

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
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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 <u>UNION UNDERWEAR PENSION PLAN</u>	1b Three-digit plan number (PN) ►	<u>001</u>	
	1c Effective date of plan	<u>01/01/1959</u>	
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>UNION UNDERWEAR COMPANY, INC.</u> <u>ONE FRUIT OF THE LOOM DRIVE</u> <u>P.O. BOX 90015</u> <u>BOWLING GREEN, KY 42102-9015</u>	2b Employer Identification Number (EIN) <u>61-1411269</u>	2c Sponsor's telephone number <u>270-781-6400</u>	2d Business code (see instructions) <u>314000</u>

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

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/11/2012</u>	<u>TONY PELASKI</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/11/2012</u>	<u>G. WILLIAM NEWTON</u>
	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") FRUIT OF THE LOOM EMPLOYEE BENEFIT ADMINISTRATIVE COMMITTEE ONE FRUIT OF THE LOOM DRIVE BOWLING GREEN, KY 42102-9015	3b Administrator's EIN 61-1411269 3c Administrator's telephone number 270-781-6400
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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	24059
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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	2856
b Retired or separated participants receiving benefits.....	6b	10897
c Other retired or separated participants entitled to future benefits.....	6c	9131
d Subtotal. Add lines 6a , 6b , and 6c	6d	22884
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	673
f Total. Add lines 6d and 6e	6f	23557
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	30

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

1A 1G 1I 3J

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

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 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>UNION UNDERWEAR PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>UNION UNDERWEAR COMPANY, INC.</u>	D Employer Identification Number (EIN) <u>61-1411269</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2011</u>	
2 Assets:	
a Market value	2a <u>379400328</u>
b Actuarial value	2b <u>380885657</u>
3 Funding target/participant count breakdown:	
	(1) Number of participants (2) Funding Target
a For retired participants and beneficiaries receiving payment	3a <u>10994</u> <u>276726146</u>
b For terminated vested participants	3b <u>9938</u> <u>163279300</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>4571640</u>
(2) Vested benefits	3c(2) <u>67867815</u>
(3) Total active	3c(3) <u>3127</u> <u>72439455</u>
d Total	3d <u>24059</u> <u>512444901</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)	☐
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>6.26 %</u>
6 Target normal cost	6 <u>3000000</u>

Statement by Enrolled Actuary

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

SIGN HERE	<u>10/09/2012</u>
Signature of actuary	Date
<u>SALLY DEFELICE, F.S.A, E.A.</u>	<u>11-05346</u>
Type or print name of actuary	Most recent enrollment number
<u>TOWERS WATSON PENNSYLVANIA INC.</u>	<u>404-365-1965</u>
Firm name	Telephone number (including area code)
<u>3500 LENOX ROAD, SUITE 900</u> <u>ATLANTA, GA 30326-4238</u>	
Address of the firm	

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

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

Schedule SB (Form 5500) 2011
v.012611

Part II Beginning of year carryover and prefunding balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of <u>5.00</u> %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38 from prior year)		0
b Interest on (a) using prior year's effective rate of <u>6.58</u> % except as otherwise provided (see instructions)		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding percentages		
14 Funding target attainment percentage	14	74.32 %
15 Adjusted funding target attainment percentage	15	74.32 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	77.09 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/15/2011	6182697		09/14/2012	45700000	
07/15/2011	6182697				
10/14/2011	6182697				
01/13/2012	6182697				
04/13/2012	3300000				
07/13/2012	3300000				
			Totals ▶	18(b)	77030788
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a 0
b Contributions made to avoid restrictions adjusted to valuation date	19b 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 71038749
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No
c If 20a is "Yes," see instructions and complete the following table as applicable:	
Liquidity shortfall as of end of quarter of this plan year	
(1) 1st	(2) 2nd
0	0
(3) 3rd	(4) 4th
0	0

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

21 Discount rate:				
a Segment rates:	1st segment: 3.78%	2nd segment: 6.31%	3rd segment: 6.57 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 4
22 Weighted average retirement age				22 64
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	3000000	
b Excess assets, if applicable, but not greater than 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	131559244	27034551	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	30034551	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35)	36	30034551	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	71038749	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	41004198	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

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>UNION UNDERWEAR PENSION PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>UNION UNDERWEAR COMPANY, INC.</u>	D Employer Identification Number (EIN) <u>61-1411269</u>	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

NORTHERN TRUST CORPORATION

36-2723087

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 28 19 50 51 64 65 72	NONE	263080	Yes ☒ No ☐	Yes ☒ No ☐		Yes ☐ No ☐

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

TOWERS WATSON

23-1159360

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 17 50 70	NONE	336705	Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

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

PROFUND SYSTEMS, INC.

36-4120902

(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?
15 50	NONE	37350	Yes ☐ No ☒	Yes ☐ No ☐		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)

(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 ☐

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

a Name: MISTY MORRIS	b EIN: 23-1159360
c Position: ENROLLED ACTUARY	
d Address: TOWERS WATSON PENNSYLVANIA INC. 3500 LENOX ROAD, SUITE 900 ATLANTA, GA 30326-4238	e Telephone: 404-365-1986

Explanation: CHANGE OF RESPONSILBILITES FROM ONE EA TO ANOTHER EA WITHIN THE SAME FIRM.

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 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>UNION UNDERWEAR PENSION PLAN</u>	B Three-digit plan number (PN)	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>UNION UNDERWEAR COMPANY, INC.</u>	D Employer Identification Number (EIN) <u>61-1411269</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: COLLECTIVE SHORT-TERM INVEST FUND

b Name of sponsor of entity listed in (a): THE NORTHERN TRUST COMPANY

c EIN-PN <u>45-6138589-084</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>21438826</u>
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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)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="font-size: 24pt; font-weight: bold;">2011</div> This Form is Open to Public Inspection
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>		
A Name of plan <u>UNION UNDERWEAR PENSION PLAN</u>	B Three-digit plan number (PN) ►	<div style="border: 1px solid black; padding: 2px;">001</div>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>UNION UNDERWEAR COMPANY, INC.</u>	D Employer Identification Number (EIN) <u>61-1411269</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	17973314	58482697
	(2) Participant contributions	1b(2)		
	(3) Other.....	1b(3)	942801	1014380
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
	(2) U.S. Government securities.....	1c(2)	186739010	179975596
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other.....	1c(3)(B)	24485448	20034514
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)	143344729	147348339
	(5) Partnership/joint venture interests	1c(5)	355032	311503
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)		
	(9) Value of interest in common/collective trusts.....	1c(9)	599434	21438826
	(10) Value of interest in pooled separate accounts.....	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	5627829	0
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	380067597	428605855

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	23607	67430
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	23607	67430

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	380043990	428538425
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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)	77030788	
(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)		77030788
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	-41	
(B) U.S. Government securities	2b(1)(B)	451723	
(C) Corporate debt instruments	2b(1)(C)	3186500	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		3638182
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	4121692	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	92	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		4121784
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	710484530	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	710611121	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		-126591

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	-384394	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-384394
(6) Net investment gain (loss) from common/collective trusts	2b(6)		19017
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		0
c Other income.....	2c		423
d Total income. Add all income amounts in column (b) and enter total.....	2d		84299209

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	33169313	
(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)		33169313
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)	637139	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	1998322	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		2635461
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		35804774

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		48494435
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: LATTIMORE, BLACK, MORGAN & CAIN, PC

(2) EIN: 62-1199757

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		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

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

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

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

5b(1) Name of plan(s)

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 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>UNION UNDERWEAR PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>UNION UNDERWEAR COMPANY, INC.</u>	D Employer Identification Number (EIN) <u>61-1411269</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>36-3046063</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>155</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☒ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (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
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Stock: 40% Investment-Grade Debt: 3% High-Yield Debt: 2% Real Estate: 0% Other: 55%

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

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

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

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

INDEPENDENT AUDITORS' REPORT

To the Administrative and Investment Committees of the Union Underwear Pension Plan:

We were engaged to audit the accompanying statements of net assets available for benefits of the Union Underwear Pension Plan as of December 31, 2011 and 2010, the related statements of changes in net assets available for benefits for the years then ended and the supplemental schedules as of and for the year ended December 31, 2011, as listed in the accompanying table of contents. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 10, which was certified by The Northern Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2011 and 2010, that the information provided to the plan administrator by the trustee is complete and accurate.

