

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 24pt;">2010</div>
		This Form is Open to Public Inspection

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>INDIANA UFCW UNIONS AND RETAIL FOOD EMPLOYERS PENSION PLAN</u>	1b Three-digit plan number (PN) ►	<u>001</u>	
	1c Effective date of plan	<u>06/01/1966</u>	
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>TRUSTEES OF INDIANA UFCW UNIONS AND RETAIL FOOD EMPLOYERS PENSION PLAN</u> <u>5420 WEST SOUTHERN AVENUE</u> <u>SUITE 407</u> <u>INDIANAPOLIS, IN 46241</u>	2b Employer Identification Number (EIN) <u>35-6244695</u>	2c Sponsor's telephone number <u>317-247-7381</u>	2d Business code (see instructions) <u>445110</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	<u>Filed with authorized/valid electronic signature.</u>	<u>10/17/2011</u>	<u>ANNE MCCONVILLE</u>
	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") TRUSTEES OF INDIANA UFCW UNIONS AND RETAIL FOOD EMPLOYERS PENSION PLAN 5420 WEST SOUTHERN AVENUE, STE. 407 INDIANAPOLIS, IN 46241		3b Administrator's EIN 35-6244695
		3c Administrator's telephone number 317-247-7381
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
5 Total number of participants at the beginning of the plan year	5	11017
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	4529
b Retired or separated participants receiving benefits.....	6b	3031
c Other retired or separated participants entitled to future benefits.....	6c	3598
d Subtotal. Add lines 6a , 6b , and 6c	6d	11158
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	164
f Total. Add lines 6d and 6e	6f	11322
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	
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	4
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions: 1A 1B 1G		
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
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)

<div>SCHEDULE MB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Multiemployer Defined Benefit Plan and Certain Money Purchase 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.</div>	<div>OMB No. 1210-0110 2010 This Form is Open to Public Inspection</div>
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 INDIANA UFCW UNIONS AND RETAIL FOOD EMPLOYERS 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 TRUSTEES OF INDIANA UFCW UNIONS AND RETAIL FOOD EMPLOYERS PENSION PLAN		D Employer Identification Number (EIN) 35-6244695
E Type of plan: (1) ☒ Multiemployer Defined Benefit (2) ☐ Money Purchase (see instructions)		
1a Enter the valuation date: Month 01 Day 01 Year 2010		
b Assets		
(1) Current value of assets	1b(1)	202930146
(2) Actuarial value of assets for funding standard account.....	1b(2)	263809190
c (1) Accrued liability for plan using immediate gain methods	1c(1)	298814184
(2) Information for plans using spread gain methods:		
(a) Unfunded liability for methods with bases.....	1c(2)(a)	
(b) Accrued liability under entry age normal method.....	1c(2)(b)	
(c) Normal cost under entry age normal method.....	1c(2)(c)	
(3) Accrued liability under unit credit cost method.....	1c(3)	298814184
d Information on current liabilities of the plan:		
(1) Amount excluded from current liability attributable to pre-participation service (see instructions).....	1d(1)	
(2) "RPA '94" information :		
(a) Current liability	1d(2)(a)	425839347
(b) Expected increase in current liability due to benefits accruing during the plan year	1d(2)(b)	6651866
(c) Expected release from "RPA '94" current liability for the plan year	1d(2)(c)	0
(3) Expected plan disbursements for the plan year	1d(3)	18538209
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.		
<div>SIGN HERE</div>	09/20/2011	
STEVEN J. MIKKALO, FSA, MAAA	Date	
MILLIMAN, INC.	11-02898	
	Most recent enrollment number	
	317-639-1000	
	Telephone number (including area code)	
111 MONUMENT CIRCLE, SUITE 601, INDIANAPOLIS, IN 46204-2605		
	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 Form 5500-SF.		
Schedule MB (Form 5500) 2010 v.092308.1		

2 Operational information as of beginning of this plan year:

a Current value of the assets (see instructions)	2a	202930146
b "RPA '94" current liability/participant count breakdown:	(1) Number of participants	(2) Current liability
(1) For retired participants and beneficiaries receiving payment	3105	186820355
(2) For terminated vested participants	3644	94817014
(3) For active participants:		
(a) Non-vested benefits		4428821
(b) Vested benefits		139773157
(c) Total active	4388	144201978
(4) Total	11137	425839347
c If the percentage resulting from dividing line 2a by line 2b(4), column (2), is less than 70%, enter such percentage	2c	47.65 %

3 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
02/15/2010	475016		08/15/2011	519281	
03/15/2011	378696		09/15/2011	406327	
04/15/2011	378199		10/15/2011	410903	
05/15/2011	383773		11/15/2011	502915	
06/15/2011	512816		12/15/2011	411754	
07/15/2011	407159		01/15/2011	434888	
Totals ▶			3(b)	5221727	3(c)

4 Information on plan status:

a Enter code to indicate plan's status (see instructions for attachment of supporting evidence of plan's status). If code is "N," go to item 5	4a	C
b Funded percentage for monitoring plan's status (line 1b(2) divided by line 1c(3))	4b	88.3 %
c Is the plan making the scheduled progress with any applicable funding improvement or rehabilitation plan?		☒ Yes ☐ No
d If the plan is in critical status, were any adjustable benefits reduced?		☐ Yes ☒ No
e If line d is "Yes," enter the reduction in liability resulting from the reduction in adjustable benefits, measured as of the valuation date	4e	

5 Actuarial cost method used as the basis for this plan year's funding standard account computations (check all that apply):

- | | | | |
|--|--|--|---|
| a ☐ Attained age normal | b ☐ Entry age normal | c ☒ Accrued benefit (unit credit) | d ☐ Aggregate |
| e ☐ Frozen initial liability | f ☐ Individual level premium | g ☐ Individual aggregate | h ☐ Shortfall |
| i ☐ Reorganization | j ☐ Other (specify): | | |

k If box h is checked, enter period of use of shortfall method	5k	
l Has a change been made in funding method for this plan year?		☐ Yes ☒ No
m If line l is "Yes," was the change made pursuant to Revenue Procedure 2000-40?		☐ Yes ☐ No
n If line l is "Yes," and line m is "No," enter the date (MM-DD-YYYY) of the ruling letter (individual or class) approving the change in funding method	5n	

6 Checklist of certain actuarial assumptions:

a Interest rate for "RPA '94" current liability	6a	4.58 %
b Rates specified in insurance or annuity contracts	Pre-retirement	Post-retirement
	☐ Yes ☒ No ☐ N/A	☐ Yes ☒ No ☐ N/A
c Mortality table code for valuation purposes:		
(1) Males	6c(1)	9
(2) Females	6c(2)	9F
d Valuation liability interest rate	6d	7.50 %
e Expense loading	6e	18.2 %
f Salary scale	6f	0.00 %
g Estimated investment return on actuarial value of assets for year ending on the valuation date	6g	22.2 %
h Estimated investment return on current value of assets for year ending on the valuation date	6h	14.3 %

7 New amortization bases established in the current plan year:

(1) Type of base	(2) Initial balance	(3) Amortization Charge/Credit
1	-26153618	-2756159
1	-10524677	-845941
4	1319900	139096

8 Miscellaneous information:

a If a waiver of a funding deficiency has been approved for this plan year, enter the date (MM-DD-YYYY) of the ruling letter granting the approval	8a	
b Is the plan required to provide a Schedule of Active Participant Data? (See the instructions.) If "Yes," attach schedule.		
	☐ Yes ☒ No	
c Are any of the plan's amortization bases operating under an extension of time under section 412(e) (as in effect prior to 2008) or section 431(d) of the Code?		
	☒ Yes ☐ No	
d If line c is "Yes," provide the following additional information:		
(1) Was an extension granted automatic approval under section 431(d)(1) of the Code?		
	☒ Yes ☐ No	
(2) If line (1) is "Yes," enter the number of years by which the amortization period was extended		
	8d(2)	5
(3) Was an extension approved by the Internal Revenue Service under section 412(e) (as in effect prior to 2008) or 431(d)(2) of the Code?		
	☐ Yes ☒ No	
(4) If line (3) is "Yes," enter number of years by which the amortization period was extended (not including the number of years in line (2))		
	8d(4)	
(5) If line (3) is "Yes," enter the date of the ruling letter approving the extension		
	8d(5)	
(6) If line (3) is "Yes," is the amortization base eligible for amortization using interest rates applicable under section 6621(b) of the Code for years beginning after 2007?		
	☐ Yes ☐ No	
e If box 5h is checked or line 8c is "Yes," enter the difference between the minimum required contribution for the year and the minimum that would have been required without using the shortfall method or extending the amortization base(s)		
	8e	4191282

9 Funding standard account statement for this plan year:**Charges to funding standard account:**

a Prior year funding deficiency, if any	9a	0
b Employer's normal cost for plan year as of valuation date	9b	5033894
c Amortization charges as of valuation date:		
Outstanding balance		
(1) All bases except funding waivers and certain bases for which the amortization period has been extended	9c(1)	17349547
(2) Funding waivers	9c(2)	0
(3) Certain bases for which the amortization period has been extended	9c(3)	0
d Interest as applicable on lines 9a, 9b, and 9c		
	9d	1678758
e Total charges. Add lines 9a through 9d		
	9e	24062199

Credits to funding standard account:

f Prior year credit balance, if any	9f	14893134
g Employer contributions. Total from column (b) of line 3	9g	5221727
Outstanding balance		
h Amortization credits as of valuation date	9h	21804611
i Interest as applicable to end of plan year on lines 9f, 9g, and 9h		
	9i	2914488
j Full funding limitation (FFL) and credits:		
(1) ERISA FFL (accrued liability FFL)	9j(1)	124496894
(2) "RPA '94" override (90% current liability FFL)	9j(2)	126610471
(3) FFL credit	9j(3)	0
k (1) Waived funding deficiency		
	9k(1)	0
(2) Other credits		
	9k(2)	0
l Total credits. Add lines 9f through 9i, 9j(3), 9k(1), and 9k(2)		
	9l	44833960
m Credit balance: If line 9l is greater than line 9e, enter the difference		
	9m	20771761
n Funding deficiency: If line 9e is greater than 9l, enter the difference		
	9n	

9 o Current year's accumulated reconciliation account:

(1) Due to waived funding deficiency accumulated prior to the 2010 plan year.....	9o(1)	0
(2) Due to amortization bases extended and amortized using the interest rate under section 6621(b) of the Code:		
(a) Reconciliation outstanding balance as of valuation date.....	9o(2)(a)	0
(b) Reconciliation amount (line 9c(3) balance minus line 9o(2)(a)).....	9o(2)(b)	0
(3) Total as of valuation date.....	9o(3)	0

10 Contribution necessary to avoid an accumulated funding deficiency. (See instructions.)	10	0
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11 Has a change been made in the actuarial assumptions for the current plan year? If "Yes," see instructions.	☒ Yes ☐ No
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SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2010
		This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010	
A Name of plan INDIANA UFCW UNIONS AND RETAIL FOOD EMPLOYERS PENSION PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 TRUSTEES OF INDIANA UFCW UNIONS AND RETAIL FOOD EMPLOYERS PENSION PLAN	D Employer Identification Number (EIN) 35-6244695

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
BLACKROCK FINANCIAL MANAGEMENT, INC
13-3806691

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
BRIDGEWATER ASSOCIATES, LP
ONE GLENDINNING PLACE WESTPORT, CT 06880

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
K2/D&S MANAGEMENT CO. LLC
13-3970786

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
MORGAN STANLEY AIP GP LP
23-3060887

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

SIGULER GUFF ADVISERS LLC

13-3855629

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

LOOMIS SAYLES FUNDS

04-3113281

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

PACIFIC INVESTMENT MGMT CO LLC

33-0629048

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

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

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

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

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

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)

MILLIMAN

91-0675641

(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	287133	Yes ☐ No ☒	Yes ☐ No ☐	0	Yes ☐ No ☐

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

ZENITH ADMINISTRATORS

52-1590516

(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	NONE	249525	Yes ☐ No ☒	Yes ☐ No ☐	0	Yes ☐ No ☐

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

TCW 11100 SANTA MONICA BLVD, STE 2000
LOS ANGELES, CA 90025

(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?
52 28	NONE	0	Yes ☒ No ☐	Yes ☐ No ☒	193351	Yes ☐ No ☒

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

JP MORGAN INVESTMENT MANAGEMENT

13-3200244

(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?
28 27 50 51	NONE	168622	Yes ☐ No ☒	Yes ☐ No ☐	0	Yes ☐ No ☐

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

ULLICO INVESTMENT ADVISORS, INC.

52-6435649

(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?
28	NONE	138381	Yes ☐ No ☒	Yes ☐ No ☐	0	Yes ☐ No ☐

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

REINHART BOERNER VAN DEUREN S.C.

39-1126909

(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?
29	NONE	121355	Yes ☐ No ☒	Yes ☐ No ☐	0	Yes ☐ No ☐

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

THE BOSTON COMPANY ASSET MANAGEMENT

04-3404987

(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?
28 52	NONE	116705	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

SACHS WALDMAN PROFESSIONAL CORP.

38-1905521

(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?
29	NONE	108260	Yes ☐ No ☒	Yes ☐ No ☐	0	Yes ☐ No ☐

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

ING CLARION PARTNERS

13-3379970

(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?
28 52	NONE	0	Yes ☒ No ☐	Yes ☐ No ☒	99163	Yes ☐ No ☒

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

PENN CAPITAL MGMT COMPANY INC.

22-2796848

(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?
28	NONE	86368	Yes ☐ No ☒	Yes ☐ No ☐	0	Yes ☐ No ☐

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

NEPC, LLC

26-1429809

(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?
27	NONE	75000	Yes ☐ No ☒	Yes ☐ No ☐	0	Yes ☐ No ☐

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

PRUDENTIAL TRUST CO.

23-6994310

(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?
28 62	NONE	65407	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

ATTALUS CAPITAL, L.P.

23-2981828

(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?
52	NONE	0	Yes ☒ No ☐	Yes ☐ No ☒	64001	Yes ☐ No ☒

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

KEYBANK

34-0797057

(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?
19 62	NONE	54274	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

HAMILTON LANE SECONDARY FUND II GP

26-2316056

(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?
52	NONE	0	Yes ☒ No ☐	Yes ☐ No ☒	50000	Yes ☐ No ☒

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

ALADDIN CAPITAL MANAGEMENT LLC

13-4100464

(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?
52	NONE	0	Yes ☒ No ☐	Yes ☐ No ☒	40037	Yes ☐ No ☒

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

STATE STREET GLOBAL ADVISORS

04-1867445

(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?
18 19 51 52 68 99	NONE	16253	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

LEGACY PROFESSIONALS LLP

32-0043599

(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?
10	NONE	11746	Yes ☐ No ☒	Yes ☐ No ☐	0	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
TCW	52 28	193351
(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.	
TCW CAPITAL TRUST 27-6148636	\$100,218 IN MANAGEMENT FEES; \$93,133 IN CARRIED INTEREST (ACCRUED BUT NOT PAID)	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ATTALUS CAPITAL, L.P.	52	64001
(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.	
ATTALUS MULTI-STRATEGY FUND P.O. BOX 309, SOUTH CHURCH STREET GEORGE TOWN CJ	INVESTMENT MANAGEMENT FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING CLARION PARTNERS	28 52	99163
(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.	
CLARION LION PROPERTIES FUND 13-4087331	INVESTMENT MANAGEMENT FEES	

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
HAMILTON LANE SECONDARY FUND II GP	52	50000

(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.
HAM LN SEC OFFSHORE FDII LP ONE PRESIDENTIAL BLVD., 4TH FLOOR BALA CYNWYD, PA 19004	INVESTMENT MANAGEMENT FEES

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ALADDIN CAPITAL MANAGEMENT LLC	52	40037

(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.
ALAFFIN FLEX INV FUND S 2008 SIX LANDMARK SQUARE STANFORD, CT 06901	INVESTMENT MANAGEMENT FEES

(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
GOTTEX 5 SAVILE ROW LONDON UK	52 28	DID NOT RESPOND TO MULTIPLE PLAN'S REQUESTS FOR INFORMATION REGARDING INDIRECT COMPENSATION RECEIVED.

Part III	Termination Information on Accountants and Enrolled Actuaries (see instructions) (complete as many entries as needed)
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a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE 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 <p style="text-align: center;">This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p style="text-align: center;">▶ File as an attachment to Form 5500.</p>	<small>OMB No. 1210-0110</small> <hr/> <p style="text-align: center; font-size: 1.2em;">2010</p> <hr/> <p style="text-align: center;">This Form is Open to Public Inspection.</p>
For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010		
A Name of plan INDIANA UFCW UNIONS AND RETAIL FOOD EMPLOYERS PENSION PLAN		B Three-digit plan number (PN) ▶ 001
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 TRUSTEES OF INDIANA UFCW UNIONS AND RETAIL FOOD EMPLOYERS PENSION PLAN		D Employer Identification Number (EIN) 35-6244695
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)		
a Name of MTIA, CCT, PSA, or 103-12 IE: JENNISON U.S. SMALL CAP EQUITY		
b Name of sponsor of entity listed in (a): PRUDENTIAL TRUST CO.		
c EIN-PN 23-6994310-046	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8291997
a Name of MTIA, CCT, PSA, or 103-12 IE: K2 INSTITUTIONAL INVESTORS II LTD		
b Name of sponsor of entity listed in (a): K2 ADVISORS, LLC		
c EIN-PN 98-0434202-001	d Entity code E	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6504380
a Name of MTIA, CCT, PSA, or 103-12 IE: NON-US VALUE EQUITY FUND		
b Name of sponsor of entity listed in (a): THE BANK OF NEW YORK MELLON		
c EIN-PN 04-3242849-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 17919948
a Name of MTIA, CCT, PSA, or 103-12 IE: TFA INTERNATIONAL GROUP TRUST		
b Name of sponsor of entity listed in (a): ULLICO INVESTMENT ADVISORS, INC		
c EIN-PN 74-3178242-001	d Entity code E	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 18053955
a Name of MTIA, CCT, PSA, or 103-12 IE: JPM SPECIAL SITUATION PROPERTY FUND		
b Name of sponsor of entity listed in (a): JPMORGAN CHASE BANK, N.A.		
c EIN-PN 13-3980309-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7789066
a Name of MTIA, CCT, PSA, or 103-12 IE: RUSSELL 1000 INDEX SL FUND		
b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST COMPANY		
c EIN-PN 04-0025081-044	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: S&P 500 FLAGSHIP NON-LENDING FUND		
b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST COMPANY		
c EIN-PN 04-0025081-004	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 11288333

a Name of MTIA, CCT, PSA, or 103-12 IE: **S&P MIDCAP 400 INDEX NON-LENDING FD**
b Name of sponsor of entity listed in (a): **STATE STREET BANK AND TRUST COMPANY**

c EIN-PN 04-0025081-006	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	8839843
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a Name of MTIA, CCT, PSA, or 103-12 IE: **TFA INTERNATIONAL GROUP TRUST**
b Name of sponsor of entity listed in (a): **ULLICO INVESTMENT ADVISORS, INC**

c EIN-PN 04-6799863-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	0
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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)
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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)
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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)
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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)
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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)
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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)
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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)
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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)
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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) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2010
		This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010		
A Name of plan INDIANA UFCW UNIONS AND RETAIL FOOD EMPLOYERS PENSION PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 TRUSTEES OF INDIANA UFCW UNIONS AND RETAIL FOOD EMPLOYERS PENSION PLAN	D Employer Identification Number (EIN) 35-6244695	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	1839984	364910
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	354420	434888
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	1351455	1826248
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	715036	2377799
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)	10058485	11674879
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	245788	303160
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)	27454717	18149306
(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)	67909597	54129187
(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)	6255463	24558335
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	82170217	41223834
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	5848760	60432302

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	204203922	215474848

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	258066	342710
i Acquisition indebtedness	1i		
j Other liabilities	1j	1015710	807265
k Total liabilities (add all amounts in lines 1g through 1j)	1k	1273776	1149975

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	202930146	214324873
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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) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	5221727	
(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)		5221727
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	714	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)	955272	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	1927624	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		2883610
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	2656528	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		2656528
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	15183316	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	14915471	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		267845

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	8435761	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		8435761
(6) Net investment gain (loss) from common/collective trusts	2b(6)		8227727
(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)		1985076
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		1560697
c Other income.....	2c		15905
d Total income. Add all income amounts in column (b) and enter total.....	2d		31254876

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	18129509	
(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)		18129509
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)	528494	
(2) Contract administrator fees	2i(2)	249525	
(3) Investment advisory and management fees	2i(3)	721010	
(4) Other	2i(4)	231611	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		1730640
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		19860149

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		11394727
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: LEGACY PROFESSIONALS LLP

(2) EIN: 32-0043599

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		1000000
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		84931935
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.		X	

- 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)

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Retirement Plan Information</div> <div>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).</div> <div>► File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2010</div> <div>This Form is Open to Public Inspection.</div>
For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010		
A Name of plan INDIANA UFCW UNIONS AND RETAIL FOOD EMPLOYERS PENSION PLAN		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 TRUSTEES OF INDIANA UFCW UNIONS AND RETAIL FOOD EMPLOYERS PENSION PLAN		D Employer Identification Number (EIN) 35-6244695
Part I	Distributions	
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....		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): _____ 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 0
Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)	
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☒ No ☐ N/A If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year		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	
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		
Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.	
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... ☐ Yes ☐ No		
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No		
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ☐ Yes ☐ No		
12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ☐ Yes ☐ No		
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.		
Schedule R (Form 5500) 2010 v.092308.1		

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer THE KROGER COMPANY

b EIN 34-0345740

c Dollar amount contributed by employer

5146817

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) 0.57

(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	101.01
b The corresponding number for the second preceding plan year	15b	101.50

- 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: 36.0% Investment-Grade Debt: 12.0% High-Yield Debt: 9.0% Real Estate: 8.0% Other: 35.0%

- 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):

**INDIANA AREA UNITED FOOD AND COMMERCIAL
WORKERS UNIONS AND RETAIL FOOD EMPLOYERS
JOINT PENSION PLAN**

FINANCIAL STATEMENTS

DECEMBER 31, 2010

**INDIANA AREA UNITED FOOD AND COMMERCIAL WORKERS UNIONS
AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN**

FINANCIAL STATEMENTS WITH ADDITIONAL INFORMATION

DECEMBER 31, 2010 AND 2009

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REPORT OF INDEPENDENT AUDITORS

To the Participants and Trustees of
Indiana Area United Food and
Commercial Workers Unions
and Retail Food Employers
Joint Pension Plan

We have audited the accompanying statements of net assets available for benefits of Indiana Area United Food and Commercial Workers Unions and Retail Food Employers Joint Pension Plan (the 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. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform an audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Plan's management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, information regarding the Plan's net assets available for benefits as of December 31, 2010 and changes therein for the year then ended, and its financial status as of December 31, 2009 and changes therein for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

Legacy Professionals LLP

September 9, 2011

**INDIANA AREA UNITED FOOD AND COMMERCIAL WORKERS UNIONS
AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN**

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2010 AND 2009

	<u>2010</u>	<u>2009</u>
ASSETS		
INVESTMENTS - at fair value		
Corporate bonds and notes	\$ 11,674,879	\$ 10,058,485
Corporate stocks	303,160	245,788
Mutual funds	41,223,834	46,156,610
Collective investment funds	80,126,261	73,758,358
Partnership/joint ventures	18,149,306	21,035,880
Hedge funds	58,993,563	48,687,906
Cash equivalents	<u>2,377,799</u>	<u>715,036</u>
Total investments	<u>212,848,802</u>	<u>200,658,063</u>
RECEIVABLES		
Employer contributions	434,888	354,420
Accrued interest and dividends	1,430,625	1,260,351
Due from broker	<u>363,616</u>	<u>57,955</u>
Total receivables	<u>2,229,129</u>	<u>1,672,726</u>
PREPAID EXPENSES	<u>32,007</u>	<u>33,149</u>
CASH	<u>364,910</u>	<u>1,839,984</u>
Total assets	<u>215,474,848</u>	<u>204,203,922</u>
LIABILITIES AND NET ASSETS		
LIABILITIES		
Accounts payable and accrued expenses	342,710	258,066
Due to broker	<u>807,265</u>	<u>1,015,710</u>
Total liabilities	<u>1,149,975</u>	<u>1,273,776</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 214,324,873</u>	<u>\$ 202,930,146</u>

See accompanying notes to financial statements.

**INDIANA AREA UNITED FOOD AND COMMERCIAL WORKERS UNIONS
AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN**

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEARS ENDED DECEMBER 31, 2010 AND 2009

	<u>2010</u>	<u>2009</u>
ADDITIONS		
Investment income		
Net appreciation in fair value		
of investments	\$ 20,477,095	\$ 21,392,472
Dividends	2,656,528	3,492,796
Interest	2,318,324	988,743
Partnership/joint venture interest	565,297	521,372
Commission recapture income	162	5,050
Securities litigation proceeds	15,743	52,638
Securities lending program - net	-	2,928
	<u>26,033,149</u>	<u>26,455,999</u>
Less investment expenses	<u>(721,010)</u>	<u>(602,822)</u>
Investment income - net	25,312,139	25,853,177
Employer contributions	<u>5,221,727</u>	<u>4,383,750</u>
Total additions	<u>30,533,866</u>	<u>30,236,927</u>
DEDUCTIONS		
Pension benefits	18,129,509	17,403,657
Administrative expenses	<u>1,009,630</u>	<u>927,297</u>
Total deductions	<u>19,139,139</u>	<u>18,330,954</u>
NET INCREASE	11,394,727	11,905,973
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year	<u>202,930,146</u>	<u>191,024,173</u>
End of year	<u>\$ 214,324,873</u>	<u>\$ 202,930,146</u>

See accompanying notes to financial statements.

**INDIANA AREA UNITED FOOD AND COMMERCIAL WORKERS UNIONS
AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN**

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2010 AND 2009

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Method of Accounting - The accompanying financial statements are prepared using the accrual basis of accounting.

New Accounting Pronouncement - In January 2010, the Financial Accounting Standards Board (FASB) issued new accounting guidance that enhanced disclosure requirements for fair value measurements. This update requires enhanced disclosures about the valuation techniques and inputs used for fair value measurements using Level 2 and Level 3 inputs. It also requires disclosure of the amounts of significant transfers in and out of Level 1 and Level 2 fair value measurements, and a description of the reasons for such transfers. The new guidance was effective for periods beginning after December 15, 2009. The implementation of this guidance did not have a material impact on the Plan's financial statements.

Investments - The investments of the Plan are reported at fair value. The fair value of a financial instrument is the amount that would be received to sell that asset (or paid to transfer a liability) in an orderly transaction between market participants at the measurement date (the exit price).

Purchases and sales of the investments are reflected on a trade-date basis.

Dividend income is recorded on the ex dividend date. Interest income and partnership/joint venture interest are recorded on the accrual basis.

Contributions Receivable - Generally, employer contributions due and not paid prior to the year end are recorded as contributions receivable. Allowance for uncollectible accounts is considered unnecessary and is not provided.

Employer contributions due but not paid as determined by payroll compliance audits are recorded as income as the deficiencies are collected.

Employer withdrawal liability income is recorded as income when the amount is determined to be collectible.

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Actuarial Present Value of Accumulated Plan Benefits - Accumulated plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to the service which employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries.

Estimates - The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures in the financial statements. Actual results could differ from those estimates.

Reclassifications - Certain reclassifications have been made to prior year amounts to conform to the current year presentation.

Subsequent Events - Subsequent events have been evaluated through September 9, 2011, which is the date the financial statements were available to be issued.

NOTE 2. DESCRIPTION OF THE PLAN

The Plan was established June 1, 1966 as a result of collective bargaining agreements between the union and various employers to provide retirement and disability benefits for eligible participants. The Plan is financed entirely by employer contributions as specified in the collective bargaining agreements. The Plan is a multiemployer defined benefit pension plan and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Under current provisions, the Plan provides for a normal retirement benefit, an early retirement benefit, a disability retirement benefit, a vested retirement benefit and a pre-retirement surviving spouse benefit. Prior to January 1, 2009, participants with five or more years of eligibility service could be eligible for disability retirement benefits when totally and permanently disabled. As of January 1, 2009, the disability retirement benefit was eliminated.

Employee contributions are not permitted under the Plan.

The Plan was amended during 2010 and 2009. Participants should refer to the summary plan description for more complete information.

NOTE 3. PRIORITIES UPON TERMINATION

It is the intent of the Trustees to continue the Plan in full force and effect; however, the right to discontinue the Plan is reserved to the Trustees. Termination shall not permit any part of the Plan assets to be used for or diverted to purposes other than the exclusive benefit of the pensioners, beneficiaries and participants. In the event of termination, the net assets of the Plan will be allocated to pay benefits in priorities as prescribed by ERISA and its related regulations. Whether or not a particular participant will receive full benefits should the Plan terminate at some future time will depend on the sufficiency of the Plan's net assets at that time and the priority of those benefits.

In addition, certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation (PBGC) if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. The PBGC does not guarantee all types of benefits, and the amount of any individual participant's benefit protection is subject to certain limitations, particularly with respect to benefit increases as a result of plan amendments in effect for less than five years. Some benefits may be fully or partially provided for while other benefits may not be provided at all.

NOTE 4. TAX STATUS

The Plan's latest determination letter is dated April 15, 2011, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements under Section 401(a) of the Internal Revenue Code and was, therefore, exempt from federal income taxes under the provisions of Section 501(a). The Plan has been amended since receiving the determination letter. The Plan's administrator and the Plan's counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. They believe that the Plan was qualified and tax-exempt as of the financial statement date.

The Plan files Form 5500, *Annual Return/Report of Employee Benefit Plan*, which is subject to examination by the Internal Revenue Service until the applicable statute of limitations expires.

NOTE 5. ACTUARIAL INFORMATION

Actuarial valuations of the Plan were made by Milliman, Inc. as of January 1, 2010 and 2009 in reports dated November 2, 2010 and September 14, 2009. Information shown in the reports included the following:

	<u>2010</u>	<u>January 1,</u> <u>2009</u>
Actuarial present value of accumulated plan benefits:		
Vested benefits:		
Participants currently receiving payments	\$ 147,313,017	\$ 143,798,486
Other participants	<u>147,003,973</u>	<u>147,411,031</u>
	294,316,990	291,209,517
Nonvested benefits	<u>3,510,424</u>	<u>3,237,458</u>
Total actuarial present value of accumulated plan benefits	<u>\$ 297,827,414</u>	<u>\$ 294,446,975</u>

As reported by the actuary, the changes in the actuarial present value of accumulated plan benefits during the year ended December 31, 2009 were as follows:

Actuarial present value of accumulated plan benefits at beginning of year		\$ 294,446,975
Increase (decrease) during the year attributable to:		
Benefits accumulated	\$ 2,892,633	
Increase for interest due to the decrease in the discount period	21,659,632	
Benefits paid	(17,403,657)	
Increase due to changes in actuarial assumptions	1,319,900	
Experience (gains) or losses	<u>(5,088,069)</u>	
Net increase		<u>3,380,439</u>
Actuarial present value of accumulated plan benefits at end of year		<u>\$ 297,827,414</u>

The actuarial valuations were prepared using the projected unit credit cost method.

NOTE 5. ACTUARIAL INFORMATION (CONTINUED)

Some of the more significant actuarial assumptions used in the January 1, 2010 and 2009 valuations were:

Mortality rates:

1994 Group Annuity Table for healthy lives; 1994 Group Annuity Table with ages set forward ten years for disabled lives.

Retirement rates:

The retirement rates used in the valuations are derived from an experience study of the Plan for the five plan years ended December 31, 2006 and are as follows:

<u>Age</u>	<u>Rate</u>
55-58	10%
59	15%
60-61	20%
62	35%
63	20%
64	25%
65	35%
66-69	40%
70+	100%

Terminated vested employees:

2010 - rates were added for ages under 60 to reflect recent experience and future expectations.

2009 - assumed to retire at age 60 or current age with actuarially increased benefits, if older.

Interest rate:

7.50% per annum, compounded annually, net of investment related expenses.

The above actuarial assumptions are based on the presumption that the Plan will continue. If the Plan was to terminate, different actuarial assumptions and other factors might be applicable in determining actuarial results. Pension benefits in excess of the present assets of the Plan are dependent upon contributions received under collective bargaining agreements with employers and income from investments.

Since information on the accumulated plan benefits at December 31, 2010 and the changes therein for the year then ended are not included above, these financial statements do not purport to present a complete presentation of the financial status of the Plan as of December 31, 2010 and the changes in its financial status for the year then ended, but a presentation of the net assets available for benefits and the changes therein as of and for the year ended December 31, 2010. The complete financial status is presented as of December 31, 2009.

