

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), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2011
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</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 UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO	<table border="1"> <tr> <td>1b Three-digit plan number (PN) ►</td> <td>001</td> </tr> <tr> <td>1c Effective date of plan</td> <td>05/01/1968</td> </tr> </table>	1b Three-digit plan number (PN) ►	001	1c Effective date of plan	05/01/1968		
1b Three-digit plan number (PN) ►	001						
1c Effective date of plan	05/01/1968						
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) TRUSTEES OF THE UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL 4150 EAST MAIN STREET COLUMBUS, OH 43213	<table border="1"> <tr> <td>2b Employer Identification Number (EIN)</td> <td>31-6089168</td> </tr> <tr> <td>2c Sponsor's telephone number</td> <td>614-237-7423</td> </tr> <tr> <td>2d Business code (see instructions)</td> <td>445110</td> </tr> </table>	2b Employer Identification Number (EIN)	31-6089168	2c Sponsor's telephone number	614-237-7423	2d Business code (see instructions)	445110
2b Employer Identification Number (EIN)	31-6089168						
2c Sponsor's telephone number	614-237-7423						
2d Business code (see instructions)	445110						

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/11/2012	LENNIE WYATT
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/11/2012	STEVE LOEFFLER
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") TRUSTEES OF THE UFCW UNIONS AND FOOD EMPLOYERS PENS 4150 EAST MAIN STREET COLUMBUS, OH 43213	3b Administrator's EIN 31-6089168 3c Administrator's telephone number 614-237-7423
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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	27567
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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	0
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	0
d Subtotal. Add lines 6a , 6b , and 6c	6d	0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	12
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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:
 1B 1G

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2011 This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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

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

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

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
13-1423090	69744	GA-02074		01/01/2011	12/31/2011

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
11814	138988

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

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

ULLICO INVESTMENT COMPANY 1625 I STREET NW
 WASHINGTON, DC 20006

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
11814	138988	INVESTMENT MANAGEMENT FEES	7

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end **4****5** Current value of plan's interest under this contract in separate accounts at year end **5****6** Contracts With Allocated Funds:**a** State the basis of premium rates ▶**b** Premiums paid to carrier **6b****c** Premiums due but unpaid at the end of the year **6c****d** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. **6d**
Specify nature of costs ▶**e** Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity(3) ☐ other (specify) ▶**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**a** Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☐ other ▶**b** Balance at the end of the previous year **7b****c** Additions: (1) Contributions deposited during the year **7c(1)**
(2) Dividends and credits **7c(2)**
(3) Interest credited during the year **7c(3)**
(4) Transferred from separate account **7c(4)**
(5) Other (specify below) **7c(5)**
▶(6) Total additions **7c(6)** 0**d** Total of balance and additions (add **b** and **c(6)**). **7d****e** Deductions:(1) Disbursed from fund to pay benefits or purchase annuities during year **7e(1)**(2) Administration charge made by carrier **7e(2)**(3) Transferred to separate account **7e(3)**(4) Other (specify below) **7e(4)**
▶(5) Total deductions **7e(5)** 0**f** Balance at the end of the current year (subtract **e(5)** from **d**) **7f**

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE MB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

▶ **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>UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO</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>TRUSTEES OF THE UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL</u>	D Employer Identification Number (EIN) <u>31-6089168</u>

E Type of plan: (1) ☒ Multiemployer Defined Benefit (2) ☐ Money Purchase (see instructions)

1a Enter the valuation date: Month 01 Day 01 Year 2011

b Assets

(1) Current value of assets	1b(1)	<u>443168625</u>
(2) Actuarial value of assets for funding standard account.....	1b(2)	<u>531621479</u>

c (1) Accrued liability for plan using immediate gain methods	1c(1)	<u>610792946</u>
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(2) Information for plans using spread gain methods:

(a) Unfunded liability for methods with bases.....	1c(2)(a)	
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(b) Accrued liability under entry age normal method.....	1c(2)(b)	
--	-----------------	--

(c) Normal cost under entry age normal method.....	1c(2)(c)	
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(3) Accrued liability under unit credit cost method	1c(3)	<u>610792946</u>
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d Information on current liabilities of the plan:

(1) Amount excluded from current liability attributable to pre-participation service (see instructions).....	1d(1)	
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(2) "RPA '94" information :

(a) Current liability	1d(2)(a)	<u>917055275</u>
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(b) Expected increase in current liability due to benefits accruing during the plan year	1d(2)(b)	<u>10085335</u>
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(c) Expected release from "RPA '94" current liability for the plan year	1d(2)(c)	<u>43736716</u>
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(3) Expected plan disbursements for the plan year	1d(3)	<u>44811716</u>
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Statement by Enrolled Actuary

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

SIGN HERE		<u>10/08/2012</u>
Signature of actuary		Date
<u>DANIEL V. CINER, MAAA</u>		<u>11-05773</u>
Type or print name of actuary		Most recent enrollment number
<u>THE SEGAL COMPANY</u>		<u>312-984-8500</u>
Firm name		Telephone number (including area code)
<u>101 NORTH WACKER DRIVE, CHICAGO, IL 60606</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 Form 5500-SF.

Schedule MB (Form 5500) 2011
v.012611

2 Operational information as of beginning of this plan year:

a Current value of assets (see instructions)	2a	443168625
b "RPA '94" current liability/participant count breakdown:	(1) Number of participants	(2) Current liability
(1) For retired participants and beneficiaries receiving payment	4975	423987987
(2) For terminated vested participants	7408	133719940
(3) For active participants:		
(a) Non-vested benefits		5051956
(b) Vested benefits		354295392
(c) Total active	15381	359347348
(4) Total	27764	917055275
c If the percentage resulting from dividing line 2a by line 2b(4), column (2), is less than 70%, enter such percentage	2c	48.33 %

3 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
	24509699				
Totals ▶ 3(b)				24509699	3(c)

4 Information on plan status:

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

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

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

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

6 Checklist of certain actuarial assumptions:

a Interest rate for "RPA '94" current liability	6a	4.47 %
b Rates specified in insurance or annuity contracts	☐ Yes ☐ No ☒ N/A	☐ Yes ☐ No ☒ N/A
c Mortality table code for valuation purposes:		
(1) Males	6c(1)	A
(2) Females	6c(2)	A
d Valuation liability interest rate	6d	7.50 %
e Expense loading	6e	19.1 % ☐ N/A ☒ N/A
f Salary scale	6f	% ☒ N/A
g Estimated investment return on actuarial value of assets for year ending on the valuation date	6g	11.0 %
h Estimated investment return on current value of assets for year ending on the valuation date	6h	12.0 %

7 New amortization bases established in the current plan year:

(1) Type of base	(2) Initial balance	(3) Amortization Charge/Credit
1	-23094973	-2433829
8	16160447	1313913

8 Miscellaneous information:

a If a waiver of a funding deficiency has been approved for this plan year, enter the date (MM-DD-YYYY) of the ruling letter granting the approval..... **8a**

b Is the plan required to provide a Schedule of Active Participant Data? (See the instructions.) If "Yes," attach schedule. ☒ Yes ☐ No

c Are any of the plan's amortization bases operating under an extension of time under section 412(e) (as in effect prior to 2008) or section 431(d) of the Code?..... ☐ Yes ☐ No

d If line c is "Yes," provide the following additional information:

(1) Was an extension granted automatic approval under section 431(d)(1) of the Code?..... ☐ Yes ☐ No

(2) If line (1) is "Yes," enter the number of years by which the amortization period was extended..... **8d(2)**

(3) Was an extension approved by the Internal Revenue Service under section 412(e) (as in effect prior to 2008) or 431(d)(2) of the Code?..... ☐ Yes ☐ No

(4) If line (3) is "Yes," enter number of years by which the amortization period was extended (not including the number of years in line (2))..... **8d(4)**

(5) If line (3) is "Yes," enter the date of the ruling letter approving the extension..... **8d(5)**

(6) If line (3) is "Yes," is the amortization base eligible for amortization using interest rates applicable under section 6621(b) of the Code for years beginning after 2007?..... ☐ Yes ☐ No

e If box 5h is checked or line 8c is "Yes," enter the difference between the minimum required contribution for the year and the minimum that would have been required without using the shortfall method or extending the amortization base(s)..... **8e**

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

a Prior year funding deficiency, if any..... **9a**

b Employer's normal cost for plan year as of valuation date..... **9b** 6471539

c Amortization charges as of valuation date:

	Outstanding balance	
(1) All bases except funding waivers and certain bases for which the amortization period has been extended..... 9c(1)	385822519	45697600
(2) Funding waivers..... 9c(2)		
(3) Certain bases for which the amortization period has been extended..... 9c(3)		

d Interest as applicable on lines 9a, 9b, and 9c..... **9d** 3912685

e Total charges. Add lines 9a through 9d..... **9e** 56081824

Credits to funding standard account:

f Prior year credit balance, if any..... **9f** 29302866

g Employer contributions. Total from column (b) of line 3..... **9g** 24509699

h Amortization credits as of valuation date..... **9h** 277348186 47753713

i Interest as applicable to end of plan year on lines 9f, 9g, and 9h..... **9i** 6698357

j Full funding limitation (FFL) and credits:

	Outstanding balance	
(1) ERISA FFL (accrued liability FFL)..... 9j(1)	218653630	
(2) "RPA '94" override (90% current liability FFL)..... 9j(2)	306481673	
(3) FFL credit..... 9j(3)		

k (1) Waived funding deficiency..... **9k(1)**

(2) Other credits..... **9k(2)**

l Total credits. Add lines 9f through 9i, 9j(3), 9k(1), and 9k(2)..... **9l** 108264635

m Credit balance: If line 9l is greater than line 9e, enter the difference..... **9m** 52182811

n Funding deficiency: If line 9e is greater than line 9l, enter the difference..... **9n**

9 o Current year's accumulated reconciliation account:

(1) Due to waived funding deficiency accumulated prior to the 2011 plan year	9o(1)	
(2) Due to amortization bases extended and amortized using the interest rate under section 6621(b) of the Code:		
(a) Reconciliation outstanding balance as of valuation date	9o(2)(a)	
(b) Reconciliation amount (line 9c(3) balance minus line 9o(2)(a))	9o(2)(b)	
(3) Total as of valuation date.....	9o(3)	

10 Contribution necessary to avoid an accumulated funding deficiency. (See instructions.)	10	
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11 Has a change been made in the actuarial assumptions for the current plan year? If "Yes," see instructions.	☐ Yes ☒ No
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SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
UNION LABOR LIFE INSURANCE COMPANY

13-1423090

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

36-2723087

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

94-1441976

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

13-3970786

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

MESIROW ADVANCED STRATEGIES INC.

36-3741067

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

NORTHERN TRUST COMPANY OF CONNECTIC

06-6275604

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

TEMPLETON INVESTMENT COUNSEL LLC

94-3385113

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

CAPITAL RESEARCH & MGMT COMPANY

95-1411037

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

NORTHERN TRUST INVESTMENTS, INC.

36-3608252

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

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

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

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

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

RREEF AMERICA LLC

58-2364506

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51	NONE	241572	Yes ☐ No ☒	Yes ☐ No ☐	0	Yes ☐ No ☐

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

REINHART BOERNER ET AL

39-1761679

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29 50	NONE	227834	Yes ☐ No ☒	Yes ☐ No ☐	0	Yes ☐ No ☐

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

NATIONAL INVESTMENT SERVICES, INC.

80-0169636

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51	NONE	207437	Yes ☐ No ☒	Yes ☐ No ☐	0	Yes ☐ No ☐

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)

THE SEGAL COMPANY (MIDWEST), INC.

13-1975125

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 50	NONE	183491	Yes ☐ No ☒	Yes ☐ No ☐	0	Yes ☐ No ☐

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

ABS INVESTMENT MANAGEMENT LLC

98-0544028

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 52	NONE	0	Yes ☒ No ☐	Yes ☐ No ☒	164387	Yes ☐ No ☒

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

BARROW HANLEY MEWHINNEY & STRAUSS

75-2403190

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51	NONE	150001	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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)

TCW

27-6148636

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 52	NONE	0	Yes ☒ No ☐	Yes ☐ No ☒	137459	Yes ☐ No ☒

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

THE NORTHERN TRUST COMPANY

36-1561860

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
19 51 62	NONE	135467	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

JP MORGAN INVESTMENT MANAGEMENT INC

13-3200244

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 27 50 51	NONE	134337	Yes ☐ No ☒	Yes ☐ No ☐	0	Yes ☐ No ☐

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

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

DEARBORN PARTNERS LLC

36-4145621

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51	NONE	131872	Yes ☐ No ☒	Yes ☐ No ☐	0	Yes ☐ No ☐

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

CRAMER ROSENTHAL MCGLYNN LLC

13-3977282

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51 52 68	NONE	120144	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

TIMES SQUARE CAPITAL MANAGEMENT LLC

20-1665304

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51 68	NONE	106532	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

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)

ATTALUS CAPITAL, L.P.

23-2981828

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 52	NONE	0	Yes ☒ No ☐	Yes ☐ No ☒	92896	Yes ☐ No ☒

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

FICUCIARY MANAGEMENT INC.

39-1346018

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51	NONE	88796	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

THE CLIFTON GROUP INVESTMENT MGMT

41-0995965

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51	NONE	76954	Yes ☐ No ☒	Yes ☐ No ☐	0	Yes ☐ No ☐

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)

PORTFOLIO ADVISORS LLC

98-0534589

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 52	NONE	0	Yes ☒ No ☐	Yes ☐ No ☒	75000	Yes ☐ No ☒

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

MARQUETTE ASSOCIATES, INC.

36-3485298

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50	NONE	62500	Yes ☐ No ☒	Yes ☐ No ☐	0	Yes ☐ No ☐

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

THE MCKEOGH COMPANY

23-3003375

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 50	NONE	61812	Yes ☐ No ☒	Yes ☐ No ☐	0	Yes ☐ No ☐

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)

FREYBERG HINKLE ET AL

39-1531945

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	NONE	45600	Yes ☐ No ☒	Yes ☐ No ☐	0	Yes ☐ No ☐

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

FIFTH THIRD BANK

38 FOUNTAIN SQUARE PLAZA
CINCINNATI, OH 45263

(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?
49 50	NONE	42028	Yes ☐ No ☒	Yes ☐ No ☐	0	Yes ☐ No ☐

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

STATE STREET GLOBAL ADVISORS

04-1867445

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
51 68 19 99 52	NONE	5188	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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)

PRISMA CAPITAL PARTNERS, LP

ONE PENN PLAZA, SUITE 3515
NEW YORK, NY 10119

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51	NONE	0	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

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

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

(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
PORTFOLIO ADVISORS LLC	28 52	75000
(d) Enter name and EIN (address) of source of indirect compensation PAPEF V OFFSHORE LP 9 OLD KINGS HIGHWAY SOUTH DARIEN, CT 06820 98-0534589 (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. INVESTMENT MANAGEMENT FEES		
(a) Enter service provider name as it appears on line 2 ABS INVESTMENT MANAGEMENT LLC (b) Service Codes (see instructions) 28 52 (c) Enter amount of indirect compensation 164387		
(d) Enter name and EIN (address) of source of indirect compensation ABS ALPHA LTD-GLOBAL EQ PORT 98-0544028 (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. MANAGEMENT FEES		
(a) Enter service provider name as it appears on line 2 ATTALUS CAPITAL, L.P. (b) Service Codes (see instructions) 28 52 (c) Enter amount of indirect compensation 92896		
(d) Enter name and EIN (address) of source of indirect compensation ATTALUS LONG-SHORT EQUITY FD 98-1033389 (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. INVESTMENT MANAGEMENT FEES		

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
TIMES SQUARE CAPITAL MANAGEMENT LLC	68	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
	SOFT DOLLARS - 0.625 TIMES THE AMOUNT OF COMMISSIONS PAID	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
TCW	28 52	98029
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
TCW CAPITAL TRUST	INVESTMENT MANAGEMENT FEES	
27-6148636		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
TCW	28 52	39430
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
TCW CAPITAL TRUST	CARRIED INTEREST	
27-6148636		

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
PRISMA CAPITAL PARTNERS, LP	28 51	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PRISMA SPECTRUM FUND LTD ONE PENN PLAZA, SUITE 3515 NEW YORK, NY 10119	INCENTIVE FEE - 5% EXCESS OF NAVMANAGEMENT FEE - 0.25% OF NAV QUARTERLY	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>ULLICO SEPARATE ACCOUNT J</u>		
b Name of sponsor of entity listed in (a): <u>THE UNION LABOR LIFE INSURANCE COMPANY</u>		
c EIN-PN <u>13-1423090-203</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>BHMS LARGE CAP VALUE FUND</u>		
b Name of sponsor of entity listed in (a): <u>OLD MUTUAL ASSET MANAGEMENT TRUST COMPANY</u>		
c EIN-PN <u>20-0524545-016</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>0</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SSGA FLAGSHIP S&P 500 FUND</u>		
b Name of sponsor of entity listed in (a): <u>STATE STREET BANK AND TRUST COMPANY</u>		
c EIN-PN <u>04-0025081-002</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JPMCB STRATEGIC PROPERTY FUND</u>		
b Name of sponsor of entity listed in (a): <u>JP MORGAN CHASE BANK, NA</u>		
c EIN-PN <u>13-6038770-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>COLTV SHORT TERM INVESTMENT FUND</u>		
b Name of sponsor of entity listed in (a): <u>THE NORTHERN TRUST COMPANY</u>		
c EIN-PN <u>36-6036794-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>NIS HIGH YIELD FUND LLC</u>		
b Name of sponsor of entity listed in (a): <u>NATIONAL INVESTMENT SERVICES, INC.</u>		
c EIN-PN <u>39-2021943-001</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>0</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>NIS PREFERRED STOCK FUND II, LLC</u>		
b Name of sponsor of entity listed in (a): <u>NATIONAL INVESTMENT SERVICES, INC.</u>		
c EIN-PN <u>16-1626084-001</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>0</u>

