

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2010 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2010 or fiscal plan year beginning <u>10/01/2010</u> and ending <u>09/30/2011</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>THE RETIREMENT PLAN OF RETIREMENT SYSTEM GROUP INC. IN RSI RETIREMENT TRUST</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>05/01/1941</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>05/01/1941</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>05/01/1941</u>					
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>PENTEGRA RETIREMENT SERVICES, INC.</u> <u>108 CORPORATE PARK DRIVE</u> <u>WHITE PLAINS, NY 10604</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>13-3745616</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>914-694-1300</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>523900</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>13-3745616</u>	2c Sponsor's telephone number <u>914-694-1300</u>	2d Business code (see instructions) <u>523900</u>	
2b Employer Identification Number (EIN) <u>13-3745616</u>					
2c Sponsor's telephone number <u>914-694-1300</u>					
2d Business code (see instructions) <u>523900</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.	07/13/2012	COLLEEN ZANICCHI
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2010)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") PENTEGRA RETIREMENT SERVICES, INC. 108 CORPORATE PARK DRIVE WHITE PLAINS, NY 10604	3b Administrator's EIN 13-3745616 3c Administrator's telephone number 914-694-1300
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	117
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	12
b Retired or separated participants receiving benefits.....	6b	28
c Other retired or separated participants entitled to future benefits.....	6c	75
d Subtotal. Add lines 6a , 6b , and 6c	6d	115
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	115
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	0

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

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)	9b Plan benefit arrangement (check all that apply)
(1) ☐ Insurance	(1) ☐ Insurance
(2) ☐ Code section 412(e)(3) insurance contracts	(2) ☐ Code section 412(e)(3) insurance contracts
(3) ☒ Trust	(3) ☒ Trust
(4) ☐ General assets of the sponsor	(4) ☐ General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

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

b General Schedules

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

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2010 This Form is Open to Public Inspection
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For calendar plan year 2010 or fiscal plan year beginning 10/01/2010 and ending 09/30/2011

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

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

A Name of plan <u>THE RETIREMENT PLAN OF RETIREMENT SYSTEM GROUP INC. IN RSI RETIREMENT TRUST</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>PENTEGRA RETIREMENT SERVICES, INC.</u>	D Employer Identification Number (EIN) <u>13-3745616</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☒ 101-500 ☐ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>10</u> Day <u>01</u> Year <u>2010</u>	
2 Assets:	
a Market value	2a <u>4224503</u>
b Actuarial value	2b <u>4323349</u>
3 Funding target/participant count breakdown	
	(1) Number of participants (2) Funding Target
a For retired participants and beneficiaries receiving payment	3a <u>29</u> <u>3547472</u>
b For terminated vested participants	3b <u>75</u> <u>2254215</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>24123</u>
(2) Vested benefits	3c(2) <u>700764</u>
(3) Total active	3c(3) <u>13</u> <u>724887</u>
d Total	3d <u>117</u> <u>6526574</u>
4 If the plan is at-risk, check the box and complete items (a) and (b)	☐
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>6.45</u> %
6 Target normal cost	6 <u>66450</u>

Statement by Enrolled Actuary

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

SIGN HERE	<u>05/04/2012</u>
Signature of actuary	Date
<u>MICHAEL J. WOOD, EA, ASA</u>	<u>11-05252</u>
Type or print name of actuary	Most recent enrollment number
<u>PENTEGRA SERVICES, INC.</u>	<u>914-821-9413</u>
Firm name	Telephone number (including area code)
<u>108 CORPORATE PARK DRIVE</u> <u>WHITE PLAINS, NY 10604-3805</u>	
Address of the firm	

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

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

Schedule SB (Form 5500) 2010
v.092308.1

Part II	Beginning of year carryover and prefunding balances	(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	13409	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9	Amount remaining (Item 7 minus item 8).....	13409	0
10	Interest on item 9 using prior year's actual return of <u>7.42</u> %	995	0
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		1684
b	Interest on (a) using prior year's effective rate of <u>6.58</u> %		111
c	Total available at beginning of current plan year to add to prefunding balance		1795
d	Portion of (c) to be added to prefunding balance.....		0
12	Reduction in balances due to elections or deemed elections.....	0	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....	14404	0

Part III	Funding percentages		
14	Funding target attainment percentage.....	14	66.02 %
15	Adjusted funding target attainment percentage.....	15	66.02 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	71.62 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	66.24 %

Part IV	Contributions and liquidity shortfalls				
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
01/10/2011	95235	0			
04/12/2011	95235	0			
07/15/2011	95235	0			
10/14/2011	95235	0			
10/14/2011	158134	0			
			Totals ▶	18(b) 539074	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contribution from prior years.....	19a 0
b Contributions made to avoid restrictions adjusted to valuation date	19b 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c 510050
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No	
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No	
c If 20a is "Yes," see instructions and complete the following table as applicable:	
Liquidity shortfall as of end of Quarter of this plan year	
(1) 1st	(2) 2nd
0	0
(3) 3rd	(4) 4th
0	0

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

21 Discount rate:				
a Segment rates:	1st segment: 4.16 %	2nd segment: 6.52 %	3rd segment: 6.68 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 4
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) ☒ Prescribed - combined ☐ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions).....	31	66450
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	2217629	441370
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33).....	34	507820
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement		0
36 Additional cash requirement (item 34 minus item 35).....	36	507820
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	510050
38 Interest-adjusted excess contributions for current year (see instructions).....	38	2230
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....	39	0
40 Unpaid minimum required contribution for all years	40	0

SCHEDULE 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 10/01/2010 and ending 09/30/2011		
A Name of plan THE RETIREMENT PLAN OF RETIREMENT SYSTEM GROUP INC. IN RSI RETIREMENT TRUST	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 PENTEGRA RETIREMENT SERVICES, INC.	D Employer Identification Number (EIN) 13-3745616	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No
- b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

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

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

RSI RETIREMENT TRUST

11-1805969

(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	TRUSTEE	36348	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

PENTEGRA RETIREMENT SERVICES, INC.