NOTE 5. ACTUARIAL INFORMATION (CONTINUED)

Under ERISA, as amended by the Pension Protection Act of 2006 (PPA), the actuary of the Plan certified that the Plan was in critical status for each plan year beginning January 1, 2011 and 2010. Under PPA, if a pension plan enters critical status, the trustees of the plan are required to adopt a rehabilitation plan aimed at restoring the financial health of the Plan. The Trustees adopted such a Plan in November 2010. The Trustees expect that the Plan will make adequate progress, to the extent reasonable based on financial markets' activity and other relevant factors, toward enabling it to emerge from critical status by the end of its rehabilitation period. The Trustees updated the original rehabilitation plan in May 2011.

NOTE 6. FUNDING POLICY

The participating employers contribute such amounts as specified in their collective bargaining agreements. The contribution rates per hour worked for the last two years range from \$.10 to \$.57.

The Pension Protection Act of 2006 (PPA) imposes an automatic surcharge on contributing employers when a multiemployer pension plan is certified to be in critical status. As described in Note 5, the Plan is currently in critical status and as such, the surcharge commenced with contributions for hours worked in May 2010. The surcharge terminates when a contributing employer adopts a collective bargaining agreement that incorporates a rehabilitation plan schedule as adopted by the Plan's Trustees. The surcharge ceased for all Kroger Company bargaining units effective with the June 2011 contributions.

The Plan's actuary has advised that the minimum funding requirements of ERISA are being met as of January 1, 2010.

NOTE 7. INVESTMENTS

The following summary presents fair value for each of the Plan's investment categories. Investments that represent 5% or more of the Plan's net assets available for benefits are separately identified.

	<u>2010</u>	<u>2009</u>
Corporate bonds and notes	\$ 11,674,879	\$ 10,058,485
Corporate stocks	303,160	245,788
Mutual funds:		
PIMCO Funds - All Asset Fund	14,212,420	14,439,421
PIMCO Funds - Investment Grade Corporate Bond Fund	-	10,653,786
PIMCO Funds - Total Return Fund	12,392,480	7,514,276 *
Others	14,618,934	13,549,127
Collective investment funds:		
SSGA S&P 500 Flagship NL Fund	11,288,334	6,881,850 *
TBC Non US Value Equity Fund	17,919,948	16,804,499
TFA International Fund	18,053,955	16,440,984
Others	32,864,024	33,631,025
Partnership/joint ventures	18,149,306	21,035,880
Hedge funds:		
Bridgewater All Weather Portfolio, Ltd.	20,902,233	17,735,705
Morgan Stanley Alpha Advantage Fund	12,323,773	10,684,896
Others	25,767,557	20,267,305
Cash equivalents	<u>2,377,799</u>	<u>715,036</u>
Total	<u>\$ 212,848,802</u>	<u>\$ 200,658,063</u>

* not 5%

The Plan's investments including investments bought, sold, as well as held during the year, appreciated (depreciated) in value as follows:

	<u>2010</u>	<u>2009</u>
Corporate bonds and notes	\$ 724,327	\$ 2,385,797
Corporate stocks	49,766	2,174,120
Mutual funds	1,560,697	6,873,667
Collective investment funds	10,312,427	7,367,385
Partnership/joint ventures	1,632,647	(4,927,038)
Hedge funds	<u>6,197,231</u>	<u>7,518,541</u>
Total	<u>\$ 20,477,095</u>	<u>\$ 21,392,472</u>

NOTE 8. FAIR VALUE MEASUREMENTS

The *Fair Value Measurements and Disclosures* Topic of the FASB Accounting Standards Codification established 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 are described below:

Basis of Fair Value Measurement

Level 1	Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities
Level 2	Quoted prices in markets that are not considered to be active or financial instruments for which all significant inputs are observable, either directly or indirectly
Level 3	Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable

The methods used to measure fair value may produce an amount 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.

The following tables set forth, by level within the fair value hierarchy, the Plan's investment assets at fair value as of December 31, 2010 and 2009. As required, assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Plan investment assets at fair value classified within Level 3 were \$51,705,929 and \$47,998,468 at December 31, 2010 and 2009, respectively which consist of the Plan's investments in JP Morgan Chase Bank Special Situation Property Fund, Clarion Lion Properties Fund, Siguler Guff Distressed Opportunities Fund III, LP and Hamilton Lane Secondary Offshore Fund II LP, K2 Institutional Investors II Ltd., Attalus Multi-Strategy Fund, Ltd., Gottex Market Neutral RO Fund SPC Portfolio 1, Aladdin Flexible Investment Fund, SPC, BlackRock Enhanced Commodity Offshore Fund. Such amounts were approximately 24% of the Plan's total investments as reported on the statement of net assets available for benefits at fair value as of December 31, 2010 and 2009.

NOTE 8. FAIR VALUE MEASUREMENTS (CONTINUED)

		Fair Value Measurements at 12/31/10 Using		
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Corporate bonds and notes:				
High yield domestic	\$ 11,674,879	\$ -	\$ 11,674,879	\$ -
Corporate stocks	303,160	303,160	-	-
Mutual funds:				
Global bond	6,403,719	6,403,719	-	-
Intermediate-term bond	12,392,480	12,392,480	-	-
Broad asset class	14,212,420	14,212,420	-	-
Inflation-protected bond	8,215,215	8,215,215	-	-
	41,223,834	41,223,834	-	-
Collective investment funds:				
Global equity	35,973,903	-	35,973,903	-
Large-cap equity	11,288,334	-	11,288,334	-
Mid-cap equity	8,839,843	-	8,839,843	-
Small-cap equity	8,291,997	-	8,291,997	-
Below investment grade credit	7,943,118	-	7,943,118	-
Real estate	7,789,066	-	-	7,789,066
	80,126,261	-	72,337,195	7,789,066
Partnership/joint ventures:				
Real estate investment funds	9,394,316	-	-	9,394,316
Pooled investment vehicles	6,229,857	-	-	6,229,857
Private equity fund of funds	2,525,133	-	-	2,525,133
	18,149,306	-	-	18,149,306
Hedge funds:				
Multi strategy fund of funds	19,846,583	-	-	19,846,583
Diversified beta	20,902,233	-	20,902,233	-
Large-cap equity fund of funds	12,323,773	-	12,323,773	-
Commodities	5,920,974	-	-	5,920,974
	58,993,563	-	33,226,006	25,767,557
Cash equivalents	2,377,799	-	2,377,799	-
Total	\$ 212,848,802	\$ 41,526,994	\$ 119,615,879	\$ 51,705,929

NOTE 8. FAIR VALUE MEASUREMENTS (CONTINUED)

		Fair Value Measurements at 12/31/09 Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	Total			
Corporate bonds and notes:				
High yield domestic	\$ 10,058,485	\$ -	\$ 10,058,485	\$ -
Corporate stocks	245,788	245,788	-	-
Mutual funds:				
Global bond	5,929,145	5,929,145	-	-
Intermediate-term bond	18,168,062	18,168,062	-	-
Broad asset class	14,439,421	14,439,421	-	-
Inflation-protected bond	7,619,982	7,619,982	-	-
	46,156,610	46,156,610	-	-
Collective investment funds:				
Global equity	33,245,482	-	33,245,482	-
Investment trust fund of funds	7,724,260	-	7,724,260	-
Large-cap equity	6,881,850	-	6,881,850	-
Mid-cap equity	6,982,800	-	6,982,800	-
Small-cap equity	6,379,922	-	6,379,922	-
Below investment grade credit	5,848,761	-	5,848,761	-
Real estate	6,695,283	-	-	6,695,283
	73,758,358	-	67,063,075	6,695,283
Partnership/joint ventures:				
Hedge fund of funds	5,375,531	-	-	5,375,531
Real estate investment funds	9,908,450	-	-	9,908,450
Pooled investment vehicles	4,986,093	-	-	4,986,093
Private equity fund of funds	765,806	-	-	765,806
	21,035,880	-	-	21,035,880
Hedge funds:				
Multi strategy fund of funds	15,391,997	-	-	15,391,997
Diversified beta	17,735,705	-	17,735,705	-
Large-cap equity fund of funds	10,684,896	-	10,684,896	-
Commodities	4,875,308	-	-	4,875,308
	48,687,906	-	28,420,601	20,267,305
Cash equivalents	715,036	-	715,036	-
Total	\$ 200,658,063	\$ 46,402,398	\$ 106,257,197	\$ 47,998,468

NOTE 8. FAIR VALUE MEASUREMENTS (CONTINUED)

Level 1 Measurements

Most corporate stocks are traded in active markets on national and international securities exchanges and are valued at closing prices on the last business day of each period presented.

The fair value of the mutual funds is determined by reference to the funds' underlying assets, which are principally marketable equity and fixed income securities. Shares held in mutual funds are traded on national securities exchanges and are valued at the net asset value as of December 31, 2010 and 2009.

Level 2 Measurements

Most corporate bonds and notes are generally valued by benchmarking model-derived prices to quoted market prices and trade data for identical or comparable securities. To the extent that quoted prices are not available, fair value is determined based on a valuation model that include inputs such as interest rate yield curves and credit spreads. Securities traded in markets that are not considered active are valued based on quoted market prices, broker or dealer quotations, or alternative pricing sources with reasonable levels of price transparency. Securities that trade infrequently and therefore have little or no price transparency are valued using the investment manager's best estimates.

At December 31, 2010 the fair value of the Plan's investments in Level 2 corporate bonds and notes was \$11,674,879. These securities had a weighted-average coupon rate of 8.70% and a weighted-average maturity of 6.20 years.

Units held in collective investment funds, excluding TCW Capital Trust, are valued at the unit value as reported by the investment managers as of December 31, 2010 and 2009. Investments in these common collective trusts consist primarily of marketable equity and fixed income securities. The fair values of these investments are estimated using the net asset value per share of the investments. Redemption availability for these investments varies from daily to monthly and the notice period varies from days up to a month.

The fair value of the TCW Capital Trust is determined by reference to the fund's underlying assets, which are principally public high yield securities, bank loans, mezzanine private debt securities, and limited partnerships. The value of interests held in this fund is determined by the investment manager as of December 31. Redemptions from the TCW Capital Trust are not permitted due to restrictions that do not allow for redemption in the first 2 years after acquisition. The Plan entered into this investment during 2009.

NOTE 8. FAIR VALUE MEASUREMENTS (CONTINUED)

Level 2 Measurements (continued)

Hedge funds classified within Level 2 measurements include the Bridgewater All Weather Portfolio, Ltd. and the Morgan Stanley Alpha Advantage Fund and are valued at the unit value as reported by the investment managers as of December 31, 2010 and 2009. The Bridgewater All Weather Portfolio, Ltd. invests primarily in a master fund that engages in investing and trading of a variety of financial instruments including futures and forward currency contracts, swap contracts, corporate and government bonds, repurchase and reverse repurchase agreements and U.S. dollar denominated money market instruments. The Morgan Stanley Alpha Advantage Fund consists of investments primarily in a fund of hedge funds. The fair values of these investments are estimated using the net asset value per share of the investments.

Redemptions from the Bridgewater All Weather Portfolio, Ltd. are available on a monthly basis with a notice period of 5 days. Partial redemptions are made available immediately on the dealing (redemption) date. For full redemptions, 90% of the Plan's net asset value for the previous month is wired on the dealing date. The remaining 10% is wired once the net asset value is finalized for the current month, typically around the 10th business day.

Voluntary redemptions are not allowed from the Morgan Stanley Alpha Advantage Fund. However, on a quarterly basis, the fund will generally offer to repurchase shares totaling between 5% and 25% of its total net assets. A notice period of 60 days is required.

Cash equivalents are valued at cost which approximates fair value.

Level 3 Measurements

The collective investment fund classified within Level 3 measurements is JP Morgan Chase Bank Special Situation Property Fund, and is valued at the net asset value per share as reported by the investment manager by reference to the fund's underlying assets which consists of primarily real estate investments owned directly or through partnership interests and mortgage loans on income-producing real estate. The estimated fair value of the net equity investments in real estate assets are determined by the trustee at each valuation date, usually quarterly, and the fund's interest in these investments is based on its proportionate ownership. Fair value is defined as the most probable price in cash for which an asset would sell in a competitive market under all conditions requisite of a fair sale. There are three valuation techniques used, the market, income or cost approach depending on the type of asset or business being valued. As part of the Trustee's valuation process, properties are externally appraised on an annual basis, conducted by reputable independent appraisal firms. Key inputs used to determine fair value include among others revenue and expense growth rates, terminal capitalization rates and discount rates. The estimated fair values of the mortgage loans are derived using original term borrowing rates in conjunction with market oriented leveraged equity yields available at the respective valuation dates. The discounted cash flow method is used, which applies certain key assumptions including market interest rates, interest spreads, credit risk and liquidity and other factors. Redemptions from the fund are permissible once per quarter subject to available cash, as determined by the trustee. A written withdrawal request is required 45 days prior to quarter end. To the extent that withdrawal requests exceed available cash, distributions are made on a pro rata basis.

NOTE 8. FAIR VALUE MEASUREMENTS (CONTINUED)

Level 3 Measurements (continued)

Partnership/joint ventures

The Clarion Lion Properties Fund is valued at fair value as reported by the investment manager by reference to the fund's underlying assets which consists primarily of real estate investments and investments in joint ventures. The estimated fair value of the real estate investments are prepared giving consideration to the income, cost and sales comparison approaches of estimating property value. The income approach estimates an income stream for a property and discounts this income plus a reversion (presumed sale) into a present value at a risk adjusted rate. Yield rates and growth assumptions utilized in this approach are derived from market transactions as well as other financial and industry data. The cost approach estimates replacement cost of the building less physical depreciation plus the land value. Generally, this approach provides a check on the value derived using the income approach. The sales comparison approach compares recent transactions to the appraised property. Adjustments are made for dissimilarities which typically provide a range of value. The income approach was used to value approximately 100% of the fund's real estate investments for the year ended December 31, 2010. Many factors are also considered in the determination of fair value including, but not limited to, the operating cash flows and financial performance of the properties relative to budgets or projections, property types and geographical locations, the physical condition of the asset, prevailing market capitalization rates, prevailing discount rates, general economic conditions, economic conditions specific to the market in which the assets are located, expected exit timing and strategy, and any specific rights or terms associated with the investment. For each calendar year, the fund follows a valuation policy whereby investment values are determined quarterly by one self-contained appraisal report and three limited restricted appraisals. In these appraisals, a full discounted cash flows analysis, which is the basis of the income approach, is the primary focus. Investments in joint ventures are stated at fair value of the fund's ownership interest in the underlying entities. The fund's ownership interests are valued based on the fair value of the underlying real estate and any related mortgage loans payable using the same techniques as described above. Redemptions of the fund may be made by a member at any time upon 90 days prior written request. Redemptions shall remain outstanding and share in any cash distributions until the redemptions are paid.

NOTE 8. FAIR VALUE MEASUREMENTS (CONTINUED)

Level 3 Measurements (continued)

Partnership/joint ventures (continued)

The Siguler Guff Distressed Opportunities Fund III, LP is valued at fair value as reported by the investment manager by reference to the fund's underlying assets which consists of investments in pooled investment vehicles (portfolio funds) and direct investments (together with portfolio funds, portfolio investments). Portfolio investments typically involve direct or indirect securities of companies undergoing financial distress, operating difficulties and significant restructuring. Investments in portfolio funds are stated at fair value, as determined by the general partner, and generally represent the partnership's share in the net assets of the portfolio funds as reported by the respective portfolio managers. The general partner generally uses the valuations provided by the portfolio managers as a basis for the partnership's valuations, but is not bound by such valuations. Direct investments where market quotations for securities of the same issue are readily available on an exchange are marked-to-market at the closing price on the financial statement date. Direct investments of debt, equity and other instruments that are not traded on an exchange are generally valued using three mid-market quotations that are provided by third party broker-dealers. Should three mid-market quotations not be available, a third party valuation service may be used to value a direct investment. The third party valuation service averages a collection of quotations provided by third party broker dealers. Direct investments for which market quotations are not available are valued at estimated fair value as the general partner determines in good faith in its sole discretion. Such securities are typically valued initially at cost, which approximates fair value, with subsequent adjustments determined by the general partner. The partnership's portfolio investments are generally illiquid and subject to redemption restrictions in accordance with their respective governing documents which, other than investments in redeemable funds and publicly traded securities, do not allow the partnership to exit the investment until the term of the respective portfolio fund has ended or the direct investment has been liquidated. No partner has the right to demand the return of its capital contributions other than upon dissolution of the partnership which currently is not until December 31, 2018 unless it is extended for up to three additional years.

NOTE 8. FAIR VALUE MEASUREMENTS (CONTINUED)

Level 3 Measurements (continued)

Partnership/joint ventures (continued)

The Hamilton Lane Secondary Offshore Fund II LP (fund) is valued at fair value as reported by the investment manager by reference to the fund's underlying assets which consists substantially of an investment in the Hamilton Lane Secondary Fund II LP (main fund). The fund's investment objective, through the main fund, is to acquire and hold a diversified portfolio of private equity partnership investments, which may include venture capital, buyout, mezzanine, industry-focused and other private equity partnerships, acquired through secondary market transactions. The partnership agreement provides that the fund will terminate on the date the main fund terminates, which will be on August 5, 2019, unless extended for up to two successive one-year terms. The fund records its investment in the main fund at fair value, which is the fund's interest in the net assets of the main fund. The main fund's investments in private equity partnerships are illiquid, non-publicly traded securities and are realized as distributions are made. These partnership investments are subject to various risk factors including market, credit and industry risk including increasing competition, rapid changes in technology and changes in economic conditions. The main fund records its partnership investments at estimated fair values using present value and other subjective techniques. For investments held by the partnerships that are publicly traded and for which market quotations are available, valuations are generally based on the closing sales prices, or an average of the closing bid and ask prices, as of the valuation date.

Other investments

The Aladdin Flexible Investment Fund, SPC is valued at the net asset value per share as reported by the investment manager by reference to the fund's underlying assets which consist of investments in or synthetic exposure to a leveraged portfolio that consists primarily of U.S. dollar denominated floating rate commercial loans to corporations, partnerships, limited liability companies and other business entities and total return swaps. It also invests in equities, warrants and corporate bonds as a result of restructuring of term loans. The fair values of the commercial loans and total return swaps are based on broker quotes obtained from independent pricing sources. Market participants who provide such quotes generally use the following inputs in order to determine their quotes: quality of liquidity and other collateral, prioritization over current creditors, protective clauses, historical and projected prepayment rates for loans, yield and general credit risk. The fair value of the equities warrants and corporate bonds are based on the last quoted market prices on the valuation date. Redemption of shares of the Aladdin Flexible Investment Fund, SPC are subject to a minimum one year lockup. Shares may be redeemed as of the last business day of each calendar quarter. If one or more redemption requests are received in respect of any redemption date, which if satisfied would result in redemptions of an amount equal to more than 15% of the net asset value of the assets, the directors may determine to reduce the amount of each redemption request pro rata so that the redemption requests represent in aggregate an amount equal to no more than 15% of the total net asset value.

NOTE 8. FAIR VALUE MEASUREMENTS (CONTINUED)

Level 3 Measurements (continued)

Other investments (continued)

The Attalus Multi-Strategy Fund is valued at the net asset value per share as reported by the investment manager by reference to the fund's underlying assets which consists primarily of investments in other investment companies, also referred to as hedge funds. These hedge funds hold various government and corporate debt obligations, corporate common stocks and warrants, closed-end funds, restricted preferred stock, and derivative financial instruments, among other investments. Derivative financial instruments include forwards, futures, swaps and options, whose values are based on underlying asset, indices or reference rates, and generally represent future commitments to exchange cash flows or to purchase or sell other financial instruments at specified future dates. Derivatives are subject to various risks similar to those related to the underlying financial instruments, including market and credit risk. The fund estimates the fair value of an investment in an investment company using the net asset value per share of the investment (or its equivalent) without further adjustment. Shareholders may redeem their outstanding shares on the last business day of any fiscal quarter following a 92 day written notice. Shares will be redeemed at the prevailing net asset value as of the redemption date.

The Gottex Market Neutral RO Fund SPC Portfolio 1 is valued at fair value as reported by the investment manager by reference to the fund's underlying assets which consists of investments designated at fair value through profit and loss and derivative financial instruments. The participating shares are valued at redemption amount. No voluntary redemptions are allowed from this fund. The current objective of the fund is to generate cash where the underlying investments are being redeemed in an orderly manner to run-off the portfolio.

The K2 Institutional Investors II Ltd. is valued at the net asset value per share as reported by the investment manager by reference to the fund's underlying assets which consists substantially of an investment in K2 Institutional Investors II, L.L.C. (in liquidation) and K2 Diversified Fund, Ltd. K2 Institutional Investors II, L.L.C. invests its equity in a diversified group of investment entities, primarily in limited partnerships interests issued by non-traditional firms or hedge funds which engage in a variety of investment strategies. Investment entities are stated and recorded at fair value in accordance with the net asset values reported by the investment managers or administrators of the underlying investment entities. Such values generally represent the fund's proportionate share of the net assets of the investment entities as reported by the investment managers or administrators. The fund currently is in liquidation. K2 Diversified Fund, Ltd. invests its equity in a diversified group of investment entities, primarily shares issued by non-traditional firms or hedge funds which engage in a variety of investment strategies. Investment entities are stated and recorded at fair value in accordance with the net asset values reported by the investment managers or administrators of the underlying investment entities. Such values generally represent the fund's proportionate share of the net assets of the investment entities as reported by the investment managers or administrators. Shareholders may redeem their outstanding shares on the last business day of any calendar quarter following a 91 day prior written notice. Shares will be redeemed at the prevailing net asset value as of the redemption date.

NOTE 8. FAIR VALUE MEASUREMENTS (CONTINUED)

Level 3 Measurements (continued)

Other investments (continued)

The BlackRock Enhanced Commodity Offshore Fund (fund) is valued at the net asset value per share as reported by the investment manager by reference to the fund's underlying assets which consists substantially of an investment in The BlackRock Enhanced Commodity Master Unit Trust (master fund). The fund's beneficial ownership of the master fund's net assets at December 31, 2010 was approximately 99.99%. The fund records its investment in the master fund at fair value. Investments of the master fund consist of fixed income securities, floating rate loan interests, futures contracts, swap contracts and short-term investments. The master fund values its fixed income investments on the basis of last available bid prices or current market quotations provided by independent dealers or pricing services. Floating rate loan interests are valued at the mean of the bid prices from one or more dealers as obtained from a pricing service. In determining the value of a particular investment, pricing services may use certain information with respect to transactions in such investments, quotations from dealers, pricing matrixes, market transactions in comparable investments, various relationships observed between investments and calculated yield measures based on valuation technology commonly employed in the market for such investments. Asset-backed and mortgage-backed securities are valued by independent pricing services using models that consider estimated cashflows of each tranche of the security, establish a benchmark yield and develop an estimated tranche specific spread to the benchmark yield based on the unique attributes of the tranche. Future contracts traded on exchanges are valued at their last sale price. Swap contracts are valued utilizing quotes received by pricing services or through brokers, which are derived using daily swap curves and models that incorporate a number of market data factors. Subject to certain redemption limitations and 30 days prior written notice, a shareholder may redeem an amount from its capital account at the net asset value on the last calendar day of each month provided that the investment manager may in its sole discretion, waive or reduce such notice requirement for any shareholder. All redemptions will be processed at the net asset value on the last calendar day of the month and in general 90% of redemption proceeds will be paid within seven business days with the remainder to be paid within 30 calendar days. The trustee has the authority to suspend redemption of shares during any period in which the valuation or disposal of part or all of the fund's assets to meet redemption requests would be impractical or prejudicial to the remaining shareholders.

NOTE 8. FAIR VALUE MEASUREMENTS (CONTINUED)

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the years ended December 31, 2010 and 2009:

	Fair Value Measurements Using Significant Unobservable Inputs (Level 3)			
	Collective Investment Funds	Partnership/ Joint Ventures	Other Investments	Total
Balance at 1/1/09	\$ 12,230,514	\$ 17,900,204	\$ 22,826,175	\$ 52,956,893
Realized gains (losses)	(69,153)	-	424,713	355,560
Unrealized gains (losses)	(5,274,499)	(4,927,038)	3,005,409	(7,196,128)
Purchases	-	8,062,714	8,448,421	16,511,135
(Sales)	(191,579)	-	(14,437,413)	(14,628,992)
Balance at 12/31/09	6,695,283	21,035,880	20,267,305	47,998,468
Realized gains (losses)	3,415	(15,257)	(40,022)	(51,864)
Unrealized gains	1,217,114	1,607,018	1,431,848	4,255,980
Purchases	-	2,778,719	5,804,068	8,582,787
(Sales)	(126,746)	(7,257,054)	(1,695,642)	(9,079,442)
Balance at 12/31/10	<u>\$ 7,789,066</u>	<u>\$ 18,149,306</u>	<u>\$ 25,767,557</u>	<u>\$ 51,705,929</u>

NOTE 9. RISKS AND UNCERTAINTIES

The Plan owns investments which are not publicly traded and utilize various investment strategies as part of the Plan's interest rate risk management strategy. These investments, as reported by the investment manager or general partner, invest in real estate, limited partnerships, hedge funds and certain derivative instruments, including forwards, futures, swaps and options. These types of investments are consistent with the investment guidelines established by the Board of Trustees.

The investments are invested in collective investment funds, partnership/joint ventures and other investments in the Statement of Net Assets Available for Benefits. The investment manager or general partner estimates the fair value of the underlying investments or properties within the funds. The gain or loss is recorded in the net appreciation (depreciation) in fair value of investments in the Statement of Changes in Net Assets Available for Benefits as part of investment income.

NOTE 9. RISKS AND UNCERTAINTIES (CONTINUED)

These investments are subject to various risks including interest rate risk, credit risk and market risk. The investment funds enter into transactions in financial instruments with off-balance sheet risk to the extent that subsequent changes in the market value of the securities underlying the financial instrument may be in excess of the amounts recognized (market risk) or that there is failure of the other party to the transaction to perform (credit risk). Interest rate risk is the result of movements in the underlying variable component of the mortgage financing rates.

Due to inherent uncertainties involved in the valuations of investments that are not publicly traded, estimated fair values may differ significantly from the values that would have been used had a ready market for the underlying securities existed, and the differences could be material.

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 process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

NOTE 10. RELATED ORGANIZATIONS

The Plan has two related tax-exempt organizations: a local union and a health and welfare plan.

NOTE 11. MAJOR EMPLOYER

A single employer accounts for 98% of the Plan's contributions for both years ended December 31, 2010 and 2009. In the event this employer suspends contributions, the Plan would retain the risk of current fixed administrative expenses until the appropriate adjustments were made.

NOTE 12. COMMITMENTS

The Plan is participating in various collective and limited partnership investment funds. At December 31, 2010, the Plan had outstanding purchase commitments of approximately \$6,500,000.

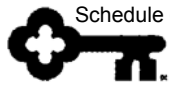
REPORT OF INDEPENDENT AUDITORS ON SUPPLEMENTAL SCHEDULES

To the Participants and Trustees of
Indiana Area United Food and
Commercial Workers Union
and Retail Food Employers
Joint Pension Plan

Our audit of the financial statements of Indiana Area United Food and Commercial Workers Unions and Retail Food Employers Joint Pension Plan for the year ended December 31, 2010 was made for the purpose of forming an opinion on the basic financial statements taken as a whole. Supplemental Schedules 1 and 2 are presented for the purpose of additional analysis and are not a required part of the basic financial statements, but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedules have been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Legacy Professionals LLP

September 9, 2011



RPT# 1754

DETAIL SCHEDULE OF ASSET HOLDINGS-REVALUED COST

AS OF 12/31/10

ACCOUNT

INDIANA AREA UFCW & RFE CONS

PAGE 210

UNITS DESCRIPTION	BOOK VALUE	MARKET VALUE	REVALUED COST	UNREALIZED GAIN/LOSS	ACCRUED INCOME
INTEREST BEARING CASH					
2037,015.580 VICTORY FEDERAL MONEY MKT INVESTOR CLASS ASSET # 926464520	2,037,015.58	2,037,015.58	2,037,015.58		48.92
340,782.970 VICTORY INSTITUTIONAL MONEY MARKET FUND INVESTOR CLASS ASSET # 926464785	340,782.97	340,782.97	340,782.97		135.61
TOTAL INTEREST BEARING CASH	2,377,798.55	2,377,798.55 ①	2,377,798.55		184.53
CORPORATE DEBT INSTRUMENTS: ALL OTHERS					
35,000.000 ACCURIDE CORP SENIOR NT SER 144A DTD 07/29/10 9.50% DUE 08/01/18 ASSET # 00439TAD9	35,600.00	37,887.50	35,600.00	2,287.50	1,403.89
100,000.000 AFFINIA GROUP INC SENIOR NT DTD 10/28/05 9.00% DUE 11/30/14 ASSET # 00828BAB1	96,787.50	102,750.00	97,462.50	5,287.50	775.00
40,000.000 AIR CANADA INC FGN SR NT SER 144A DTD 08/03/10 9.25% DUE 08/01/15 ASSET # 008911AK5	39,610.00	42,000.00	39,610.00	2,390.00	1,521.11



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UNITS DESCRIPTION	BOOK VALUE	MARKET VALUE	REVALUED COST	UNREALIZED GAIN/LOSS	ACCRUED INCOME
60,000.000 AIRCASTLE LTD FGN SR NT DTD 07/30/10 9.75% DUE 08/01/18 ASSET # 00928QAB7	59,893.50	65,550.00	59,893.50	5,656.50	2,453.75
75,000.000 ALERE INC SENIOR SUB NT SER 144A DTD 09/21/10 8.625% DUE 10/01/18 ASSET # 01449JAC9	75,375.00	76,125.00	75,375.00	750.00	1,796.87
95,000.000 ALLIANCE ONE INTERNATIONAL INC SENIOR NT DTD 07/15/10 10.00% DUE 07/15/16 ASSET # 018772AM5	92,390.05	97,375.00	98,775.00	-1,400.00	4,380.56
40,000.000 AMERICAN AIRLINES INC NOTE SER 2001-2 CL A-2 DTD 10/04/01 7.858% DUE 04/01/13 ASSET # 02378JBH0	33,800.00	41,600.00	40,000.00	1,600.00	785.80
2,000.000 AMERICAN AIRLINES INC NOTE SER 2001-2 CL B DTD 04/01/02 8.608% DUE 10/01/12 ASSET # 02378JBJ6	2,065.00	2,020.00	1,880.00	140.00	43.04
70,000.000 AMERICAN INTERNATIONAL GROUP INC JUNIOR SUB DEB DTD 03/13/07 6.250% DUE 03/15/87 ASSET # 026874BE6	63,093.75	61,904.50	63,093.75	-1,189.25	1,288.19





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UNITS DESCRIPTION	BOOK VALUE	MARKET VALUE	REVALUED COST	UNREALIZED GAIN/LOSS	ACCRUED INCOME
50,000.000 AMERISTAR CASINOS INC SENIOR NT DTD 12/01/09 9.25% DUE 06/01/14 ASSET # 03070QAL5	49,316.60	53,500.00	51,875.00	1,625.00	385.42
120,000.000 AMSOUTH BANK N A SUB NT DTD 03/27/03 4.85% DUE 04/01/13 ASSET # 032166AQ3	112,187.50	116,400.00	112,187.50	4,212.50	1,455.00
50,000.000 ATKORE INTERNATIONAL INC SENIOR NT SER 144A DTD 12/22/10 9.875% DUE 01/01/18 ASSET # 047650AA4	50,937.50	52,000.00	50,937.50	1,062.50	123.44
40,000.000 ATLAS ENERGY OPERATING CO LLC SENIOR NT DTD 12/21/09 10.75% DUE 02/01/18 ASSET # 049302AD4	41,100.00	48,850.00	44,200.00	4,650.00	1,791.67
20,000.000 ATLAS ENERGY OPERATING CO LLC SENIOR NT DTD 7/16/09 12.125% DUE 08/01/17 ASSET # 049302AE2	21,200.00	25,300.00	22,700.00	2,600.00	1,010.42
45,000.000 AURORA DIAGNOSTICS HLDGS LLC SENIOR NT SER 144A DTD 12/20/10 10.75% DUE 01/15/18 ASSET # 051620AA0	45,000.00	45,112.50	45,000.00	112.50	147.81



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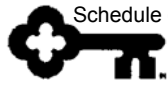
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UNITS DESCRIPTION	BOOK VALUE	MARKET VALUE	REVALUED COST	UNREALIZED GAIN/LOSS	ACCRUED INCOME
95,000.000 AVIS BUDGET CAR RENTAL LLC/ FIN SENIOR NT DTD 05/15/07 7.75% DUE 05/15/16 ASSET # 053773AF4	91,171.88	96,900.00	91,171.88	5,728.12	940.76
30,000.000 AVIS BUDGET CAR RENTAL LLC SENIOR NT SER 144A DTD 10/15/10 8.25% DUE 01/15/19 ASSET # 053773AM9	30,000.00	30,300.00	30,000.00	300.00	522.50
55,000.000 BILL BARRETT CORP SENIOR NT DTD 07/08/09 9.875% DUE 07/15/16 ASSET # 06846NAB0	53,031.30	60,362.50	58,575.00	1,787.50	2,504.41
90,000.000 BASIC ENERGY SERVICES INC SENIOR NT DTD 04/12/06 7.125% DUE 04/15/16 ASSET # 06985PAB6	76,437.50	87,300.00	76,337.50	10,962.50	1,353.75
100,000.000 BASIC ENERGY SERVICES INC SENIOR NT DTD 7/31/09 11.625% DUE 08/01/14 ASSET # 06985PAF7	106,562.50	111,000.00	107,000.00	4,000.00	4,843.75
60,000.000 BELDEN INC SENIOR SUB NT DTD 09/15/07 7.00% DUE 03/15/17 ASSET # 077454AC0	58,644.00	60,750.00	58,425.00	2,325.00	1,236.67