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

Brentwood, Tennessee
October 10, 2012

LATTIMORE BLACK MORGAN & CAIN, PC

**2011 Schedule H line 4i
Schedule of Assets Held at Year End**

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(c) Cost	(d) Current value
	<u>Interest-bearing cash</u>			
	FOREIGN CURRENCY	EURO AND SWISS FRANC	14,172	14,172
	<u>Government Securities</u>			
	GNMA POOL #551797	SER 2032 6.5% DUE 05-15-2032 REG	385,259	438,022
	GNMA POOL #551926	SER 2031 6.5% DUE 12-15-2031 REG	190,308	216,372
	GNMA POOL #552656	SER 2032 6.5% DUE 07-15-2032 REG	442,173	503,271
	GNMA POOL #569800	SER 2032 6.5% DUE 05-15-2032 REG	352,477	400,751
	GNMA POOL #578240	SER 2032 6.5% DUE 07-15-2032 REG	366,946	417,650
	GNMA POOL #582244	SER 2032 6.5% DUE 07-15-2032 REG	661,025	751,556
	GNMA POOL #583973	SER 2032 6.5% DUE 07-15-2032 REG	89,407	101,761
	GNMA POOL #583995	SER 2032 6.5% DUE 07-15-2032 REG	186,354	212,104
	GNMA POOL #584376	SER 2032 6.5% DUE 05-15-2032 REG	238,691	271,673
	GNMA POOL #584455	SER 2032 6.5% DUE 06-15-2032 REG	322,819	367,031
	GNMA POOL #587021	SER 2032 6.5% DUE 04-15-2032 REG	83,954	95,452
	GNMA POOL #591567	SER 2032 6.5% DUE 07-15-2032 REG	307,447	349,554
	GNMA POOL #593187	SER 2032 6.5% DUE 07-15-2032 REG	59,248	67,435
	UNITED STATES	TREAS BILLS 02-16-2012	690,364	785,757
	UNITED STATES	TREAS BILLS 03-01-2012 ZCPN	162,995,880	162,997,555
	UNITED STATES	TREAS BILLS 03-01-2012 ZCPN	11,999,090	11,999,652
	<u>Corporate Bonds</u>			
	TN GAS PIPELN CO	7.5% DUE 04-01-2017	4,186,250	5,060,046
	TN GAS PIPELN CO	7% DUE 10-15-2028	4,842,031	6,694,469
	TX COMPETITIVE	10.25% DUE 11-01-2015	23,046,000	8,280,000
	<u>Preferred Corporate Stock</u>			
	GATOR COM CORP	161,290 SHARES OF SER C PFD STOCK	250,000	-
	PVTPL CLARIA CORP	16,129 SHARES OF SER C PFD STOCK	25,000	-
	<u>Common Stock</u>			
	GENERAL ELECTRIC CO	686,800 SHARES OF COMMON STOCK	22,480,366	12,300,588
	JOHNSON & JOHNSON	382,600 SHARES OF COMMON STOCK	22,648,422	25,090,908
	KRAFT FOODS INC	708,600 SHARES OF CL A COMMON STOCK	23,639,675	26,473,296
	PROCTER & GAMBLE	377,500 SHARES OF COMMON STOCK	23,640,081	25,183,025
	UNITED PARCEL SVC INC	257,000 SHARES OF CL B COMMON STOCK	20,043,199	18,809,830
	US BANCORP	740,400 SHARES OF COMMON STOCK	24,344,353	20,027,820
	WELLS FARGO & CO	706,200 SHARES OF NEW COMMON STOCK	22,649,554	19,462,872
	<u>Partnerships/Joint Ventures</u>			
	JK & B CAPITAL III	1,913,396 UNITS	1,913,396	311,503
	<u>Common/Collective Trusts</u>			
*	Northern Trust	COLLECTIVE SHORT TERM INVESTMENT	21,424,654	21,424,654

2011 Schedule H line 4j
Schedule of 5% Reportable Transactions

(a) Identity of party involved	(b) Description of asset (including interest rate and maturity in case of a loan)	(c) Purchase price	(d) Selling price	(e) Lease rental	(f) Expense incurred w/transaction	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)
<u><i>Singl eTransaction</i></u>								
U.S. TREASURY	BILLS 02-16-2012	49,998,736	0	0	0	49,998,736	49,998,736	0
U.S. TREASURY	BILLS 02-16-2012	49,998,736	0	0	0	49,998,736	49,998,736	0
U.S. TREASURY	BILLS 02-16-2012	49,998,736	0	0	0	49,998,736	49,998,736	0
U.S. TREASURY	BILLS 02-17-2011	0	164,943,694	0	0	164,943,694	164,943,694	0
U.S. TREASURY	BILLS 08-18-2011	49,996,208	0	0	0	49,996,208	49,996,208	0
U.S. TREASURY	BILLS 08-18-2011	49,996,208	0	0	0	49,996,208	49,996,208	0
U.S. TREASURY	BILLS 08-18-2011	49,996,208	0	0	0	49,996,208	49,996,208	0
U.S. TREASURY	BILLS 08-18-2011		164,987,487			164,987,487	164,987,487	0
U.S. TREASURY	BILLS 11-18-2010 1.00 DUE 05-19-2011	49,963,569	0	0	0	49,963,569	49,963,569	0
U.S. TREASURY	BILLS 11-18-2010 1.00 DUE 05-19-2011	49,963,569	0	0	0	49,963,569	49,963,569	0
U.S. TREASURY	BILLS 11-18-2010 1.00 DUE 05-19-2011	49,963,569	0	0	0	49,963,569	49,963,569	0
U.S. TREASURY	BILLS 11-18-2010 1.00 DUE 05-19-2011	0	164,995,763	0	0	164,995,763	164,995,763	0
U.S. TREASURY	BILLS ZERO CPN 11-17-2011	49,995,576	0	0	0	49,995,576	49,995,576	0
U.S. TREASURY	BILLS ZERO CPN 11-17-2011	49,995,576	0	0	0	49,995,576	49,995,576	0
U.S. TREASURY	BILLS ZERO CPN 11-17-2011	49,995,576	0	0	0	49,995,576	49,995,576	0
U.S. TREASURY	BILLS ZERO CPN 11-17-2011	0	162,769,598	0	0	162,769,598	162,769,598	0
<u><i>Series of Transactions</i></u>								
NORTHERN TRUST	COLTV SHORT TERM INVT FD	53,774,578	54,359,808	0	0	108,134,386	108,134,386	0
MFB	NORTHERN INSTL FDS GOVT SELECT	7,163,876	12,791,704	0	0	19,955,580	19,955,580	0
UNITED STATES	TREAS BILLS 02-16-2012	162,995,880	0	0	0	162,995,880	162,995,880	0
UNITED STATES	TREAS BILLS 02-17-2011	0	164,943,694	0	0	164,943,694	164,943,694	0
UNITED STATES	TREAS BILLS 06-02-2011	11,995,602	11,995,602	0	0	23,991,203	23,991,203	0
UNITED STATES	TREAS BILLS 08-18-2011	164,987,487	164,987,487	0	0	329,974,975	329,974,975	0
UNITED STATES	TREAS BILLS 09-01-2011	11,998,180	11,998,180	0	0	23,996,360	23,996,360	0
UNITED STATES	TREAS BILLS DTD 11-18-2010 1.00	164,995,763	164,995,763	0	0	329,991,525	329,991,525	0
UNITED STATES	TREAS BILLS ZERO CPN 11-17-2011	162,769,598	162,769,598	0	0	325,539,196	325,539,196	0
UNITED STATES	WI TREAS BILL ZCPN 12-01-	11,999,545	11,999,545	0	0	23,999,090	23,999,090	0
				0				
				0				

SCHEDULE SB ATTACHMENTS

Schedule SB – Statement by Enrolled Actuary

Plan Sponsor	Union Underwear Company, Inc.
EIN/PN	61-1411269/001
Plan Name	Union Underwear Pension Plan
Valuation Date	January 1, 2011
Enrolled Actuary	Sally DeFelice
Enrollment Number	11-05346

The actuarial assumptions that are not mandated by IRC § 430 and regulations, represent the enrolled actuary's best estimate of anticipated experience under the plan, subject to the following conditions:

The actuarial valuation, on which the information in this Schedule SB is based, has been prepared in reliance upon the employee and financial data furnished by the plan administrator and the trustee. The enrolled actuary has not made a rigorous check of the accuracy of this information but has accepted it after reviewing it and concluding it is reasonable in relation to similar information furnished in previous years. The amounts of contributions and dates paid shown in Item 18 of Schedule SB were listed in reliance on information provided by the plan administrator and/or trustee.

Union Underwear Pension Plan
EIN/PN: 61-1411269/001
2011 Schedule SB, Line 22
Description of Weighted Average Retirement Age

In reference to Item 22, the weighted average retirement age is computed as follows:

(A)	(B)	(C)	(D)	
Age	Hypothetical Number of Employees	Retirement Rate	Number Retiring	(A) * (D)
60	10,000	0.030	300	18,000
61	9,700	0.050	485	29,585
62	9,215	0.150	1382	85,684
63	7,833	0.100	783	49,329
64	7,050	0.100	705	45,120
65	6,345	1.000	6345	412,425
				<hr/> 640,143

Average retirement age = $640,143 / 10,000 = 64$

Total Population weighted average retirement age = 64

Union Underwear Pension Plan
EIN/PN: 61-1411269/001
2011 Schedule SB, Part V - Summary of Plan Provisions

Plan Provisions

The Russell Corporation Revised Pension Plan and Russell Corporation Pension Plan for Hourly-Rate Employees of the Huffy Sports Division were merged into Union Underwear Pension plan on December 31, 2008. At the time of the merger, all the pension plans were frozen. Participants retain the plan provisions applicable to their legacy pension plan.