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

c EIN-PN 45-4783986-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

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

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

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

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

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

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

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

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

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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Part II Information on Participating Plans (to be completed by DFEs)

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011		
A Name of plan UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 TRUSTEES OF THE UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL	D Employer Identification Number (EIN) 31-6089168	

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

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

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e	72759	
f Total assets (add all amounts in lines 1a through 1e)	1f	445079604	

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	443168625	
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	24509699	
(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)		24509699
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	3379	
(B) U.S. Government securities	2b(1)(B)	645739	
(C) Corporate debt instruments	2b(1)(C)	1383231	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	2351392	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		4383741
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	638304	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1535553	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		2173857
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	157447275	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	155243193	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		2204082

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	-2396743	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-2396743
(6) Net investment gain (loss) from common/collective trusts	2b(6)		3120841
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		786311
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		-21924
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-13308328
c Other income.....	2c		15659
d Total income. Add all income amounts in column (b) and enter total.....	2d		21467195

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	43180819	
(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)		43180819
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)	518534	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	1599786	
(4) Other	2i(4)	735509	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		2853829
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		46034648

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-24567453
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		418601172

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: FREYBERG HINKLE ET AL

(2) EIN: 39-1531945

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....	X		
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

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

5b(1) Name of plan(s)

UFCW CONSOLIDATED PENSION FUND

5b(2) EIN(s)	5b(3) PN(s)
58-6101602	001

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 2011 This Form is Open to Public Inspection.
For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011		
A Name of plan UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO		B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 TRUSTEES OF THE UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL		D Employer Identification Number (EIN) 31-6089168
Part I	Distributions	
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....		1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....		3 0
Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)	
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☐ No ☒ N/A If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)		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 or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... ☐ Yes ☐ No ☒ N/A		
Part III	Amendments	
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☒ No		
Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.	
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... ☐ Yes ☐ No		
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No		
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ☐ Yes ☐ No		
12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ☐ Yes ☐ No		
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.		
Schedule R (Form 5500) 2011 v.012611		

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer THE KROGER CO.

b EIN 31-0345740

c Dollar amount contributed by employer 24017218

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month 08 Day 11 Year 2012

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

(1) Contribution rate (in dollars and cents) 1.21

(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	780
b The plan year immediately preceding the current plan year	14b	801
c The second preceding plan year	14c	821

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

a The corresponding number for the plan year immediately preceding the current plan year	15a	0.97
b The corresponding number for the second preceding plan year	15b	0.98

- 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	1
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	631190

- 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: 44.3% Investment-Grade Debt: 13.7% High-Yield Debt: 1.1% Real Estate: 9.0% Other: 31.9%

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

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

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

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

INDEPENDENT AUDITOR'S REPORT

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

DECEMBER 31, 2011

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FREYBERG HINKLE
ASHLAND POWERS & STOWELL S.C.

Certified Public Accountants
INDEPENDENT AUDITOR'S REPORT

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

We have audited the accompanying statements of net assets available for benefits of the UFCW Unions and Food Employers Pension Plan of Central Ohio (the Plan) as of December 31, 2011 and 2010 and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on the financial statements based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, information regarding the Plan's net assets available for benefits as of December 31, 2011, and changes therein for the year then ended and its financial status as of December 31, 2010, and changes therein for the year then ended, in conformity with U.S. generally accepted accounting principles.

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules as detailed in the table of contents are presented for the purpose of additional analysis and are not a required part of the financial statements but some of which are required by the Department of Labor's Rules and regulations for Reporting and disclosure under the Employee Retirement Income Security Act of 1974 (ERISA). Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statement themselves, and other additional procedures in accordance with U.S. generally accepted auditing standards. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

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

Brookfield, Wisconsin
October 10, 2012

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Statements of Net Assets Available for Benefits **December 31, 2011 and 2010**

	<u>2011</u>	<u>2010</u>
ASSETS		
Investments, at fair value		
Bank custodial accounts		
Common stock	\$	\$ 64,097,007
U.S. Government and agency obligations		14,530,930
Corporate bonds		32,854,706
Municipal bonds		2,816,425
Mutual funds		85,767,706
Common and collective funds		118,574,478
Separate account		22,775,308
Partnerships		46,899,131
Other		47,378,367
Cash and cash equivalents		1,794,709
Total investments	\$ --	\$ 437,488,767
Receivables		
Employer contributions	\$	\$ 1,639,841
Accrued interest and dividends		567,636
Unsettled investment sales		1,571,852
Other		10,341
Total receivables	\$ --	\$ 3,789,670
Cash		
Bank checking accounts	\$ --	\$ 3,728,408
Prepaid expenses	\$ --	\$ 72,759
Total assets	\$ --	\$ 445,079,604
LIABILITIES		
Accounts payable	\$	\$ 343,929
Unsettled investment purchases		1,528,617
Total liabilities	\$ --	\$ 1,872,546
Net assets available for benefits	\$ --	\$ 443,207,058

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

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Statements of Changes in Net Assets Available for Benefits **For the Years Ended December 31, 2011 and 2010**

	<u>2011</u>	<u>2010</u>
Additions to net assets attributed to:		
Investment earnings (loss)		
Bank custodial accounts		
Interest	\$ 6,668,226	\$ 5,634,886
Dividends	664,960	1,389,535
Net appreciation (depreciation) in fair value of investments	<u>(10,391,349)</u>	<u>43,428,428</u>
Total investment earnings (loss)	\$ <u>(3,058,163)</u>	\$ <u>50,452,849</u>
Less investment expenses	<u>1,599,786</u>	<u>1,631,066</u>
Net investment earnings (loss)	\$ <u><u>(4,657,949)</u></u>	\$ <u><u>48,821,783</u></u>
Employer contributions		
Regular	\$ 24,328,855	\$ 20,792,312
Withdrawal liability	<u>180,844</u>	<u>250,000</u>
Total employer contributions	\$ <u><u>24,509,699</u></u>	\$ <u><u>21,042,312</u></u>
Share of directed commissions	\$ <u>15,659</u>	\$ <u>25,138</u>
Total additions	\$ <u><u>19,867,409</u></u>	\$ <u><u>69,889,233</u></u>
Deductions from net assets attributed to:		
Pension benefits	\$ 43,082,497	\$ 42,659,119
Administrative expenses	<u>1,254,043</u>	<u>1,241,607</u>
Total deductions	\$ <u><u>44,336,540</u></u>	\$ <u><u>43,900,726</u></u>
Net increase (decrease) in net assets available for benefits	\$ (24,469,131)	\$ 25,988,507
Net assets available for benefits		
Beginning of year	443,207,058	417,218,551
Transfer of assets to UFCW Consolidated Pension Fund	<u>(418,737,927)</u>	<u> </u>
End of year	\$ <u><u>--</u></u>	\$ <u><u>443,207,058</u></u>

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

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Notes to Financial Statements December 31, 2011 and 2010

1. Description of the Plan

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

General

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

The Plan is subject to the provisions of ERISA, as amended.

Contributions

The Plan is funded by employer contributions in accordance with the terms of the participating employers' collective bargaining agreements. No contributions are permitted by employees. The employer contributions for December 31, 2011 and 2010 exceeded the minimum funding requirements of ERISA.

Pension benefits

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

Vesting

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

2. Significant accounting policies

Basis of accounting

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

Use of estimates

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

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Notes to Financial Statements December 31, 2011 and 2010

2. Significant accounting policies (continued)

Date of management's review

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

New accounting standard

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

Concentrations

Credit risk

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

Employer contributions

One employer accounted for approximately 99% of the Plan's contributions during the years ended December 31, 2011 and 2010.

Investment valuation and income recognition

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

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

Administration fees

Administrative services are provided under an agreement between the Plan and the UFCW Unions and Employers Health and Welfare Plan of Central Ohio. Under this arrangement certain administrative expenses are shared by the Plan based on allocation formulas. These expenses are recorded as shared administrative expenses in these financial statements. The shared administrative expenses approximated \$269,000 and \$286,000 for the years ended December 31, 2011 and 2010.