13-3745616

(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	ACTUARIAL	17006	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

PENTEGRA TRUST COMPANY

13-4021417

(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	INVESTMENT ADVISORY	7514	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

PARENTEBEARD, LLC

23-2932984

(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	AUDITOR	7500	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2010 This Form is Open to Public Inspection.
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For calendar plan year 2010 or fiscal plan year beginning 10/01/2010 and ending 09/30/2011

A Name of plan <u>THE RETIREMENT PLAN OF RETIREMENT SYSTEM GROUP INC. IN RSI RETIREMENT TRUST</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>PENTEGRA RETIREMENT SERVICES, INC.</u>	D Employer Identification Number (EIN) <u>13-3745616</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>INTERNATIONAL EQUITY GROUP TRUST</u>		
b Name of sponsor of entity listed in (a): <u>ARTIO</u>		
c EIN-PN <u>20-4663328-004</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>322223</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>EQUITY INDEX FUND E</u>		
b Name of sponsor of entity listed in (a): <u>BARCLAYS GLOBAL INVESTMENTS</u>		
c EIN-PN <u>94-3138576-001</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>287222</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>US DEBT INDEX FUND E</u>		
b Name of sponsor of entity listed in (a): <u>BARCLAYS GLOBAL INVESTMENTS</u>		
c EIN-PN <u>94-3149397-001</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>2255531</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>VALUE EQUITY COLLECTIVE FUND</u>		
b Name of sponsor of entity listed in (a): <u>DEPRINCE, RACE & ZOLLO MASTER TRUST</u>		
c EIN-PN <u>26-3175842-027</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>141398</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LARGE CAP GROWTH FUND</u>		
b Name of sponsor of entity listed in (a): <u>RCM</u>		
c EIN-PN <u>30-0115034-001</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>389267</u>
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2010 This Form is Open to Public Inspection
For calendar plan year 2010 or fiscal plan year beginning 10/01/2010 and ending 09/30/2011		
A Name of plan THE RETIREMENT PLAN OF RETIREMENT SYSTEM GROUP INC. IN RSI RETIREMENT TRUST		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 PENTEGRA RETIREMENT SERVICES, INC.		D Employer Identification Number (EIN) 13-3745616

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		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	261993	253369
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)	3394285	3395641
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	568225	549533
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	4224503	4198543

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	4224503	4198543
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Part II **Income and Expense Statement**

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

Income**a** **Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	539074	
(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)		539074

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	6801	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		6801

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	587819	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	559154	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		28665

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		18456
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-31135
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		561861

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	494821	
(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)		494821
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)	7500	
(2) Contract administrator fees	2i(2)	17006	
(3) Investment advisory and management fees	2i(3)	43861	
(4) Other	2i(4)	24633	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		93000
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		587821

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-25960
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: PARENTEBEARD, LLC

(2) EIN: 23-2932984

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		600000
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.).....			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

5b(1) Name of plan(s)

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

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

For calendar plan year 2010 or fiscal plan year beginning 10/01/2010 and ending 09/30/2011

A Name of plan <u>THE RETIREMENT PLAN OF RETIREMENT SYSTEM GROUP INC. IN RSI RETIREMENT TRUST</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>PENTEGRA RETIREMENT SERVICES, INC.</u>	D Employer Identification Number (EIN) <u>13-3745616</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>11-1805969</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>0</u>

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

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

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

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

Schedule R (Form 5500) 2010
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

**The Retirement Plan of
Retirement System Group Inc. in
RSI Retirement Trust**

Financial Statements and
Supplemental Schedules

September 30, 2011 and 2010



The Retirement Plan of Retirement System Group Inc. in RSI Retirement Trust

Table of Contents

September 30, 2011 and 2010

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Independent Auditors' Report

Board of Directors

The Retirement Plan of Retirement System Group Inc. in RSI Retirement Trust

We were engaged to audit the accompanying statement of net assets available for benefits of The Retirement Plan of Retirement System Group Inc. in RSI Retirement Trust (the "Plan") as of September 30, 2011 and 2010, and the related statement of changes in net assets available for benefits for the years then ended and the supplemental schedules of (1) Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year) and (2) Schedule H, Line 4(j) – Schedule of Reportable Transactions as of or for the year ended September 30, 2011. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by Section 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 10, which was certified by RSI Retirement Trust, the trustee of the Plan, except for comparing the information with the related information included in the accompanying financial statements and supplemental schedules. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of and for the years ended September 30, 2011 and 2010, that the information provided to the Plan administrator by the trustee is complete and accurate.

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



Clark, New Jersey
July 12, 2012

The Retirement Plan of Retirement System Group Inc. in RSI Retirement Trust

Statement of Net Assets Available for Benefits

September 30, 2011 and 2010

	<u>2011</u>	<u>2010</u>
Assets		
Investments, at fair value:		
Common collective trust funds	\$ 3,395,641	\$ 3,394,285
Mutual funds	<u>549,533</u>	<u>568,225</u>
Total investments	3,945,174	3,962,510
Employer contribution receivable	<u>253,369</u>	<u>261,993</u>
Total assets	4,198,543	4,224,503
Liabilities		
Audit fees payable	<u>13,500</u>	<u>12,750</u>
Net assets available for benefits	<u><u>\$ 4,185,043</u></u>	<u><u>\$ 4,211,753</u></u>

See notes to financial statements

The Retirement Plan of Retirement System Group Inc. in RSI Retirement Trust

Statement of Changes in Net Assets Available for Benefits

Years Ended September 30, 2011 and 2010

	<u>2011</u>	<u>2010</u>
Additions in Net Assets Attributed to		
Investment income:		
Net (depreciation) appreciation in fair value of investments	\$ (78,973)	\$ 182,747
Interest and dividends	<u>101,760</u>	<u>109,641</u>
Net investment income	22,787	292,388
Employer contributions	<u>539,074</u>	<u>406,751</u>
Total additions	<u>561,861</u>	<u>699,139</u>
Deductions from Net Assets Attributed to		
Benefits paid to participants	494,821	497,648
Administrative expenses	<u>93,750</u>	<u>100,865</u>
Total deductions	<u>588,571</u>	<u>598,513</u>
Net (decrease) increase in net assets available for benefits	(26,710)	100,626
Net Assets Available for Benefits		
Beginning of year	<u>4,211,753</u>	<u>4,111,127</u>
End of year	<u>\$ 4,185,043</u>	<u>\$ 4,211,753</u>

See notes to financial statements

The Retirement Plan of Retirement System Group Inc. in RSI Retirement Trust

Notes to Financial Statements
September 30, 2011 and 2010

1. Employer Company

Retirement System Group, Inc. and its subsidiaries were operated as a wholly owned subsidiary of RS Group Holdings, Inc. The subsidiaries were: Retirement System Consultants, Inc., Retirement System Investors, Inc., Retirement System Distributors, Inc., RS Group Trust Co. and RSG Insurance Agency, Inc. All employees of Retirement System Group, Inc. and its subsidiaries (collectively, the "RS Group") were eligible to participate.

In August 2008, Pentegra Retirement Services (the "Employer Company") acquired Retirement Systems Group, Inc. Pentegra now acts as the Plan sponsor and Employer Company of the RS Group.

2. Description of the Plan

The following brief description of the Retirement Plan of Retirement System Group, Inc. in RSI Retirement Trust, (the "Plan") is provided for general information purposes only. Participants should refer to the Plan Agreement, copies of which are available to Plan participants, for more complete information.