Plan Provisions — Legacy Union Underwear Pension Plan

The most recent amendment reflected in the following plan provisions was adopted and became effective on December 31, 2007. The Plan was amended to cease all future benefit accruals after December 31, 2007. As a result, any compensation earned and service completed after December 31, 2007 will not be taken into account in determining the benefit payable under the Plan.

Effective Date	January 1, 1959 as amended and restated effective January 1, 1999.
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Covered Employee	Any full-time employee of Fruit of the Loom, Inc., or any other participating employer who are 21 years old with one year of employment prior to January 1, 2008.
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Employees who are members of bargaining units who have not bargained for coverage are not eligible to participate.

Effective December 31, 2007, no additional employees will be eligible to participate in the plan.

Definitions

Vesting service	Years and months of service are measured from the date of hire with Fruit of the Loom.
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Union Underwear Pension Plan
EIN/PN: 61-1411269/001
2011 Schedule SB, Part V - Summary of Plan Provisions

Eligibility for Benefits

Normal retirement	Age 65
Early retirement	Age 55 and 10 years of continuous service
Disability	Age 50 and 10 years of continuous service
Deferred vested	Termination for reasons other than death or retirement after completing five years of continuous vesting service
Preretirement spouse benefit	Death while eligible for normal, early, postponed, or deferred vested retirement benefits, with a surviving spouse

Retirement Benefits

Normal retirement	<p>A benefit equal to the sum of (1) and (2):</p> <p>(1) Basic Accrued Benefit frozen December 31, 2007. Benefit attributable to all covered final average earnings.</p> <p>(2) Excess Accrued Benefit frozen December 31, 2007. Benefit attributable to covered final average earnings above covered compensation.</p>
Early retirement	<p>Monthly pension benefit determined as of early retirement date, defined in part (1) of the benefit formula, is reduced 0.40% per month for commencement preceding age 65. Monthly pension benefit defined in part (2) of the benefit formula is reduced 0.65% per month between ages 62 and 65, 0.45% per month between ages 60 and 62, and 0.30% per month below age 60.</p> <p>The plan's definition of actuarial equivalence is based on UP-1984 Unisex Pension Mortality Table set back 2 years and an 8.50% interest rate.</p>
Late retirement	Monthly pension benefit determined as of actual retirement date
Disability	Accrued benefit payable at the date of disability. There is no reduction for commencement prior to age 65.
Spouse's benefit	<p>Early Retirement Eligible Participant—A monthly benefit payable to the surviving spouse equal to the amount the spouse would have received had the participant retired the day before his death with an immediate 50% joint and survivor annuity.</p> <p>Other Vested Participant—A monthly benefit payable to the surviving spouse as if the participant had survived to his earliest retirement age, retired with an immediate 50% joint and survivor annuity, and died on the day after attaining his early retirement date.</p>
Normal form of benefit	If single, single life annuity payable monthly. If married, actuarially equivalent joint and survivor annuity payable monthly.

Union Underwear Pension Plan
EIN/PN: 61-1411269/001
2011 Schedule SB, Part V - Summary of Plan Provisions

Future Plan Changes

No future plan changes were recognized in determining pension cost or in determining minimum and maximum contributions. Towers Watson is not aware of any future plan changes which are required to be reflected.

Changes in Plan Provisions Since Prior Year

There were no changes in benefits valued since the prior year.

Union Underwear Pension Plan
EIN/PN: 61-1411269/001
2011 Schedule SB, Part V - Summary of Plan Provisions

Plan Provisions — Legacy Russell Corporation Revised Pension Plan

The most recent amendment reflected in the following plan provisions was adopted and became effective on March 31, 2006.

Effective Date	July 1, 1968 as amended and restated effective January 1, 2002										
Covered Employee	<p>Employees who are 21 years old with one year of employment or who were plan participants as of 12/31/1996.</p> <p>Employees of the following groups are not eligible to participate before the dates shown:</p> <table><tr><td>Russell Athletic</td><td>01/04/1990</td></tr><tr><td>Cross Creek</td><td>01/01/1991</td></tr><tr><td>Russell Athletic West</td><td>03/31/1993</td></tr><tr><td>DeSoto Mills, Inc.</td><td>04/01/1995</td></tr><tr><td>Mossy Oak Apparel</td><td>04/28/2000</td></tr></table> <p>Employees in the following groups are not eligible to participate:</p> <p>Bike Athletic Company American Sports International Brooks</p> <p>Effective January 1, 2006, no additional employees will be eligible to participate in the plan.</p>	Russell Athletic	01/04/1990	Cross Creek	01/01/1991	Russell Athletic West	03/31/1993	DeSoto Mills, Inc.	04/01/1995	Mossy Oak Apparel	04/28/2000
Russell Athletic	01/04/1990										
Cross Creek	01/01/1991										
Russell Athletic West	03/31/1993										
DeSoto Mills, Inc.	04/01/1995										
Mossy Oak Apparel	04/28/2000										

Definitions

Vesting service	One year for each plan year that the employee works at least 1,000 hours for Russell Corporation. If terminated before 01/01/1985, the employee receives no service for time worked before age 22. If terminated after 12/31/1984, the employee receives no service for time worked before age 18. Hours of service are measured from the date of hire.
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Union Underwear Pension Plan
EIN/PN: 61-1411269/001
2011 Schedule SB, Part V - Summary of Plan Provisions

Eligibility for Benefits

Normal retirement	Age 65
Early retirement	Age 55 and 20 years of service
Disability	Age at which total and permanent disability occurs providing the participant has 15 years of service.
Deferred vested	Termination for reasons other than death or retirement after completing five years of vesting service
Preretirement spouse benefit	Death while eligible for normal, early, postponed, or deferred vested retirement benefits, with a surviving spouse

Retirement Benefits

Normal retirement	Frozen accrued benefit as of March 31, 2006.
Early retirement	<p>Active Participant — Monthly pension benefit determined as of early retirement date, reduced 5.0% per year for the first five years commencement precedes age 65 and 6 2/3% per year, for each of the next five years.</p> <p>Deferred Vested Participant — Accrued benefit, reduced actuarially for payment as early as age 55.</p> <p>The plan's definition of actuarial equivalence is based on UP-1984 Unisex Pension Mortality Table set back 2 years and an 8.50% interest rate.</p>
Postponed retirement	Frozen accrued benefit as of March 31, 2006.
Disability	Frozen accrued benefit as of March 31, 2006.
Spouse's benefit	<p>Early Retirement Eligible Participant— A monthly benefit payable to the surviving spouse equal to the amount the spouse would have received had the participant retired the day before his death with an immediate 50% joint and survivor annuity.</p> <p>Other Vested Participant—A monthly benefit payable to the surviving spouse as if the participant had survived to his earliest retirement age, retired with an immediate 50% joint and survivor annuity, and died on the day after attaining his early retirement date.</p>
Normal form of benefit	If single, single life annuity payable monthly. If married, actuarially equivalent joint and survivor annuity payable monthly.

Future Plan Changes

No future plan changes were recognized in determining pension cost or in determining minimum and maximum contributions. Towers Watson is not aware of any future plan changes which are required to be reflected.

Changes in Plan Provisions Since Prior Year

There were no changes in benefits valued since the prior year.

Union Underwear Pension Plan

EIN/PN: 61-1411269/001

2011 Schedule SB, Part V - Summary of Plan Provisions

Plan Provisions — Legacy Russell Corporation Pension Plan for Hourly-Rated Employees of the Huffy Sports Division

The most recent amendment reflected in the following plan provisions was adopted on January 1, 2007 and becomes effective on June 18, 2007.

Effective Date	March 1, 1984 as amended through December 22, 2005.
Covered Employee	All hourly-rate production and maintenance employees at the Waukesha, Wisconsin location who are represented by District No. 10 of the International Association of Machinists and Aerospace workers.

Definitions

Vesting service	One year for each one-year period of service beginning on his employment date and each anniversary of that date.
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Eligibility for Benefits

Normal retirement	The later of age 65 and the completion of 5 years of service.
Early retirement	Age 60 and 5 years of service.
Deferred vested	Termination for reasons other than death, disability or retirement after completing five years of vesting service.
Preretirement spouse benefit	Death while eligible for normal, early, postponed, or deferred vested retirement benefits, with a surviving spouse.