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UNITS DESCRIPTION	BOOK VALUE	MARKET VALUE	REVALUED COST	UNREALIZED GAIN/LOSS	ACCRUED INCOME
90,000.000 BERRY PETROLEUM CO SENIOR SUB NT DTD 10/24/06 8.25% DUE 11/01/16 ASSET # 085789AC9	81,956.25	93,825.00	88,650.00	5,175.00	1,237.50
95,000.000 BIOSCRIP INC SENIOR NT DTD 03/25/10 10.25% DUE 10/01/15 ASSET # 09069NAC2	96,400.00	97,850.00	96,400.00	1,450.00	2,434.37
110,000.000 BOISE PAPER HDG/BOISE FIN CO SENIOR NT DTD 05/01/10 9.00% DUE 11/01/17 ASSET # 09747FAC9	115,717.20	120,175.00	117,312.50	2,862.50	1,650.00
85,000.000 BOYD GAMING CORP SENIOR NT SER 144A DTD 11/10/10 9.125% DUE 12/01/18 ASSET # 103304BE0	84,781.25	83,937.50	84,781.25	-843.75	1,098.80
30,000.000 BROADVIEW NETWORKS HOLDINGS INC SENIOR NT DTD 9/01/07 11.375% DUE 09/01/12 ASSET # 111384AC7	31,150.00	29,325.00	28,725.00	600.00	1,137.50
40,000.000 CDW LLC/CDW FINANCE CORP SENIOR NT SER 144A DTD 12/17/10 8.00% DUE 12/15/18 ASSET # 12513GAU3	40,125.00	40,800.00	40,125.00	675.00	124.44



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175,000.000 CIT GROUP INC SENIOR NT SER A DTD 12/10/09 7.00% DUE 05/01/16 ASSET # 125581FW3	169,287.50	175,656.25	169,287.50	6,368.75	1,735.42
70,000.000 CALPINE CONSTRUCTION FINANCE CO SENIOR NT SER 144A DTD 05/19/09 8.00% DUE 06/01/16 ASSET # 13134YAD9	66,841.60	74,375.00	72,100.00	2,275.00	466.67
60,000.000 CALPINE CORP SENIOR NT SER 144A DTD 10/21/09 7.25% DUE 10/15/17 ASSET # 131347BP0	56,850.00	60,000.00	57,600.00	2,400.00	918.33
90,000.000 CARDTRONICS INC SENIOR NT DTD 08/26/10 8.25% DUE 09/01/18 ASSET # 14161HAE8	90,000.00	95,850.00	90,000.00	5,850.00	2,578.12
140,000.000 CEDC FINANCE CORP INTL INC SENIOR NT SER 144A DTD 12/02/09 9.125% DUE 12/01/16 ASSET # 15080BAA4	141,216.00	148,750.00	144,850.00	3,900.00	1,064.58
30,000.000 CHAPARRAL ENERGY INC SENIOR NT DTD 06/01/06 8.50% DUE 12/01/15 ASSET # 15941RAC4	29,025.00	30,525.00	29,025.00	1,500.00	212.50





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UNITS DESCRIPTION	BOOK VALUE	MARKET VALUE	REVALUED COST	UNREALIZED GAIN/LOSS	ACCRUED INCOME
125,000.000 CHAPARRAL ENERGY INC SENIOR NT DTD 02/25/08 8.875% DUE 02/01/17 ASSET # 15941RAF7	121,125.00	126,875.00	121,125.00	5,750.00	4,622.40
85,000.000 CHART INDUSTRIES INC SENIOR SUB NT DTD 10/15/06 9.125% DUE 10/15/15 ASSET # 16115QAB6	81,300.00	87,550.00	85,000.00	2,550.00	1,637.43
90,000.000 CINCINNATI BELL INC SENIOR NT DTD 10/05/09 8.25% DUE 10/15/17 ASSET # 171871AL0	87,500.00	89,100.00	87,500.00	1,600.00	1,567.50
150,000.000 CINCINNATI BELL INC NOTE DTD 03/15/10 8.75% DUE 03/15/18 ASSET # 171871AM8	146,554.70	140,625.00	146,554.70	-5,929.70	3,864.58
90,000.000 CITADEL BROADCASTING CORP SENIOR NT SER 144A DTD 12/10/10 7.75% DUE 12/15/18 ASSET # 17285TAD8	92,125.00	93,150.00	92,125.00	1,025.00	406.87
50,000.000 CITIZENS COMMUNICATIONS CO SENIOR NT DTD 03/23/07 6.625% DUE 03/15/15 ASSET # 17453BAT8	47,067.31	52,250.00	48,625.00	3,625.00	975.35



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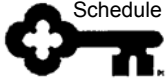
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50,000.000 CLEAR CHANNEL WORLDWIDE HLDGS SENIOR NT SER B DTD 06/15/10 9.25% DUE 12/15/17 ASSET # 18451QAD0	51,012.50	54,750.00	51,500.00	3,250.00	205.56
15,000.000 CLOUD PEAK ENRGY RES/FIN CORP SENIOR NT DTD 06/15/10 8.25% DUE 12/15/17 ASSET # 18911MAC5	14,890.20	16,106.25	15,000.00	1,106.25	55.00
30,000.000 CLOUD PEAK ENRGY RES/FIN CORP SENIOR NT DTD 06/15/10 8.50% DUE 12/15/19 ASSET # 18911MAD3	29,911.50	32,850.00	30,600.00	2,250.00	113.33
55,000.000 COMMERCIAL BARGE LINE CO SENIOR NT DTD 01/15/10 12.50% DUE 07/15/17 ASSET # 20162UAB1	52,349.55	63,525.00	57,200.00	6,325.00	3,170.14
60,000.000 COMPLETE PRODUCTION SERVICES INC SENIOR NT DTD 06/15/07 8.00% DUE 12/15/16 ASSET # 20453EAC3	50,510.29	62,100.00	59,175.00	2,925.00	213.33
60,000.000 COMSTOCK RESOURCES INC SENIOR NT DTD 10/09/09 8.375% DUE 10/15/17 ASSET # 205768AG9	60,118.75	60,150.00	61,350.00	-1,200.00	1,060.83





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35,000.000 CONSOL ENERGY INC SENIOR NT SER 144A DTD 04/01/10 8.00% DUE 04/01/17 ASSET # 20854PAC3	35,412.50	37,275.00	35,412.50	1,862.50	700.00
10,000.000 CONSOL ENERGY INC SENIOR NT SER 144A DTD 04/01/10 8.25% DUE 04/01/20 ASSET # 20854PAE9	10,000.00	10,800.00	10,000.00	800.00	206.25
90,000.000 CRICKET COMMUNICATIONS INC SENIOR NT SER 144A DTD 11/19/10 7.75% DUE 10/15/20 ASSET # 226566AL1	88,490.70	85,725.00	88,490.70	-2,765.70	813.75
85,000.000 DJO FIN LLC / DJO FIN CORP SENIOR NT DTD 5/15/08 10.875% DUE 11/15/14 ASSET # 23327BAA1	90,681.25	92,756.25	91,075.00	1,681.25	1,181.15
90,000.000 DELTA AIR LINES INC SENIOR NT SER 144A DTD 09/28/09 12.25% DUE 03/15/15 ASSET # 247361ZE1	85,705.20	101,475.00	90,000.00	11,475.00	3,246.25
160,000.000 E*TRADE FINANCIAL CORP SENIOR NT DTD 09/15/05 7.375% DUE 09/15/13 ASSET # 269246AM6	146,012.50	159,200.00	150,631.25	8,568.75	3,474.44



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75,000.000 E*TRADE FINANCIAL CORP SENIOR NT DTD 11/22/05 7.875% DUE 12/01/15 ASSET # 269246AP9	68,050.00	74,437.50	70,187.50	4,250.00	492.19
65,000.000 ELIZABETH ARDEN INC SENIOR SUB NT DTD 01/13/04 7.75% DUE 01/15/14 ASSET # 28660GAC0	62,912.50	65,934.70	64,025.00	1,909.70	1,903.06
75,000.000 PERRY ELLIS INTERNATIONAL INC SENIOR SUB NT SER B DTD 08/22/03 8.875% DUE 09/15/13 ASSET # 288853AF1	74,208.98	76,312.50	74,625.00	1,687.50	1,959.90
45,000.000 ENTRAVISION COMMUNICATIONS CORP SENIOR NT SER 144A DTD 07/27/10 8.75% DUE 08/01/17 ASSET # 29382RAC1	44,930.50	47,475.00	44,930.50	2,544.50	1,684.37
55,000.000 EQUINIX INC SENIOR NT DTD 03/03/10 8.125% DUE 03/01/18 ASSET # 29444UAJ5	55,900.00	57,475.00	55,900.00	1,575.00	1,489.58
60,000.000 EXIDE TECHNOLOGIES SENIOR NT SER B DTD 09/15/06 10.50% DUE 03/15/13 ASSET # 302051AJ6	51,478.57	60,825.00	60,750.00	75.00	1,855.00





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105,000.000 EXOPACK HOLDING CORP SENIOR NT DTD 08/01/06 11.25% DUE 02/01/14 ASSET # 302106AB5	93,562.50	108,937.50	106,706.25	2,231.25	4,921.88
125,000.000 FELCOR LODGING L P SENIOR NT DTD 10/01/09 10.00% DUE 10/01/14 ASSET # 31430QBA4	119,310.75	140,000.00	127,062.50	12,937.50	3,125.00
35,000.000 FRAC TECH SVCS LLC/FRAC TECH FIN SENIOR NT SER 144A DTD 11/12/10 7.125% DUE 11/15/18 ASSET # 35168XAA9	35,000.00	35,525.00	35,000.00	525.00	339.43
80,000.000 GWR OPERATING PARTNERSHP LLLP NOTE DTD 10/1/10 10.875% DUE 04/01/17 ASSET # 361990AB0	77,757.55	84,400.00	77,757.55	6,642.45	2,175.00
75,000.000 GAYLORD ENTERTAINMENT CO SENIOR NT DTD 05/15/05 6.75% DUE 11/15/14 ASSET # 367905AD8	59,275.00	73,875.00	69,750.00	4,125.00	646.88
55,000.000 GENTIVA HEALTH SERVICES INC SENIOR NT DTD 08/17/10 11.50% DUE 09/01/18 ASSET # 37247AAB8	55,787.50	59,950.00	55,787.50	4,162.50	2,354.31



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80,000.000 GLOBAL CROSSING LTD FGN SR NT DTD 03/15/10 12.00% DUE 09/15/15 ASSET # 37932JAC7	80,010.36	90,200.00	87,800.00	2,400.00	2,826.67
75,000.000 GLOBAL CROSSING UK FINANCE PLC SENIOR NT DTD 06/15/05 10.75% DUE 12/15/14 ASSET # 37943SAB6	73,518.03	77,625.00	76,875.00	750.00	358.33
60,000.000 GLOBAL CASH ACCESS LLC SENIOR SUB NT DTD 09/15/04 8.75% DUE 03/15/12 ASSET # 37944FAB3	55,643.75	60,300.00	59,643.75	656.25	1,545.83
65,000.000 HSN INC SENIOR NT DTD 02/01/09 11.25% DUE 08/01/16 ASSET # 404303AB5	61,890.29	74,181.25	72,962.50	1,218.75	3,046.88
105,000.000 HEADWATERS INC SENIOR NT DT 10/27/09 11.375% DUE 11/01/14 ASSET # 42210PAN2	109,825.00	114,843.75	109,825.00	5,018.75	1,990.62
70,000.000 HEALTH NET INC SENIOR NT DTD 05/18/07 6.375% DUE 06/01/17 ASSET # 422248AA2	60,512.50	70,525.00	63,212.50	7,312.50	371.87





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40,000.000 INTERFACE INC DEB SER 144A DTD 12/03/10 7.625% DUE 12/01/18 ASSET # 458665AP1	40,000.00	41,300.00	40,000.00	1,300.00	237.22
180,000.000 INTERNATIONAL LEASE FIN CORP MED TERM NT DTD 03/25/08 6.375% DUE 03/25/13 ASSET # 45974VB72	142,221.43	184,500.00	147,992.40	36,507.60	3,060.00
20,000.000 INTERNATIONAL LEASE FIN CORP MED TERM NT SER R DTD 05/27/08 6.625% DUE 11/15/13 ASSET # 45974VB80	18,600.00	20,425.00	18,600.00	1,825.00	169.31
110,000.000 INTERNATIONAL LEASE FIN CORP NOTE DTD 04/29/03 5.875% DUE 05/01/13 ASSET # 459745FG5	84,175.00	111,237.50	87,435.70	23,801.80	1,077.08
125,000.000 KANSAS CITY SOUTHERN DE MEX S A FGN SR NT DTD 08/01/10 8.00% DUE 02/01/18 ASSET # 485161AH6	123,187.50	135,312.50	123,187.50	12,125.00	4,166.67
42,000.000 KANSAS CITY SOUTHERN RAILWAY CO SENIOR NT DTD 12/18/08 13.00% DUE 12/15/13 ASSET # 485188AH9	49,261.15	49,980.00	49,261.15	718.85	242.67





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UNITS DESCRIPTION	BOOK VALUE	MARKET VALUE	REVALUED COST	UNREALIZED GAIN/LOSS	ACCRUED INCOME
65,000.000 KEY ENERGY SERVICES INC SENIOR NT DTD 06/01/08 8.375% DUE 12/01/14 ASSET # 492914AR7	63,334.97	68,575.00	65,162.50	3,412.50	453.65
55,000.000 LIBBEY GLASS INC SENIOR NT SER 144A DTD 02/08/10 10.00% DUE 02/15/15 ASSET # 52989LAD1	55,514.45	59,125.00	55,514.45	3,610.55	2,077.78
45,000.000 LIN TELEVISION CORP SENIOR NT DTD 04/12/10 8.375% DUE 04/15/18 ASSET # 532776AU5	45,400.00	47,700.00	45,400.00	2,300.00	795.62
35,000.000 LINN ENERGY LLC/FIN CORP SENIOR NT SER 144A DTD 04/06/10 8.625% DUE 04/15/20 ASSET # 536022AB2	34,143.20	37,712.50	34,143.20	3,569.30	637.29
60,000.000 LINN ENERGY LLC / FINANCE CORP SENIOR NT SER REGS DTD 05/18/09 11.75% DUE 05/15/17 ASSET # 536022AD8	62,275.00	68,700.00	67,350.00	1,350.00	900.83
45,000.000 LINN ENERGY LLC/FINANCE CORP SENIOR NT SER 144A DTD 09/13/10 7.75% DUE 02/01/21 ASSET # 536022AE6	44,591.00	46,125.00	44,591.00	1,534.00	1,046.25



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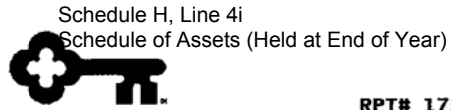
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75,000.000 LUCENT TECHNOLOGIES INC DEB DTD 01/09/98 6.5% DUE 01/15/28 ASSET # 549463AC1	40,275.00	59,625.00	53,343.75	6,281.25	2,247.92
125,000.000 LUCENT TECHNOLOGIES INC GLOBAL BD DTD 03/15/99 6.45% DUE 03/15/29 ASSET # 549463AE7	81,625.00	98,750.00	88,181.25	10,568.75	2,373.96
55,000.000 MGM MIRAGE SENIOR NT DTD 5/19/09 10.375% DUE 05/15/14 ASSET # 552953BH3	56,428.59	61,737.50	59,675.00	2,062.50	729.13
55,000.000 MAGNACHIP SEMICONDUCTOR S A FGN SR NT DTD 10/15/10 10.50% DUE 04/15/18 ASSET # 55932RAH0	55,829.90	58,025.00	55,829.90	2,195.10	1,219.17
85,000.000 MANITOWOC CO INC SENIOR NT DTD 02/08/10 9.50% DUE 02/15/18 ASSET # 563571AG3	86,050.00	93,075.00	86,050.00	7,025.00	3,050.56
35,000.000 MANITOWOC CO INC SENIOR NT DTD 10/18/10 8.50% DUE 11/01/20 ASSET # 563571AH1	35,404.00	37,187.50	35,404.00	1,783.50	603.26





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

SUPPLEMENTAL SCHEDULE 1

01-028

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UNITS DESCRIPTION	BOOK VALUE	MARKET VALUE	REVALUED COST	UNREALIZED GAIN/LOSS	ACCRUED INCOME
50,000.000 MARKWEST ENER PTNRS LP/FIN CORP SENIOR NT SER B DTD 01/15/07 8.50% DUE 07/15/16 ASSET # 570506AE5	48,713.89	52,750.00	50,875.00	1,875.00	1,959.72
30,000.000 MARKWEST ENER PTNRS LP/FIN CORP SENIOR NT SER B DTD 04/15/08 8.75% DUE 04/15/18 ASSET # 570506AH8	28,725.00	32,475.00	30,900.00	1,575.00	554.17
65,000.000 MEDASSETS INC SENIOR NT SER 144A DTD 11/16/10 8.00% DUE 11/15/18 ASSET # 584045AA6	66,287.50	65,325.00	66,287.50	-962.50	650.00
60,000.000 MERCER INTL INC SENIOR NT SER 144A DTD 11/17/10 9.50% DUE 12/01/17 ASSET # 588056AL5	61,100.00	61,650.00	61,100.00	550.00	696.67
95,480.860 MIRANT MID-ATLANTIC LLC BOND SER C DTD 06/30/01 10.06% DUE 12/30/28 ASSET # 60467MAC5	107,677.05	105,983.75	100,732.31	5,251.44	26.68
135,000.000 NCL CORP LTD FGN SR NT DTD 05/15/10 11.75% DUE 11/15/16 ASSET # 62886HAE1	141,350.20	157,443.75	140,775.00	16,668.75	2,026.87



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UNITS DESCRIPTION	BOOK VALUE	MARKET VALUE	REVALUED COST	UNREALIZED GAIN/LOSS	ACCRUED INCOME
110,000.000 NRG ENERGY INC SENIOR NT DTD 02/02/06 7.375% DUE 02/01/16 ASSET # 629377AU6	105,058.60	112,750.00	110,137.50	2,612.50	3,380.21
30,000.000 NRG ENERGY INC SENIOR BD SER 144A DTD 08/20/10 8.25% DUE 09/01/20 ASSET # 629377BH4	30,000.00	30,750.00	30,000.00	750.00	900.62
60,000.000 NATIONAL MONEY MART CO FGN SR NT DTD 6/15/10 10.375% DUE 12/15/16 ASSET # 637004AC6	59,638.80	64,800.00	61,350.00	3,450.00	276.67
150,000.000 NEXTEL COMMUNICATIONS INC SENIOR NT SER E DTD 04/30/05 6.875% DUE 10/31/13 ASSET # 65332VBH5	110,112.50	150,375.00	145,500.00	4,875.00	1,747.40
45,000.000 NEXSTAR/MISSION BROADCASTING INC SENIOR NT SER 144A DTD 04/19/10 8.875% DUE 04/15/17 ASSET # 65339EAA2	47,262.50	47,812.50	47,262.50	550.00	843.12
120,000.000 NII CAPITAL CORP SENIOR NT DTD 12/15/09 8.875% DUE 12/15/19 ASSET # 67021BAC3	119,243.50	129,300.00	116,850.00	12,450.00	473.33





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95,000.000 PAETEC HOLDING CORP SENIOR NT DTD 06/29/09 8.875% DUE 06/30/17 ASSET # 695459AD9	91,721.55	101,412.50	96,187.50	5,225.00	23.42
85,000.000 PATHEON INC SENIOR NT SER 144A DTD 04/23/10 8.625% DUE 04/15/17 ASSET # 70319WAA6	85,787.50	84,787.50	85,787.50	-1,000.00	1,547.71
65,000.000 PINNACLE ENTERTAINMENT INC SENIOR SUB NT DTD 12/15/07 7.50% DUE 06/15/15 ASSET # 723456AG4	57,271.10	65,162.50	58,447.19	6,715.31	216.67
45,000.000 PINNACLE ENTERTAINMENT INC SENIOR NOTE DTD 02/01/10 8.625% DUE 08/01/17 ASSET # 723456AK5	43,442.90	49,050.00	43,442.90	5,607.10	1,617.19
50,000.000 PLAINS EXPLOR & PRODTN CO SENIOR NT DTD 06/19/07 7.75% DUE 06/15/15 ASSET # 726505AD2	41,475.00	52,125.00	50,875.00	1,250.00	172.22
50,000.000 PLAINS EXPLOR & PRODTN CO SENIOR NT DTD 03/06/09 10.00% DUE 03/01/16 ASSET # 726505AG5	48,399.60	55,875.00	54,750.00	1,125.00	1,666.67



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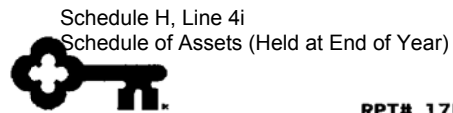
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UNITS DESCRIPTION	BOOK VALUE	MARKET VALUE	REVALUED COST	UNREALIZED GAIN/LOSS	ACCRUED INCOME
45,000.000 POLYPORE INTERNATIONAL INC SENIOR NT SER 144A DTD 11/26/10 7.50% DUE 11/15/17 ASSET # 73179VAD5	45,600.00	45,900.00	45,600.00	300.00	328.12
35,000.000 PRESTIGE BRANDS INC SENIOR NT DTD 03/24/10 8.25% DUE 04/01/18 ASSET # 74112BAE5	34,497.40	36,225.00	34,497.40	1,727.60	721.87
30,000.000 QUICKSILVER RESOURCES INC SENIOR SUB NT DTD 03/16/06 7.125% DUE 04/01/16 ASSET # 74837RAC8	25,556.25	28,725.00	27,975.00	750.00	534.37
25,000.000 QUICKSILVER RESOURCES INC SENIOR NT DTD 06/25/09 11.75% DUE 01/01/16 ASSET # 74837RAF1	24,532.55	29,125.00	28,375.00	750.00	1,468.75
30,000.000 RGHL US ESCROW I INC/LLC/ESCROW SENIOR NT SER 144A DTD 10/15/10 9.00% DUE 04/15/19 ASSET # 74959GAC4	31,125.00	31,087.50	31,125.00	-37.50	570.00
45,000.000 RENTAL SVC CORP / RSC HLDGS III SENIOR NT DTD 06/01/07 9.50% DUE 12/01/14 ASSET # 76010RAC2	44,437.50	47,250.00	45,056.25	2,193.75	356.25





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UNITS DESCRIPTION	BOOK VALUE	MARKET VALUE	REVALUED COST	UNREALIZED GAIN/LOSS	ACCRUED INCOME
45,000.000 RES-CARE INC SENIOR NT SER 144A DTD 12/22/10 10.75% DUE 01/15/19 ASSET # 760943AK6	46,000.00	46,350.00	46,000.00	350.00	120.94
60,000.000 REVLON CONSUMER PRODUCTS CORP SENIOR NT DTD 05/15/10 9.75% DUE 11/15/15 ASSET # 761519BB2	60,385.00	63,450.00	61,950.00	1,500.00	747.50
50,000.000 SABINE PASS LNG L P SENIOR NT DTD 05/30/07 7.25% DUE 11/30/13 ASSET # 785583AC9	45,675.00	48,625.00	45,675.00	2,950.00	312.15
80,000.000 SABINE PASS LNG L P SENIOR NT DTD 05/30/07 7.50% DUE 11/30/16 ASSET # 785583AF2	72,950.00	75,000.00	72,950.00	2,050.00	516.67
75,000.000 SABRA HLTH CARE LP/CAPTL CORP MED TERM NT SER 144A DTD 10/27/10 8.125% DUE 11/01/18 ASSET # 78572XAA9	75,000.00	77,437.50	75,000.00	2,437.50	1,083.33
65,000.000 SALEM COMMUNICATIONS CORP SENIOR NT DTD 12/01/09 9.625% DUE 12/15/16 ASSET # 794093AF1	68,059.57	68,900.00	68,924.66	-24.66	278.06



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30,000.000	SANDRIDGE ENERGY INC SENIOR NT DTD 10/01/08 8.625% DUE 04/01/15 ASSET # 80007PAF6	30,825.00	30,712.50	30,825.00	-112.50	646.87
100,000.000	SANDRIDGE ENERGY INC SENIOR NT SER 144A DTD 05/14/09 9.875% DUE 05/15/16 ASSET # 80007PAH2	104,162.50	105,750.00	104,725.00	1,025.00	1,261.81
45,000.000	SEAGATE HDD CAYMAN FGN SR NT SER 144A DTD 12/14/10 7.75% DUE 12/15/18 ASSET # 81180WAB7	45,093.75	45,562.50	45,093.75	468.75	164.69
130,000.000	SELECT MEDICAL CORP SENIOR SUB NT DTD 02/24/05 7.625% DUE 02/01/15 ASSET # 816196AJ8	112,413.00	130,000.00	123,937.50	6,062.50	4,130.21
80,000.000	SHIP FINANCE INTERNATIONAL LTD FGN SR NT DTD 06/15/04 8.50% DUE 12/15/13 ASSET # 824689AC7	76,425.00	81,400.00	75,500.00	5,900.00	302.22
65,000.000	SINCLAIR TELEVISION GROUP INC SENIOR NT SER 144A DTD 10/04/10 8.375% DUE 10/15/18 ASSET # 829259AD2	65,307.60	67,112.50	65,307.60	1,804.90	1,315.57





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60,000.000	SIRIUS XM RADIO INC SENIOR NT SER 144A DTD 03/17/10 8.75% DUE 04/01/15 ASSET # 82967NAD0	60,000.00	64,950.00	60,000.00	4,950.00	1,312.50
90,000.000	SMITHFIELD FOODS INC SENIOR NT DTD 06/22/07 7.75% DUE 07/01/17 ASSET # 832248AQ1	68,043.75	93,600.00	83,025.00	10,575.00	3,487.50
150,000.000	SPRINT NEXTEL CORP NOTE DTD 11/20/06 6.00% DUE 12/01/16 ASSET # 852061AD2	122,682.06	144,937.50	136,875.00	8,062.50	750.00
55,000.000	STREAM GLOBAL SERVICES INC SENIOR NT DTD 04/01/10 11.25% DUE 10/01/14 ASSET # 86323MAB6	53,530.60	55,412.50	55,618.75	-206.25	1,546.88
45,000.000	SWIFT ENERGY CO SENIOR NT DTD 06/01/07 7.125% DUE 06/01/17 ASSET # 870738AF8	41,037.50	45,112.50	42,525.00	2,587.50	267.19
15,000.000	SWIFT ENERGY CO NOTE DTD 11/25/09 8.875% DUE 01/15/20 ASSET # 870738AG6	14,758.35	16,237.50	15,375.00	862.50	613.85



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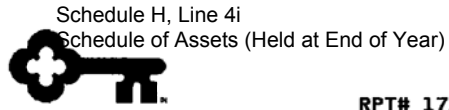
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UNITS DESCRIPTION	BOOK VALUE	MARKET VALUE	REVALUED COST	UNREALIZED GAIN/LOSS	ACCRUED INCOME
165,000.000 SYNOVUS FINANCIAL CORP SUB NT DTD 02/18/03 4.875% DUE 02/15/13 ASSET # 87161CAE5	132,787.50	149,617.05	119,902.20	29,714.85	3,038.75
255,000.000 SYNOVUS FINANCIAL CORP SUB NT DTD 06/20/05 5.125% DUE 06/15/17 ASSET # 87161CAG0	171,908.00	212,032.50	161,565.00	50,467.50	580.83
55,000.000 TW TELECOM HOLDINGS INC SENIOR NT DTD 03/17/10 8.00% DUE 03/01/18 ASSET # 87311XAB4	55,500.55	58,437.50	55,500.55	2,936.95	1,466.67
135,000.000 TENNECO PACKAGING INC DEB DTD 11/04/99 7.95% DUE 12/15/25 ASSET # 880394AB7	119,306.25	118,173.60	119,306.25	-1,132.65	477.00
80,000.000 TERREMARK WORLDWIDE INC SENIOR NT DTD 06/15/10 12.00% DUE 06/15/17 ASSET # 881448AH7	79,041.50	91,600.00	88,400.00	3,200.00	426.67
70,000.000 TITAN INTERNATIONAL INC SENIOR NT SER 144A DTD 10/01/10 7.875% DUE 10/01/17 ASSET # 88830MAE2	70,131.25	73,850.00	70,131.25	3,718.75	1,378.13





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40,000.000 TOYS R US PROPERTY CO II LLC SENIOR NT DTD 06/01/10 8.50% DUE 12/01/17 ASSET # 89236MAB6	39,718.92	43,000.00	40,700.00	2,300.00	283.33
55,000.000 TRANS UNION LLC/TRANSUNION FING SENIOR NT SER 144A DTD 6/15/10 11.375% DUE 06/15/18 ASSET # 893342AA3	56,756.25	62,700.00	56,756.25	5,943.75	278.06
125,000.000 TRAVELPORT LLC / TRAVELPORT SENIOR NT DTD 03/01/07 9.875% DUE 09/01/14 ASSET # 89421EAB9	95,958.62	121,718.75	129,062.50	-7,343.75	4,114.58
30,000.000 TRAVELPORT LLC/TRAVELPORT INC SENIOR NT DTD 08/18/10 9.00% DUE 03/01/16 ASSET # 89421JAB8	30,000.00	29,062.50	30,000.00	-937.50	997.50
50,000.000 TRINIDAD DRILLING LTD FGN SR NT SER 144A DTD 12/16/10 7.875% DUE 01/15/19 ASSET # 896356AD4	50,649.60	50,500.00	50,649.60	-149.60	164.06
30,000.000 UNITED AIR LINES INC SENIOR DEB SER 144A DTD 01/15/10 9.875% DUE 08/01/13 ASSET # 909279BF7	29,777.70	32,325.00	29,777.70	2,547.30	1,234.37



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60,000.000 US STEEL CORP SENIOR NT DTD 12/10/07 7.00% DUE 02/01/18 ASSET # 912656AG0	45,806.25	60,900.00	58,769.40	2,130.60	1,750.00
60,000.000 UNIVERSAL CITY DEVELOPMENT PTNRS SENIOR NT DTD 05/15/10 8.875% DUE 11/15/15 ASSET # 913405AE6	59,471.20	63,750.00	58,725.00	5,025.00	680.42
85,000.000 UNIVERSAL HOSP SERVICES INC SENIOR NT DTD 12/01/07 8.50% DUE 06/01/15 ASSET # 91359PAF7	83,962.50	87,337.50	83,950.00	3,387.50	602.08
70,000.000 WACHOVIA CAPITAL TRUST I BOND DTD 02/01/06 5.80% DUE 03/15/42 ASSET # 92978AAA0	60,900.00	60,725.00	60,900.00	-175.00	1,195.44
35,000.000 WENDYS/ARBYS RESTAURANTS LLC SENIOR NT DTD 06/23/09 10.00% DUE 07/15/16 ASSET # 95058TAB3	34,136.55	37,975.00	38,150.00	-175.00	1,613.89
70,000.000 WESCO DISTRIBUTION INC SENIOR SUB NT DTD 04/15/06 7.50% DUE 10/15/17 ASSET # 95081QAH7	69,989.71	70,787.50	68,425.00	2,362.50	1,108.33





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UNITS DESCRIPTION	BOOK VALUE	MARKET VALUE	REVALUED COST	UNREALIZED GAIN/LOSS	ACCRUED INCOME
40,000.000 WESTERN REFINING INC SENIOR NT SER 144A DTD 06/12/09 11.25% DUE 06/15/17 ASSET # 959319AA2	42,600.00	43,200.00	42,600.00	600.00	200.00
90,000.000 WYNN LAS VEGAS LLC/CORP BOND DTD 04/28/10 7.875% DUE 05/01/20 ASSET # 983130AP0	89,775.00	96,300.00	89,775.00	6,525.00	1,181.25
105,000.000 XM SATELLITE RADIO HLDGS INC SENIOR NT SER 144A DTD 07/31/08 13.00% DUE 08/01/13 ASSET # 98375NAA8	126,136.50	124,950.00	126,136.50	-1,186.50	5,687.50
50,000.000 XM SATELLITE RADIO INC SENIOR NT SER 144A DTD 10/27/10 7.625% DUE 11/01/18 ASSET # 98375YAZ9	50,112.50	51,625.00	50,112.50	1,512.50	677.78
60,000.000 YANKEE ACQUISITION CORP SENIOR NT SER B DTD 02/06/07 8.50% DUE 02/15/15 ASSET # 984756AB2	57,493.75	62,400.00	59,550.00	2,850.00	1,926.67
65,000.000 ZIONS BANCORP SUB NT DTD 09/10/03 6.00% DUE 09/15/15 ASSET # 989701AJ6	47,525.00	64,001.60	45,974.50	18,027.10	1,148.33



