040 DD 11/01/10	180,000.00	96.6100	173,898.00	6,102.00-
110,000.0000	PORT SEATTLE WASH REV 7.000% 05/01/2036 DD 07/16/09	118,803.30	106.4260	117,068.60	1,734.70-
900,000.0000	PROV OF QUEBEC 7.500% 15-SEP-2029 NT	1,215,324.00	137.3150	1,235,835.00	20,511.00



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WESTON FOODS, INC.
WFI-COMBINE MANAGER

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
270,000.0000	REGIONAL TRANSN DIST COLO SALE 5.844% 11/01/2050 DD 11/23/10	270,719.10	99.6450	269,041.50	1,677.60-
270,000.0000	SAN DIEGO CNTY CALIF REGL TRAN 5.911% 04/01/2048 DD 11/10/10	270,000.00	98.2000	265,140.00	4,860.00-
585,000.0000	TEXAS ST 4.631% 04/01/2033 DD 09/29/10	585,788.20	92.6170	541,809.45	43,978.75-
330,000.0000	TEXAS ST TRANSN COMMN 5.178% 04/01/2030 DD 08/05/10	335,677.35	99.0660	326,917.80	8,759.55-
250,000.0000	UNITED MEXICAN STS #TR 00013 7.500% 04/08/2033 DD 04/11/03	310,102.50	122.7500	306,875.00	3,227.50-
1,015,000.0000	MEXICO GOVERNMENT INTERNATIONAL 6.050% 01/11/2040 DD 01/11/08	1,080,374.12	102.2500	1,037,837.50	42,536.62-
105,000.0000	UNIVERSITY TEX UNIV REVS 6.276% 08/15/2041 DD 06/17/09	108,169.95	103.5630	108,741.15	571.20
320,000.0000	UNIVERSITY TEX UNIV REVS 5.134% 08/15/2042 DD 06/30/10	320,000.00	96.0630	307,401.60	12,598.40-
155,000.0000	UNIVERSITY VA UNIV REVS 6.200% 09/01/2039 DD 04/22/09	192,415.45	111.4880	172,806.40	19,609.05-
250,000.0000	WASHINGTON ST 5.140% 08/01/2040 DD 06/01/10	258,774.50	95.5540	238,885.00	19,889.50-
TOTAL OTHER INVESTMENTS		17,514,769.80		17,138,714.50	376,055.30-



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
<u>COMMON/COLLECTIVE TRUST</u>					
6,476,480.2300	EB TEMPORARY INVESTMENT FD I I 0.105% 12/31/2040 DD 11/01/01	6,476,480.23	1.0000	6,476,480.23	0.00
1,773,341.6000	GSCI ENERGY SECTOR FUND A	10,919,258.79	6.2009	10,996,335.21	77,076.42
894,251.5300	GSCI NON-ENERGY SECTOR FUND A	8,222,707.88	12.4102	11,097,850.17	2,875,142.29
1,930,529.0300	JPMCB EAFE PLUS FUND	31,214,687.37	19.5800	37,799,758.41	6,585,071.04
TOTAL COMMON/COLLECTIVE TRUST		56,833,134.27		66,370,424.02	9,537,289.75
GRAND TOTAL		335,633,976.46		350,682,653.05	628,051.78 C <u>14,420,624.81</u> I 15,048,676.59



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Schedule II

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DE</u> * INDICATES PE ** INDICATES TR	<u>COST</u>	<u>PROCEEDS</u>
4,500.0000	AAR CORP	114,260.85-	101,699.18
300,000.0000	ABBOTT LJ 6.000% 04/01/20	330,099.00-	348,615.60
185,000.0000	ALABAMA POWER CO 6.000% 03/01/2039 DD 03/06/09	214,618.50-	205,179.80
100,000.0000	ALCOA INC NT 5.950% 02/01/2037 DD 01/25/07	86,424.00-	85,875.00
160,000.0000	ALLEGHANY CORP 5.625% 09/15/2020 DD 09/20/10	159,409.60-	161,496.00
60,000.0000	ALTRIA GROUP INC 10.200% 02/06/2039 DD 02/06/09	88,278.00-	87,879.60
1,600.0000	AMEDISYS INC	78,146.72-	45,333.79
200,000.0000	AMERICA MOVIL S A DE DV SR NT 6.375% 03/01/2035 DD 02/25/05	208,490.00-	233,384.00
400,000.0000	ANADARKO PETROLEUM CORP 6.450% 09/15/2036 DD 09/19/06	337,000.00-	415,060.00
330,000.0000	ANGLO AMERICAN CAPITAL 144A 4.450% 09/27/2020 DD 09/27/10	332,884.05-	337,632.90
400,000.0000	ANHEUSER-BUSCH INBEV WOR 5.375% 01/15/2020 DD 10/16/09	419,716.00-	443,156.00
1,700.0000	AO SMITH CORP	80,133.45-	98,303.21
155,000.0000	ARCELORMITTAL 7.000% 10/15/2039 DD 10/08/09	162,506.65-	162,940.65



