

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

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 DFE (specify) ____
		☐ a single-employer plan;	
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;
		☐ special extension (enter description)	☐ the DFVC program;

Part II	Basic Plan Information —enter all requested information		
1a	Name of plan <u>UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO</u>	1b	Three-digit plan number (PN) ▶ <u>001</u>
		1c	Effective date of plan <u>05/01/1968</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 THE UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL</u> <u>4150 EAST MAIN STREET</u> <u>COLUMBUS, OH 43213</u>	2b	Employer Identification Number (EIN) <u>31-6089168</u>
		2c	Sponsor's telephone number <u>614-237-7423</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	Filed with authorized/valid electronic signature.	10/17/2011	LENNIE WYATT
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/17/2011	STEVE LOEFFLER
	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 THE UFCW UNIONS AND FOOD EMPLOYERS PENS 4150 EAST MAIN STREET COLUMBUS, OH 43213	3b Administrator's EIN 31-6089168 3c Administrator's telephone number 614-237-7423
---	---

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	25685
---	----------	-------

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	15209
b Retired or separated participants receiving benefits.....	6b	4952
c Other retired or separated participants entitled to future benefits.....	6c	7139
d Subtotal. Add lines 6a , 6b , and 6c	6d	27300
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	267
f Total. Add lines 6d and 6e	6f	27567
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	9

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 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) ☒ ¹ **A** (Insurance Information)
 (4) ☒ **C** (Service Provider Information)
 (5) ☒ **D** (DFE/Participating Plan Information)
 (6) ☐ **G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance 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. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	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 UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500. TRUSTEES OF THE UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL	D Employer Identification Number (EIN) 31-6089168	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
---------------	---

1 Coverage Information:

(a) Name of insurance carrier
THE UNION LABOR LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
13-1423090	69744	GA-02074		01/01/2010	12/31/2010

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
13937	163963

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
ULLICO INVESTMENT COMPANY 1625 I STREET NW WASHINGTON, DC 20006

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
13937	163963	INVESTMENT MANAGEMENT FEES	7

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	
5 Current value of plan's interest under this contract in separate accounts at year end	5	22775308

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☐ other ▶

b Balance at the end of the previous year	7b	
c Additions: (1) Contributions deposited during the year	7c(1)	
(2) Dividends and credits	7c(2)	
(3) Interest credited during the year	7c(3)	
(4) Transferred from separate account	7c(4)	
(5) Other (specify below)	7c(5)	
▶		
(6) Total additions	7c(6)	0
d Total of balance and additions (add b and c(6)).	7d	
e Deductions:		
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	
(2) Administration charge made by carrier	7e(2)	
(3) Transferred to separate account	7e(3)	
(4) Other (specify below)	7e(4)	
▶		
(5) Total deductions	7e(5)	0
f Balance at the end of the current year (subtract e(5) from d)	7f	

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organization(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE MB (Form 5500) Department of the Treasury Internal Revenue Service Department 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 UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO		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 THE UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL		D Employer Identification Number (EIN) 31-6089168
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)	417073445
(2) Actuarial value of assets for funding standard account.....	1b(2)	500488134
c (1) Accrued liability for plan using immediate gain methods	1c(1)	668392413
(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)	668392413
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)	986755862
(b) Expected increase in current liability due to benefits accruing during the plan year	1d(2)(b)	10330153
(c) Expected release from "RPA '94" current liability for the plan year	1d(2)(c)	41811383
(3) Expected plan disbursements for the plan year	1d(3)	42886383
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	10/11/2011	
Signature of actuary	Date	
JAMES J. MCKEOGH, F.S.A.	11-02963	
Type or print name of actuary	Most recent enrollment number	
THE MCKEOGH COMPANY	484-530-0692	
Firm name	Telephone number (including area code)	
FOUR TOWER BRIDGE, SUITE 225, WEST CONSHOHOCKEN, PA 19428-2977		
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	417073445
b "RPA '94" current liability/participant count breakdown:		
(1) For retired participants and beneficiaries receiving payment	(1) Number of participants	(2) Current liability
(2) For terminated vested participants	4747	396020781
(3) For active participants:	7127	184344738
(a) Non-vested benefits		9905876
(b) Vested benefits		396484467
(c) Total active	13916	406390343
(4) Total	25790	986755862
c If the percentage resulting from dividing line 2a by line 2b(4), column (2), is less than 70%, enter such percentage	2c	42.27 %

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
01/15/2010	1753526		07/15/2010	1753526	
02/15/2010	1753526		08/15/2010	1753526	
03/15/2010	1753526		09/15/2010	1753526	
04/15/2010	1753526		10/15/2010	1753526	
05/15/2010	1753526		11/15/2010	1753526	
06/15/2010	1753526		12/15/2010	1753526	
Totals ▶			3(b)	21042312	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	74.9 %
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	73712604

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		
(1) Males	6c(1)	A
(2) Females	6c(2)	A
d Valuation liability interest rate	6d	7.50 %
e Expense loading	6e	20.1 %
f Salary scale	6f	%
g Estimated investment return on actuarial value of assets for year ending on the valuation date	6g	13.5 %
h Estimated investment return on current value of assets for year ending on the valuation date	6h	14.4 %

7 New amortization bases established in the current plan year:

(1) Type of base	(2) Initial balance	(3) Amortization Charge/Credit
1	14121391	1135034
1	-42133375	-4440161
3	-74158191	-7120750

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)	
(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	

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

a Prior year funding deficiency, if any	9a	
b Employer's normal cost for plan year as of valuation date	9b	6206323
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)	388693541 44821847
(2) Funding waivers	9c(2)	
(3) Certain bases for which the amortization period has been extended	9c(3)	
d Interest as applicable on lines 9a, 9b, and 9c		
	9d	3827113
e Total charges. Add lines 9a through 9d		
	9e	54855283
Credits to funding standard account:		
f Prior year credit balance, if any		
	9f	13364159
g Employer contributions. Total from column (b) of line 3		
	9g	21042312
Outstanding balance		
h Amortization credits as of valuation date	9h	207425103 44623091
i Interest as applicable to end of plan year on lines 9f, 9g, and 9h		
	9i	5128587
j Full funding limitation (FFL) and credits:		
(1) ERISA FFL (accrued liability FFL)	9j(1)	291206159
(2) "RPA '94" override (90% current liability FFL)	9j(2)	405441998
(3) FFL credit	9j(3)	
k (1) Waived funding deficiency		
	9k(1)	
(2) Other credits		
	9k(2)	
l Total credits. Add lines 9f through 9i, 9j(3), 9k(1), and 9k(2)		
	9l	84158149
m Credit balance: If line 9l is greater than line 9e, enter the difference		
	9m	29302866
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)	
(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)	
(b) Reconciliation amount (line 9c(3) balance minus line 9o(2)(a)).....	9o(2)(b)	
(3) Total as of valuation date.....	9o(3)	

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

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

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 UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 TRUSTEES OF THE UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL	D Employer Identification Number (EIN) 31-6089168

Part I	Service Provider Information (see instructions)
---------------	--

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
UNION LABOR LIFE INSURANCE COMPANY
13-1423090

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
NORTHERN TRUST CORPORATION
36-2723087

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
DODGE & COX
94-1441976

(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

MESIROW ADVANCED STRATEGIES INC.

36-3741067

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

NORTHERN TRUST COMPANY OF CONNECTIC

06-6275604

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

TEMPLETON INVESTMENT COUNSEL LLC

94-3385113

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

CAPITAL RESEARCH & MGMT COMPANY

95-1411037

(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)

DEARBORN PARTNERS LLC

36-4145621

(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 51	NONE	231341	Yes ☐ No ☒	Yes ☐ No ☐	0	Yes ☐ No ☐

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

NATIONAL INVESTMENT SERVICES, INC.

80-0169636

(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 51	NONE	214848	Yes ☒ No ☐	Yes ☐ No ☒	7839	Yes ☐ No ☒

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

REINHART BOERNER ET AL

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 50	NONE	185275	Yes ☐ No ☒	Yes ☐ No ☐	0	Yes ☐ No ☐

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

THE SEGAL COMPANY MIDWEST INC.

13-1975125

(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 50	NONE	177984	Yes ☐ No ☒	Yes ☐ No ☐	0	Yes ☐ No ☐

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

RREEF AMERICA LLC

58-2364506

(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 51	NONE	174304	Yes ☐ No ☒	Yes ☐ No ☐	0	Yes ☐ No ☐

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

THE NORTHERN TRUST COMPANY

36-1561860

(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 51 62	NONE	173152	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

ABS INVESTMENT MANAGEMENT LLC

98-0544028

(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 ☒	154822	Yes ☐ No ☒

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

BARROW HANLEY MEWHINNEY & STRAUSS

75-2403190

(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 51	NONE	144276	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?
28 52	NONE	0	Yes ☒ No ☐	Yes ☐ No ☒	142088	Yes ☐ No ☒

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

CRAMER ROSENTHAL MCGLYNN LLC

13-3977282

(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 51 52 68	NONE	130045	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

TIMES SQUARE CAPITAL MANAGEMENT LLC

20-1665304

(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 51 68	NONE	126897	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

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

THE MCKEOGH COMPANY

23-3003375

(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 50	NONE	104374	Yes ☐ No ☒	Yes ☐ No ☐	0	Yes ☐ No ☐

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

JP MORGAN INVESTMENT MANAGEMENT INC

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	95057	Yes ☐ No ☒	Yes ☐ No ☐	0	Yes ☐ No ☐

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

FICUCIARY MANAGEMENT INC.

39-1346018

(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 51	NONE	94502	Yes ☐ No ☒	Yes ☐ No ☐	0	Yes ☐ No ☐

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

PORTFOLIO ADVISORS LLC

06-1487853

(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 ☒	82170	Yes ☐ No ☒

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

MARQUETTE ASSOCIATES, INC.

36-3485298

(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 50	NONE	62500	Yes ☐ No ☒	Yes ☐ No ☐	0	Yes ☐ No ☐

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

FREYBERG HINKLE ET AL

39-1531945

(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 50	NONE	44250	Yes ☐ No ☒	Yes ☐ No ☐	0	Yes ☐ No ☐

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

THE CLIFTON GROUP INVESTMENT MGMT

41-0995965

(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 51	NONE	28486	Yes ☐ No ☒	Yes ☐ No ☐	0	Yes ☐ No ☐

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

BNY CONVERGEX EXECUTION SOLUTIONS

13-3989198

(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?
33 71	NONE	13933	Yes ☐ No ☒	Yes ☐ No ☐	0	Yes ☐ No ☐

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

OMAM TRUST COMPANY

20-4742534

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 72	NONE	0	Yes ☒ No ☐	Yes ☐ No ☒	10256	Yes ☐ No ☒

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

HORIZON

26-1370698

(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?
16 50	NONE	10000	Yes ☐ No ☒	Yes ☐ No ☐	0	Yes ☐ No ☐

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

BNY MELLON

13-5160382

(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 15 72	NONE	0	Yes ☒ No ☐	Yes ☐ No ☒	9727	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?
51 68 19 99 52	NONE	5234	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
TIMES SQUARE CAPITAL MANAGEMENT LLC	68	0
(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.	
	SOFT DOLLARS - 0.625 TIMES THE AMOUNT OF COMMISSIONS PAID	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
NATIONAL INVESTMENT SERVICES, INC.	28 52	7839
(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 CAPITAL 23-2981828	REFERRAL FEES	
(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.	28 52	142088
(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 LONG-SHORT EQUITY FD P.O. BOX 309 GEORGE TOWN CJ	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
ABS INVESTMENT MANAGEMENT LLC	28 52	154822

(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.
ABS ALPHA LTD-GLOBAL EQ PORT 98-0544028	MANAGEMENT FEES

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
OMAM TRUST COMPANY	21 52	10256

(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.
BARROW HANLEY LARGE CAP VALU 20-0524545	TRUSTEE FEES

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
BNY MELLON	19 52	9727

(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.
BARROW HANLEY LARGE CAP VALU 20-0524545	CUSTODIAL AND RECORDKEEPING 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
PORTFOLIO ADVISORS LLC	28 52	82170

(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.
PAPEF V OFFSHORE LP 9 OLD KINGS HIGHWAY SOUTH DARIEN, CT 06820	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.

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2010 This Form is Open to Public Inspection.
---	--	--

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

A Name of plan <u>UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>TRUSTEES OF THE UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL</u>	D Employer Identification Number (EIN) <u>31-6089168</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
---------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: <u>ULLICO SEPARATE ACCOUNT J FUND</u>				
b Name of sponsor of entity listed in (a): <u>THE UNION LABOR LIFE INSURANCE COMPANY</u>				
c EIN-PN <u>13-1423090-203</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>22775308</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JPMCB LIQUIDITY FUND</u>				
b Name of sponsor of entity listed in (a): <u>JP MORGAN CHASE BANK, NA</u>				
c EIN-PN <u>13-6285055-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>848</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JPMCB STRATEGIC PROPERTY FUND</u>				
b Name of sponsor of entity listed in (a): <u>JP MORGAN CHASE BANK, NA</u>				
c EIN-PN <u>13-6038770-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>13297476</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>S&P 500 FLAGSHIP SL FUND</u>				
b Name of sponsor of entity listed in (a): <u>STATE STREET BANK AND TRUST COMPANY</u>				
c EIN-PN <u>04-0025081-002</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>28112821</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>BHMS LARGE CAP VALUE FUND</u>				
b Name of sponsor of entity listed in (a): <u>OLD MUTUAL ASSET MGMT TRUST COMPANY</u>				
c EIN-PN <u>20-4742534-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>25159045</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>COLTV SHORT TERM INVESTMENT FUND</u>				
b Name of sponsor of entity listed in (a): <u>THE NORTHERN TRUST COMPANY</u>				
c EIN-PN <u>36-6036794-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>7110406</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>NIS FIXED INCOME ARBITRAGE FUND LTD</u>				
b Name of sponsor of entity listed in (a): <u>NATIONAL INVESTMENT SERVICES, INC.</u>				
c EIN-PN <u>98-0540842-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>8093865</u>		

a Name of MTIA, CCT, PSA, or 103-12 IE: NIS HIGH YIELD FUND LLC**b** Name of sponsor of entity listed in (a): NATIONAL INVESTMENT SERVICES, INC.

c EIN-PN 39-2021943-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	5194747
--------------------------------	------------------------	---	---------

a Name of MTIA, CCT, PSA, or 103-12 IE: NIS PREFERRED STOCK FUND II LLC**b** Name of sponsor of entity listed in (a): NATIONAL INVESTMENT SERVICES, INC.

c EIN-PN 16-1626084-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	9174396
--------------------------------	------------------------	---	---------

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)	22430874
--------------------------------	------------------------	---	----------

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
-----------------	----------------------	---	--

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
-----------------	----------------------	---	--

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
-----------------	----------------------	---	--

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
-----------------	----------------------	---	--

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
-----------------	----------------------	---	--

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
-----------------	----------------------	---	--

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
-----------------	----------------------	---	--

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

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

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

SCHEDULE H (Form 5500) 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 UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 TRUSTEES OF THE UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL	D Employer Identification Number (EIN) 31-6089168	

Part I	Asset and Liability Statement
---------------	--------------------------------------

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		3728408
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	1589421	1639841
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	801476	2149829
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	4325238	1794709
(2) U.S. Government securities.....	1c(2)	19990984	14530930
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)	31001321	32854706
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	98345775	64097007
(5) Partnership/joint venture interests	1c(5)	38539640	46899131
(6) Real estate (other than employer real property)	1c(6)	13431167	15969446
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)	115499899	96143604
(10) Value of interest in pooled separate accounts.....	1c(10)	22876118	22775308
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)	18255123	22430874
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	27682941	85767706
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	31671355	34225346

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	43316	72759
f Total assets (add all amounts in lines 1a through 1e)	1f	424053774	445079604

Liabilities

g Benefit claims payable	1g	145106	38433
h Operating payables	1h	692083	343929
i Acquisition indebtedness	1i		
j Other liabilities	1j	6143140	1528617
k Total liabilities (add all amounts in lines 1g through 1j)	1k	6980329	1910979

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	417073445	443168625
---	-----------	-----------	-----------

Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	21042312	
(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)		21042312

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	2290	
(B) U.S. Government securities	2b(1)(B)	631712	
(C) Corporate debt instruments	2b(1)(C)	1486191	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	1680168	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		3800361

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	1183914	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	940987	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		2124901

(3) Rents	2b(3)		
-----------------	--------------	--	--

(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	193264925	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	192857402	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		407523

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	19720524	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		19720524
(6) Net investment gain (loss) from common/collective trusts	2b(6)		11835320
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		63152
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		681439
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		11819629
c Other income.....	2c		25138
d Total income. Add all income amounts in column (b) and enter total.....	2d		71520299

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	42552446	
(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)		42552446
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)	522188	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	1631066	
(4) Other	2i(4)	719419	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		2872673
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		45425119

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		26095180
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: FREYBERG HINKLE ET AL

(2) EIN: 39-1531945

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	
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)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2010 This Form is Open to Public Inspection.
For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010		
A Name of plan UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 TRUSTEES OF THE UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL		D Employer Identification Number (EIN) 31-6089168
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 CO.

b EIN 31-0345740

c Dollar amount contributed by employer

20502586

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 08 Day 11 Year 2012

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) 1.11

(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	801
b The plan year immediately preceding the current plan year	14b	821
c The second preceding plan year	14c	841

- 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	0.98
b The corresponding number for the second preceding plan year	15b	0.95

- 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	0
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: 52.8% Investment-Grade Debt: 16.3% High-Yield Debt: 1.7% Real Estate: 3.0% Other: 26.2%

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

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

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

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

INDEPENDENT AUDITOR'S REPORT

**UFCW UNIONS AND FOOD
EMPLOYERS PENSION PLAN
OF CENTRAL OHIO**

DECEMBER 31, 2010

TABLE OF CONTENTS

Page

Independent Auditor's Report

1

Financial Statements

Statements of Net Assets Available for Benefits

Exhibit I

2

Statements of Changes in Net Assets Available
for Benefits

Exhibit II

3

Notes to Financial Statements

4 - 23

Additional Information

Schedule of Assets Held at End of Year

Schedule 1

24 - 38

Schedule of Reportable Transactions

Schedule 2

39

Schedule of Employer Contributions - Regular

Schedule 3

40

Schedules of Administrative Expenses

Schedule 4

41

Schedules of Investment Expenses

Schedule 5

42

INDEPENDENT AUDITOR'S REPORT

The Board of Trustees
UFCW Unions and Food Employers
Pension Plan of Central Ohio
Columbus, Ohio

We have audited the accompanying statements of net assets available for benefits of the UFCW Unions and Food Employers Pension Plan of Central Ohio (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 the financial statements based on our audits.

We conducted our audits in accordance with U.S. generally accepted auditing standards. Those standards require that we plan and perform the audits 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 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 U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules as detailed in the table of contents are presented for the purpose of additional analysis and are not a required part of the basic financial statements. These supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in the audits 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.

*Freyberg Hinkle
Ashland Powers & Stowell S.C.*

Brookfield, Wisconsin
October 17, 2011

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

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

	<u>2010</u>	<u>2009</u>
ASSETS		
Investments, at fair value		
Bank custodial accounts		
Common stock	\$ 64,097,007	\$ 98,345,775
U.S. Government and agency obligations	14,530,930	19,990,984
Corporate bonds	32,854,706	31,001,321
Municipal bonds	2,816,425	1,993,178
Mutual funds	85,767,706	27,682,941
Common and collective funds	118,574,478	133,755,022
Separate account	22,775,308	22,876,118
Partnerships	46,899,131	38,539,640
Other	47,378,367	43,109,344
Cash and cash equivalents	1,794,709	2,706,896
Total investments	\$ <u>437,488,767</u>	\$ <u>420,001,219</u>
Receivables		
Employer contributions	\$ 1,639,841	\$ 1,589,421
Accrued interest and dividends	567,636	727,664
Unsettled investment sales	1,571,852	35,767
Other	10,341	38,045
Total receivables	\$ <u>3,789,670</u>	\$ <u>2,390,897</u>
Cash		
Bank checking accounts	\$ <u>3,728,408</u>	\$ <u>1,618,342</u>
Prepaid expenses	\$ <u>72,759</u>	\$ <u>43,316</u>
Total assets	\$ <u>445,079,604</u>	\$ <u>424,053,774</u>
LIABILITIES		
Accounts payable	\$ 343,929	\$ 692,083
Other accrued liabilities		216
Unsettled investment purchases	1,528,617	6,142,924
Total liabilities	\$ <u>1,872,546</u>	\$ <u>6,835,223</u>
Net assets available for benefits	\$ <u>443,207,058</u>	\$ <u>417,218,551</u>

The accompanying notes are an integral part of these financial statements.

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

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

	2010	2009
Additions to net assets attributed to:		
Investment earnings		
Bank custodial accounts		
Interest	\$ 5,634,886	\$ 5,391,732
Dividends	1,389,535	1,516,759
Net appreciation in fair value of investments	43,428,428	48,687,237
Total investment earnings	\$ 50,452,849	\$ 55,595,728
Less investment expenses	1,631,066	1,908,975
Net investment earnings	\$ 48,821,783	\$ 53,686,753
Employer contributions		
Regular	\$ 20,792,312	\$ 20,040,871
Withdrawal liability	250,000	200,000
Total employer contributions	\$ 21,042,312	\$ 20,240,871
Share of directed commissions	\$ 25,138	\$ 17,832
Miscellaneous income	\$	\$ 1,227
Total additions	\$ 69,889,233	\$ 73,946,683
Deductions from net assets attributed to:		
Pension benefits	\$ 42,659,119	\$ 38,492,815
Administrative expenses	1,241,607	1,208,223
Total deductions	\$ 43,900,726	\$ 39,701,038
Net increase in net assets available for benefits	\$ 25,988,507	\$ 34,245,645
Net assets available for benefits		
Beginning of year	417,218,551	382,972,906
End of year	\$ 443,207,058	\$ 417,218,551

The accompanying notes are an integral part of these financial statements.

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Notes to Financial Statements December 31, 2010 and 2009

1. Description of the Plan

The following description of the Plan provides only general information. Participants should refer to the Plan document for a complete description of the Plan's provisions.

General

The Plan is a defined benefit multiemployer pension plan providing retirement benefits for those employees who are covered under collective bargaining agreements between the unions and employers participating in the Plan.

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

Contributions

The Plan is funded by employer contributions in accordance with the terms of the participating employers' collective bargaining agreements. No contributions are permitted by employees. The employer contributions for December 31, 2010 and 2009 exceeded the minimum funding requirements of ERISA.

Pension benefits

The pension benefits provided by the Plan are established by the Board of Trustees administering the Plan. This Board of Trustees consists of a union group and an employer group of representatives, each having equal voting power.

Vesting

Participants with five or more years of vesting service are eligible for pension benefits.

2. Significant accounting policies

Basis of accounting

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting.

Use of estimates

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

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Notes to Financial Statements December 31, 2010 and 2009

2. Significant accounting policies (continued)

Date of management's review

Management has evaluated subsequent events for the Plan through the date the financial statements were issued, and has concluded that there are no recognized or non-recognized subsequent events relevant for financial statement disclosure.