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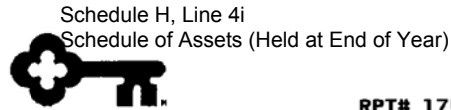
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TOTAL CORPORATE DEBT INSTRUMENTS: ALL	10,734,760.48	11,674,878.95 (C)	11,074,710.39	600,168.56	216,920.22
CORPORATE STOCKS: PREFERRED					
145.000 WELLS FARGO & CO CVT PFD SER L CL A 7.50% ASSET # 949746804	107,400.91	145,079.75	133,401.16	11,678.59	
6,175.000 ZIONS BANCORP PFD SER C 9.50% ASSET # 989701503	132,532.67	158,080.00	131,764.25	26,315.75	
TOTAL CORPORATE STOCKS: PREFERRED	239,933.58	303,159.75 (S)	265,165.41	37,994.34	
PARTNERSHIP/JOINT VENTURE INTEREST					
11,417.389 CLARION LION PROPERTIES FUND LIMITED LIABILITY CO ASSET # 9983176H9	12,985,283.00	9,394,316.95 (P)	8,375,511.17	1,018,805.78	186,353.00
5,083.628 K2 INSTITUTIONAL INVESTORS II HEDGE FUND ASSET # 9983197V3	6,250,000.00	6,504,380.48 (E)	6,255,463.27	248,917.21	
6,250.000 ATTALUS MULTI-STRATEGY FUND HEDGE FUND CL B SER 11/06 ASSET # 9983197W1	6,250,000.00	6,551,423.00 (C)	6,418,836.00	132,587.00	
18,079.632 ALL WEATHER PORTFOLIO LTD CL B LIMITED LIABILITY CO ASSET # 9983198X8	19,000,000.00	20,902,233.19 (C)	17,735,704.97	3,166,528.22	





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4940,000.000 SIGULER GUFF DISTRESS OPP III P LIMITED PARTNERSHIP INDIANA UFCW ASSET # 9983205U5	4,899,114.04	6,229,857.00 (P)	5,725,206.84	504,650.16	
2176,604.000 HAMILTON LANE 2NDRY OFFSHORE II LIMITED PARTNERSHIP ASSET # 9983208Z1	2,176,604.00	2,525,133.00 (P)	2,400,685.00	124,448.00	
5,572.691 ALADDIN FLEXIBLE INVT FUND SPC HEDGE FUND SER 08-2 SEG PTF CL A ASSET # 9983213C5	5,804,068.81	6,013,749.43 (P)	5,804,068.81	209,680.62	309,219.58
TOTAL PARTNERSHIP/JOINT VENTURE INTERE	57,365,069.85	58,121,093.05	52,715,476.06	5,405,616.99	495,572.58
VALUE OF INTEREST IN CTF'S					
854,844.403 TFA INTERNATIONAL FUND ASSET # 998158174	12,233,376.81	18,053,954.76 (E)	16,314,132.67	1,739,822.09	
507,072.649 TBC INTERNATIONAL VALUE EQUITY FUND ASSET # 998160089	13,907,076.84	17,919,947.42 (T)	16,743,932.12	1,176,015.30	
18,504.163 MORGAN STANLEY ALPHA ADVANTAGE US LARGE CAP CORE EQUITY ASSET # 998161574	18,500,000.00	12,323,772.56 (P)	10,684,895.85	1,638,876.71	
7,617.623 JP MORGAN SPECIAL SITUATION PROPERTY FUND ASSET # 998161764	14,448,691.29	7,789,065.99 (T)	6,571,951.89	1,217,114.10	



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3,737.467 BLACKROCK ENHANCED COMMODITY OFFSHORE FUND CLASS A2 ASSET # 998162093	4,000,000.00	2,912,207.38 Ⓢ	2,394,645.19	517,562.19	
3,070.106 BLACKROCK ENHANCED COMMODITY OFFSHORE FUND CLASS A3 ASSET # 998162101	4,000,000.00	3,008,767.12 Ⓢ	2,480,663.15	528,103.97	
43,329.342 S&P 500 FLAGSHIP NL(CM13) ASSET # 998162630	9,645,643.42	11,288,333.50 Ⓢ	9,910,379.36	1,377,954.14	
9,233.550 GOTTEX MN RO FUND SPC RUN OFF PORTFOLIO 1 06-02-2009 ASSET # 998162648	923,355.00	777,030.93 Ⓢ	982,034.22	-205,003.29	
3721,237.880 JENNISON US SMALL CAP EQUITY ASSET # 998162671	6,055,013.42	8,291,997.16 Ⓢ	6,318,438.66	1,973,558.50	
77,014.191 S&P MIDCAP INDEX(CM17) ASSET # 998162689	6,416,051.28	8,839,842.87 Ⓢ	6,982,799.68	1,857,043.19	
5.000 TCW CAPITAL TRUST ASSET # 998162846	7,839,477.41	7,943,117.73 Ⓢ	7,916,685.93	26,431.80	
TOTAL VALUE OF INTEREST IN CTF'S	97,968,685.47	99,148,037.42	87,300,558.72	11,847,478.70	
VALUE OF INTEREST IN REGISTERED INV CO					





RPT# 1754

DETAIL SCHEDULE OF ASSET HOLDINGS-REVALUED COST

AS OF 12/31/10

ACCOUNT

INDIANA AREA UFCW & RFE CONS

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UNITS DESCRIPTION	BOOK VALUE	MARKET VALUE	REVALUED COST	UNREALIZED GAIN/LOSS	ACCRUED INCOME
385,533.982 LOOMIS SAYLES GLOBAL BOND FUND OPEN-END FUND INSTL CL ASSET # 543495782	6,205,098.90	6,403,719.44 (M)	6,164,461.84	239,257.60	
1142,164.083 PIMCO FUNDS-TOTAL RETURN FUND OPEN-END FUND INSTL CL ASSET # 693390700	12,355,028.99	12,392,480.30 (M)	12,462,169.38	-69,689.08	39,660.72
723,170.362 PIMCO REAL RETURN FUND OPEN-END FUND INSTL CL ASSET # 693391104	8,012,752.12	8,215,215.31 (M)	7,810,530.78	404,684.53	29,108.40
1179,453.955 PIMCO ALL ASSET FUND OPEN-END FUND INSTL CL ASSET # 722005626	14,581,031.88	14,212,420.16 (M)	13,599,542.99	612,877.17	649,178.40
1,714.610 RESERVE PRIMARY FUND MONEY MARKET FUND INSTL CL ASSET # 761056407					
TOTAL VALUE OF INTEREST IN REGISTERED	41,153,911.89	41,223,835.21	40,036,704.99	1,187,130.22	717,947.52

TOTAL INVESTMENTS

209,840,159.82 212,848,802.93 193,770,414.12 19,078,388.81 1,430.624.85

(D) 2,377,798.55 Interest-bearing cash
 (C) 11,674,878.95 Corporate debt instruments
 (S) 303,159.75 Corporate stocks - Preferred
 Σ(P) 18,149,306.95 Partnerships/joint venture interest
 Σ(T) 54,129,186.94 Common/collective trusts
 Σ(E) 24,558,335.24 103-12 investment entities
 Σ(M) 41,223,835.21 Registered investment companies
 Σ(C) 60,432,301.34 Other
 212,848,802.93 Total investments



RPT# 1770

5% REPORT BY ASSET-SINGLE TRANSACTION

01/01/10 THROUGH 12/31/10

ACCOUNT

INDIANA AREA UFCW & RFE CONS

VALUATION 200,610,425.03 THRESHOLD 10,030,521.25

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ASSET DESCRIPTION	TRAN TYPE	SETTLE DATE	SHARES/ UNITS	PURCHASE/SALE COST/PROCEEDS	BROKER COMMISSION	OTHER EXPENSE	COST OF ASSET	PREVIOUS ANNUAL MARKET	NET GAIN/LOSS
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NO ACTIVITY THIS PERIOD



RPT# 1772

5% REPORT BY ASSET-AGGREGATE TRANSACTIONS

01/01/10 THROUGH 12/31/10

ACCOUNT

INDIANA AREA UFCW & RFE CONS

VALUATION

200,610,425.03 THRESHOLD PAGE 363
10,030,521.25

BROKER/PARTY ASSET DESCRIPTION	TRAN TYPE	SETTLE DATE	SHARES/ UNITS	PURCHASE/SALE COST/PROCEEDS	BROKER COMMISSION	OTHER EXPENSE	COST OF ASSET	PREVIOUS ANNUAL MARKET	NET GAIN/LOSS
PIMCO FUNDS-TOTAL RETURN FUND									
OPEN-END FUND INSTL CL	PUR	02/02/10	1,683.339	18,449.40	.00	.00	18,449.40	18,449.40	.00
	PUR	03/02/10	1,658.442	18,226.28	.00	.00	18,226.28	18,226.28	.00
	PUR	04/05/10	1,737.667	19,183.84	.00	.00	19,183.84	19,183.84	.00
	PUR	04/12/10	595,371.267	6,566,945.08	.00	.00	6,566,945.08	6,566,945.08	.00
	SAL	04/30/10	117,011.701	1,300,000.00	.00	.00	1,264,373.87	1,276,178.17	23,821.83
	PUR	05/04/10	2,744.652	30,547.98	.00	.00	30,547.98	30,547.98	.00
	SAL	05/28/10	117,434.508	1,300,000.00	.00	.00	1,269,031.00	1,280,850.45	19,149.55
	PUR	06/02/10	2,711.268	30,095.08	.00	.00	30,095.08	30,095.08	.00
	PUR	07/02/10	2,733.229	30,776.16	.00	.00	30,776.16	30,776.16	.00
	PUR	08/03/10	2,896.878	33,024.41	.00	.00	33,024.41	33,024.41	.00
	PUR	09/02/10	2,663.979	30,742.32	.00	.00	30,742.32	30,742.32	.00
	PUR	10/04/10	2,728.347	31,648.83	.00	.00	31,648.83	31,648.83	.00
	PUR	11/02/10	2,987.687	34,926.06	.00	.00	34,926.06	34,926.06	.00
	PUR	12/02/10	3,129.843	35,961.90	.00	.00	35,961.90	35,961.90	.00
	PUR	12/13/10	16,988.411	183,474.84	.00	.00	183,474.84	183,474.84	.00
	PUR	12/13/10	37,153.616	401,259.05	.00	.00	401,259.05	401,259.05	.00
	PUR	01/04/11	3,655.366	39,660.72	.00	.00	39,660.72	39,660.72	.00
15 PURCHASES FOR			7,504,921.95	2 SALES FOR	2,600,000.00	ISSUE AGGREGATE TOTAL	10,104,921.95		
PIMCO INVESTMENT GRADE CORP BOND									
OPEN-END FUND INSTL CL	SAL	01/29/10	108,401.084	1,200,000.00	.00	.00	1,064,461.99	1,184,823.85	15,176.15
	PUR	02/02/10	4,450.102	49,440.63	.00	.00	49,440.63	49,440.63	.00
	SAL	03/01/10	90,090.090	1,000,000.00	.00	.00	885,248.30	984,767.56	15,232.44
	SAL	03/01/10	85,585.586	950,000.00	.00	.00	840,985.89	935,529.18	14,470.82
	PUR	03/02/10	4,139.549	45,948.99	.00	.00	45,948.99	45,948.99	.00
	SAL	04/01/10	116,279.070	1,300,000.00	.00	.00	1,143,464.74	1,271,153.59	28,846.41
	PUR	04/05/10	3,269.463	36,552.60	.00	.00	36,552.60	36,552.60	.00
	SAL	04/08/10	586,232.108	6,559,937.29	.00	.00	5,769,288.74	6,409,454.09	150,483.20
3 PURCHASES FOR			131,942.22	5 SALES FOR	11,009,937.29	ISSUE AGGREGATE TOTAL	11,141,879.51		
VICTORY FEDERAL MONEY MKT									
INVESTOR CLASS	SAL	01/04/10	324,989.050	324,989.05	.00	.00	324,989.05	324,989.05	.00
	PUR	01/11/10	1.510	1.51	.00	.00	1.51	1.51	.00
	SAL	01/20/10	29,769.000	29,769.00	.00	.00	29,769.00	29,769.00	.00
	SAL	01/21/10	631.090	631.09	.00	.00	631.09	631.09	.00
	PUR	02/01/10	.470	.47	.00	.00	.47	.47	.00
	PUR	02/03/10	493.760	493.76	.00	.00	493.76	493.76	.00





RPT# 1772

5% REPORT BY ASSET-AGGREGATE TRANSACTIONS

01/01/10 THROUGH 12/31/10

ACCOUNT

INDIANA AREA UFCW & RFE CONS

VALUATION

200,610,425.03 THRESHOLD

PAGE 364

10,030,521.25

BROKER/PARTY ASSET DESCRIPTION	TRAN TYPE	SETTLE DATE	SHARES/ UNITS	PURCHASE/SALE COST/PROCEEDS	BROKER COMMISSION	OTHER EXPENSE	COST OF ASSET	PREVIOUS ANNUAL MARKET	NET GAIN/LOSS
VICTORY FEDERAL MONEY MKT INVESTOR CLASS	PUR	02/05/10	538,303.970	538,303.97	.00	.00	538,303.97	538,303.97	.00
	PUR	02/23/10	24,531.250	24,531.25	.00	.00	24,531.25	24,531.25	.00
	PUR	03/01/10	3.620	3.62	.00	.00	3.62	3.62	.00
	PUR	03/08/10	26,312.290	26,312.29	.00	.00	26,312.29	26,312.29	.00
	SAL	03/12/10	195,000.000	195,000.00	.00	.00	195,000.00	195,000.00	.00
	PUR	03/30/10	3,634.880	3,634.88	.00	.00	3,634.88	3,634.88	.00
	PUR	03/31/10	127,768.620	127,768.62	.00	.00	127,768.62	127,768.62	.00
	PUR	04/01/10	3.960	3.96	.00	.00	3.96	3.96	.00
	PUR	04/07/10	1.220	1.22	.00	.00	1.22	1.22	.00
	SAL	04/08/10	42,815.000	42,815.00	.00	.00	42,815.00	42,815.00	.00
	SAL	04/19/10	670.740	670.74	.00	.00	670.74	670.74	.00
	PUR	04/30/10	139,657.000	139,657.00	.00	.00	139,657.00	139,657.00	.00
	PUR	05/03/10	4.140	4.14	.00	.00	4.14	4.14	.00
	PUR	05/10/10	473,723.950	473,723.95	.00	.00	473,723.95	473,723.95	.00
	PUR	05/14/10	18,773.820	18,773.82	.00	.00	18,773.82	18,773.82	.00
	SAL	05/19/10	150,000.000	150,000.00	.00	.00	150,000.00	150,000.00	.00
	SAL	05/20/10	150,000.000	150,000.00	.00	.00	150,000.00	150,000.00	.00
	PUR	05/24/10	150,000.000	150,000.00	.00	.00	150,000.00	150,000.00	.00
	PUR	05/27/10	1,300,000.000	1,300,000.00	.00	.00	1,300,000.00	1,300,000.00	.00
	SAL	05/28/10	1,300,000.000	1,300,000.00	.00	.00	1,300,000.00	1,300,000.00	.00
	PUR	06/01/10	7.940	7.94	.00	.00	7.94	7.94	.00
	PUR	06/02/10	.170	.17	.00	.00	.17	.17	.00
	PUR	06/14/10	4,673.190	4,673.19	.00	.00	4,673.19	4,673.19	.00
	SAL	06/23/10	171,592.000	171,592.00	.00	.00	171,592.00	171,592.00	.00
	PUR	07/01/10	7.620	7.62	.00	.00	7.62	7.62	.00
	PUR	07/02/10	1,874,657.420	1,874,657.42	.00	.00	1,874,657.42	1,874,657.42	.00
	PUR	07/08/10	1.740	1.74	.00	.00	1.74	1.74	.00
	PUR	07/09/10	388,341.030	388,341.03	.00	.00	388,341.03	388,341.03	.00
	SAL	07/19/10	720.650	720.65	.00	.00	720.65	720.65	.00
	SAL	07/28/10	50,000.000	50,000.00	.00	.00	50,000.00	50,000.00	.00
	PUR	07/30/10	1,200,000.000	1,200,000.00	.00	.00	1,200,000.00	1,200,000.00	.00
	PUR	08/02/10	588.420	588.42	.00	.00	588.42	588.42	.00
	PUR	08/03/10	17,564.080	17,564.08	.00	.00	17,564.08	17,564.08	.00
	PUR	08/05/10	72.000	72.00	.00	.00	72.00	72.00	.00
	PUR	08/09/10	148,520.000	148,520.00	.00	.00	148,520.00	148,520.00	.00
	PUR	08/24/10	15.320	15.32	.00	.00	15.32	15.32	.00
	PUR	08/26/10	6,862.870	6,862.87	.00	.00	6,862.87	6,862.87	.00



RPT# 1772

5% REPORT BY ASSET-AGGREGATE TRANSACTIONS

01/01/10 THROUGH 12/31/10

ACCOUNT

INDIANA AREA UFCW & RFE CONS

VALUATION

200,610,425.03 THRESHOLD 10,030,521.25

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BROKER/PARTY ASSET DESCRIPTION	TRAN TYPE	SETTLE DATE	SHARES/ UNITS	PURCHASE/SALE COST/PROCEEDS	BROKER COMMISSION	OTHER EXPENSE	COST OF ASSET	PREVIOUS ANNUAL MARKET	NET GAIN/LOSS
VICTORY FEDERAL MONEY MKT INVESTOR CLASS									
	SAL	08/31/10	1,200,000.000	1,200,000.00	.00	.00	1,200,000.00	1,200,000.00	.00
	PUR	09/01/10	16.180	16.18	.00	.00	16.18	16.18	.00
	PUR	09/23/10	275,027.150	275,027.15	.00	.00	275,027.15	275,027.15	.00
	PUR	09/27/10	26,909.440	26,909.44	.00	.00	26,909.44	26,909.44	.00
	SAL	09/30/10	197,661.470	197,661.47	.00	.00	197,661.47	197,661.47	.00
	PUR	10/01/10	7.060	7.06	.00	.00	7.06	7.06	.00
	PUR	10/08/10	1.130	1.13	.00	.00	1.13	1.13	.00
	SAL	10/20/10	685.910	685.91	.00	.00	685.91	685.91	.00
	SAL	10/28/10	187,500.000	187,500.00	.00	.00	187,500.00	187,500.00	.00
	PUR	10/29/10	118,164.000	118,164.00	.00	.00	118,164.00	118,164.00	.00
	SAL	11/01/10	712,492.520	712,492.52	.00	.00	712,492.52	712,492.52	.00
	PUR	11/02/10	247.220	247.22	.00	.00	247.22	247.22	.00
	PUR	12/01/10	.900	.90	.00	.00	.90	.90	.00
	PUR	12/02/10	400,000.000	400,000.00	.00	.00	400,000.00	400,000.00	.00
	SAL	12/03/10	260,000.000	260,000.00	.00	.00	260,000.00	260,000.00	.00
	PUR	12/07/10	1,034.160	1,034.16	.00	.00	1,034.16	1,034.16	.00
	PUR	12/14/10	1,197.000	1,197.00	.00	.00	1,197.00	1,197.00	.00
	PUR	12/16/10	77,490.330	77,490.33	.00	.00	77,490.33	77,490.33	.00
	PUR	12/23/10	2,798.880	2,798.88	.00	.00	2,798.88	2,798.88	.00
	PUR	12/24/10	700,000.000	700,000.00	.00	.00	700,000.00	700,000.00	.00
	SAL	12/27/10	575,000.000	575,000.00	.00	.00	575,000.00	575,000.00	.00
	PUR	12/30/10	3,936.300	3,936.30	.00	.00	3,936.30	3,936.30	.00
	PUR	12/31/10	1,575,000.000	1,575,000.00	.00	.00	1,575,000.00	1,575,000.00	.00
	46 PURCHASES FOR		8,426,356.01	20 SALES FOR	6,749,527.43	ISSUE	AGGREGATE TOTAL	15,175,883.44	
VICTORY INSTITUTIONAL MONEY MARKET FUND INVESTOR CLASS									
	PUR	01/04/10	65,062.150	65,062.15	.00	.00	65,062.15	65,062.15	.00
	PUR	01/04/10	10.700	10.70	.00	.00	10.70	10.70	.00
	PUR	01/04/10	1.830	1.83	.00	.00	1.83	1.83	.00
	SAL	01/05/10	22,574.150	22,574.15	.00	.00	22,574.15	22,574.15	.00
	SAL	01/07/10	107,358.540	107,358.54	.00	.00	107,358.54	107,358.54	.00
	PUR	01/08/10	86,884.510	86,884.51	.00	.00	86,884.51	86,884.51	.00
	SAL	01/11/10	9,880.520	9,880.52	.00	.00	9,880.52	9,880.52	.00
	SAL	01/12/10	21,370.360	21,370.36	.00	.00	21,370.36	21,370.36	.00
	PUR	01/13/10	92,104.790	92,104.79	.00	.00	92,104.79	92,104.79	.00
	PUR	01/14/10	23.420	23.42	.00	.00	23.42	23.42	.00
	PUR	01/15/10	69,720.300	69,720.30	.00	.00	69,720.30	69,720.30	.00





RPT# 1772

5% REPORT BY ASSET-AGGREGATE TRANSACTIONS

01/01/10 THROUGH 12/31/10

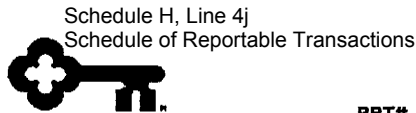
ACCOUNT

INDIANA AREA UFCW & RFE CONS

VALUATION 200,610,425.03 THRESHOLD 10,030,521.25

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BROKER/PARTY ASSET DESCRIPTION	TRAN TYPE	SETTLE DATE	SHARES/ UNITS	PURCHASE/SALE COST/PROCEEDS	BROKER COMMISSION	OTHER EXPENSE	COST OF ASSET	PREVIOUS ANNUAL MARKET	NET GAIN/LOSS
VICTORY INSTITUTIONAL									
MONEY MARKET FUND INVESTOR CLASS	PUR	01/19/10	3,586.090	3,586.09	.00	.00	3,586.09	3,586.09	.00
	SAL	01/19/10	2.850	2.85	.00	.00	2.85	2.85	.00
	SAL	01/21/10	25,770.830	25,770.83	.00	.00	25,770.83	25,770.83	.00
	PUR	01/22/10	22,353.590	22,353.59	.00	.00	22,353.59	22,353.59	.00
	PUR	01/25/10	26,946.400	26,946.40	.00	.00	26,946.40	26,946.40	.00
	PUR	01/26/10	19,703.990	19,703.99	.00	.00	19,703.99	19,703.99	.00
	PUR	01/27/10	44,610.810	44,610.81	.00	.00	44,610.81	44,610.81	.00
	SAL	01/29/10	100,417.500	100,417.50	.00	.00	100,417.50	100,417.50	.00
	PUR	02/01/10	47,125.140	47,125.14	.00	.00	47,125.14	47,125.14	.00
	PUR	02/01/10	2.740	2.74	.00	.00	2.74	2.74	.00
	PUR	02/01/10	1.270	1.27	.00	.00	1.27	1.27	.00
	SAL	02/02/10	34,756.340	34,756.34	.00	.00	34,756.34	34,756.34	.00
	SAL	02/03/10	28,461.330	28,461.33	.00	.00	28,461.33	28,461.33	.00
	SAL	02/04/10	29,479.030	29,479.03	.00	.00	29,479.03	29,479.03	.00
	PUR	02/05/10	114,178.530	114,178.53	.00	.00	114,178.53	114,178.53	.00
	SAL	02/08/10	147,005.640	147,005.64	.00	.00	147,005.64	147,005.64	.00
	SAL	02/09/10	32,425.110	32,425.11	.00	.00	32,425.11	32,425.11	.00
	PUR	02/11/10	45,922.220	45,922.22	.00	.00	45,922.22	45,922.22	.00
	PUR	02/12/10	54,299.770	54,299.77	.00	.00	54,299.77	54,299.77	.00
	PUR	02/16/10	24,350.010	24,350.01	.00	.00	24,350.01	24,350.01	.00
	SAL	02/17/10	47,147.970	47,147.97	.00	.00	47,147.97	47,147.97	.00
	PUR	02/18/10	17,081.110	17,081.11	.00	.00	17,081.11	17,081.11	.00
	PUR	02/19/10	15,482.700	15,482.70	.00	.00	15,482.70	15,482.70	.00
	PUR	02/22/10	8,571.670	8,571.67	.00	.00	8,571.67	8,571.67	.00
	PUR	02/23/10	1,589.620	1,589.62	.00	.00	1,589.62	1,589.62	.00
	SAL	02/24/10	30,885.400	30,885.40	.00	.00	30,885.40	30,885.40	.00
	SAL	02/25/10	10,400.420	10,400.42	.00	.00	10,400.42	10,400.42	.00
	PUR	03/01/10	34,511.730	34,511.73	.00	.00	34,511.73	34,511.73	.00
	PUR	03/01/10	.360	.36	.00	.00	.36	.36	.00
	PUR	03/01/10	.760	.76	.00	.00	.76	.76	.00
	PUR	03/02/10	44,411.220	44,411.22	.00	.00	44,411.22	44,411.22	.00
	SAL	03/03/10	28,660.620	28,660.62	.00	.00	28,660.62	28,660.62	.00
	SAL	03/05/10	45,455.840	45,455.84	.00	.00	45,455.84	45,455.84	.00
	SAL	03/08/10	48,154.280	48,154.28	.00	.00	48,154.28	48,154.28	.00
	PUR	03/09/10	31,795.000	31,795.00	.00	.00	31,795.00	31,795.00	.00
	PUR	03/10/10	31,911.980	31,911.98	.00	.00	31,911.98	31,911.98	.00
	PUR	03/11/10	23,779.080	23,779.08	.00	.00	23,779.08	23,779.08	.00



SUPPLEMENTAL SCHEDULE 2

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5% REPORT BY ASSET-AGGREGATE TRANSACTIONS

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INDIANA AREA UFCW & RFE CONS

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BROKER/PARTY ASSET DESCRIPTION	TRAN TYPE	SETTLE DATE	SHARES/ UNITS	PURCHASE/SALE COST/PROCEEDS	BROKER COMMISSION	OTHER EXPENSE	COST OF ASSET	PREVIOUS ANNUAL MARKET	NET GAIN/LOSS
VICTORY INSTITUTIONAL									
MONEY MARKET FUND INVESTOR CLASS	PUR	03/15/10	239.750	239.75	.00	.00	239.75	239.75	.00
	SAL	03/16/10	25,291.430	25,291.43	.00	.00	25,291.43	25,291.43	.00
	SAL	03/17/10	32,501.520	32,501.52	.00	.00	32,501.52	32,501.52	.00
	PUR	03/18/10	68,503.130	68,503.13	.00	.00	68,503.13	68,503.13	.00
	PUR	03/22/10	41,130.320	41,130.32	.00	.00	41,130.32	41,130.32	.00
	PUR	03/23/10	2,712.500	2,712.50	.00	.00	2,712.50	2,712.50	.00
	SAL	03/24/10	49,268.180	49,268.18	.00	.00	49,268.18	49,268.18	.00
	SAL	03/25/10	74,667.190	74,667.19	.00	.00	74,667.19	74,667.19	.00
	PUR	03/26/10	77,952.620	77,952.62	.00	.00	77,952.62	77,952.62	.00
	SAL	03/30/10	28,751.040	28,751.04	.00	.00	28,751.04	28,751.04	.00
	SAL	03/31/10	20,044.860	20,044.86	.00	.00	20,044.86	20,044.86	.00
	PUR	04/01/10	46,407.060	46,407.06	.00	.00	46,407.06	46,407.06	.00
	PUR	04/01/10	3.230	3.23	.00	.00	3.23	3.23	.00
	PUR	04/01/10	1.510	1.51	.00	.00	1.51	1.51	.00
	PUR	04/05/10	42,877.780	42,877.78	.00	.00	42,877.78	42,877.78	.00
	SAL	04/06/10	7,515.060	7,515.06	.00	.00	7,515.06	7,515.06	.00
	SAL	04/07/10	18,535.750	18,535.75	.00	.00	18,535.75	18,535.75	.00
	SAL	04/08/10	14,738.960	14,738.96	.00	.00	14,738.96	14,738.96	.00
	SAL	04/09/10	114,739.650	114,739.65	.00	.00	114,739.65	114,739.65	.00
	SAL	04/12/10	5,000.000	5,000.00	.00	.00	5,000.00	5,000.00	.00
	SAL	04/13/10	32,505.950	32,505.95	.00	.00	32,505.95	32,505.95	.00
	PUR	04/14/10	257,622.440	257,622.44	.00	.00	257,622.44	257,622.44	.00
	PUR	04/15/10	43,736.860	43,736.86	.00	.00	43,736.86	43,736.86	.00
	SAL	04/15/10	2.850	2.85	.00	.00	2.85	2.85	.00
	PUR	04/16/10	45,694.450	45,694.45	.00	.00	45,694.45	45,694.45	.00
	PUR	04/19/10	135.020	135.02	.00	.00	135.02	135.02	.00
	SAL	04/20/10	89,278.120	89,278.12	.00	.00	89,278.12	89,278.12	.00
	SAL	04/21/10	29,841.660	29,841.66	.00	.00	29,841.66	29,841.66	.00
	SAL	04/22/10	31,600.000	31,600.00	.00	.00	31,600.00	31,600.00	.00
	PUR	04/22/10	2,344,558.320	2,344,558.32	.00	.00	2,344,558.32	2,344,558.32	.00
	SAL	04/23/10	2,344,558.320	2,344,558.32	.00	.00	2,344,558.32	2,344,558.32	.00
	SAL	04/23/10	81,731.250	81,731.25	.00	.00	81,731.25	81,731.25	.00
	SAL	04/26/10	30,148.750	30,148.75	.00	.00	30,148.75	30,148.75	.00
	SAL	04/27/10	25,131.250	25,131.25	.00	.00	25,131.25	25,131.25	.00
	SAL	04/28/10	12,185.950	12,185.95	.00	.00	12,185.95	12,185.95	.00
	PUR	04/29/10	11,200.070	11,200.07	.00	.00	11,200.07	11,200.07	.00
	PUR	04/30/10	5,156.250	5,156.25	.00	.00	5,156.25	5,156.25	.00