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PROCEEDS</u>
	* INDICATES PENDING SETTLEMENT		
	** INDICATES TRANSACTION PENDING IN PRIOR YEAR		
190,000.0000	AT&T INC GLOBAL NT 6.550% 02/15/2039 DD 02/03/09	212,211.00-	216,841.30
200,000.0000	AT&T INC GLOBAL NT 6.400% 05/15/2038 DD 05/13/08	216,004.00-	218,970.00
2,970.0000	ATHENAHEALTH INC COM	82,694.95-	83,391.25
165,000.0000	BAY AREA TOLL AUTH CALIF TOLL 6.907% 10/01/2050 DD 11/04/10	165,000.00-	162,455.70
350,000.0000	BELLSOUTH TELECOMM DEBS 7.000% 12/01/2095 DD 12/01/95	382,522.00-	388,892.00
225,000.0000	BOEING CO DEBS 6.625% 02/15/2038 DD 02/24/98	263,006.15-	276,295.50
150,000.0000	BRITISH TELECOMMUNICATIONS PLC VAR RT 12/15/2030 DD 12/12/00	182,539.50-	206,719.50
4,082.0000	CIE GENERALE DES ETABLISSEMENT MICHELIN	.00	11,320.52
152,000.0000	COCA COLA ENTERPRISES INC DEB 6.950% 11/15/2026 DD 11/20/96	191,128.03-	198,370.64
225,000.0000	COCA COLA ENTERPRISES INC SR 7.000% 10/01/2026 DD 09/30/96	287,030.25-	293,015.25
650,000.0000	COCA-COLA ENTERPRISES 6.750% 09/15/2028 DD 09/11/98	781,007.50-	833,241.50
570,000.0000	CONOCO INC SR NTS 6.950% 04/15/2029 DD 04/20/99	699,407.40-	727,445.40



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PROCEEDS</u>
	* INDICATES PENDING SETTLEMENT		
	** INDICATES TRANSACTION PENDING IN PRIOR YEAR		
525,000.0000	CONOCOPHILLIPS 6.500% 02/01/2039 DD 02/03/09	641,496.25-	644,733.00
315,000.0000	CPC INTL INC NTS SER E 7.250% 12/15/2026 DD 12/18/96	381,824.10-	414,606.15
175,000.0000	CVS CAREMARK CORP 6.125% 09/15/2039 DD 09/11/09	191,455.25-	191,618.00
105,000.0000	DALLAS CNTY TEX HOSP DIST 5.621% 08/15/2044 DD 09/17/09	109,496.10-	115,494.75
85,000.0000	DALLAS TEX AREA RAPID TRAN SAL 5.999% 12/01/2044 DD 06/25/09	92,271.75-	98,418.95
18,050.0000	DEAN FOODS CO	187,841.58-	195,091.22
350,000.0000	DIAGEO CAPITAL PLC 4.828% 07/15/2020 DD 05/14/10	357,476.00-	392,362.20
190,000.0000	DOW CHEMICAL CO/THE 4.250% 11/15/2020 DD 11/09/10	189,477.50-	183,674.90
200,000.0000	DR PEPPER SNAPPLE GROUP INC 7.450% 05/01/2038 DD 11/01/08	252,160.00-	248,298.00
140,000.0000	DTE ENERGY COMPANY 3.450% 10/01/2020 DD 08/19/10	139,437.20-	140,789.60
255,000.0000	EAST BAY CALTF MUN UTIL DIST W 5.874% 06/01/2040 DD 02/23/10	269,229.00-	278,230.50
2,500.0000	EAST WEST BANCORP INC COM	46,076.14-	41,723.29
115,000.0000	EATON CORP NT 5.800% 03/15/2037 DD 03/16/07	125,028.00-	132,661.70