New accounting standards

In January 2010, the Financial Accounting Standards Board (FASB) issued *Accounting Standards Update* (ASU) No. 2010-06, *Fair Value Measurements and Disclosures* (ASU No. 2010-06), which amends *Accounting Standards Codification* (ASC) 820 (originally issued as FASB Statement No. 157, *Fair Value Measurements*), adding new disclosure requirements for Level 1 and 2, separate disclosures for purchases, sales, issuances, and settlements relating to Level 3 measurements and clarification of existing fair value disclosures. ASU No. 2010-06 is effective for periods beginning after December 15, 2009, except for the requirement to provide Level 3 activity of purchases, sales, issuances, and settlements on a gross basis, which will be effective for fiscal years beginning after December 15, 2010. The application of this guidance only affects disclosures and therefore will not impact the Plan's financial statements.

Reclassifications

Certain reclassifications have been made to the 2009 financial statement presentation to correspond to the current year's format. Net assets available for benefits and changes in net assets available for benefits are unchanged due to these reclassifications.

Concentrations

Credit risk

At times during the year, the Plan's deposits may exceed federally insured limits. U.S. generally accepted accounting principles identifies these items as a concentration of credit risk requiring disclosure, regardless of the degree of risk.

Employer contributions

One employer accounted for approximately 99% of the Plan's contributions during the years ended December 31, 2010 and 2009.

Investment valuation and income recognition

The investments in the custodial accounts are stated at cost on the books of account. These investments are adjusted to fair value and reported as such as of the end of the reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 6 for a discussion of fair value measurements.

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

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Notes to Financial Statements December 31, 2010 and 2009

2. Significant accounting policies (continued)

Administration fees

Administrative services are provided under an agreement between the Plan and the UFCW Unions and Employers Health and Welfare Plan of Central Ohio. Under this arrangement certain administrative expenses are shared by the Plans based on allocation formulas. These expenses are recorded as shared administrative expenses in these financial statements. The shared administrative expenses approximated \$286,000 and \$254,000 for the years ended December 31, 2010 and 2009.

Derivatives

The Plan uses derivative financial instruments in the normal course of business to hedge against adverse changes in interest rates and foreign exchange rates. These financial instruments include futures contracts. The time period related to these hedges is dependent upon the types of securities being hedged.

The Plan manages market risk by limiting the use of derivatives to hedging activities or by limiting potential exposure to amounts that are not considered to be material to the statement of changes in net assets available for plan benefits. The Plan does not enter into individually structured deals, limiting derivative investments to standardized exchange-traded securities.

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 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. Benefits under the Plan are based on hours of credit service.

The actuarial present value of accumulated plan benefits is determined by the actuaries of the Plan, The McKeogh Company and The Segal Company, and is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment. The significant actuarial assumptions used in the valuations as of January 1, 2010 and 2009 were (a) life expectancy of participants (for pre-retirement – RP-2000 Employee Mortality Table; for post-retirement – RP-2000 Healthy Annuitant Mortality Table; for disabled lives – RP-2000 Disabled Annuitant Retiree Mortality Table), (b) retirement age assumptions, and (c) investment return. The valuations included an assumed average rate of return of 7.5%. The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Notes to Financial Statements **December 31, 2010 and 2009**

3. Net appreciation (depreciation) in fair value of investments

During the years ended December 31, 2010 and 2009, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

	<u>2010</u>	<u>2009</u>
Investments at fair value as determined by quoted market prices		
Common stock	\$ 10,477,341	\$ 24,379,094
U.S. Government and agency obligations	804,029	(705,598)
Corporate bonds	1,963,633	4,104,554
Municipal bonds	30,525	(50,929)
Mutual funds	11,819,629	1,018,444
Common and collective funds	11,683,843	20,871,095
Other	3,688,803	(2,185,575)
Cash and cash equivalents	(106,221)	(11,910)
	<u>\$ 40,361,582</u>	<u>\$ 47,419,175</u>
Investments at estimated fair value		
Separate account	\$ 63,152	\$ (2,159,023)
Partnerships	3,003,694	3,427,085
	<u>\$ 3,066,846</u>	<u>\$ 1,268,062</u>
	<u><u>\$ 43,428,428</u></u>	<u><u>\$ 48,687,237</u></u>

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Notes to Financial Statements December 31, 2010 and 2009

4. Identification of certain investments

Investments that represent 5% or more of the Plan's net assets at December 31, 2010 and 2009 are as follows:

	2010		2009	
	Shares/ Par Value	Fair Value	Shares/ Par Value	Fair Value
Mutual funds				
American Europacific Growth	735,706	\$ 30,436,138		\$
Dodge & Cox Intl. Stock Fund	881,330	31,472,295	869,166	27,682,941
Templeton Instl. Funds Foreign Smaller Cos.	1,349,506	23,859,273		
Common and collective funds				
BHMS Large Cap Value Fund	1,824,097	25,159,045	1,944,239	24,129,567
K2 Institutional Investors II, Ltd.	17,529	22,430,874	17,529	21,569,079
SSGA Flagship S&P 500 Fund	107,809	28,112,821	111,389	25,203,643
Separate account				
ULLICO Separate Account J Fund	2,046	22,775,308	2,061	22,876,118
Partnerships				
Mesirow Institutional Multi- Strategy Fund, L.P.	21,000,000	25,683,093	21,000,000	24,509,510

5. Securities lending

The Trustees of the Plan have an agreement with the custodial bank for the Plan authorizing the bank to lend securities held in the Plan account to third parties. The bank must obtain collateral from the borrower in the form of cash, letters of credit issued by an entity other than the borrower, or acceptable securities. Both the collateral and the securities loaned are marked-to-market on a daily basis so that all loaned securities are fully collateralized at all times. In the event that the loaned securities are not returned by the borrower, the bank will at its own expense either replace the loaned securities or, if unable to purchase those securities on the open market, credit the Plan account with cash equal to the fair value of the loaned securities.

The Plan and the bank each receive a percentage of the net income derived from securities lending activities based on the type of securities.

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Notes to Financial Statements December 31, 2010 and 2009

5. Securities lending (continued)

Although the Plan's securities lending activities are collateralized as described above, they involve both market and credit risk. In this context, market risk refers to the possibility that the borrowers of securities will be unable to collateralize the loan upon a sudden material change in the fair value of the loaned securities or the collateral. Credit risk refers to the possibility that counterparties involved in the securities lending program may fail to perform in accordance with the terms of their contracts.

The fair value of securities loaned by the Plan was \$32,580,783 and \$35,197,852 at December 31, 2010 and 2009. Plan assets within the securities lending collateral pool depreciated by approximately \$93,000 at December 31, 2009. At December 31, 2010 and 2009 the fair value of collateral held for securities on loan was as follows:

	2010	2009
Collateral - cash	\$ 33,370,813	\$ 36,306,220
Collateral - non cash	32,293	
	<u>\$ 33,403,106</u>	<u>\$ 36,306,220</u>

6. Fair value measurements

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

Level 1

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

Level 2

Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Notes to Financial Statements December 31, 2010 and 2009

6. Fair value measurements (continued)

Level 3

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

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

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

Cash and cash equivalents: Valued at amortized cost, which approximates fair value.

Common stock and mutual funds: Valued at the closing price reported on the active market on which the individual security is traded.

U.S. Government and agency obligations, corporate bonds and municipal bonds: Valued at the closing price reported in the active market in which the individual security is traded. Bonds traded in over-the-counter markets and listed securities for which no sale was reported on the last business day of the plan year are valued at the average of the last reported bid and asked prices.

Common and collective funds:

BHMS Large Cap Value Fund: The BHMS Large Cap Value Fund (BHMS) is one of a series of investment portfolios comprising Old Mutual Asset Management Funds LLC. BHMS's objective is to maximize total return through the active management of a diversified portfolio of U.S. equity securities.

Securities for which market quotations are readily available are valued by published prices, market quotes and dealer bids. Over-the-counter and unlisted securities are valued at the current bid prices. Short-term investments that have remaining maturities of sixty days or less at the time of purchase are valued at amortized cost, which approximates market value. Securities for which market quotations are not readily available are valued at fair value as determined in good faith by Old Mutual Asset Management Trust Company. Investments in mutual funds are valued at their net asset value as of the close of the New York Stock Exchange on the date of valuation.

The value of BHMS Large Cap Value Fund in the accompanying financial statements is at net asset value per unit outstanding.

JPMCB Strategic Property Fund: The JPMCB Strategic Property Fund (Strategic Property Fund) is a commingled pension trust fund designed as a funding vehicle for tax-qualified pension, profit-sharing and employee-benefit plans. Its investments are composed primarily of real estate investments owned directly or through partnership interests and mortgage loans on income-producing real estate. JP Morgan Chase Bank, N.A. (JPMCB) is the trustee of Strategic Property Fund.

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Notes to Financial Statements December 31, 2010 and 2009

6. Fair value measurements (continued)

Common and collective funds (continued):

JPMCB Strategic Property Fund (continued): Fair values of real estate investments are determined by JPMCB at each valuation date. As part of JPMCB's valuation process, independent appraisers value properties on an annual basis at a minimum. Property valuations and the salient valuation-sensitive assumptions of each asset are reviewed by JPMCB and values are adjusted if there has been a significant change in circumstances related to the property since the last valuation. Unrealized gains or losses are computed using the cost of the investments and their fair value. Since the Strategic Property Fund records its investments at fair value, no depreciation or amortization expense on real property interests is recognized.

The value of the JPMCB Strategic Property Fund in the accompanying financial statements is at net asset value per outstanding unit.

K2 Institutional Investors II, Ltd.: K2 Institutional Investors II, Ltd. (K2) is a corporation organized under the laws of the British Virgin Islands. K2 invests primarily in limited and general partnerships, unit trusts or other investment entities issued by non-traditional firms or "hedge funds" which engage in a variety of investment strategies. To achieve its investment objective K2 invests substantially all of its assets through a "master-feeder" structure in K2 Institutional Investors II, LLC (the Master Fund), a Delaware limited liability company.

The Master Fund values its investments in investment entities based on the amount that would have been received at December 31, if it had liquidated its interests.

The value of the K2 Institutional Investors II, Ltd. in the accompanying financial statements is at net asset value per share.

NTGI Collective Short Term Investment Fund. The NTGI Collective Short Term Investment Fund (STIF) is composed of high-grade money market instruments with short maturities. STIF's objective is to provide an investment vehicle for cash reserves while offering a competitive rate of return.

Investments may be valued using amortized cost or other valuation methods if amortized cost is not indicative of fair value. Fixed income securities are valued on evaluated prices provided by independent pricing services. Repurchase agreements are valued at cost, which approximates fair value. Any securities for which market quotations are not readily available or are believed to be incorrect are valued at fair value as determined in good faith by Northern Trust Investments, N.A.

The value of NTGI Collective Short Term Investment Fund in the accompanying financial statements is at net asset value per unit outstanding.

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Notes to Financial Statements December 31, 2010 and 2009

6. Fair value measurements (continued)

Common and collective funds (continued):

NIS Fixed Income Arbitrage Fund, Ltd.: The NIS Fixed Income Arbitrage Fund, Ltd. is a Cayman Islands exempted company formed to achieve a consistent annual return through a portfolio of fixed income securities consisting primarily of the Barclays Aggregate 103 Year Index and similar securities. The long-term objective is to outperform the annual average return of one-year U.S. Treasury bills while minimizing volatility.

Securities for which market quotations are readily available are valued by an independent pricing service. Securities for which market quotations are not readily available are valued using valuations obtained from dealers that make markets in the securities. Debt securities with maturities of 60 days or less are valued at amortized cost, which approximates fair value. The Fund may use various forms of leveraging including purchasing securities on margin. The Fund may also enter into swap contracts or engage in short selling.

The value of the NIS Fixed Income Arbitrage Fund, Ltd. in the accompanying financial statements is at net asset value per unit outstanding.

NIS High Yield Fund, LLC: The NIS High Yield Fund, LLC is a limited liability company formed to achieve a consistent high rate of return through a diversified portfolio of high yield fixed income corporate securities by emphasizing securities of companies with improving credit ratings in recovering industries. The long-term objective is to outperform the Salomon Brothers High Yield Market Index over a full market cycle.

Securities for which market quotations are readily available are valued by an independent pricing service, published prices, market quotes and dealer bids.

Securities for which market quotations are not readily available are valued using valuations obtained from dealers that make markets in the securities.

The value of the NIS High Yield Fund, LLC in the accompanying financial statements is at net asset value per unit outstanding.

NIS Preferred Stock Fund II, LLC: The NIS Preferred Stock Fund II, LLC is a limited liability company formed to provide consistent risk-sensitive incremental returns through a diversified portfolio of non-leveraged domestic corporate preferred stocks and preferred-like fixed-income securities and investments.

Securities for which market quotations are readily available are valued by an independent pricing service, published prices, market quotes and dealer bids. Securities for which market quotations are not readily available are valued at fair value as determined in good faith under the supervision of the National Investment Services, Inc.

The value of the NIS Preferred Stock Fund II, LLC in the accompanying financial statements is at net asset value per unit outstanding.

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Notes to Financial Statements December 31, 2010 and 2009

6. Fair value measurements (continued)

Common and collective funds (continued):

SSGA Flagship S&P 500 Fund: The SSGA Flagship S&P 500 Fund's objective is to match the return of the S&P 500 Index.

Equity securities for which market quotations are readily available are valued at the last reported sale price on their principal exchange on valuation date, or official close price for certain markets. If no sales are reported for that day, investments are valued at the more recent of the last published sale price or the mean between the last reported bid and asked prices, or at fair value as determined in good faith by State Street Bank. Short-term investments are stated at amortized cost, which approximates fair value. Investments in registered investment companies or collective investment funds are valued at their respective net asset value per share/unit on the valuation date.

The value of the SSGA Flagship S&P 500 Fund in the accompanying financial statements is at net asset value per unit outstanding.

Separate account:

ULLICO Separate Account J Fund: The ULLICO Separate Account J Fund is primarily a pooled first mortgage account as a funding vehicle for group annuity contracts.

The fair value of each mortgage loan is established monthly by Union Labor Life as the present value of future mortgage payments due there under. Fixed maturity debt securities are valued based upon independent market quotations. Short-term investments with maturities of ninety days or less are valued at cost, with accrued interest, which approximates market.

The value of the ULLICO Separate Account J Fund in the accompanying financial statements is at net unit value per unit outstanding.

Partnerships:

Mesirow Institutional Multi-Strategy Fund, L.P.: The Mesirow Institutional Multi-Strategy Fund, L.P. is a limited partnership formed to invest in individual hedge fund portfolios (Portfolio Funds) in the hedge fund industry.

Investments in Portfolio Funds are recorded at fair value as reported by the Portfolio Fund's administrator or investment manager, which represents the Fund's pro rata interest in the net assets, substantially all of which are valued on a mark-to-market basis.

The value of the Mesirow Institutional Multi-Strategy Fund, L.P. in the accompanying financial statements is at net asset value per outstanding unit.

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Notes to Financial Statements December 31, 2010 and 2009

6. Fair value measurements (continued)

Partnerships (continued):

Portfolio Advisors Private Equity Fund V (Offshore), L.P.: Portfolio Advisors Private Equity Fund V (Offshore), L.P. (PAPEF V) is a limited partnership with the purpose of achieving long-term returns through investments in a diversified portfolio of private equity limited partnerships.

Investments in limited partnerships are valued at their net asset value as reported by their underlying investment manager. The total return swap is valued based upon the underlying investment's net assets value. In the event the PAPEF V is unable to obtain the fair value of any portfolio investment from the applicable investment manager, the fair value of such portfolio investment shall be determined by the General Partner, subject to approval by the Advisory Board.

The value of Portfolio Advisors Private Equity Fund V (Offshore), L.P. in the accompanying financial statements is in proportion to the Plan's respective percentage interest in the partnership's valuation.

TCW Capital Trust: TCW Capital Trust (TCW) is a collective trust fund formed to manage the assets of employee benefit plans. The trustee will invest and reinvest the assets of TCW in a diversified multi-asset class portfolio of below investment grade assets. Investments are generally expected, by the end of the investment period, to consist primarily of bank loans, public high yield, mezzanine securities, and private debt.

Marketable securities are valued at the last sales price or official closing price on the principal exchange on which such security trades. If there has been no sale of such security that day, or the security is primarily traded on the over-the-counter market, then the mean of the latest quoted bid and asked prices will be used. All other securities or investments where no market value can be obtained or a valuation is considered inaccurate or incomplete shall be fair valued by the trustee.

The value of TCW Capital Trust in the accompanying financial statements is in proportion to the Plan's respective percentage interest in the partnership's valuation.

Other:

ABS Alpha Ltd.: ABS Alpha Ltd. (ABS) is incorporated as an exempt limited liability company of the Cayman Islands and registered as a mutual fund of the Cayman Islands. ABS, through its portfolios, operates as a fund-of-funds. The investment manager invests the assets of each portfolio in private investments funds. The investment manager may also make short-term investments for liquidity or defensive purposes, including, but not limited to, interest-earning money market accounts, government obligations, commercial paper and short-term certificates of deposit.

Investment funds held by ABS comprise primarily shares or units in other investment companies or trusts.

The value of participation in these investment funds is at net asset value per share or unit provided by each investment fund's administrator.

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Notes to Financial Statements December 31, 2010 and 2009

6. Fair value measurements (continued)

Other (continued):

Attalus Long-Short Equity Fund, Ltd.: The Attalus Long-Short Equity Fund, Ltd. (the Fund), is a Cayman Islands exempted company formed to invest in various long/short hedge fund investments diversified by style, approach and philosophy. The Fund's investment objective is to generate capital appreciation while endeavoring to minimize corresponding levels of risks and volatility.

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. The net asset value per share of the investment is determined in accordance with the specialized accounting guidance for Investment Companies as of the reporting entity's measurement date.

The value of the Attalus Long-Short Equity Fund, Ltd. in the accompanying financial statements is at net asset value per unit outstanding.

RREEF America REIT II, Inc.: RREEF America REIT II, Inc. (REIT) is a corporation classified as a real estate investment trust and is organized to serve as a collective investment vehicle through which eligible investors may invest in a professionally managed real estate portfolio consisting of multi-family, industrial, retail and office properties in targeted metropolitan areas within the continental United States. The principal investment objective of REIT is to generate attractive, predictable investment returns from a target portfolio of low-risk equity investments in income-producing real estate while maximizing the total return to shareholders through cash dividends and appreciation in the value of REIT shares. RREEF America LLC (RREEF) serves as investment advisor to REIT.

RREEF values REIT's real estate investments based on external valuations performed annually by independent real estate appraisers. Additionally, RREEF will perform annual internal valuations on each of the real estate investments in REIT, with the exception of recently acquired real estate investments. Cost plus capital additions are used to approximate estimated fair value until the real estate investments are first appraised. Quarterly, RREEF presents the results of both the internal and external valuations to REIT's Board of Directors for final approval. The periodic valuation of REIT's total portfolio including the related loans and bonds payable serves as the basis for determining REIT's net asset value. Determination of estimated fair value involves subjective assumptions and estimates.

The value of RREEF America REIT II, Inc. in the accompanying financial statements is at net asset value per outstanding unit.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values and are not necessarily an indication of the risk associated with investing in those securities. 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.

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Notes to Financial Statements December 31, 2010 and 2009

6. Fair value measurements (continued)

The FASB updated its guidance on fair value measurements and disclosures to clarify that for equity and debt securities, major category should be defined as major security type, based on the nature and risks of the security. In determining whether disclosure for a particular security type is necessary and whether it is necessary to further separate a particular security type into greater detail, all of the following should be considered: the activity or business sector, vintage, geographic concentration, credit quality, or economic characteristic. Because the requirements of this updated guidance need not be applied retrospectively, the 2009 security types have not been separated into greater detail.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2010 and 2009:

Assets at Fair Value as of December 31, 2010								
	Level 1		Level 2		Level 3		Total	
Common stock								
Consumer discretionary	\$	10,784,233	\$		\$		\$	10,784,233
Consumer staples		1,979,651						1,979,651
Energy		3,417,583						3,417,583
Financial services		8,384,822						8,384,822
Health care		5,784,138						5,784,138
Materials and processing		4,909,893						4,909,893
Producer durables		12,367,790						12,367,790
Services		124,299						124,299
Technology		15,381,191						15,381,191
Utilities		963,407						963,407
U.S. Government and agency obligations								
Government agencies				1,460,097				1,460,097
Government bonds				7,795,885				7,795,885
Government mortgage backed securities				4,283,959				4,283,959
Government issued commercial mortgage backed				990,989				990,989
Corporate bonds								
Asset backed securities				10,732,699				10,732,699
Commercial mortgage backed				4,855,964				4,855,964
Corporate bonds				12,892,221				12,892,221
Corporate convertible bond				260,975				260,975
Non-government backed c.m.o.s.				4,112,847				4,112,847

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Notes to Financial Statements **December 31, 2010 and 2009**

6. Fair value measurements (continued)

	Assets at Fair Value as of December 31, 2010			
	Level 1	Level 2	Level 3	Total
Municipal bonds	\$	\$ 2,816,425	\$	\$ 2,816,425
Mutual funds				
International equity	85,767,706			85,767,706
Common and collective funds				
Equity funds		67,641,009		67,641,009
Hedge fund of funds		22,430,874		22,430,874
Hedge market independent		8,093,865		8,093,865
Real estate		13,297,476		13,297,476
Short term investment funds		7,111,254		7,111,254
Separate account			22,775,308	22,775,308
Partnerships			46,899,131	46,899,131
Other				
Foreign government agency		266,243		266,243
Hedge fund of funds		31,142,678		31,142,678
Real estate		15,969,446		15,969,446
Cash and cash equivalents		1,794,709		1,794,709
Total assets at fair value	\$ <u>149,864,713</u>	\$ <u>217,949,615</u>	\$ <u>69,674,439</u>	\$ <u>437,488,767</u>
	Assets at Fair Value as of December 31, 2009			
	Level 1	Level 2	Level 3	Total
Common stock	\$ 98,345,775	\$	\$	\$ 98,345,775
U.S. Government and agency obligations		19,990,984		19,990,984
Corporate bonds		31,001,321		31,001,321
Municipal bonds		1,993,178		1,993,178
Mutual funds	27,682,941			27,682,941
Common and collective funds		133,755,022		133,755,022
Separate account			22,876,118	22,876,118
Partnerships		24,509,510	14,030,130	38,539,640
Other		43,109,344		43,109,344
Cash and cash equivalents		2,706,896		2,706,896
Total assets at fair value	\$ <u>126,028,716</u>	\$ <u>257,066,255</u>	\$ <u>36,906,248</u>	\$ <u>420,001,219</u>

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Notes to Financial Statements **December 31, 2010 and 2009**

6. Fair value measurements (continued)

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

	<u>Separate Account</u>	<u>Partnerships</u>	<u>Total</u>
Balance, beginning of year	\$ 22,876,118	\$ 14,030,130	\$ 36,906,248
Transfer from Level 2 to Level 3		24,509,510	24,509,510
Realized gains (losses)	(13,186)	120,329	107,143
Unrealized gains relating to assets still held at the reporting date	76,339	2,883,365	2,959,704
Purchases, sales, issuances, and settlements (net)	<u>(163,963)</u>	<u>5,355,797</u>	<u>5,191,834</u>
Balance, end of year	\$ <u>22,775,308</u>	\$ <u>46,899,131</u>	\$ <u>69,674,439</u>

The Mesirow Institutional Multi-Strategy Fund, L.P. partnership was transferred from Level 2 to Level 3 at the beginning of the reporting period due to the nature of the partnership's valuation methodology. There is no change in the valuation methodology or related inputs of the partnership.