Retirement Benefits

Normal retirement	Monthly accrued pension benefit
Early retirement	Monthly pension benefit determined as of early retirement date, reduced 0.6% for each month commencement precedes age 65.
Postponed retirement	Monthly pension benefit determined as of actual retirement date
Spouse's benefit	<p>If a vested participant who has not yet retired dies before the earliest retirement date, the participant's spouse will receive a benefit equal to the benefit the spouse would have received had the participant separated from service on the date of death, survived to an early retirement date, retired with an immediate joint & 50% survivor annuity at an early retirement date and died the next day.</p> <p>If a vested participant, who has not yet retired, dies after the earliest retirement date, the participant's spouse will receive a benefit equal to the benefit the spouse would have received had the participant retired on the date of death and elected to receive a joint & 50% survivor annuity.</p>
Actuarial Equivalence	To convert to optional forms of payment, the plan's definition of actuarial equivalence is based on UP-1984 Unisex Pension Mortality Table set back 2 years for participants and 1 year for joint and survivor beneficiaries, and an 8.50% interest rate.

Union Underwear Pension Plan
EIN/PN: 61-1411269/001
2011 Schedule SB, Part V - Summary of Plan Provisions

Normal form of benefit

If single, single life annuity payable monthly. If married, actuarially equivalent 50% joint and survivor annuity payable monthly.

Future Plan Changes

No future plan changes were recognized in determining pension cost or in determining minimum and maximum contributions. Towers Watson is not aware of any future plan changes which are required to be reflected.

Changes in Plan Provisions Since Prior Year

There have been no changes in benefits valued since the prior year.

Union Underwear Pension Plan

EIN/PN: 61-1411269/001

2011 Schedule SB, line 24 - Change in Actuarial Assumptions

In addition to the prescribed changes in the discount rate and mortality, the following assumptions were changed from the prior valuation:

The lump sum conversion mortality basis was updated to reflect the 2011 417(e) mortality basis prescribed by the PPA.

The rates of termination have been updated to better reflect anticipated future experience.

The rates of disability have been updated to better reflect anticipated future experience.

The rates of retirement and commencement have been updated to better reflect anticipated future experience.

The form of payment assumption has been updated to better reflect anticipated future experience.

The percentage of participants in the plan who are assumed to be married has been updated to 80%.

The aggregate effect of the above changes on the Target Liability was less than \$50M and less than 5% of the Target Liability prior to the changes being implemented.

Union Underwear Pension Plan
EIN/PN: 61-1411269/001
2011 Schedule SB, line 25 - Change in Methods

The following methods were changed from the prior valuation:

The interest rate methodology used for funding purposes was changed from segment rates based on the applicable month of January to the applicable month of September.

Union Underwear Pension Plan
EIN/PN: 61-1411269/001
2011 Schedule SB, Line 26
Schedule of Active Participant Data

Average Age: 48.2
Average Service: 18.2

		Completed Years of Service									
Attained Age		<1	0 to 4	5 to 9	10 to 14	15 to 19	20 to 24	25 to 29	30 to 34	35 to 39	40 & up
<25	Count	0	3	3	0	0	0	0	0	0	0
25 to 29	Count	0	35	82	9	0	0	0	0	0	0
30 to 34	Count	0	25	91	91	12	0	0	0	0	0
35 to 39	Count	1	12	85	89	93	15	0	0	0	0
40 to 44	Count	0	21	82	102	96	125	28	0	0	0
45 to 49	Count	0	30	78	104	77	149	93	46	0	1
50 to 54	Count	0	15	69	97	73	120	86	135	42	0
55 to 59	Count	0	13	64	70	48	92	40	58	90	14
60 to 64	Count	0	4	29	46	29	46	22	33	29	38
65 to 69	Count	0	1	2	9	8	8	1	2	4	3
70 & up	Count	0	1	0	2	2	2	0	0	0	2

Union Underwear Pension Plan
EIN/PN: 61-1411269/001
2011 Schedule SB, Part V - Statement of Actuarial Assumptions/Methods

Actuarial Assumptions and Methods — Contributions

Economic Assumptions

Interest rate basis:

- | | |
|---|----------------|
| ▶ Applicable month | September 2010 |
| ▶ Yield curve basis | Segment rates |
| ▶ Transition from current liability rates | N/A |

Interest rates:

- | | |
|---------------------------|-------|
| ▶ First segment rate | 3.78% |
| ▶ Second segment rate | 6.31% |
| ▶ Third segment rate | 6.57% |
| ▶ Effective interest rate | 6.26% |

Lump Sum rate basis:

- | | |
|-------------|--|
| ▶ Rate | Same as above |
| ▶ Mortality | IRS prescribed 417(e)(3)
applicable mortality table
for 2011 |

Union Underwear Pension Plan

EIN/PN: 61-1411269/001

2011 Schedule SB, Part V - Statement of Actuarial Assumptions/Methods

Demographic Assumptions

Mortality

- ▶ Healthy Separate rates for non-annuitants (based on RP-2000 "Employees" table without collar or amount adjustments, projected to 2026 using Scale AA) and annuitants (based on RP-2000 "Healthy Annuitants" table without collar or amount adjustments, projected to 2018 using Scale AA)
- ▶ Disabled IRS prescribed tables for disabled participants (Pre-1995 Sex Distinct Disability Mortality Table per Rev. Ruling 96-7)

Termination Rates vary by age, see table A

Disability Rates vary by age and sex, see table B

Retirement Rates vary by age, see table C

Unpredictable Contingent Event Benefits (UCEBs) The likelihood of a UCEB occurring is de minimis.

Benefit commencement date:

- ▶ Preretirement death benefit The earliest date on which the participant could commence
- ▶ Deferred vested benefit Age 60 if eligible to commence early; otherwise age 65
- ▶ Disability benefit Upon disablement.

Form of payment

- ▶ Legacy Union Underwear Pension Plan

Actives and Deferred Vesteds

If not eligible for lump sum:

	<u>Single</u>	<u>Married</u>
Life Annuity	50.00%	31.25%
50% Joint and Survivor	0.00%	6.25%
75% Joint and Survivor	0.00%	12.50%
10 Year Certain and Life	25.00%	25.00%
15 year Certain and Life	25.00%	25.00%
Lump Sum	0.00%	0.00%

100% lump sum if eligible

- ▶ Legacy Russell Pension Plan — 70% elect life annuity and 30% elect a 50% joint and survivor (contingent) benefit.
- ▶ Legacy Huffy Pension Plan — 20% elect life annuity and 80% elect a 50% joint and survivor (contingent) benefit.

Percent married 80% of males; 80% of females

Spouse age Wife three years younger than husband

Union Underwear Pension Plan

EIN/PN: 61-1411269/001

2011 Schedule SB, Part V - Statement of Actuarial Assumptions/Methods

Administrative expense	\$3,000,000
Accrued benefits	Provided by plan administrator for each participant as of January 1, 2011.
At-risk assumptions	For at-risk calculations, all participants eligible to elect benefits during the current and subsequent ten plan years are assumed to commence benefits at the earliest possible date under the plan, but not before the end of the current plan year, except in accordance with the regular valuation assumptions. In addition, all participants (not just those eligible to begin benefits within the next 11 years) are assumed to elect the most valuable form of benefit under the plan, which is usually the lump sum form of payment.

Methods

Valuation date	First day of plan year
Funding target	Present value of accrued benefits
Target normal cost	Present value of benefits expected to accrue during plan year plus plan-related expenses expected to be paid from plan assets during plan year
Actuarial value of assets	<p>Average of the fair market value of assets on the valuation date and the two immediately preceding valuation dates, adjusted for contributions, benefits, administrative expenses and expected earnings (with such expected earnings limited as described in IRS Notice 2009-22) . The average asset value must be within 10% of fair value, including contributions receivable.</p> <p>The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA). These rules produce smoothed values that reflect the underlying market value of plan assets but fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years. However, over the long term under PPA's smoothing rules, the method has a significant bias to produce an actuarial value of assets that is below the market value of assets.</p>
Benefits Not Valued	All benefits described in the Plan Provisions section of this report were valued. Towers Watson has reviewed the plan provisions with Fruit of the Loom, Inc. and, based on that review, is not aware of any significant benefits required to be valued that were not.
Change in Assumptions and Methods Since Prior Valuation	<p>The interest rate methodology used for funding purposes was changed from segment rates based on the applicable month of January to the applicable month of September</p> <p>The required mortality table used to calculate the funding target and target normal cost was updated to include one additional year of projected mortality improvements.</p> <p>The lump sum conversion mortality basis was updated to reflect the 2011 417(e) mortality basis prescribed by the PPA.</p> <p>The rates of termination have been updated to better reflect anticipated</p>

Union Underwear Pension Plan

EIN/PN: 61-1411269/001

2011 Schedule SB, Part V - Statement of Actuarial Assumptions/Methods

future experience.

The rates of disability have been updated to better reflect anticipated future experience.

The rates of retirement and commencement have been updated to better reflect anticipated future experience.

The form of payment assumption has been updated to better reflect anticipated future experience.

