

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2012</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</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; include room or suite number (employer, if for a 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	Filed with authorized/valid electronic signature.	10/14/2013	GEORGE FIELDS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2013	BRIAN BODENHAMER
	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
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address 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
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 23557
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..... b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits..... d Subtotal. Add lines 6a , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits..... f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)..... h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6a 2648 6b 11153 6c 2460 6d 16261 6e 695 6f 16956 6g 6h 2
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics 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 Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

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 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

▶ **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 01 Day 01 Year 2012	
2 Assets:	
a Market value	2a 426528400
b Actuarial value	2b 438903991
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a 11479 274829731
b For terminated vested participants.....	3b 9222 140463301
c For active participants:	
(1) Non-vested benefits.....	3c(1) 3599177
(2) Vested benefits.....	3c(2) 58386582
(3) Total active	3c(3) 2856 61985759
d Total	3d 23557 477278791
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 6.99 %
6 Target normal cost.....	6 3000000

Statement by Enrolled Actuary

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

SIGN HERE		10/04/2013
Signature of actuary		Date
SALLY DEFELICE, F.S.A, E.A.		11-05346
Type or print name of actuary		Most recent enrollment number
TOWERS WATSON PENNSYLVANIA INC.		404-365-1965
Firm name		Telephone number (including area code)
3500 LENOX ROAD, SUITE 900 ATLANTA, GA 30326-4238		
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) 2012
v. 120126

Part II Beginning of Year Carryover 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>2.02</u> %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		41004198
b Interest on (a) using prior year's effective interest rate of <u>6.26</u> % except as otherwise provided (see instructions)		2566863
c Total available at beginning of current plan year to add to prefunding balance		43571061
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	91.95 %
15 Adjusted funding target attainment percentage	15	91.95 %
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	74.32 %
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
04/13/2012	4208638		07/24/2013	1000000	
07/13/2012	4208638		07/30/2013	2500000	
10/15/2012	7510000		08/05/2013	1000000	
12/17/2012	20000000		08/29/2013	3000000	
05/29/2013	1000000		09/13/2013	11000000	
06/27/2013	2000000				
			Totals ►	18(b)	57427276
				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	53301159
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No		
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No		
c If line 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

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 5.54%	2nd segment: 6.85%	3rd segment: 7.52 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is subject to 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 line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	38374800	15326584	
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	18326584	
	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	18326584	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	53301159	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	34974575	
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 an election was made to use PRA 2010 funding relief for this plan:			
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
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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)

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	338274	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	376273	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

PROCENTIA 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	60900	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)

PENSION RESOURCE GROUP, INC

58-2194059

(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?
14 15	NONE	259978	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:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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: <u>COLLECTIVE SHORT-TERM INVEST FUND</u>		
b Name of sponsor of entity listed in (a): <u>THE NORTHERN TRUST COMPANY</u>		
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>4211554</u>
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity 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)**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.	<small>OMB No. 1210-0110</small> 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
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 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)	58482697	21500000
	(2) Participant contributions	1b(2)		
	(3) Other	1b(3)	1014380	505264
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
	(2) U.S. Government securities	1c(2)	179975596	4323177
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other	1c(3)(B)	20034514	6720000
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)	147348339	380006120
	(5) Partnership/joint venture interests	1c(5)	311503	462833
	(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)	21438826	4211554
	(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)	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	428605855	417728948

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	67430	177859
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	67430	177859

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	428538425	417551089
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	57427276	
(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)		57427276

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)	298448	
(C) Corporate debt instruments	2b(1)(C)	2639607	
(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)		2938055

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	3844423	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		3844423

(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	504073954	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	497322073	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		6751881

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	73641877	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		73641877

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		192906
(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)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		144796418

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	152745178	
(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)		152745178
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)	1035996	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	2002580	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		3038576
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		155783754

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-10987336
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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

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.).....

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.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
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.			

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)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

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 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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
---------------	----------------------

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>6268</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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (a) through (c)

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

Stock: 40% Investment-Grade Debt: 3% High-Yield Debt: 2% Real Estate: _____% 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 line 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:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Union Underwear Pension Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

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 3, which was certified by The Northern Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. 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, 2012 and 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2012 and the supplemental schedule of reportable transactions for the year then ended are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these supplemental schedules.

Report on Form and Content in Compliance with DOL Rules and Regulations

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 9, 2013

LATTIMORE Black Morison & Casw, PC

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, 2012
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.

SCHEDULE SB (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>	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 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

► **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	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 60%;">B Three-digit plan number (PN) ►</td> <td style="width: 40%; text-align: center;">001</td> </tr> </table>	B Three-digit plan number (PN) ►	001
B Three-digit plan number (PN) ►	001		
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Union Underwear Company, Inc.	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 60%;">D Employer Identification Number (EIN)</td> <td style="width: 40%; text-align: center;">61-1411269</td> </tr> </table>	D Employer Identification Number (EIN)	61-1411269
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 <u>1</u> Day <u>1</u> Year <u>2012</u>			
2 Assets:			
a Market value	2a		426,528,400
b Actuarial value	2b		438,903,991
3 Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	11,479	274,829,731
b For terminated vested participants	3b	9,222	140,463,301
c For active participants:			
(1) Non-vested benefits	3c(1)		3,599,177
(2) Vested benefits	3c(2)		58,386,582
(3) Total active	3c(3)	2,856	61,985,759
d Total	3d	23,557	477,278,791
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	6.99 %	
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	<div style="text-align: center; font-size: 2em; color: blue;">SD</div> Signature of actuary 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	<div style="text-align: center; font-size: 1.5em; color: blue;">10/4/2013</div> Date 11-05346 Most recent enrollment number (404) 365-1965 Telephone number (including area code)
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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) 2012
v. 120126