The Plan is a defined benefit plan, which covers substantially all employees of the RS Group, and provides for retirement benefits. The Plan is subject to the provisions of the Employee Retirement Income Securities Act of 1974 ("ERISA"). The Employer Company contributes amounts needed to provide assets sufficient to meet the benefits to be paid to Plan participants.

The Plan has evaluated subsequent events for recognition or disclosure through July 12, 2012, the date that the financial statements were available to be issued.

Benefit Curtailment

Upon the recommendation of management, the RS Group froze plan benefit accruals and plan participation effective March 31, 2003 ("Plan Freeze Date"). On January 29, 2003 an amendment to the Plan was adopted to provide that effective as of the Plan Freeze Date: (i) there will be no new enrollments in the Plan and (ii) there will be no further benefit accruals under the Plan.

Eligibility

All salaried employees of the RS Group who had attained the age of 21 and completed one year of service prior to the Plan Freeze Date, were eligible to participate in the Plan. The Plan defined a year of service as a computation period in which 1,000 hours of service are completed.

Retirement Dates and Benefits

Normal Retirement

A participant in the Plan prior to October 1, 1988, will be eligible to retire at age 65. Participants in the Plan on or after October 1, 1988, are eligible to retire at the later of age 65 or five years of participation.

The Retirement Plan of Retirement System Group Inc. in RSI Retirement Trust

Notes to Financial Statements
September 30, 2011 and 2010

Benefits are calculated based on 2% of average annual earnings, as defined, multiplied by the number of years and any fraction thereof of credited service prior to July 1, 1985, plus 1-2/3% of the participant's average annual earnings multiplied by the credited service subsequent to July 1, 1985, reduced by 1-2/3% of the participant's annual primary social security benefits multiplied by the credited service subsequent to September 30, 1976, up to a maximum of 30 years.

The maximum benefit provided is 60% of average annual earnings, as defined. The normal form of this benefit is a single life annuity.

Early Retirement

The Plan permits early retirement with five consecutive years of credited service and age 60 or if the sum of attained age and vested service, as defined, equals or exceeds 75 years ("Rule of 75").

If the participant's termination of service occurs on or after the attainment of age 62 and the completion of 20 or more years of vested service, the annual benefit shall be an unreduced normal retirement benefit accrued to the date of termination.

If the participant's termination of service occurs prior to the attainment of age 62 but after the completion of 20 or more years of vested service, the annual benefit shall be the normal retirement benefit accrued to the date of termination, reduced by the lesser of 0.4166% for each calendar month benefit payments commence prior to age 62 or the actuarial equivalent of the early retirement benefit that would have been payable if deferred to the normal retirement date.

In all other cases, the annual benefit shall be the normal retirement benefit accrued to date of termination of service, reduced 0.4166% for each month benefit payments commence prior to normal retirement date, or if the reduction is less, actuarially for commencement of benefits prior to normal retirement date.

The maximum benefit provided is 2% of average annual earnings times credited service (maximum of 30 years).

Vested Retirement

A participant is fully vested after five years of vested service, as defined, excluding any service prior to the attainment of age 18. All participants in the Plan are fully vested.

Benefits are determined under the same formula as the normal retirement benefit accrued to date of termination of service, reduced actuarially for commencement of benefits prior to normal retirement date. Benefit payments can commence when the participant would have been eligible for an early retirement benefit.

Disability Retirement

There is no disability retirement provision; however, a participant who is eligible for the Employer Company's long-term disability plan and has completed 10 years of vested service may continue to accrue vested and credited service based on the last rate of pay until normal retirement date, early recovery or death.

Pre-Retirement Death

A participant at date of death while in active service, having an eligible surviving spouse or minor children, and having either attained age 60, met the Rule of 75, or met the eligibility requirements for a vested retirement benefit, will be eligible for pre-retirement death benefits.

The benefit is determined under the same formula as the normal retirement benefit, early or vested retirement benefit, assuming the participant terminated employment at the date of death and elected a 100% Joint and Survivor Benefit. A monthly pre-retirement survivor annuity is paid to and for the life of the surviving spouse or, if there is no surviving spouse or if the surviving spouse subsequently dies, to the eligible children until the youngest child attains age 21.

Contributions

Contributions to the plan are paid by the Employer Company.

3. Summary of Significant Accounting Policies

Basis of Accounting

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

Use of Estimates

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

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 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 and sold as well as held during the year.

The Retirement Plan of Retirement System Group Inc. in RSI Retirement Trust

Notes to Financial Statements
September 30, 2011 and 2010

Investment Fees

Net investment returns reflect certain fees paid by the investment funds to their affiliated investment advisors, transfer agents, and others as further described in each fund prospectus or other published documents. These fees are deducted prior to allocation of the Plan's investment earnings activity and thus are not separately identifiable as an expense.

The RSI Retirement Trust terminated the public offering of units of beneficial interest in its investment funds and began offering the investment funds on a private placement basis. The Plan is assessed a monthly fee for advisory and related expenses based on a percentage of these investment fund balances and is included in administrative expenses.

Administrative Expenses

All expenses of administering the Plan, including auditing, actuarial and trustee fees, are paid by the Plan unless paid directly by the Employer Company, at its option.

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.
- c) Present employees or their beneficiaries.

The actuarial present value of accumulated plan benefits is determined by the consulting actuary and is that 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.

Benefits under the Plan are based on employees' compensation during their last three years of credited service. The accumulated plan benefits for active employees are based on the highest 36 month average of the final 120 months ending on the date as of which the benefit information is presented ("the valuation date"). Benefits payable under all circumstances - retirement, death, disability, and termination of employment are included to the extent they are deemed attributable to employee service rendered to the valuation date.

The Plan's benefit accruals were frozen as of March 31, 2003.

The Retirement Plan of Retirement System Group Inc. in RSI Retirement Trust

Notes to Financial Statements
September 30, 2011 and 2010

The significant actuarial assumptions used in the valuation as of October 1, 2010 and 2009 were:

Actuarial valuation method	Traditional Unit Credit Method
Effective interest rate	The per annum discount rate was 6.45% for 2010 and 6.58% for 2009
Mortality basis	2010 Combined male and female static mortality tables per IRS regulation 1.430 (h)(3)-1(e)
Salary increase	4% per annum wage base
Social Security rates	3% per annum cost of living adjustment

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.