The percentage of participants in the plan who are assumed to be married has been updated to 80%.

Data Sources

Towers Watson used asset data supplied by the trustee. Fruit of the Loom, Inc. furnished participant data as of the valuation date. Data were reviewed for reasonableness and consistency, but no audit was performed. Based on discussions with the company, assumptions or estimates were made when data were not available, and the data was adjusted to reflect any significant events that occurred between the date the data was collected and the measurement date. We are not aware of any errors or omissions in the data that would have a significant effect on the results of our calculations.

Union Underwear Pension Plan

EIN/PN: 61-1411269/001

2011 Schedule SB, Part V - Statement of Actuarial Assumptions/Methods

Table A
Sample Termination Rates

<i>Age</i>	<i>All Active Participants</i>
25	17.00%
35	7.00%
45	5.00%
55	5.00%
65	5.00%

Table B
Sample Disability Rates

Age	Male Rate	Female Rate
25	0.03%	0.03%
30	0.03%	0.04%
35	0.04%	0.07%
40	0.08%	0.13%
45	0.16%	0.24%
50	0.33%	0.40%
55	0.69%	0.64%
60	1.15%	0.90%
65	0.00%	0.00%

Table C
Sample Retirement Rates

<i>Age</i>	<i>Rate</i>
55	5%
60	10%
65	40%
70	100%

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue Service
Department of Labor
Employee Benefits Security Administration
Pension Benefit Guaranty Corporation**Single-Employer Defined Benefit Plan
Actuarial Information**

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

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

OMB No. 1210-0110

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

▶ **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

Union Underwear Pension Plan

B Three-digit
plan number (PN) ▶

001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF

Union Underwear Company, Inc.

D Employer Identification Number (EIN)

61-1411269

E Type of plan:☒ Single☐ Multiple-A☐ Multiple-B**F** Prior year plan size:☐ 100 or fewer☐ 101-500☒ More than 500**Part I Basic Information****1** Enter the valuation date: Month 1 Day 1 Year 2011**2** Assets:

	2a	
a Market value	379,400,328	
b Actuarial value	380,885,657	

3 Funding target/participant count breakdown:

		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a	10,994	276,726,146
b For terminated vested participants.....	3b	9,938	163,279,300
c For active participants:			
(1) Non-vested benefits.....	3c(1)		4,571,640
(2) Vested benefits.....	3c(2)		67,867,815
(3) Total active.....	3c(3)	3,127	72,439,455
d Total.....	3d	24,059	512,444,901

4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐

	4a	4b
a Funding target disregarding prescribed at-risk assumptions		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor		

5 Effective interest rate **5** 6.26 %**6** Target normal cost **6** 3,000,000**Statement by Enrolled Actuary**

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

**SIGN
HERE**

Signature of actuary



Date

11-05346

Sally DeFelice, F.S.A., E.A.

Type or print name of actuary

Towers Watson Pennsylvania Inc.

Firm name

3500 Lenox Road, Suite 900

Atlanta

GA 30326-4238

Address of the firm

Most recent enrollment number

(404) 365-1965

Telephone number (including area code)

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

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

Schedule SB (Form 5500) 2011
v.012611

Part II Beginning of year carryover and prefunding balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year).....	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8).....	0	0
10 Interest on line 9 using prior year's actual return of <u>5.00</u> %.....		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38 from prior year)		0
b Interest on (a) using prior year's effective rate of <u>6.58</u> % except as otherwise provided (see instructions).....		0
c Total available at beginning of current plan year to add to prefunding balance.....		0
d Portion of (c) to be added to prefunding balance.....		0
12 Other reductions in balances due to elections or deemed elections.....	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d - line 12).....	0	0

Part III Funding percentages

14 Funding target attainment percentage	14	74.32 %
15 Adjusted funding target attainment percentage	15	74.32 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	77.09 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

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

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/15/2011	6,182,697		09/14/2012	45,700,000	
07/15/2011	6,182,697				
10/14/2011	6,182,697				
01/13/2012	6,182,697				
04/13/2012	3,300,000				
07/13/2012	3,300,000				
Totals •			18(b)	77,030,788	18(c) 0

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

a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date.....	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	71,038,749

20 Quarterly contributions and liquidity shortfalls:

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

Liquidity shortfall as of end of quarter of this plan year

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

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

21 Discount rate:			
a Segment rates:	1st segment: 3.78 %	2nd segment: 6.31 %	3rd segment: 6.57 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....	21b		4
22 Weighted average retirement age	22		64
23 Mortality table(s) (see instructions)	☐ Prescribed - combined	☒ Prescribed - separate	☐ Substitute

Part VI Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	3,000,000	
b Excess assets, if applicable, but not greater than 31a	31b	0	
32 Amortization installments:	Outstanding Balance		Installment
a Net shortfall amortization installment.....	131,559,244		27,034,551
b Waiver amortization installment.....	0		0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount.....	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	30,034,551	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0
36 Additional cash requirement (line 34 minus line 35).....	36	30,034,551	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	71,038,749	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	41,004,198	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:				
a Schedule elected	☐ 2 plus 7 years ☐ 15 years			
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008	☐ 2009	☐ 2010	☐ 2011
42 Amount of acceleration adjustment	42			
43 Excess installment acceleration amount to be carried over to future plan years	43			

Union Underwear Pension Plan

*Financial Statements
as of and for the years ended December 31, 2011 and 2010,
Supplemental Schedules
as of and for the year ended December 31, 2011, and
Independent Auditors' Report*

Employer Identification No. 61-1411269, Plan #001



LATTIMORE BLACK MORGAN & CAIN, PC
CERTIFIED PUBLIC ACCOUNTANTS AND BUSINESS ADVISORS

UNION UNDERWEAR PENSION PLAN

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All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.	



LATTIMORE BLACK MORGAN & CAIN, PC
CERTIFIED PUBLIC ACCOUNTANTS AND BUSINESS ADVISORS

INDEPENDENT AUDITORS' REPORT

To the Administrative and Investment Committees of the Union Underwear Pension Plan:

We were engaged to audit the accompanying statements of net assets available for benefits of the Union Underwear Pension Plan as of December 31, 2011 and 2010, the related statements of changes in net assets available for benefits for the years then ended and the supplemental schedules as of and for the year ended December 31, 2011, as listed in the accompanying table of contents. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 10, which was certified by The Northern Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2011 and 2010, that the information provided to the plan administrator by the trustee is complete and accurate.

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

Brentwood, Tennessee
October 10, 2012

LATTIMORE BLACK MORGAN & CAIN, PC

UNION UNDERWEAR PENSION PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2011	2010
<hr/>		
Assets		
Investments, at fair value:		
The Northern Trust Company		
Collective Short-Term Investment Fund	\$ 21,438,826	\$ 599,434
The Northern Trust Company		
Registered Institutional Government Select Fund	-	5,627,829
U.S. Government and agency securities	179,975,596	186,739,010
Domestic equities	147,348,339	143,344,729
Corporate and municipal bonds	20,034,514	24,485,448
Venture capital limited partnership fund	<u>311,503</u>	<u>355,032</u>
 Total investments	 <u>369,108,778</u>	 <u>361,151,482</u>
Receivables:		
Employer contributions	58,482,697	17,973,314
Interest and dividends	<u>1,014,380</u>	<u>942,801</u>
 Total receivables	 <u>59,497,077</u>	 <u>18,916,115</u>
 Total assets	 428,605,855	 380,067,597
 Liabilities		
Accrued administrative expenses	<u>67,430</u>	<u>23,607</u>
 Net assets available for benefits	 <u>\$ 428,538,425</u>	 <u>\$ 380,043,990</u>

See accompanying notes.

UNION UNDERWEAR PENSION PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Years Ended December 31,	
	2011	2010
Increase (decrease) in net assets		
Investment income:		
Net appreciation (depreciation) in fair value of investments	\$ (510,983)	\$ 9,851,876
Interest and dividends	<u>7,779,404</u>	<u>7,221,301</u>
Net investment income	7,268,421	17,073,177
Employer contributions	77,030,788	26,760,380
Benefits paid to participants	(33,169,313)	(34,302,241)
Administrative expenses	<u>(2,635,461)</u>	<u>(2,544,642)</u>
Net increase	48,494,435	6,986,674
Net assets available for benefits		
Beginning of year	<u>380,043,990</u>	<u>373,057,316</u>
End of year	<u>\$ 428,538,425</u>	<u>\$ 380,043,990</u>

See accompanying notes.

UNION UNDERWEAR PENSION PLAN

NOTES TO FINANCIAL STATEMENTS YEARS ENDED DECEMBER 31, 2011 AND 2010

1. DESCRIPTION OF THE PLAN

The following description of the Union Underwear Pension Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

General—The Plan is a non-contributory defined benefit pension plan covering substantially all U.S. based employees of Union Underwear Company, Inc. (“Union Underwear” or the “Company”) and its subsidiaries. The Plan was frozen effective December 31, 2007. Notwithstanding anything herein to the contrary, no employee has been eligible to become a participant in the Plan since December 31, 2007. Union Underwear is wholly owned by Fruit of the Loom, Inc. (“Fruit of the Loom”), which in turn is wholly owned by Berkshire Hathaway Inc.