Part II Beginning of Year Carryover 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>2.02</u> %		
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		41,004,198
b	Interest on (a) using prior year's effective interest rate of <u>6.26</u> % except as otherwise provided (see instructions)		2,566,863
c	Total available at beginning of current plan year to add to prefunding balance		43,571,061
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	91.95 %
15	Adjusted funding target attainment percentage	15	91.95 %
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	74.32 %
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
04/13/2012	4,208,638		07/24/2013	1,000,000	
07/13/2012	4,208,638		07/30/2013	2,500,000	
10/15/2012	7,510,000		08/05/2013	1,000,000	
12/17/2012	20,000,000		08/29/2013	3,000,000	
05/29/2013	1,000,000		09/13/2013	11,000,000	
06/27/2013	2,000,000				
Totals ▶			18(b)	57,427,276	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	53,301,159

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No

c If line 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: 5.54 %	2nd segment: 6.85 %	3rd segment: 7.52 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is subject to 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 line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	38,374,800	15,326,584	
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	18,326,584	
	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	18,326,584	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	53,301,159	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	34,974,575	
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 an election was made to use PRA 2010 funding relief for this plan:				
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
EIN/PN: 61-1411269/001
2012 Schedule SB, Part V - Statement of Actuarial Assumptions/Methods

Actuarial Assumptions and Methods — Contributions

Economic Assumptions

Interest rate basis:

- | | |
|---|-----------------|
| ▶ Applicable month | September 2011 |
| ▶ Yield curve basis | 3-Segment rates |
| ▶ MAP-21 applied for funding | Yes |
| ▶ MAP-21 applied for benefit restrictions | Yes |

Interest rates:

	Reflecting Corridors	Not Reflecting Corridors
▶ First segment rate - 10-year rate	5.54%	2.06%
▶ Second segment rate - 20-year rate	6.85%	5.25%
▶ Third segment rate - 30-year rate	7.52%	6.32%
▶ Effective interest rate	6.99%	5.42%

Lump Sum rate basis:

- | | |
|-------------|---|
| ▶ Rate | Same as above |
| ▶ Mortality | IRS prescribed 417(e)(3)
Applicable mortality table for 2012 |

Union Underwear Pension Plan

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2012 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 2027 using Scale AA) and annuitants (based on RP-2000 "Healthy Annuitants" table without collar or amount adjustments, projected to 2019 using Scale AA).

► Disabled

IRS prescribed tables for disabled participants (pre-1995 Sex Distinct Disability Mortality Table per Rev. Ruling 96-7)

Termination

Rates varying by age, see table A.

Disability

Rates varying by age and sex, see table B

Retirement

Rates varying by age, see table C.

Unpredictable Contingent Event Benefits (UCEB) assumptions

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

For both current and future deferred vested participants, age 60 if eligible to commence early; otherwise age 65

► Disability benefit

Upon disablement

► Retirement benefit

Upon termination of employment

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

Union Underwear Pension Plan

EIN/PN: 61-1411269/001

2012 Schedule SB, Part V - Statement of Actuarial Assumptions/Methods

Spouse age	Wife three years younger than husband
Administrative expenses	\$3,000,000
Accrued benefits	Provided by plan administrator for each participant as of January 1, 2012.
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.

Union Underwear Pension Plan

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2012 Schedule SB, Part V - Statement of Actuarial Assumptions/Methods

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 discounted 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 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 lump sum conversion mortality basis was updated to reflect the 2012 417(e) mortality basis prescribed by the PPA.</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 segment rates used to determine minimum funding requirements and benefit restrictions were updated to September 2011 and revised to reflect MAP-21 corridors for 2012.</p>

Union Underwear Pension Plan

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2012 Schedule SB, Part V - Statement of Actuarial Assumptions/Methods

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.

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

<i>Attained Age</i>	<i>Male Rate</i>	<i>Female Rate</i>
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%

Union Underwear Pension Plan
EIN/PN: 61-1411269/001
2012 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.

All frozen accrued benefits and monthly benefits in receipt are provided by Fruit of the Loom for the valuation.

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.
Covered Employee	Effective December 31, 2007, no new employees are eligible to participate in the plan. Fruit of the Loom indicates all remaining participants for the valuation.