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BROKER/PARTY ASSET DESCRIPTION	TRAN TYPE	SETTLE DATE	SHARES/ UNITS	PURCHASE/SALE COST/PROCEEDS	BROKER COMMISSION	OTHER EXPENSE	COST OF ASSET	PREVIOUS ANNUAL MARKET	NET GAIN/LOSS
VICTORY INSTITUTIONAL									
MONEY MARKET FUND INVESTOR CLASS	PUR	05/03/10	36,242.420	36,242.42	.00	.00	36,242.42	36,242.42	.00
	PUR	05/03/10	3.420	3.42	.00	.00	3.42	3.42	.00
	PUR	05/03/10	2.140	2.14	.00	.00	2.14	2.14	.00
	PUR	05/04/10	38,381.140	38,381.14	.00	.00	38,381.14	38,381.14	.00
	SAL	05/05/10	21,225.280	21,225.28	.00	.00	21,225.28	21,225.28	.00
	SAL	05/06/10	60,800.000	60,800.00	.00	.00	60,800.00	60,800.00	.00
	PUR	05/07/10	17,580.930	17,580.93	.00	.00	17,580.93	17,580.93	.00
	PUR	05/10/10	25,492.880	25,492.88	.00	.00	25,492.88	25,492.88	.00
	SAL	05/10/10	56,991.010	56,991.01	.00	.00	56,991.01	56,991.01	.00
	SAL	05/13/10	254.000	254.00	.00	.00	254.00	254.00	.00
	SAL	05/13/10	69,338.050	69,338.05	.00	.00	69,338.05	69,338.05	.00
	PUR	05/14/10	19,595.830	19,595.83	.00	.00	19,595.83	19,595.83	.00
	PUR	05/17/10	36,077.500	36,077.50	.00	.00	36,077.50	36,077.50	.00
	PUR	05/19/10	19,591.670	19,591.67	.00	.00	19,591.67	19,591.67	.00
	PUR	05/20/10	21,247.090	21,247.09	.00	.00	21,247.09	21,247.09	.00
	PUR	05/20/10	230,158.240	230,158.24	.00	.00	230,158.24	230,158.24	.00
	SAL	05/21/10	230,158.240	230,158.24	.00	.00	230,158.24	230,158.24	.00
	PUR	05/21/10	17,457.710	17,457.71	.00	.00	17,457.71	17,457.71	.00
	SAL	05/25/10	31,897.920	31,897.92	.00	.00	31,897.92	31,897.92	.00
	SAL	05/26/10	48,425.830	48,425.83	.00	.00	48,425.83	48,425.83	.00
	SAL	05/27/10	20,725.280	20,725.28	.00	.00	20,725.28	20,725.28	.00
	PUR	06/01/10	49,217.830	49,217.83	.00	.00	49,217.83	49,217.83	.00
	PUR	06/01/10	.290	.29	.00	.00	.29	.29	.00
	SAL	06/02/10	35,709.160	35,709.16	.00	.00	35,709.16	35,709.16	.00
	SAL	06/03/10	14,234.380	14,234.38	.00	.00	14,234.38	14,234.38	.00
	PUR	06/04/10	92,411.770	92,411.77	.00	.00	92,411.77	92,411.77	.00
	PUR	06/07/10	56,008.330	56,008.33	.00	.00	56,008.33	56,008.33	.00
	PUR	06/08/10	20,497.010	20,497.01	.00	.00	20,497.01	20,497.01	.00
	PUR	06/09/10	62,943.280	62,943.28	.00	.00	62,943.28	62,943.28	.00
	SAL	06/11/10	34,440.000	34,440.00	.00	.00	34,440.00	34,440.00	.00
	SAL	06/14/10	20,791.930	20,791.93	.00	.00	20,791.93	20,791.93	.00
	PUR	06/15/10	5,329.810	5,329.81	.00	.00	5,329.81	5,329.81	.00
	PUR	06/16/10	43,019.580	43,019.58	.00	.00	43,019.58	43,019.58	.00
	SAL	06/17/10	14,090.830	14,090.83	.00	.00	14,090.83	14,090.83	.00
	PUR	06/17/10	212,508.620	212,508.62	.00	.00	212,508.62	212,508.62	.00
	SAL	06/18/10	212,508.620	212,508.62	.00	.00	212,508.62	212,508.62	.00
	SAL	06/18/10	42,006.300	42,006.30	.00	.00	42,006.30	42,006.30	.00



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INDIANA AREA UFCW & RFE CONS

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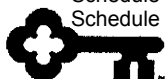
200,610,425.03

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THRESHOLD

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BROKER/PARTY ASSET DESCRIPTION	TRAN TYPE	SETTLE DATE	SHARES/ UNITS	PURCHASE/SALE COST/PROCEEDS	BROKER COMMISSION	OTHER EXPENSE	COST OF ASSET	PREVIOUS ANNUAL MARKET	NET GAIN/LOSS
VICTORY INSTITUTIONAL MONEY MARKET FUND INVESTOR CLASS	PUR	06/21/10	260.080	260.08	.00	.00	260.08	260.08	.00
	SAL	06/22/10	16,849.860	16,849.86	.00	.00	16,849.86	16,849.86	.00
	SAL	06/23/10	4,270.090	4,270.09	.00	.00	4,270.09	4,270.09	.00
	SAL	06/24/10	76,636.700	76,636.70	.00	.00	76,636.70	76,636.70	.00
	SAL	06/25/10	19,520.830	19,520.83	.00	.00	19,520.83	19,520.83	.00
	PUR	06/28/10	58,749.740	58,749.74	.00	.00	58,749.74	58,749.74	.00
	SAL	06/30/10	19,346.100	19,346.10	.00	.00	19,346.10	19,346.10	.00
	SAL	07/01/10	12,513.220	12,513.22	.00	.00	12,513.22	12,513.22	.00
	PUR	07/01/10	.270	.27	.00	.00	.27	.27	.00
	PUR	07/02/10	59,378.610	59,378.61	.00	.00	59,378.61	59,378.61	.00
	SAL	07/09/10	10,373.130	10,373.13	.00	.00	10,373.13	10,373.13	.00
	PUR	07/13/10	3,222.710	3,222.71	.00	.00	3,222.71	3,222.71	.00
	PUR	07/15/10	16,549.320	16,549.32	.00	.00	16,549.32	16,549.32	.00
	SAL	07/16/10	560.670	560.67	.00	.00	560.67	560.67	.00
	SAL	07/19/10	22,649.060	22,649.06	.00	.00	22,649.06	22,649.06	.00
	PUR	07/20/10	36,391.870	36,391.87	.00	.00	36,391.87	36,391.87	.00
	PUR	07/21/10	31,706.950	31,706.95	.00	.00	31,706.95	31,706.95	.00
	PUR	07/22/10	154.380	154.38	.00	.00	154.38	154.38	.00
	PUR	07/23/10	199,938.710	199,938.71	.00	.00	199,938.71	199,938.71	.00
	SAL	07/26/10	4,668.890	4,668.89	.00	.00	4,668.89	4,668.89	.00
	SAL	07/27/10	55,082.590	55,082.59	.00	.00	55,082.59	55,082.59	.00
	SAL	07/27/10	199,938.710	199,938.71	.00	.00	199,938.71	199,938.71	.00
	SAL	07/28/10	23,936.720	23,936.72	.00	.00	23,936.72	23,936.72	.00
	SAL	07/29/10	35,600.000	35,600.00	.00	.00	35,600.00	35,600.00	.00
	SAL	07/30/10	25,578.390	25,578.39	.00	.00	25,578.39	25,578.39	.00
	PUR	08/02/10	123,735.230	123,735.23	.00	.00	123,735.23	123,735.23	.00
	PUR	08/02/10	5.810	5.81	.00	.00	5.81	5.81	.00
	SAL	08/03/10	27,196.960	27,196.96	.00	.00	27,196.96	27,196.96	.00
	SAL	08/05/10	10,495.130	10,495.13	.00	.00	10,495.13	10,495.13	.00
	SAL	08/09/10	30,548.750	30,548.75	.00	.00	30,548.75	30,548.75	.00
	PUR	08/10/10	1,400.000	1,400.00	.00	.00	1,400.00	1,400.00	.00
	SAL	08/11/10	4,473.960	4,473.96	.00	.00	4,473.96	4,473.96	.00
	PUR	08/12/10	18,588.750	18,588.75	.00	.00	18,588.75	18,588.75	.00
	PUR	08/16/10	30,155.410	30,155.41	.00	.00	30,155.41	30,155.41	.00
	SAL	08/17/10	31,203.750	31,203.75	.00	.00	31,203.75	31,203.75	.00
	SAL	08/18/10	8,112.280	8,112.28	.00	.00	8,112.28	8,112.28	.00
	PUR	08/19/10	54,675.000	54,675.00	.00	.00	54,675.00	54,675.00	.00





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BROKER/PARTY	TRAN	SETTLE	SHARES/	PURCHASE/SALE	BROKER	OTHER	COST OF	PREVIOUS	NET
ASSET DESCRIPTION	TYPE	DATE	UNITS	COST/PROCEEDS	COMMISSION	EXPENSE	ASSET	ANNUAL MARKET	GAIN/LOSS

VICTORY INSTITUTIONAL									
MONEY MARKET FUND INVESTOR CLASS	SAL	08/20/10	39,091.670	39,091.67	.00	.00	39,091.67	39,091.67	.00
	PUR	08/20/10	4,913,523.160	4,913,523.16	.00	.00	4,913,523.16	4,913,523.16	.00
	SAL	08/23/10	4,913,523.160	4,913,523.16	.00	.00	4,913,523.16	4,913,523.16	.00
	PUR	08/24/10	24,128.130	24,128.13	.00	.00	24,128.13	24,128.13	.00
	SAL	08/26/10	2,581.210	2,581.21	.00	.00	2,581.21	2,581.21	.00
	PUR	09/01/10	20,811.430	20,811.43	.00	.00	20,811.43	20,811.43	.00
	PUR	09/01/10	4.260	4.26	.00	.00	4.26	4.26	.00
	PUR	09/07/10	9,639.170	9,639.17	.00	.00	9,639.17	9,639.17	.00
	PUR	09/10/10	4,811.460	4,811.46	.00	.00	4,811.46	4,811.46	.00
	SAL	09/13/10	56,601.000	56,601.00	.00	.00	56,601.00	56,601.00	.00
	PUR	09/14/10	27,183.850	27,183.85	.00	.00	27,183.85	27,183.85	.00
	PUR	09/15/10	47,833.020	47,833.02	.00	.00	47,833.02	47,833.02	.00
	SAL	09/16/10	71,629.640	71,629.64	.00	.00	71,629.64	71,629.64	.00
	SAL	09/20/10	47,276.070	47,276.07	.00	.00	47,276.07	47,276.07	.00
	SAL	09/21/10	4,086.530	4,086.53	.00	.00	4,086.53	4,086.53	.00
	SAL	09/22/10	15,306.980	15,306.98	.00	.00	15,306.98	15,306.98	.00
	SAL	09/23/10	33,906.490	33,906.49	.00	.00	33,906.49	33,906.49	.00
	PUR	09/23/10	258.170	258.17	.00	.00	258.17	258.17	.00
	PUR	09/24/10	93,621.770	93,621.77	.00	.00	93,621.77	93,621.77	.00
	PUR	09/27/10	115,027.280	115,027.28	.00	.00	115,027.28	115,027.28	.00
	SAL	09/27/10	26,909.440	26,909.44	.00	.00	26,909.44	26,909.44	.00
	PUR	09/30/10	2,962.500	2,962.50	.00	.00	2,962.50	2,962.50	.00
	SAL	10/01/10	49,446.570	49,446.57	.00	.00	49,446.57	49,446.57	.00
	PUR	10/01/10	.180	.18	.00	.00	.18	.18	.00
	SAL	10/04/10	66,548.470	66,548.47	.00	.00	66,548.47	66,548.47	.00
	PUR	10/05/10	36,316.670	36,316.67	.00	.00	36,316.67	36,316.67	.00
	SAL	10/12/10	62,332.840	62,332.84	.00	.00	62,332.84	62,332.84	.00
	SAL	10/14/10	13,186.890	13,186.89	.00	.00	13,186.89	13,186.89	.00
	SAL	10/15/10	41,030.550	41,030.55	.00	.00	41,030.55	41,030.55	.00
	PUR	10/18/10	16,650.380	16,650.38	.00	.00	16,650.38	16,650.38	.00
	PUR	10/19/10	38,684.930	38,684.93	.00	.00	38,684.93	38,684.93	.00
	SAL	10/19/10	.180	.18	.00	.00	.18	.18	.00
	PUR	10/20/10	15,917.080	15,917.08	.00	.00	15,917.08	15,917.08	.00
	SAL	10/21/10	32,377.810	32,377.81	.00	.00	32,377.81	32,377.81	.00
	PUR	10/22/10	37,152.500	37,152.50	.00	.00	37,152.50	37,152.50	.00
	SAL	10/25/10	22,395.140	22,395.14	.00	.00	22,395.14	22,395.14	.00
	SAL	10/26/10	40,181.830	40,181.83	.00	.00	40,181.83	40,181.83	.00



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BROKER/PARTY ASSET DESCRIPTION	TRAN TYPE	SETTLE DATE	SHARES/ UNITS	PURCHASE/SALE COST/PROCEEDS	BROKER COMMISSION	OTHER EXPENSE	COST OF ASSET	PREVIOUS ANNUAL MARKET	NET GAIN/LOSS
VICTORY INSTITUTIONAL									
MONEY MARKET FUND INVESTOR CLASS	PUR	10/27/10	9,963.750	9,963.75	.00	.00	9,963.75	9,963.75	.00
	PUR	10/29/10	42,219.240	42,219.24	.00	.00	42,219.24	42,219.24	.00
	PUR	11/01/10	32,753.730	32,753.73	.00	.00	32,753.73	32,753.73	.00
	PUR	11/02/10	15,033.120	15,033.12	.00	.00	15,033.12	15,033.12	.00
	SAL	11/03/10	53,724.420	53,724.42	.00	.00	53,724.42	53,724.42	.00
	SAL	11/04/10	17,349.890	17,349.89	.00	.00	17,349.89	17,349.89	.00
	PUR	11/05/10	130,323.040	130,323.04	.00	.00	130,323.04	130,323.04	.00
	SAL	11/09/10	55,555.690	55,555.69	.00	.00	55,555.69	55,555.69	.00
	SAL	11/10/10	38,939.060	38,939.06	.00	.00	38,939.06	38,939.06	.00
	SAL	11/12/10	34,348.950	34,348.95	.00	.00	34,348.95	34,348.95	.00
	PUR	11/15/10	65,724.140	65,724.14	.00	.00	65,724.14	65,724.14	.00
	SAL	11/16/10	78,407.290	78,407.29	.00	.00	78,407.29	78,407.29	.00
	SAL	11/17/10	8,761.560	8,761.56	.00	.00	8,761.56	8,761.56	.00
	SAL	11/19/10	4,065.300	4,065.30	.00	.00	4,065.30	4,065.30	.00
	PUR	11/23/10	86,626.670	86,626.67	.00	.00	86,626.67	86,626.67	.00
	SAL	11/26/10	45,600.000	45,600.00	.00	.00	45,600.00	45,600.00	.00
	SAL	11/29/10	41,535.350	41,535.35	.00	.00	41,535.35	41,535.35	.00
	PUR	11/30/10	9,312.500	9,312.50	.00	.00	9,312.50	9,312.50	.00
	PUR	12/01/10	43,554.130	43,554.13	.00	.00	43,554.13	43,554.13	.00
	SAL	12/02/10	27,503.390	27,503.39	.00	.00	27,503.39	27,503.39	.00
	PUR	12/03/10	42,003.950	42,003.95	.00	.00	42,003.95	42,003.95	.00
	PUR	12/06/10	76,552.010	76,552.01	.00	.00	76,552.01	76,552.01	.00
	SAL	12/07/10	21,018.120	21,018.12	.00	.00	21,018.12	21,018.12	.00
	SAL	12/08/10	41,041.600	41,041.60	.00	.00	41,041.60	41,041.60	.00
	SAL	12/09/10	49,181.550	49,181.55	.00	.00	49,181.55	49,181.55	.00
	SAL	12/10/10	42,274.570	42,274.57	.00	.00	42,274.57	42,274.57	.00
	SAL	12/14/10	45,093.750	45,093.75	.00	.00	45,093.75	45,093.75	.00
	PUR	12/15/10	69,181.520	69,181.52	.00	.00	69,181.52	69,181.52	.00
	SAL	12/16/10	89,643.350	89,643.35	.00	.00	89,643.35	89,643.35	.00
	SAL	12/17/10	15,912.500	15,912.50	.00	.00	15,912.50	15,912.50	.00
	PUR	12/20/10	94,923.210	94,923.21	.00	.00	94,923.21	94,923.21	.00
	SAL	12/22/10	96,937.500	96,937.50	.00	.00	96,937.50	96,937.50	.00
	PUR	12/23/10	19,080.880	19,080.88	.00	.00	19,080.88	19,080.88	.00
	PUR	12/27/10	41,606.250	41,606.25	.00	.00	41,606.25	41,606.25	.00
	PUR	12/30/10	4,802.690	4,802.69	.00	.00	4,802.69	4,802.69	.00
	PUR	12/31/10	4,215.630	4,215.63	.00	.00	4,215.63	4,215.63	.00





RPT# 1772

5% REPORT BY ASSET-AGGREGATE TRANSACTIONS

01/01/10 THROUGH 12/31/10

ACCOUNT

INDIANA AREA UFCW & RFE CONS

VALUATION

200,610,425.03

PAGE 372

THRESHOLD 10,030,521.25

BROKER/PARTY ASSET DESCRIPTION	TRAN TYPE	SETTLE DATE	SHARES/ UNITS	PURCHASE/SALE COST/PROCEEDS	BROKER COMMISSION	OTHER EXPENSE	COST OF ASSET	PREVIOUS ANNUAL MARKET	NET GAIN/LOSS
<hr/>									
	117 PURCHASES FOR		11,733,837.46	115 SALES FOR	11,747,903.47	ISSUE AGGREGATE TOTAL	23,481,740.93		
S&P 500 FLAGSHIP NL(CM13)	PUR	04/22/10	9,525.536	2,344,558.28	.00	.00	2,344,558.28	2,344,558.28	.00
	PUR	05/20/10	1,009.152	230,158.24	.00	.00	230,158.24	230,158.24	.00
	PUR	06/17/10	930.000	212,508.62	.00	.00	212,508.62	212,508.62	.00
	PUR	07/23/10	910.932	199,938.71	.00	.00	199,938.71	199,938.71	.00
	PUR	08/20/10	21,840.502	4,913,523.26	.00	.00	4,913,523.26	4,913,523.26	.00
	SAL	11/01/10	8,191.853	2,000,000.03	.00	.00	1,823,607.04	1,873,658.06	126,341.97
	SAL	12/02/10	3,206.233	800,000.02	.00	.00	713,746.82	733,336.44	66,663.58
	SAL	12/14/10	1,168.247	299,999.99	.00	.00	260,066.12	267,203.94	32,796.05
	SAL	12/27/10	2,690.903	699,999.99	.00	.00	599,028.04	615,469.06	84,530.93
	SAL	12/31/10	6,044.410	1,575,000.01	.00	.00	1,345,559.86	1,382,490.32	192,509.69
	5 PURCHASES FOR		7,900,687.11	5 SALES FOR	5,375,000.04	ISSUE AGGREGATE TOTAL	13,275,687.15		



RPT# 1773

5% REPORT BY BROKER-AGGREGATE TRANS FOR SECURITIES

01/01/10 THROUGH 12/31/10

ACCOUNT

INDIANA AREA UFCW & RFE CONS

VALUATION

200,610,425.03 THRESHOLD

PAGE 373

10,030,521.25

BROKER/PARTY ASSET DESCRIPTION	TRAN TYPE	SETTLE DATE	SHARES/ UNITS	PURCHASE/SALE COST/PROCEEDS	BROKER COMMISSION	OTHER EXPENSE	COST OF ASSET	PREVIOUS ANNUAL MARKET	NET GAIN/LOSS
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NO ACTIVITY THIS PERIOD





RPT# 1774 5% REPORT BY BROKER-AGGREGATE TRANS FOR NON SECURITIES

01/01/10 THROUGH 12/31/10

ACCOUNT

INDIANA AREA UFCW & RFE CONS

VALUATION

200,610,425.03

PAGE 374
THRESHOLD 10,030,521.25

BROKER/PARTY ASSET DESCRIPTION	TRAN TYPE	SETTLE DATE	SHARES/ UNITS	PURCHASE/SALE COST/PROCEEDS	BROKER COMMISSION	OTHER EXPENSE	COST OF ASSET	PREVIOUS ANNUAL MARKET	NET GAIN/LOSS
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NO ACTIVITY THIS PERIOD

**SCHEDULE MB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

**Multiemployer Defined Benefit Plan and Certain
Money Purchase 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**

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 Indiana Area UFCW Unions and Retail Food Employers	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Board of Trustees	D Employer Identification Number (EIN) 35-6244695

E Type of plan: (1) ☒ Multiemployer Defined Benefit (2) ☐ Money Purchase (see instructions)**1a** Enter the valuation date: Month 1 Day 1 Year 2010**b** Assets

(1) Current value of assets	1b(1)	202,930,146
(2) Actuarial value of assets for funding standard account	1b(2)	263,809,190
c (1) Accrued liability for plan using immediate gain methods	1c(1)	298,814,184
(2) Information for plans using spread gain methods:		
(a) Unfunded liability for methods with bases	1c(2)(a)	
(b) Accrued liability under entry age normal method	1c(2)(b)	
(c) Normal cost under entry age normal method	1c(2)(c)	
(3) Accrued liability under unit credit cost method	1c(3)	298,814,184
d Information on current liabilities of the plan:		
(1) Amount excluded from current liability attributable to pre-participation service (see instructions)	1d(1)	
(2) "RPA '94" information :		
(a) Current liability	1d(2)(a)	425,839,347
(b) Expected increase in current liability due to benefits accruing during the plan year	1d(2)(b)	6,651,866
(c) Expected release from "RPA '94" current liability for the plan year	1d(2)(c)	0
(3) Expected plan disbursements for the plan year	1d(3)	18,538,209

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**

Signature of actuary

Steven J. Mikkalo, FSA, MAAA

Type or print name of actuary

Milliman, Inc.

111 Monument Circle, Suite 601

Firm name

Indianapolis

IN 46204-2605

Address of the firm

9-20-2011

Date

11-02898

Most recent enrollment number

(317) 639-1000

Telephone number (including area code)

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 Form 5500-SF.

Schedule MB (Form 5500) 2010
v.092308.1

2 Operational information as of beginning of this plan year:

a Current value of the assets (see instructions)	2a	202,930,146
b "RPA '94" current liability/participant count breakdown:	(1) Number of participants	(2) Current liability
(1) For retired participants and beneficiaries receiving payment	3,105	186,820,355
(2) For terminated vested participants	3,644	94,817,014
(3) For active participants:		
(a) Non-vested benefits		4,428,821
(b) Vested benefits		139,773,157
(c) Total active	4,388	144,201,978
(4) Total	11,137	425,839,347
c If the percentage resulting from dividing line 2a by line 2b(4), column (2), is less than 70%, enter such percentage	2c	47.65 %

3 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
02/15/2010	475,016		08/15/2010	519,281	
03/15/2010	378,696		09/15/2010	406,327	
04/15/2010	378,199		10/15/2010	410,903	
05/15/2010	383,773		11/15/2010	502,915	
06/15/2010	512,816		12/15/2010	411,754	
07/15/2010	407,159		01/15/2011	434,888	
Totals ▶			3(b)	5,221,727	3(c) 0

4 Information on plan status:

a Enter code to indicate plan's status (see instructions for attachment of supporting evidence of plan's status). If code is "N," go to item 5.....	4a	C
b Funded percentage for monitoring plan's status (line 1b(2) divided by line 1c(3)).....	4b	88.2 %
c Is the plan making the scheduled progress with any applicable funding improvement or rehabilitation plan?		☒ Yes ☐ No
d If the plan is in critical status, were any adjustable benefits reduced?		☐ Yes ☒ No
e If line d is "Yes," enter the reduction in liability resulting from the reduction in adjustable benefits, measured as of the valuation date	4e	

5 Actuarial cost method used as the basis for this plan year's funding standard account computations (check all that apply):

- a** ☐ Attained age normal
 b ☐ Entry age normal
 c ☒ Accrued benefit (unit credit)
 d ☐ Aggregate
e ☐ Frozen initial liability
 f ☐ Individual level premium
 g ☐ Individual aggregate
 h ☐ Shortfall
i ☐ Reorganization
 j ☐ Other (specify):

k If box h is checked, enter period of use of shortfall method	5k	
l Has a change been made in funding method for this plan year?		☐ Yes ☒ No
m If line l is "Yes," was the change made pursuant to Revenue Procedure 2000-40?		☐ Yes ☐ No
n If line l is "Yes," and line m is "No," enter the date (MM-DD-YYYY) of the ruling letter (individual or class) approving the change in funding method	5n	

6 Checklist of certain actuarial assumptions:

a Interest rate for "RPA '94" current liability	6a	4.58 %
b Rates specified in insurance or annuity contracts	☐ Yes ☒ No ☐ N/A	☐ Yes ☒ No ☐ N/A
c Mortality table code for valuation purposes:		
(1) Males	6c(1)	9
(2) Females	6c(2)	9F
d Valuation liability interest rate	6d	7.50 %
e Expense loading	6e	18.2 %
f Salary scale	6f	.00 %
g Estimated investment return on actuarial value of assets for year ending on the valuation date	6g	22.2 %
h Estimated investment return on current value of assets for year ending on the valuation date	6h	14.3 %

7 New amortization bases established in the current plan year:

(1) Type of base	(2) Initial balance	(3) Amortization Charge/Credit
1	(26,153,618)	(2,756,159)
1	(10,524,677)	(845,941)
4	1,319,900	139,096

8 Miscellaneous information:

a If a waiver of a funding deficiency has been approved for this plan year, enter the date (MM-DD-YYYY) of the ruling letter granting the approval	8a	
b Is the plan required to provide a Schedule of Active Participant Data? (See the instructions.) If "Yes," attach schedule.		☐ Yes ☒ No
c Are any of the plan's amortization bases operating under an extension of time under section 412(e) (as in effect prior to 2008) or section 431(d) of the Code?		☒ Yes ☐ No
d If line c is "Yes," provide the following additional information:		
(1) Was an extension granted automatic approval under section 431(d)(1) of the Code?		☒ Yes ☐ No
(2) If line (1) is "Yes," enter the number of years by which the amortization period was extended	8d(2)	5
(3) Was an extension approved by the Internal Revenue Service under section 412(e) (as in effect prior to 2008) or 431(d)(2) of the Code?		☐ Yes ☒ No
(4) If line (3) is "Yes," enter number of years by which the amortization period was extended (not including the number of years in line (2))	8d(4)	
(5) If line (3) is "Yes," enter the date of the ruling letter approving the extension	8d(5)	
(6) If line (3) is "Yes," is the amortization base eligible for amortization using interest rates applicable under section 6621(b) of the Code for years beginning after 2007?		☐ Yes ☐ No
e If box 5h is checked or line 8c is "Yes," enter the difference between the minimum required contribution for the year and the minimum that would have been required without using the shortfall method or extending the amortization base(s)	8e	4,191,282

9 Funding standard account statement for this plan year:**Charges to funding standard account:**

a Prior year funding deficiency, if any	9a	0
b Employer's normal cost for plan year as of valuation date	9b	5,033,894
c Amortization charges as of valuation date:	Outstanding balance	
(1) All bases except funding waivers and certain bases for which the amortization period has been extended	9c(1)	17,349,547
(2) Funding waivers	9c(2)	0
(3) Certain bases for which the amortization period has been extended	9c(3)	0
d Interest as applicable on lines 9a, 9b, and 9c	9d	1,678,758
e Total charges. Add lines 9a through 9d	9e	24,062,199

Credits to funding standard account:

f Prior year credit balance, if any	9f	14,893,134
g Employer contributions. Total from column (b) of line 3	9g	5,221,727
	Outstanding balance	
h Amortization credits as of valuation date	9h	21,804,611
i Interest as applicable to end of plan year on lines 9f, 9g, and 9h	9i	2,914,488
j Full funding limitation (FFL) and credits:		
(1) ERISA FFL (accrued liability FFL)	9j(1)	124,496,894
(2) "RPA '94" override (90% current liability FFL)	9j(2)	126,610,471
(3) FFL credit	9j(3)	0
k (1) Waived funding deficiency	9k(1)	0
(2) Other credits	9k(2)	0
l Total credits. Add lines 9f through 9i, 9j(3), 9k(1), and 9k(2)	9l	44,833,960
m Credit balance: If line 9l is greater than line 9e, enter the difference	9m	20,771,761
n Funding deficiency: If line 9e is greater than 9l, enter the difference	9n	

9 o Current year's accumulated reconciliation account:

(1) Due to waived funding deficiency accumulated prior to the 2010 plan year.....	9o(1)	0
(2) Due to amortization bases extended and amortized using the interest rate under section 6621(b) of the Code:		
(a) Reconciliation outstanding balance as of valuation date.....	9o(2)(a)	0
(b) Reconciliation amount (line 9c(3) balance minus line 9o(2)(a)).....	9o(2)(b)	0
(3) Total as of valuation date.....	9o(3)	0

10 Contribution necessary to avoid an accumulated funding deficiency. (See instructions.)..... **10** 0

11 Has a change been made in the actuarial assumptions for the current plan year? If "Yes," see instructions. ☒ Yes ☐ No

Schedule MB, Line 4A – Illustration Supporting Actuarial Certification Status**Indiana Area UFCW Unions and Retail Food Employers Joint Pension Plan****EIN - 35-6244695****PIN - 001****PPA Certification**

Based on the actuarial assumptions and methods, participant and financial data, and Plan provisions, as described in our actuarial report for the Plan year ended December 31, 2009, I hereby certify that the Indiana Area UFCW Unions and Retail Food Employers Joint Pension Plan is "critical", as that term is defined in the Pension Protection Act of 2006 (PPA) for the Plan year beginning January 1, 2010. Further, I hereby certify that to the best of my knowledge and belief, the actuarial assumptions employed in preparing this certification are individually reasonable and represent my best estimate of future experience. Further, the "projected industry activity" assumption, as required under Pension Protection Act Section 432(b)(3)(B)(iii), has been provided by the Board of Trustees.

As of January 1, 2010:

- The Plan's Funded percentage is under 80%.
- The Plan is projected to have an accumulated funding deficiency for the 2012 plan year.

Plan Information

Plan Name: Indiana Area UFCW Unions And Retail Food Employers Joint Pension Plan
PIN: 001
EIN: 35-6244695
Address: Zenith Administrators, P. O. Box 42668, Indianapolis, IN 46242-0668
Phone: 317.247.7381

Funding Standard Account Status

The Plan's projected Funding Standard Account accumulated funding credits/(deficiencies) for the Plan years ending in 2010 through 2012 are as follows:

December 31	Accumulated Funding Credit/(Deficiency) Without 5-year Extension
2010	9,687,000
2011	4,293,000
2012	(2,627,000)

Schedule MB, Line 4A – Illustration Supporting Actuarial Certification Status**Indiana Area UFCW Unions and Retail Food Employers Joint Pension Plan****EIN - 35-6244695****PIN - 001****Funding Percentage**

The Plan's Funded Percentage as of January 1, 2010 is 79.8%. This percentage is the ratio of the actuarial value of the Plan's assets as of January 1, 2010 to the Plan's Present Value of Accumulated Benefits (PVAB) as of January 1, 2010. These values are shown below.

	Actuarial Value of Assets	Present Value of Accumulated Benefits	Funded Percentage
January 1, 2010	\$ 240,699,122	\$301,595,582	79.8%

Summary of Assumptions/Methods

The projections which underlie this certification are based on reasonable actuarial estimates, assumptions and methods (Projected Unit Credit) that offer my best estimate of anticipated experience under the Plan. These assumptions include those from the January 1, 2009 actuarial valuation plus the following:

- Future annual contributions are based on the rates in the collective bargaining agreements in effect on January 1, 2010 and 8 million hours of service in each future year. This assumption is based on information provided by the Plan Sponsor.
- Future annual investment return on the market value of Plan assets will be 7.5% (net of investment related expenses).
- Future Unit Credit Normal Costs reflect the replacement of current active employees hired prior to May 1, 2004 with employees hired after April 16, 2004 and after June 17, 2008 for whom benefits accrue at a lower rate.
- Annual administrative expenses are assumed to be \$969,000 for 2010, increasing by 2% per year for each year in the future, but reducing by half for 2014 and later.
- Assumed future benefit payments are those developed in the January 1, 2009 actuarial valuation.
- Current collective bargaining agreement provisions are assumed to remain in effect indefinitely.

The Plan's assets are valued as of December 31, 2009, based on the unaudited financial report prepared by the Plan's administrator.

In my opinion, the assumptions used for the actuarial certification are individually reasonable based on the experience of the plan and on reasonable expectations of anticipated experience under the plan. The outcomes of the projections and actual amounts depend on the extent to which future experience conforms to the assumptions made for this analysis. It is certain that actual experience will not conform exactly to the assumptions used in this analysis. Actual amounts will differ from projected amounts to the extent that actual experience is better or worse than expected.

Schedule MB, Line 4A – Illustration Supporting Actuarial Certification Status

Indiana Area UFCW Unions and Retail Food Employers Joint Pension Plan

EIN - 35-6244695

PIN - 001

On the basis of the foregoing and as a member of the American Academy of Actuaries (AAA) who meets the Qualification Standards of the AAA to render the actuarial opinion contained herein, I hereby certify that, to the best of my knowledge and belief, this certification is complete and accurate and has been prepared in accordance with generally recognized and accepted actuarial principles and practices.

Sincerely,

 3/31/2010

Steven J. Mikkalo, FSA, MAAA

Enrolled Actuary 11-02898

Milliman, Inc.

Chase Center/Circle, 111 Monument Circle Suite 601

Indianapolis, IN 46204-5128

317.639.1000

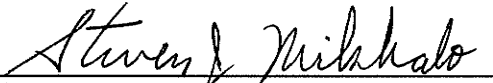
**Attachment to 2010 Schedule MB to Form 5500, Line 4c
Indiana Area United Food and Commercial Workers Unions
and Retail Food Employers Joint Pension Plan**

Documentation Regarding Progress under Rehabilitation Plan

In order to be considered as making progress toward the ultimate goal of emerging from Critical Status, the Plan must meet one of the following criteria:

- The Plan actuary must certify that the Plan is expected to emerge from Critical Status no later than January 1, 2023
- The Plan actuary must certify that the Plan's projected year of emergence from Critical Status has decreased by 1 or more years.

The Plan actuary hereby certifies that the Plan is expected to emerge from Critical Status no later than January 1, 2023.