Effective December 31, 2008, the Russell Corporation Revised Pension Plan (“Russell Pension Plan”) and the Russell Corporation Pension Plan for Hourly-Rate Employees of Huffy Sporting Goods Division (“Huffy Pension Plan”) also known as the (“Merged Plans”) were merged with and into the Plan in accordance with the requirements of Code Section 414(1). The investments from the Merged Plans were transferred into the Plan in January 2009. Notwithstanding anything in the Plan to the contrary, to the extent required by Code Section 411(d)(6), benefits for each individual who was a participant, beneficiary or alternate payee in one of the Merged Plans as of December 31, 2008, are determined and paid pursuant to the terms of the applicable Merged Plan that were in effect immediately prior to the merger, and the terms of the Merged Plans have been attached to the Plan and deemed incorporated therein by reference for the purpose of determining and paying such benefits.

The Plan’s Investment Committee is responsible for directing and overseeing the investment of Plan assets. The Northern Trust Company (the “Trustee”) serves as trustee of the Plan, and, at the direction of the Investment Committee, maintains custody of all Plan investments. The Plan’s Administrative Committee controls and manages the day-to-day operation and administration of the Plan, including monitoring and reporting investment performance to the Investment Committee. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

Pension Benefits—Notwithstanding any other provision of the Plan, the earning or crediting of any and all further benefit accruals under the Plan ended as of December 31, 2007, and no additional service or compensation of any type has or will be credited to any person under the Plan in any way that would increase the accrued benefit already earned by that person under the Plan as of December 31, 2007, and no new participation in the Plan has or will occur after December 31, 2007. Prior to January 1, 2007, all permanent employees who had completed one year of continuous service and attained 21 years of age, as defined by the Plan, were eligible for participation in the Plan.

Pension benefits are provided to participants under several types of retirement options based upon years of continuous service and age. The participants’ continuous service does not include any continuous service after December 31, 2007. Retirement benefits are paid to pensioners or beneficiaries in various forms of joint and survivor annuities, including a lump-sum payment option. Participants are eligible for normal monthly benefit payments at age 65. Participants became vested in their retirement benefits upon completion of five years of continuous service prior to December 31, 2007.

The Plan is required to maintain an Adjusted Funding Target Attainment Percentage (“AFTAP”) of at least 80% in order for the Plan to pay full lump-sum benefits. As of December 31, 2011 and 2010, the Plan's

AFTAP was 90.61% and 74.32%, respectively. As a result of the increase in the AFTAP in 2011, there are no restrictions on benefit payments for the Plan year beginning January 1, 2012.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Recently Adopted Accounting Standards— In January 2010, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update 2010-06, *Improving Disclosures about Fair Value Measurements* (“ASU 2010-06”), which required additional disclosures related to the three-level fair value hierarchy. Effective January 1, 2011, the Plan adopted the remaining disclosure amendments in ASU 2010-06 to present information regarding the purchases, sales, issuances, and settlements of Level 3 assets and liabilities on a gross basis and has included these disclosures in Note 4 for the year ended December 31, 2011.

Basis of Accounting—The accompanying financial statements have been prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

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

Risks and Uncertainties—The Plan has utilized various investment securities including U.S. government and agency securities, corporate and municipal bonds, a collective investment fund, a registered investment fund, a limited partnership fund, and domestic equities. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the value of investment securities will occur in the near term and those changes could materially affect the amounts reported in the financial statements.

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.

As a result of market volatility experienced during 2011 and 2010, net assets available for benefits as of December 31, 2011 and 2010 were approximately \$63,400,000 and \$114,400,000, respectively, less than the total actuarial present value of accumulated plan benefits, resulting in a funding deficiency. In addition, the Plan’s AFTAP was not achieved resulting in benefit restrictions for each of the Plan’s years beginning January 1, 2011 and 2010. (see Note 1).

Investment Valuation and Income Recognition— 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. Investments are stated at fair value as reported by the trustee. See Note 5 for discussion of fair value measurements.

Expenses—Administrative expenses of the Plan are accrued and paid by the Plan, as provided in the Plan document. Union Underwear pays accounting and other administrative services in accordance with U.S. Department of Labor guidance.

Payment of Benefits—Benefit payments to participants are recorded upon distribution.

Events Occurring After Reporting Date— The Plan's management has evaluated events and transactions that occurred between December 31, 2011 and October 10, 2012, which is the date that the financial statements were available to be issued, for possible recognition or disclosure in the financial statements.

3. FUNDING POLICY

Contributions to provide benefits under the Plan are made solely by Union Underwear in amounts no less than the minimum required by ERISA as determined by the Plan's independent actuary using the unit credit (prorated on service) cost method. The funding policy of the Plan is generally to make contributions to meet regulatory requirements plus additional amounts as determined by management based on actuarial valuations. The Plan has met the minimum funding requirements under ERISA for the Plan years ending December 31, 2011 and 2010.

4. ACCUMULATED PLAN BENEFITS

Accumulated plan benefits are those future periodic payments under the Plan's provisions, including lump-sum distributions that are attributable to service rendered by participants as of the valuation date. No continuous service or compensation earned (or deemed to be earned) after December 31, 2007, is taken into account for purposes of determining the amount of a participant's final average compensation. Accumulated plan benefits include benefits expected to be paid to (1) retired or terminated employees or their beneficiaries, (2) beneficiaries of employees who have died, and (3) current employees or their beneficiaries.

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

The actuarial present values of accumulated plan benefits as of January 1, 2011 and 2010 are as follows:

	<u>2011</u>	<u>2010</u>
Vested benefits:		
Participants and/or beneficiaries currently receiving benefits	\$ 262,374,033	\$ 253,716,915
Other participants	<u>223,540,717</u>	<u>236,426,911</u>
Total vested benefits	485,914,750	490,143,826
Nonvested benefits	<u>5,998,952</u>	<u>4,316,153</u>
Total actuarial present value of accumulated plan benefits	<u>\$ 491,913,702</u>	<u>\$ 494,459,979</u>

Changes in the actuarial present value of the accumulated plan benefits for the years ended January 1, 2011 and 2010 are as follows:

	<u>2011</u>	<u>2010</u>
Actuarial present value of accumulated plan benefits as of beginning of period	\$ 494,459,979	\$ 493,994,105
Increase (decrease) during the year attributable to:		
Actuarial experience	2,291,500	347,162
Benefit payments	(34,302,241)	(32,218,798)
Assumption changes	(1,578,143)	1,258,520
Interest accumulation	<u>31,042,607</u>	<u>31,078,990</u>
Actuarial present value of accumulated plan benefits as of end of period	<u>\$ 491,913,702</u>	<u>\$ 494,459,979</u>

The significant actuarial assumptions used in the January 1, 2011 and 2010 valuations were:

- Mortality:
 - 2011 RP-2000 mortality tables with blue collar adjustments and mortality improvements projected to 2017 (male and female).
 - 2010 RP-2000 mortality tables with blue collar adjustments and mortality improvements projected to 2016 (male and female).
- Assumed investment rate of return compounded annually: 6.50% in 2011 and 2010

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

5. FAIR VALUE MEASUREMENTS

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

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's 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 maximize the use of observable inputs and minimize the use of unobservable inputs.

The 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.

- I. *Domestic equities, corporate and municipal bonds and U.S. government and agency securities:* Valued at the closing price reported on the active market on which the individual securities are traded.
- II. *Registered investment companies:* Valued at the net asset value of shares held by the Plan at year end in an active market.
- III. *Collective investment fund:* The value of the Plan's interest in the collective investment fund is based upon the current value of and net investment gain or loss relating to the units of participation held by the Plan. Each collective investment fund provides for daily redemptions by the Plan at reported unit value with no advance requirement.
- IV. *Venture capital limited partnership fund:* Valued by management of the applicable partnerships taking into account all reasonably available information about the business and all assumptions that market participants would normally use in their estimates of value. The Plans ability to transact this investment is limited by the terms stated in the agreement of the limited partnership.