The actuarial present value of accumulated Plan benefits as of October 1, 2010 and 2009 is as follows:

	2010	2009
Vested benefits:		
Retirees and beneficiaries	\$ 3,170,337	\$ 3,138,284
Other participants	2,351,128	2,299,716
Total vested benefits	5,521,465	5,438,000
Nonvested benefits	21,174	20,500
Total actuarial present value of accumulated plan benefits	<u>\$ 5,542,639</u>	<u>\$ 5,458,500</u>

For the year ended October 1, 2010, the actuarial present value of accumulated plan benefits changed as follows:

	2010
Actuarial present value of accumulated plan benefits - beginning	\$ 5,458,500
Increase (decrease) during the year attributable to:	
Benefits accrued	154,430
Benefits paid	(497,648)
Change in actuarial assumptions	10,583
Decrease in discount period	416,774
Actuarial present value of accumulated plan benefits - ending	<u>\$ 5,542,639</u>

New Accounting Standard

In May 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update No. 2011-04 "Fair Value Measurements (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS," ("ASU 2011-04"). ASU 2011-04 will expand disclosures about fair value measurement and result in common fair value measurement and disclosure requirements in U.S. GAAP and IFRS. ASU 2011-04 is effective for fiscal years and interim reporting periods beginning after December 15, 2011. Plan management is evaluating the impact of adopting ASU 2011-04 and believes it will not be material to the financial statements but will provide additional disclosures.

4. Fair Value Measurements

The Plan measures on a recurring basis its investments at fair value in accordance with FASB codification, "Fair Value Measurements," which provides the framework for measuring fair value. That framework provides a fair value hierarchy used to classify the inputs used in measuring fair value. The hierarchy prioritizes the inputs used in determining valuations into three levels. The levels of the fair value hierarchy are as follows:

Level 1 – Inputs to the valuation methodology are unadjusted quoted prices in active markets that are accessible to the Plan for identical assets. These generally provide the most reliable evidence and are used to measure fair value whenever available.

Level 2 – Inputs to the valuation methodology include inputs, other than Level 1 inputs, that are observable either directly or indirectly for substantially the full term of the assets through corroboration with observable market data. Level 2 inputs include quoted market prices in active markets for similar assets, quoted market prices in markets that are not active for identical or similar assets, and other observable inputs.

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

The assets 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 methodologies used at September 30, 2011 and 2010.

The fair values of mutual funds are based on quoted net asset values of the shares held by the Plan at year-end.

The Retirement Plan of Retirement System Group Inc. in RSI Retirement Trust

Notes to Financial Statements
September 30, 2011 and 2010

Investments in common/collective trust funds are valued at the net value of participation units held by the Plan at year end. The funds have a total return objective which is to exceed the total return of specified indices. The value of these units is determined by the trustee based on the current market values of the underlying assets of the common/collective trust fund as based on information reported by the investment advisor using the audited financial statements of the common/collective trust fund at year end. Further information concerning the common/collective trust funds may be obtained from their separate audited financial statements.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets measured at fair value on a recurring basis as of September 30, 2011 and 2010:

Assets at Fair Value as of September 30, 2011				
	Level 1	Level 2	Level 3	Total
Common collective trust funds:				
Fixed income	\$ -	\$ 2,255,531	\$ -	\$ 2,255,531
U.S. Equity	-	817,887	-	817,887
Non-U.S. Equity	-	322,223	-	322,223
Mutual funds:				
U.S. Equity	549,533	-	-	549,533
Total	\$ 549,533	\$ 3,395,641	\$ -	\$ 3,945,174
Assets at Fair Value as of September 30, 2010				
	Level 1	Level 2	Level 3	Total
Common collective trust funds:				
Fixed income	\$ -	\$ 2,158,563	\$ -	\$ 2,158,563
U.S. Equity	-	836,599	-	836,599
Non-U.S. Equity	-	399,123	-	399,123
Mutual funds:				
U.S. Equity	568,225	-	-	568,225
Total	\$ 568,225	\$ 3,394,285	\$ -	\$ 3,962,510

The Retirement Plan of Retirement System Group Inc. in RSI Retirement Trust

Notes to Financial Statements
September 30, 2011 and 2010

Common Collective Trust Funds

Ario International Equity Group Trust Fund – invests in equity securities of issuers located in international markets, with at least 35% in emerging markets and 65% in no fewer than three different countries outside of the United States.

RCM Large Cap Growth Fund – invests in 80% of its net assets in common stocks and equities of U.S. companies, and up to 20% in non-U.S. companies.

Barclays Global Investments Equity Index Fund – invests at least 90% in common stocks and equity-based securities.

DRZ Value Equity Collective Fund – primarily invests in selected securities from Russell 1000 Value Index.

Barclays Global Investments U.S. Debt Index Fund – invests in U.S. Government and Corporate debt securities.

5. Funding Policy

Contributions are made by the Employer Company in amounts sufficient to meet the minimum funding requirements of ERISA, to fund the Plan's current service cost on a current basis and to fund the initial past service costs in accordance with the maximum amount that is deductible for federal income tax purposes by the Employer Company. The Plan met the minimum funding requirements established of ERISA for 2011 and 2010.

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

6. Plan Termination

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

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

The Retirement Plan of Retirement System Group Inc. in RSI Retirement Trust

Notes to Financial Statements

September 30, 2011 and 2010

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, a statutory ceiling exists, which is adjusted periodically, on the amount of an individual's monthly benefit that the PBGC guarantees.

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

7. Investments

The following table presents investments that represent 5% or more of the Plan's net assets available for benefits at September 30, 2011 and 2010:

	2011	2010
Artio International Equity Group Trust Fund	\$ 322,223	\$ 399,123
RCM Large Cap Growth Fund	389,267	405,079
Barclays Global Investments Equity Index Fund	287,222	285,651
LSV Conservative Value Equity Fund	239,286	254,264
Batterymarch US Small Cap Equity Fund	310,247	313,961
Barclays Global Investments US Debt Index Fund	2,255,531	2,158,563

The following schedule reconciles the net appreciation (depreciation) in fair value of investments as certified by the trustee to the financial statements:

	2011	2010
Net appreciation in fair value of investments as certified by the Trustee	\$ 22,787	\$ 292,388
Reclassification of dividend and interest income	(101,760)	(109,641)
Net appreciation (depreciation) in fair value of investments as presented in the financial statements	\$ (78,973)	\$ 182,747

In 2011 and 2010, the Plan's investments (including gains and losses on investments sold as well as held during the year), appreciated (depreciated) in value as follows:

	2011	2010
Common collective trust funds	\$ (58,211)	\$ 125,149
Mutual funds	(20,762)	57,598
Net appreciation (depreciation) in fair value of investments	\$ (78,973)	\$ 182,747

The Retirement Plan of Retirement System Group Inc. in RSI Retirement Trust

Notes to Financial Statements
September 30, 2011 and 2010

8. Related Party Transactions

The Plan's investments are administered by RSI Retirement Trust, the custodian of the Plan. Contributions are held and managed by the RSI Retirement Trust, who invests cash received, interest, and dividend income and makes distributions to participants. These transactions qualify as party-in-interest transactions. Administrative expenses totaling \$17,006 and \$19,766 were paid to RSI Retirement Trust by the Plan for the years ended September 30, 2011 and 2010, respectively.