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Notes to Financial Statements December 31, 2010 and 2009

6. Fair value measurements (continued)

The Plan has entered into investment contracts which include commitments to invest specified amounts. The Plan has entered into several investment agreements which have restrictions related to the redemptions requests. The following summarizes unfunded investment commitments and the general redemption terms as of December 31, 2010:

	Fair Value	Unfunded Commitments	Redemption	
			Frequency	Notice Period
Common and collective funds				
JPMCB Strategic Property Fund	\$ 13,297,476	\$	Quarterly subject to available cash	45 days written notice
K2 Institutional Investors II, Ltd.	22,430,874		Quarterly	91 days written notice
NIS Fixed Income Arbitrage Fund Ltd.	8,093,865		Quarterly	15 days written notice
NIS Preferred Stock Fund II, LLC	9,174,396		Quarterly	None
Separate account				
ULLICO Separate Account J Fund	22,775,308		Suspended, dependent on economic conditions	
Partnerships				
Mesirow Institutional Multi-Strategy Fund, L.P.	25,683,093		Quarterly	95 days written notice
Portfolio Advisors Private Equity Fund V-Buyout	5,796,783	6,583,359	Upon consent by the General Partner	
Portfolio Advisors Private Equity Fund V-Special Situation	7,058,079	6,232,206	Upon consent by the General Partner	
TCW Capital Trust	8,361,176		5% of redemption base September 30, 2011, 5% of redemption base September 30, 2012, 10% of redemption base September 30, 2013	90 days written notice
Other				
ABS Alpha Ltd.	16,540,628		Quarterly	45 or 90 days written notice
Attalus Long-Short Equity Fund, Ltd. Series 03/08	7,427,733		Up to 25% quarterly Up to 50% at end of second fiscal quarter Up to 100% at end of fiscal year	75 days written notice 165 days written notice 345 days written notice
Attalus Long-Short Equity Fund, Ltd. Series 04/08	7,174,317		Up to 25% quarterly Up to 50% at end of second fiscal quarter Up to 100% at end of fiscal year	75 days written notice 165 days written notice 345 days written notice
IFM Infrastructure Fund		14,500,000		
RREEF America REIT II, Inc.	15,969,446		Quarterly	45 days written notice

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Notes to Financial Statements December 31, 2010 and 2009

7. Employer's withdrawal liability

When a withdrawal from the Plan occurs, ERISA, as amended, provides for the assessment of withdrawal liability. An employer's withdrawal liability to the Plan is determined as the sum of the employer's proportional share of the unamortized balances as of the end of the Plan year proceeding the Plan year in which the withdrawal occurred.

The allocation method used in the determination of an employer's withdrawal liability is the presumptive method, as prescribed under the law.

It is the Plan's policy to recognize collections of withdrawal liability as employer contributions income when received. During the years ended December 31, 2010 and 2009 the Plan received \$250,000 and \$200,000 as a result of the assessment of withdrawal liability.

Total outstanding withdrawal liability on employers who had withdrawn from the Plan was \$781,190 and \$231,499 at December 31, 2010 and 2009.

8. Actuarial present value of accumulated plan benefits

Actuarial present value of accumulated plan benefits as of the latest valuation dates, January 1, 2010 and 2009 using an investment return assumption of 7.5%, is as follows:

	<u>2010</u>	<u>2009</u>
Vested benefits		
Retired participants and beneficiaries	\$ 309,074,452	\$ 283,687,907
Other participants	<u>352,122,917</u>	<u>364,478,165</u>
	\$ 661,197,369	\$ 648,166,072
Nonvested benefits	<u>7,195,044</u>	<u>10,036,085</u>
Total actuarial present value of accumulated plan benefits	<u>\$ 668,392,413</u>	<u>\$ 658,202,157</u>

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Notes to Financial Statements December 31, 2010 and 2009

8. Actuarial present value of accumulated plan benefits (continued)

The changes in the actuarial present value of accumulated plan benefits during the years ending December 31, 2009 and 2008 are as follows:

	<u>2009</u>	<u>2008</u>
Value at the beginning of plan year	\$ 658,202,157	\$ 638,323,596
Increase (decrease) attributable to:		
Benefits paid	(38,533,505)	(35,979,131)
Benefits accumulated, net experience gain or loss, changes in data	803,606	9,332,640
Decrease in discount period	<u>47,920,155</u>	<u>46,525,052</u>
Value at the end of plan year	<u>\$ 668,392,413</u>	<u>\$ 658,202,157</u>

The above calculations were determined by the actuaries for the Plan, The McKeogh Company at January 1, 2010 and The Segal Company at January 1, 2009. The actuaries are responsible for the computation of the necessary funding provisions of ERISA as they apply to the Plan.

9. Tax status

The Internal Revenue Service (IRS) issued its latest determination letter dated June 30, 2011 applicable to amendments adopted through January 22, 2010 which states that the Plan continues to qualify under the appropriate sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Board of Trustees and tax counsel believe that the Plan is designed and is currently operated in compliance with applicable requirements of the IRC.

U.S. generally accepted accounting principles require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan's management has analyzed the tax position taken by the Plan and has concluded that as of December 31, 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan's management believes it is no longer subject to income tax examinations for years prior to 2007.

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Notes to Financial Statements December 31, 2010 and 2009

10. Plan termination

The Trustees may terminate the Plan in whole or in part, to the extent the termination is permitted by law. If the Plan is partially or completely terminated, all affected Plan participants will become fully vested in the benefits, to the extent funded, they have earned as of the termination date.

Upon termination, and after any necessary approval of the Pension Benefit Guaranty Corporation (PBGC), the Trustees shall apply the Trust to pay or to provide for the payment of any and all obligations of the Plan and shall distribute and allocate all assets of the Trust in accordance with the provisions of the Plan; provided, however, that no part of the corpus or income of the Trust shall be used for or diverted to purposes other than for the exclusive benefit of the participants, former participants or their beneficiaries or dependents, or the administrative expenses of the Plan or for other payments in accordance with the provisions of the Trust agreement. If the assets held under the terminated Plan are insufficient to discharge the obligations of the Plan, the degree of insurance coverage, the priority of claims and the distribution of assets and insurance proceeds to all claimants shall be in accordance with PBGC regulations.

11. Reconciliation of financial statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements as of December 31, 2010 and 2009, to Form 5500:

	<u>2010</u>	<u>2009</u>
Net assets available for benefits per the financial statements	\$ 443,207,058	\$ 417,218,551
Benefits payable	<u>(38,433)</u>	<u>(145,106)</u>
Net assets available for benefits per Form 5500	<u>\$ 443,168,625</u>	<u>\$ 417,073,445</u>

The following is a reconciliation of benefits paid to participants per the financial statements for the year ended December 31, 2010, to Form 5500:

Benefits paid to participants per the financial statements	\$ 42,659,119
Add: Benefits payable current year	38,433
Less: Benefits payable prior year	<u>(145,106)</u>
Benefits paid to participants per Form 5500	<u>\$ 42,552,446</u>

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Notes to Financial Statements December 31, 2010 and 2009

12. Risks and uncertainties

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

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions 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.

13. Actuarial certification under Pension Protection Act

On March 30, 2011 the Plan's actuary certified the Plan as neither critical nor endangered for the 2011 Plan year.

On January 28, 2010 the Plan's actuary certified the Plan's funding status to be critical for the plan year beginning January 1, 2010. The Pension Protection Act (PPA) of 2006 requires pension plans in critical status to adopt a rehabilitation plan aimed at improving the financial health of the plan. The Trustees adopted a rehabilitation plan on October 27, 2010. The plan provisions applicable to each employer's employees are based on the rehabilitation plan schedule that applies to each bargaining group. Under the rehabilitation plan changes to the plan of benefits are effective February 1, 2010, and changes to the employer contribution structure are effective January 1, 2012. Therefore, benefit and employer contribution changes are not reflected on the January 1, 2010 actuarial valuation.

For the Plan year beginning January 1, 2009, the Trustees elected under Section 204 of the Worker, Retiree, and Employer Recovery Act of 2008 (WRERA) to freeze its funding status from the prior year. The Plan was treated as through it were certified as neither critical nor endangered for the 2009 Plan year.

ADDITIONAL INFORMATION

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

**Plan Sponsor: Trustees of the UFCW Unions and Food
Employers Pension Plan of Central Ohio**

Plan Sponsor EIN: 31-6089168

Plan Number: 001

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

December 31, 2010

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investments Including Par Value, Interest Rate, Maturity Date, and Number of Shares	Cost	Current Value
	Common stock			
	5th 3rd Bancorp Co.	24,500	\$ 286,339	\$ 359,660
	A D R ASML Hldg.	5,400	119,990	207,036
	A D R Intercontinental Hotels Group	6,300	117,029	124,299
	A D R Mindray Med. Intl. Ltd.	3,000	87,103	79,200
	Accenture	9,100	298,019	441,259
	Activision Blizzard, Inc.	18,900	224,518	235,116
	Affiliated Managers Group, Inc.	2,450	152,214	243,089
	Aflac, Inc.	4,800	161,973	270,864
	Agrium, Inc.	9,525	621,341	873,919
	Air Prod. & Chem., Inc.	1,950	123,572	177,353
	Allegheny Technologies, Inc.	4,200	149,731	231,756
	Alliance Data Systems Corp.	7,600	482,295	539,828
	Alliant Techsystems, Inc.	3,525	288,160	262,366
	Amazon Com., Inc.	4,400	220,203	792,000
	Amdocs Ord.	11,400	377,962	313,158
	American Electric Power Co., Inc.	6,150	199,308	221,277
	American Tower Corp.	4,600	152,919	237,544
	Ameriprise Finl., Inc.	3,500	150,710	201,425
	AmerisourceBergen Corp.	12,823	337,792	437,521
	Ametek, Inc.	3,600	89,609	141,300
	Amphenol Corp.	16,425	538,829	866,912
	Analog Devices, Inc.	4,700	126,364	177,049
	Apple, Inc.	2,925	181,957	943,488
	Aptargroup, Inc.	6,025	134,827	286,609
	Arrow Electric, Inc.	14,150	310,413	484,638
	Assured Guaranty Ltd.	7,700	166,665	136,290
	Autodesk, Inc.	23,750	718,368	907,250
	Avery Dennison Corp.	8,900	311,022	376,826
	B M C Software, Inc.	19,075	615,313	899,196

See accompanying notes and auditor's opinion.

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

**Plan Sponsor: Trustees of the UFCW Unions and Food
Employers Pension Plan of Central Ohio**

Plan Sponsor EIN: 31-6089168

Plan Number: 001

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

December 31, 2010

(a)	(b)	(c)	(d)	(e)
		Description of Investments Including Par Value, Interest Rate, Maturity Date, and Number of Shares	Cost	Current Value
Identity of Issuer, Borrower, Lessor, or Similar Party				
Common stock (continued)				
Baker Hughes, Inc.		6,400	\$ 258,382	\$ 365,888
Beacon Roofing Supply, Inc.		7,075	100,878	126,430
Bemis Co., Inc.		6,850	181,656	223,721
Berkley, W.R. Corp.		12,000	307,056	328,560
Bio Rad Labs, Inc.		1,700	112,095	176,545
Bristow Group, Inc.		6,100	212,629	288,835
Broadcom Corp.		3,600	104,781	156,780
Broadridge Finl. Solutions, Inc.		8,525	183,740	186,953
C B Richard Ellis Group, Inc.		36,575	659,886	749,056
C H Robinson Worldwide, Inc.		8,960	467,084	718,502
C M S Energy Corp.		11,700	177,649	217,620
C R Bard		2,000	156,802	183,540
Cameron Intl. Corp.		9,200	385,525	466,716
Carefusion Corp.		11,850	284,065	304,545
Carlisle Co., Inc.		6,500	178,832	258,310
Cephalon, Inc.		2,300	147,238	141,956
Church & Dwight, Inc.		2,200	125,573	151,844
Cimarex Energy Co.		1,300	97,105	115,089
Cintas Corp.		7,800	189,912	218,088
Cisco Systems, Inc.		21,275	476,590	430,393
Citrix Systems, Inc.		13,600	424,864	930,376
Coach, Inc.		2,700	117,436	149,337
Coamerica, Inc.		7,450	265,709	314,688
Coca-Cola Enterprises, Inc.		9,100	200,928	227,773
Cognizant Technology Solutions Corp		8,775	406,444	643,120
Conagra Foods, Inc.		6,500	141,143	146,770
Concho Res, Inc.		900	74,817	78,903
Cooper Industries		13,450	655,847	784,000

See accompanying notes and auditor's opinion.

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

**Plan Sponsor: Trustees of the UFCW Unions and Food
Employers Pension Plan of Central Ohio**

Plan Sponsor EIN: 31-6089168

Plan Number: 001

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

December 31, 2010

(a)	(b)	(c)	(d)	(e)
Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investments Including Par Value, Interest Rate, Maturity Date, and Number of Shares	Cost	Current Value	
Common stock (continued)				
Copart, Inc.	1,500	\$ 50,472	\$ 56,025	
Core Laboratories	1,000	83,508	89,050	
Covance, Inc.	4,600	179,432	236,486	
Cree, Inc.	8,150	562,374	537,004	
Crown Holdings, Inc.	6,400	163,346	213,632	
Cummins, Inc.	12,075	356,251	1,328,371	
Darden Restaurants, Inc.	8,500	314,604	394,740	
Davita, Inc.	8,900	426,434	618,461	
Deere & Co.	8,950	681,196	743,297	
Denbury Res., Inc.	16,100	244,754	307,349	
Developers Diversified Realty Corp.	15	80	211	
Discovery Communications, Inc.	8,100	135,308	297,189	
Dolby Laboratories, Inc.	9,700	482,194	646,990	
Dresser-Rand Group, Inc.	6,725	142,646	286,418	
Dun & Bradstreet Corp.	3,438	250,683	282,225	
E Q T Corp.	5,400	200,967	242,136	
Eagle Materials, Inc.	6,775	202,625	191,394	
Ecolab, Inc.	5,400	217,419	272,268	
Edison International	8,150	284,527	314,590	
Express Scripts, Inc.	13,856	340,178	748,917	
F M C Technologies, Inc.	5,406	317,880	480,647	
F5 Networks, Inc.	2,200	271,689	286,352	
Family Dollar Stores, Inc.	4,550	115,040	226,181	
Flir Systems, Inc.	4,400	121,692	130,900	
Flowers Foods, Inc.	6,450	165,956	173,570	
Flowserve Corp.	6,100	557,012	727,242	
Gallagher, Arthur J. & Co.	13,850	343,801	402,758	
Global Pmts., Inc.	3,100	121,832	143,251	

See accompanying notes and auditor's opinion.

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

**Plan Sponsor: Trustees of the UFCW Unions and Food
Employers Pension Plan of Central Ohio**

Plan Sponsor EIN: 31-6089168

Plan Number: 001

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

December 31, 2010

(a)	(b)	(c)	(d)	(e)
Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investments Including Par Value, Interest Rate, Maturity Date, and Number of Shares	Cost	Current Value	
Common stock (continued)				
Goldman Sachs Group, Inc.	1,375	\$ 134,999	\$ 231,220	
Google, Inc.	925	355,432	549,422	
Group 1 Automotive, Inc.	5,575	112,948	232,812	
Guess, Inc.	4,800	178,855	227,136	
H S N, Inc.	5,550	151,416	170,052	
Harte-Hanks, Inc.	17,200	389,622	219,644	
Hasbro, Inc.	2,800	82,631	132,104	
Henry, Jack & Assoc., Inc.	10,750	220,359	313,362	
Herbalife Ltd.	3,000	100,057	205,110	
Hologic, Inc.	5,400	87,962	101,628	
Hunt, J.B. Trans. Svcs., Inc.	5,875	134,814	239,759	
I H S, Inc.	2,100	110,145	168,819	
Intl. Game Tech	6,200	121,323	109,678	
Intuitive Surgical, Inc.	1,740	583,796	448,485	
Invesco Ltd.	6,500	149,106	156,390	
Jacobs Engr. Group, Inc.	11,050	585,178	506,643	
Joy Global, Inc.	12,400	633,686	1,075,700	
Juniper Networks, Inc.	4,600	104,459	169,832	
K S CY Southern	5,700	213,787	272,802	
Kirby Corp.	5,475	179,794	241,174	
Kroger Co.	13,850	289,156	309,686	
L S I Corp.	48,700	329,487	291,713	
Lam Resh Corp.	2,400	99,080	124,272	
Lancaster Colony Corp.	2,150	108,509	122,980	
Lazard Ltd.	3,800	135,677	150,062	
Lender Processing Svcs., Inc.	3,900	129,411	115,128	
Lincare Hldgs., Inc.	4,500	129,156	120,735	
Linear Tech Corp.	11,900	369,965	411,621	

See accompanying notes and auditor's opinion.

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

**Plan Sponsor: Trustees of the UFCW Unions and Food
Employers Pension Plan of Central Ohio**

Plan Sponsor EIN: 31-6089168

Plan Number: 001

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

December 31, 2010

(a)	(b)	(c)	(d)	(e)
Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investments Including Par Value, Interest Rate, Maturity Date, and Number of Shares	Cost	Current Value	
Common stock (continued)				
Lubrizol Corp.	4,675	\$ 452,272	\$ 499,664	
M E M C Electr. Matls., Inc.	35,661	896,164	401,543	
Manpower, Inc.	4,300	233,685	269,868	
Marvell Tech Group	5,200	104,576	96,460	
MasterCard, Inc.	1,700	255,899	380,987	
Mead Johnson Nutrition Co.	1,600	67,187	99,600	
Meredith Corp.	7,750	278,685	268,537	
Mettler-Toledo Intl., Inc.	1,000	105,671	151,210	
Microchip Tech., Inc.	16,575	572,849	567,031	
Micron Tech, Inc.	17,700	134,458	141,954	
Micros Sys., Inc.	2,200	84,692	96,492	
Mine Safety Appliances Co.	3,750	101,194	116,738	
Mohawk Inds., Inc.	3,650	192,275	207,174	
Molex, Inc.	13,575	300,752	256,160	
Molson Coors Brewing Co.	3,800	180,576	190,722	
N Y S E Euronext	13,000	375,566	389,740	
National Cinemedia, Inc.	5,900	124,491	117,469	
Netapp, Inc.	16,000	504,732	879,360	
Netflix, inc.	3,750	439,850	658,875	
Neustar, Inc.	7,900	214,358	205,795	
Newell Rubbermaid, Inc.	13,250	217,184	240,885	
Nexen, Inc.	9,500	205,908	217,550	
Oracle Corp.	17,400	323,118	544,620	
Owens Ill., Inc.	5,100	180,747	156,570	
Parametric Technology Corp.	8,500	152,826	191,505	
Parker-Hannifin Corp.	1,200	60,354	103,560	
Patterson Cos., Inc.	13,150	292,918	402,785	
Petsmart, Inc.	7,550	203,067	300,641	

See accompanying notes and auditor's opinion.

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

**Plan Sponsor: Trustees of the UFCW Unions and Food
Employers Pension Plan of Central Ohio**

Plan Sponsor EIN: 31-6089168

Plan Number: 001

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

December 31, 2010

(a)	(b)	(c)	(d)	(e)
Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investments Including Par Value, Interest Rate, Maturity Date, and Number of Shares	Cost	Current Value	
Common stock (continued)				
Pico Hldgs., Inc.	3,675	\$ 122,453	\$ 116,865	
Polo, Ralph Lauren Corp.	6,400	439,451	709,888	
Pool Corp.	5,600	161,266	126,224	
Precision Castparts Corp.	5,355	320,333	745,470	
Priceline Com, Inc.	3,056	397,259	1,221,025	
Principal Finl. Group, Inc.	8,450	231,472	275,132	
Protective Life Corp.	8,550	269,928	227,772	
Qualcomm, Inc.	8,750	389,414	433,037	
Red Hat, Inc.	2,800	82,231	127,820	
Renaissance R.E. Hldgs., Inc.	5,300	268,602	337,557	
Republic Svcs., Inc.	10,300	312,432	307,558	
Resmed, Inc.	4,800	109,964	166,272	
Rockwell Collins, Inc.	3,100	145,929	180,606	
Ruddick Corp.	5,100	128,043	187,884	
S B A Communications Corp.	8,000	236,472	327,520	
S E I Investments Co.	5,400	117,375	128,466	
S M Energy Co.	4,350	115,398	256,345	
S P X Corp.	6,050	347,199	432,514	
Scansource, Inc.	6,950	183,118	221,705	
Sempra Energy, Inc.	4,000	189,788	209,920	
Sherwin-Williams Co.	4,975	303,232	416,656	
Shire	3,000	169,273	217,140	
Sigma-Aldrich Corp.	4,450	210,760	296,192	
Spectrum Group Intl., Inc.	4,777	8,837	11,943	
St. Joe Co.	7,775	233,672	169,884	
St. Jude Med., Inc.	11,900	419,929	508,725	
Stanley Black & Decker, Inc.	7,700	406,370	514,899	
Starbucks Corp.	22,500	356,263	722,925	

See accompanying notes and auditor's opinion.

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

**Plan Sponsor: Trustees of the UFCW Unions and Food
Employers Pension Plan of Central Ohio**

Plan Sponsor EIN: 31-6089168

Plan Number: 001

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

December 31, 2010

(a)	(b)	(c)	(d)	(e)
Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investments Including Par Value, Interest Rate, Maturity Date, and Number of Shares	Cost	Current Value	
Common stock (continued)				
Strayer, Ed, Inc.	500	\$ 85,072	\$ 76,110	
Stryker Corp.	5,400	201,931	289,980	
Sun Trust Banks, Inc.	8,000	177,006	236,080	
T D Ameritrade Hldg. Corp.	5,400	100,879	102,546	
Teletch Hldgs., Inc.	8,475	146,521	174,500	
Teradata Corp.	2,800	97,673	115,248	
Tiffany & Co.	13,450	693,840	837,531	
Torchmark Corp.	3,000	139,891	179,220	
Tyco Electronics Ltd.	9,200	283,029	325,680	
Tyco Intl. Ltd.	14,050	476,335	582,232	
U R S Corp.	5,500	222,495	228,855	
U T D Stationers, Inc.	2,750	121,969	175,477	
Ultra Pete Corp.	2,500	131,892	119,425	
UrbanOutfitters, Inc.	17,200	508,816	615,932	
V C A Antech, Inc.	5,400	111,995	125,766	
Valspar Corp.	5,750	145,722	198,260	
Viacom, Inc.	13,900	456,519	550,579	
Virgin Media, Inc.	16,900	270,051	460,356	
Waters Corp.	6,750	407,060	524,542	
Weatherford Intl. Ltd.	10,000	172,028	228,000	
West Pharmaceutical Svcs., Inc.	2,550	99,232	105,060	
Western Union Co.	22,200	397,962	412,254	
Whirlpool Corp.	2,300	183,799	204,309	
Whiting Pete Corp.	1,400	107,096	164,066	
Whole Foods Mkt., Inc.	3,000	97,491	151,770	
Woodward Governor Co.	3,725	102,024	139,911	
X L Group, Inc.	13,900	252,543	303,298	
Zimmer Hldgs., Inc.	6,900	314,056	370,392	
Total common stock		\$ 48,831,365	\$ 64,097,007	

See accompanying notes and auditor's opinion.