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PROCEEDS</u>
	* INDICATES PENDING SETTLEMENT		
	** INDICATES TRANSACTION PENDING IN PRIOR YEAR		
190,000.0000	EBAY INC 3.250% 10/15/2020 DD 10/28/10	188,898.00-	190,017.10
2,430.0000	EDENRED	37,154.66-	42,599.63
325,000.0000	EI DU PONT DE NEMOUR & C 3.625% 01/15/2021 DD 09/23/10	324,541.75-	328,243.50
250,000.0000	ENERGY TRANSFER PARTNERS L P 9.700% 03/15/2019 DD 12/23/08	300,490.00-	319,310.00
550,000.0000	ENTERPRISE PRODUCTS OPER 6.450% 09/01/2040 DD 05/20/10	566,692.50-	609,042.50
2,100.0000	FACET BIOTECH CORP COM	35,273.70-	56,662.62
405,000.0000	GENERAL ELEC CAP CORP 4.375% 09/16/2020 DD 09/16/10	401,828.85-	411,731.75
4,700.0000	GLOBAL CROSSING LTD SHS NEW	50,490.22-	68,931.38
115,000.0000	GOODRICH CORP 3.600% 02/01/2021 DD 09/13/10	114,756.20-	114,471.00
100,000.0000	HALLIBURTON CO 7.450% 09/15/2039 DD 03/13/09	127,387.50-	126,539.00
2,200.0000	HARBIN ELEC INC COM	43,253.22-	37,652.36
250,000.0000	HEINZ (H J) FINANCE CO 7.125% 08/01/2039 DD 07/29/09	293,740.00-	307,072.50
360,000.0000	HONEYWELL INTL INC SR NT 5.700% 03/15/2036 DD 03/14/06	406,858.20-	397,720.80



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PROCEEDS</u>
	* INDICATES PENDING SETTLEMENT		
	** INDICATES TRANSACTION PENDING IN PRIOR YEAR		
155,000.0000	HOSPIRA INC 5.600% 09/15/2040 DD 09/10/10	154,195.55-	150,588.70
1,200.0000	HUMAN GENOME SCIENCES INC	34,522.56-	29,336.86
18.0000	IBERDROLA SA - RTS	3.92-	3.55
10.0000	IBERDROLA SA - RTS	2.52-	2.36
900,000.0000	IBM CORP 5.600% 11/30/2039 DD 11/30/09	960,165.00-	1,014,546.30
270,000.0000	INDIANAPOLIS IND LOC PUB IMPT 6.116% 01/15/2040 DD 03/04/10	287,012.70-	290,682.40
185,000.0000	JOHNSON & JOHNSON 4.500% 09/01/2040 DD 08/17/10	181,085.40-	179,979.10
4,200.0000	KENDLE INTL INC	73,857.84-	34,340.71
480,000.0000	KINDER MORGAN ENER PART 6.550% 09/15/2040 DD 05/19/10	502,399.60-	529,370.50
150,000.0000	KROGER CO SR NT 6.900% 04/15/2038 DD 03/27/08	176,403.00-	183,611.80
135,000.0000	KROGER CO/THE 5.400% 07/15/2040 DD 07/13/10	133,810.65-	140,911.65
6,700.0000	LA-Z-BOY INC	99,250.67-	61,667.76
145,000.0000	LILLY ELI & CO NT 5.950% 11/15/2037 DD 03/06/09	166,380.25-	172,254.20
365,000.0000	LOS ANGELES CALIF UNI SCH DIST 5.750% 07/01/2034 DD 10/15/09	366,368.75-	348,902.40