During 2011 and 2010, the Plan was also charged \$43,862 and \$43,664, respectively, for advisory and other services provided to the RSI Trust investment funds.

The Plan's actuary is Pentegra Retirement Services which provides various administrative, reporting and actuarial services to the Plan.

Certain administrative functions of the Plan are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan.

9. Tax Status

The Internal Revenue Service has issued a favorable determination letter dated September 17, 2002, stating that the Plan qualifies under applicable sections of the Internal Revenue Code ("IRC") and, therefore, is not subject to tax under present income tax laws. The Plan has been amended since receiving the determination letter. However, the Plan Administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in conformity with applicable requirements of the IRC and, therefore, believes the Plan is qualified and the related trust is exempt from taxation.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan administrator has analyzed the tax positions taken by the plan and had concluded that as of September 30, 2011, there are no uncertain positions taken, or expected to be taken, that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2008.

10. Information Certified by Custodian

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA for 2011 and 2010. Accordingly, RSI Retirement Trust, the trustee of the Plan, has certified to the completeness and accuracy of all investments reported in the accompanying statement of net assets available for benefits as of September 30, 2011 and 2010, the supplemental Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year) as of September 30, 2011, the related investment activity reported in the statement of changes in net assets available for benefits for the years ended September 30, 2011 and 2010, and the supplemental Schedule H, Line 4(j) – Schedule of Reportable Transactions for the year ended September 30, 2011.

The Retirement Plan of Retirement System Group Inc. in RSI Retirement Trust

Notes to Financial Statements
September 30, 2011 and 2010

11. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits on the financial statements to Form 5500 at September 30, 2011 and 2010:

	<u>2011</u>	<u>2010</u>
Net assets as presented in the financial statements	\$ 4,185,043	\$ 4,211,753
Audit fees payable	<u>13,500</u>	<u>12,750</u>
Net assets as reported on Form 5500	<u>\$ 4,198,543</u>	<u>\$ 4,224,503</u>

The following is a reconciliation of total administrative expenses on the financial statements to Form 5500 for the year ended September 30, 2011:

Total administrative expenses on the statement of changes in net assets available for benefits	\$ 93,750
Increase in audit fees payable	<u>(750)</u>
Total administrative expenses on Form 5500	<u>\$ 93,000</u>

12. Risks and Uncertainties

The Plan holds investments in mutual funds and common collective trust funds. Such investments are subject to various risks, such as interest rate, credit, and market risks. Due to the level of risk associated with the investments, it is reasonably possible that changes in the values of the investments 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, employee compensation and 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.

The Retirement Plan of Retirement System Group Inc. in RSI Retirement Trust

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

EIN: 13-3745616 Plan Number: 001

September 30, 2011

(a)	Identity of Issue (b)	Description of Investment (c)	Cost (d)	Current Value (e)
Common Collective Trusts:				
	ARTIO	International Equity Group Trust Fund	\$ 341,970	\$ 322,223
	RCM	Large Cap Growth Fund	311,603	389,267
	Barclays Global Investments	Equity Index Fund	225,684	287,222
	DePrince, Race & Zollo Master Trust	Value Equity Collective Fund	122,949	141,398
	Barclays Global Investments	US Debt Index Fund E	1,925,910	2,255,531
		Total common collective trusts	2,928,116	3,395,641
Mutual Funds:				
	LSV	Conservative Value Equity Fund	281,459	239,286
	Batterymarch	US Small Cap Equity Fund	297,021	310,247
		Total mutual funds	578,480	549,533
		Total investments	\$ 3,506,596	\$ 3,945,174

The Retirement Plan of Retirement System Group Inc. in RSI Retirement Trust

Schedule H, Line 4(j) - Schedule of Reportable Transactions

EIN: 13-3745616 Plan Number: 001

Year Ended September 30, 2011

Identity of Party (a)	Description of Asset (b)	Purchase Price (c)	Selling Price (d)	Lease Rental (e)	Expenses (f)	Cost (g)	Current Value (h)	Net Gain (Loss) (i)
Series transactions								
Barclays Global Investments	U.S. Debt Index Fund E	\$ 283,835	\$ -	\$ -	\$ -	\$ -	\$ 283,835	\$ -
Barclays Global Investments	U.S. Debt Index Fund E	-	303,509	-	-	269,063	303,509	34,446

The Retirement Plan of Retirement System Group

Actuarial Valuation at 10/1/2010 for Plan Year 10/1/2010 to 9/30/2011

2010 Form 5500 Schedule SB, line 26 - Schedule of Active Participant Data (EIN: 13-3745616/PN: 001)

Age	Years of Credited Service													
	< 1		1-4		5-9		10-14		15-19		20-24		25-29	
	No. Comp.	Avg.	No. Comp.	Avg.	No. Comp.	Avg.	No. Comp.	Avg.	No. Comp.	Avg.	No. Comp.	Avg.	No. Comp.	Avg.
< 25	0		0		0		0		0		0		0	
25-29	0		0		0		0		0		0		0	
30-34	0		0		0		0		0		0		0	
35-39	0		0		1		3		0		0		0	
40-44	0		0		0		0		1		0		0	
45-49	0		0		0		2		1		1		0	
50-54	0		0		0		1		1		0		0	
55-59	0		0		0		0		0		1		0	
60-64	0		0		0		0		0		0		0	
65-69	0		0		0		0		0		1		0	
> 69	0		0		0		0		0		0		0	
Total	0		0		1		6		3		3		0	

Grand Total: 13

The Retirement Plan of Retirement System Group

Actuarial Valuation at 10/1/2010 for Plan Year 10/1/2010 to 9/30/2011

2010 Form 5500 Schedule SB, Part V - Statement of Actuarial Assumptions/Methods (EIN: 13-3745616/PN: 001)

Actuarial Cost Method

Liabilities shown in this report are computed in accordance with the Pension Protection Act of 2006 and subsequent guidance issued by the Internal Revenue Service. The target normal cost is the present value of all benefits that have accrued or have been earned (or that are expected to accrue or to be earned) under the plan during the plan year. The benefits that have been accrued or have been earned (or that are expected to accrue or to be earned) under a plan during a plan year include any increase in benefits during the plan year that is a result of any actual or projected increase in compensation during the current plan year, even if that increase in benefits is with respect to benefits attributable to services performed in a preceding plan year. The funding target of the plan for the plan year is the present value of all benefits that have been accrued or earned under the plan as of the first day of the plan year.

The benefits taken into account in determining the funding target and target normal cost are all benefits earned or accrued under the plan, including retirement-type and ancillary benefits. The determination of the funding target and target normal cost (1) is based on plan provisions that are adopted no later than the valuation date for the plan year and that become effective during that plan year.