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

**Plan Sponsor: Trustees of the UFCW Unions and Food
Employers Pension Plan of Central Ohio**

Plan Sponsor EIN: 31-6089168

Plan Number: 001

**Schedule H, Line 4i - Schedule of Assets Held at End of Year
December 31, 2010**

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investments Including Par Value, Interest Rate, Maturity Date, and Number of Shares	Cost	Current Value
	U.S. Government and agency obligations			
	FDIC Gtd. Notes	250,000, 2.980%, due 12/06/20	\$ 249,683	\$ 249,684
	Fed. Home Loan Mtg. Corp.	749,518, 5.000%, due 02/01/40	775,365	786,560
	Fed. Home Loan Mtg. Corp.	616,666, 5.500%, due 05/01/37	621,965	666,024
	Fed. Natl. Mtg. Assn.	200,000, zero cpn, due 07/05/14	189,040	186,640
	Fed. Natl. Mtg. Assn.	1,310,746, 5.500%, due 02/01/38	1,376,283	1,409,576
	Fed. Natl. Mtg. Assn.	156,999, 5.500%, due 03/01/23	163,672	169,996
	Fed. Natl. Mtg. Assn.	252,702, 7.000%, due 01/01/36	260,175	285,349
	Fed. Natl. Mtg. Assn.	216,245, 6.000%, due 08/25/44	230,030	238,274
	Gov. Natl. Mtg. Assn.	191,615, 6.500%, due 10/20/38	203,950	201,249
	Gov. Natl. Mtg. Assn.	37,026, 7.000%, due 10/15/14	39,722	39,966
	Gov. Natl. Mtg. Assn.	3,077, 6.000%, due 11/15/37	3,158	3,390
	Gov. Natl. Mtg. Assn.	615,000, 5.065%, due 12/16/36	611,444	667,765
	Gov. Natl. Mtg. Assn.	300,000, 4.947%, due 11/16/39	310,992	323,223
	Small Bus. Admin. Gtd.	319,073, 6.070%, due 03/01/22	352,376	353,239
	Small Bus. Admin. Gtd.	213,998, 6.900%, due 09/01/17	214,030	234,688
	Small Bus. Admin. Gtd.	233,989, 5.980%, due 02/01/22	256,657	252,748
	Small Bus. Admin. Gtd.	173,144, 5.720%, due 01/01/29	187,753	190,074
	Small Bus. Admin. Gtd.	224,678, 5.459%, due 02/10/17	243,495	242,707
	Small Bus. Admin. Gtd.	220,790, 5.524%, due 03/01/16	239,351	233,892
	U.S. Treasury Bonds	2,125,000, 6.250%, due 08/15/23	2,700,391	2,670,859
	U.S. Treasury Notes	116,000, 2.250%, due 05/31/14	121,148	119,997
	U.S. Treasury Notes	962,000, 1.875%, due 10/31/17	963,620	914,501
	U.S. Treasury Notes	595,000, 1.375%, due 11/30/15	584,707	578,219
	U.S. Treasury Notes	1,570,000, 2.250%, due 11/30/17	1,539,967	1,526,703
	U.S. Treasury Notes	2,105,000, 2.625%, due 11/15/20	2,022,395	1,985,607
	Total U.S. Government and agency obligations		\$ 14,461,369	\$ 14,530,930

See accompanying notes and auditor's opinion.

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

**Plan Sponsor: Trustees of the UFCW Unions and Food
Employers Pension Plan of Central Ohio**

Plan Sponsor EIN: 31-6089168

Plan Number: 001

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

December 31, 2010

(a)	(b)	(c)	(d)	(e)
		Description of Investments Including Par Value, Interest Rate, Maturity Date, and Number of Shares	Cost	Current Value
Corporate bonds				
	1st Finl. Cr. Card Mater Note Tr.	185,000, 3.000%, due 04/17/17	\$ 180,066	\$ 183,089
	1st Finl. Cr. Card Mater Note Tr.	310,000, 3.720%, due 06/17/19	309,990	309,988
	1st Un. Natl. Bank. Coml. Mtg. Tr.	159,376, 6.423%, due 08/15/33	163,883	161,110
	AAMES Mtg. Invt. Tr.	255,000, floating, due 10/25/35	221,850	237,338
	Ace Secs. Corp. Home Equity Ln.	225,000, floating, due 04/25/35	172,125	176,562
	Aegon	110,000, 4.750%, due 06/01/13	114,475	115,139
	AGL Cap. Corp.	200,000, 4.950%, due 01/15/15	210,000	210,692
	American Home Mtg. Invt. Tr.	542,520, 4.967%, due 09/25/35	531,754	516,571
	American Home Mtg. Invt. Tr.	269,158, 5.500%, due 02/25/45	272,830	209,546
	Americredit	195,000, 1.180%, due 02/06/14	195,000	195,134
	Ameriquet Mtg.	328,407, 3.036% due 05/25/33	253,292	316,767
	Ameriquet Mtg.	290,000, floating, due 09/25/35	223,300	216,799
	Axis Specialty Fin.	160,000, 5.875%, due 06/01/20	159,398	159,749
	Banc America Mtg. Secs.	521,108, various, due 06/25/34	506,941	196,025
	Bank America	225,000, 5.300%, due 03/15/17	222,401	228,022
	Bear Stearns Asset Backed Secs.	119,464, 0.661%, due 03/25/35	96,094	100,612
	Bear Stearns Coml. Mtg. Tr.	212,251, 5.280%, due 06/11/50	217,599	215,923
	Becton Dickinson	325,000, 3.250%, due 11/12/20	324,834	305,052
	Berkshire Hathaway	220,000, 2.450%, due 12/15/15	219,516	218,650
	Black & Decker Corp.	11,000, 8.950%, due 04/15/14	13,090	13,079
	BNSF RY Co.	227,192, 4.830%, due 01/15/23	211,021	241,959
	BNSF RY Co.	287,246, 4.967%, due 04/01/23	314,534	295,664
	BNSF RY Co.	160,923, 5.996%, due 04/01/24	184,788	178,282
	Chase Mtg. Fin. Tr.	285,762, 3.051%, due 02/25/37	247,898	152,281
	Citicorp Mtg. Secs. Tr.	124,074, 6.000%, due 10/25/36	123,299	126,256
	Citigroup Residential	220,000, 5.939%, due 07/25/36	209,000	214,568
	CME Group, Inc.	310,000, 5.750%, due 02/01/14	344,630	343,247
	Collegiate Fdg. Svcs. Ed. Ln. Tr.	65,877, 0.473%, due 06/28/21	65,568	65,703
	Coml. Mtg. Pass-Thru	399,288, 3.156%, due 11/01/15	411,266	400,187

See accompanying notes and auditor's opinion.

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

**Plan Sponsor: Trustees of the UFCW Unions and Food
Employers Pension Plan of Central Ohio**

Plan Sponsor EIN: 31-6089168

Plan Number: 001

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

December 31, 2010

(a)	(b)	(c)	(d)	(e)
		Description of Investments Including Par Value, Interest Rate, Maturity Date, and Number of Shares	Cost	Current Value
Identity of Issuer, Borrower, Lessor, or Similar Party				
Corporate bonds (continued)				
Comm. 2004-RS1		450,000, 4.196%, due 03/03/41	\$ 449,984	\$ 360,108
Comm. 2004-RS1		418,541, 4.018%, due 03/03/41	413,212	382,354
Coronado CDO Ltd.		300,000, 6.000%, due 09/04/38	309,000	51,753
CPS Auto Receivables Tr.		275,127, 2.890%, due 03/15/16	275,109	274,754
CR Suisse		260,000, 6.000%, due 02/15/18	272,519	278,796
Credit Suisse		140,000, 5.500%, due 06/25/35	133,350	146,213
CWABS, Inc.		200,000, floating, due 12/25/34	168,000	157,624
CWABS, Inc.		270,000, floating, due 04/25/35	217,688	228,728
CWABS, Inc.		159,377, 0.661%, due 05/25/35	117,142	116,785
CWABS, Inc.		285,000, floating, due 06/25/35	236,550	265,504
CWABS, Inc.		430,000, floating, due 06/25/35	303,475	305,319
CWALT, Inc.		229,866, 6.000%, due 09/25/34	223,544	233,030
Dean W. Discover & Co.		195,000, 6.750%, due 01/01/16	208,321	212,566
Delta Air Lines		200,000, 4.950%, due 11/23/20	200,000	200,750
Deutsche Alt.		177,737, 4.970%, due 09/25/33	166,684	169,038
Entergy Ark, Inc.		300,000, 5.000%, due 07/01/18	300,840	300,564
Express Pipeline Ltd. Ptnshp.		63,333, 6.470%, due 12/31/11	69,817	63,798
Federal Home Loan Mtg. Corp.		347,214, 5.231%, due 05/25/43	376,727	357,835
Fid. Invs.		195,000, 7.570%, due 06/15/29	217,743	206,778
First Un. Cap. One		160,000, 7.935%, due 01/15/27	141,600	164,598
G S Mtg. Secs. Corp.		315,000, 0.701%, due 03/25/35	236,775	288,578
Gen. American Life Insurance		310,000, 7.625%, due 01/15/24	331,857	346,419
Genworth Global Fdg.		115,000, 5.750%, due 05/15/13	116,689	120,303
Goldman Sachs		220,000, 6.150%, due 04/01/18	237,349	242,262
Gov. Natl. Mtg. Assn.		360,000, various, due 10/16/32	388,734	398,003
Gov. Natl. Mtg. Assn.		275,000, various, due 12/16/32	292,359	293,588
Gov. Natl. Mtg. Assn.		265,000, 4.947%, due 05/16/33	284,544	286,713
Gov. Natl. Mtg. Assn.		200,000, 5.481%, due 05/16/34	216,125	216,199
Gov. Natl. Mtg. Assn.		275,000, 5.627%, due 06/16/34	302,500	299,493

See accompanying notes and auditor's opinion.

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

**Plan Sponsor: Trustees of the UFCW Unions and Food
Employers Pension Plan of Central Ohio**

Plan Sponsor EIN: 31-6089168

Plan Number: 001

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

December 31, 2010

(a)	(b)	(c)	(d)	(e)
		Description of Investments Including Par Value, Interest Rate, Maturity Date, and Number of Shares	Cost	Current Value
Identity of Issuer, Borrower, Lessor, or Similar Party				
Corporate bonds (continued)				
Gov. Natl. Mtg. Assn.		250,000, various, due 09/16/34	\$ 269,375	\$ 272,660
Gov. Natl. Mtg. Assn.		250,000, various, due 09/16/34	276,953	276,564
Gov. Natl. Mtg. Assn.		300,000, 4.907%, due 03/16/35	315,586	327,492
Gov. Natl. Mtg. Assn.		140,000, 5.121%, due 12/16/46	150,850	153,611
Great Riv. Energy		279,128, 5.829%, due 07/01/17	310,530	315,577
GSR Mortgage Loan Trust		197,248, 5.500%, due 03/25/35	192,317	181,882
Home Equity Ast. Tr.		155,000, floating, due 08/25/35	117,025	125,331
Home Loan Tr.		245,000, 5.640%, due 07/25/21	225,706	236,875
HSBC Bank		375,000, 6.000%, due 08/09/17	422,561	404,587
John Deer Capital Corp.		325,000, 2.800%, due 09/18/17	324,405	315,582
JP Morgan Chase		250,000, 4.400%, due 07/22/20	253,525	246,062
JP Morgan Chase Bk.		250,000, 5.875%, due 06/13/16	283,865	273,427
JP Morgan Chase Com. Mtg.		300,000, 4.879%, due 01/12/38	265,277	317,839
JP Morgan Mtg. Tr.		357,051, 6.500%, due 08/26/22	335,806	367,158
JP Morgan RV Marine Tr.		460,326, 4.060%, due 04/15/22	460,299	359,948
Key Bank		280,000, 5.091%, due 03/26/15	295,705	292,057
Keycorp Student Ln. Tr.		275,016, floating, due 06/27/25	264,875	263,864
Keycorp Student Ln. Tr.		331,336, 0.588%, due 10/28/41	277,494	301,652
Korea Elec. Power Corp.		350,000, 6.500%, due 04/01/96	225,750	238,424
Lai Veh. Lease Securitization Tr.		250,000, 2.550%, due 09/15/16	249,625	249,625
LB-UBS Com.. Mtg. Tr.		1,819, 6.510%, due 12/15/26	1,867	1,821
MA Mutual Life Ins. Co.		220,000, 7.625%, due 11/15/23	246,226	254,492
Manufacturers & Traders Tr. Co.		355,000, floating, due 12/28/20	294,650	336,267
Master Alternative Loan Trust		69,677, 6.000%, due 07/25/34	70,189	70,426
Merck & Co., Inc.		245,000, 3.875%, due 01/15/21	242,209	243,475
Morgan Stanley Cap I, Inc.		165,000, 5.191%, due 11/14/42	162,319	134,463
Nasdaq OMX Group		260,000, 2.500%, due 08/15/13	248,300	260,975
National City		200,000, floating, due 12/29/49	223,000	224,930
Nat. Collegiate Student Loan Tr.		256,154, floating, due 08/25/23	250,390	251,749

See accompanying notes and auditor's opinion.

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

**Plan Sponsor: Trustees of the UFCW Unions and Food
Employers Pension Plan of Central Ohio**

Plan Sponsor EIN: 31-6089168

Plan Number: 001

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

December 31, 2010

(a)	(b)	(c)	(d)	(e)
		Description of Investments Including Par Value, Interest Rate, Maturity Date, and Number of Shares	Cost	Current Value
Identity of Issuer, Borrower, Lessor, or Similar Party				
Corporate bonds (continued)				
Nat. Collegiate Student Loan Tr.		255,000, floating, due 02/25/28	\$ 225,356	\$ 225,633
National CY Bank		430,000, 5.800%, due 06/07/17	451,413	463,840
Nelnet Student Loan Trust		505,000, floating, due 11/25/17	522,721	521,123
Nelnet Student Loan Trust		250,000, 3.550%, due 10/25/38	240,000	247,500
Northern Trust Co.		180,000, 6.500%, due 08/15/18	201,686	210,460
Northstar Ed. Fin., Inc.		418,773, 0.388%, due 10/28/26	412,622	415,937
Northstar Ed. Fin., Inc.		195,030, 1.038%, due 10/30/45	186,453	195,186
Novastar Mtg. Fdg.		130,000, floating, due 06/25/35	102,050	111,932
NYCTL 2008-A Tr.		72,627, 6.940%, due 01/10/22	72,802	72,683
NYCTL 2009-a Tr.		114,714, 6.190%, due 01/10/23	114,786	115,585
Park Pl. Secs., Inc.		150,000, floating, due 05/25/35	115,688	119,155
Park Pl. Secs., Inc.		190,000, 0.711%, due 06/25/35	146,300	145,837
Partnerre Fin.		315,000, 6.875%, due 06/01/18	337,831	344,982
Principal Life, Inc.		240,000, 5.100%, due 04/15/14	254,717	258,839
Raymond James Finl.		315,000, 8.600%, due 08/15/19	314,946	373,316
Reinsurance Group Amer., Inc.		200,000, 5.625%, due 03/15/17	203,774	207,801
Renaissancere		280,000, 5.875%, due 02/15/13	299,390	296,369
Renre N. Amer. Hldgs.		250,000, 5.750%, due 03/15/20	246,853	250,985
Republic		200,000, 7.750%, due 11/15/26	199,000	204,376
Residential Accredit Loans, Inc.		131,657, 5.000%, due 11/25/18	133,169	134,519
Residential Accredit Loans, Inc.		404,688, 4.000%, due 07/25/33	397,922	401,066
Residential Asset Mtg. Prods., Inc.		187,987, 7.000%, due 06/25/32	194,566	194,670
Residential Fdg. Mtg. Secs. II, Inc.		7,318, 5.330%, due 09/25/20	7,317	7,278
Rio Tino Fin. USA		260,000, 3.500%, due 11/02/20	249,839	246,810
Santander		145,000, 6.500%, due 12/31/40	152,613	139,293
Shell Intl. Fin.		290,000, 4.000%, due 03/21/14	309,488	308,588
Shurgard Storage Centers, Inc.		292,000, 5.875%, due 03/15/13	293,974	314,115
SLM Private Cr. Student Loan Tr.		200,000, various, due 12/16/19	200,000	199,999
SLM Student Loan Tr.		330,000, 1.756%, due 03/15/28	323,194	330,000

See accompanying notes and auditor's opinion.

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

**Plan Sponsor: Trustees of the UFCW Unions and Food
Employers Pension Plan of Central Ohio**

Plan Sponsor EIN: 31-6089168

Plan Number: 001

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

December 31, 2010

(a)	(b)	(c)	(d)	(e)
Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investments Including Par Value, Interest Rate, Maturity Date, and Number of Shares	Cost	Current Value	
Corporate bonds (continued)				
Small Bus. Admin. Gtd.	626,951, 4.941%, due 09/01/15	\$ 667,916	\$ 675,289	
Small Bus. Admin. Gtd.	291,765, 6.350%, due 03/01/18	304,262	318,984	
Small Bus. Admin. Gtd.	252,636, 5.879%, due 05/01/26	273,005	274,917	
Small Bus. Admin. Gtd.	440,967, 5.680%, due 06/01/28	476,492	478,793	
Small Bus. Admin. Gtd.	369,403, 6.770%, due 11/01/28	401,828	413,827	
Smart Serv. 2010-1	475,000, various, due 02/14/14	477,505	474,896	
Soundview Home Equity Ln. tr.	135,000, floating, due 11/25/35	104,119	111,475	
Specialty	227,518, 5.500%, due 10/25/34	226,771	227,518	
Structured Asset Secs. Corp.	147,955, 5.500%, due 10/25/33	147,215	147,015	
Structured Ast.	193,861, 5.180%, due 10/25/34	177,383	171,370	
TR CTF	173,031, various, due 04/26/37	168,194	176,362	
Trapeza	200,000, various, due 11/09/42	142,000	73,922	
US Bank	250,000, floating, due 04/29/20	250,000	253,645	
UTD Parcel Service, Inc.	285,000, 3.125%, due 01/15/21	281,993	264,764	
Verizon Wireless	415,000, 5.550%, due 02/01/14	462,522	457,623	
Western Union Co.	300,000, 5.930%, due 10/01/16	293,910	335,861	
Westpac Bkg. Corp.	370,000, 3.000%, due 12/09/15	369,608	369,306	
Total corporate bonds		\$ 33,320,551	\$ 32,854,706	
Municipal bonds				
Access to Loans for Learning				
Student Loan Co.	109,924, various, due 10/25/16	\$ 110,000	\$ 109,921	
Columbus Ohio	315,000, 5.140%, due 07/01/23	317,596	326,857	
FL Hurricane Catastrophe Fund	600,000, floating, due 10/15/12	571,867	586,632	
George Washington Univ. DC	175,000, 5.095%, due 09/15/32	178,820	185,462	
Kentucky Asset	430,000, 3.165%, due 04/01/18	430,000	419,456	
New York NY	300,000, 2.250%, due 03/01/13	300,000	299,826	
Ohio St. Major New St.				
Infrastructure	300,000, 3.000%, due 06/15/15	300,000	300,357	
OR Econ. & Cmnty. Dev.				
Comm. Econ. Dev.	455,000, 7.125%, due 01/01/16	458,640	449,217	
Texas St.	150,000, 3.973%, due 04/01/24	149,906	138,697	
Total municipal bonds		\$ 2,816,829	\$ 2,816,425	

See accompanying notes and auditor's opinion.

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

**Plan Sponsor: Trustees of the UFCW Unions and Food
Employers Pension Plan of Central Ohio**

Plan Sponsor EIN: 31-6089168

Plan Number: 001

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

December 31, 2010

(a)	(b)	(c)	(d)	(e)
Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investments Including Par Value, Interest Rate, Maturity Date, and Number of Shares	Cost	Current Value	
Mutual funds				
American Europacific Growth	735,706	\$ 25,277,190	\$ 30,436,138	
Dodge & Cox Intl. Stock Fund	881,330	27,094,734	31,472,295	
Templeton Instl. Funds Foreign Smaller Cos.	1,349,506	20,557,708	23,859,273	
		\$ 72,929,632	\$ 85,767,706	
Common and collective funds				
BHMS Large Cap Value Fund	1,824,097	\$ 29,598,453	\$ 25,159,045	
JPMCB Liquidity Fund	848	848	848	
JPMCB Strategic Property Fund	9,209	16,723,970	13,297,476	
K2 Institutional Investors II, Ltd.	17,529	20,946,639	22,430,874	
NGTI Collective Short Term Investment Fund	1	7,110,406	7,110,406	
NIS Fixed Income Arbitrage Fund Ltd.	5,005	5,004,990	8,093,865	
NIS High Yield Fund, LLC	254	3,291,742	5,194,747	
NIS Preferred Stock Fund II, LLC	3,249,339	5,118,642	9,174,396	
SSGA Flagship S&P 500 Fund	107,809	25,482,715	28,112,821	
Total common and collective funds		\$ 113,278,405	\$ 118,574,478	
Separate account				
ULLICO Separate Account J Fund	2,046	\$ 24,574,735	\$ 22,775,308	

See accompanying notes and auditor's opinion.

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

**Plan Sponsor: Trustees of the UFCW Unions and Food
Employers Pension Plan of Central Ohio**

Plan Sponsor EIN: 31-6089168

Plan Number: 001

**Schedule H, Line 4i - Schedule of Assets Held at End of Year
December 31, 2010**

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investments Including Par Value, Interest Rate, Maturity Date, and Number of Shares	Cost	Current Value
Partnerships				
	Mesirow Institutional Multi- Strategy Fund, L.P.	21,000,000	\$ 21,000,000	\$ 25,683,093
	Portfolio Advisors Private Equity Fund V - Buyout	5,916,641	5,916,641	5,796,783
	Portfolio Advisors Private Equity Fund V - Special Situation	6,267,793	6,267,794	7,058,079
	TCW Capital Trust	7,602,992	7,602,992	8,361,176
	Total partnerships		<u>\$ 40,787,427</u>	<u>\$ 46,899,131</u>
Other				
	ABS Alpha Ltd.	137,770	15,504,958	16,540,628
	Attalus Long-Short Equity Fund Ltd. Series 03/08	800	8,000,000	7,427,733
	Attalus Long-Short Equity Fund Ltd. Series 04/08	750	7,500,000	7,174,317
	Export Import Bank Korea	285,000	283,232	266,243
	RREEF America REIT II, Inc.	202,783	\$ 22,231,440	\$ 15,969,446
	Total other		<u>\$ 53,519,630</u>	<u>\$ 47,378,367</u>
Cash and cash equivalents				
	Cash		<u>\$ 1,794,709</u>	<u>\$ 1,794,709</u>
Total			<u>\$ 406,314,652</u>	<u>\$ 437,488,767</u>

See accompanying notes and auditor's opinion.