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Notes to Financial Statements December 31, 2011 and 2010

2. Significant accounting policies (continued)

Derivatives

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

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

Actuarial present value of accumulated plan benefits

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

The actuarial present value of accumulated plan benefits is determined by the actuaries of the Plan, The Segal Company and The McKeogh Company, and is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment. The significant actuarial assumptions used in the valuations as of January 1, 2011 and 2010 were (a) life expectancy of participants (for pre-retirement – RP-2000 Employee Mortality Table; for post-retirement – RP-2000 Healthy Annuitant Mortality Table; for disabled lives – RP-2000 Disabled Annuitant Retiree Mortality Table), (b) retirement age assumptions, and (c) investment return. The valuations included an assumed average rate of return of 7.5%. The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Notes to Financial Statements **December 31, 2011 and 2010**

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

During the years ended December 31, 2011 and 2010, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

	<u>2011</u>	<u>2010</u>
Investments at fair value as determined by quoted market prices		
Common stock	\$ (2,442,851)	\$ 10,477,341
U.S. Government and agency obligations	1,317,368	804,029
Corporate bonds	422,071	1,963,633
Municipal bonds	94,509	30,525
Mutual funds	(13,308,328)	11,819,629
Common and collective funds	2,323,329	11,683,843
Other	122,669	3,688,803
Cash and cash equivalents	(1,232)	(106,221)
	\$ <u>(11,472,465)</u>	\$ <u>40,361,582</u>
Investments at estimated fair value		
Separate account	\$ 786,311	\$ 63,152
Partnerships	294,805	3,003,694
	\$ <u>1,081,116</u>	\$ <u>3,066,846</u>
	\$ <u>(10,391,349)</u>	\$ <u>43,428,428</u>

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Notes to Financial Statements December 31, 2011 and 2010

4. Identification of certain investments

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

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

5. Securities lending

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

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

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

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Notes to Financial Statements December 31, 2011 and 2010

5. Securities lending (continued)

The fair value of securities loaned by the Plan was \$30,908,444 and \$32,580,783 at December 31, 2011 and 2010. At December 31, 2011 and 2010 the fair value of collateral held for securities on loan was as follows:

	2011	2010
Collateral - cash	\$ 31,692,565	\$ 33,338,520
Collateral - non cash	8,335	32,293
	<u>\$ 31,700,900</u>	<u>\$ 33,370,813</u>

6. Fair value measurements

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

Level 1

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

Level 2

Inputs to the valuation methodology include:

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

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

Level 3

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

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

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Notes to Financial Statements December 31, 2011 and 2010

6. Fair value measurements (continued)

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2011 and 2010.

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

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

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

Common and collective funds:

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

Securities are valued based on a market approach using price information from the exchange where the securities are primarily traded. Over-the-counter and unlisted securities are valued at the current bid prices. Short-term investment funds are valued at net asset value per share.

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

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

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

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

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Notes to Financial Statements December 31, 2011 and 2010

6. Fair value measurements (continued)

Common and collective funds (continued):

K2 Institutional Investors II, Ltd.: K2 Institutional Investors II, Ltd. (K2) is a corporation organized under the laws of the British Virgin Islands. K2 invests primarily in limited companies, unit trusts or other investment entities issued by non-traditional firms or "hedge funds" which engage in a variety of investment strategies. To achieve its investment objective K2 will invest indirectly in investment entities through K2 Diversified Fund, Ltd. (the Master Fund), a corporation under the laws of the British Virgin Islands.

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

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

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

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

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

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

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

Securities for which cannot be valued by the approved pricing service are valued using valuations obtained from dealers that make markets in the securities.

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

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Notes to Financial Statements December 31, 2011 and 2010

6. Fair value measurements (continued)

Common and collective funds (continued):

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

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

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

Prisma Spectrum Fund Ltd.: Prisma Spectrum Fund (Prisma) is an exempted company incorporated under the laws of the Cayman Islands. Prisma seeks to achieve long-term capital appreciation over a several year period with lower volatility than, and low correlation to, broad equity and fixed income indices. Prisma invests primarily among a diverse group of selected alternative asset managers and the funds they operate.

Prisma values its securities at fair value, which is based on the NAV per share, or its equivalent as provided by, or on behalf of, the portfolio managers.

The value of Prisma Spectrum Fund Ltd. In the accompanying financial statements is at net asset value per unit outstanding.

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

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

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

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Notes to Financial Statements December 31, 2011 and 2010

6. Fair value measurements (continued)

Common and collective funds (continued):

Titanium Absolute Return Fund, LLC: The Titanium Absolute Return Fund, LLC (Fund) is a Cayman Islands exempted company formed to achieve a consistent annual return through a portfolio of fixed income securities consisting primarily of the Barclays Aggregate 1-3 Year Index and similar securities. The long-term objective is to outperform the annual average return of one year U.S. Treasury bills while minimizing volatility.

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

The value of the Titanium Absolute Return Fund, LLC in the accompanying financial statements is at net asset value per unit outstanding.

Separate account:

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

The fair value of each mortgage loan is established monthly by Union Labor Life as the present value of future mortgage payments due thereunder. Fixed maturity debt securities are valued at the average of the latest bid and asked prices. Short-term investments with maturities of ninety days or less are valued at cost, with accrued interest, which approximates market.

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

Partnerships:

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

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

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

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Notes to Financial Statements December 31, 2011 and 2010

6. Fair value measurements (continued)

Partnerships (continued)

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

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

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

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

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

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

Other:

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

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

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

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Notes to Financial Statements December 31, 2011 and 2010

6. Fair value measurements (continued)

Other (continued):

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

The Fund estimates the fair value of an investment in an investment company using the net asset value per share of the investment (or its equivalent) without further adjustment. The net asset value per share of the investment is determined in accordance with the specialized accounting guidance for Investment Companies as of the reporting entity's measurement date.

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

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

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

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

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

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Notes to Financial Statements **December 31, 2011 and 2010**

6. Fair value measurements (continued)

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011 and 2010:

	Assets at Fair Value as of December 31, 2011 (Before Merger)			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Common stock				
Basic industries	\$ 5,908,327	\$	\$	\$ 5,908,327
Capital goods	3,738,644			3,738,644
Consumer durables	1,308,496			1,308,496
Consumer non-durables	11,457,911			11,457,911
Energy	1,088,532			1,088,532
Financial services	3,911,608			3,911,608
Miscellaneous	20,970,465			20,970,465
Technology	8,555,438			8,555,438
Utilities	772,041			772,041
U.S. Government and agency obligations				
Government agencies		1,217,215		1,217,215
Government bonds		10,517,712		10,517,712
Government mortgage backed securities		5,261,634		5,261,634
Government issued commercial mortgage backed		770,515		770,515
Corporate bonds				
Asset backed securities		11,412,213		11,412,213
Commercial mortgage backed		4,556,238		4,556,238
Corporate bonds		14,257,673		14,257,673
Non-government backed c.m.o.s.		4,915,542		4,915,542
Municipal bonds		2,102,415		2,102,415
Mutual funds				
International equity	73,994,931			73,994,931
Common and collective funds				
Equity funds		58,810,579		58,810,579
Hedge fund of funds		19,175,385		19,175,385
Hedge market independent		5,652,500		5,652,500
Real estate		15,272,739		15,272,739
Short term investment funds		6,201,383		6,201,383
Separate account			18,422,630	18,422,630
Partnerships			51,575,819	51,575,819
Other				
Hedge fund of funds		15,875,200		15,875,200
Real estate		21,778,770		21,778,770
Cash and cash equivalents		2,548,687		2,548,687
Total assets at fair value	\$ 131,706,393	\$ 200,326,400	\$ 69,998,449	\$ 402,031,242

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Notes to Financial Statements **December 31, 2011 and 2010**

6. Fair value measurements (continued)

Assets at Fair Value as of December 31, 2010				
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Common stock				
Consumer discretionary	\$ 10,784,233	\$	\$	\$ 10,784,233
Consumer staples	1,979,651			1,979,651
Energy	3,417,583			3,417,583
Financial services	8,384,822			8,384,822
Health care	5,784,138			5,784,138
Materials and processing	4,909,893			4,909,893
Producer durables	12,367,790			12,367,790
Services	124,299			124,299
Technology	15,381,191			15,381,191
Utilities	963,407			963,407
U.S. Government and agency obligations				
Government agencies		1,460,097		1,460,097
Government bonds		7,795,885		7,795,885
Government mortgage backed securities		4,283,959		4,283,959
Government issued commercial mortgage backed		990,989		990,989
Corporate bonds				
Asset backed securities		10,732,699		10,732,699
Commercial mortgage backed		4,855,964		4,855,964
Corporate bonds		12,892,221		12,892,221
Corporate convertible bond		260,975		260,975
Non-government backed c.m.o.s.		4,112,847		4,112,847
Municipal bonds		2,816,425		2,816,425
Mutual funds				
International equity	85,767,706			85,767,706
Common and collective funds				
Equity funds		67,641,009		67,641,009
Hedge fund of funds		22,430,874		22,430,874
Hedge market independent		8,093,865		8,093,865
Real estate		13,297,476		13,297,476
Short term investment funds		7,111,254		7,111,254
Separate account			22,775,308	22,775,308
Partnerships			46,899,131	46,899,131
Other				
Foreign government agency		266,243		266,243
Hedge fund of funds		31,142,678		31,142,678
Real estate		15,969,446		15,969,446
Cash and cash equivalents		1,794,709		1,794,709
Total assets at fair value	\$ 149,864,713	\$ 217,949,615	\$ 69,674,439	\$ 437,488,767

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Notes to Financial Statements **December 31, 2011 and 2010**

6. Fair value measurements (continued)

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2011:

	<u>Separate Account</u>	<u>Partnerships</u>	<u>Total</u>
Balance, beginning of year	\$ 22,775,308	\$ 46,899,131	\$ 69,674,439
Unrealized gains (losses) relating to assets still held at the reporting date	1,108,201	(114,068)	994,133
Purchases		6,058,497	6,058,497
Sales	<u>(5,460,879)</u>	<u>(1,267,741)</u>	<u>(6,728,620)</u>
Balance, end of year (before merger)	\$ <u>18,422,630</u>	\$ <u>51,575,819</u>	\$ <u>69,998,449</u>

Changes in fair value levels

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

The Plan's management has evaluated the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. For the year ended December 31, 2011 there were no significant transfers in or out of levels 1, 2, or 3.