Steven J. Mikkalo, FSA
Enrolled Actuary #11-02898

9-20-2011
Date

SCHEDULE MB, LINE 6 - SUMMARY OF PLAN PROVISIONS

INDIANA AREA UFCW UNIONS AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN

EIN - 35-6244695

PN - 001

Appendix A

Summary of Principal Plan Provisions
(January 1, 2010)

1. Name: Indiana Area United Food and Commercial Workers Unions and Retail Food Employers Joint Pension Plan.
2. Effective Date: June 1, 1966, for the initial Employers; for any subsequent Employer the date established in the participation agreement approved by the Trustees.
3. Type of Plan: Multiemployer Plan and Trust. Plan administered by a joint Board of Trustees, three appointed by the Employers and three by the Union.
4. Employers Included: Retail Food Employers in Indiana and the surrounding areas employing persons represented by the Union where such Employers are parties to collective bargaining agreements with the Union requiring contributions to be made to the Pension Fund on behalf of covered employees.

Local unions that have agreed to make contributions to the Plan and who have been accepted for participation in the Plan.
5. Employees Included: Any employee on whose behalf payments are required to be made to the Pension Fund by a participating Employer pursuant to a collective bargaining agreement with the Union, and any officer or employee of a local union that has been accepted as an Employer by the Plan. An employee will become a participant in the Plan on the January 1 or July 1 next following the later of the attainment of age 21 and completion of 12 months of employment, or the date for which the first contribution is received on behalf of that employee.

SCHEDULE MB, LINE 6 - SUMMARY OF PLAN PROVISIONS

INDIANA AREA UFCW UNIONS AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN

EIN - 35-6244695

PN - 001

Appendix A (Continued)

Summary of Principal Plan Provisions
(January 1, 2010)

6. Service Considered: Two kinds of service are defined by the Plan. The first ("Eligibility Service") is used to determine how a participant qualifies for a benefit. The second ("Benefit Credits") is used to determine the amount of the benefit.
- a. Eligibility Service: Eligibility service is divided into three parts: years beginning after December 31, 1975; years beginning after December 31, 1970 and before January 1, 1976; and years beginning before January 1, 1971.
- i. Years before January 1, 1971: Any one of three conditions must be met by an employee to qualify for Eligibility Service for employment prior to January 1, 1971. The first of these is that the employee was employed by a participating Employer on January 1, 1971 (or the Employer's participation date, if later.). The second condition is that the employee was not employed by an Employer on its participation date but was employed by an Employer prior to that Employer's participation date and a contribution is made to the Plan on that employee's behalf by an Employer whose participation date was June 1, 1966. The third condition covers an employee or official of a union or the International Union, provided the employee was employed by an Employer immediately prior to employment with the Union and provided the employee becomes employed by an Employer within 12 months of terminating employment with the union or the International Union. If the employee meets one of the conditions above, he or she will

SCHEDULE MB, LINE 6 - SUMMARY OF PLAN PROVISIONS

INDIANA AREA UFCW UNIONS AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN

EIN - 35-6244695

PN - 001

Appendix A (Continued)

Summary of Principal Plan Provisions
(January 1, 2010)

receive one year of eligibility service for each calendar year before the later of January 1, 1971 or the employer's participation date in which the employee had earnings reported to the social security administration from a participating employer or for work at a retail food store if such store is acquired by an employer (which later becomes an Employer) prior to the Employee's Termination Date and prior to the Employer's Employer Participation Date or from an employer that was a party to a collective bargaining agreement with a union even though such an Employer does not become a participating Employer.

- ii. January 1, 1971 to December 31, 1975:

For employment after an Employer's Participation Date, the employee will receive a full year of Eligibility Service for each calendar year in which he or she works 450 or more hours in covered employment provided, however, that with respect to a period of Employment covered by a Collective Bargaining Agreement preceding the earlier of the date on which contributions were made or Reported Hours reported to the Plan on the Employee's behalf, such Employee shall be credited with Eligibility Service on the basis of 190 Hours of Service for each month of such Employment, beginning on the first day of Employment covered by a Collective Bargaining Agreement. If the employee is working in non-covered employment for a participating Employer,

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he or she will receive a full year of Eligibility Service for each calendar year in which there were any earnings reported to the Social Security Administration for the employee's work for an Employer.

iii. Years after December 31, 1975:

The employee will receive a full year of Eligibility Service for each calendar year in which he or she works 450 or more hours in covered employment and, if the employee is working in non-covered employment for a participating Employer, he or she will receive daily fractions of Eligibility Service for periods of non-covered employment provided such employment precedes or follows covered employment and there is no intervening quit, retirement, or discharge.

b. Benefit Credits:

Benefit service is divided into four parts. The same three parts as Eligibility Service plus the period after December 31, 2008.

i. Years before January 1, 1971:

The employee will receive a quarter of a year of Benefit credit for each calendar quarter in which he or she had earnings reported to the Social Security Administration for work performed for an Employer which was a party to a Collective Bargaining Agreement.

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- | | |
|--|--|
| ii. January 1, 1971 to December 31, 1975: | The employee will receive a full year of Benefit Credit for each calendar year in which an Employer made contributions on his or her behalf for 1,800 or more hours of work. For 1,350 - 1,799 hours, the employee will earn 3/4 for a year of Benefit Credit; for 900 - 1,349 hours, the employee will earn 1/2 of a year of Benefit Credit, and for 450 - 899 hours, the employee will earn 1/4 of a year of Benefit Credit. If the employee works less than 450 hours, he or she will not earn any Benefit Credit for that calendar year. |
| iii. January 1, 1976 to December 31, 2008: | The employee will receive Benefit Credit based upon the number of Hours of Service for which an Employer made contributions on his or her behalf in each calendar year in accordance with the following schedule: |

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Number of Hours of Service	Years of Benefit Credit
1,800 or more	1.00
1,700 - 1,799	0.88
1,600 - 1,699	0.83
1,500 - 1,599	0.78
1,400 - 1,499	0.73
1,300 - 1,399	0.68
1,200 - 1,299	0.63
1,100 - 1,199	0.58
1,000 - 1,099	0.53
900 - 999	0.48
800 - 899	0.43
700 - 799	0.38
600 - 699	0.33
500 - 599	0.28
450 - 499	0.25
Less than 450	0.00

iv. Years after December 31,
2008:

Number of Hours of Service	Years of Benefit Credit
1,800 or more	1.00
1,700 - 1,799	0.88
1,600 - 1,699	0.83
1,500 - 1,599	0.78
1,400 - 1,499	0.73
1,300 - 1,399	0.68
1,200 - 1,299	0.63
1,100 - 1,199	0.58
1,000 - 1,099	0.53
900 - 999	0.48
800 - 899	0.43
750 - 799	0.38
Less than 750	0.00

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- | | | |
|----|---|---|
| 7. | Employer Contributions: | Participating Employers contribute for each included employee after the appropriate waiting period (i.e., the "tunnel") as collectively bargained. |
| 8. | Employee Contributions: | None |
| 9. | Normal Retirement Benefit: | |
| | a. Normal Pension (current provisions): | <p>"Normal Pension" for an employee who had date of hire before May 1, 2004 and who does not terminate employment prior to reaching Early Retirement eligibility is a life annuity payable monthly upon employee's retirement after attainment of age 60 and completion of at least five years of Eligibility Service or if later, five years after the employee's commencement of participation.</p> <p>For all other employees "Normal Pension" is a life annuity payable monthly upon employee's retirement after attainment of age 65 and completion of at least five years of Eligibility Service or if later, five years after the employee's commencement of participation. For such other employees, the "Normal Pension" at age 60 will be the greater of the Normal Pension accrued as of June 30, 2004 payable at age 60 or the total Normal Pension accrued as of retirement, reduced for early Retirement at age 60. Monthly Normal Pension is equal to the Benefit Rate multiplied by the number of Benefit Credits, but not in excess of 40.</p> |

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- b. Normal Pension effective January 1, 2011:

Effective January 1, 2011 "Normal Pension" for an employee who had date of hire before May 1, 2004 and who does not terminate employment prior to reaching Early Retirement eligibility is a life annuity payable monthly upon the employee's retirement after attainment of:

- i. Age 60 and completion of at least five years of Eligibility Service (or, if later, five years after the employee's commencement of participation) for benefits accrued before January 1, 2011 and
- ii. Age 62 and completion of at least five years of Eligibility Service (or, if later, five years after the employee's commencement of participation) for benefits accrued after December 31, 2010.

Effective January 1, 2011 "Normal Pension" for an employee who had a date of hire on or after May 1, 2004 is a life annuity payable monthly upon employee's retirement after attainment of age 65 and completion of at least five years of Eligibility Service or if later, five years after the employee's commencement of participation.

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- c. Benefit Rate Applicable to Service Prior to July 1, 2004: The Benefit Rate applicable to service prior to July 1, 2004 is based on the contribution being made on behalf of the employee at the time of termination of Plan participation or at the time of the 1998 Contribution Holiday, if applicable, as well as the date the Employer began participation in the Plan and the date of termination of Plan participation.
- d. Benefit Rate Applicable to Service subsequent to June 30, 2004 and prior to January 1, 2009:
- i. For an Employee of Kroger, Grace Foods, or Local 700 hired prior to May 1, 2004 or an Employee of Wiseway hired prior to November 26, 1990, the benefit rate is as follows:

Table b.i.A	
Years of Benefit Credit	Benefit Credit Earned After 6/30/2004
Each of the first 10 years of Benefit Credit	\$40.25
Each of up to 10 years of Benefit Credit in excess of 10	\$48.25
Each of up to 20 years of Benefit Credit in excess of 20	\$53.50

- ii. For an Employee of Kroger, Grace Foods, or Local 700 hired after April 30, 2004, the rate is \$35.00.
- iii. For an Employee of Wiseway hired after November 26, 1990 but before January 19, 2000, the benefit rate is \$15.90.

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- iv. For an Employee of Wetterau/Sheridan IGA, the benefit rate is \$16.55. (Note: Contributions stopped in April 2006.)
- v. Employees of Wiseway hired after January 18, 2000 do not participate in the Plan.
- e. Benefit Rate Applicable to Service subsequent to December 31, 2008:
 - i. For an Employee of Kroger, Grace Foods, or Local 700 hired prior to May 1, 2004 or an Employee of Wiseway hired prior to November 26, 1990, the benefit rate is as follows:

Table b.i.A	
Years of Benefit Credit	Benefit Credit Earned After 12/31/2008
Each of the first 10 years of Benefit Credit	\$36.25
Each of up to 10 years of Benefit Credit in excess of 10	\$43.50
Each of up to 20 years of Benefit Credit in excess of 20	\$48.25

- ii. For an Employee of Kroger, Grace Foods, or Local 700 hired after April 30, 2004 but before June 19, 2008, the rate is \$31.50.
- iii. For an Employee of Kroger, Grace Foods, or Local 700 hired after June 18, 2008, the rate is \$20.00.

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- iv. For an Employee of Wiseway hired after November 26, 1990 but before January 19, 2000, the benefit rate is \$14.30.
- v. Employees of Wiseway hired after January 18, 2000 do not participate in the Plan.

10. Early Retirement Benefit:

a. Early Pension:

"Early Pension" is payable upon an employee's retirement after attainment of age 55 and completion of at least five years of Eligibility Service.

b. Monthly Early Pension for Employees with Hours of Service before May 1, 2004:

"Monthly Early Pension" is determined as for Normal Retirement considering Benefit Credits accumulated at actual retirement. An employee who had an hour of service before May 1, 2004 and did not terminate employment prior to reaching early Retirement eligibility may request earlier commencement, in which case Monthly Early Pension is the greater of:

- i. The Normal Pension accrued as of December 31, 2008 reduced by $\frac{1}{2}$ of 1% for each month by which the commencement of early retirement benefit payments precedes the first of the month following the employee's 60th birthday or

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- ii. The Normal Pension accrued as of actual retirement reduced to its actuarial equivalent.
- c. Monthly Early Retirement for all Other Employees:
 - For all other employees "Monthly Early Pension" is the larger of:
 - i. The greater of the Normal Pension accrued as of June 30, 2004 reduced by $\frac{1}{2}$ of 1% for each month by which the commencement of early retirement benefit payments precedes the first of the month following the employee's 60th birthday or the Normal Pension accrued at December 31, 2008 reduced by $\frac{1}{2}$ of 1% for each month by which the commencement of early retirement benefit payments precedes the first of the month following the employee's 65th birthday or
 - ii. The Normal Pension accrued at actual Retirement reduced to its actuarial equivalent.

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11. Disability Retirement Benefit:

a. Disability Retirement (current provisions):

"Disability Pension" is payable upon employee's termination of employment by reason of total and permanent disability after attainment of age 40 and while working in a covered position and completion of at least five years of Eligibility Service.

Monthly Disability Pension is determined as for Normal Retirement, considering Benefit Credits accumulated to date of disability, with payment commencing the later of six months after disability is incurred, or the Participant's termination date.

b. Disability Retirement Effective January 1, 2009:

As of January 1, 2009 the Disability Pension is eliminated. Disabled employees will continue to be eligible for Early Retirement Benefits under the Plan.

12. Vested Retirement Benefit:

"Vested Pension Benefits" are payable to employees who terminate employment on or after completing at least five years of Eligibility Service and whose Termination Date is before his 55th birthday. Prior to January 1, 1990, Employees were required to complete ten years of Eligibility Service.

For employees terminating during the period January 1, 1973 through June 30, 1974, the employee had to be at least age 50; and prior to January 1, 1973, the employee had to be at least age 55 and

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have completed ten years of eligibility service.

Vested Retirement Pension is determined as for Normal Retirement, considering Benefit Credits accumulated at date of termination, with payment commencing at the normal retirement date in effect at the date the employee terminated employment. The vested participant may request that his vested pension commence at any time after age 55 subject to the early retirement reduction factor in effect at the date the employee terminated employment.

13. Pre-Retirement Surviving Spouse's Benefit:

"Surviving Spouse's Benefit" is payable if the employee dies while vested but before any benefits from the Plan have been paid. Employee and spouse must have been married for at least one year preceding the date of death in order to be eligible for a Surviving Spouse's Benefit.

If the employee has attained age 55 when he dies, the monthly Surviving Spouse's Benefit will be 50% of the early retirement pension the employee would have received had such employee retired on the date preceding death and elected a contingent annuity with 50% continued to the employee's spouse. Benefits to the spouse will commence on the first day of the month following the employee's death.

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If the employee has not attained age 55 when he dies, the monthly Surviving Spouse's Benefit will be 50% of the Vested Retirement Pension the employee would have received had such employee:

- a. terminated employment on the date of death,
- b. survived to the earliest date retirement benefits would have been payable, and
- c. elected to receive benefits in the form of a contingent annuity with 50% continued to the employee's spouse.

Benefits to the spouse may not commence before the earliest date retirement benefits would have been payable to the employee had he survived.

14. General Limitations:

Pension is not payable unless the employee files a written application for benefits with the Trustees. If a retired employee engages in Prohibited Employment, pension payments are suspended. Prohibited Employment before the age of 60 is employment in the retail sale of food or food products within the geographic jurisdiction of the Plan in a store comparable to those participating in the Plan. After age 60, in addition to such employment as described as Prohibited Employment before age 60, such

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Prohibited Employment must also be in the same trade or craft. Upon subsequent retirement, the pension is recomputed, considering additional Benefit Credits earned, if any, and payments made to date.

Effective November 1, 2007 employment will be considered Prohibited Employment only if the employee is re-employed by the employer from which he retired and has been separated no less the 30 consecutive days from all employment or self-employment with such employer in any capacity, and if such consecutive day period included his benefit commencement date.

If a terminated employee returns to covered employment after at least a 24-month break, his pre-break and post-break benefit accruals shall be based on the respective plan provisions in effect for each period of service.

If a terminated employee returns to covered employment before a 36-month break has occurred his benefit accruals will be based on the most current plan provisions if that produces the greater benefit.

Trustees may, upon accepting new employers for participation in the Plan, impose a lower benefit scale, a waiting period for benefits, or any other conditions

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deemed necessary to maintain actuarial soundness and equity among all Employers.

15. Expenses:

Paid from the Trust.

16. Actuarial Equivalent:

Actuarial Equivalent means a form of benefit differing in time, period and/or manner of payment from another form of benefit but having the same value when computed based upon the following interest and mortality assumptions:

- | | |
|--|--|
| a. For Early Retirement and Late Retirement Adjustments: | <ul style="list-style-type: none">• 7% interest per annum, compounded annually.• GATT Mortality. |
| b. For Lump Sums and Level Income Options: | <ul style="list-style-type: none">• Applicable interest rate.• Applicable Mortality Table. |
| c. For Joint and Survivor Options: | <ul style="list-style-type: none">• 30-year Treasury Rate for the month of November immediately preceding the Plan Year.• Applicable Mortality Table. |

17. Pension Adjustments:

From time to time the Trustees may, but shall not be required to, increase the pension benefits being paid or payable to former participants and their beneficiaries.

- | | |
|----|--|
| a. | Effective with payments to former participants and beneficiaries due on or after October 1, 1979, monthly pension benefits were increased by 7%. |
| b. | Effective with payments to former participants and |

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beneficiaries due on or after October 1, 1980, monthly pension benefits were increased by 7%.

- c. Effective with payments to former participants and beneficiaries due on or after September 1, 1981, monthly pension benefits were increased by 12%.
- d. Effective with payments to former participants and beneficiaries due on or after June 1, 1987, for whom no Employer contributions were made on or after June 1, 1987, monthly pension benefits were increased by 5%.
- e. Effective with payments due on or after January 1, 1996 to participants, former participants and the beneficiaries of such participants due on or after January 1, 1996, who had begun to receive pension benefits prior to February 1, 1996 and who were still receiving such pension benefit on May 1, 1997, monthly pension benefits were increased by 4%.
- f. Effective with payments to former participants and beneficiaries receiving pension benefits on January 1, 1997 and who continued to receive such pension benefits on December 1, 1998 received a 10% permanent increase in their monthly benefit amount.
- g. Effective as of January 1, 1999, the amount of the monthly pension benefit being paid to an individual was increased by 10%, provided such increase was retroactive to January 1, 1999, or if later, as of the month the individual's pension benefit became effective in calendar year 1999 and was only be

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payable if such individual continue to be
entitled to be paid a pension benefit as of
September 1, 2000.

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Appendix B

Actuarial Cost Method and Assumptions

A. Actuarial Cost Method

The true cost of a pension plan will ultimately be determined by the excess of benefits actually paid and the expenses incurred in its administration over investment income earned on monies set aside for its funding. Thus, the ultimate cost of a plan cannot be known until the last payment has been made to its last participant. The actuarial cost method is the technique adopted by the actuary for establishing the amount and incidence of annual actuarial costs. The actuarial cost method determines the portion of the ultimate cost of a pension plan which should be allocated to each plan year (known as the normal cost). The cost method is thus a budgeting tool which helps to ensure that the pension plan will be adequately and systematically funded.

The annual costs for a pension plan can be determined using any one of several actuarial cost methods. The methods differ in how much of the ultimate cost of the plan is assigned to each prior year, the current year and to each future year. Although the ultimate cost for a pension plan will be determined not by the cost method but by the benefits and expenses which become payable and the earnings which are obtained on the investments of the plan, the pattern of annual contributions from year to year and the rate of funding for the benefits will vary with the choice of actuarial cost method. In addition, the choice of actuarial assumptions for a given actuarial cost method will affect the current level of contributions and pattern of future contributions.

Effective January 1, 2007, the actuarial cost method used by the Plan was changed to the projected unit credit cost method. Under this cost method, the normal cost for each participant is the present value of the participant's benefit which is accrued or earned during the plan year being valued. The normal cost for the plan is the total of the individually computed normal costs for all participants including the costs for any death or disability benefits under the plan.

The accrued liability at any point in time for an active participant is the present value of the benefit which has been accrued up to the valuation date. For persons receiving benefits or entitled to a deferred vested retirement income, the accrued liability is equal to the present value of their future benefit payments. The accrued liability for the plan is the total of the individually computed accrued liability amounts for all participants. The unfunded liability for the plan is the excess of the accrued liability over the assets which have been accumulated for the plan. This unfunded accrued liability may be liquidated over a period of between fifteen and thirty years (forty years for plans in existence on January 1, 1974).

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Actuarial Cost Method and Assumptions

The funding cost of the Plan is derived by making certain specific assumptions as to rates of interest, mortality, turnover, etc. which are assumed to hold for many years into the future. Since actual experience may differ somewhat from the assumptions, the costs determined by the valuation must be regarded as estimates of the true costs of the Plan.

Effective January 1, 2003, the Asset Valuation Method was changed to the Smoothed Market Value method without phase-in. Under this method the Actuarial Value of assets is equal to the market value of assets less $\frac{4}{5}$ of the gain (or plus $\frac{4}{5}$ of the loss) of the preceding year less $\frac{3}{5}$ of the gain (or plus $\frac{3}{5}$ of the loss) of the next preceding year, less $\frac{2}{5}$ of the gain (or plus $\frac{2}{5}$ of the loss) of the next preceding year, and less $\frac{1}{5}$ of the gain (or plus $\frac{1}{5}$ of the loss) of the next preceding year. The gain or loss for a year is defined as the difference between the expected value of assets at the end of the year (where expected value equals the Market Value at the beginning of the year, increased for one year's interest at the valuation rate plus contributions with interest less benefits plus administrative expenses for the year increased for $\frac{1}{2}$ year's interest at the valuation rate) and the Market Value of assets at the end of the year. The Actuarial Value of assets is limited to a corridor of 80% to 120% of the Market Value.

The assets used to determine the Unfunded Vested benefits (UVB) are valued at Market Value.

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Actuarial Cost Method and Assumptions

B. Actuarial Assumptions

1. Interest Rate:

a. Funding:
(adopted 01/01/2003): 7.50% per annum, compounded annually,
net of investment related expenses.

b. RPA Current Liability: 4.82% per annum, compounded annually.

2. Administrative Expenses: Midyear annual administrative expenses are
(adopted 01/01/2009) assumed to be \$950,000 in each future year.

**3. Mortality Rates:
(adopted 01/01/2001)**

a. Healthy Lives: 1994 Group Annuity Table as published in the
Transactions of the Society of Actuaries.

b. Disabled Lives: 1994 Group Annuity Table as published in
the Transactions of the Society of Actuaries
with ages set forward ten years.

c. RPA Current Liability: 2009 Annuitant and NonAnnuitant Mortality.

4. Retirement Rates: The retirement rates used in this valuation
(adopted 01/01/2008) are derived from an experience study of the
Plan for the five plan years ended
December 31, 2006 and are as follows:

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Actuarial Cost Method and Assumptions

Age	Probability of Retirement for active employees	Probability of Retirement for terminated vested employees
55	10%	20%
56	10%	10%
57	10%	5%
58	10%	5%
59	15%	5%
60	20%	100%
61	20%	
62	35%	
63	20%	
64	25%	
65	35%	
66	40%	
67	40%	
68	40%	
69	40%	
70+	100%	

5. Form of Payment
(adopted 01/01/1990)

Non-retired employees are assumed to select the monthly single life annuity at retirement.

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Actuarial Cost Method and Assumptions

6. Withdrawal Rates:
(adopted 01/01/2008)

The withdrawal rates used in this valuation are derived from an experience study of the Plan for the five plan years ended December 31, 2006 and are shown below:

Age	Percent Withdrawing
Under 25	27.0%
25 - 29	18.0%
30 - 34	13.5%
35 - 39	11.0%
40 - 44	8.0%
45 - 49	8.0%
50 - 54	6.0%
55 - 59	5.0%
Over 60	5.0%

7. Disability Rates:
(adopted 01/01/2001)

The rates used in this valuation are derived from a study of the disability experience for the Plan for the five plan years ended December 31, 1997. The experience study covering the five plan years ended December 31, 2006 produced similar rates. Sample rates of disablement are shown below:

Age	Percent Becoming Disabled
Under 30	0.00%
30 - 39	0.08%
40 - 44	0.16%
45 - 49	0.24%
50 - 54	0.38%
55 - 59	0.65%
Over 60	0.91%

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8. Future Credits:
(adopted 01/01/2008)

Based on a study of the Benefit Credits earned during the five Plan Years ended December 31, 2006, it is assumed that each participant will earn a portion of a full Benefit Credit each year according to the following table.

Age	Benefit Credit Assumed Earned During Year
Under 25	0.82
25 - 29	0.88
30 - 34	0.90
35 - 39	0.92
40 - 44	0.93
45 - 49	0.93
50 - 54	0.93
55 - 59	0.93
60 - 64	0.89
Over 64	0.80

9. Probability of Marriage:
(adopted 01/01/2001)

All active and terminated vested employees are assumed to have a probability of marriage according to the following table:

Age	Males	Females
20	16.0%	34.5%
25	67.5%	76.5%
30	84.0%	87.0%
35	87.5%	89.5%
40	89.0%	88.0%
45	88.7%	85.5%
50	87.8%	81.7%
55	87.0%	75.5%
60	86.2%	67.7%
65	84.0%	58.1%

SCHEDULE MB, LINE 6 - STATEMENT OF ACTUARIAL ASSUMPTIONS/METHODS

INDIANA AREA UFCW UNIONS AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN

EIN - 35-6244695

PN - 001

Appendix B (Continued)

Actuarial Cost Method and Assumptions

- | | |
|---|---|
| 10. Age of Spouse:
(adopted 01/01/1990) | Males are assumed to be three years older than their spouses. |
| 11. Level of Contribution:
(Method adopted 01/01/2004) | A contribution rate of 57¢/HR and total hours of 8,800,000 are assumed for each future year. |
| 12. Adjustments for Missing Data: | |
| a. Gender: | As in prior valuations, it was assumed that any employee whose sex is not identified in the data is a female employee |
| b. Date of Birth: | As in prior valuations, it was assumed that any employee whose date of birth is not provided in the data was hired at age 31 and that his current age equals 31 plus years of vesting service in the data |
| 13. Assumption Changes: | Assumption changes effective January 1, 2010 are: |
| | a. The Current Liability interest rate was changed from 4.82% to 4.58%. |
| | b. The assured number of hours of service used in the future level of contribution assumption was increased from 6,800,000 hours to 8,800,000 hours to reflect the increase in the number of active employees |
| | c. Retirement rates for terminated participants were added for ages under 60 to reflect recent experience and future expectations. |

SCHEDULE MB, LINE 9C AND LINE 9H - SCHEDULE OF FUNDING STANDARD ACCOUNT BASES**INDIANA AREA UFCW UNIONS AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN****EIN - 35-6244695****PN - 001*****Exhibit 5*****Unfunded Actuarial Liability/ERISA Amortization
Schedule
(January 1, 2010)**

Date Established	Source	Unamortized Balance 01/01/2010	Amortization Payment	Remaining Years
1. CHARGES				
01/01/1977	Initial accrued liability	\$ 1,125,451	\$ 135,345	12.0
01/01/1977	Plan amendment	12,599,889	1,515,243	12.0
01/01/1980	Plan amendment	6,799,616	716,567	15.0
01/01/1980	Change in cost Method	2,001,030	351,437	7.0
01/01/1982	Plan amendment	90,430	11,499	11.0
01/01/1986	Plan amendment	6,332,229	724,903	13.0
01/01/1988	Plan amendment	1,500,323	164,404	14.0
01/01/1989	Change in assumptions	3,958,120	402,775	16.0
01/01/1991	Change in assumptions	4,051,059	361,880	21.0
01/01/1995	Actuarial loss	19,113,841	1,674,672	22.0
01/01/1996	Plan amendment	6,101,412	516,776	24.0
01/01/1997	Plan amendment	15,068,556	1,257,498	25.0
01/01/1999	Plan amendment	4,178,333	348,689	25.0
01/01/2000	Plan amendment	5,185,097	659,339	11.0
01/01/2000	Change in assumptions	465,048	55,926	12.0
01/01/2001	Actuarial loss	12,474,692	1,428,082	13.0
01/01/2002	Actuarial loss	12,929,066	1,362,510	15.0
01/01/2003	Actuarial loss	10,153,036	1,033,165	16.0
01/01/2005	Actuarial loss	1,724,757	170,069	17.0
01/01/2006	Actuarial loss	184,874	17,718	18.0
01/01/2007	Actuarial loss	53,522,254	4,301,954	28.0
01/01/2008	Plan amendment	1,319,900	139,096	15.0
	TOTAL CHARGES	\$180,879,013	\$17,349,547	

SCHEDULE MB, LINE 9C AND LINE 9H - SCHEDULE OF FUNDING STANDARD ACCOUNT BASES

INDIANA AREA UFCW UNIONS AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN

EIN - 35-6244695

PN - 001

Exhibit 5 (Continued)

Unfunded Actuarial Liability/ERISA Amortization Schedule

Date Established	Source	Unamortized Balance 01/01/2010	Amortization Payment	Remaining Years
2. CREDITS				
01/01/2006	Combination of bases	\$ 65,853,455	\$ 13,861,727	5.6
01/01/2007	Change in cost method	17,862,555	3,137,168	7.0
01/01/2008	Actuarial gain	8,125,648	930,211	13.0
01/01/2008	Change in assumptions	762,951	87,341	13.0
01/01/2008	Investment Loss	10,524,677	186,063	14.0
01/01/2009	Actuarial gain	1,697,977	845,941	28.0
01/01/2010	Actuarial gain	<u>26,153,622</u>	<u>2,756,160</u>	15.0
	TOTAL CREDITS	\$ 130,980,885	\$ 21,804,611	
3.	Net balance/payment [(1) - (2)]	\$ 49,898,128	\$ (4,455,064)	
4.	Credit Balance as of January 1, 2010	14,893,134		
5.	Balance test result [(3) - (4)]	\$ 35,004,994		
6.	Unfunded Actuarial Liability as of January 1, 2010 [Exhibit 2, Item (8c)]	\$ 35,004,994		

Schedule MB, Line 9F - Credit Balance Reconciliation
Indiana Area UFCW Unions and Retail Food Employers Joint Pension Plan
EIN - 35-6244695
PN - 001

		2009 Schedule MB Prior to PRA Election		2009 Schedule MB After PRA Election		2010 Schedule MB After PRA Election	
9	Funding standard account statement for this plan year						
	Charges to funding standard account						
a	Prior year funding deficiency, if any						
b	Employer's normal cost for plan year as of valuation date	3,808,894		3,808,894		5,033,894	
c	Amortization charges as of valuation date	Outstanding Balance		Outstanding Balance		Outstanding Balance	
(1)	All bases except funding waivers and certain bases for which the amortization period has been extended	186,861,892	22,807,926	188,627,468	21,595,738	180,879,013	17,349,547
(2)	Funding Waivers	-	-	-	-	-	-
(3)	Certain bases for which the amortization period has been extended	-	-	-	-	-	-
d	Interest as applicable on lines 9a, 9b and 9c	1,996,262		1,905,348		1,678,758	
e	Total charges	28,613,082		27,309,980		24,062,199	
	Credits to funding standard account						
f	Prior year credit balance, if any	16,852,881		16,852,881		14,893,134	
g	Employer contributions	4,383,750		4,383,750		5,221,727	
h	Amortization credits as of valuation date	Outstanding Balance		Outstanding Balance		Outstanding Balance	
i	Interest as applicable to end of plan year on lines 9f, 9g and 9h	104,160,270	18,016,447	105,925,846	18,202,510	130,980,885	21,804,611
j	Full funding limitation (FFL) and credits	2,750,019		2,763,973		2,914,488	
(1)	ERISA FFL (accrued liability FFL)	133,955,988		133,955,988		124,496,894	
(2)	"RPA '94" override (90% current liability FFL)	154,573,957		154,573,957		126,610,471	
(3)	FFL credit		-		-		-
k (1)	Waived funding deficiency		-		-		-
(2)	Other credits		-		-		-
l	Total credits	42,003,097		42,203,114		44,833,960	
m	Credit balance	13,390,015		14,893,134		20,771,761	
n	Funding deficiency						

SCHEDULE MB, LINE 11 - STATEMENT OF ACTUARIAL ASSUMPTIONS/METHODS

INDIANA AREA UFCW UNIONS AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN

EIN - 35-6244695

PN - 001

Changes in Actuarial Assumptions

Assumption Changes:

Assumption changes effective January 1, 2010 are:

- a. The Current Liability interest rate was changed from 4.82% to 4.58%.
- b. The assured number of hours of service used in the future level of contribution assumption was increased from 6,800,000 hours to 8,800,000 hours to reflect the increase in the number of active employees
- c. Retirement rates for terminated participants were added for ages under 60 to reflect recent experience and future expectations.