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

**Plan Sponsor: Trustees of the UFCW Unions and Food
Employers Pension Plan of Central Ohio
Plan Sponsor EIN: 31-6089168
Plan Number: 001**

**Schedule H, Line 4j - Schedule of Reportable Transactions
For the Year Ended December 31, 2010**

The following series of transactions exceeded 5% of the fair value of Plan assets at January 1, 2010:

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Identity of Party Involved	Description of Assets, Interest Rate and Maturity in Case of a Loan	Purchase Price	Selling Price	Lease Rental	Expense Incurred with Transaction	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain (Loss)
Northern Trust Co.	NGTI Collective Short Term Investment Fund	\$ 115,519,163	\$ 117,443,818	\$	\$	\$ 115,519,163 117,443,818	\$ 115,519,163 117,443,818	\$
Northern Trust Co.	American Europacific Growth	25,277,191				25,277,191	25,277,191	

See accompanying notes and auditor's opinion.

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Schedule of Employer Contributions - Regular **For the Year Ended December 31, 2010**

Brodbecks Markets, Inc.		\$	17,200
Great Scot, Inc.			
Hillsboro and Shelby			23,121
The Kroger Co.			
Cincinnati Division	\$	8,248,266	
Columbus Division		8,280,527	
Dayton Division		<u>3,973,793</u>	20,502,586
Mansfield Distributing Company			19,336
McClurg Groceries, Inc.			1,992
UFCW Union			
Local #1059			82,680
Local #75			76,081
UFCW Unions and Employers Benefit			
Plan of the Southwestern Ohio Area			33,926
UFCW Unions and Employers Health			
and Welfare Plan of Central Ohio			<u>35,390</u>
 Total employer contributions - regular		\$	<u><u>20,792,312</u></u>

See accompanying notes and auditor's opinion.

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Schedules of Administrative Expenses **For the Years Ended December 31, 2010 and 2009**

	Shared Expenses (Note 2)	Direct Charges	Combined	
			2010	2009
Salaries	\$ 142,721	\$	\$ 142,721	\$ 135,002
Payroll taxes	11,450		11,450	11,247
Employees health and welfare expense	40,678		40,678	35,797
Employees pension expense	8,371		8,371	10,019
Profit sharing plan expense				3,128
Legal fees and expenses		185,275	185,275	197,272
Auditing and accounting fees		44,250	44,250	50,700
Actuarial and consulting fees		292,358	292,358	302,907
Data processing consulting fees	28,692		28,692	10,192
Office rent	12,624		12,624	13,577
Printing, stationery and office expenses	13,203	77,590	90,793	33,098
Bank service fees		37,460	37,460	29,799
Postage	19,161	2,319	21,480	48,811
Data processing equipment use charges	6,285		6,285	3,079
Telephone	2,534		2,534	1,197
Insurance				
PBGC termination insurance		231,741	231,741	217,422
Fiduciary responsibility		61,948	61,948	62,118
Bonding and liability		1,557	1,557	1,557
Pension verification expense		3,175	3,175	1,774
Social Security Administration, wage data expense		4,999	4,999	18,218
Medical examinations		2,560	2,560	2,562
Meeting expenses		10,656	10,656	18,747
	<u>\$ 285,719</u>	<u>\$ 955,888</u>	<u>\$ 1,241,607</u>	<u>\$ 1,208,223</u>

See accompanying notes and auditor's opinion.

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Schedules of Investment Expenses **For the Years Ended December 31, 2010 and 2009**

	<u>2010</u>	<u>2009</u>
Investment manager fees		
Alliance Bernstein	\$	\$ 120,067
AXA Rosenberg		34,842
Barrow, Hanley, Mewhinney & Strauss, Inc.	144,276	121,101
Clifton Group	28,486	44,733
Cramer Rosenthal McGlynn LLC	130,045	135,583
Dearborn Partners LLC	231,341	291,876
Fiduciary Management, Inc.	94,502	97,331
J.P. Morgan Investment Management, Inc.	95,057	212,976
National Investment Services, Inc.	214,848	217,180
RREEF	174,304	78,303
State Street Global Advisors	5,234	5,428
Times Square Capital Management, LLC	126,897	131,393
Union Labor Life Insurance Company	<u>163,963</u>	<u>199,241</u>
	\$ <u>1,408,953</u>	\$ <u>1,690,054</u>
Investment analysis fees		
Marquette Associates, Inc.	\$ <u>62,500</u>	\$ <u>62,500</u>
Custodial income collection and safekeeping fees		
The Northern Trust Company	\$ <u>159,613</u>	\$ <u>156,421</u>
Total investment expenses	\$ <u><u>1,631,066</u></u>	\$ <u><u>1,908,975</u></u>

See accompanying notes and auditor's opinion.

UFCW Unions and Food Employers Pension Plan of Central Ohio

EIN: 31-6089168

Plan Number: 001

Attachment E to 2010 Schedule MB of Form 5500

Schedule MB, line 6 – Summary of Plan Provisions

The following is a brief summary of principal plan provisions as in effect on the valuation date. Plan provisions which apply infrequently or to a limited group of participants may be omitted from this summary. The plan document will govern if there is any discrepancy with this summary.

Participation

A person initially becomes an Active Participant on the January 1 or July 1 following the last to occur of:

- (a) the date on which an employer makes contributions on the person's behalf,
- (b) the person's 21st birthday, and
- (c) completion of 520 hours of service.

Definitions

Plan Year

Twelve-month period ending December 31.

Covered Employment

Employment with respect to which contributions are made or due to be made to the fund.

Contribution Hours

Hours worked in Covered Employment or other hours on behalf of which contributions are required to be made to the fund.

UFCW Unions and Food Employers Pension Plan of Central Ohio

EIN: 31-6089168

Plan Number: 001

Attachment E to 2010 Schedule MB of Form 5500

Schedule MB, line 6 – Summary of Plan Provisions
(Continued)

Vesting Service

In general, one year of Vesting Service is credited for each calendar year in which 520 or more Contribution Hours are earned. Special rules apply to (i) periods of employment that precede Covered Employment, (ii) periods of employment that are not covered by a collective bargaining agreement, and (iii) the first calendar year in which an employer joined the Plan.

Benefit Service

The service credited to the participant through December 31, 1975 according to the terms and provisions of the plan in effect on that date, plus service credited on and after January 1, 1976 in accordance with the following schedule:

<u>Contribution Hours in the Plan Year</u>	<u>Years of Benefit Service</u>
Less than 520	None
520 – 749	0.25
750 – 799	0.38
800 – 899	0.43
900 – 999	0.48
1,000 – 1,099	0.53
1,100 – 1,199	0.58
1,200 – 1,299	0.63
1,300 – 1,399	0.68
1,400 – 1,499	0.73
1,500 – 1,599	0.78
1,600 – 1,699	0.83
1,700 – 1,799	0.88
1,800 or more	1.00

UFCW Unions and Food Employers Pension Plan of Central Ohio

EIN: 31-6089168

Plan Number: 001

Attachment E to 2010 Schedule MB of Form 5500

Schedule MB, line 6 – Summary of Plan Provisions
(Continued)

Special rules apply (a) in cases where an Employer's contributions are temporarily suspended, (b) in the calendar year in which an employee commences participation, (c) for years in which an employee earned Vesting Service but did not have contributions made to the Plan on his behalf, (d) in the year in which his Employer initially joined the Plan, and (e) to employees of The Kroger Company Store in Batesville, Indiana prior to June 1, 1966

*Normal Retirement Date
(NRD)*

Later of the date on which the participant attains age 65 or completes five years of participation.

Accrued Monthly Pension

For Participants who first enter the Plan on or after January 1, 2005, a monthly pension equal to \$15.00 per year of Benefit Service earned prior to January 1, 2007 plus \$7.20 per year of Benefit Service earned between January 1, 2007 and December 31, 2009, plus \$10.00 per year of Benefit Service earned after January 1, 2010.. For other Participants, the monthly benefit determined as follows:

For Benefit Service Earned Prior to January 1, 2005

<u>Hourly Contribution Rate</u>	<u>Monthly Amount Per Year of Benefit Service</u>
\$0.56 or More	\$49.82
\$0.53 -- \$0.55	\$49.12
\$0.45 -- \$0.52	\$44.27
\$0.40 -- \$0.44	\$41.22
\$0.35 -- \$0.39	\$38.02
\$0.30 -- \$0.34	\$35.02
Less Than \$0.30	\$32.02

UFCW Unions and Food Employers Pension Plan of Central Ohio

EIN: 31-6089168

Plan Number: 001

Attachment E to 2010 Schedule MB of Form 5500

Schedule MB, line 6 – Summary of Plan Provisions
(Continued)

For Benefit Service Earned During 2005

<u>Hourly</u> <u>Contribution Rate</u>	<u>Monthly Amount</u> <u>Per Year of Benefit Service</u>
\$0.61	\$40.00
\$0.58	\$39.30
\$0.50	\$34.45
\$0.45	\$31.40
\$0.40	\$28.20
\$0.35	\$25.20
Less than \$0.35	\$22.20

For Benefit Service Earned During 2006

<u>Hourly</u> <u>Contribution Rate</u>	<u>Monthly Amount</u> <u>Per Year of Benefit Service</u>
\$0.69	\$40.00
\$0.66	\$39.30
\$0.58	\$34.45
\$0.53	\$31.40
\$0.48	\$28.20
\$0.43	\$25.20
Less than \$0.43	\$22.20

UFCW Unions and Food Employers Pension Plan of Central Ohio

EIN: 31-6089168

Plan Number: 001

Attachment E to 2010 Schedule MB of Form 5500

Schedule MB, line 6 – Summary of Plan Provisions
(Continued)

For Benefit Service Earned During 2007

<u>Hourly</u> <u>Contribution Rate</u>	<u>Monthly Amount</u> <u>Per Year of Benefit Service</u>
\$1.01	\$22.42
\$0.98	\$22.10
\$0.90	\$19.92
\$0.85	\$18.55
\$0.80	\$17.11
\$0.75	\$15.76

For Benefit Service Earned During 2008*

<u>Hourly</u> <u>Contribution Rate</u>	<u>Monthly Amount</u> <u>Per Year of Benefit Service</u>
\$1.01	\$22.42
\$0.98	\$22.10
\$0.90	\$19.92
\$0.85	\$18.55
\$0.80	\$17.11
\$0.75	\$15.76

For Benefit Service Earned After December 31, 2008**

<u>Hourly</u> <u>Contribution Rate</u>	<u>Monthly Amount</u> <u>Per Year of Benefit Service</u>
\$1.11	\$22.42
\$1.00	\$19.92
\$0.90	\$17.11
\$0.85	\$17.11

UFCW Unions and Food Employers Pension Plan of Central Ohio

EIN: 31-6089168

Plan Number: 001

Attachment E to 2010 Schedule MB of Form 5500

Schedule MB, line 6 – Summary of Plan Provisions
(Continued)

*The benefit multipliers in effect for participants in the Kroger Cincinnati Bargaining Division during 2008 were \$22.42 (if employer contribution rate equals \$1.11 per hour), and \$17.11 (if employer contribution rate equals \$0.85 per hour).

**The benefit multiplier in effect for participants in the Kroger Dayton Bargaining Division during 2009 who were subject to a contribution rate of \$0.80 per hour was \$17.11. Benefit accruals were suspended from May 1, 2009 through December 31, 2009 for all Plan participants.

For Benefit Service earned after January 1, 2010, the benefit multiplier per year of service is based on “Tiers”, which generally depend on Participants’ dates of hire, as follows:

<u>Tier</u>	<u>Benefit Multiplier</u>
I	\$20.00
II	\$15.00
III	\$10.00

Note: The above tables are generally applicable to all Participants. However, a slightly different table may apply to Participants if their employer did not adopt the Rehabilitation Plan schedule applicable to the Kroger Co., or their employer did not increase its hourly contribution rate effective January 1, 2005, or to Participants who did not earn at least 520 Contribution Hours in any of the following periods:

- (a) October 1, 1986 to September 30, 1991;
- (b) October 1, 1991 to September 30, 1996;
- (c) October 1, 1996 to September 30, 1998; and
- (d) On and after October 1, 1998.

UFCW Unions and Food Employers Pension Plan of Central Ohio

EIN: 31-6089168

Plan Number: 001

Attachment E to 2010 Schedule MB of Form 5500

Schedule MB, line 6 – Summary of Plan Provisions
(Continued)

Eligibility for Benefits

Normal Pension

Retirement on or after NRD.

Unreduced Early

Retirement prior to January 1, 2010 but following the earliest of (a) and (b) below:

Retirement

- (a) Retirement prior to NRD but after attaining age 62 (age 60 for Benefit Service earned before January 1, 2005) and completing 5 years of participation; and
- (b) Retirement on or after attaining age 55 and completing 30 or more years of Vesting Service, provided that contributions were made to the Plan of at least \$0.58 per hour (\$0.53 per hour for Benefit Service earned before January 1, 2005) for at least 520 hours.

Reduced Early Retirement

Retirement prior to NRD but after attaining age 55 and completing 10 years of Vesting Service.

Disability Retirement

Completion of 20 years of Vesting Service (10 years of Vesting Service if disability began before January 1, 2005) and qualification for disability benefits under the Federal Social Security Act after 6 months of disability. The disability retirement benefit was eliminated for participants who become disabled on or after January 1, 2010.

Deferred Vested

Termination of Covered Employment for reasons other than death or retirement after completing 5 or more years of Vesting Service.

UFCW Unions and Food Employers Pension Plan of Central Ohio

EIN: 31-6089168

Plan Number: 001

Attachment E to 2010 Schedule MB of Form 5500

Schedule MB, line 6 – Summary of Plan Provisions
(Continued)

<i>Preretirement Surviving Spouse Pension</i>	A benefit is payable to the spouse of any Participant who dies after earning the right to a vested benefit providing (a) they have been married for at least one year prior to the Participant's death, and (b) they have earned at least 520 Contribution Hours.
---	---

Benefits Paid Upon the Following Events

<i>Normal Retirement</i>	Accrued Monthly Pension as of NRD.
--------------------------	------------------------------------

<i>Unreduced Early Retirement</i>	Accrued Monthly pension as of retirement, unreduced for early commencement.
-----------------------------------	---

<i>Early Retirement</i>	For retirements prior to February 1, 2010, a monthly pension benefit equal to the sum of (a), (b) and (c) below: a) The Accrued Monthly Pension attributable to Benefit Service earned before January 1, 2005, reduced 3% per year for each year that retirement precedes age 60, plus b) The Accrued Monthly Pension attributable to Benefit Service earned between January 1, 2005 and December 31, 2006, reduced 4.2% per year for each of the first 5 years, and 6% per year for each additional year that retirement precedes age 62, plus c) The Accrued Monthly Pensions attributable to Benefit Service earned after December 31, 2006, reduced 6% per year for each year that retirement precedes age 65.
-------------------------	---

For retirements on and after February 1, 2010, the Accrued Monthly Pension attributable to all Benefit Service, reduced 6% per year for each year that retirement precedes age 65.

UFCW Unions and Food Employers Pension Plan of Central Ohio

EIN: 31-6089168

Plan Number: 001

Attachment E to 2010 Schedule MB of Form 5500

Schedule MB, line 6 – Summary of Plan Provisions
(Continued)

Deferred Vested

Accrued Monthly Pension payable at NRD. A Participant with 10 or more years of Vesting Service may elect to have benefits commence prior to NRD, but not before age 55. For retirements prior to February 1, 2010, a monthly pension benefit equal to the greater of (a) or (b) below:

- (a) The Accrued Monthly Pension benefit attributable to all Benefit Service, reduced 6% per year for each year that retirement precedes age 65, or
- (b) The Accrued Monthly Pension benefit as of December 31, 2004, reduced by 3% per year for each year that retirement precedes age 60.

For retirements on or after February 1, 2010, the Accrued Monthly Pension benefit attributable to all Benefit Service, reduced by 6% per year for each year that retirement precedes age 65.

*Preretirement Surviving
Spouse Pension*

50% of the benefit that would have been payable under the 50% contingent annuitant option, payable as of the date on which the Participant would have attained age 55.

*Normal and Optional
Forms of Payment*

The basic pension benefits described above are payable on a life annuity basis. Unmarried employees receive the basic benefit. Married employees receive a benefit which is the basic benefit actuarially reduced to provide the spouse with a 50% contingent annuity benefit. A 50% contingent annuity benefit with pop-up and a 75% contingent annuity benefit are also available. For retirements prior to February 1, 2010, a Level Income Option (with or without a 50% contingent annuity benefit) was available.

UFCW Unions and Food Employers Pension Plan of Central Ohio

EIN: 31-6089168

Plan Number: 001

Attachment E to 2010 Schedule MB of Form 5500

Schedule MB, line 6 – Summary of Plan Provisions
(Continued)

Other Provisions

Under the 2010 Rehabilitation Plan, alternate schedules were adopted and provided to non-Kroger employers. Since the benefits under those schedules apply to a limited group of participants, they have been omitted from this summary.

Changes Since the Prior Valuation

The following changes to the plan of benefits were made in connection with the Rehabilitation Plan. As permitted under IRS guidelines, these changes were recognized on a pro rata basis for funding purposes in 2010.

- (1) Effective February 1, 2010, all level income forms of payment were eliminated.
- (2) The unreduced early retirement benefit (55&30) will be eliminated with respect to annuity starting dates on or after January 1, 2012.
- (3) Effective February 1, 2010, all early retirement benefits (other than the 55&30 Pension) will be subject to a 6% per year reduction for each year that retirement precedes age 65.
- (4) Effective January 1, 2010, the accrual rates were changed to \$20 per month for Tier I participants, \$15 per month for Tier II participants, and \$10 per month for Tier III participants
- (5) Effective February 1, 2010, all deferred vested benefits will be subject to a 6% per year reduction for each year that retirement precedes age 65.
- (6) Effective January 1, 2010, the disability retirement benefit was eliminated.
- (7) The above changes generally apply to employees of The Kroger Co.; alternative Rehabilitation Plan schedules were prepared and adopted during 2010 for non-Kroger employers.

Contributions

Employers make contributions to fund the Plan in accordance with the terms of applicable collective bargaining agreements. Employee contributions are neither required nor permitted.

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Plan Sponsor: Trustees of the UFCW Unions and Food

Employers Pension Plan of Central Ohio

Plan Sponsor EIN: 31-6089168

Plan Number: 001

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

December 31, 2010

(a)	(b)	(c)	(d)	(e)
Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investments Including Par Value, Interest Rate, Maturity Date, and Number of Shares	Cost	Current Value	
Common stock				
5th 3rd Bancorp Co.	24,500	\$ 286,339	\$ 359,660	
A D R ASML Hldg.	5,400	119,990	207,036	
A D R Intercontinental Hotels Group	6,300	117,029	124,299	
A D R Mindray Med. Intl. Ltd.	3,000	87,103	79,200	
Accenture	9,100	298,019	441,259	
Activision Blizzard, Inc.	18,900	224,518	235,116	
Affiliated Managers Group, Inc.	2,450	152,214	243,089	
Aflac, Inc.	4,800	161,973	270,864	
Agrium, Inc.	9,525	621,341	873,919	
Air Prod. & Chem., Inc.	1,950	123,572	177,353	
Allegheny Technologies, Inc.	4,200	149,731	231,756	
Alliance Data Systems Corp.	7,600	482,295	539,828	
Alliant Techsystems, Inc.	3,525	288,160	262,366	
Amazon Com., Inc.	4,400	220,203	792,000	
Amdocs Ord.	11,400	377,962	313,158	
American Electric Power Co., Inc.	6,150	199,308	221,277	
American Tower Corp.	4,600	152,919	237,544	
Ameriprise Finl., Inc.	3,500	150,710	201,425	
AmerisourceBergen Corp.	12,823	337,792	437,521	
Ametek, Inc.	3,600	89,609	141,300	
Amphenol Corp.	16,425	538,829	866,912	
Analog Devices, Inc.	4,700	126,364	177,049	
Apple, Inc.	2,925	181,957	943,488	
Aptargroup, Inc.	6,025	134,827	286,609	
Arrow Electric, Inc.	14,150	310,413	484,638	
Assured Guaranty Ltd.	7,700	166,665	136,290	
Autodesk, Inc.	23,750	718,368	907,250	
Avery Dennison Corp.	8,900	311,022	376,826	
B M C Software, Inc.	19,075	615,313	899,196	

See accompanying notes and auditor's opinion.

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Plan Sponsor: Trustees of the UFCW Unions and Food

Employers Pension Plan of Central Ohio

Plan Sponsor EIN: 31-6089168

Plan Number: 001

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

December 31, 2010

(a)	(b)	(c)	(d)	(e)
Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investments Including Par Value, Interest Rate, Maturity Date, and Number of Shares	Cost	Current Value	
Common stock (continued)				
Baker Hughes, Inc.	6,400	\$ 258,382	\$ 365,888	
Beacon Roofing Supply, Inc.	7,075	100,878	126,430	
Bemis Co., Inc.	6,850	181,656	223,721	
Berkley, W.R. Corp.	12,000	307,056	328,560	
Bio Rad Labs, Inc.	1,700	112,095	176,545	
Bristow Group, Inc.	6,100	212,629	288,835	
Broadcom Corp.	3,600	104,781	156,780	
Broadridge Finl. Solutions, Inc.	8,525	183,740	186,953	
C B Richard Ellis Group, Inc.	36,575	659,886	749,056	
C H Robinson Worldwide, Inc.	8,960	467,084	718,502	
C M S Energy Corp.	11,700	177,649	217,620	
C R Bard	2,000	156,802	183,540	
Cameron Intl. Corp.	9,200	385,525	466,716	
Carefusion Corp.	11,850	284,065	304,545	
Carlisle Co., Inc.	6,500	178,832	258,310	
Cephalon, Inc.	2,300	147,238	141,956	
Church & Dwight, Inc.	2,200	125,573	151,844	
Cimarex Energy Co.	1,300	97,105	115,089	
Cintas Corp.	7,800	189,912	218,088	
Cisco Systems, Inc.	21,275	476,590	430,393	
Citrix Systems, Inc.	13,600	424,864	930,376	
Coach, Inc.	2,700	117,436	149,337	
Coamerica, Inc.	7,450	265,709	314,688	
Coca-Cola Enterprises, Inc.	9,100	200,928	227,773	
Cognizant Technology Solutions Corp	8,775	406,444	643,120	
Conagra Foods, Inc.	6,500	141,143	146,770	
Concho Res, Inc.	900	74,817	78,903	
Cooper Industries	13,450	655,847	784,000	

See accompanying notes and auditor's opinion.