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Notes to Financial Statements December 31, 2011 and 2010

6. Fair value measurements (continued)

The Plan has entered into investment contracts which include commitments to invest specified amounts. The Plan has entered into several investment agreements which have restrictions related to the redemptions requests. The following summarizes unfunded investment commitments and the general redemption terms as of December 31, 2011:

	Fair Value	Unfunded Commitments	Redemption	
			Frequency	Notice Period
Common and collective funds				
BHMS Large Cap Value Fund	\$ 23,422,866	\$	Daily	30 days written notice
JPMCB Strategic Property Fund	15,272,739		Quarterly subject to available cash	45 days written notice
NIS Preferred Stock Fund II, LLC	6,176,199		Quarterly	None
Titanium Absolute Return Fund, LLC	5,652,500		Quarterly	15 days written notice
Separate account				
ULLICO Separate Account J Fund	18,422,630		Suspended, dependent on economic conditions	
Partnerships				
Mesirow Institutional Multi-Strategy Fund, L.P.	24,742,376		Quarterly	95 days written notice
Portfolio Advisors Private Equity Fund V-Buyout	7,851,584	5,171,010	Upon consent by the General Partner	
Portfolio Advisors Private Equity Fund V-Special Situation	8,841,416	5,103,799	Upon consent by the General Partner	
TCW Capital Trust	10,140,443		5% of redemption base September 30, 2011, 5% of redemption base September 30, 2012, 10% of redemption base September 30, 2013	90 days written notice
Other				
ABS Alpha Ltd.	15,875,200		Quarterly	45 days written notice
IFM Infrastructure Fund		14,500,000		
RREEF America REIT II, Inc.	21,778,770		Quarterly	45 days written notice

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Notes to Financial Statements December 31, 2011 and 2010

7. Employer's withdrawal liability

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

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

It is the Plan's policy to recognize collections of withdrawal liability as employer contributions income when received. During the years ended December 31, 2011 and 2010 the Plan received \$180,844 and \$250,000 as a result of the assessment of withdrawal liability.

Total outstanding withdrawal liability on employers who had withdrawn from the Plan was \$600,346 and \$781,190 at December 31, 2011 and 2010.

8. Actuarial present value of accumulated plan benefits

Actuarial present value of accumulated plan benefits as of the latest valuation dates, January 1, 2011 and 2010 using an investment return assumption of 7.5%, is as follows:

	<u>2011</u>	<u>2010</u>
Vested benefits		
Retired participants and beneficiaries	\$ 322,355,974	\$ 309,074,452
Other participants	<u>287,109,626</u>	<u>352,122,917</u>
	\$ 609,465,600	\$ 661,197,369
Nonvested benefits	<u>1,327,346</u>	<u>7,195,044</u>
Total actuarial present value of accumulated plan benefits	<u>\$ 610,792,946</u>	<u>\$ 668,392,413</u>

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Notes to Financial Statements December 31, 2011 and 2010

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

The changes in the actuarial present value of accumulated plan benefits during the years ending December 31, 2010 and 2009 are as follows:

	2010	2009
Value at the beginning of plan year	\$ 668,392,413	\$ 658,202,157
Increase (decrease) attributable to:		
Benefits paid	(42,552,446)	(38,533,505)
Benefits accumulated, net experience gain or loss, changes in data	15,660,315	803,606
Decrease in discount period		47,920,155
Interest	48,533,714	
Plan amendments	(79,241,050)	
Value at the end of plan year	\$ <u>610,792,946</u>	\$ <u>668,392,413</u>

The above calculations were determined by the actuaries for the Plan, The Segal Company at January 1, 2011 and The McKeogh Company at January 1, 2010. The actuaries are responsible for the computation of the necessary funding provisions of ERISA as they apply to the Plan.

9. Tax status

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

U.S. generally accepted accounting principles require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan's management has analyzed the tax position taken by the Plan and has concluded that as of December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan's management believes it is no longer subject to income tax examinations for years prior to 2008.

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Notes to Financial Statements December 31, 2011 and 2010

10. Plan termination

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

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

11. Reconciliation of financial statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements as of December 31, 2011 and 2010, to Form 5500:

	<u>2011</u>	<u>2010</u>
Net assets available for benefits per the financial statements	\$ -0-	\$ 443,207,058
Benefits payable	<u>-0-</u>	<u>(38,433)</u>
Net assets available for benefits per Form 5500	<u>\$ -0-</u>	<u>\$ 443,168,625</u>

The following is a reconciliation of benefits paid to participants per the financial statements for the year ended December 31, 2011, to Form 5500:

Benefits paid to participants per the financial statements	\$ 43,082,497
Add: Benefits payable current year	136,755
Less: Benefits payable prior year	<u>(38,433)</u>
Benefits paid to participants per Form 5500	<u>\$ 43,180,819</u>

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Notes to Financial Statements December 31, 2011 and 2010

12. Risks and uncertainties

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

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

13. Actuarial certification under Pension Protection Act

On March 30, 2011 the Plan's actuary certified the Plan as neither critical nor endangered for the plan year beginning January 1, 2011.

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

14. Plan amendments

Due to the adoption of the alternate schedule of the rehabilitation plan, effective February 1, 2010, the following benefit changes occurred:

- The accrual rates were reduced to \$20 per month for Tier 1 participants, \$15 per month for Tier II participants, and \$10 per month for Tier III participants.
- The 55/30 Pension is eliminated for retirements after January 1, 2012.
- All early retirement and deferred vested retirement benefits are reduced by 6% for each year of age less than 65.
- The disability pension is eliminated.
- Level income forms of payment are eliminated.

The effect of the plan amendments, a decrease of \$79,241,050, is included in the actuary's report dated July 30, 2012 for the January 1, 2011 valuation.

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Notes to Financial Statements December 31, 2011 and 2010

15. Merger

Effective December 31, 2011 the Plan merged into the UFCW Consolidated Pension Fund (Consolidated Fund). The merger includes \$402,031,242 of investments, \$13,176,330 of receivables, \$4,411,134 in cash, \$101,762 in prepaid expenses, and \$982,541 in liabilities for a total transfer of \$418,737,927. The accumulated plan benefits of the Plan as of the January 1, 2011 valuation date were \$610,792,946.

SUPPLEMENTAL INFORMATION

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

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

**Schedule H, Line 4j - Schedule of Reportable Transactions
For the Year Ended December 31, 2011**

The following series of transactions exceeded 5% of the fair value of Plan assets at January 1, 2011:

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Identity of Party Involved	Description of Assets, Interest Rate and Maturity in Case of a Loan	Purchase Price	Selling Price	Lease Rental	Expense Incurred with Transaction	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain (Loss)
Northern Trust Co.	NGTI Collective Short Term Investment Fund	\$ 98,315,815	\$ 99,225,695	\$	\$	\$ 98,315,815 99,225,695	\$ 98,315,815 99,225,695	\$
Northern Trust Co.	K2 Institutional Investors II, Ltd.		22,408,951			20,946,639	22,408,951	1,462,312

See accompanying notes and independent auditor's opinion.

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Schedule of Employer Contributions - Regular **For the Year Ended December 31, 2011**

Brodbecks Markets, Inc.		\$	7,361
Great Scot, Inc.			
Hillsboro and Shelby			21,835
The Kroger Co.			
Cincinnati Division	\$	9,108,011	
Columbus Division		10,749,343	
Dayton Division		<u>4,159,864</u>	24,017,218
Mansfield Distributing Company			18,861
UFCW Union			
Local #1059			87,458
Local #75			91,312
UFCW Unions and Employers Benefit			
Plan of the Southwestern Ohio Area			44,778
UFCW Unions and Employers Health			
and Welfare Plan of Central Ohio			<u>40,032</u>
 Total employer contributions - regular		\$	<u><u>24,328,855</u></u>

See accompanying notes and independent auditor's opinion.