Assets	Two-year smoothed value of plan assets determined in accordance with IRS Notice 2009-22.
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Three-Segment Interest Rates	<u>Years</u>	<u>Percent</u>
	1-5	4.16%
	6-20	6.52%
	21+	6.68%

Effective Interest Rate	6.45%
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Compensation Increases	None
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Mortality	2010 Combined male and female static mortality tables for non-annuitants and annuitants as published in final regulation 1.430(h)(3)-1(e)
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The Retirement Plan of Retirement System Group

Actuarial Valuation at 10/1/2010 for Plan Year 10/1/2010 to 9/30/2011

2010 Form 5500 Schedule SB, Part V - Statement of Actuarial Assumptions/Methods (EIN: 13-3745616/PN: 001)

Termination Rates

Heavy termination rates have been assumed. Illustrative rates assumed at various representative ages are as follows:

Age	Years of Service (Male and Female %)					
	0-1	1-2	2-3	3-4	4-5	5 or more
25	47.40	47.40	41.47	35.56	29.63	23.70
30	35.40	35.40	30.97	26.56	22.13	17.70
35	25.20	25.20	22.06	18.90	15.76	12.60
40	21.60	21.60	18.90	16.20	13.50	10.80
45	15.60	15.60	13.66	11.70	9.76	7.80
50	9.60	9.60	8.40	7.20	6.00	4.80
55	8.40	8.40	7.36	6.30	5.26	4.20
60	7.20	7.20	6.30	5.40	4.50	3.60

Retirement Rates

Representative rates, based on the medium retirement table, are as follows:

Age	Male and Female %
55	4.00
60	8.00
62	15.00
64	30.00

Disability

None

Marriage

It is assumed that 80% of active participants are married, with males three years older than their spouses.

Social Security Increase Rates

Wage Base

4.00% per annum.

Cost-of-living Adj.

3.00% per annum.

Expenses

Administrative-related expenses for the previous year are added to the target normal cost.

The Retirement Plan of Retirement System Group

Actuarial Valuation at 10/1/2010 for Plan Year 10/1/2010 to 9/30/2011

2010 Form 5500 Schedule SB, Part V - Statement of Actuarial Assumptions/Methods (EIN: 13-3745616/PN: 001)

Summary of Plan Sponsor Elections for October 1, 2010 Valuation

Interest rates used for determining funding target	Three-segment rates based on 24-month segment rates for June 2010
Asset valuation method	Two-year smoothed value per IRS Notice 2009-22
Mortality basis	2010 Combined Static
Deemed reduction of carryover balance	None
Amount added to the prefunding balance	\$0
Choice to reflect amendment effective after 10/1/2010	Not Applicable

ASSET TRANSACTIONS EXCEEDING 5% OF PLAN ASSETS FOR THE YEAR ENDED SEP 30, 2011
 RETIREMENT SYSTEM GROUP INC DEFINED BENEFIT PLAN

12 00 0021 3 05

PART I. TRANSACTIONS OF THE SAME ISSUE EXCEEDING 5% OF THE PLAN ASSETS										VALUE OF PLAN ASSETS =		TRAN TYPE
ASSET NAME	POST DATE	TRADE DATE	SHARES/FACE	COST BASIS	(CUSIP #)	COST/PROCEEDS	GAIN OR LOSS	BROKER FEE	BROKER CD & NAME			
BGI U.S. DEBT INDEX FUND E					(003002995)							
	10/19/2010	10/18/2010	2,317.8000	77,706.00		77,706.00	0.00	0.00		PURCHASE		
	10/28/2010	10/27/2010	719.4900	21,369.28		24,016.00	2,646.72	0.00		SALE		
	11/08/2010	11/05/2010	8.9200	264.93		299.86	34.93	0.00		SALE		
	11/29/2010	11/26/2010	713.2600	21,184.25		23,729.00	2,544.75	0.00		SALE		
	12/31/2010	12/30/2010	697.3200	20,710.82		22,914.00	2,203.18	0.00		SALE		
	01/12/2011	01/11/2011	1,486.8000	49,027.00		49,027.00	0.00	0.00		PURCHASE		
	01/28/2011	01/27/2011	692.5900	20,621.18		22,860.00	2,238.82	0.00		SALE		
	02/10/2011	02/09/2011	9.2000	273.92		300.67	26.75	0.00		SALE		
	02/25/2011	02/24/2011	677.7300	20,178.74		22,376.00	2,197.26	0.00		SALE		
	03/17/2011	03/16/2011	1,812.5300	60,506.00		60,506.00	0.00	0.00		PURCHASE		
	03/30/2011	03/29/2011	675.3600	20,174.35		22,318.00	2,143.65	0.00		SALE		
	04/13/2011	04/12/2011	1,441.8100	47,779.00		47,779.00	0.00	0.00		PURCHASE		
	04/28/2011	04/27/2011	669.5700	20,048.10		22,374.00	2,325.90	0.00		SALE		
	05/06/2011	05/05/2011	8.9000	266.48		300.15	33.67	0.00		SALE		
	05/27/2011	05/26/2011	668.4000	20,013.07		22,694.00	2,680.93	0.00		SALE		
	06/29/2011	06/28/2011	676.0500	20,242.12		22,952.00	2,709.88	0.00		SALE		
	07/12/2011	07/11/2011	364.6900	10,919.46		12,473.00	1,553.54	0.00		SALE		
	07/19/2011	07/18/2011	1,427.8500	48,817.00		48,817.00	0.00	0.00		PURCHASE		
	07/28/2011	07/27/2011	1,012.0500	30,394.78		34,574.00	4,179.22	0.00		SALE		
	08/05/2011	08/04/2011	8.8500	265.79		308.38	42.59	0.00		SALE		
	08/30/2011	08/29/2011	701.7000	21,074.07		24,426.00	3,351.93	0.00		SALE		
	09/29/2011	09/28/2011	701.3000	21,062.06		24,594.00	3,531.94	0.00		SALE		
TOTALS			17,492.1700	552,898.40		587,344.06	34,445.66	0.00				

PART II. SINGLE TRANSACTIONS EXCEEDING 5% OF THE PLAN ASSETS										VALUE OF PLAN ASSETS =		TRAN TYPE
BROKER NAME	POST DATE	TRADE DATE	SHARES/FACE	COST BASIS	COST/PROCEEDS	GAIN OR LOSS	BROKER FEE					
ASSET NAME												

** NO ACTIVITY **

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

Pension Benefit Guaranty Corporation

**Single-Employer Defined Benefit Plan
Actuarial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ File as an attachment to Form 5500 or 5500-SF.