Definitions

Vesting service	Years and months of service are measured from the date of hire with Fruit of the Loom.
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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

Benefits Paid Upon the Following Events

Normal retirement	A frozen accrued benefit equal to the sum of (1) and (2): (1) Basic Accrued Benefit frozen December 31, 2007. Benefit attributable to all covered final average earnings. (2) Excess Accrued Benefit frozen December 31, 2007. Benefit attributable to covered final average earnings above 2007 covered compensation.
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Union Underwear Pension Plan

EIN/PN: 61-1411269/001

2012 Schedule SB, Part V - Summary of Plan Provisions

Early retirement and early commencement of deferred vested benefit	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.
Late retirement	Frozen accrued benefit as of December 31, 2007
Disability	Frozen accrued benefit as of December 31, 2007, payable upon disablement
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 50% joint and survivor annuity payable monthly.
Optional forms of benefit	<p>10 year certain and life, 15 year certain and life, and 75% joint and survivor annuities, lump sum if terminate after age 62 with ten years of service.</p> <p>Optional annuity conversions are based on formulas:</p> <p>50%J&S – 0.92 decreased (increased) by 0.004 for each year by which the participant is older (younger) than the beneficiary</p> <p>75%J&S – 0.88 decreased (increased) by 0.005 for each year by which the participant is older (younger) than the beneficiary</p> <p>10C&L – 0.92 increased (decreased) by 0.006 for each year by which the participant is under (over) age 65, to a maximum factor of 0.98</p> <p>15C&L – 0.86 increased (decreased) by 0.01 for each year by which the participant is under (over) age 65, to a maximum factor of 0.96</p> <p>Lump sum conversion is based on the Applicable Interest</p>

Union Underwear Pension Plan

EIN/PN: 61-1411269/001

2012 Schedule SB, Part V - Summary of Plan Provisions

Rate and Applicable Mortality Table as defined in the Plan for purposes of IRC Sec 417(e)

Optional form conversions for Franklinton participants are based upon UP-1984 Unisex Pension Mortality setback 2 years and an 8.0% interest rate.

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 Benefits Valued Since Prior Year

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

Union Underwear Pension Plan
EIN/PN: 61-1411269/001
2012 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, 2009
Covered Employee	Effective December 31, 2005, no new employees are eligible to participate in the plan. Fruit of the Loom indicates all remaining participants for the valuation.

Definitions

Vesting service	One year for each plan year that the employee works at least 1,000 hours for Russell Corporation.
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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>

Union Underwear Pension Plan
EIN/PN: 61-1411269/001
2012 Schedule SB, Part V - Summary of Plan Provisions

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 50% joint and survivor annuity payable monthly.
Optional forms of benefit	<p>5 year certain & life, 10 year certain & life, 15 year certain & life, 75% J&S, 100% J&S, level income annuity.</p> <p>Optional form conversions are based on UP-1984 Unisex Pensioner Mortality set back 2 years for participants and beneficiaries, and 8.5% interest rate.</p>

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 Benefits Valued Since Prior Year

There were no changes in benefits valued since the prior year

Union Underwear Pension Plan

EIN/PN: 61-1411269/001

2012 Schedule SB, Part V - Summary of Plan Provisions

Plan Provisions – Legacy Russell Corporation Revised 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 restated effective January 1, 2009.
Covered Employee	Former hourly-rate production and maintenance employees at the Waukesha, Wisconsin location. Fruit of the Loom indicated all remaining participants for the valuation.

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. For terminations after age 60, deferred vested participants can commence at age 60 with 10 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.

Union Underwear Pension Plan
EIN/PN: 61-1411269/001
2012 Schedule SB, Part V - Summary of Plan Provisions

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 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>
Normal form of benefit	If single, single life annuity payable monthly. If married, actuarially equivalent 50% joint and survivor annuity payable monthly.
Optional forms of benefit	<p>10 year certain & life, 75% J&S, 100% J&S annuity</p> <p>Optional form conversions are based on UP-1984 Unisex Pensioner Mortality set back 2 years for participants and 1 year for beneficiaries, and 8.5% interest rate.</p>

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 Benefits Valued Since Prior Year

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

Average Age:	49
Average Service:	19

Schedule of Active Participant Data

Total Years of Credited Service

[illegible]

Union Underwear Pension Plan
EIN/PN: 61-1411269/001
2012 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)
55	10,000	0.050	500	27,500
56	9,500	0.050	475	26,600
57	9,025	0.050	451	25,707
58	8,574	0.050	429	24,882
59	8,145	0.050	407	24,013
60	7,738	0.100	774	46,440
61	6,964	0.100	696	42,456
62	6,268	0.250	1567	97,154
63	4,701	0.250	1175	74,025
64	3,526	0.250	882	56,448
65	2,644	0.400	1058	68,770
66	1,586	0.400	634	41,844
67	952	0.400	381	25,527
68	571	0.400	228	15,504
69	343	0.400	137	9,453
70	206	1.000	206	14,420
				620,743