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Plan Sponsor: Trustees of the UFCW Unions and Food

Employers Pension Plan of Central Ohio

Plan Sponsor EIN: 31-6089168

Plan Number: 001

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

December 31, 2010

(a)	(b)	(c)	(d)	(e)
Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investments Including Par Value, Interest Rate, Maturity Date, and Number of Shares	Cost	Current Value	
Common stock (continued)				
Copart, Inc.	1,500	\$ 50,472	\$ 56,025	
Core Laboratories	1,000	83,508	89,050	
Covance, Inc.	4,600	179,432	236,486	
Cree, Inc.	8,150	562,374	537,004	
Crown Holdings, Inc.	6,400	163,346	213,632	
Cummins, Inc.	12,075	356,251	1,328,371	
Darden Restaurants, Inc.	8,500	314,604	394,740	
Davita, Inc.	8,900	426,434	618,461	
Deere & Co.	8,950	681,196	743,297	
Denbury Res., Inc.	16,100	244,754	307,349	
Developers Diversified Realty Corp.	15	80	211	
Discovery Communications, Inc.	8,100	135,308	297,189	
Dolby Laboratories, Inc.	9,700	482,194	646,990	
Dresser-Rand Group, Inc.	6,725	142,646	286,418	
Dun & Bradstreet Corp.	3,438	250,683	282,225	
E Q T Corp.	5,400	200,967	242,136	
Eagle Materials, Inc.	6,775	202,625	191,394	
Ecolab, Inc.	5,400	217,419	272,268	
Edison International	8,150	284,527	314,590	
Express Scripts, Inc.	13,856	340,178	748,917	
F M C Technologies, Inc.	5,406	317,880	480,647	
F5 Networks, Inc.	2,200	271,689	286,352	
Family Dollar Stores, Inc.	4,550	115,040	226,181	
Flir Systems, Inc.	4,400	121,692	130,900	
Flowers Foods, Inc.	6,450	165,956	173,570	
Flowserve Corp.	6,100	557,012	727,242	
Gallagher, Arthur J. & Co.	13,850	343,801	402,758	
Global Pmts., Inc.	3,100	121,832	143,251	

See accompanying notes and auditor's opinion.

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Plan Sponsor: Trustees of the UFCW Unions and Food

Employers Pension Plan of Central Ohio

Plan Sponsor EIN: 31-6089168

Plan Number: 001

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

December 31, 2010

(a)	(b)	(c)	(d)	(e)
Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investments Including Par Value, Interest Rate, Maturity Date, and Number of Shares	Cost	Current Value	
Common stock (continued)				
Goldman Sachs Group, Inc.	1,375	\$ 134,999	\$ 231,220	
Google, Inc.	925	355,432	549,422	
Group 1 Automotive, Inc.	5,575	112,948	232,812	
Guess, Inc.	4,800	178,855	227,136	
H S N, Inc.	5,550	151,416	170,052	
Harte-Hanks, Inc.	17,200	389,622	219,644	
Hasbro, Inc.	2,800	82,631	132,104	
Henry, Jack & Assoc., Inc.	10,750	220,359	313,362	
Herbalife Ltd.	3,000	100,057	205,110	
Hologic, Inc.	5,400	87,962	101,628	
Hunt, J.B. Trans. Svcs., Inc.	5,875	134,814	239,759	
I H S, Inc.	2,100	110,145	168,819	
Intl. Game Tech	6,200	121,323	109,678	
Intuitive Surgical, Inc.	1,740	583,796	448,485	
Invesco Ltd.	6,500	149,106	156,390	
Jacobs Engr. Group, Inc.	11,050	585,178	506,643	
Joy Global, Inc.	12,400	633,686	1,075,700	
Juniper Networks, Inc.	4,600	104,459	169,832	
K S CY Southern	5,700	213,787	272,802	
Kirby Corp.	5,475	179,794	241,174	
Kroger Co.	13,850	289,156	309,686	
L S I Corp.	48,700	329,487	291,713	
Lam Resh Corp.	2,400	99,080	124,272	
Lancaster Colony Corp.	2,150	108,509	122,980	
Lazard Ltd.	3,800	135,677	150,062	
Lender Processing Svcs., Inc.	3,900	129,411	115,128	
Lincare Hldgs., Inc.	4,500	129,156	120,735	
Linear Tech Corp.	11,900	369,965	411,621	

See accompanying notes and auditor's opinion.

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Plan Sponsor: Trustees of the UFCW Unions and Food

Employers Pension Plan of Central Ohio

Plan Sponsor EIN: 31-6089168

Plan Number: 001

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

December 31, 2010

(a)	(b)	(c)	(d)	(e)
Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investments Including Par Value, Interest Rate, Maturity Date, and Number of Shares	Cost	Current Value	
Common stock (continued)				
Lubrizol Corp.	4,675	\$ 452,272	\$ 499,664	
M E M C Electr. Matls., Inc.	35,661	896,164	401,543	
Manpower, Inc.	4,300	233,685	269,868	
Marvell Tech Group	5,200	104,576	96,460	
MasterCard, Inc.	1,700	255,899	380,987	
Mead Johnson Nutrition Co.	1,600	67,187	99,600	
Meredith Corp.	7,750	278,685	268,537	
Mettler-Toledo Intl., Inc.	1,000	105,671	151,210	
Microchip Tech., Inc.	16,575	572,849	567,031	
Micron Tech, Inc.	17,700	134,458	141,954	
Micros Sys., Inc.	2,200	84,692	96,492	
Mine Safety Appliances Co.	3,750	101,194	116,738	
Mohawk Inds., Inc.	3,650	192,275	207,174	
Molex, Inc.	13,575	300,752	256,160	
Molson Coors Brewing Co.	3,800	180,576	190,722	
N Y S E Euronext	13,000	375,566	389,740	
National Cinemedia, Inc.	5,900	124,491	117,469	
Netapp, Inc.	16,000	504,732	879,360	
Netflix, inc.	3,750	439,850	658,875	
Neustar, Inc.	7,900	214,358	205,795	
Newell Rubbermaid, Inc.	13,250	217,184	240,885	
Nexen, Inc.	9,500	205,908	217,550	
Oracle Corp.	17,400	323,118	544,620	
Owens Ill., Inc.	5,100	180,747	156,570	
Parametric Technology Corp.	8,500	152,826	191,505	
Parker-Hannifin Corp.	1,200	60,354	103,560	
Patterson Cos., Inc.	13,150	292,918	402,785	
Petsmart, Inc.	7,550	203,067	300,641	

See accompanying notes and auditor's opinion.

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Plan Sponsor: Trustees of the UFCW Unions and Food

Employers Pension Plan of Central Ohio

Plan Sponsor EIN: 31-6089168

Plan Number: 001

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

December 31, 2010

(a)	(b)	(c)	(d)	(e)
Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investments Including Par Value, Interest Rate, Maturity Date, and Number of Shares	Cost	Current Value	
Common stock (continued)				
Pico Hldgs., Inc.	3,675	\$ 122,453	\$ 116,865	
Polo, Ralph Lauren Corp.	6,400	439,451	709,888	
Pool Corp.	5,600	161,266	126,224	
Precision Castparts Corp.	5,355	320,333	745,470	
Priceline Com, Inc.	3,056	397,259	1,221,025	
Principal Finl. Group, Inc.	8,450	231,472	275,132	
Protective Life Corp.	8,550	269,928	227,772	
Qualcomm, Inc.	8,750	389,414	433,037	
Red Hat, Inc.	2,800	82,231	127,820	
Renaissance R.E. Hldgs., Inc.	5,300	268,602	337,557	
Republic Svcs., Inc.	10,300	312,432	307,558	
Resmed, Inc.	4,800	109,964	166,272	
Rockwell Collins, Inc.	3,100	145,929	180,606	
Ruddick Corp.	5,100	128,043	187,884	
S B A Communications Corp.	8,000	236,472	327,520	
S E I Investments Co.	5,400	117,375	128,466	
S M Energy Co.	4,350	115,398	256,345	
S P X Corp.	6,050	347,199	432,514	
Scansource, Inc.	6,950	183,118	221,705	
Sempra Energy, Inc.	4,000	189,788	209,920	
Sherwin-Williams Co.	4,975	303,232	416,656	
Shire	3,000	169,273	217,140	
Sigma-Aldrich Corp.	4,450	210,760	296,192	
Spectrum Group Intl., Inc.	4,777	8,837	11,943	
St. Joe Co.	7,775	233,672	169,884	
St. Jude Med., Inc.	11,900	419,929	508,725	
Stanley Black & Decker, Inc.	7,700	406,370	514,899	
Starbucks Corp.	22,500	356,263	722,925	

See accompanying notes and auditor's opinion.

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Plan Sponsor: Trustees of the UFCW Unions and Food

Employers Pension Plan of Central Ohio

Plan Sponsor EIN: 31-6089168

Plan Number: 001

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

December 31, 2010

(a)	(b)	(c)	(d)	(e)
		Description of Investments Including Par Value, Interest Rate, Maturity Date, and Number of Shares	Cost	Current Value
Identity of Issuer, Borrower, Lessor, or Similar Party				
Common stock (continued)				
Strayer, Ed, Inc.	500	\$	85,072	\$ 76,110
Stryker Corp.	5,400		201,931	289,980
Sun Trust Banks, Inc.	8,000		177,006	236,080
T D Ameritrade Hldg. Corp.	5,400		100,879	102,546
Teletech Hldgs., Inc.	8,475		146,521	174,500
Teradata Corp.	2,800		97,673	115,248
Tiffany & Co.	13,450		693,840	837,531
Torchmark Corp.	3,000		139,891	179,220
Tyco Electronics Ltd.	9,200		283,029	325,680
Tyco Intl. Ltd.	14,050		476,335	582,232
U R S Corp.	5,500		222,495	228,855
U T D Stationers, Inc.	2,750		121,969	175,477
Ultra Pete Corp.	2,500		131,892	119,425
UrbanOutfitters, Inc.	17,200		508,816	615,932
V C A Antech, Inc.	5,400		111,995	125,766
Valspar Corp.	5,750		145,722	198,260
Viacom, Inc.	13,900		456,519	550,579
Virgin Media, Inc.	16,900		270,051	460,356
Waters Corp.	6,750		407,060	524,542
Weatherford Intl. Ltd.	10,000		172,028	228,000
West Pharmaceutical Svcs., Inc.	2,550		99,232	105,060
Western Union Co.	22,200		397,962	412,254
Whirlpool Corp.	2,300		183,799	204,309
Whiting Pete Corp.	1,400		107,096	164,066
Whole Foods Mkt., Inc.	3,000		97,491	151,770
Woodward Governor Co.	3,725		102,024	139,911
X L Group, Inc.	13,900		252,543	303,298
Zimmer Hldgs., Inc.	6,900		314,056	370,392
Total common stock		\$	48,831,365	\$ 64,097,007

See accompanying notes and auditor's opinion.

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Plan Sponsor: Trustees of the UFCW Unions and Food

Employers Pension Plan of Central Ohio

Plan Sponsor EIN: 31-6089168

Plan Number: 001

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

December 31, 2010

(a)	(b)	(c)	(d)	(e)
Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investments Including Par Value, Interest Rate, Maturity Date, and Number of Shares	Cost	Current Value	
U.S. Government and agency obligations				
FDIC Gtd. Notes	250,000, 2.980%, due 12/06/20	\$ 249,683	\$ 249,684	
Fed. Home Loan Mtg. Corp.	749,518, 5.000%, due 02/01/40	775,365	786,560	
Fed. Home Loan Mtg. Corp.	616,666, 5.500%, due 05/01/37	621,965	666,024	
Fed. Natl. Mtg. Assn.	200,000, zero cpn, due 07/05/14	189,040	186,640	
Fed. Natl. Mtg. Assn.	1,310,746, 5.500%, due 02/01/38	1,376,283	1,409,576	
Fed. Natl. Mtg. Assn.	156,999, 5.500%, due 03/01/23	163,672	169,996	
Fed. Natl. Mtg. Assn.	252,702, 7.000%, due 01/01/36	260,175	285,349	
Fed. Natl. Mtg. Assn.	216,245, 6.000%, due 08/25/44	230,030	238,274	
Gov. Natl. Mtg. Assn.	191,615, 6.500%, due 10/20/38	203,950	201,249	
Gov. Natl. Mtg. Assn.	37,026, 7.000%, due 10/15/14	39,722	39,966	
Gov. Natl. Mtg. Assn.	3,077, 6.000%, due 11/15/37	3,158	3,390	
Gov. Natl. Mtg. Assn.	615,000, 5.065%, due 12/16/36	611,444	667,765	
Gov. Natl. Mtg. Assn.	300,000, 4.947%, due 11/16/39	310,992	323,223	
Small Bus. Admin. Gtd.	319,073, 6.070%, due 03/01/22	352,376	353,239	
Small Bus. Admin. Gtd.	213,998, 6.900%, due 09/01/17	214,030	234,688	
Small Bus. Admin. Gtd.	233,989, 5.980%, due 02/01/22	256,657	252,748	
Small Bus. Admin. Gtd.	173,144, 5.720%, due 01/01/29	187,753	190,074	
Small Bus. Admin. Gtd.	224,678, 5.459%, due 02/10/17	243,495	242,707	
Small Bus. Admin. Gtd.	220,790, 5.524%, due 03/01/16	239,351	233,892	
U.S. Treasury Bonds	2,125,000, 6.250%, due 08/15/23	2,700,391	2,670,859	
U.S. Treasury Notes	116,000, 2.250%, due 05/31/14	121,148	119,997	
U.S. Treasury Notes	962,000, 1.875%, due 10/31/17	963,620	914,501	
U.S. Treasury Notes	595,000, 1.375%, due 11/30/15	584,707	578,219	
U.S. Treasury Notes	1,570,000, 2.250%, due 11/30/17	1,539,967	1,526,703	
U.S. Treasury Notes	2,105,000, 2.625%, due 11/15/20	2,022,395	1,985,607	
Total U.S. Government and agency obligations		\$ 14,461,369	\$ 14,530,930	

See accompanying notes and auditor's opinion.

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Plan Sponsor: Trustees of the UFCW Unions and Food

Employers Pension Plan of Central Ohio

Plan Sponsor EIN: 31-6089168

Plan Number: 001

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

December 31, 2010

(a)	(b)	(c)	(d)	(e)
Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investments Including Par Value, Interest Rate, Maturity Date, and Number of Shares	Cost	Current Value	
Corporate bonds				
1st Finl. Cr. Card Mater Note Tr.	185,000, 3.000%, due 04/17/17	\$ 180,066	\$ 183,089	
1st Finl. Cr. Card Mater Note Tr.	310,000, 3.720%, due 06/17/19	309,990	309,988	
1st Un. Natl. Bank. Coml. Mtg. Tr.	159,376, 6.423%, due 08/15/33	163,883	161,110	
AAMES Mtg. Invt. Tr.	255,000, floating, due 10/25/35	221,850	237,338	
Ace Secs. Corp. Home Equity Ln.	225,000, floating, due 04/25/35	172,125	176,562	
Aegon	110,000, 4.750%, due 06/01/13	114,475	115,139	
AGL Cap. Corp.	200,000, 4.950%, due 01/15/15	210,000	210,692	
American Home Mtg. Invt. Tr.	542,520, 4.967%, due 09/25/35	531,754	516,571	
American Home Mtg. Invt. Tr.	269,158, 5.500%, due 02/25/45	272,830	209,546	
Americredit	195,000, 1.180%, due 02/06/14	195,000	195,134	
Ameritrust Mtg.	328,407, 3.036% due 05/25/33	253,292	316,767	
Ameritrust Mtg.	290,000, floating, due 09/25/35	223,300	216,799	
Axis Specialty Fin.	160,000, 5.875%, due 06/01/20	159,398	159,749	
Banc America Mtg. Secs.	521,108, various, due 06/25/34	506,941	196,025	
Bank America	225,000, 5.300%, due 03/15/17	222,401	228,022	
Bear Stearns Asset Backed Secs.	119,464, 0.661%, due 03/25/35	96,094	100,612	
Bear Stearns Coml. Mtg. Tr.	212,251, 5.280%, due 06/11/50	217,599	215,923	
Becton Dickinson	325,000, 3.250%, due 11/12/20	324,834	305,052	
Berkshire Hathaway	220,000, 2.450%, due 12/15/15	219,516	218,650	
Black & Decker Corp.	11,000, 8.950%, due 04/15/14	13,090	13,079	
BNSF RY Co.	227,192, 4.830%, due 01/15/23	211,021	241,959	
BNSF RY Co.	287,246, 4.967%, due 04/01/23	314,534	295,664	
BNSF RY Co.	160,923, 5.996%, due 04/01/24	184,788	178,282	
Chase Mtg. Fin. Tr.	285,762, 3.051%, due 02/25/37	247,898	152,281	
Citicorp Mtg. Secs. Tr.	124,074, 6.000%, due 10/25/36	123,299	126,256	
Citigroup Residential	220,000, 5.939%, due 07/25/36	209,000	214,568	
CME Group, Inc.	310,000, 5.750%, due 02/01/14	344,630	343,247	
Collegiate Fdg. Svcs. Ed. Ln. Tr.	65,877, 0.473%, due 06/28/21	65,568	65,703	
Coml. Mtg. Pass-Thru	399,288, 3.156%, due 11/01/15	411,266	400,187	

See accompanying notes and auditor's opinion.

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Plan Sponsor: Trustees of the UFCW Unions and Food

Employers Pension Plan of Central Ohio

Plan Sponsor EIN: 31-6089168

Plan Number: 001

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

December 31, 2010

(a)	(b)	(c)	(d)	(e)
Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investments Including Par Value, Interest Rate, Maturity Date, and Number of Shares	Cost	Current Value	
Corporate bonds (continued)				
Comm. 2004-RS1	450,000, 4.196%, due 03/03/41	\$ 449,984	\$ 360,108	
Comm. 2004-RS1	418,541, 4.018%, due 03/03/41	413,212	382,354	
Coronado CDO Ltd.	300,000, 6.000%, due 09/04/38	309,000	51,753	
CPS Auto Receivables Tr.	275,127, 2.890%, due 03/15/16	275,109	274,754	
CR Suisse	260,000, 6.000%, due 02/15/18	272,519	278,796	
Credit Suisse	140,000, 5.500%, due 06/25/35	133,350	146,213	
CWABS, Inc.	200,000, floating, due 12/25/34	168,000	157,624	
CWABS, Inc.	270,000, floating, due 04/25/35	217,688	228,728	
CWABS, Inc.	159,377, 0.661%, due 05/25/35	117,142	116,785	
CWABS, Inc.	285,000, floating, due 06/25/35	236,550	265,504	
CWABS, Inc.	430,000, floating, due 06/25/35	303,475	305,319	
CWALT, Inc.	229,866, 6.000%, due 09/25/34	223,544	233,030	
Dean W. Discover & Co.	195,000, 6.750%, due 01/01/16	208,321	212,566	
Delta Air Lines	200,000, 4.950%, due 11/23/20	200,000	200,750	
Deutsche Alt.	177,737, 4.970%, due 09/25/33	166,684	169,038	
Entergy Ark, Inc.	300,000, 5.000%, due 07/01/18	300,840	300,564	
Express Pipeline Ltd. Ptnshp.	63,333, 6.470%, due 12/31/11	69,817	63,798	
Federal Home Loan Mtg. Corp.	347,214, 5.231%, due 05/25/43	376,727	357,835	
Fid. Invs.	195,000, 7.570%, due 06/15/29	217,743	206,778	
First Un. Cap. One	160,000, 7.935%, due 01/15/27	141,600	164,598	
G S Mtg. Secs. Corp.	315,000, 0.701%, due 03/25/35	236,775	288,578	
Gen. American Life Insurance	310,000, 7.625%, due 01/15/24	331,857	346,419	
Genworth Global Fdg.	115,000, 5.750%, due 05/15/13	116,689	120,303	
Goldman Sachs	220,000, 6.150%, due 04/01/18	237,349	242,262	
Gov. Natl. Mtg. Assn.	360,000, various, due 10/16/32	388,734	398,003	
Gov. Natl. Mtg. Assn.	275,000, various, due 12/16/32	292,359	293,588	
Gov. Natl. Mtg. Assn.	265,000, 4.947%, due 05/16/33	284,544	286,713	
Gov. Natl. Mtg. Assn.	200,000, 5.481%, due 05/16/34	216,125	216,199	
Gov. Natl. Mtg. Assn.	275,000, 5.627%, due 06/16/34	302,500	299,493	

See accompanying notes and auditor's opinion.

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Plan Sponsor: Trustees of the UFCW Unions and Food

Employers Pension Plan of Central Ohio

Plan Sponsor EIN: 31-6089168

Plan Number: 001

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

December 31, 2010

(a)	(b)	(c)	(d)	(e)
Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investments Including Par Value, Interest Rate, Maturity Date, and Number of Shares		Cost	Current Value
Corporate bonds (continued)				
Gov. Natl. Mtg. Assn.	250,000, various, due 09/16/34	\$	269,375	\$ 272,660
Gov. Natl. Mtg. Assn.	250,000, various, due 09/16/34		276,953	276,564
Gov. Natl. Mtg. Assn.	300,000, 4.907%, due 03/16/35		315,586	327,492
Gov. Natl. Mtg. Assn.	140,000, 5.121%, due 12/16/46		150,850	153,611
Great Riv. Energy	279,128, 5.829%, due 07/01/17		310,530	315,577
GSR Mortgage Loan Trust	197,248, 5.500%, due 03/25/35		192,317	181,882
Home Equity Ast. Tr.	155,000, floating, due 08/25/35		117,025	125,331
Home Loan Tr.	245,000, 5.640%, due 07/25/21		225,706	236,875
HSBC Bank	375,000, 6.000%, due 08/09/17		422,561	404,587
John Deer Capital Corp.	325,000, 2.800%, due 09/18/17		324,405	315,582
JP Morgan Chase	250,000, 4.400%, due 07/22/20		253,525	246,062
JP Morgan Chase Bk.	250,000, 5.875%, due 06/13/16		283,865	273,427
JP Morgan Chase Com. Mtg.	300,000, 4.879%, due 01/12/38		265,277	317,839
JP Morgan Mtg. Tr.	357,051, 6.500%, due 08/26/22		335,806	367,158
JP Morgan RV Marine Tr.	460,326, 4.060%, due 04/15/22		460,299	359,948
Key Bank	280,000, 5.091%, due 03/26/15		295,705	292,057
Keycorp Student Ln. Tr.	275,016, floating, due 06/27/25		264,875	263,864
Keycorp Student Ln. Tr.	331,336, 0.588%, due 10/28/41		277,494	301,652
Korea Elec. Power Corp.	350,000, 6.500%, due 04/01/96		225,750	238,424
Lai Veh. Lease Securitization Tr.	250,000, 2.550%, due 09/15/16		249,625	249,625
LB-UBS Com.. Mtg. Tr.	1,819, 6.510%, due 12/15/26		1,867	1,821
MA Mutual Life Ins. Co.	220,000, 7.625%, due 11/15/23		246,226	254,492
Manufacturers & Traders Tr. Co.	355,000, floating, due 12/28/20		294,650	336,267
Master Alternative Loan Trust	69,677, 6.000%, due 07/25/34		70,189	70,426
Merck & Co., Inc.	245,000, 3.875%, due 01/15/21		242,209	243,475
Morgan Stanley Cap I, Inc.	165,000, 5.191%, due 11/14/42		162,319	134,463
Nasdaq OMX Group	260,000, 2.500%, due 08/15/13		248,300	260,975
National City	200,000, floating, due 12/29/49		223,000	224,930
Nat. Collegiate Student Loan Tr.	256,154, floating, due 08/25/23		250,390	251,749

See accompanying notes and auditor's opinion.