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Schedules of Administrative Expenses **For the Years Ended December 31, 2011 and 2010**

	Shared Expenses (Note 2)	Direct Charges	Combined	
			2011	2010
Salaries	\$ 143,437	\$	\$ 143,437	\$ 142,721
Payroll taxes	11,806		11,806	11,450
Employees health and welfare expense	28,757		28,757	40,678
Employees pension expense	6,356		6,356	8,371
Legal fees and expenses		227,834	227,834	185,275
Auditing and accounting fees		45,397	45,397	44,250
Actuarial and consulting fees		245,303	245,303	292,358
Data processing consulting fees	25,401		25,401	28,692
Office rent	12,654		12,654	12,624
Printing, stationery and office expenses	10,128	76,973	87,101	90,793
Bank service fees		42,028	42,028	37,460
Postage	18,219	18,700	36,919	21,480
Data processing equipment use charges	8,285		8,285	6,285
Telephone	3,855		3,855	2,534
Insurance				
PBGC termination insurance		248,103	248,103	231,741
Fiduciary responsibility		61,173	61,173	61,948
Bonding and liability		1,557	1,557	1,557
Pension verification expense		1,485	1,485	3,175
Social Security Administration, wage data expense		3,852	3,852	4,999
Medical examinations		770	770	2,560
Meeting expenses		11,970	11,970	10,656
	<u>\$ 268,898</u>	<u>\$ 985,145</u>	<u>\$ 1,254,043</u>	<u>\$ 1,241,607</u>

See accompanying notes and independent auditor's opinion.

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

Schedules of Investment Expenses For the Years Ended December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
Investment manager fees		
Barrow, Hanley, Mewhinney & Strauss, Inc.	\$ 150,035	\$ 144,276
Clifton Group	78,543	28,486
Cramer Rosenthal McGlynn LLC	120,812	130,045
Dearborn Partners LLC	131,879	231,341
Fiduciary Management, Inc.	90,083	94,502
J.P. Morgan Investment Management, Inc.	134,337	95,057
National Investment Services, Inc.	208,775	214,848
RREEF	241,572	174,304
State Street Global Advisors	5,188	5,234
Times Square Capital Management, LLC	106,963	126,897
Union Labor Life Insurance Company	<u>139,087</u>	<u>163,963</u>
	\$ <u>1,407,274</u>	\$ <u>1,408,953</u>
Investment analysis fees		
Marquette Associates, Inc.	\$ <u>62,500</u>	\$ <u>62,500</u>
Custodial income collection and safekeeping fees		
The Northern Trust Company	\$ <u>130,012</u>	\$ <u>159,613</u>
Total investment expenses	\$ <u><u>1,599,786</u></u>	\$ <u><u>1,631,066</u></u>

See accompanying notes and independent auditor's opinion.

EXHIBIT VIII

**Summary of Plan Provisions
(Schedule MB, line 6)**

This exhibit summarizes the major provisions of the Plan included in the valuation. It is not intended to be, nor should it be interpreted as, a complete statement of all plan provisions.

Plan Year: January 1 through December 31

Pension Credit Year: January 1 through December 31

Plan Status: Ongoing plan

Normal Pension:

Age Requirement 60

Service Requirement
Amount

10 years of vesting service and has earned at least 520 hours of service.

For participants entering the plan prior to January 1, 2005, benefit service earned in each year times accrual rates below:

Hourly Contribution Rate	Monthly Amount Per Year of Benefit Service Earned prior to January 1, 2005
\$0.56 or more	\$49.82
\$0.53 - \$0.55	\$49.12
\$0.45 - \$0.52	\$44.27
\$0.40 - \$0.44	\$41.22
\$0.35 - \$0.39	\$38.02
\$0.30 - \$0.34	\$35.02
Less than \$0.30	\$32.02

<u>Hourly Contribution Rate</u>	<u>Monthly Amount Per Year of Benefit Service Earned in 2005</u>
\$0.61 or more	\$40.00
\$0.58 - \$0.60	\$39.30
\$0.50 - \$0.57	\$34.45
\$0.45 - \$0.49	\$31.40
\$0.40 - \$0.44	\$28.20
\$0.35 - \$0.39	\$25.20
Less than \$0.35	\$22.20

<u>Hourly Contribution Rate</u>	<u>Monthly Amount Per Year of Benefit Service Earned in 2006</u>
\$0.69 or more	\$40.00
\$0.66 - \$0.68	\$39.30
\$0.58 - \$0.65	\$34.45
\$0.53 - \$0.57	\$31.40
\$0.48 - \$0.52	\$28.20
\$0.43 - \$0.47	\$25.20
Less than \$0.43	\$22.20

<u>Hourly Contribution Rate</u>	<u>Monthly Amount Per Year of Benefit Service Earned in 2007</u>
\$1.01 or more	\$22.42
\$0.98 - \$1.00	\$22.10
\$0.90 - \$0.97	\$19.92
\$0.85 - \$0.89	\$18.55
\$0.80 - \$0.84	\$17.11
\$0.75 - \$0.79	\$15.76

**Monthly Amount Per Year
 of Benefit Service Earned
 in 2008
 (Non-Cincinnati only)**

**Hourly
Contribution Rate**

\$1.01 or more
 \$0.98 - \$1.00
 \$0.90 - \$0.97
 \$0.85 - \$0.89
 \$0.80 - \$0.84
 \$0.75 - \$0.79

\$22.42
 \$22.10
 \$19.92
 \$18.55
 \$17.11
 \$15.76

**Monthly Amount Per Year
 of Benefit Service Earned
 in 2008
 (Cincinnati only)**

**Hourly
Contribution Rate**

\$1.11 or more
 \$0.85 - \$1.10

\$22.42
 \$17.11

**Monthly Amount Per Year
 of Benefit Service Earned
 in 2009
 (Dayton and Eaton only)**

**Hourly
Contribution Rate**

\$0.80 or more

\$17.11

**Monthly Amount Per Year
 of Benefit Service Earned
 in 2009
 (Non-Dayton or Eaton
 participants)**

**Hourly
Contribution Rate**

\$1.11 or more
 \$1.00 - \$1.10
 \$0.90 - \$0.99
 \$0.85 - \$0.89

\$22.42
 \$19.92
 \$17.11
 \$17.11

Participants entering the Plan on or after January 1, 2005 earn \$15 per year of benefit service in 2005 and 2006, and \$7.20 per year of benefit service after December 31, 2006 and before January 1, 2010.

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

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

Notwithstanding the above, the benefit accrual rate for benefit service earned for the period May 1, 2009 through December 31, 2009 shall be \$0.

The benefit accrual rate for service earned after January 1, 2010:

<u>Tier</u>	<u>Monthly Amount Per Year of Benefit Service Earned</u>
I	\$20.00
II	\$15.00
III	\$10.00

55/30 Pension:

<i>Age Requirement</i>	55
<i>Service Requirement</i>	30 years of vesting service and has earned at least 520 hours of service at a contribution rate of \$0.53 or higher
<i>Amount</i>	Normal pension accrued for retirements January 1, 2012 or earlier. Not available for retirements after January 1, 2012.

Early Retirement:	
<i>Age Requirement</i>	55
<i>Service Requirement</i>	10 years of vesting service and has earned at least 520 hours of service
<i>Amount</i>	Normal pension accrued reduced by 6% for each year of age less than 65.
Vesting:	
<i>Age Requirement</i>	None
<i>Service Requirement</i>	5 years of vesting service and has earned at least 520 hours of service
<i>Amount</i>	Normal or early pension accrued reduced by 6% for each year of age less than 65.
<i>Normal Retirement Age</i>	65
Spouse's Pre-Retirement Death Benefit:	
<i>Age Requirement</i>	None
<i>Service Requirement</i>	5 years of vesting service
<i>Amount</i>	50% of the benefit employee would have received had he or she retired the day before he or she died and elected the joint and survivor option, payable when the participant would have reached at 55 if he or she had 10 years of service, or when the participant would have reached age 65 if he or she did not have 10 years of vesting service.
<i>Charge for Coverage</i>	None
Post-Retirement Death Benefit:	
If married, pension benefits are paid in the form of a 50% joint and survivor annuity unless this form is rejected by the participant and spouse. If not rejected, the benefit amount otherwise payable is reduced to reflect the joint and survivor coverage. If rejected, or if not married, benefits are payable for the life of the employee or in any other available optional form elected by the employee in an actuarially equivalent amount.	

Optional Forms of Payment:

- Single Life Annuity
- 50% Joint and Survivor Annuity
- 75% Optional Survivor Annuity

Participation:

January 1 or July 1 after completion of 520 hours of service in a 12-month period and attainment of age 21

Benefit Credit:

Based on hours worked per year, according to the following chart:

<u>Hours Worked</u>	<u>Years of Benefit Service</u>
1,800 or more	1.00
1,700 – 1,799	0.88
1,600 – 1,699	0.83
1,500 – 1,599	0.78
1,400 – 1,499	0.73
1,300 – 1,399	0.68
1,200 – 1,299	0.63
1,100 – 1,199	0.58
1,000 – 1,099	0.53
900 – 999	0.48
800 – 899	0.43
750 – 799	0.38
520 – 749	0.25
Less than 520	0

Vesting Credit:

One year of vesting service for each credit year during the contribution period in which the employee works 520 hours.