Average retirement age = $620,743/10,000 = 62$

Total Population weighted average retirement age = 62

UNION UNDERWEAR PENSION PLAN

EIN 61-1411269, Plan #001

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

December 31, 2012

(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%	\$ 322,721	\$ 376,053
	U.S. Treasury	GNMA Pool #551926 Series, 12/15/2031, 6.5%	184,564	212,016
	U.S. Treasury	GNMA Pool #552656 Series, 7/15/2032, 6.5%	315,733	368,306
	U.S. Treasury	GNMA Pool #569800 Series, 5/15/2032, 6.5%	270,408	315,095
	U.S. Treasury	GNMA Pool #578240 Series, 7/15/2032, 6.5%	357,417	412,224
	U.S. Treasury	GNMA Pool #582244 Series, 7/15/2032, 6.5%	599,428	686,690
	U.S. Treasury	GNMA Pool #583973 Series, 7/15/2032, 6.5%	86,186	100,537
	U.S. Treasury	GNMA Pool #583995 Series, 7/15/2032, 6.5%	182,115	212,440
	U.S. Treasury	GNMA Pool #583996 Series, 7/15/2032, 6.5%	232,789	268,486
	U.S. Treasury	GNMA Pool #584376 Series, 5/15/2032, 6.5%	286,966	330,616
	U.S. Treasury	GNMA Pool #584455 Series, 6/15/2032, 6.5%	81,739	95,247
	U.S. Treasury	GNMA Pool #587021 Series, 4/15/2032, 6.5%	263,418	310,244
	U.S. Treasury	GNMA Pool #591567 Series, 7/15/2032, 6.5%	26,565	30,988
	U.S. Treasury	GNMA Pool #593187 Series, 7/15/2032, 6.5%	525,436	604,235
			3,735,485	4,323,177
	Corporate bond -			
	TX Competitive Elec Holdings	Debenture bond, 11/1/2015, 10.25%, par value \$24,000,000	23,046,000	6,720,000
	Domestic equities:			
	Gator Com Corporation	161,290 shares preferred stock	250,000	-
	PVTPL Claria Corporation	16,129 shares preferred stock	25,000	-
	Liberty Media	439,000 shares common stock	37,817,467	50,928,390
	Bank New York Mellon Corp	1,285,000 shares common stock	29,723,143	33,024,500
	Davita Healthcare Partners Inc	670,000 shares common stock	56,731,917	74,055,100
	Deere & Co	150,000 shares common stock	11,255,355	12,963,000
	Directv Com	976,000 shares common stock	47,779,256	48,956,160
	Gen Mtrs Co	650,000 shares common stock	12,786,166	18,739,500
	National Oilwell Varco Com	317,000 shares common stock	21,183,325	21,666,950
	Phillips 66	1,000,000 shares common stock	30,707,120	53,100,000
	Viacom Inc	804,600 shares common stock	37,582,938	42,434,604
	Wells Fargo & Co	706,200 shares common stock	22,649,554	24,137,916
			308,491,241	380,006,120
	Venture Capital limited partnership fund -			
	JK&B Capital III	1,913,396 shares	1,913,396	462,833
	Interest in collective investment trust -			
*	Northern Trust Company	COLTV Short term inv fund	4,211,554	4,211,554
	Total investments		\$ 341,397,676	\$ 395,723,684

* 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

Schedule 2

EIN 61-1411269, Plan #001

Schedule H, line 4j - Schedule of Reportable Transactions

Year ended December 31, 2012

(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)
(a) <u>Single Transactions Reportable</u>								
U.S. Treasury	United States Treasury Bills, 2-16-2012	\$ -	\$ 162,995,880	\$ -	\$ -	\$ 162,995,880	\$ 162,995,880	\$ -
U.S. Treasury	United States Treasury Bills, 5-17-2012	\$ 49,987,993	\$ -	\$ -	\$ -	\$ 49,987,993	\$ 49,987,993	\$ -
U.S. Treasury	United States Treasury Bills, 5-17-2012	\$ 49,987,993	\$ -	\$ -	\$ -	\$ 49,987,993	\$ 49,987,993	\$ -
U.S. Treasury	United States Treasury Bills, 5-17-2012	\$ 49,987,993	\$ -	\$ -	\$ -	\$ 49,987,993	\$ 49,987,993	\$ -
U.S. Treasury	United States Treasury Bills, 5-17-2012	\$ -	\$ 49,987,993	\$ -	\$ -	\$ 49,987,993	\$ 49,987,993	\$ -
U.S. Treasury	United States Treasury Bills, 5-17-2012	\$ -	\$ 49,987,993	\$ -	\$ -	\$ 49,987,993	\$ 49,987,993	\$ -
U.S. Treasury	United States Treasury Bills, 5-17-2012	\$ -	\$ 69,983,190	\$ -	\$ -	\$ 69,983,190	\$ 69,983,190	\$ -
Directv Com	Common Stock	\$ 23,276,656	\$ -	\$ -	\$ -	\$ 23,276,656	\$ 23,276,656	\$ -
* Northern Trust Company	COLTV Short term inv fund	\$ 208,240,308	\$ -	\$ -	\$ -	\$ 208,240,308	\$ 208,240,308	\$ -
* Northern Trust Company	COLTV Short term inv fund	\$ -	\$ 164,747,052	\$ -	\$ -	\$ 164,747,052	\$ 164,747,052	\$ -
(b) <u>Series of Nonsecurity Transactions</u>								
None reportable.								
(c) <u>Aggregate Transactions in One Issue of Securities</u>								
Liberty Media	Common Stock	\$ 37,817,467 (6 purchases)		\$ -	\$ -	\$ 37,817,467	\$ 37,817,467	\$ -
Directv	Common Stock	\$ 47,779,256 (3 purchases)		\$ -	\$ -	\$ 47,779,256	\$ 47,779,256	\$ -
Bank New York Mellon Corp	Common Stock	\$ 29,723,143 (3 purchases)		\$ -	\$ -	\$ 29,723,143	\$ 29,723,143	\$ -
* Northern Trust Company	COLTV Short term inv fund	\$ 342,269,557 (129 purchases)		\$ -	\$ -	\$ 342,269,557	\$ 342,269,557	\$ -
* Northern Trust Company	COLTV Short term inv fund		\$ 359,497,111 (154 sales)	\$ -	\$ -	\$ 359,497,111	\$ 359,497,111	\$ -

See accompanying independent auditors' report.