JUSTIFICATION FOR CHANGE IN ACTUARIAL ASSUMPTION

**THE REQUIRED ATTACHMENT IS
INCLUDED IN THE SIGNED SCHEDULE MB**

SUMMARY OF PLAN PROVISIONS

**THE REQUIRED ATTACHMENT IS
INCLUDED IN THE SIGNED SCHEDULE MB**

ACTUARIAL ASSUMPTION METHODS

**THE REQUIRED ATTACHMENT IS
INCLUDED IN THE SIGNED SCHEDULE MB**

ACTUARIAL CERTIFICATION OF STATUS

**THE REQUIRED ATTACHMENT IS
INCLUDED IN THE SIGNED SCHEDULE MB**

SCHEDULE C	OTHER SERVICE PROVIDER SERVICE CODES	STATEMENT	1
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NAME	SERVICE CODES
JP MORGAN INVESTMENT MANAGEMENT	28
JP MORGAN INVESTMENT MANAGEMENT	27
JP MORGAN INVESTMENT MANAGEMENT	50
JP MORGAN INVESTMENT MANAGEMENT	51
STATE STREET GLOBAL ADVISORS	18
STATE STREET GLOBAL ADVISORS	19
STATE STREET GLOBAL ADVISORS	51
STATE STREET GLOBAL ADVISORS	52
STATE STREET GLOBAL ADVISORS	68
STATE STREET GLOBAL ADVISORS	99

CODES TO SCHEDULE C, LINE 2(B)

SCHEDULE H	OTHER RECEIVABLES	STATEMENT	2
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DESCRIPTION	BEGINNING	ENDING
ACCRUED INTEREST AND DIVIDENDS	1,260,351.	1,430,625.
DUE FROM BROKER	57,955.	363,616.
PREPAID EXPENSES	33,149.	32,007.
TOTAL TO SCHEDULE H, LINE 1B(3)	1,351,455.	1,826,248.

SCHEDULE H	OTHER GENERAL INVESTMENTS	STATEMENT	3
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DESCRIPTION	BEGINNING	ENDING
TCW CAPITAL TRUST	5,848,760.	7,943,118.
ATTALUS MULTI-STRATEGY FUND	0.	6,551,423.
GOTTEX MARKET NEUTRAL RO FUND SPC PORTOFOLIO 1	0.	777,031.
ALADDIN FLEXIBLE INVESTMENT FUND, SPC	0.	6,013,749.
BLACKROCK ENHANCED COMMODITY OFFSHORE FUND	0.	5,920,975.
BRIDGEWATER ALL WEATHER PORTFOLIO, LTD.	0.	20,902,233.
MORGAN STANLEY ALPHA ADVANTAGE FUND	0.	12,323,773.
TOTAL TO SCHEDULE H, LINE 1C(15)	5,848,760.	60,432,302.

SCHEDULE H	OTHER PLAN LIABILITIES	STATEMENT	4
DESCRIPTION	BEGINNING	ENDING	
DUE TO BROKER	1,015,710.	807,265.	
TOTAL TO SCHEDULE H, LINE 1J	1,015,710.	807,265.	

SCHEDULE H	OTHER INCOME	STATEMENT	5
DESCRIPTION	AMOUNT		
CLASS ACTION LITIGATION PROCEEDS	15,743.		
COMMISSION RECAPTURE INCOME	162.		
TOTAL TO SCHEDULE H, LINE 2C	15,905.		

SCHEDULE H	OTHER ADMINISTRATIVE EXPENSES	STATEMENT	6
DESCRIPTION	AMOUNT		
BANK CHARGES	190.		
SOCIAL SECURITY ADMINISTRATION WAGE DATA EXPENSE	11,012.		
GENERAL INSURANCE	945.		
PLAN TERMINATION INSURANCE (PBGC)	99,153.		
FIDUCIARY RESPONSIBILITY INSURANCE	64,097.		
MISCELLANEOUS EXPENSES	4,382.		
POSTAGE AND DELIVERY EXPENSE	32,696.		
PRINTING EXPENSE	11,852.		
TRUSTEE MEETING EXPENSES	6,544.		
CONFERENCE AND EDUCATIONAL EXPENSES	740.		
TOTAL TO SCHEDULE H, LINE 2I(4)	231,611.		

Plan Name: Indiana UFCW Unions and Retail Food Employers Pension Plan
Plan Sponsor: Trustees of Indiana UFCW Unions and Retail Food Employers Pension Plan
EIN: 35-6244695
Plan Number: 001

Schedule R, line 13d - Collective Bargaining Agreement Expiration Date

South Bend Stores	5/12/2012
Batesville Stores	5/12/2012
Indianapolis/Lafayette Stores	5/12/2012
Indianapolis/Terre Haute Stores	3/30/2013
Fort Wayne Stores	8/2/2014

**REHABILITATION PLAN FOR THE
INDIANA AREA UNITED FOOD AND COMMERCIAL WORKERS
UNIONS AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN**

Dated November 24, 2010

This Rehabilitation Plan and all schedules included herein are hereby approved this 24th day of November, 2010.

Joe Chorpenning, Chairman
Board of Trustees

Cindy Bondar, Secretary
Board of Trustees

**REHABILITATION PLAN FOR THE
INDIANA AREA UNITED FOOD AND COMMERCIAL WORKERS
UNIONS AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN**

Dated November 24, 2010

This Rehabilitation Plan and all schedules included herein are hereby
approved this 24th day of November, 2010.



Joe Choppening, Chairman
Board of Trustees

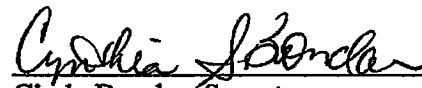
Cindy Bondar, Secretary
Board of Trustees

**REHABILITATION PLAN FOR THE
INDIANA AREA UNITED FOOD AND COMMERCIAL WORKERS
UNIONS AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN**

Dated November 24, 2010

This Rehabilitation Plan and all schedules included herein are hereby approved this 24th day of November, 2010.

Joe Chorpenning, Chairman
Board of Trustees



Cindy Bondar, Secretary
Board of Trustees

**REHABILITATION PLAN FOR THE
INDIANA AREA UNITED FOOD AND COMMERCIAL WORKERS
UNIONS AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN**

ALTERNATE SCHEDULE A

Contributions							
<ul style="list-style-type: none"> Hourly contribution rates shall increase as follows: <table> <tr> <td>01/01/2012*</td><td>\$0.20 per hour</td></tr> <tr> <td>01/01/2015</td><td>\$0.42 per hour</td></tr> <tr> <td>01/01/2019</td><td>\$0.42 per hour</td></tr> </table> <p>Each of the above-noted contribution increases is subject to all of the following:</p> <ul style="list-style-type: none"> Assumes the PPA provisions apply until the end of the PPA Rehabilitation Period (January 1, 2023). If a federal agency or the Congress issues definitive guidance, or a federal court whose jurisdiction includes Indianapolis issues a final, unappealable order, that the PPA's provisions apply to this Plan only until the PPA "sunset date" (January 1, 2015), then contribution increases shall be reduced as necessary effective with the first month following the month in which such guidance or order is issued, and shall be subject to further adjustment as set forth below. This schedule requires that the Trustees utilize all funding relief available to the Plan under the Preservation of Access to Care for Medicare Beneficiaries and Pension Relief Act of 2010 ("PRA"). The foregoing contribution rates will be adjusted as necessary to reflect future governmental guidance with respect to the utilization of 10-year smoothing, 130% corridor and 30-year amortization as permitted under PRA. * or an earlier date agreed to by the bargaining parties, but no earlier than permitted by law and the contribution increases identified above to be effective January 1, 2015 and January 1, 2019 shall each be adjusted in identical amounts to reflect any earlier date. 		01/01/2012*	\$0.20 per hour	01/01/2015	\$0.42 per hour	01/01/2019	\$0.42 per hour
01/01/2012*	\$0.20 per hour						
01/01/2015	\$0.42 per hour						
01/01/2019	\$0.42 per hour						
Benefit Adjustments							
<ul style="list-style-type: none"> Modification of future benefit accrual rates effective January 1, 2012 (or an earlier date agreed to by the bargaining parties, but no earlier than permitted by law) as follows: 							

<ul style="list-style-type: none"> ◦ Benefit accrual rates equal to the following: <table> <tr> <td>Tier I</td> <td>\$20 per year</td> </tr> <tr> <td>Tier II</td> <td>\$15 per year</td> </tr> <tr> <td>Tier III</td> <td>\$10 per year</td> </tr> </table> 		Tier I	\$20 per year	Tier II	\$15 per year	Tier III	\$10 per year
Tier I	\$20 per year						
Tier II	\$15 per year						
Tier III	\$10 per year						
<ul style="list-style-type: none"> • Normal Retirement Age is increased to 65 for accruals on or after January 1, 2012 (but no earlier than permitted by law) with "wear away" such that benefits upon retirement will equal the greater of: <ul style="list-style-type: none"> ◦ The pension benefit earned as of December 31, 2011 (including Normal Retirement Age and early retirement reduction factors applicable to such benefit); and ◦ The pension benefit earned as of an individual's benefit commencement date calculated as if Normal Retirement Age is age 65 for all years of benefit service and subject to full actuarial equivalence reduction prior to age 65. • For those pensioners whose pensions commenced on or after April 1, 2010, effective with benefit payments for months beginning January 1, 2012 or thereafter (but no earlier than permitted by law), early retirement benefits shall be subject to full actuarial equivalence reduction before Normal Retirement Age. 							
Statutory Rehabilitation Period							
January 1, 2013 through December 31, 2022.							
Plan to Emerge from the Red Zone and Annual Benchmarks to Assess Progress Toward Emergence							
Based on the funded status of the Plan as of January 1, 2010 and projections done by the Plan's actuary, the Contribution and Benefit Adjustments shown above are sufficient for the Plan to emerge from the Red Zone by December 31, 2022. This schedule will be updated as needed during the period that the Plan is in Critical Status.							

Annual Benchmarks for Emergence from the Red Zone	
Annual Standard for Plan Year Ending	Projected Funding Standard Account Credit (Deficiency) Balance as of the End of the Plan Year (\$ millions)
See Rehabilitation Plan Benchmarks Schedule (attached as Page F)	

**REHABILITATION PLAN FOR THE
INDIANA AREA UNITED FOOD AND COMMERCIAL WORKERS
UNIONS AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN**

ALTERNATE SCHEDULE B

Contributions	
<ul style="list-style-type: none">Hourly contribution rates shall increase as follows:	
01/01/2012*	\$0.15 per hour
01/01/2015	\$0.47 per hour
01/01/2019	\$0.47 per hour
Each of the above-noted contribution increases are subject to all of the following:	
<ul style="list-style-type: none">Assumes the PPA provisions apply until the end of the PPA Rehabilitation Period (January 1, 2023). If a federal agency or the Congress issues definitive guidance, or a federal court whose jurisdiction includes Indianapolis issues a final, unappealable order, that the PPA's provisions apply to this Plan only until the PPA "sunset date" (January 1, 2015), then contribution increases shall be reduced as necessary effective with the first month following the month in which such guidance or order is issued, and shall be subject to further adjustment as set forth below.This schedule requires that the Trustees utilize all funding relief available to the Plan under the Preservation of Access to Care for Medicare Beneficiaries and Pension Relief Act of 2010 ("PRA"). The foregoing contribution rates will be adjusted as necessary to reflect future governmental guidance with respect to the utilization of 10-year smoothing, 130% corridor and 30-year amortization as permitted under PRA.	
* or an earlier date agreed to by the bargaining parties, but no earlier than permitted by law and the contribution increases identified above to be effective January 1, 2015 and January 1, 2019 shall each be adjusted in identical amounts to reflect any earlier date.	
Benefit Adjustments	
<ul style="list-style-type: none">Modification of future benefit accrual rates effective January 1, 2012 (or an earlier date agreed to by the bargaining parties, but no earlier than permitted by law) as follows:	

<ul style="list-style-type: none"> ▫ Benefit accrual rates equal to the following: <table> <tr> <td>Tier I</td> <td>\$28 per year</td> </tr> <tr> <td>Tier II</td> <td>\$21 per year</td> </tr> <tr> <td>Tier III</td> <td>\$14 per year</td> </tr> </table> • Modification of future benefit accrual rates effective January 1, 2015 as follows: <ul style="list-style-type: none"> ▫ Benefit accrual rates equal to the following: <table> <tr> <td>Tier I</td> <td>\$20 per year</td> </tr> <tr> <td>Tier II</td> <td>\$15 per year</td> </tr> <tr> <td>Tier III</td> <td>\$10 per year</td> </tr> </table> • Normal Retirement Age is increased to 65 for accruals on or after January 1, 2012 (but no earlier than permitted by law), with "wear away" such that benefits upon retirement will equal the greater of: <ul style="list-style-type: none"> ▫ The pension benefit earned as of December 31, 2011 (including Normal Retirement Age and early retirement reduction factors applicable to such benefit); and ▫ The pension benefit earned as of an individual's benefit commencement date calculated as if Normal Retirement Age is age 65 for all years of benefit service and subject to full actuarial equivalence reduction prior to age 65. • For those pensioners whose pensions commenced on or after April 1, 2010, effective with benefit payments for months beginning January 1, 2012 or thereafter (but no earlier than permitted by law), early retirement benefits shall be subject to full actuarial equivalence reduction before Normal Retirement Age. 		Tier I	\$28 per year	Tier II	\$21 per year	Tier III	\$14 per year	Tier I	\$20 per year	Tier II	\$15 per year	Tier III	\$10 per year
Tier I	\$28 per year												
Tier II	\$21 per year												
Tier III	\$14 per year												
Tier I	\$20 per year												
Tier II	\$15 per year												
Tier III	\$10 per year												
Statutory Rehabilitation Period													
January 1, 2013 through December 31, 2022.													
Plan to Emerge from the Red Zone and Annual Benchmarks to Assess Progress Toward Emergence													
Based on the funded status of the Plan as of January 1, 2010 and projections done by the Plan's actuary, the Contribution and Benefit Adjustments shown above are sufficient for the Plan to emerge from the Red Zone by December 31, 2022. This schedule will be updated as needed during the period that the Plan is in Critical Status.													

Annual Benchmarks for Emergence from the Red Zone	
Annual Standard for Plan Year Ending	Projected Funding Standard Account Credit (Deficiency) Balance as of the End of the Plan Year (\$ millions)
See Rehabilitation Plan Benchmarks Schedule (attached as Page F)	

**REHABILITATION PLAN FOR THE
INDIANA AREA UNITED FOOD AND COMMERCIAL WORKERS
UNIONS AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN**

ALTERNATE SCHEDULE C

Contributions					
<ul style="list-style-type: none">Hourly contribution rates shall increase annually by \$0.10 effective January 1, 2011* and each January 1 thereafter, ending with the final \$0.10 increase on January 1, 2020; provided, however, these \$0.10 per year increases are subject to all of the following:<ul style="list-style-type: none">Assumes the PPA provisions apply until the end of the PPA Rehabilitation Period (January 1, 2023). If a federal agency or the Congress issues definitive guidance, or a federal court whose jurisdiction includes Indianapolis issues a final, unappealable order, that the PPA's provisions apply to this Plan only until the PPA "sunset date" (January 1, 2015), then contribution increases shall be reduced as necessary effective with the first month following the month in which such guidance or order is issued, and shall be subject to further adjustment as set forth below.This schedule requires that the Trustees utilize all funding relief available to the Plan under the Preservation of Access to Care for Medicare Beneficiaries and Pension Relief Act of 2010 ("PRA"). The foregoing contribution rates will be adjusted as necessary to reflect future governmental guidance with respect to the utilization of 10-year smoothing, 130% corridor and 30-year amortization as permitted under PRA.or a later date agreed to by the bargaining parties, but no earlier than permitted by law and the contribution increases shall be adjusted to reflect any later effective date.					
Benefit Adjustments					
<ul style="list-style-type: none">Modification of future benefit accrual rates effective January 1, 2011 (or a later date agreed to by the bargaining parties, but no earlier than permitted by law) as follows:<ul style="list-style-type: none">Benefit accrual rates equal to the following:<table><tr><td>Tier I</td><td>\$40 per year</td></tr><tr><td></td><td>(except shall be \$36.25 for each year of Benefit Credit less than 10.001)</td></tr></table>		Tier I	\$40 per year		(except shall be \$36.25 for each year of Benefit Credit less than 10.001)
Tier I	\$40 per year				
	(except shall be \$36.25 for each year of Benefit Credit less than 10.001)				

Tier II	\$30 per year
Tier III	\$16 per year
<ul style="list-style-type: none"> • Normal Retirement Age is increased to 65 for accruals on or after January 1, 2011 (but no earlier than permitted by law), with "wear away" such that benefits upon retirement will equal the greater of: <ul style="list-style-type: none"> ▫ The pension benefit earned as of December 31, 2010 (including Normal Retirement Age and early retirement reduction factors applicable to such benefit); and ▫ The pension benefit earned as of an individual's benefit commencement date calculated as if Normal Retirement Age is age 65 for all years of benefit service and subject to full actuarial equivalence reduction prior to age 65. • For those pensioners whose pensions commenced on or after April 1, 2010, effective with benefit payments for months beginning January 1, 2011 or thereafter (but no earlier than permitted by law), early retirement benefits shall be subject to full actuarial equivalence reduction before Normal Retirement Age. 	
Statutory Rehabilitation Period	
January 1, 2013 through December 31, 2022.	
Plan to Emerge from the Red Zone and Annual Benchmarks to Assess Progress Toward Emergence	
Based on the funded status of the Plan as of January 1, 2010 and projections done by the Plan's actuary, the Contribution and Benefit Adjustments shown above are sufficient for the Plan to emerge from the Red Zone by December 31, 2022. This schedule will be updated as needed during the period that the Plan is in Critical Status.	

Annual Benchmarks for Emergence from the Red Zone	
Annual Standard for Plan Year Ending	Projected Funding Standard Account Credit (Deficiency) Balance as of the End of the Plan Year (\$ millions)
See Rehabilitation Plan Benchmarks Schedule (attached as Page F)	

**REHABILITATION PLAN FOR THE
INDIANA AREA UNITED FOOD AND COMMERCIAL WORKERS
UNIONS AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN**

ALTERNATE SCHEDULE D

Contributions							
<ul style="list-style-type: none"> • Hourly contribution rates shall increase annually by \$0.10 effective January 1, 2011* and each January 1 thereafter, ending with the final \$0.10 increase on January 1, 2020; provided, however, these \$0.10 per year increases are subject to all of the following: <ul style="list-style-type: none"> ▫ Assumes the PPA provisions apply until the end of the PPA Rehabilitation Period (January 1, 2023). If a federal agency or the Congress issues definitive guidance, or a federal court whose jurisdiction includes Indianapolis issues a final, unappealable order, that the PPA's provisions apply to this Plan only until the PPA "sunset date" (January 1, 2015), then contribution increases shall be reduced as necessary effective with the first month following the month in which such guidance or order is issued, and shall be subject to further adjustment as set forth below. ▫ This schedule requires that the Trustees utilize all funding relief available to the Plan under the Preservation of Access to Care for Medicare Beneficiaries and Pension Relief Act of 2010 ("PRA"). The foregoing contribution rates will be adjusted as necessary to reflect future governmental guidance with respect to the utilization of 10-year smoothing, 130% corridor and 30-year amortization as permitted under PRA. * or a later date agreed to by the bargaining parties, but no earlier than permitted by law and the contribution increases shall be adjusted to reflect any later effective date. 							
Benefit Adjustments							
<ul style="list-style-type: none"> • Modification of future benefit accrual rates effective January 1, 2011 (or a later date agreed to by the bargaining parties, but no earlier than permitted by law) as follows: <ul style="list-style-type: none"> ▫ Benefit accrual rates equal to the following: <table> <tr> <td style="text-align: center;">Tier I</td><td>\$29 per year (for each year of Benefit Credit less than 10.001)</td></tr> <tr> <td></td><td>\$34.80 per year (for each year of Benefit Credit greater than 10 but less than 20.001)</td></tr> <tr> <td></td><td>\$38.60 per year (for each year of Benefit Credit in excess of 20 but less than 40.001)</td></tr> </table> 		Tier I	\$29 per year (for each year of Benefit Credit less than 10.001)		\$34.80 per year (for each year of Benefit Credit greater than 10 but less than 20.001)		\$38.60 per year (for each year of Benefit Credit in excess of 20 but less than 40.001)
Tier I	\$29 per year (for each year of Benefit Credit less than 10.001)						
	\$34.80 per year (for each year of Benefit Credit greater than 10 but less than 20.001)						
	\$38.60 per year (for each year of Benefit Credit in excess of 20 but less than 40.001)						

Tier II	\$25.20 per year
Tier III	\$16.00 per year
<ul style="list-style-type: none"> • Normal Retirement Age is increased to 65 for accruals on or after January 1, 2011 (but no earlier than permitted by law), with "wear away" such that benefits upon retirement will equal the greater of: <ul style="list-style-type: none"> ▫ The pension benefit earned as of December 31, 2010 (including Normal Retirement Age and early retirement reduction factors applicable to such benefit); and ▫ The pension benefit earned as of an individual's benefit commencement date calculated as if Normal Retirement Age is age 65 for all years of benefit service and subject to full actuarial equivalence reduction prior to age 65. • For those pensioners whose pensions commenced on or after April 1, 2010, effective with benefit payments for months beginning January 1, 2011 or thereafter (but no earlier than permitted by law), early retirement benefits shall be subject to full actuarial equivalence reduction before Normal Retirement Age. 	
Statutory Rehabilitation Period	
January 1, 2013 through December 31, 2022.	
Plan to Emerge from the Red Zone and Annual Benchmarks to Assess Progress Toward Emergence	
Based on the funded status of the Plan as of January 1, 2010 and projections done by the Plan's actuary, the Contribution and Benefit Adjustments shown above are sufficient for the Plan to emerge from the Red Zone by December 31, 2022. This schedule will be updated as needed during the period that the Plan is in Critical Status.	

Annual Benchmarks for Emergence from the Red Zone	
Annual Standard for Plan Year Ending	Projected Funding Standard Account Credit (Deficiency) Balance as of the End of the Plan Year (\$ millions)
See Rehabilitation Plan Benchmarks Schedule (attached as Page F)	

**REHABILITATION PLAN FOR THE
INDIANA AREA UNITED FOOD AND COMMERCIAL WORKERS
UNIONS AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN**

DEFAULT SCHEDULE

Contributions
<ul style="list-style-type: none"> • Hourly contribution rates shall increase by \$0.59 effective January 1, 2011*; provided, however, this increase is subject to all of the following: <ul style="list-style-type: none"> ▫ Assumes the PPA provisions apply until the end of the PPA Rehabilitation Period (January 1, 2023). If a federal agency or the Congress issues definitive guidance, or a federal court whose jurisdiction includes Indianapolis issues a final, unappealable order, that the PPA's provisions apply to this Plan only until the PPA "sunset date" (January 1, 2015), then contribution increases shall be reduced as necessary effective with the first month following the month in which such guidance or order is issued, and shall be subject to further adjustment as set forth below. ▫ This schedule requires that the Trustees utilize all funding relief available to the Plan under the Preservation of Access to Care for Medicare Beneficiaries and Pension Relief Act of 2010 ("PRA"). The foregoing contribution rates will be adjusted as necessary to reflect future governmental guidance with respect to the utilization of 10-year smoothing, 130% corridor and 30-year amortization as permitted under PRA. * or a later date agreed to by the bargaining parties, but no earlier than permitted by law and the contribution increase shall be adjusted to reflect any later effective date.
Benefit Adjustments
<ul style="list-style-type: none"> • Modification of future benefit accrual rates effective January 1, 2011 (or a later date agreed to by the bargaining parties, but no earlier than permitted by law) as follows: <ul style="list-style-type: none"> ▫ Benefit accrual rates equal 1% of contributions. • For those pensioners whose pensions commenced on or after April 1, 2010, effective with benefit payments for months beginning January 1, 2011 or thereafter (but no earlier than permitted by law), early retirement benefits shall be subject to full actuarial equivalence reduction before Normal Retirement Age.

Statutory Rehabilitation Period
January 1, 2013 through December 31, 2022.
Plan to Emerge from the Red Zone and Annual Benchmarks to Assess Progress Toward Emergence
Based on the funded status of the Plan as of January 1, 2010 and projections done by the Plan's actuary, the Contribution and Benefit Adjustments shown above are sufficient for the Plan to emerge from the Red Zone by December 31, 2022. This schedule will be updated as needed during the period that the Plan is in Critical Status.

Annual Benchmarks for Emergence from the Red Zone	
Annual Standard for Plan Year Ending	Projected Funding Standard Account Credit (Deficiency) Balance as of the End of the Plan Year (\$ millions)
See Rehabilitation Plan Benchmarks Schedule (attached as Page F)	

SCHEDULE R, SUMMARY OF REHABILITATION PLAN

Indiana Area United Food and Commercial Workers Unions and Retail Food Employers Joint Pension Plan

Rehabilitation Plan Benchmarks

Funding Standard Account Credit (Deficiency) Balance - ,000 Omitted					
As of	Schedule A	Schedule B	Schedule C	Schedule D	Default (Sch. E)
12/31/2010	14,877	14,877	14,877	14,877	14,877
12/31/2011	14,336	14,336	17,930	18,161	24,077
12/31/2012	19,181	18,401	23,081	23,556	34,118
12/31/2013	24,063	22,409	28,116	28,879	44,610
12/31/2014	28,742	26,150	35,876	36,953	54,989
12/31/2015	30,312	27,528	36,747	38,166	59,814
12/31/2016	23,602	20,609	30,174	31,963	54,460
12/31/2017	14,821	11,503	22,453	24,641	48,153
12/31/2018	7,768	4,310	17,491	20,109	43,708
12/31/2019	4,287	1,037	13,409	16,486	39,160
12/31/2020	3,480	432	12,914	16,481	37,138
12/31/2021	4,565	1,745	14,327	18,417	36,888
12/31/2022	5,985	3,411	16,093	20,742	36,830
12/31/2023	6,466	4,196	16,947	22,193	35,890
12/31/2024	6,803	4,777	17,689	23,671	34,253
12/31/2025	4,852	3,131	16,160	22,724	29,926
12/31/2026	2,705	1,312	14,064	21,120	25,196
12/31/2027	1,989	959	13,827	21,412	21,992
12/31/2028	1,199	548	13,945	21,699	18,411
12/31/2029	1,293	1,049	14,252	23,018	15,753
12/31/2030	3,446	3,640	17,077	26,500	14,934
12/31/2031	5,754	6,419	20,118	30,248	14,036
12/31/2032	8,228	9,401	23,382	34,281	13,052

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**REHABILITATION PLAN FOR THE
INDIANA AREA UNITED FOOD AND COMMERCIAL WORKERS
UNIONS AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN**

Dated November 24, 2010

**Schedules for WiseWay
Employees Hired on or After November 26, 1990
But Before January 19, 2000**

**REHABILITATION PLAN FOR THE
INDIANA AREA UNITED FOOD AND COMMERCIAL WORKERS
UNIONS AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN**

ALTERNATE SCHEDULE A

Contributions							
<ul style="list-style-type: none"> • Hourly contribution rates shall increase as follows: <table> <tr> <td>01/01/2012*</td><td>\$0.04 per hour</td></tr> <tr> <td>01/01/2015</td><td>\$0.07 per hour</td></tr> <tr> <td>01/01/2019</td><td>\$0.07 per hour</td></tr> </table> <p>Each of the above-noted contribution increases is subject to all of the following:</p> <ul style="list-style-type: none"> ▫ Assumes the PPA provisions apply until the end of the PPA Rehabilitation Period (January 1, 2023). If a federal agency or the Congress issues definitive guidance, or a federal court whose jurisdiction includes Indianapolis issues a final, unappealable order, that the PPA's provisions apply to this Plan only until the PPA "sunset date" (January 1, 2015), then contribution increases shall be reduced as necessary effective with the first month following the month in which such guidance or order is issued, and shall be subject to further adjustment as set forth below. ▫ This schedule requires that the Trustees utilize all funding relief available to the Plan under the Preservation of Access to Care for Medicare Beneficiaries and Pension Relief Act of 2010 ("PRA"). The foregoing contribution rates will be adjusted as necessary to reflect future governmental guidance with respect to the utilization of 10-year smoothing, 130% corridor and 30-year amortization as permitted under PRA. <p>* or an earlier date agreed to by the bargaining parties, but no earlier than permitted by law and the contribution increases identified above to be effective January 1, 2015 and January 1, 2019 shall each be adjusted in identical amounts to reflect any earlier date.</p> 		01/01/2012*	\$0.04 per hour	01/01/2015	\$0.07 per hour	01/01/2019	\$0.07 per hour
01/01/2012*	\$0.04 per hour						
01/01/2015	\$0.07 per hour						
01/01/2019	\$0.07 per hour						
Benefit Adjustments							
<ul style="list-style-type: none"> • Modification of future benefit accrual rate effective January 1, 2012 (or an earlier date agreed to by the bargaining parties, but no earlier than permitted by law) as follows: 							

<ul style="list-style-type: none"> ▪ Benefit accrual rate equal to \$6.75 per year. • Normal Retirement Age is increased to 65 for accruals on or after January 1, 2012 (but no earlier than permitted by law) with "wear away" such that benefits upon retirement will equal the greater of: <ul style="list-style-type: none"> ▪ The pension benefit earned as of December 31, 2011 (including Normal Retirement Age and early retirement reduction factors applicable to such benefit); and ▪ The pension benefit earned as of an individual's benefit commencement date calculated as if Normal Retirement Age is age 65 for all years of benefit service and subject to full actuarial equivalence reduction prior to age 65. • For those pensioners whose pensions commenced on or after April 1, 2010, effective with benefit payments for months beginning January 1, 2012 or thereafter (but no earlier than permitted by law), early retirement benefits shall be subject to full actuarial equivalence reduction before Normal Retirement Age.
<p>Statutory Rehabilitation Period</p>
<p>January 1, 2013 through December 31, 2022.</p>
<p>Plan to Emerge from the Red Zone and Annual Benchmarks to Assess Progress Toward Emergence</p>
<p>Based on the funded status of the Plan as of January 1, 2010 and projections done by the Plan's actuary, the Contribution and Benefit Adjustments shown above are sufficient for the Plan to emerge from the Red Zone by December 31, 2022. This schedule will be updated as needed during the period that the Plan is in Critical Status.</p>

Annual Benchmarks for Emergence from the Red Zone	
Annual Standard for Plan Year Ending	Projected Funding Standard Account Credit (Deficiency) Balance as of the End of the Plan Year (\$ millions)
See Rehabilitation Plan Benchmarks Schedule (attached as Page F)	

**REHABILITATION PLAN FOR THE
INDIANA AREA UNITED FOOD AND COMMERCIAL WORKERS
UNIONS AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN**

ALTERNATE SCHEDULE B

Contributions

- Hourly contribution rates shall increase as follows:

01/01/2012*	\$0.03 per hour
01/01/2015	\$0.08 per hour
01/01/2019	\$0.08 per hour

Each of the above-noted contribution increases are subject to all of the following:

- Assumes the PPA provisions apply until the end of the PPA Rehabilitation Period (January 1, 2023). If a federal agency or the Congress issues definitive guidance, or a federal court whose jurisdiction includes Indianapolis issues a final, unappealable order, that the PPA's provisions apply to this Plan only until the PPA "sunset date" (January 1, 2015), then contribution increases shall be reduced as necessary effective with the first month following the month in which such guidance or order is issued, and shall be subject to further adjustment as set forth below.
- This schedule requires that the Trustees utilize all funding relief available to the Plan under the Preservation of Access to Care for Medicare Beneficiaries and Pension Relief Act of 2010 ("PRA"). The foregoing contribution rates will be adjusted as necessary to reflect future governmental guidance with respect to the utilization of 10-year smoothing, 130% corridor and 30-year amortization as permitted under PRA.

- * or an earlier date agreed to by the bargaining parties, but no earlier than permitted by law and the contribution increases identified above to be effective January 1, 2015 and January 1, 2019 shall each be adjusted in identical amounts to reflect any earlier date.

Benefit Adjustments
<ul style="list-style-type: none"> • Modification of future benefit accrual rates: <ul style="list-style-type: none"> ▫ Effective January 1, 2012 (or an earlier date agreed to by the bargaining parties, but no earlier than permitted by law)—\$9.50 per year; and ▫ Effective January 1, 2015—\$6.75 per year. • Normal Retirement Age is increased to 65 for accruals on or after January 1, 2012 (but no earlier than permitted by law), with "wear away" such that benefits upon retirement will equal the greater of: <ul style="list-style-type: none"> ▫ The pension benefit earned as of December 31, 2011 (including Normal Retirement Age and early retirement reduction factors applicable to such benefit); and ▫ The pension benefit earned as of an individual's benefit commencement date calculated as if Normal Retirement Age is age 65 for all years of benefit service and subject to full actuarial equivalence reduction prior to age 65. • For those pensioners whose pensions commenced on or after April 1, 2010, effective with benefit payments for months beginning January 1, 2012 or thereafter (but no earlier than permitted by law), early retirement benefits shall be subject to full actuarial equivalence reduction before Normal Retirement Age.
Statutory Rehabilitation Period
January 1, 2013 through December 31, 2022.
Plan to Emerge from the Red Zone and Annual Benchmarks to Assess Progress Toward Emergence
Based on the funded status of the Plan as of January 1, 2010 and projections done by the Plan's actuary, the Contribution and Benefit Adjustments shown above are sufficient for the Plan to emerge from the Red Zone by December 31, 2022. This schedule will be updated as needed during the period that the Plan is in Critical Status.