Contribution Rate:

Varies by employer based on their respective collective bargaining agreements. Average rate as of January 1, 2011: \$0.7271 per hour.

There were no changes in Plan provisions reflected in this actuarial valuation.

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EXHIBIT III
Schedule of Active Participant Data
(Schedule MB, line 8b)

The participant data is for the year ended December 31, 2010.

Age	Years of Benefit Service												
	Total	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & over		
Under 25	2,725	900	1,635	190	--	--	--	--	--	--	--	--	
25 - 29	1,765	218	830	663	54	--	--	--	--	--	--	--	
30 - 34	1,197	83	352	359	380	23	--	--	--	--	--	--	
35 - 39	1,157	94	298	224	232	277	32	--	--	--	--	--	
40 - 44	1,394	114	406	246	202	192	223	11	--	--	--	--	
45 - 49	1,793	179	475	351	217	130	188	201	52	--	--	--	
50 - 54	2,190	156	509	388	264	153	101	198	366	55	--	--	
55 - 59	1,403	107	435	286	178	121	80	49	60	85	2	2	
60 - 64	938	90	313	225	127	63	28	22	30	29	11	11	
65 - 69	424	51	157	111	52	18	13	8	3	10	1	1	
70 & over	394	47	156	110	46	19	4	--	8	2	2	2	
Unknown	1	1	--	--	--	--	--	--	--	--	--	--	
Total	15,381	2,040	5,566	3,153	1,752	996	669	489	519	181	16	16	

EXHIBIT IV (continued)				
Funding Standard Account				
Schedule of Funding Standard Account Bases (Charges)				
Type of Base	Date Established	Amortization Amount	Years Remaining	Outstanding Balance
Unfunded Actuarial Accrued Liability	01/01/1976	\$1,384,073	5	\$6,019,785
Plan Amendment	07/01/1976	314,059	5.50	1,477,305
Plan Amendment	01/01/1982	602,055	1	602,055
Plan Amendment	09/01/1982	28,767	1.67	46,909
Plan Amendment	01/01/1983	58,294	2	112,521
Plan Amendment	01/01/1984	629,967	3	1,761,114
Plan Amendment	01/01/1985	561,530	4	2,021,802
Plan Amendment	01/01/1986	760,072	5	3,305,802
Plan Amendment	01/01/1987	6,197	6	31,270
Plan Amendment	01/01/1987	843,679	6	4,257,108
Plan Amendment	01/01/1988	1,624,755	7	9,251,105
Plan Amendment	01/01/1992	322,165	11	2,533,533
Change in Assumptions	01/01/1993	815,573	12	6,781,834
Plan Amendment	01/01/1997	3,510,256	16	34,495,706
Plan Amendment	01/01/1998	817	17	8,290
Plan Amendment	01/01/1999	3,763,754	18	39,270,857
Plan Amendment	01/01/2001	28,063	20	307,542
Experience Loss	01/01/2001	99,228	5	431,573
Experience Loss	01/01/2002	3,583,291	6	18,080,875
Experience Loss	01/01/2003	5,112,182	7	29,107,979
Experience Loss	01/01/2004	1,265,786	8	7,970,150
Experience Loss	01/01/2005	3,292,196	9	22,575,584

EXHIBIT IV (continued)

Funding Standard Account

**Schedule of Funding Standard Account Bases (Charges)
 (Schedule MB, line 9c)**

Type of Base	Date Established	Amortization Amount	Years Remaining	Outstanding Balance
Experience Loss	01/01/2006	2,282,026	10	16,838,810
Experience Loss	01/01/2007	644,564	11	5,068,903
Change in Assumptions	01/01/2007	4,909,350	26	59,633,605
Base Due to December 31, 2008 Investment Loss	01/01/2009	6,805,954	27	83,709,721
Base Due to December 31, 2008 Investment Loss	01/01/2010	1,135,034	27	13,960,334
Base Due to December 31, 2008 Investment Loss	01/01/2011	<u>1,313,913</u>	27	<u>16,160,447</u>
Total		\$45,697,600		\$385,822,519

EXHIBIT IV (continued)				
Funding Standard Account				
Schedule of Funding Standard Account Bases (Credits) (Schedule MB, line 9h)				
Type of Base	Date Established	Amortization Amount	Years Remaining	Outstanding Balance
Combined Credits	01/01/2007	\$31,019,552	4.50	\$123,510,380
Plan Amendment	01/01/2007	401,689	26	4,879,290
Experience Gain	01/01/2008	1,374,204	12	11,427,086
Experience Gain	01/01/2009	266,736	13	2,330,009
Experience Gain	01/01/2010	4,440,162	14	40,520,205
Plan Amendment	02/01/2010	7,817,541	14.08	71,586,243
Experience Gain	01/01/2011	<u>2,433,829</u>	15	<u>23,094,973</u>
Total		\$47,753,713		\$277,348,186

EXHIBIT VII

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

Mortality Rates:	Healthy:	
	Pre-Retirement:	RP-2000 Employee Mortality Table
	Post-Retirement:	RP-2000 Healthy Annuitant Mortality Table
	Disabled:	RP-2000 Disabled Retiree Mortality Table

**Termination Rates before
 Retirement:**

Age	Rate (%)		
	Mortality		Withdrawal*
	Male	Female	
25	0.04	0.02	0.06
30	0.04	0.03	0.07
35	0.08	0.05	0.07
40	0.11	0.07	0.09
45	0.15	0.11	0.13
50	0.21	0.17	0.20
55	0.30	0.25	0.35
60	0.49	0.39	0.71

*Higher rates of turnover apply before attaining 4 years of vesting service, as follows:

<u>Service</u>	<u>Rate</u>
1	25.0%
2	15.0%
3	10.5% (rate decreases 0.1% per year for each age older than 25, down to 9.0% at age 40 or older)

Retirement Rates:

Age	Retirement Rates*
55 – 57	8%
58 – 59	10%
60 – 61	15%
62 – 64	40%
65	100%

** If eligible for retirement. The retirement rate during 2011 is the greater of 90% and the above rates if eligible for the 55/30 Pension.*

Description of Weighted Average Retirement Age:

Age 61, determined as follows: The overall weighted retirement age is the average of the individual retirement ages, assuming no other decrements, based on all the active participants included in the January 1, 2011 actuarial valuation.

Retirement Age for Inactive Vested Participants:

65

Future Benefit Accruals:

Same benefit credit earned in the prior year.

Unknown Data for Participants:

Same as those exhibited by participants with similar known characteristics. If not specified, participants are assumed to be male.

Definition of Active Participants:

Employees who are reported as active in the census data, have attained age 21 as of the valuation date and have at least one year of vesting service.

Percent Married:

Rates vary by age and sex.

Age of Spouse:

Females are 3 years younger than males.

Benefit Election:

All participants are assumed to elect the single life annuity form of payment.

Net Investment Return:

7.50%

Annual Administrative Expenses:

\$1,075,000, payable mid-year for the year beginning January 1, 2011 (equivalent to \$1,037,500 payable at the beginning of the year)

Actuarial Value of Assets:

The market value of assets less unrecognized returns in each of the last five years. Unrecognized return is equal to the difference between the actual market return and the projected market return, and is recognized, 20% per year, over a five-year period (10-year period for the year ended December 31, 2008). The actuarial value is further adjusted, if necessary, to be within 20% of the market value.

Actuarial Cost Method:

Unit Credit Actuarial Cost Method. Normal Cost and Actuarial Accrued Liability are calculated on an individual basis

Elections under the Pension Relief Act of 2010

*Extended Amortization of
 Net Investment Losses
 (IRC Section 431(b)(8)(A))*

The market value investment loss for the Plan Year ended December 31, 2008 continues to be amortized over an extended period, based on the prospective method as defined in IRS Notice 2010-83. The special amortization rule no longer applies after 2011 due to the Trustees' election to opt out.

*Expand Smoothing Period
 (IRC Section 431(b)(8)(B))*

The asset valuation method was changed to recognize the difference between expected and actual returns for the Plan Year ended December 31, 2008 over a period of 10 years.

Benefits Valued:

Unless otherwise indicated, includes all benefits summarized in Exhibit IX.

Current Liability Assumptions:

Interest

4.47%, within the permissible range prescribed under IRC Section 431(c)(6)(E)

Mortality

Mortality prescribed under IRS Regulations 1.431(c)(6)-1 and 1.430(h)(3)-1, using the static tables with separate tables for annuitants and nonannuitants (RP-2000 tables projected forward to the valuation year plus seven years for annuitants and 15 years for nonannuitants)

Estimated Rate of Investment Return:

<i>On actuarial value of assets</i> (Schedule MB, line 6g):	11.0%, for the Plan Year ended December 31, 2010
<i>On current (market) value of assets</i> (Schedule MB, line 6h):	12.0%, for the Plan Year ended December 31, 2010

**Funding Standard Account
Contribution Timing
(Schedule MB, line 3):**

Unless otherwise noted, contributions are paid periodically throughout the year pursuant to collective bargaining agreements. The interest credited in the Funding Standard Account is therefore assumed to be equivalent to a July 1 contribution date.