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

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

**Fair Value Measurements as of
December 31, 2011 using the following inputs**

	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Collective short-term investment fund	\$ 21,438,826	\$ -	\$ 21,438,826	\$ -
U.S. Government and agency securities	179,975,596	179,975,596	-	-
Domestic equities:				
Healthcare	25,090,908	25,090,908	-	-
Financial	39,490,692	39,490,692	-	-
Consumer goods	51,656,321	51,656,321	-	-
Services	18,809,830	18,809,830	-	-
Other	<u>12,300,588</u>	<u>12,300,588</u>	<u>-</u>	<u>-</u>
Total domestic equities	147,348,339	147,348,339	-	-
Corporate and municipal bonds	20,034,514	-	20,034,514	-
Venture capital limited partnership fund	<u>311,503</u>	<u>-</u>	<u>-</u>	<u>311,503</u>
Total investments at fair value	<u>\$ 369,108,778</u>	<u>\$ 327,323,935</u>	<u>\$ 41,473,340</u>	<u>\$ 311,503</u>

**Fair Value Measurements as of
December 31, 2010 using the following inputs**

	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Collective short-term investment fund	\$ 599,434	\$ -	\$ 599,434	\$ -
Registered institutional government select fund	5,627,829	-	5,627,829	-
U.S. Government and agency securities	186,739,010	186,739,010	-	-
Domestic equities:				
Healthcare	23,663,810	23,663,810	-	-
Financial	41,853,726	41,853,726	-	-
Consumer goods	46,612,561	46,612,561	-	-
Services	18,653,060	18,653,060	-	-
Other	<u>12,561,572</u>	<u>12,561,572</u>	<u>-</u>	<u>-</u>
Total domestic equities	143,344,729	143,344,729	-	-
Corporate and municipal bonds	24,485,448	-	24,485,448	-
Venture capital limited partnership fund	<u>355,032</u>	<u>-</u>	<u>-</u>	<u>355,032</u>
Total investments at fair value	<u>\$ 361,151,482</u>	<u>\$ 330,083,739</u>	<u>\$ 30,712,711</u>	<u>\$ 355,032</u>

The following table provides a summary of changes in fair value of the Plan's Level 3 assets for the years ended December 31, 2011 and 2010:

**Fair Value Measurements Using Significant
Unobservable Inputs (Level 3)**

Balance at December 31, 2009	\$ 967,952
Realized gains	468,356
Unrealized losses relating to instruments still held at the reporting date	(344,409)
Purchases, sales, issuances and settlements (net)	<u>(736,867)</u>
Balance at December 31, 2010	355,032
Realized gains	4,937
Unrealized losses relating to instruments still held at the reporting date	(42,409)
Sales	<u>(6,057)</u>
Balance at December 31, 2011	<u>\$ 311,503</u>

6. INVESTMENTS AND INVESTMENT INCOME

Investments which represented five percent or more of net assets available for benefits as of December 31, 2011 and 2010 were as follows, at fair value:

	<u>2011</u>	<u>2010</u>
U.S. Treasury Bills 2-16-2012	\$ 162,997,555	\$ **
U.S. Treasury Bills 2-17-2011	\$ **	\$ 164,977,230
Kraft Foods Inc. - common stock	\$ 26,473,296	\$ 22,327,986
Procter & Gamble - common stock	\$ 25,183,025	\$ 24,284,575
U.S. Bancorp - common stock	\$ **	\$ 19,968,588
Johnson & Johnson - common stock	\$ 25,090,908	\$ 23,663,810
Wells Fargo & Co - common stock	\$ **	\$ 21,885,138
Collective Short-Term Investment Fund	\$ 21,438,826	\$ **

** Investment does not represent 5% or more of the Plan's net assets for the respective year.

Net appreciation (depreciation), including gains and losses on investments bought and sold, as well as held during the year, was as follows:

	<u>2011</u>	<u>2010</u>
Collective Short-Term Investment Fund	\$ (102)	\$ 1,009
U.S. Government and agency securities	(38,124)	178,743
Domestic equities	4,015,648	15,424,680
Corporate and municipal bonds	(4,450,933)	(5,876,503)
Venture capital limited partnership fund	<u>(37,472)</u>	<u>123,947</u>
Net appreciation (depreciation) in fair value of investments	<u>\$ (510,983)</u>	<u>\$ 9,851,876</u>

7. PARTY-IN-INTEREST TRANSACTIONS

The investments in the Collective Short-Term Investment Fund and the Registered Institutional Government Select Fund totaling \$21,438,826 and \$6,227,263 in 2011 and 2010, respectively, are investments managed by the Trustee; therefore, transactions with these investments qualify as party-in-interest transactions. Fees paid by the Plan to the Trustee were \$263,080 and \$237,499 for the years ended December 31, 2011 and 2010, respectively.

8. FEDERAL INCOME TAX STATUS

The Plan obtained a favorable determination letter from the Internal Revenue Service (IRS) on April 6, 2011, stating that the Plan and related trust are in compliance with the applicable requirements of the Internal Revenue Code (IRC). The Plan is required to operate in conformity with the IRC to maintain its qualification. The plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable provisions of the IRC.

Accounting principles generally accepted in the United States of America require the Plan to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if it has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan has analyzed its tax positions and 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 various taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Company believes it is no longer subject to income tax examinations for years prior to 2008.

9. PLAN TERMINATION

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

In the event that the Plan is terminated, the net assets of the Plan will be allocated for payment of plan benefits to the participants in an order of priority determined in accordance with ERISA, applicable regulations thereunder and the Plan document as follows:

- a) Certain benefits that former participants or their beneficiaries are receiving or that participants eligible for retirement would have been receiving had they retired;
- b) Other vested benefits insured by the Pension Benefit Guaranty Corporation (the "PBGC"), as discussed below;
- c) All other vested benefits; and
- d) All nonvested benefits.

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

As of December 31, 2011 and 2010, the PBGC guaranteed most, but not all, vested retirement benefits and certain disability and survivor's benefits up to a maximum monthly benefit of \$4,500 for each participant for plan terminations.

Whether all participants receive their benefits should the Plan be terminated at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits, the priority of those benefits to be paid, and the level and type of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by the then existing assets and the PBGC guaranty while other benefits may not be provided for at all.

10. INFORMATION CERTIFIED BY THE TRUSTEE

The following is a summary of the information that was prepared by or derived from information prepared by the Trustee, furnished to the Plan administrator and included in the Plan's financial statements as of December 31, 2011 and 2010 and for the years then ended. The Plan administrator has obtained certifications from the Trustee that such information is complete and accurate.

	<u>2011</u>	<u>2010</u>
Investments, at fair value	\$ <u>369,108,778</u>	\$ <u>361,151,482</u>
Interest and dividends receivable	\$ <u>1,014,380</u>	\$ <u>942,801</u>
Net change resulting from investment activity	\$ <u>7,268,421</u>	\$ <u>17,073,177</u>

All investment balances and investment information in Note 5 and Note 6 are also certified by the Trustee.

UNION UNDERWEAR PENSION PLAN

EIN 61-1411269, Plan #001

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

December 31, 2011

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
	U.S. Government and agency securities:			
	U.S. Treasury	GNMA Pool #551797 Series, 5/15/2032, 6.5%	\$ 385,259	\$ 438,022
	U.S. Treasury	GNMA Pool #551926 Series, 12/15/2031, 6.5%	190,308	216,372
	U.S. Treasury	GNMA Pool #552656 Series, 7/15/2032, 6.5%	442,173	503,271
	U.S. Treasury	GNMA Pool #569800 Series, 5/15/2032, 6.5%	352,477	400,751
	U.S. Treasury	GNMA Pool #578240 Series, 7/15/2032, 6.5%	366,946	417,650
	U.S. Treasury	GNMA Pool #582244 Series, 7/15/2032, 6.5%	661,025	751,556
	U.S. Treasury	GNMA Pool #583973 Series, 7/15/2032, 6.5%	89,407	101,761
	U.S. Treasury	GNMA Pool #583995 Series, 7/15/2032, 6.5%	186,354	212,104
	U.S. Treasury	GNMA Pool #583996 Series, 7/15/2032, 6.5%	238,691	271,673
	U.S. Treasury	GNMA Pool #584376 Series, 5/15/2032, 6.5%	322,819	367,031
	U.S. Treasury	GNMA Pool #584455 Series, 6/15/2032, 6.5%	83,954	95,452
	U.S. Treasury	GNMA Pool #587021 Series, 4/15/2032, 6.5%	307,447	349,554
	U.S. Treasury	GNMA Pool #591567 Series, 7/15/2032, 6.5%	59,248	67,435
	U.S. Treasury	GNMA Pool #593187 Series, 7/15/2032, 6.5%	690,364	785,757
	U.S. Treasury	UNITED STATES TREAS BILL, 2-16-2012	162,995,880	162,997,555
	U.S. Treasury	UNITED STATES TREAS BILL, 3-1-2012	11,999,090	11,999,652
			<u>179,371,442</u>	<u>179,975,596</u>
	Corporate and municipal bonds:			
	TX Competitive Elec Holdings	Debenture bond, 11/1/2015, 10.25%, par value \$24,000,000	23,046,000	8,280,000
	TN Gas Pipeline	Debenture bond, 10/15/2028, 7.0%, par value \$5,825,000	4,842,031	6,694,468
	TN Gas Pipeline	Debenture bond, 4/1/2017, 7.5%, par value \$4,250,000	4,186,250	5,060,046
			<u>32,074,281</u>	<u>20,034,514</u>
	Domestic equities:			
	Gator Com Corporation	161,290 shares preferred stock	250,000	-
	PVTPL Claria Corporation	16,129 shares preferred stock	25,000	-
	General Electric Corporation	686,800 shares common stock	22,480,366	12,300,588
	Johnson & Johnson	382,600 shares common stock	22,648,422	25,090,908
	Kraft Foods Inc.	708,600 shares common stock	23,639,675	26,473,296
	Procter & Gamble	377,500 shares common stock	23,640,081	25,183,025
	United Parcel Service	257,000 shares common stock	20,043,199	18,809,830
	U.S. Bancorp	740,400 shares common stock	24,344,353	20,027,820
	Wells Fargo & Co	706,200 shares common stock	22,649,554	19,462,872
			<u>159,720,650</u>	<u>147,348,339</u>
	Venture Capital limited partnership fund - JK&B Capital III	1,913,396 shares	1,913,396	311,503
	Interest in collective investment trust - Northern Trust Company	COLTV Short term inv fund	21,438,826	21,438,826
	Total investments		<u>\$ 394,518,595</u>	<u>\$ 369,108,778</u>

* Represents a party-in-interest to the Plan.