Annual Benchmarks for Emergence from the Red Zone	
Annual Standard for Plan Year Ending	Projected Funding Standard Account Credit (Deficiency) Balance as of the End of the Plan Year (\$ millions)
See Rehabilitation Plan Benchmarks Schedule (attached as Page F)	

**REHABILITATION PLAN FOR THE
INDIANA AREA UNITED FOOD AND COMMERCIAL WORKERS
UNIONS AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN**

ALTERNATE SCHEDULE C

Contributions
<ul style="list-style-type: none">• Hourly contribution rates shall increase annually by \$0.02 effective January 1, 2011* and each January 1 thereafter, ending with the final \$0.02 increase on January 1, 2020; provided, however, these \$0.02 per year increases are subject to all of the following:<ul style="list-style-type: none">▫ Assumes the PPA provisions apply until the end of the PPA Rehabilitation Period (January 1, 2023). If a federal agency or the Congress issues definitive guidance, or a federal court whose jurisdiction includes Indianapolis issues a final, unappealable order, that the PPA's provisions apply to this Plan only until the PPA "sunset date" (January 1, 2015), then contribution increases shall be reduced as necessary effective with the first month following the month in which such guidance or order is issued, and shall be subject to further adjustment as set forth below.▫ This schedule requires that the Trustees utilize all funding relief available to the Plan under the Preservation of Access to Care for Medicare Beneficiaries and Pension Relief Act of 2010 ("PRA"). The foregoing contribution rates will be adjusted as necessary to reflect future governmental guidance with respect to the utilization of 10-year smoothing, 130% corridor and 30-year amortization as permitted under PRA.* or a later date agreed to by the bargaining parties, but no earlier than permitted by law and the contribution increases shall be adjusted to reflect any later effective date.
Benefit Adjustments
<ul style="list-style-type: none">• Modification of future benefit accrual rate effective January 1, 2011 (or a later date agreed to by the bargaining parties, but no earlier than permitted by law) as follows:<ul style="list-style-type: none">▫ Benefit accrual rate equal to \$13.50 per year.

<ul style="list-style-type: none"> • Normal Retirement Age is increased to 65 for accruals on or after January 1, 2011 (but no earlier than permitted by law), with "wear away" such that benefits upon retirement will equal the greater of: <ul style="list-style-type: none"> ◦ The pension benefit earned as of December 31, 2010 (including Normal Retirement Age and early retirement reduction factors applicable to such benefit); and ◦ The pension benefit earned as of an individual's benefit commencement date calculated as if Normal Retirement Age is age 65 for all years of benefit service and subject to full actuarial equivalence reduction prior to age 65. • For those pensioners whose pensions commenced on or after April 1, 2010, effective with benefit payments for months beginning January 1, 2011 or thereafter (but no earlier than permitted by law), early retirement benefits shall be subject to full actuarial equivalence reduction before Normal Retirement Age.
Statutory Rehabilitation Period
January 1, 2013 through December 31, 2022.
Plan to Emerge from the Red Zone and Annual Benchmarks to Assess Progress Toward Emergence
Based on the funded status of the Plan as of January 1, 2010 and projections done by the Plan's actuary, the Contribution and Benefit Adjustments shown above are sufficient for the Plan to emerge from the Red Zone by December 31, 2022. This schedule will be updated as needed during the period that the Plan is in Critical Status.

Annual Benchmarks for Emergence from the Red Zone	
Annual Standard for Plan Year Ending	Projected Funding Standard Account Credit (Deficiency) Balance as of the End of the Plan Year (\$ millions)
See Rehabilitation Plan Benchmarks Schedule (attached as Page F)	

**REHABILITATION PLAN FOR THE
INDIANA AREA UNITED FOOD AND COMMERCIAL WORKERS
UNIONS AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN**

ALTERNATE SCHEDULE D

Contributions
<ul style="list-style-type: none">• Hourly contribution rates shall increase annually by \$0.02 effective January 1, 2011* and each January 1 thereafter, ending with the final \$0.02 increase on January 1, 2020; provided, however, these \$0.02 per year increases are subject to all of the following:<ul style="list-style-type: none">▫ Assumes the PPA provisions apply until the end of the PPA Rehabilitation Period (January 1, 2023). If a federal agency or the Congress issues definitive guidance, or a federal court whose jurisdiction includes Indianapolis issues a final, unappealable order, that the PPA's provisions apply to this Plan only until the PPA "sunset date" (January 1, 2015), then contribution increases shall be reduced as necessary effective with the first month following the month in which such guidance or order is issued, and shall be subject to further adjustment as set forth below.▫ This schedule requires that the Trustees utilize all funding relief available to the Plan under the Preservation of Access to Care for Medicare Beneficiaries and Pension Relief Act of 2010 ("PRA"). The foregoing contribution rates will be adjusted as necessary to reflect future governmental guidance with respect to the utilization of 10-year smoothing, 130% corridor and 30-year amortization as permitted under PRA.* or a later date agreed to by the bargaining parties, but no earlier than permitted by law and the contribution increases shall be adjusted to reflect any later effective date.
Benefit Adjustments
<ul style="list-style-type: none">• Modification of future benefit accrual rate effective January 1, 2011 (or a later date agreed to by the bargaining parties, but no earlier than permitted by law) as follows:<ul style="list-style-type: none">▫ Benefit accrual rate equal to \$11.50.

<ul style="list-style-type: none"> • Normal Retirement Age is increased to 65 for accruals on or after January 1, 2011 (but no earlier than permitted by law), with "wear away" such that benefits upon retirement will equal the greater of: <ul style="list-style-type: none"> ▫ The pension benefit earned as of December 31, 2010 (including Normal Retirement Age and early retirement reduction factors applicable to such benefit); and ▫ The pension benefit earned as of an individual's benefit commencement date calculated as if Normal Retirement Age is age 65 for all years of benefit service and subject to full actuarial equivalence reduction prior to age 65. • For those pensioners whose pensions commenced on or after April 1, 2010, effective with benefit payments for months beginning January 1, 2011 or thereafter (but no earlier than permitted by law), early retirement benefits shall be subject to full actuarial equivalence reduction before Normal Retirement Age.
Statutory Rehabilitation Period
January 1, 2013 through December 31, 2022.
Plan to Emerge from the Red Zone and Annual Benchmarks to Assess Progress Toward Emergence
Based on the funded status of the Plan as of January 1, 2010 and projections done by the Plan's actuary, the Contribution and Benefit Adjustments shown above are sufficient for the Plan to emerge from the Red Zone by December 31, 2022. This schedule will be updated as needed during the period that the Plan is in Critical Status.

Annual Benchmarks for Emergence from the Red Zone	
Annual Standard for Plan Year Ending	Projected Funding Standard Account Credit (Deficiency) Balance as of the End of the Plan Year (\$ millions)
See Rehabilitation Plan Benchmarks Schedule (attached as Page F)	

**REHABILITATION PLAN FOR THE
INDIANA AREA UNITED FOOD AND COMMERCIAL WORKERS
UNIONS AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN**

DEFAULT SCHEDULE

Contributions
<ul style="list-style-type: none"> • Hourly contribution rates shall increase by \$0.10 effective January 1, 2011*; provided, however, this increase is subject to all of the following: <ul style="list-style-type: none"> ▫ Assumes the PPA provisions apply until the end of the PPA Rehabilitation Period (January 1, 2023). If a federal agency or the Congress issues definitive guidance, or a federal court whose jurisdiction includes Indianapolis issues a final, unappealable order, that the PPA's provisions apply to this Plan only until the PPA "sunset date" (January 1, 2015), then contribution increases shall be reduced as necessary effective with the first month following the month in which such guidance or order is issued, and shall be subject to further adjustment as set forth below. ▫ This schedule requires that the Trustees utilize all funding relief available to the Plan under the Preservation of Access to Care for Medicare Beneficiaries and Pension Relief Act of 2010 ("PRA"). The foregoing contribution rates will be adjusted as necessary to reflect future governmental guidance with respect to the utilization of 10-year smoothing, 130% corridor and 30-year amortization as permitted under PRA. * or a later date agreed to by the bargaining parties, but no earlier than permitted by law and the contribution increase shall be adjusted to reflect any later effective date.
Benefit Adjustments
<ul style="list-style-type: none"> • Modification of future benefit accrual rates effective January 1, 2011 (or a later date agreed to by the bargaining parties, but no earlier than permitted by law) as follows: <ul style="list-style-type: none"> ▫ Benefit accrual rates equal 1% of contributions. • For those pensioners whose pensions commenced on or after April 1, 2010, effective with benefit payments for months beginning January 1, 2011 or thereafter (but no earlier than permitted by law), early retirement benefits shall be subject to full actuarial equivalence reduction before Normal Retirement Age.

Statutory Rehabilitation Period
January 1, 2013 through December 31, 2022.
Plan to Emerge from the Red Zone and Annual Benchmarks to Assess Progress Toward Emergence
Based on the funded status of the Plan as of January 1, 2010 and projections done by the Plan's actuary, the Contribution and Benefit Adjustments shown above are sufficient for the Plan to emerge from the Red Zone by December 31, 2022. This schedule will be updated as needed during the period that the Plan is in Critical Status.

Annual Benchmarks for Emergence from the Red Zone	
Annual Standard for Plan Year Ending	Projected Funding Standard Account Credit (Deficiency) Balance as of the End of the Plan Year (\$ millions)
See Rehabilitation Plan Benchmarks Schedule (attached as Page F)	

SCHEDULE R, SUMMARY OF REHABILITATION PLAN

Indiana Area United Food and Commercial Workers Unions and Retail Food Employers Joint Pension Plan

Rehabilitation Plan Benchmarks

Funding Standard Account Credit (Deficiency) Balance - ,000 Omitted					
As of	Schedule A	Schedule B	Schedule C	Schedule D	Default (Sch. E)
12/31/2010	14,877	14,877	14,877	14,877	14,877
12/31/2011	14,336	14,336	17,930	18,151	24,077
12/31/2012	19,161	18,401	23,081	23,566	34,118
12/31/2013	24,063	22,409	28,116	28,879	44,610
12/31/2014	28,742	26,150	35,876	36,953	54,989
12/31/2015	30,312	27,526	38,747	38,165	58,814
12/31/2016	23,602	20,609	30,174	31,963	54,460
12/31/2017	14,821	11,803	22,453	24,641	48,153
12/31/2018	7,768	4,310	17,491	20,109	43,708
12/31/2019	4,297	1,037	13,408	16,486	39,160
12/31/2020	3,480	432	12,914	16,481	37,138
12/31/2021	4,565	1,745	14,327	18,417	36,886
12/31/2022	5,985	3,411	16,093	20,742	36,830
12/31/2023	6,466	4,156	16,947	22,193	35,690
12/31/2024	6,803	4,777	17,689	23,671	34,253
12/31/2025	4,852	3,131	16,160	22,724	29,928
12/31/2026	2,705	1,312	14,064	21,120	25,196
12/31/2027	1,989	959	13,827	21,412	21,992
12/31/2028	1,199	548	13,545	21,689	18,411
12/31/2029	1,293	1,049	14,252	23,018	15,753
12/31/2030	3,446	3,640	17,077	26,500	14,934
12/31/2031	5,754	6,419	20,118	30,248	14,036
12/31/2032	8,229	9,401	23,392	34,281	13,052

**REHABILITATION PLAN FOR THE
INDIANA AREA UNITED FOOD AND COMMERCIAL WORKERS
UNIONS AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN**

Dated November 24, 2010

**Schedules for WiseWay
Employees Hired Prior to November 26, 1990**

**REHABILITATION PLAN FOR THE
INDIANA AREA UNITED FOOD AND COMMERCIAL WORKERS
UNIONS AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN**

ALTERNATE SCHEDULE A

Contributions							
<ul style="list-style-type: none"> • Hourly contribution rates shall increase as follows: <table> <tr> <td>01/01/2012*</td><td>\$0.47 per hour</td></tr> <tr> <td>01/01/2015</td><td>\$0.42 per hour</td></tr> <tr> <td>01/01/2019</td><td>\$0.42 per hour</td></tr> </table> <p>Each of the above-noted contribution increases is subject to all of the following:</p> <ul style="list-style-type: none"> ▫ Assumes the PPA provisions apply until the end of the PPA Rehabilitation Period (January 1, 2023). If a federal agency or the Congress issues definitive guidance, or a federal court whose jurisdiction includes Indianapolis issues a final, unappealable order, that the PPA's provisions apply to this Plan only until the PPA "sunset date" (January 1, 2015), then contribution increases shall be reduced as necessary effective with the first month following the month in which such guidance or order is issued, and shall be subject to further adjustment as set forth below. ▫ This schedule requires that the Trustees utilize all funding relief available to the Plan under the Preservation of Access to Care for Medicare Beneficiaries and Pension Relief Act of 2010 ("PRA"). The foregoing contribution rates will be adjusted as necessary to reflect future governmental guidance with respect to the utilization of 10-year smoothing, 130% corridor and 30-year amortization as permitted under PRA. * or an earlier date agreed to by the bargaining parties, but no earlier than permitted by law and the contribution increases identified above to be effective January 1, 2015 and January 1, 2019 shall each be adjusted in identical amounts to reflect any earlier date. 		01/01/2012*	\$0.47 per hour	01/01/2015	\$0.42 per hour	01/01/2019	\$0.42 per hour
01/01/2012*	\$0.47 per hour						
01/01/2015	\$0.42 per hour						
01/01/2019	\$0.42 per hour						
Benefit Adjustments							
<ul style="list-style-type: none"> • Modification of future benefit accrual rates effective January 1, 2012 (or an earlier date agreed to by the bargaining parties, but no earlier than permitted by law) as follows: 							

<ul style="list-style-type: none"> ▫ Benefit accrual rates equal to the following: <table> <tr> <td>Tier I</td> <td>\$20 per year</td> </tr> <tr> <td>Tier II</td> <td>\$15 per year</td> </tr> <tr> <td>Tier III</td> <td>\$10 per year</td> </tr> </table> • Normal Retirement Age is increased to 65 for accruals on or after January 1, 2012 (but no earlier than permitted by law) with "wear away" such that benefits upon retirement will equal the greater of: <ul style="list-style-type: none"> ▫ The pension benefit earned as of December 31, 2011 (including Normal Retirement Age and early retirement reduction factors applicable to such benefit); and ▫ The pension benefit earned as of an individual's benefit commencement date calculated as if Normal Retirement Age is age 65 for all years of benefit service and subject to full actuarial equivalence reduction prior to age 65. • For those pensioners whose pensions commenced on or after April 1, 2010, effective with benefit payments for months beginning January 1, 2012 or thereafter (but no earlier than permitted by law), early retirement benefits shall be subject to full actuarial equivalence reduction before Normal Retirement Age. 		Tier I	\$20 per year	Tier II	\$15 per year	Tier III	\$10 per year
Tier I	\$20 per year						
Tier II	\$15 per year						
Tier III	\$10 per year						
Statutory Rehabilitation Period							
January 1, 2013 through December 31, 2022.							
Plan to Emerge from the Red Zone and Annual Benchmarks to Assess Progress Toward Emergence							
Based on the funded status of the Plan as of January 1, 2010 and projections done by the Plan's actuary, the Contribution and Benefit Adjustments shown above are sufficient for the Plan to emerge from the Red Zone by December 31, 2022. This schedule will be updated as needed during the period that the Plan is in Critical Status.							

Annual Benchmarks for Emergence from the Red Zone	
Annual Standard for Plan Year Ending	Projected Funding Standard Account Credit (Deficiency) Balance as of the End of the Plan Year (\$ millions)
See Rehabilitation Plan Benchmarks Schedule (attached as Page F)	

**REHABILITATION PLAN FOR THE
INDIANA AREA UNITED FOOD AND COMMERCIAL WORKERS
UNIONS AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN**

ALTERNATE SCHEDULE B

Contributions	
<ul style="list-style-type: none">Hourly contribution rates shall increase as follows:	
01/01/2012*	\$0.42 per hour
01/01/2015	\$0.47 per hour
01/01/2019	\$0.47 per hour
Each of the above-noted contribution increases are subject to all of the following:	
<ul style="list-style-type: none">Assumes the PPA provisions apply until the end of the PPA Rehabilitation Period (January 1, 2023). If a federal agency or the Congress issues definitive guidance, or a federal court whose jurisdiction includes Indianapolis issues a final, unappealable order, that the PPA's provisions apply to this Plan only until the PPA "sunset date" (January 1, 2015), then contribution increases shall be reduced as necessary effective with the first month following the month in which such guidance or order is issued, and shall be subject to further adjustment as set forth below.This schedule requires that the Trustees utilize all funding relief available to the Plan under the Preservation of Access to Care for Medicare Beneficiaries and Pension Relief Act of 2010 ("PRA"). The foregoing contribution rates will be adjusted as necessary to reflect future governmental guidance with respect to the utilization of 10-year smoothing, 130% corridor and 30-year amortization as permitted under PRA.	
* or an earlier date agreed to by the bargaining parties, but no earlier than permitted by law and the contribution increases identified above to be effective January 1, 2015 and January 1, 2019 shall each be adjusted in identical amounts to reflect any earlier date.	
Benefit Adjustments	
<ul style="list-style-type: none">Modification of future benefit accrual rates effective January 1, 2012 (or an earlier date agreed to by the bargaining parties, but no earlier than permitted by law) as follows:	

<ul style="list-style-type: none"> ▫ Benefit accrual rates equal to the following: <table> <tr> <td>Tier I</td> <td>\$28 per year</td> </tr> <tr> <td>Tier II</td> <td>\$21 per year</td> </tr> <tr> <td>Tier III</td> <td>\$14 per year</td> </tr> </table> • Modification of future benefit accrual rates effective January 1, 2015 as follows: <ul style="list-style-type: none"> ▫ Benefit accrual rates equal to the following: <table> <tr> <td>Tier I</td> <td>\$20 per year</td> </tr> <tr> <td>Tier II</td> <td>\$15 per year</td> </tr> <tr> <td>Tier III</td> <td>\$10 per year</td> </tr> </table> • Normal Retirement Age is increased to 65 for accruals on or after January 1, 2012 (but no earlier than permitted by law), with "wear away" such that benefits upon retirement will equal the greater of: <ul style="list-style-type: none"> ▫ The pension benefit earned as of December 31, 2011 (including Normal Retirement Age and early retirement reduction factors applicable to such benefit); and ▫ The pension benefit earned as of an individual's benefit commencement date calculated as if Normal Retirement Age is age 65 for all years of benefit service and subject to full actuarial equivalence reduction prior to age 65. • For those pensioners whose pensions commenced on or after April 1, 2010, effective with benefit payments for months beginning January 1, 2012 or thereafter (but no earlier than permitted by law), early retirement benefits shall be subject to full actuarial equivalence reduction before Normal Retirement Age. 		Tier I	\$28 per year	Tier II	\$21 per year	Tier III	\$14 per year	Tier I	\$20 per year	Tier II	\$15 per year	Tier III	\$10 per year
Tier I	\$28 per year												
Tier II	\$21 per year												
Tier III	\$14 per year												
Tier I	\$20 per year												
Tier II	\$15 per year												
Tier III	\$10 per year												
Statutory Rehabilitation Period													
January 1, 2013 through December 31, 2022.													
Plan to Emerge from the Red Zone and Annual Benchmarks to Assess Progress Toward Emergence													
Based on the funded status of the Plan as of January 1, 2010 and projections done by the Plan's actuary, the Contribution and Benefit Adjustments shown above are sufficient for the Plan to emerge from the Red Zone by December 31, 2022. This schedule will be updated as needed during the period that the Plan is in Critical Status.													

Annual Benchmarks for Emergence from the Red Zone	
Annual Standard for Plan Year Ending	Projected Funding Standard Account Credit (Deficiency) Balance as of the End of the Plan Year (\$ millions)
See Rehabilitation Plan Benchmarks Schedule (attached as Page F)	

**REHABILITATION PLAN FOR THE
INDIANA AREA UNITED FOOD AND COMMERCIAL WORKERS
UNIONS AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN**

ALTERNATE SCHEDULE C

Contributions
<ul style="list-style-type: none"> • Hourly contribution rates shall increase annually by \$0.14 effective January 1, 2011* and each January 1 thereafter, ending with the final \$0.14 increase on January 1, 2020; provided, however, these \$0.14 per year increases are subject to all of the following: <ul style="list-style-type: none"> ▫ Assumes the PPA provisions apply until the end of the PPA Rehabilitation Period (January 1, 2023). If a federal agency or the Congress issues definitive guidance, or a federal court whose jurisdiction includes Indianapolis issues a final, unappealable order, that the PPA's provisions apply to this Plan only until the PPA "sunset date" (January 1, 2015), then contribution increases shall be reduced as necessary effective with the first month following the month in which such guidance or order is issued, and shall be subject to further adjustment as set forth below. ▫ This schedule requires that the Trustees utilize all funding relief available to the Plan under the Preservation of Access to Care for Medicare Beneficiaries and Pension Relief Act of 2010 ("PRA"). The foregoing contribution rates will be adjusted as necessary to reflect future governmental guidance with respect to the utilization of 10-year smoothing, 130% corridor and 30-year amortization as permitted under PRA. * or a later date agreed to by the bargaining parties, but no earlier than permitted by law and the contribution increases shall be adjusted to reflect any later effective date.
Benefit Adjustments
<ul style="list-style-type: none"> • Modification of future benefit accrual rates effective January 1, 2011 (or a later date agreed to by the bargaining parties, but no earlier than permitted by law) as follows: <ul style="list-style-type: none"> ▫ Benefit accrual rates equal to the following: <div style="text-align: center;"> <p>Tier I</p> <p>\$40 per year</p> <p>(except shall be \$36.25 for each year of Benefit Credit less than 10.001)</p> </div>

Tier II	\$30 per year
Tier III	\$16 per year
<ul style="list-style-type: none"> • Normal Retirement Age is increased to 65 for accruals on or after January 1, 2011 (but no earlier than permitted by law), with "wear away" such that benefits upon retirement will equal the greater of: <ul style="list-style-type: none"> ▫ The pension benefit earned as of December 31, 2010 (including Normal Retirement Age and early retirement reduction factors applicable to such benefit); and ▫ The pension benefit earned as of an individual's benefit commencement date calculated as if Normal Retirement Age is age 65 for all years of benefit service and subject to full actuarial equivalence reduction prior to age 65. • For those pensioners whose pensions commenced on or after April 1, 2010, effective with benefit payments for months beginning January 1, 2011 or thereafter (but no earlier than permitted by law), early retirement benefits shall be subject to full actuarial equivalence reduction before Normal Retirement Age. 	
Statutory Rehabilitation Period	
January 1, 2013 through December 31, 2022.	
Plan to Emerge from the Red Zone and Annual Benchmarks to Assess Progress Toward Emergence	
Based on the funded status of the Plan as of January 1, 2010 and projections done by the Plan's actuary, the Contribution and Benefit Adjustments shown above are sufficient for the Plan to emerge from the Red Zone by December 31, 2022. This schedule will be updated as needed during the period that the Plan is in Critical Status.	

Annual Benchmarks for Emergence from the Red Zone	
Annual Standard for Plan Year Ending	Projected Funding Standard Account Credit (Deficiency) Balance as of the End of the Plan Year (\$ millions)
See Rehabilitation Plan Benchmarks Schedule (attached as Page F)	

**REHABILITATION PLAN FOR THE
INDIANA AREA UNITED FOOD AND COMMERCIAL WORKERS
UNIONS AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN**

ALTERNATE SCHEDULE D

Contributions

- Hourly contribution rates shall increase annually by \$0.14 effective January 1, 2011* and each January 1 thereafter, ending with the final \$0.14 increase on January 1, 2020; provided, however, these \$0.14 per year increases are subject to all of the following:
 - Assumes the PPA provisions apply until the end of the PPA Rehabilitation Period (January 1, 2023). If a federal agency or the Congress issues definitive guidance, or a federal court whose jurisdiction includes Indianapolis issues a final, unappealable order, that the PPA's provisions apply to this Plan only until the PPA "sunset date" (January 1, 2015), then contribution increases shall be reduced as necessary effective with the first month following the month in which such guidance or order is issued, and shall be subject to further adjustment as set forth below.
 - This schedule requires that the Trustees utilize all funding relief available to the Plan under the Preservation of Access to Care for Medicare Beneficiaries and Pension Relief Act of 2010 ("PRA"). The foregoing contribution rates will be adjusted as necessary to reflect future governmental guidance with respect to the utilization of 10-year smoothing, 130% corridor and 30-year amortization as permitted under PRA.
- * or a later date agreed to by the bargaining parties, but no earlier than permitted by law and the contribution increases shall be adjusted to reflect any later effective date.

Benefit Adjustments

- Modification of future benefit accrual rates effective January 1, 2011 (or a later date agreed to by the bargaining parties, but no earlier than permitted by law) as follows:
 - Benefit accrual rates equal to the following:

Tier I	\$29 per year (for each year of Benefit Credit less than 10.001)
	\$34.80 per year (for each year of Benefit Credit greater than 10 but less than 20.001)
	\$38.60 per year (for each year of Benefit Credit in excess of 20 but less than 40.001)

Tier II	\$25.20 per year
Tier III	\$16.00 per year
<ul style="list-style-type: none"> • Normal Retirement Age is increased to 65 for accruals on or after January 1, 2011 (but no earlier than permitted by law), with "wear away" such that benefits upon retirement will equal the greater of: <ul style="list-style-type: none"> ▫ The pension benefit earned as of December 31, 2010 (including Normal Retirement Age and early retirement reduction factors applicable to such benefit); and ▫ The pension benefit earned as of an individual's benefit commencement date calculated as if Normal Retirement Age is age 65 for all years of benefit service and subject to full actuarial equivalence reduction prior to age 65. • For those pensioners whose pensions commenced on or after April 1, 2010, effective with benefit payments for months beginning January 1, 2011 or thereafter (but no earlier than permitted by law), early retirement benefits shall be subject to full actuarial equivalence reduction before Normal Retirement Age. 	
Statutory Rehabilitation Period	
January 1, 2013 through December 31, 2022.	
Plan to Emerge from the Red Zone and Annual Benchmarks to Assess Progress Toward Emergence	
Based on the funded status of the Plan as of January 1, 2010 and projections done by the Plan's actuary, the Contribution and Benefit Adjustments shown above are sufficient for the Plan to emerge from the Red Zone by December 31, 2022. This schedule will be updated as needed during the period that the Plan is in Critical Status.	

Annual Benchmarks for Emergence from the Red Zone	
Annual Standard for Plan Year Ending	Projected Funding Standard Account Credit (Deficiency) Balance as of the End of the Plan Year (\$ millions)
See Rehabilitation Plan Benchmarks Schedule (attached as Page F)	

**REHABILITATION PLAN FOR THE
INDIANA AREA UNITED FOOD AND COMMERCIAL WORKERS
UNIONS AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN**

DEFAULT SCHEDULE

Contributions
<ul style="list-style-type: none">• Hourly contribution rates shall increase by \$0.31 effective January 1, 2011*; provided, however, this increase is subject to all of the following:<ul style="list-style-type: none">▫ Assumes the PPA provisions apply until the end of the PPA Rehabilitation Period (January 1, 2023). If a federal agency or the Congress issues definitive guidance, or a federal court whose jurisdiction includes Indianapolis issues a final, unappealable order, that the PPA's provisions apply to this Plan only until the PPA "sunset date" (January 1, 2015), then contribution increases shall be reduced as necessary effective with the first month following the month in which such guidance or order is issued, and shall be subject to further adjustment as set forth below.▫ This schedule requires that the Trustees utilize all funding relief available to the Plan under the Preservation of Access to Care for Medicare Beneficiaries and Pension Relief Act of 2010 ("PRA"). The foregoing contribution rates will be adjusted as necessary to reflect future governmental guidance with respect to the utilization of 10-year smoothing, 130% corridor and 30-year amortization as permitted under PRA.* or a later date agreed to by the bargaining parties, but no earlier than permitted by law and the contribution increase shall be adjusted to reflect any later effective date.
Benefit Adjustments
<ul style="list-style-type: none">• Modification of future benefit accrual rates effective January 1, 2011 (or a later date agreed to by the bargaining parties, but no earlier than permitted by law) as follows:<ul style="list-style-type: none">▫ Benefit accrual rates equal 1% of contributions.• For those pensioners whose pensions commenced on or after April 1, 2010, effective with benefit payments for months beginning January 1, 2011 or thereafter (but no earlier than permitted by law), early retirement benefits shall be subject to full actuarial equivalence reduction before Normal Retirement Age.

Statutory Rehabilitation Period
January 1, 2013 through December 31, 2022.
Plan to Emerge from the Red Zone and Annual Benchmarks to Assess Progress Toward Emergence
Based on the funded status of the Plan as of January 1, 2010 and projections done by the Plan's actuary, the Contribution and Benefit Adjustments shown above are sufficient for the Plan to emerge from the Red Zone by December 31, 2022. This schedule will be updated as needed during the period that the Plan is in Critical Status.

Annual Benchmarks for Emergence from the Red Zone	
Annual Standard for Plan Year Ending	Projected Funding Standard Account Credit (Deficiency) Balance as of the End of the Plan Year (\$ millions)
See Rehabilitation Plan Benchmarks Schedule (attached as Page F)	

SCHEDULE R, SUMMARY OF REHABILITATION PLAN

Indiana Area United Food and Commercial Workers Unions and Retail Food Employers Joint Pension Plan

Rehabilitation Plan Benchmarks

Funding Standard Account Credit (Deficiency) Balance - .000 Omitted					
As of	Schedule A	Schedule B	Schedule C	Schedule D	Default (Sch. E)
12/31/2010	14,877	14,877	14,877	14,877	14,877
12/31/2011	14,336	14,336	17,930	18,151	24,077
12/31/2012	19,181	18,401	23,081	23,556	34,118
12/31/2013	24,063	22,409	28,116	28,879	44,610
12/31/2014	28,742	26,150	35,876	36,953	54,989
12/31/2015	30,312	27,526	36,747	38,165	58,814
12/31/2016	23,602	20,609	30,174	31,963	54,460
12/31/2017	14,821	11,603	22,453	24,641	48,163
12/31/2018	7,768	4,310	17,491	20,109	43,708
12/31/2019	4,287	1,037	13,409	16,486	39,160
12/31/2020	3,480	432	12,914	16,481	37,138
12/31/2021	4,565	1,745	14,327	18,417	36,686
12/31/2022	5,985	3,411	16,093	20,742	36,830
12/31/2023	6,466	4,166	16,947	22,193	35,690
12/31/2024	6,803	4,777	17,689	23,571	34,253
12/31/2025	4,852	3,131	16,160	22,724	29,928
12/31/2026	2,705	1,312	14,064	21,120	25,186
12/31/2027	1,989	959	13,827	21,412	21,992
12/31/2028	1,199	548	13,645	21,698	19,411
12/31/2029	1,293	1,049	14,252	23,018	15,753
12/31/2030	3,446	3,640	17,077	26,500	14,934
12/31/2031	5,754	6,419	20,118	30,248	14,096
12/31/2032	8,229	9,401	23,392	34,281	13,052

Milliman

Form 5500Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security
Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**OMB Nos. 1210 - 0110
1210 - 0089**2010****This Form is Open to Public Inspection****Part I Annual Report Identification Information**For calendar plan year 2010 or fiscal plan year beginning **01/01/2010** and ending **12/31/2010**

- 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
INDIANA UFCW UNIONS AND RETAIL
FOOD EMPLOYERS PENSION PLAN**1b** Three-digit
plan number (PN) ▶ **001****1c** Effective date of plan
06/01/1966**2a** Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)**2b** Employer Identification Number (EIN)
35-6244695**TRUSTEES OF INDIANA UFCW UNIONS AND RETAIL FOOD EMP****2c** Sponsor's telephone number
317-247-7381**5420 WEST SOUTHERN AVENUE
SUITE 407
INDIANAPOLIS****IN 46241****2d** Business code (see instructions)
445110**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		12/14/11	CYNTHIA BONDAR + JOE CHORPENNING
	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")**TRUSTEES OF INDIANA UFCW UNIONS AND
RETAIL FOOD EMPLOYERS PENSION PLAN****5420 WEST SOUTHERN AVENUE, STE. 407
INDIANAPOLIS IN 46241****3b** Administrator's EIN
35-6244695**3c** Administrator's telephone number
317-247-7381**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**5** Total number of participants at the beginning of the plan year**5** **11,017****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	4,529
b Retired or separated participants receiving benefits	6b	3,031
c Other retired or separated participants entitled to future benefits	6c	3,598
d Subtotal. Add lines 6a , 6b , and 6c	6d	11,158
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e	164
f Total. Add lines 6d and 6e	6f	11,322
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	

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)**7** **4****8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:**1A 1B 1G****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

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)