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PROCEEDS</u>
	* INDICATES PENDING SETTLEMENT		
	** INDICATES TRANSACTION PENDING IN PRIOR YEAR		
300,000.0000	LOWE'S COMPANIES INC 5.800% 04/15/2040 DD 04/15/10	314,910.00-	344,703.00
150,000.0000	MARATHON OIL CORP 6.600% 10/01/2037 DD 09/27/07	161,437.50-	172,407.00
350,000.0000	MCDONALDS CORP 6.300% 03/01/2038 DD 02/29/08	414,277.50-	407,844.50
250,000.0000	MERCK & CO INC 6.300% 01/01/2026 DD 01/01/96	282,125.00-	305,535.00
100,000.0000	MERRILL LYNCH & CO INC SUB NT 6.220% 09/15/2026 DD 09/12/06	101,402.00-	105,388.00
180,000.0000	MIDAMERICAN ENERGY HOLDINGS CO 6.125% 04/01/2036 DD 10/01/06	190,121.40-	200,725.95
195,000.0000	MIDAMERICAN ENERGY HOLDINGS CO 6.500% 09/15/2037 DD 08/28/07	221,867.10-	227,181.40
235,000.0000	NATIONAL CITY CORP SUB DEB 6.875% 05/15/2019 DD 05/04/99	266,038.80-	273,690.40
335,000.0000	NBC UNIVERSAL 144A 5.950% 04/01/2041 DD 10/04/10	340,934.15-	346,748.45
150,000.0000	NEW YORK ST DORM AUTH ST PERS 5.600% 03/15/2040 DD 06/03/10	147,504.00-	145,510.50
325,000.0000	NISOURCE FINANCE CORP 6.800% 01/15/2019 DD 05/20/08	359,788.00-	375,687.00
500,000.0000	NORTHROP GRUMMAN SYSTEMS CORP 7.750% 02/15/2031 DD 02/27/01	677,155.00-	678,095.00



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PROCEEDS</u>
	* INDICATES PENDING SETTLEMENT		
	** INDICATES TRANSACTION PENDING IN PRIOR YEAR		
190,000.0000	OHIO ST UNIV GEN RCPTS BUILD 4.910% 06/01/2040 DD 10/06/10	190,000.00-	188,666.20
700,000.0000	ONTARIO PROV OF DISC 06/09/2010	699,741.00-	699,741.00
300,000.0000	ORACLE CORP 6.125% 07/08/2039 DD 07/08/09	331,515.00-	338,398.15
410,000.0000	PERU REP PDI BD 144A 6.550% 03/14/2037 DD 03/14/07	493,299.70-	496,100.00
300,000.0000	PETRO CDA SR NT 5.950% 05/15/2035 DD 05/16/05	293,655.00-	315,519.00
265,000.0000	PRUDENTIAL FINANCIAL INC 6.625% 06/21/2040 DD 06/21/10	279,280.85-	305,370.10
135,000.0000	SARA LEE CORP 4.100% 09/15/2020 DD 09/07/10	134,900.10-	135,934.20
265,000.0000	SCHERING-PLOUGH 6.550% 09/15/2037 DD 09/17/07	327,854.60-	333,438.05
700.0000	SCHWEITZER-MAUDUIT INTERNATION	30,111.69-	45,054.24
450,000.0000	SOUTH AFRICA GOVERNMENT INTERN 5.500% 03/09/2020 DD 03/09/10	465,187.50-	500,035.00
165,000.0000	SOUTHERN CAL EDISON 5.500% 03/15/2040 DD 03/11/10	168,301.65-	186,961.50
2,300.0000	STRATASYS INC	56,802.41-	65,013.23
6,600.0000	SYNCHRONOSS TECHNOLOGIES INC	115,494.28-	176,107.75



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PROCEEDS</u>
	* INDICATES PENDING SETTLEMENT		
	** INDICATES TRANSACTION PENDING IN PRIOR YEAR		
245,000.0000	TELECOM ITALIA CAP GTD SR NT 6.375% 11/15/2033 DD 05/15/04	241,511.20-	245,280.90
210,000.0000	TEXAS ST 5.517% 04/01/2039 DD 08/26/09	224,401.80-	235,541.70
800.0000	TOWERS & WATSON CO COM STK	33,064.64-	39,433.81
250,000.0000	TYCO INTL LTD/TYCO INTL FIN 6.875% 01/15/2021 DD 07/15/08	300,585.00-	304,550.00
27,527.0000	UNICREDIT SPA - RIGHTS	.00	3,808.98
75,000.0000	UNITED TECHNOLOGIES CORP NT 5.400% 05/01/2035 DD 04/29/05	81,939.75-	78,564.00
1,700.0000	UNIVERSAL TECHNICAL INSTITUTE	34,885.53-	37,225.29
120,000.0000	UNUM GROUP 5.625% 09/15/2020 DD 09/15/10	119,854.80-	121,093.00
145,000.0000	WAL-MART STORES INC 5.625% 04/01/2040 DD 04/01/10	156,990.05-	153,671.00
145,000.0000	WAL-MART STORES INC 6.200% 04/15/2038 DD 04/15/08	167,669.30-	168,181.15
225,000.0000	WELLPOINT INC 5.800% 08/15/2040 DD 08/12/10	237,285.00-	227,828.25
750,000.0000	XTO ENERGY INC SR NT 6.375% 06/15/2038 DD 04/18/08	886,110.00-	946,252.50
225,000.0000	ZIMMER HOLDINGS INC 5.750% 11/30/2039 DD 11/17/09	235,919.25-	240,906.65