OMB No. 1210-0110

2010**This Form is Open to Public
Inspection**For calendar plan year 2010 or fiscal plan year beginning 10/01/2010 and ending 09/30/2011

▶ 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 The Ret. Plan of Ret. System Group Inc. in RSI Ret. Trust		B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Pentegra Retirement Services, Inc.		D Employer Identification Number (EIN) 13-3745616
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B ☐ Other		
F Prior year plan size: ☐ 100 or fewer ☒ 101-500 ☐ More than 500		

Part I Basic Information

1 Enter the valuation date: Month <u>10</u> Day <u>1</u> Year <u>2010</u>			
2 Assets:			
a Market value.....		2a	4,224,503
b Actuarial value.....		2b	4,323,349
3 Funding target/participant count breakdown		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....		3a	29
b For terminated vested participants.....		3b	75
c For active participants:			
(1) Non-vested benefits.....		3c(1)	24,123
(2) Vested benefits.....		3c(2)	700,764
(3) Total active.....		3c(3)	13
d Total.....		3d	117
4 If the plan is at-risk, check the box and complete items (a) and (b) ☐			
a Funding target disregarding prescribed at-risk assumptions.....		4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor.....		4b	
5 Effective interest rate.....		5	6.45 %
6 Target normal cost.....		6	66,450

Statement by Enrolled Actuary

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

SIGN HERE		<u>5/4/12</u>
Signature of actuary		Date
Michael J. Wood, EA, ASA		11-05252
Type or print name of actuary		Most recent enrollment number
Pentegra Services, Inc.		(914) 821-9413
Firm name		Telephone number (including area code)
108 Corporate Park Drive		
White plains NY 10604-3805		
Address of the firm		

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

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

Schedule SB (Form 5500) 2010
v.092308.1

Part II Beginning of year carryover and prefunding balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	13,409	0
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9 Amount remaining (Item 7 minus item 8)	13,409	0
10 Interest on item 9 using prior year's actual return of <u>7.42</u> %	995	
11 Prior year's excess contributions to be added to prefunding balance:		
a Excess contributions (Item 38 from prior year)		1,684
b Interest on (a) using prior year's effective rate of <u>6.58</u> %		111
c Total available at beginning of current plan year to add to prefunding balance		1,795
d Portion of (c) to be added to prefunding balance		0
12 Reduction in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	14,404	0

Part III Funding percentages

14 Funding target attainment percentage	14	66.02 %
15 Adjusted funding target attainment percentage	15	66.02 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	71.63 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	66.24 %

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
01/10/2011	95,235				
04/12/2011	95,235				
07/15/2011	95,235				
10/14/2011	95,235				
03/16/2012	158,134				
			Totals ▶	18(b)	18(c)
				539,074	0

19 Discounted employer contributions - see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contribution from prior years	19a 0
b Contributions made to avoid restrictions adjusted to valuation date	19b 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 510,050
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No
c If 20a is "Yes," see instructions and complete the following table as applicable:	

Liquidity shortfall as of end of Quarter of this plan year

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

Part V Assumptions used to determine funding target and target normal cost**21** Discount rate:**a** Segment rates:1st segment:
4.16 %2nd segment:
6.52 %3rd segment:
6.68 %☐ N/A, full yield curve used**b** Applicable month (enter code)**21b**

4

22 Weighted average retirement age**22**

62

23 Mortality table(s) (see instructions)

Prescribed - combined



Prescribed - separate



Substitute

Part VI Miscellaneous items**24** Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.

Yes



No

25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.

Yes



No

26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.

Yes



No

27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.**27****Part VII Reconciliation of unpaid minimum required contributions for prior years****28** Unpaid minimum required contribution for all prior years**28**

0

29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a)**29**

0

30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)**30**

0

Part VIII Minimum required contribution for current year**31** Target normal cost, adjusted, if applicable (see instructions)**31**

66,450

32 Amortization installments:

Outstanding Balance

Installment

a Net shortfall amortization installment

2,217,629

441,370

b Waiver amortization installment**33** If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount**33****34** Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33)**34**

507,820

Carryover balance

Prefunding balance

Total balance

35 Balances used to offset funding requirement

0

0

0

36 Additional cash requirement (item 34 minus item 35)**36**

507,820

37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)**37**

510,050

38 Interest-adjusted excess contributions for current year (see instructions)**38**

2,230

39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)**39**

0

40 Unpaid minimum required contribution for all years**40**

0

The Retirement Plan of Retirement System Group

Actuarial Valuation at 10/1/2010 for Plan Year 10/1/2010 to 9/30/2011

2010 From 5500 Schedule SB, Part V – Summary of Plan Provisions (EIN: 13-3745616/PN:001)

Presented below are the principal components of your current plan provisions. For a complete description and definition of plan provisions, always refer to your plan document.

Plan History

The plan was effective October 22, 1940. Effective March 31, 2003 the plan was frozen.

Eligibility Requirements

- **Plan Participation**

Eligible Employee

Effective March 31, 2003 the plan has ceased benefit accruals. After April 1, 2003 no further employees are eligible to participate in the plan.

- **Normal Retirement (Date)**

The first day of the calendar month coincident with or next following the later of the date of attainment of age 65 or 5 years of participation. However, a participant in the plan prior to October 1, 1988 will be eligible at age 65.

- **Early Retirement**

A participant who at time of termination of service has completed 5 consecutive years of Credited Service, and attained age 60, or met the Rule of 75 (attained age plus Vested Service with this Employer and any prior Participating Employer), will be eligible.

- **Vested Retirement**

A participant who at time of termination of service has completed 5 years of Vested Service after age 18 will be eligible.

- **Disability Retirement**

See Disability Retirement Benefit later in this section.

- **Death Benefit**

See Preretirement Death Benefit later in this section.

Definitions

- **Vested Service**

Service from the first day of the month employment begins.

The Retirement Plan of Retirement System Group

Actuarial Valuation at 10/1/2010 for Plan Year 10/1/2010 to 9/30/2011

2010 From 5500 Schedule SB, Part V – Summary of Plan Provisions (EIN: 13-3745616/PN:001)

- **Credited Service**

Service from date of plan participation. A participant may receive service for employment after age 25, which precedes eligibility to participate, up to a maximum of one year.

A participant in the plan prior to October 1, 1985 but after September 30, 1976 will receive service from date of employment after age 25 (previous minimum age for participation).

A participant in the plan prior to October 1, 1976 will receive service from date of employment.

Credited Service accruals are frozen as of April 1, 2003.

- **Compensation**

Base Earnings including amounts deferred under IRC Sections 125 and 401(k). However, compensation amounts are frozen as of April 1, 2003.

- **Average Annual Earnings**

The average annual Compensation during the 36 consecutive calendar months within the final 120 consecutive calendar months of Credited Service producing the highest average.

Retirement Income

- **Normal Retirement Benefit**

The sum of (i) and (ii) less (iii):

- (i) 2% of Average Annual Earnings times Credited Service (prior to July 1, 1985)
- (ii) 1-2/3% of Average Annual Earnings times Credited Service (after June 30, 1985)
- (iii) 1-2/3% of the Primary Social Security Benefit times Credited Service (after September 30, 1976, maximum of 30 years)

The maximum benefit provided is 60% of Average Annual Earnings.