UNION UNDERWEAR PENSION PLAN

Schedule 2

EIN 61-1411269, Plan #001 Schedule H, line 4j - Schedule of Reportable Transactions

Year ended December 31, 2012

(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)
Davita Healthcare Partners Inc	Common Stock	\$ 56,731,917 (6 purchases)		\$ -	\$ -	\$ 56,731,917	\$ 56,731,917	\$ -
Johnson & Johnson	Common Stock		\$ 24,700,667 (3 sales)	\$ -	\$ -	\$ 22,648,422	\$ 24,700,667	\$ 2,052,245
Kraft Foods Inc	Common Stock		\$ 27,323,748 (2 sales)	\$ -	\$ -	\$ 23,639,675	\$ 27,323,748	\$ 3,684,073
Phillips 66	Common Stock	\$ 30,707,120 (8 purchases)		\$ -	\$ -	\$ 30,707,120	\$ 30,707,120	\$ -
Procter & Gamble	Common Stock		\$ 24,125,598 (2 sales)	\$ -	\$ -	\$ 23,640,081	\$ 24,125,598	\$ 485,517
U.S. Treasury	United States Treasury Bills, 02-16-2012		\$ 162,995,880 (1 sale)	\$ -	\$ -	\$ 162,995,880	\$ 162,995,880	\$ -
U.S. Treasury	United States Treasury Bills, 05-17-2012	\$ 169,959,176 (4 purchases)		\$ -	\$ -	\$ 169,959,176	\$ 169,959,176	\$ -
U.S. Treasury	United States Treasury Bills, 05-17-2012		\$ 169,959,176 (3 sales)	\$ -	\$ -	\$ 169,959,176	\$ 169,959,176	\$ -
US Bancorp	Common Stock		\$ 24,015,048 (3 sales)	\$ -	\$ -	\$ 24,344,353	\$ 24,015,048	\$ (329,305)
Viacom Inc	Common Stock	\$ 37,582,938 (3 purchases)		\$ -	\$ -	\$ 37,582,938	\$ 37,582,938	\$ -
(d) Other Transactions Involving Securities or Parties Involved in Single Transactions Reportable								
Miller Tabak Hirsch	Common Stocks	\$ 140,679,329 (20 purchases)		\$ -	\$ -	\$ 140,679,329	\$ 140,679,329	\$ -
Miller Tabak Hirsch	Common Stocks		\$ 64,180,327 (6 sales)	\$ -	\$ -	\$ 64,180,327	\$ 61,508,666	\$ (2,671,661)
Quellos Brokerage Service LLC.	Common Stocks	\$ 144,887,358 (20 purchases)		\$ -	\$ -	\$ 144,887,358	\$ 144,887,358	\$ -
Quellos Brokerage Service LLC.	Common Stocks		\$ 68,398,048 (8 sales)	\$ -	\$ -	\$ 68,398,048	\$ 68,622,393	\$ 224,345

* Represents a party-in-interest

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

Financial Statements

as of and for the years ended December 31, 2012 and 2011,

Supplemental Schedules

*as of and for the year ended December 31, 2012, 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.

INDEPENDENT AUDITORS' REPORT

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

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Union Underwear Pension Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

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 3, which was certified by The Northern Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. 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, 2012 and 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2012 and the supplemental schedule of reportable transactions for the year then ended are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these supplemental schedules.

Report on Form and Content in Compliance with DOL Rules and Regulations

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 9, 2013

LATTIMORE Black Morison & Casw, PC

UNION UNDERWEAR PENSION PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2012	2011
Assets		
Investments, at fair value:		
The Northern Trust Company		
Collective Short-Term Investment Fund	\$ 4,211,554	\$ 21,438,826
U.S. Government and agency securities	4,323,177	179,975,596
Domestic equities	380,006,120	147,348,339
Corporate and municipal bonds	6,720,000	20,034,514
Venture capital limited partnership fund	<u>462,833</u>	<u>311,503</u>
 Total investments	 <u>395,723,684</u>	 <u>369,108,778</u>
Receivables:		
Employer contributions	21,500,000	58,482,697
Interest and dividends	<u>505,264</u>	<u>1,014,380</u>
 Total receivables	 <u>22,005,264</u>	 <u>59,497,077</u>
 Total assets	 417,728,948	 428,605,855
Liabilities		
Accrued administrative expenses	<u>177,859</u>	<u>67,430</u>
 Net assets available for benefits	 <u>\$ 417,551,089</u>	 <u>\$ 428,538,425</u>

See accompanying notes.

UNION UNDERWEAR PENSION PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Years Ended December 31,	
	2012	2011
Increase (decrease) in net assets		
Investment income:		
Net appreciation (depreciation) in fair value of investments	\$ 80,394,039	\$ (510,983)
Interest and dividends	<u>6,975,103</u>	<u>7,779,404</u>
Net investment income	87,369,142	7,268,421
Employer contributions	57,427,276	77,030,788
Benefits paid to participants	(152,745,178)	(33,169,313)
Administrative expenses	<u>(3,038,576)</u>	<u>(2,635,461)</u>
Net increase (decrease)	(10,987,336)	48,494,435
Net assets available for benefits		
Beginning of year	<u>428,538,425</u>	<u>380,043,990</u>
End of year	<u>\$ 417,551,089</u>	<u>\$ 428,538,425</u>

See accompanying notes.