The above data is based upon information which has been certified as complete and accurate by The Northern Trust Company, the trustee.

See accompanying independent auditors' report.

UNION UNDERWEAR PENSION PLAN

EIN 61-1411269, Plan #001

Schedule H, line 4j - Schedule of Reportable Transactions

Year ended December 31, 2011

(a) Identity of Party Involved	(b) Description of Asset	(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 or (Loss)
<u>(a) Single Transactions Reportable</u>								
U.S. Treasury	United States Treasury Bills, 2-16-2012	\$ 49,998,736	\$ -	\$ -	\$ -	\$ 49,998,736	\$ 49,998,736	\$ -
U.S. Treasury	United States Treasury Bills, 2-16-2012	\$ 49,998,736	\$ -	\$ -	\$ -	\$ 49,998,736	\$ 49,998,736	\$ -
U.S. Treasury	United States Treasury Bills, 2-16-2012	\$ 49,998,736	\$ -	\$ -	\$ -	\$ 49,998,736	\$ 49,998,736	\$ -
U.S. Treasury	United States Treasury Bills, 2-17-2011	\$ -	\$ 164,943,694	\$ -	\$ -	\$ 164,943,694	\$ 164,943,694	\$ -
U.S. Treasury	United States Treasury Bills, 8-18-2011	\$ 49,996,208	\$ -	\$ -	\$ -	\$ 49,996,208	\$ 49,996,208	\$ -
U.S. Treasury	United States Treasury Bills, 8-18-2011	\$ 49,996,208	\$ -	\$ -	\$ -	\$ 49,996,208	\$ 49,996,208	\$ -
U.S. Treasury	United States Treasury Bills, 8-18-2011	\$ 49,996,208	\$ -	\$ -	\$ -	\$ 49,996,208	\$ 49,996,208	\$ -
U.S. Treasury	United States Treasury Bills, 8-18-2011	\$ -	\$ 164,987,487	\$ -	\$ -	\$ 164,987,487	\$ 164,987,487	\$ -
U.S. Treasury	United States Treasury Bills, 11-18-2010	\$ 49,983,569	\$ -	\$ -	\$ -	\$ 49,983,569	\$ 49,983,569	\$ -
U.S. Treasury	United States Treasury Bills, 11-18-2010	\$ 49,983,569	\$ -	\$ -	\$ -	\$ 49,983,569	\$ 49,983,569	\$ -
U.S. Treasury	United States Treasury Bills, 11-18-2010	\$ 49,983,569	\$ -	\$ -	\$ -	\$ 49,983,569	\$ 49,983,569	\$ -
U.S. Treasury	United States Treasury Bills, 11-18-2010	\$ -	\$ 164,995,763	\$ -	\$ -	\$ 164,995,763	\$ 164,995,763	\$ -
U.S. Treasury	United States Treasury Bills, 11-17-2011	\$ 49,995,576	\$ -	\$ -	\$ -	\$ 49,995,576	\$ 49,995,576	\$ -
U.S. Treasury	United States Treasury Bills, 11-17-2011	\$ 49,995,576	\$ -	\$ -	\$ -	\$ 49,995,576	\$ 49,995,576	\$ -
U.S. Treasury	United States Treasury Bills, 11-17-2011	\$ 49,995,576	\$ -	\$ -	\$ -	\$ 49,995,576	\$ 49,995,576	\$ -
U.S. Treasury	United States Treasury Bills, 11-17-2011	\$ -	\$ 162,769,598	\$ -	\$ -	\$ 162,769,598	\$ 162,769,598	\$ -
<u>(b) Series of Nonsecurity Transactions</u>								
None reportable.								
<u>(c) Aggregate Transactions in One Issue of Securities</u>								
*	Northern Trust Com COLTV Short term inv fund (120 purchases)	\$ 53,774,578		\$ -	\$ -	\$ 53,774,578	\$ 53,774,578	\$ -
*	Northern Trust Com COLTV Short term inv fund (124 sales)	\$ 54,359,808		\$ -	\$ -	\$ 54,359,808	\$ 54,359,808	\$ -

See accompanying independent auditors' report

UNION UNDERWEAR PENSION PLAN

EIN 61-1411269, Plan #001

Schedule H, line 4j - Schedule of Reportable Transactions

Year ended December 31, 2011

(a) Identity of Party Involved	(b) Description of Asset	(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 or (Loss)
* Northern Trust Com MFB Northern Instl Funds Govt Select		\$ 7,163,876 (15 purchases)		\$ -	\$ -	\$ 7,163,876	\$ 7,163,876	\$ -
* Northern Trust Com MFB Northern Instl Funds Govt Select			\$ 12,791,704 (3 sales)	\$ -	\$ -	\$ 12,791,704	\$ 12,791,704	\$ -
U.S. Treasury	United States Treasury Bills, 2-16-2012	\$ 162,995,880 (4 purchases)		\$ -	\$ -	\$ 162,995,880	\$ 162,995,880	\$ -
U.S. Treasury	United States Treasury Bills, 2-17-2011		\$ 164,943,694 (1 sale)	\$ -	\$ -	\$ 164,943,694	\$ 164,943,694	\$ -
U.S. Treasury	United States Treasury Bills, 6-02-2011	\$ 11,995,602 (1 purchases)		\$ -	\$ -	\$ 11,995,602	\$ 11,995,602	\$ -
U.S. Treasury	United States Treasury Bills, 6-02-2011		\$ 11,995,602 (1 sales)	\$ -	\$ -	\$ 11,995,602	\$ 11,995,602	\$ -
U.S. Treasury	United States Treasury Bills, 8-18-2011	\$ 164,987,487 (4 purchases)		\$ -	\$ -	\$ 164,987,487	\$ 164,987,487	\$ -
U.S. Treasury	United States Treasury Bills, 8-18-2011		\$ 164,987,487 (1 sale)	\$ -	\$ -	\$ 164,987,487	\$ 164,987,487	\$ -
U.S. Treasury	United States Treasury Bills, 9-01-2011	\$ 11,998,180 (1 purchases)		\$ -	\$ -	\$ 11,998,180	\$ 11,998,180	\$ -
U.S. Treasury	United States Treasury Bills, 9-01-2011		\$ 11,998,180 (1 sale)	\$ -	\$ -	\$ 11,998,180	\$ 11,998,180	\$ -
U.S. Treasury	United States Treasury Bills, 11-18-2010	\$ 164,995,763 (4 purchases)		\$ -	\$ -	\$ 164,995,763	\$ 164,995,763	\$ -
U.S. Treasury	United States Treasury Bills, 11-18-2010		\$ 164,995,763 (1 sale)	\$ -	\$ -	\$ 164,995,763	\$ 164,995,763	\$ -
U.S. Treasury	United States Treasury Bills, 11-17-2011	\$ 162,769,598 (4 purchases)		\$ -	\$ -	\$ 162,769,598	\$ 162,769,598	\$ -
U.S. Treasury	United States Treasury Bills, 11-17-2011		\$ 162,769,598 (1 sale)	\$ -	\$ -	\$ 162,769,598	\$ 162,769,598	\$ -
U.S. Treasury	United States Treasury Bills, 12-01-2011	\$ 11,999,545 (1 purchase)		\$ -	\$ -	\$ 11,999,545	\$ 11,999,545	\$ -
U.S. Treasury	United States Treasury Bills, 12-01-2011		\$ 11,999,545 (1 sale)	\$ -	\$ -	\$ 11,999,545	\$ 11,999,545	\$ -

(d) Other Transactions Involving Securities or Parties Involved in Single Transactions Reportable.

None reportable.

See accompanying independent auditors' report

Schedule SB, line 32 - Schedule of Amortization Bases

PN: 001

[illegible]