Plan Number: 001

Schedule H, Line 4i - Schedule of Assets Held at End of Year
December 31, 2010

(35)

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Plan Sponsor: Trustees of the UFCW Unions and Food

Employers Pension Plan of Central Ohio

Plan Sponsor EIN: 31-6089168

Plan Number: 001

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

December 31, 2010

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investments Including Par Value, Interest Rate, Maturity Date, and Number of Shares	Cost	Current Value
	Corporate bonds (continued)			
	Small Bus. Admin. Gtd.	626,951, 4.941%, due 09/01/15	\$ 667,916	\$ 675,289
	Small Bus. Admin. Gtd.	291,765, 6.350%, due 03/01/18	304,262	318,984
	Small Bus. Admin. Gtd.	252,636, 5.879%, due 05/01/26	273,005	274,917
	Small Bus. Admin. Gtd.	440,967, 5.680%, due 06/01/28	476,492	478,793
	Small Bus. Admin. Gtd.	369,403, 6.770%, due 11/01/28	401,828	413,827
	Smart Serv. 2010-1	475,000, various, due 02/14/14	477,505	474,896
	Soundview Home Equity Ln. tr.	135,000, floating, due 11/25/35	104,119	111,475
	Specialty	227,518, 5.500%, due 10/25/34	226,771	227,518
	Structured Asset Secs. Corp.	147,955, 5.500%, due 10/25/33	147,215	147,015
	Structured Ast.	193,861, 5.180%, due 10/25/34	177,383	171,370
	TR CTF	173,031, various, due 04/26/37	168,194	176,362
	Trapeza	200,000, various, due 11/09/42	142,000	73,922
	US Bank	250,000, floating, due 04/29/20	250,000	253,645
	UTD Parcel Service, Inc.	285,000, 3.125%, due 01/15/21	281,993	264,764
	Verizon Wireless	415,000, 5.550%, due 02/01/14	462,522	457,623
	Western Union Co.	300,000, 5.930%, due 10/01/16	293,910	335,861
	Westpac Bkg. Corp.	370,000, 3.000%, due 12/09/15	369,608	369,306
	Total corporate bonds		\$ 33,320,551	\$ 32,854,706
	Municipal bonds			
	Access to Loans for Learning			
	Student Loan Co.	109,924, various, due 10/25/16	\$ 110,000	\$ 109,921
	Columbus Ohio	315,000, 5.140%, due 07/01/23	317,596	326,857
	FL Hurricane Catastrophe Fund	600,000, floating, due 10/15/12	571,867	586,632
	George Washington Univ. DC	175,000, 5.095%, due 09/15/32	178,820	185,462
	Kentucky Asset	430,000, 3.165%, due 04/01/18	430,000	419,456
	New York NY	300,000, 2.250%, due 03/01/13	300,000	299,826
	Ohio St. Major New St.			
	Infrastructure	300,000, 3.000%, due 06/15/15	300,000	300,357
	OR Econ. & Cmnty. Dev.			
	Comm. Econ. Dev.	455,000, 7.125%, due 01/01/16	458,640	449,217
	Texas St.	150,000, 3.973%, due 04/01/24	149,906	138,697
	Total municipal bonds		\$ 2,816,829	\$ 2,816,425

See accompanying notes and auditor's opinion.

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Plan Sponsor: Trustees of the UFCW Unions and Food

Employers Pension Plan of Central Ohio

Plan Sponsor EIN: 31-6089168

Plan Number: 001

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

December 31, 2010

(a)	(b)	(c)	(d)	(e)
Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investments Including Par Value, Interest Rate, Maturity Date, and Number of Shares	Cost	Current Value	
Mutual funds				
American Europacific Growth	735,706	\$ 25,277,190	\$ 30,436,138	
Dodge & Cox Intl. Stock Fund	881,330	27,094,734	31,472,295	
Templeton Instl. Funds Foreign Smaller Cos.	1,349,506	20,557,708	23,859,273	
		\$ 72,929,632	\$ 85,767,706	
Common and collective funds				
BHMS Large Cap Value Fund	1,824,097	\$ 29,598,453	\$ 25,159,045	
JPMCB Liquidity Fund	848	848	848	
JPMCB Strategic Property Fund	9,209	16,723,970	13,297,476	
K2 Institutional Investors II, Ltd.	17,529	20,946,639	22,430,874	
NGTI Collective Short Term Investment Fund	1	7,110,406	7,110,406	
NIS Fixed Income Arbitrage Fund Ltd.	5,005	5,004,990	8,093,865	
NIS High Yield Fund, LLC	254	3,291,742	5,194,747	
NIS Preferred Stock Fund II, LLC	3,249,339	5,118,642	9,174,396	
SSGA Flagship S&P 500 Fund	107,809	25,482,715	28,112,821	
Total common and collective funds		\$ 113,278,405	\$ 118,574,478	
Separate account				
ULLICO Separate Account J Fund	2,046	\$ 24,574,735	\$ 22,775,308	

See accompanying notes and auditor's opinion.

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Plan Sponsor: Trustees of the UFCW Unions and Food

Employers Pension Plan of Central Ohio

Plan Sponsor EIN: 31-6089168

Plan Number: 001

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

December 31, 2010

(a)	(b)	(c)	(d)	(e)
		Description of Investments Including Par Value, Interest Rate, Maturity Date, and Number of Shares	Cost	Current Value
	Identity of Issuer, Borrower, Lessor, or Similar Party			
Partnerships				
	Mesirow Institutional Multi- Strategy Fund, L.P.	21,000,000	\$ 21,000,000	\$ 25,683,093
	Portfolio Advisors Private Equity Fund V - Buyout	5,916,641	5,916,641	5,796,783
	Portfolio Advisors Private Equity Fund V - Special Situation	6,267,793	6,267,794	7,058,079
	TCW Capital Trust	7,602,992	7,602,992	8,361,176
	Total partnerships		\$ <u>40,787,427</u>	\$ <u>46,899,131</u>
Other				
	ABS Alpha Ltd.	137,770	15,504,958	16,540,628
	Attalus Long-Short Equity Fund Ltd. Series 03/08	800	8,000,000	7,427,733
	Attalus Long-Short Equity Fund Ltd. Series 04/08	750	7,500,000	7,174,317
	Export Import Bank Korea	285,000	283,232	266,243
	RREEF America REIT II, Inc.	202,783	\$ 22,231,440	\$ 15,969,446
	Total other		\$ <u>53,519,630</u>	\$ <u>47,378,367</u>
Cash and cash equivalents				
	Cash		\$ <u>1,794,709</u>	\$ <u>1,794,709</u>
Total			\$ <u><u>406,314,652</u></u>	\$ <u><u>437,488,767</u></u>

See accompanying notes and auditor's opinion.

UFCW Unions and Food Employers Pension Plan of Central Ohio

EIN: 31-6089168

Plan Number: 001

Attachment F to 2010 Schedule MB of Form 5500
Schedule MB, line 8b – Schedule of Active Participant Data

<u>Attained</u> <u>Age</u>	<u>Years of Credited Service</u>										<u>Totals</u>
	<u>Under 1</u>	<u>1 to 4</u>	<u>5 to 9</u>	<u>10 to 14</u>	<u>15 to 19</u>	<u>20 to 24</u>	<u>25 to 29</u>	<u>30 to 34</u>	<u>35 to 39</u>	<u>40 & Up</u>	
Under 25	633	1,342	173	0	0	0	0	0	0	0	2,148
25 to 29	162	696	590	49	0	0	0	0	0	0	1,497
30 to 34	87	303	373	351	25	0	0	0	0	0	1,139
35 to 39	104	296	210	249	269	23	0	0	0	0	1,151
40 to 44	115	340	258	193	192	195	12	0	0	0	1,305
45 to 49	154	461	362	215	162	167	244	72	0	0	1,837
50 to 54	140	474	333	253	145	97	206	337	62	0	2,047
55 to 59	117	372	265	170	97	53	36	46	52	9	1,217
60 to 64	72	283	190	110	47	26	19	15	20	14	796
65 to 69	63	154	101	43	22	9	6	4	5	4	411
70 & Up	<u>33</u>	<u>158</u>	<u>112</u>	<u>35</u>	<u>14</u>	<u>2</u>	<u>3</u>	<u>5</u>	<u>3</u>	<u>3</u>	<u>368</u>
Total	1,680	4,879	2,967	1,668	973	572	526	479	142	30	13,916

Average Age: 42.8

Average Service: 8.9

UFCW Unions and Food Employers Pension Plan of Central Ohio

EIN: 31-6089168

Plan Number: 001

Attachment B to 2010 Schedule MB of Form 5500

Schedule MB, Line 4a – Illustration Supporting Actuarial Certification of Status

Actuarial Certification for the 2010 Plan Year

Attached is a copy of the actuarial certification of the status of the UFCW Union and Food Employers Pension Plan of Central Ohio under IRC Section 432 for the Plan Year beginning January 1, 2010 and ending December 31, 2010.



THE SEGAL COMPANY

January 28, 2010

*Internal Revenue Service
Employee Plans Compliance Unit
Group 7602 (SE:TEGE:EP)
Room 1700 - 17th Floor
230 S. Dearborn Street
Chicago, IL 60604*

To Whom It May Concern:

As required by the Pension Protection Act of 2006, we have completed the actuarial status certification under Internal Revenue Code Section 432 as of January 1, 2010 for the following plan:

<i>Name of Plan:</i>	<i>UFCW Unions and Food Employers Pension Plan of Central Ohio</i>
<i>Plan number:</i>	<i>EIN 31-6089168/ PN 001</i>
<i>Plan sponsor:</i>	<i>Board of Trustees, UFCW Unions and Food Employers Pension Plan of Central Ohio</i>
<i>Address:</i>	<i>4150 East Main Street, 1st Floor, Columbus, Ohio 43213</i>
<i>Phone number:</i>	<i>(614) 237-9173</i>

As of January 1, 2010, the Plan is in critical status under the Pension Protection Act of 2006.

If you have any questions on the attached certification, you may contact me at the following:

*The Segal Company
101 North Wacker Drive, Suite 500
Chicago, IL 60606
Phone number: (312) 984-8500*

Sincerely,

*Daniel V. Ciner, MAAA
Vice President and Actuary
Enrolled Actuary No. 08-05773*

Actuarial Status Certification as of January 1, 2010 under IRC Section 432 for the UFCW Unions and Food Employers Pension Plan of Central Ohio

EIN 31-6089168/ PN 001

January 28, 2010

Illustration Supporting Actuarial Certification of Status (Schedule MB, line 4a)

ACTUARIAL STATUS CERTIFICATION AS OF JANUARY 1, 2010 UNDER IRC SECTION 432

This is to certify that The Segal Company has prepared an actuarial status certification under Internal Revenue Code Section 432 for the UFCW Unions and Food Employers Pension Plan of Central Ohio as of January 1, 2010 in accordance with generally accepted actuarial principles and practices. It has been prepared at the request of the Board of Trustees to assist in administering the Fund and meeting filing and compliance requirements under federal law. This certification may not otherwise be copied or reproduced in any form without the consent of the Board of Trustees and may only be provided to other parties in its entirety.

The measurements shown in this actuarial certification may not be applicable for other purposes. Future actuarial measurements may differ significantly from the current measurements presented in this report due to such factors as the following: plan experience differing from that anticipated by the economic or demographic assumptions; changes in economic or demographic assumptions; increases or decreases expected as part of the natural operation of the methodology used for these measurements; differences in statutory interpretation and changes in plan provisions or applicable law.

This certification is based on the January 1, 2009 actuarial valuation, dated January 27, 2010. Additional assumptions required for the projections and sources of financial information used are summarized in Exhibit V.

The Segal Company does not practice law and, therefore, cannot and does not provide legal advice. Any statutory interpretations on which this certification is based reflect Segal's understanding as an actuarial firm and are subject to the review and opinion of Fund Counsel for legal sufficiency.

This certification was based on the assumption that the Plan was qualified as a multiemployer plan for the year.

I am a member of the American Academy of Actuaries and I meet the Qualification Standards of the American Academy of Actuaries to render the actuarial opinion herein. To the best of my knowledge, the information supplied in this actuarial certification is complete and accurate. As required by IRC Section 432(b)(3)(B)(iii), the projected industry activity is based on information provided by the plan sponsor. In my opinion, the projections are based on reasonable actuarial estimates, assumptions and methods that (other than projected industry activity) offer my best estimate of anticipated experience under the Plan.

Daniel V. Ciner, MAAA
Vice President and Actuary
Enrolled Actuary No. 08-05773

Actuarial Status Certification as of January 1, 2010 under IRC Section 432 for the UFCW Unions and Food Employers Pension Plan of Central Ohio

EIN 31-6089168/ PN 001

Certificate Contents

EXHIBIT I	Status Determination as of January 1, 2010
EXHIBIT II	Summary of Actuarial Valuation Projections
EXHIBIT III	Funding Standard Account Projections
EXHIBIT IV	Funding Standard Account – Projected Bases Assumed Established After January 1, 2009
EXHIBIT V	Actuarial Assumptions and Methodology

Actuarial Status Certification as of January 1, 2010 under IRC Section 432 for the UFCW Unions and Food Employers Pension Plan of Central Ohio

EIN 31-6089168/ PN 001

EXHIBIT I

Status Determination as of January 1, 2010

Status	Condition	Test Component Result	Final Result
Critical Status (Red Zone)			
1.	Funding deficiency projected in four years?		No
2.	Funding deficiency projected in five years	Yes	
	AND present value of vested benefits for non-actives more than present value of vested benefits for actives	Yes	
	AND normal cost plus interest on unfunded actuarial accrued liability (unit credit basis) greater than contributions for current year?	Yes	Yes
3.	Funding deficiency projected in five years	Yes	
	AND funded percentage <65%?	No	No
4.	Funded percentage <65%	No	
	AND assets plus contributions less than benefit payments and administrative expenses over seven years?	No	No
5.	Assets plus contributions less than benefit payments and administrative expenses over five years?		No
6.	In critical status for immediately preceding plan year and funding deficiency projected in ten years?		No
	In Critical Status?		Yes
Endangered Status (Yellow Zone)			
1.	Funded percentage <80%	N/A	
	AND not in Critical Status?	N/A	N/A
2.	Funding deficiency projected in seven years	N/A	
	AND not in Critical Status?	N/A	N/A
	In Endangered Status?		No
	In Seriously Endangered Status?		No
Neither Critical Status Nor Endangered Status (Green Zone)			
	Neither Critical nor Endangered Status?		No

Actuarial Status Certification as of January 1, 2010 under IRC Section 432 for the UFCW Unions and Food Employers Pension Plan of Central Ohio

EIN 31-6089168/ PN 001

EXHIBIT II

Summary of Actuarial Valuation Projections

The actuarial factors as of January 1, 2010 (based on projections from the January 1, 2009 valuation certificate):

				January 1, 2010
I. Asset and Contribution Information				
1.	Market value of assets			\$ 416,664,890
2.	Actuarial value of assets			493,964,628
3.	Reasonably anticipated contributions			
a.	Upcoming year			18,144,865
b.	Present value for the next five years			79,748,507
c.	Present value for the next seven years			102,720,195
II. Liabilities				
1.	Present value of vested benefits for active participants			238,913,645
2.	Present value of vested benefits for non-active participants			420,568,544
3.	Total unit credit accrued liability			668,702,921
4.	Present value of payments	Benefit Payments	Administrative Expenses	Total
a.	Next five years	\$178,531,641	\$4,443,553	\$182,975,194
b.	Next seven years	239,330,683	5,918,967	245,249,650
5.	Unit credit normal cost plus expenses			6,938,296
III. Funded Percentage (I.2)/(II.3)				73.9%
IV. Funding Standard Account				
1.	Credit Balance as of the end of prior year			\$11,446,903
2.	Years to projected funding deficiency, if within seven years			5

Actuarial Status Certification as of January 1, 2010 under IRC Section 432 for the UFCW Unions and Food Employers Pension Plan of Central Ohio

EIN 31-6089168/ PN 001

EXHIBIT III

Funding Standard Account Projections

The table below presents the Funding Standard Account Projections for the Plan Years beginning January 1, 2009 through 2016.

	Year Beginning January 1,							
	2009	2010	2011	2012	2013	2014	2015	2016
1. Credit balance at beginning of year	\$9,185,977	\$11,446,903	\$12,219,544	\$12,199,989	\$8,438,821	\$647,982	-\$6,777,475	-\$30,821,782
2. Interest on (1)	688,948	858,518	916,466	914,999	632,912	48,599	-508,311	-2,311,634
3. Normal cost	2,057,395	5,953,877	5,847,927	5,715,201	5,595,908	5,440,679	5,222,561	5,032,605
4. Administrative expenses	965,116	984,419	1,004,107	1,024,189	1,044,673	1,065,566	1,086,878	1,108,615
5. Net amortization charges	15,478,597	10,653,494	13,432,431	16,327,806	19,430,101	18,211,407	32,879,266	46,271,868
6. Interest on (3), (4) and (5)	1,387,583	1,319,384	1,521,335	1,730,040	1,955,301	1,853,824	2,939,153	3,930,982
7. Expected contributions	20,684,982	18,144,865	20,115,450	19,393,801	18,893,718	18,407,152	17,919,867	17,469,791
8. Interest on (7)	<u>775,687</u>	<u>680,432</u>	<u>754,329</u>	<u>727,268</u>	<u>708,514</u>	<u>690,268</u>	<u>671,995</u>	<u>655,117</u>
9. Credit balance at end of year (1) + (2) - (3) - (4) - (5) - (6) + (7) + (8)	\$11,446,903	\$12,219,544	\$12,199,989	\$8,438,821	\$647,982	-\$6,777,475	-\$30,821,782	-\$71,352,578

Actuarial Status Certification as of January 1, 2010 under IRC Section 432 for the UFCW Unions and Food Employers Pension Plan of Central Ohio

EIN 31-6089168/ PN 001

EXHIBIT IV

Funding Standard Account – Projected Bases Assumed Established After January 1, 2009

Schedule of Funding Standard Account Bases

Type of Base	Date Established	Base Established	Amortization Period	Amortization Payment
Experience gain	01/01/2010	-20,717,204	15	-2,183,251
Experience loss	01/01/2011	30,527,525	15	3,217,097
Experience loss	01/01/2012	33,275,566	15	3,506,695
Experience loss	01/01/2013	30,176,380	15	3,180,092
Experience gain	01/01/2014	-5,586,519	15	-588,727

Actuarial Status Certification as of January 1, 2010 under IRC Section 432 for the UFCW Unions and Food Employers Pension Plan of Central Ohio

EIN 31-6089168/ PN 001

EXHIBIT V

Actuarial Assumptions and Methodology

The actuarial assumptions and plan of benefits are as used in the January 1, 2009 actuarial valuation certificate, dated January 27, 2010, except as specifically described below. We also assumed that experience would emerge as projected, except as described below. The calculations are based on a current understanding of the requirements of the Pension Protection Act of 2006 and IRC Section 432.

Contribution Rates:

The following contribution rate changes were reflected in the certification:

Kroger Columbus

Tier	Effective January 1, 2011
I	\$1.21
II	\$1.00
III	\$0.55

Kroger Dayton

Tier	Effective July 1, 2009	Effective January 1, 2011
I	\$1.11	\$1.21
II	\$0.90	\$1.00
III	\$0.45	\$0.55

Kroger Cincinnati

Tier	Effective January 1, 2011
I	\$1.21
II	\$1.00
III	\$0.55

These changes to the contribution rates were based on formal commitments by the collective bargaining parties as provided by the plan sponsor.

Actuarial Status Certification as of January 1, 2010 under IRC Section 432 for the UFCW Unions and Food Employers Pension Plan of Central Ohio

EIN 31-6089168/ PN 001

Asset Information:

The market value of assets as of January 1, 2010 was estimated using the investment return provided by the Investment Consultant. The employer contributions were based on information about contributions provided by the Fund Administrator.

For projections after that date, the assumed administrative expenses were increased by 2% per year and the benefit payments were projected based on the January 1, 2009 actuarial valuation. The projected net investment return was assumed to be 7.50% of the average market value of assets for the 2010 - 2016 Plan Years. Any resulting investment gains or losses due to the operation of the asset valuation method are amortized over 15 years in the Funding Standard Account.

Projected Industry Activity:

As required by Internal Revenue Code Section 432, assumptions with respect to projected industry activity are based on information provided by the plan sponsor. Based on this information, employment during 2009 was estimated to be 25.8 million hours. For subsequent years, the number of active participants is assumed to remain level at 12,877 and, on the average, contributions will be made for each Tier 1 active participant for 1,900 hours per year, for each Tier 2 active participant for 1,700 hours per year, for each current Tier 3 active participant for 1,400 hours per year, for each future participant for 1,700 hours for year. An additional 1.9 million hours is added to account for contributions arising from participants who complete 18 months of service with an employer and emerge from the tunnel, or other sources. The above results in 23.3 million total hours for 2010.

In addition, eight quarterly withdrawal liability payments of \$50,000 from Seaway Food Town, Inc. due in 2010 and 2011 were reflected in the projected contribution amounts.

Actuarial Status Certification as of January 1, 2010 under IRC Section 432 for the UFCW Unions and Food Employers Pension Plan of Central Ohio

EIN 31-6089168/ PN 001

Future Normal Costs:

Based on the assumed industry activity, we have determined the Normal Cost based on an open group forecast with the number of active participants assumed to remain level at 12,877 and the new entrants to be Tier 3 participants distributed by age and sex as follows:

Average new entrant profile		
Entry Age	Male	Female
21	6%	8%
22	7	8
25	7	9
32	6	7
40	6	7
47	5	6
55	5	6
65	3	4

The Segal Company (“Segal”) does not practice law and, therefore, cannot and does not provide legal advice. The statutory interpretations on which this certification is based reflect Segal’s understanding as an actuarial firm, and are subject to the review and opinion of Fund Counsel for legal sufficiency.