UNION UNDERWEAR PENSION PLAN

NOTES TO FINANCIAL STATEMENTS YEARS ENDED DECEMBER 31, 2012 AND 2011

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. Those participants who did not have the required five years of continuous service on that date, became vested if they completed the required five years following that date.

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, 2012 and 2011, the Plan's AFTAP was 90.07% and 90.61%, respectively. As a result of the AFTAP in 2012, there are no restrictions on benefit payments for the Plan year beginning January 1, 2013.

Effective September 28, 2012, the Plan was amended to automatically pay a lump-sum benefit to terminated participants if the value of the participant's benefit was less than \$5,000. The Plan was also amended to provide for a temporary lump sum payment option to eligible terminated Plan participants. Terminated participants with vested benefits were allowed to exercise the lump-sum payment option through November 7, 2012, after which date, the option was no longer available. The lump sum amount was calculated in accordance with IRS requirements for interest rates and average life expectancy assumptions. Lump-sum payments totaling \$120,202,878 were made in December 2012.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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 venture capital 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.

Due primarily to discount rate reductions in 2012 and 2011, the actuarial present value of accumulated benefits exceeded net assets available for benefits as of December 31, 2012 and 2011 by approximately \$86,900,000 and \$63,400,000, respectively, resulting in funding deficiencies.

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, 2012 and October 9, 2013, 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, 2012 and 2011.

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, 2012 and 2011 are as follows:

	<u>2012</u>	<u>2011</u>
Vested benefits:		
Participants and/or beneficiaries currently receiving benefits	\$ 278,801,463	\$ 262,374,033
Other participants	<u>220,385,513</u>	<u>223,540,717</u>
Total vested benefits	499,186,976	485,914,750
Nonvested benefits	<u>5,246,051</u>	<u>5,998,952</u>
Total actuarial present value of accumulated plan benefits	<u>\$ 504,433,027</u>	<u>\$ 491,913,702</u>

Changes in the actuarial present value of the accumulated plan benefits for the years ended January 1, 2012 and 2011 are as follows:

	<u>2012</u>	<u>2011</u>
Actuarial present value of accumulated plan benefits as of beginning of period	\$ 491,913,702	\$ 494,459,979
Increase (decrease) during the year attributable to:		
Actuarial experience	4,339,037	2,291,500
Benefit payments	(33,172,331)	(34,302,241)
Assumption changes	10,439,357	(1,578,143)
Interest accumulation	<u>30,913,262</u>	<u>31,042,607</u>
Actuarial present value of accumulated plan benefits as of end of period	<u>\$ 504,433,027</u>	<u>\$ 491,913,702</u>

The significant actuarial assumptions used in the January 1, 2012 and 2011 valuations were:

- Mortality: – 2012 RP-2000 mortality tables with blue collar adjustments and mortality improvements projected to 2018 (male and female).
 – 2011 RP-2000 mortality tables with blue collar adjustments and mortality improvements projected to 2017 (male and female).
- Assumed investment rate of return compounded annually: 6.30% and 6.50% in 2012 and 2011, respectively.

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

Financial Accounting Standards Board (“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, 2012 and 2011.

- 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. The 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, 2012 and 2011:

**Fair Value Measurements as of
December 31, 2012 using the following inputs**

	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Collective short-term investment fund	\$ 4,211,554	\$ -	\$ 4,211,554	\$ -
U.S. Government and agency securities	4,323,177	4,323,177	-	-
Domestic equities:				
Healthcare	74,055,100	74,055,100	-	-
Financial	57,162,416	57,162,416	-	-
Consumer goods	18,739,500	18,739,500	-	-
Services	142,319,154	142,319,154	-	-
Basic Materials	74,766,950	74,766,950	-	-
Other	<u>12,963,000</u>	<u>12,963,000</u>	<u>-</u>	<u>-</u>
Total domestic equities	380,006,120	380,006,120	-	-
Corporate bond	6,720,000	-	6,720,000	-
Venture capital limited partnership fund	<u>462,833</u>	<u>-</u>	<u>-</u>	<u>462,833</u>
Total investments at fair value	<u>\$ 395,723,684</u>	<u>\$ 384,329,297</u>	<u>\$ 10,931,554</u>	<u>\$ 462,833</u>

**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>

The following table provides a summary of changes in fair value of the Plan's Level 3 assets for the years ended December 31, 2012 and 2011:

Fair Value Measurements Using Significant Unobservable Inputs (Level 3)	
Balance at December 31, 2010	\$ 355,032
Realized gains	4,937
Unrealized losses relating to instruments still held at the reporting date	(42,409)
Purchases, sales, issuances and settlements (net)	<u>(6,057)</u>
Balance at December 31, 2011	311,503
Unrealized gains relating to instruments still held at the reporting date	<u>151,330</u>
Balance at December 31, 2012	<u>\$ 462,833</u>

6. INVESTMENTS AND INVESTMENT INCOME

Investments which represented five percent or more of net assets available for benefits as of December 31, 2012 and 2011 were as follows, at fair value:

	<u>2012</u>	<u>2011</u>
U.S. Treasury Bills 2-16-2012	\$ **	\$ 162,997,555
Kraft Foods Inc. - common stock	\$ **	\$ 26,473,296
Procter & Gamble - common stock	\$ **	\$ 25,183,025
Johnson & Johnson - common stock	\$ **	\$ 25,090,908
Collective Short-Term Investment Fund	\$ **	\$ 21,438,826
Wells Fargo & Co - common stock	\$ 24,137,916	\$ **
Liberty Media - common stock	\$ 50,928,390	\$ **
Bank of New York Mellon Corp. - common stock	\$ 33,024,500	\$ **
Davita Healthcare Partners Inc. - common stock	\$ 74,055,100	\$ **
Directv - common stock	\$ 48,956,160	\$ **
National Oilwell Varco - common stock	\$ 21,666,950	\$ **
Phillips 66 - common stock	\$ 53,100,000	\$ **
Viacom Inc. - common stock	\$ 42,434,604	\$ **

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

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

	<u>2012</u>	<u>2011</u>
Collective Short-Term Investment Fund	\$ 281	\$ (102)
U.S. Government and agency securities	(28,472)	(38,124)
Domestic equities	81,909,998	4,015,648
Corporate and municipal bonds	(1,639,098)	(4,450,933)
Venture capital limited partnership fund	<u>151,330</u>	<u>(37,472)</u>
Net appreciation (depreciation) in fair value of investments	<u>\$ 80,394,039</u>	<u>\$ (510,983)</u>

7. PARTY-IN-INTEREST TRANSACTIONS

The investment in the Collective Short-Term Investment Fund totaling \$4,211,554 and \$21,438,826 as of December 31, 2012 and 2011, respectively, is managed by the Trustee; therefore, transactions with these investments qualify as party-in-interest transactions. Fees paid by the Plan to the Trustee were \$338,274 and \$263,080 for the years ended December 31, 2012 and 2011, 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 Plan management 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. Management of the Plan has analyzed the Plan's tax positions and concluded that as of December 31, 2012, 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. Management believes the Plan is no longer subject to income tax examinations for years prior to 2009.

9. PLAN TERMINATION

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. Since December 31, 2012, ongoing appreciation in the value of net assets available for benefits, combined with a reduction in the actuarial present value of accumulated benefits due to increasing discount rates in the same period, have resulted in a sharp improvement in the Plan's funded status. Acknowledging both the improved funding of the Plan and that the Plan has been frozen to new participants for more than five years, the Plan sponsor has engaged Towers Watson, the Plan actuaries, to begin a study to define the conditions under which Plan termination would be appropriate. Advisers to the Plan have indicated that Plan termination, if undertaken, would take 24 months or more to complete.

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, 2012 and 2011, the PBGC guaranteed most, but not all, vested retirement benefits and certain disability and survivor's benefits up to a maximum monthly benefit of \$4,653 and \$4,500, respectively, 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, 2012 and 2011 and for the years then ended. The Plan administrator has obtained certifications from the Trustee that such information is complete and accurate.

	<u>2012</u>	<u>2011</u>
Investments, at fair value	\$ <u>395,723,684</u>	\$ <u>369,108,778</u>
Interest and dividends receivable	\$ <u>505,264</u>	\$ <u>1,014,380</u>
Net change resulting from investment activity	\$ <u>87,369,142</u>	\$ <u>7,268,421</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, 2012

(a)	(b)	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Identity of Issue, Borrower, Lessor, or Similar Party			
	U.S. Government and agency securities:			
	U.S. Treasury	GNMA Pool #551797 Series, 5/15/2032, 6.5%	\$ 322,721	\$ 376,053
	U.S. Treasury	GNMA Pool #551926 Series, 12/15/2031, 6.5%	184,564	212,016
	U.S. Treasury	GNMA Pool #552656 Series, 7/15/2032, 6.5%	315,733	368,306
	U.S. Treasury	GNMA Pool #569800 Series, 5/15/2032, 6.5%	270,408	315,095
	U.S. Treasury	GNMA Pool #578240 Series, 7/15/2032, 6.5%	357,417	412,224
	U.S. Treasury	GNMA Pool #582244 Series, 7/15/2032, 6.5%	599,428	686,690
	U.S. Treasury	GNMA Pool #583973 Series, 7/15/2032, 6.5%	86,186	100,537
	U.S. Treasury	GNMA Pool #583995 Series, 7/15/2032, 6.5%	182,115	212,440
	U.S. Treasury	GNMA Pool #583996 Series, 7/15/2032, 6.5%	232,789	268,486
	U.S. Treasury	GNMA Pool #584376 Series, 5/15/2032, 6.5%	286,966	330,616
	U.S. Treasury	GNMA Pool #584455 Series, 6/15/2032, 6.5%	81,739	95,247
	U.S. Treasury	GNMA Pool #587021 Series, 4/15/2032, 6.5%	263,418	310,244
	U.S. Treasury	GNMA Pool #591567 Series, 7/15/2032, 6.5%	26,565	30,988
	U.S. Treasury	GNMA Pool #593187 Series, 7/15/2032, 6.5%	525,436	604,235
			3,735,485	4,323,177
	Corporate bond -			
	TX Competitive Elec Holdings	Debenture bond, 11/1/2015, 10.25%, par value \$24,000,000	23,046,000	6,720,000
	Domestic equities:			
	Gator Com Corporation	161,290 shares preferred stock	250,000	-
	PVTPL Claria Corporation	16,129 shares preferred stock	25,000	-
	Liberty Media	439,000 shares common stock	37,817,467	50,928,390
	Bank New York Mellon Corp	1,285,000 shares common stock	29,723,143	33,024,500
	Davita Healthcare Partners Inc	670,000 shares common stock	56,731,917	74,055,100
	Deere & Co	150,000 shares common stock	11,255,355	12,963,000
	Directv Com	976,000 shares common stock	47,779,256	48,956,160
	Gen Mtrs Co	650,000 shares common stock	12,786,166	18,739,500
	National Oilwell Varco Com	317,000 shares common stock	21,183,325	21,666,950
	Phillips 66	1,000,000 shares common stock	30,707,120	53,100,000
	Viacom Inc	804,600 shares common stock	37,582,938	42,434,604
	Wells Fargo & Co	706,200 shares common stock	22,649,554	24,137,916
			308,491,241	380,006,120
	Venture Capital limited partnership fund -			
	JK&B Capital III	1,913,396 shares	1,913,396	462,833
	Interest in collective investment trust -			
*	Northern Trust Company	COLTV Short term inv fund	4,211,554	4,211,554
	Total investments		\$ 341,397,676	\$ 395,723,684