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FINAL 085322

2010-12-31 CYCLE 3 12:13:50 RUN DATE: 28-APR-11

GWIG500200
WESTON FOODS, INC.
WFI-COMBINE MANAGER

5500 ACQUISITIONS/DISPOSITIONS OF ASSETS WITHIN THE SAME PLAN YEAR REPORT
FOR THE PERIOD 01 JANUARY 2010 THROUGH 31 DECEMBER 2010

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M2574E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PROCEEDS</u>
	* INDICATES PENDING SETTLEMENT		
	** INDICATES TRANSACTION PENDING IN PRIOR YEAR		
4,500.0000	AAR CORP	114,260.85-	101,699.18
300,000.0000	ABBOTT LABORATORIES 6.000% 04/01/2039 DD 03/03/09	330,099.00-	348,615.60
185,000.0000	ALABAMA POWER CO 6.000% 03/01/2039 DD 03/06/09	214,618.50-	205,179.80
100,000.0000	ALCOA INC NT 5.950% 02/01/2037 DD 01/25/07	86,424.00-	85,875.00
160,000.0000	ALLEGHANY CORP 5.625% 09/15/2020 DD 09/20/10	159,409.60-	161,496.00
60,000.0000	ALTRIA GROUP INC 10.200% 02/06/2039 DD 02/06/09	88,278.00-	87,879.60
1,600.0000	AMEDISYS INC	78,146.72-	45,333.79
200,000.0000	AMERICA MOVIL S A DE DV SR NT 6.375% 03/01/2035 DD 02/25/05	208,490.00-	233,384.00
400,000.0000	ANADARKO PETROLEUM CORP 6.450% 09/15/2036 DD 09/19/06	337,000.00-	415,060.00
330,000.0000	ANGLO AMERICAN CAPITAL 144A 4.450% 09/27/2020 DD 09/27/10	332,884.05-	337,632.90
400,000.0000	ANHEUSER-BUSCH INBEV WOR 5.375% 01/15/2020 DD 10/16/09	419,716.00-	443,156.00
1,700.0000	AO SMITH CORP	80,133.45-	98,303.21
155,000.0000	ARCELORMITTAL 7.000% 10/15/2039 DD 10/08/09	162,506.65-	162,940.65



THE BANK OF NEW YORK MELLON

TRDGWI GWIG50020000 5500

FINAL 085322

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GWIG500200
WESTON FOODS, INC.
WFI-COMBINE MANAGER

SERIES OF TRANSACTIONS IN EXCESS OF FIVE PERCENT
OF THE CURRENT VALUE OF THE PLAN ASSETS
FOR THE PERIOD 01 JANUARY 2010 THROUGH 31 DECEMBER 2010