- **Normal Retirement Benefit**

The Normal Form of this benefit is a 50% Joint and Survivor for married participants and Straight Life Annuity for single participants. Participants can also elect a 100% Joint and Survivor Benefit or a, 5-Year, 10-Year, 15-Year Period Certain and Life Benefit. Additionally, commencing March 28, 2005, the retirement benefit is payable in the form of a lump sum if it is greater than \$1,000 and less than or equal to \$5,000.

Effective October 28, 1993, any employee whose job is eliminated as a result of the outsourcing of defined contribution administrative operations, may elect to receive his benefit in the form of a single lump sum payment.

The Retirement Plan of Retirement System Group

Actuarial Valuation at 10/1/2010 for Plan Year 10/1/2010 to 9/30/2011

2010 From 5500 Schedule SB, Part V – Summary of Plan Provisions (EIN: 13-3745616/PN:001)

- **Early Retirement Benefit**

A participant who at time of termination of service has attained age 62 and completed 20 years of Vested Service, an unreduced Normal Retirement Benefit accrued to date of termination of service. The Primary Social Security Benefit is the actual amount available to the participant at the date of termination of service.

A participant who at time of termination of service has completed 20 years of Vested Service, but has not attained age 62, the Normal Retirement Benefit accrued to date of termination of service, reduced 0.4166% for each month benefit payments commence prior to age 62, or if the reduction is less, actuarially for commencement of benefits prior to Normal Retirement Date.

In all other cases, the Normal Retirement Benefit accrued to date of termination of service, reduced 0.4166% for each month benefit payments commence prior to Normal Retirement Date, or if the reduction is less, actuarially for commencement of benefits prior to Normal Retirement Date.

For a participant who at time of termination of service has not attained age 62 and completion of 20 years of Vested Service, the Primary Social Security Benefit is determined based on the compensation in effect as of the date of termination of service, or Average Annual Earnings, if greater, to continue to Normal Retirement Date. However, if the participant would have completed 30 years of Credited Service if they continued employment to Normal Retirement Date, the maximum Primary Social Security Benefit is 50% of such value, times a fraction, the numerator of which is equal to Credited Service to date of termination of service and the denominator of which is equal to Credited Service projected to Normal Retirement Date. In addition, for a participant who at termination of service has completed 20 years of Vested Service and has not attained age 62, the Primary Social Security Benefit is further reduced by .5555% for each calendar month benefit payments commence prior to Normal Retirement Date up to a maximum of 60 months plus .2777% for each calendar month benefit payments commence prior to age 60 up to a maximum of 60 months plus the actuarial reduction for each month benefit payments commence prior to age 55.

The maximum benefit provided is 2% of Average Annual Earnings times Credited Service (maximum of 30 years).

- **Vested Retirement Benefit**

The Normal Retirement Benefit accrued to date of termination of service, reduced actuarially for commencement of benefits prior to Normal Retirement Date. Benefit payments can commence when the participant would have been eligible for an Early Retirement Benefit.

The Primary Social Security Benefit is determined in the same manner as an Early Retirement Benefit.

The maximum benefit provided is 2% of Average Annual Earnings times Credited Service (maximum of 30 years).

The Retirement Plan of Retirement System Group

Actuarial Valuation at 10/1/2010 for Plan Year 10/1/2010 to 9/30/2011

2010 Form 5500 Schedule SB, Part V – Summary of Plan Provisions (EIN: 13-3745616/PN:001)

- **Disability Retirement Benefit**

None provided. However, a participant who is eligible for the Employer's long-term disability plan (LTD) and has completed 10 years of Vested Service may continue to accrue Vested and Credited Service based on the last rate of pay until Normal Retirement Date, early recovery or death.

- **Preretirement Death Benefit**

A participant at date of death while in active service, having an eligible surviving spouse or minor children, and having either attained age 60, met the Rule of 65, or was eligible for a Vested Retirement Benefit, will be eligible.

The Normal, Early or Vested Retirement Benefit, assuming the participant terminated employment at date of death and elected a 100% Joint and Survivor Benefit is payable to the surviving spouse or, if there is no surviving spouse, their children, until the youngest child attains age 21.

Summary of Significant Plan Changes Since October 1, 2009.

None.

Name of Plan:

► RETIREMENT PLAN OF RETIREMENT SYSTEMS GROUP IN RSI RETIREMENT TRUST

For plan year (beginning/ending):▶ OCTOBER 1, 2010 - SEPTEMBER 30, 2011 Plan number:▶ 001

3,506,597.00	3,945,174.00
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The Retirement Plan of Retirement System Group

Actuarial Valuation at 10/1/2010 for Plan Year 10/1/2010 to 9/30/2011

**2010 Form 5500 Schedule SB, Line 32 - Schedule of
Amortization Bases (EIN: 13-3745616/PN: 001)**

<u>Type of Base</u>	<u>Present Value of Any Remaining Installments</u>	<u>Valuation Date</u>	<u>Years Remaining</u>	<u>Amortization Installment</u>
Shortfall	1,336,483	10/1/2008	5	289,517
Shortfall	269,619	10/1/2009	6	50,439
Shortfall	611,527	10/1/2010	7	101,414

The Retirement Plan of Retirement System Group

Actuarial Valuation at 10/1/2010 for Plan Year 10/1/2010 to 9/30/2011

**2010 Form 5500 Schedule SB, Line 25 - Method Changes
(EIN: 13-3745616/PN: 001)**

The interest rates used for determining the funding target were changed from:

Three segment rates with transition(based on average rates during October)

to the:

Three segment rates without transition(based on average rates during June)

The Retirement Plan of Retirement System Group

Actuarial Valuation at 10/1/2010 for Plan Year 10/1/2010 to 9/30/2011

**2010 Form 5500 Schedule SB, line 22 - Description of Weighted
Average Retirement Age (EIN: 13-3745616/PN: 001)**

Retirement Rates

Calculation of expected retirement age:

Age	Probability of Retirement	lx	Retirement	Rate of Retirement	Retirement
55	4.00%	1,000,000	40,000	4.00%	2.2000
56	4.50%	960,000	43,200	4.32%	2.4192
57	5.00%	916,800	45,840	4.58%	2.6129
58	6.00%	870,960	52,258	5.23%	3.0310
59	7.00%	818,702	57,309	5.73%	3.3812
60	8.00%	761,393	60,911	6.09%	3.6547
61	10.00%	700,482	70,048	7.00%	4.2729
62	15.00%	630,434	94,565	9.46%	5.8630
63	20.00%	535,869	107,174	10.72%	6.7520
64	30.00%	428,695	128,609	12.86%	8.2310
65	100.00%	300,086	300,086	30.01%	19.5056
Expected Retirement Age				61.9235	