5087929v1/05279.011

UFCW Union and Food Employers Pension Plan of Central Ohio

EIN: 31-6089168

Plan Number: 001

Attachment G to 2010 Schedule MB of Form 5500

Schedule MB, Lines 9c and 9h - Schedule of Funding Standard Account Charges and Credits

		<i>Initial</i>	<i>Date of First</i>	<i>Remaining</i>	<i>Outstanding</i>	<i>Amortization</i>
		<i>Amount</i>	<i>Charge</i>	<i>Period</i>	<i>Balance</i>	<i>Charge or</i>
			<i>or Credit</i>		<i>Beg. of Year</i>	<i>Credit</i>
1.	<u>Amortization Charges</u>					
a.	Initial Unfunded Actuarial Accrued Liability	\$ 19,720,205	1/1/1976	6.000	\$ 6,983,872	\$ 1,384,073
b.	1976 Plan Change	4,463,211	7/1/1976	6.500	1,688,295	314,059
c.	1980 Plan Change	2,198,580	2/1/1980	0.080	13,735	13,735
d.	1980 Plan Change	2,968,114	10/1/1980	0.750	170,348	170,348
e.	1981 Plan Change	3,343,578	1/1/1981	1.000	254,078	254,078
f.	1982 Plan Change	7,890,394	1/1/1982	2.000	1,162,107	602,056
g.	1982 Plan Change	376,190	9/1/1982	2.670	72,402	28,766
h.	1983 Plan Change	760,965	1/1/1983	3.000	162,966	58,295
i.	1984 Plan Change	8,191,782	1/1/1984	4.000	2,268,213	629,967
j.	1985 Plan Change	7,274,680	1/1/1985	5.000	2,442,275	561,529
k.	1986 Plan Change	9,811,338	1/1/1986	6.000	3,835,237	760,072
l.	1987 Plan Change	79,701	1/1/1987	7.000	35,285	6,197
m.	1987 Plan Change	10,852,638	1/1/1987	7.000	4,803,779	843,679
n.	1988 Plan Change	20,829,570	1/1/1988	8.000	10,230,434	1,624,755
o.	1992 Plan Change	4,110,747	1/1/1992	12.000	2,678,940	322,165
p.	1993 Assumption Change	10,395,331	1/1/1993	13.000	7,124,256	815,573
q.	1997 Plan Change	44,566,786	1/1/1997	17.000	35,599,285	3,510,256
r.	1998 Plan Change	10,376	1/1/1998	18.000	8,529	817
s.	1999 Plan Change	47,785,242	1/1/1999	19.000	40,294,784	3,763,754
t.	2001 Plan Change	356,297	1/1/2001	21.000	314,149	28,063
u.	2001 Plan Change	941,580	1/1/2001	6.000	500,690	99,227
v.	2001 Actuarial Loss	34,002,404	1/1/2002	7.000	20,402,711	3,583,292
w.	2002 Actuarial Loss	48,510,282	1/1/2003	8.000	32,189,372	5,112,182
x.	2003 Actuarial Loss	12,011,238	1/1/2004	9.000	8,679,879	1,265,786

UFCW Union and Food Employers Pension Plan of Central Ohio

EIN: 31-6089168

Plan Number: 001

Attachment G to 2010 Schedule MB of Form 5500

Schedule MB, Lines 9c and 9h - Schedule of Funding Standard Account Charges and Credits

	<i>Initial Amount</i>	<i>Date of First Charge or Credit</i>	<i>Remaining Period</i>	<i>Outstanding Balance Beg. of Year</i>	<i>Amortization Charge or Credit</i>
1. <u>Amortization Charges (Continued)</u>					
y. 2004 Actuarial Loss	\$ 31,240,147	1/1/2005	10.000	\$ 24,292,738	\$ 3,292,195
z. 2005 Actuarial Loss	21,654,494	1/1/2006	11.000	17,946,035	2,282,026
aa. 2006 Actuarial Loss	6,116,367	1/1/2007	12.000	5,359,823	644,564
ab. 2007 Assumption Change	62,329,916	1/1/2007	27.000	60,382,471	4,909,350
ac. 2008 PRA Elig Loss	85,573,826	1/1/2009	28.000	84,675,462	6,805,954
ad. 2009 PRA Elig Loss	14,121,391	1/1/2010	28.000	14,121,391	1,135,034
ae. Total Charges				\$ 388,693,541	\$ 44,821,847
2. <u>Amortization Credits</u>					
a. Combined Credits	\$ 204,197,882	1/1/2007	5.500	\$ 145,912,930	\$ 31,019,553
b. 2007 Plan Change	5,099,907	1/1/2007	27.000	4,940,563	401,689
c. 2007 Actuarial Gain	13,040,027	1/1/2008	13.000	12,004,050	1,374,203
d. 2008 Net Actuarial Gain	2,531,093	1/1/2009	14.000	2,434,185	266,735
e. 2009 Net Actuarial Gain	42,133,375	1/1/2010	15.000	42,133,375	4,440,161
f. 2010 Plan Change	74,158,191	2/1/2010	15.000	-	7,120,750
g. Total Charges				\$ 207,425,103	\$ 44,623,091
3. Credit Balance				\$ 13,364,159	
4. Balance Test = (1) - (2) - (3)				\$ 167,904,279	
5. Unfunded Actuarial Accrued Liability				\$ 167,904,279	

UFCW Unions and Food Employers Pension Plan of Central Ohio

EIN: 31-6089168

Plan Number: 001

Attachment I to 2010 Schedule MB of Form 5500

Schedule MB, Line 11 – Justification for Change in Actuarial Assumptions

Line 11 – Justification for Change in Actuarial Assumptions

There were four changes in the actuarial basis from the prior year:

1. The interest rate for RPA '94 Current Liability purposes was changed from 4.82% to 4.58%.
2. The mortality assumption for RPA '94 Current Liability purposes was changed from the RP-2000 Table projected to 2009 to the RP-2000 Table projected to 2010, with combined rates for annuitants and non-annuitants.
3. To reflect anticipated experience, the administrative expense assumption was increased from \$1,000,000 payable mid-year to \$1,075,000 payable mid-year.
4. To reflect anticipated experience, 90% of participants who are eligible for a 55/30 Pension prior to December 31, 2011 are assumed to retire by December 31, 2011.

Pension Relief Act

The Trustees elected the following special funding rules from the Preservation of Access to Care for Medicare Beneficiaries and Pension Relief Act of 2010:

1. Separately amortize the portion of any experience gain or loss attributable to net investment losses incurred in the 2008 Plan Year in equal annual installments (until fully amortized) over the period beginning with the plan year in which such portion is first recognized in the actuarial value of assets, and ending with the last plan year in the 30-plan year period beginning with the plan year in which such net investment loss was incurred.
2. End the application of the special amortization rule in the 2011 Plan Year after establishment of the January 1, 2011 amortization base pursuant to Q&A D-3 of IRS Notice 2010-83.
3. Change the asset valuation method in a manner which spreads the difference between expected and actual returns for the January 1, 2008 through December 31, 2008 plan year over a period of 10 years.

UFCW Unions and Food Employers Pension Plan of Central Ohio

EIN: 31-6089168

Plan Number: 001

Attachment C to 2010 Schedule MB of Form 5500

**Schedule MB, Line 4c – Documentation Regarding Progress Under Funding Improvement
or Rehabilitation Plan**

The plan is in critical status (i.e. it is in the Red Zone) for the January 1, 2010 through December 31, 2010 Plan Year for purposes of Section 305 of ERISA and Section 432 of the Internal Revenue Code. Details of the certification tests are attached in a separate exhibit.

The Plan was first certified to be in critical status for Plan Year beginning January 1, 2010 and ending December 31, 2010. The Plan has not yet entered its rehabilitation period which will begin January 1, 2013. Once the Plan enters the rehabilitation period, a statement as to whether the Plan is making the scheduled progress in meeting the requirements of the rehabilitation plan will be included.

UFCW Unions and Food Employers Pension Plan of Central Ohio

EIN: 31-6089168

Plan Number: 001

Attachment D to 2010 Schedule MB of Form 5500

Schedule MB, line 6 – Statement of Actuarial Assumptions/Methods

Actuarial Cost Method

The Actuarial Cost Method for determining the Actuarial Accrued Liability and Normal Cost is the Unit Credit Cost Method and is the same method used in the prior valuation.

Asset Valuation Method

The Actuarial Value of Assets (AVA) is determined using an adjusted market value. Under this method, a preliminary AVA is determined as the market value of assets on the valuation date less a decreasing fraction ($4/5$, $3/5$, $2/5$, $1/5$) of the gain or loss in each of the preceding four years. The gain or loss for a given year is the difference between the actual investment return (or market-to-market basis) and the assumed investment return based on the market value of assets at the beginning of the year and actual cash flow. The AVA is then the preliminary AVA subject to a minimum and maximum value equal to 20% below and 20% above market value, respectively.

This asset valuation method was modified according to the terms of the Preservation of Access to Care for Medicare Beneficiaries and Pension Relief Act of 2010. Effective January 1, 2009, the 2008 investment loss on the market value of assets is recognized over ten years.

UFCW Unions and Food Employers Pension Plan of Central Ohio

EIN: 31-6089168

Plan Number: 001

Attachment D to 2010 Schedule MB of Form 5500

Schedule MB, line 6 – Statement of Actuarial Assumptions/Methods

Investment return (net of investment expenses)

For RPA '94 Current Liability 4.58% per year

For All Other Purposes 7.50% per year

Administrative Expenses \$1,075,000 payable mid-year

Reciprocity Reserve None

Mortality -- Healthy lives Pre-retirement: RP-2000 Employee
Mortality Table
Post-retirement: RP-2000 Healthy
Annuitant Mortality Table

-- Disabled lives RP-2000 Disabled Annuitant Mortality
Table

RPA '94 Current Liability Mortality

— Healthy lives Static Mortality specified in Rev. Rul.
Section 1.430(h)(3) – 1(e) for 2010
valuation dates

— Disabled lives Mortality specified in Revenue Ruling
96-7 for Disabilities occurring post-1994

UFCW Unions and Food Employers Pension Plan of Central Ohio

EIN: 31-6089168

Plan Number: 001

Attachment D to 2010 Schedule MB of Form 5500

Schedule MB, line 6 – Statement of Actuarial Assumptions/Methods
(Continued)

Retirement

Rates varying by age, and eligibility for an Unreduced Early Retirement Pension:

<u>Age</u>	<u>Not-Eligible for 55/30 Pension</u>	<u>Eligible for 55/30 Pension</u>
55-57	0.080	0.150
58-59	0.100	0.170
60-61	0.150	0.300
62-64	0.400	0.500
65+	1.000	1.000

Withdrawal

Rates varying by age and service
Sample rates:

<u>Age</u>	<u>Service (in Years)</u>			
	<u>1</u>	<u>2</u>	<u>3</u>	<u>4 or more</u>
25	0.250	0.150	0.105	0.080
40	0.250	0.150	0.090	0.045
55	0.250	0.150	0.090	0.030

Disability

Rates varying by age.
Sample rates:

<u>Age</u>	<u>Rate</u>
25	0.0006
40	0.0009
55	0.0035

UFCW Unions and Food Employers Pension Plan of Central Ohio

EIN: 31-6089168

Plan Number: 001

Attachment D to 2010 Schedule MB of Form 5500

Schedule MB, line 6 – Statement of Actuarial Assumptions/Methods
(Continued)

Form of payment

Single life annuity

Percentage married

Rates varying by age and sex
Sample rates:

<u>Age</u>	<u>Male</u>	<u>Female</u>
25	0.642	0.641
40	0.872	0.813
55	0.888	0.715

Spouse age

Wives 3 years younger than husbands

Schedule R, Line 13e - Information on Contribution Rates and Base Units

UFCW Unions and Food Employers Pension Plan of Central Ohio

Plan Sponsor: Board of Trustees of UFCW Unions and Food Employers Pension Plan of Central Ohio

Plan Sponsor EIN: 31-6089168

Plan Number: 001

2010 Form 5500

Additional contribution rate information for The Kroger Co.

Line 13e(1) - Contribution rate	<u>\$ 0.90</u>
Line 13e(2) - Base unit measure	<u>Hourly</u>

Line 13e(1) - Contribution rate	<u>\$ 0.85</u>
Line 13e(2) - Base unit measure	<u>Hourly</u>

Line 13e(1) - Contribution rate	<u>\$ 0.45</u>
Line 13e(2) - Base unit measure	<u>Hourly</u>

Schedule R, Summary of Funding Improvement Plan

Plan Name: UFCW Unions and Food Employers Pension Plan of Central Ohio

Plan Sponsor: Board of Trustees, UFCW Unions and Food Employers Pension Plan of Central Ohio

Rehabilitation Period: January 1, 2013 – December 31, 2022

Rehabilitation Plan: Benefit Changes (Alt. Schedule – The Kroger Co.)

- Early Retirement Benefits reduced by 6% per year prior to age 65
- Level Income Option eliminated
- Unreduced Pension Date eliminated (except for transition of 55/30 pension)
- Disability Pension benefit eliminated
- Benefit accrual rates: \$20/month (Tier I), \$15/month (Tier II), and \$10/month (Tier III), and
- 55/30 Pension eliminated for benefit commencement dates after January 1, 2012.

Contribution Changes (Alt. Schedule – The Kroger Co.)

- Uniform contribution rate of \$0.90/hour effective January 1, 2012 on all hours worked by employees for whom contributions are required under a CBA, and
- Employer contributions first required following completion of 12 months of service (reduced from 18 months)

In addition, proportionate benefit changes and contribution increases were made with respect to non-Kroger employers.

Schedule of Expected Progress:

Plan Year Ending <u>December 31,</u>	Credit Balance at <u>End of Year</u>
2013	54,379,000
2014	66,068,000
2015	62,637,000
2016	44,581,000
2017	30,039,000
2018	21,623,000
2019	13,931,000
2020	9,219,000
2021	6,665,000
2022	5,022,000

UFCW Unions and Food Employers Pension Plan of Central Ohio

EIN: 31-6089168

Plan Number: 001

Attachment H to 2010 Schedule MB of Form 5500

Schedule MB, line 9f – Explanation of Prior Year Credit Balance/Funding Deficiency
Discrepancy

On March 23, 2011, the Plan Sponsor made an election under IRC Section 431(b)(8)(A) to (1) treat the portion of the experience loss attributable to net investment losses incurred in the 2008 Plan Year as an item separate from other experience losses, to be amortized under the “prospective method” described in Q&A A-5 of IRS Notice 2010-83, in equal annual installments (until fully amortized) over the period beginning January 1, 2009 and ending December 31, 2037, (2) to end the application of the special amortization rule in the 2011 Plan Year after establishment of the January 1, 2011 amortization base pursuant to Q&A D-3 of IRS Notice 2010-83, and (3) to change the asset valuation method in a manner which spreads the difference between expected and actual returns for 2008 Plan Year over a period of 10 years.

As a result of these elections, the amortization charge base that was established January 1, 2009 for the experience gain or loss was restated as follows:

Prior to Election

	<u>Initial Balance</u>	<u>Amortization (Charge)/Credit</u>
2008 Actuarial Loss	(\$83,042,733)	(\$8,751,332)

After Election

	<u>Initial Balance</u>	<u>Amortization (Charge)/Credit</u>
2008 PRA Eligible Loss	(\$85,573,826)	(\$6,805,954)
2008 Net Actuarial Gain	<u>\$2,531,093</u>	<u>\$266,735</u>
Total	(\$83,042,773)	(\$6,539,219)

After recognition of the special amortization base due to funding relief, the funding standard account credit balance as of December 31, 2009 increased from \$10,986,138 (2009 Schedule MB Line 9m) to \$13,364,159 (2010 Schedule MB Line 9f).

UFCW Unions and Food Employers Pension Plan of Central Ohio

EIN: 31-6089168

Plan Number 001

Attachment H to 2010 Schedule MB of Form 5500

(Continued)

Schedule MB, Line 9f - Explanation of Prior Year Credit Balance/Funding Deficiency Discrepancy

Schedule B Line Item		2009 SchMB	2009 Sch MB revised	Change
9a	Prior Year Funding Deficiency	\$ 0	\$ 0	\$ 0
9b	Normal Cost for Plan Year	3,022,511	3,022,511	0
9c	Amortization Charges	48,274,042	46,328,664	(1,945,378)
9d	Interest	<u>3,847,241</u>	<u>3,701,338</u>	<u>(145,903)</u>
9e	Total Charges	\$ 55,143,794	\$ 53,052,513	\$ (2,091,281)
9f	Prior Year Credit Balance	\$ 9,185,977	\$ 9,185,977	\$ 0
9g	Employer Contributions	20,240,871	20,240,871	0
9h	Amortization Credits	32,795,445	33,062,180	266,735
9i	Interest	3,907,639	3,927,644	20,005
9j	Full Funding Limitation Credit	0	0	0
9k	Other Credits	<u>0</u>	<u>0</u>	<u>0</u>
9l	Total Credits	\$ 66,129,932	\$ 66,416,672	\$ 286,740
<u>9m</u>	Credit Balance as of December 31, 2009	\$ 10,986,138	\$ 13,364,159	\$ 2,378,021

UFCW Unions and Food Employers Pension Plan of Central Ohio

EIN: 31-6089168

Plan Number: 001

Attachment A to 2010 Schedule MB of Form 5500

Responses to Specific Line Items

Line 3a – Contributions Made to Plan

Contributions are made by participating employers on a regular basis and, for Schedule MB purposes, are assumed to have been made in equal monthly installments.

Line 5 – Actuarial Cost Method

The Trustees have appointed The McKeogh Company and The Segal Company to serve as co-actuaries for the Plan, whereby each co-actuary performs the actuarial valuation in alternating years. The January 1, 2010 valuation was performed by The McKeogh Company and the January 1, 2009 valuation was performed by The Segal Company.

The Actuarial Cost Methods used by The McKeogh Company are substantially the same as the method used by the co-actuary in the prior year.

The asset valuation method was changed effective January 1, 2009 due to an election made pursuant to the Preservation of Access to Care for Medicare Beneficiaries and Pension Relief Act of 2010 ("PRA"). As permitted under IRC §431(b)(8)(B), the Trustees elected to recognize the 2008 investment loss on the market value of assets over ten years.

Line 6e – Expense Loading

The normal cost as of January 1, 2010 shown on line 9b (\$6,206,323) includes an expense loading of \$1,037,500. The value shown on line 6e (20.1%) equals the expense loading as a percent of the Plan's normal cost for benefits only (i.e., $\$1,037,500 \div [\$6,206,323 - \$1,037,500]$).

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

**Plan Sponsor: Trustees of the UFCW Unions and Food
Employers Pension Plan of Central Ohio
Plan Sponsor EIN: 31-6089168
Plan Number: 001**

**Schedule H, Line 4j - Schedule of Reportable Transactions
For the Year Ended December 31, 2010**

The following series of transactions exceeded 5% of the fair value of Plan assets at January 1, 2010:

(a) Identity of Party Involved	(b) Description of Assets, Interest Rate and Maturity in Case of a Loan	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred with Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
Northern Trust Co.	NGTI Collective Short Term Investment Fund	\$ 115,519,163	\$ 117,443,818	\$	\$	\$ 115,519,163	\$ 115,519,163	\$
Northern Trust Co.	American Europacific Growth	25,277,191				117,443,818	117,443,818	
						25,277,191	25,277,191	

See accompanying notes and auditor's opinion.
(39)

**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

2010This 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 UFCW Unions & Food E'rs Pensn Pn of Cent'l Ohio	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 UFCW Unions and Food E'rs Pension Plan of Central Ohio	D Employer Identification Number (EIN) 61-6089168

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)	417,073,445
(2) Actuarial value of assets for funding standard account.....	1b(2)	500,488,134
c (1) Accrued liability for plan using immediate gain methods	1c(1)	668,392,413
(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)	668,392,413
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)	986,755,862
(b) Expected increase in current liability due to benefits accruing during the plan year	1d(2)(b)	10,330,153
(c) Expected release from "RPA '94" current liability for the plan year	1d(2)(c)	41,811,383
(3) Expected plan disbursements for the plan year	1d(3)	42,886,383

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	James J. McKeogh, F.S.A. 	10/11/2011
	Signature of actuary	Date
James J. McKeogh, F.S.A.	Type or print name of actuary	11-02963
The McKeogh Company		Most recent enrollment number
Four Tower Bridge, Suite 225	Firm name	(484) 530-0692
West Conshohocken	Address of the firm	Telephone number (including area code)
	PA 19428-2977	

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	417,073,445
b "RPA '94" current liability/participant count breakdown:		
	(1) Number of participants	(2) Current liability
(1) For retired participants and beneficiaries receiving payment	4,747	396,020,781
(2) For terminated vested participants	7,127	184,344,738
(3) For active participants:		
(a) Non-vested benefits		9,905,876
(b) Vested benefits		396,484,467
(c) Total active	13,916	406,390,343
(4) Total	25,790	986,755,862
c If the percentage resulting from dividing line 2a by line 2b(4), column (2), is less than 70%, enter such percentage	2c	42.27 %

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
01/15/2010	1,753,526		07/15/2010	1,753,526	
02/15/2010	1,753,526		08/15/2010	1,753,526	
03/15/2010	1,753,526		09/15/2010	1,753,526	
04/15/2010	1,753,526		10/15/2010	1,753,526	
05/15/2010	1,753,526		11/15/2010	1,753,526	
06/15/2010	1,753,526		12/15/2010	1,753,526	
Totals ▶			3(b)	21,042,312	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	74.8 %
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	73,712,604

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)	A
(2) Females.....	6c(2)	A
d Valuation liability interest rate	6d	7.50 %
e Expense loading	6e	20.1 %
f Salary scale	6f	%
g Estimated investment return on actuarial value of assets for year ending on the valuation date.....	6g	13.5 %
h Estimated investment return on current value of assets for year ending on the valuation date	6h	14.4 %

CONTRIBUTIONS ASSUMED TO HAVE BEEN MADE MONTHLY.

7 New amortization bases established in the current plan year:

(1) Type of base	(2) Initial balance	(3) Amortization Charge/Credit
1	14,121,391	1,135,034
1	(42,133,375)	(4,440,161)
3	(74,158,191)	(7,120,750)

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)**

(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**

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** 6,206,323

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)	388,693,541	44,821,847
(2) Funding waivers: 9c(2)	0	0
(3) Certain bases for which the amortization period has been extended: 9c(3)	0	0

d Interest as applicable on lines 9a, 9b, and 9c: **9d** 3,827,113

e Total charges. Add lines 9a through 9d: **9e** 54,855,283

Credits to funding standard account:

f Prior year credit balance, if any: **9f** 13,364,159

g Employer contributions. Total from column (b) of line 3: **9g** 21,042,312

h Amortization credits as of valuation date: **9h** 207,425,103

i Interest as applicable to end of plan year on lines 9f, 9g, and 9h: **9i** 5,128,587

j Full funding limitation (FFL) and credits:

	Outstanding balance	
(1) ERISA FFL (accrued liability FFL): 9j(1)	291,206,159	
(2) "RPA '94" override (90% current liability FFL): 9j(2)	405,441,998	
(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** 84,158,149

m Credit balance: If line 9l is greater than line 9e, enter the difference: **9m** 29,302,866

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