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TRAN COUNT	SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST OF PURCHASES	5% VALUE:	PROCEEDS FROM SALES	COST OF ASSETS DISPOSED	GAIN/LOSS
1	7,000,000.00	U S TREASURY BILL 0.000% 07/08/2010 DD 01/07/10	6,999,531.78	10,756,442.58	.00	.00	.00
1	7,000,000.00	U S TREASURY BILL 0.000% 07/08/2010 DD 01/07/10	.00		6,999,531.70	6,999,531.78	.08-
2	18,500,000.00	U S TREAS BD STRIP PRIN PMT 0.000% 11/15/2027 DD 11/15/97	8,955,965.00		.00	.00	.00
6	3,940,000.00	U S TREAS BD STRIP PRIN PMT 0.000% 11/15/2027 DD 11/15/97	.00		2,001,350.30	1,893,258.44	108,091.86
4	20,420,000.00	U S TREASURY BOND 0.000% 05/15/2030 DD 02/15/00	8,856,012.20		.00	.00	.00
8	8,285,000.00	U S TREASURY BOND 0.000% 05/15/2030 DD 02/15/00	.00		3,864,483.45	3,554,371.77	310,111.68
9	43,140,000.00	U S TREAS BD STRIP PRIN PMT 0.000% 08/15/2039 DD 08/17/09	12,095,604.23		.00	.00	.00
8	11,160,000.00	U S TREAS BD STRIP PRIN PMT 0.000% 08/15/2039 DD 08/17/09	.00		3,057,809.35	3,113,243.31	55,433.96-
2	2,950,000.00	U S TREASURY BOND 7.875% 02/15/2021 DD 02/15/91	4,096,169.55		.00	.00	.00
4	6,240,000.00	U S TREASURY BOND 7.875% 02/15/2021 DD 02/15/91	.00		8,679,984.52	8,514,581.48	165,403.04
3	5,198,000.00	U S TREASURY BOND 07.250% 08/15/2022 DD 08/15/92	6,979,123.78		.00	.00	.00
3	8,591,000.00	U S TREASURY BOND 07.250% 08/15/2022 DD 08/15/92	.00		11,689,126.53	11,294,296.68	394,829.85
48	67,800,000.00	U S TREASURY BOND 4.625% 02/15/2040 DD 02/15/10	72,902,982.43		.00	.00	.00
224	67,800,000.00	U S TREASURY BOND 4.625% 02/15/2040 DD 02/15/10	.00		73,735,534.40	72,902,982.43	832,551.97



THE BANK OF NEW YORK MELLON.

TRDGWI GWIG50020000 5500 FINAL 085322

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WESTON FOODS, INC.
WFI-COMBINE MANAGER

SERIES OF TRANSACTIONS IN EXCESS OF FIVE PERCENT
OF THE CURRENT VALUE OF THE PLAN ASSETS
FOR THE PERIOD 01 JANUARY 2010 THROUGH 31 DECEMBER 2010

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T6500

5% VALUE: 10,756,442.58

TRAN COUNT	SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST OF PURCHASES	PROCEEDS FROM SALES	COST OF ASSETS DISPOSED	GAIN/LOSS
99	20,740,000.00	U S TREASURY BONDS		.00		.00
		4.375% 05/15/2040 DD 05/15/10	22,693,813.22		.00	
128	20,740,000.00	U S TREASURY BONDS		22,680,704.43		13,108.79-
		4.375% 05/15/2040 DD 05/15/10	.00		22,693,813.22	
29	6,140,000.00	U S TREASURY BONDS		.00		.00
		3.875% 08/15/2040 DD 08/15/10	5,710,849.46		.00	
43	5,840,000.00	U S TREASURY BONDS		5,363,377.54		73,689.57-
		3.875% 08/15/2040 DD 08/15/10	.00		5,437,067.11	
4	8,185,000.00	U S TREASURY NOTE		.00		.00
		3.500% 05/15/2020 DD 05/15/10	8,372,443.75		.00	
24	8,185,000.00	U S TREASURY NOTE		8,513,878.27		141,434.52
		3.500% 05/15/2020 DD 05/15/10	.00		8,372,443.75	
95	31,056,308.53	BSDT-LATE MONEY DEPOSIT ACCT		.00		.00
		0.025% 12/31/2049 DD 06/26/97	31,056,308.53		.00	
93	31,055,966.82	BSDT-LATE MONEY DEPOSIT ACCT		31,055,966.82		.00
		0.025% 12/31/2049 DD 06/26/97	.00		31,055,966.82	
609	240,441,476.16	EB TEMPORARY INVESTMENT FD II		.00		.00
		0.379% 12/31/2040 DD 11/01/01	240,441,476.16		.00	
391	237,823,221.81	EB TEMPORARY INVESTMENT FD II		237,823,221.81		.00
		0.379% 12/31/2040 DD 11/01/01	.00		237,823,221.81	
2	440,521.66	JPMCB LONG CREDIT FUND		.00		.00
			8,700,000.00		.00	
5	2,940,996.07	JPMCB LONG CREDIT FUND		58,994,854.35		8,395,059.66
			.00		50,599,794.69	
3	1,013,825.48	JPMCB EAFE PLUS FUND		.00		.00
			18,313,773.18		.00	
2	239,998.17	JPMCB EAFE PLUS FUND		4,500,000.00		998,883.80
			.00		3,501,116.20	