Line 3

Contributions include \$180,844 in withdrawal liability payments.

Line 5

Effective December 1, 2002, the Trustees appointed The McKeogh Company and The Segal Company to serve as co-actuaries for the Plan, whereby each co-actuary performs the actuarial valuation in alternating years. The previous year's actuarial valuation was performed by The McKeogh Company and the actuarial valuation for the current year beginning January 1, 2011 was performed by The Segal Company.

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

Any change in costs due to the change in actuarial service providers has been treated in the same manner as an experience gain or loss in accordance with Section 4.03 (Approval for Takeover Plans) of Revenue Procedure 2000-40.

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

UFCW Unions and Food Employers Pension Plan of Central Ohio

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

Plan Sponsor EIN: 31-6089168

Plan Number: 001

2011 Form 5500

Additional contribution rate information for The Kroger Co.

Line 13e(1) - Contribution rate	<u>\$ 1.00</u>
Line 13e(2) - Base unit measure	<u>Hourly</u>

Line 13e(1) - Contribution rate	<u>\$ 0.95</u>
Line 13e(2) - Base unit measure	<u>Hourly</u>

Line 13e(1) - Contribution rate	<u>\$ 0.55</u>
Line 13e(2) - Base unit measure	<u>Hourly</u>

UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO

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

Schedule H, Line 4j - Schedule of Reportable Transactions For the Year Ended December 31, 2011

The following series of transactions exceeded 5% of the fair value of Plan assets at January 1, 2011:

(a) Identity of Party Involved	(b) Description of Assets, Interest Rate and Maturity in Case of a Loan	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred with Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
Northern Trust Co.	NGTI Collective Short Term Investment Fund	\$ 98,315,815	\$	\$	\$	\$ 98,315,815	\$ 98,315,815	\$
			99,225,695			99,225,695	99,225,695	
Northern Trust Co.	K2 Institucional Investors II, Ltd.		22,408,951			20,946,639	22,408,951	1,462,312

See accompanying notes and independent auditor's opinion.
(25)

SCHEDULE MB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

▶ **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 UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN OF CENTRAL OHIO	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">B Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;">001</td> </tr> </table>	B Three-digit plan number (PN) ▶	001
B Three-digit plan number (PN) ▶	001		
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF TRUSTEES OF THE UFCW UNIONS AND FOOD EMPLOYERS PENSION PLAN	D Employer Identification Number (EIN) 31-6089168		

E Type of plan: (1) ☒ Multiemployer Defined Benefit (2) ☐ Money Purchase (see instructions)

1a Enter the valuation date:	Month <u>01</u> Day <u>01</u> Year <u>2011</u>	
b Assets		
(1) Current value of assets	1b(1)	443168625
(2) Actuarial value of assets for funding standard account.....	1b(2)	531621479
c (1) Accrued liability for plan using immediate gain methods	1c(1)	610792946
(2) Information for plans using spread gain methods:		
(a) Unfunded liability for methods with bases.....	1c(2)(a)	
(b) Accrued liability under entry age normal method.....	1c(2)(b)	
(c) Normal cost under entry age normal method.....	1c(2)(c)	
(3) Accrued liability under unit credit cost method	1c(3)	610792946
d Information on current liabilities of the plan:		
(1) Amount excluded from current liability attributable to pre-participation service (see instructions)	1d(1)	
(2) "RPA '94" information :		
(a) Current liability	1d(2)(a)	917055275
(b) Expected increase in current liability due to benefits accruing during the plan year	1d(2)(b)	10085335
(c) Expected release from "RPA '94" current liability for the plan year	1d(2)(c)	43736716
(3) Expected plan disbursements for the plan year	1d(3)	44811716

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.

<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 15%; text-align: center; font-weight: bold;">SIGN HERE</td> <td style="width: 85%;"> DANIEL V. CINER </td> </tr> </table> Signature of actuary DANIEL V. CINER, MAAA Type or print name of actuary THE SEGAL COMPANY Firm name 101 NORTH WACKER DRIVE CHICAGO IL 60606 Address of the firm	SIGN HERE	DANIEL V. CINER	10/08/2012 Date 1105773 Most recent enrollment number 312-984-8500 Telephone number (including area code)
SIGN HERE	DANIEL V. CINER		

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 ☐

2 Operational information as of beginning of this plan year:

a Current value of assets (see instructions)	2a	443168625
b "RPA '94" current liability/participant count breakdown:	(1) Number of participants	(2) Current liability
(1) For retired participants and beneficiaries receiving payment	4975	423987987
(2) For terminated vested participants	7408	133719940
(3) For active participants:		
(a) Non-vested benefits		5051956
(b) Vested benefits		354295392
(c) Total active	15381	359347348
(4) Total	27764	917055275
c If the percentage resulting from dividing line 2a by line 2b(4), column (2), is less than 70%, enter such percentage	2c	48.32%

3 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
	24509699				
Totals ▶			3(b)	24509699	3(c)
					0

4 Information on plan status:

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

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

a ☐ Attained age normal	b ☐ Entry age normal	c ☒ Accrued benefit (unit credit)	d ☐ Aggregate
e ☐ Frozen initial liability	f ☐ Individual level premium	g ☐ Individual aggregate	h ☐ Shortfall
i ☐ Reorganization	j ☐ Other (specify):		
k If box h is checked, enter period of use of shortfall method			
			5k
l Has a change been made in funding method for this plan year?			
			☐ Yes ☒ No
m If line l is "Yes," was the change made pursuant to Revenue Procedure 2000-40 or other automatic approval?			
			☐ Yes ☐ No
n If line l is "Yes," and line m is "No," enter the date (MM-DD-YYYY) of the ruling letter (individual or class) approving the change in funding method			5n

6 Checklist of certain actuarial assumptions:

a Interest rate for "RPA '94" current liability	6a	4.47%
b Rates specified in insurance or annuity contracts	☐ Yes ☐ No ☒ N/A	☐ Yes ☐ No ☒ N/A
c Mortality table code for valuation purposes:		
(1) Males	6c(1)	A
(2) Females	6c(2)	A
d Valuation liability interest rate	6d	7.50%
e Expense loading	6e	19.1 % ☐ N/A
f Salary scale	6f	% ☐ N/A
g Estimated investment return on actuarial value of assets for year ending on the valuation date	6g	11.0%
h Estimated investment return on current value of assets for year ending on the valuation date	6h	12.0%

7 New amortization bases established in the current plan year:

(1) Type of base	(2) Initial balance	(3) Amortization Charge/Credit
1	-23094973	-2433829
8	16160447	1313913

8 Miscellaneous information:

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

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

a Prior year funding deficiency, if any	9a	
b Employer's normal cost for plan year as of valuation date	9b	6471539
c Amortization charges as of valuation date:		Outstanding balance
(1) All bases except funding waivers and certain bases for which the amortization period has been extended	9c(1)	385822519
(2) Funding waivers	9c(2)	
(3) Certain bases for which the amortization period has been extended	9c(3)	
d Interest as applicable on lines 9a, 9b, and 9c	9d	3912685
e Total charges. Add lines 9a through 9d	9e	56081824

Credits to funding standard account:

f Prior year credit balance, if any	9f	29302866
g Employer contributions. Total from column (b) of line 3	9g	24509699
		Outstanding balance
h Amortization credits as of valuation date	9h	277348186
i Interest as applicable to end of plan year on lines 9f, 9g, and 9h	9i	6698357
j Full funding limitation (FFL) and credits:		
(1) ERISA FFL (accrued liability FFL)	9j(1)	218653630
(2) "RPA '94" override (90% current liability FFL)	9j(2)	306481673
(3) FFL credit	9j(3)	
k (1) Waived funding deficiency	9k(1)	
(2) Other credits	9k(2)	
l Total credits. Add lines 9f through 9i, 9j(3), 9k(1), and 9k(2)	9l	108264635
m Credit balance: If line 9l is greater than line 9e, enter the difference	9m	52182811
n Funding deficiency: If line 9e is greater than line 9l, enter the difference	9n	
o Current year's accumulated reconciliation account:		
(1) Due to waived funding deficiency accumulated prior to the 2011 plan year	9o(1)	
(2) Due to amortization bases extended and amortized using the interest rate under section 6621(b) of the Code:		
(a) Reconciliation outstanding balance as of valuation date	9o(2)(a)	
(b) Reconciliation amount (line 9c(3) balance minus line 9o(2)(a))	9o(2)(b)	0
(3) Total as of valuation date	9o(3)	

10 Contribution necessary to avoid an accumulated funding deficiency. (See instructions.)	10	
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11 Has a change been made in the actuarial assumptions for the current plan year? If "Yes," see instructions.	☐ Yes ☒ No
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