* 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

Schedule 2

EIN 61-1411269, Plan #001

Schedule H, line 4j - Schedule of Reportable Transactions

Year ended December 31, 2012

(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	\$ -	\$ 162,995,880	\$ -	\$ -	\$ 162,995,880	\$ 162,995,880	\$ -
U.S. Treasury	United States Treasury Bills, 5-17-2012	\$ 49,987,993	\$ -	\$ -	\$ -	\$ 49,987,993	\$ 49,987,993	\$ -
U.S. Treasury	United States Treasury Bills, 5-17-2012	\$ 49,987,993	\$ -	\$ -	\$ -	\$ 49,987,993	\$ 49,987,993	\$ -
U.S. Treasury	United States Treasury Bills, 5-17-2012	\$ 49,987,993	\$ -	\$ -	\$ -	\$ 49,987,993	\$ 49,987,993	\$ -
U.S. Treasury	United States Treasury Bills, 5-17-2012	\$ -	\$ 49,987,993	\$ -	\$ -	\$ 49,987,993	\$ 49,987,993	\$ -
U.S. Treasury	United States Treasury Bills, 5-17-2012	\$ -	\$ 49,987,993	\$ -	\$ -	\$ 49,987,993	\$ 49,987,993	\$ -
U.S. Treasury	United States Treasury Bills, 5-17-2012	\$ -	\$ 69,983,190	\$ -	\$ -	\$ 69,983,190	\$ 69,983,190	\$ -
Directv Com	Common Stock	\$ 23,276,656	\$ -	\$ -	\$ -	\$ 23,276,656	\$ 23,276,656	\$ -
* Northern Trust Company	COLTV Short term inv fund	\$ 208,240,308	\$ -	\$ -	\$ -	\$ 208,240,308	\$ 208,240,308	\$ -
* Northern Trust Company	COLTV Short term inv fund	\$ -	\$ 164,747,052	\$ -	\$ -	\$ 164,747,052	\$ 164,747,052	\$ -
<u>(b) Series of Nonsecurity Transactions</u>								
None reportable.								
<u>(c) Aggregate Transactions in One Issue of Securities</u>								
Liberty Media	Common Stock	\$ 37,817,467 (6 purchases)		\$ -	\$ -	\$ 37,817,467	\$ 37,817,467	\$ -
Directv	Common Stock	\$ 47,779,256 (3 purchases)		\$ -	\$ -	\$ 47,779,256	\$ 47,779,256	\$ -
Bank New York Mellon Corp	Common Stock	\$ 29,723,143 (3 purchases)		\$ -	\$ -	\$ 29,723,143	\$ 29,723,143	\$ -
* Northern Trust Company	COLTV Short term inv fund	\$ 342,269,557 (129 purchases)		\$ -	\$ -	\$ 342,269,557	\$ 342,269,557	\$ -
* Northern Trust Company	COLTV Short term inv fund		\$ 359,497,111 (154 sales)	\$ -	\$ -	\$ 359,497,111	\$ 359,497,111	\$ -

See accompanying independent auditors' report.

UNION UNDERWEAR PENSION PLAN

Schedule 2

EIN 61-1411269, Plan #001 Schedule H, line 4j - Schedule of Reportable Transactions

Year ended December 31, 2012

(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)
Davita Healthcare Partners Inc	Common Stock	\$ 56,731,917 (6 purchases)		\$ -	\$ -	\$ 56,731,917	\$ 56,731,917	\$ -
Johnson & Johnson	Common Stock		\$ 24,700,667 (3 sales)	\$ -	\$ -	\$ 22,648,422	\$ 24,700,667	\$ 2,052,245
Kraft Foods Inc	Common Stock		\$ 27,323,748 (2 sales)	\$ -	\$ -	\$ 23,639,675	\$ 27,323,748	\$ 3,684,073
Phillips 66	Common Stock	\$ 30,707,120 (8 purchases)		\$ -	\$ -	\$ 30,707,120	\$ 30,707,120	\$ -
Procter & Gamble	Common Stock		\$ 24,125,598 (2 sales)	\$ -	\$ -	\$ 23,640,081	\$ 24,125,598	\$ 485,517
U.S. Treasury	United States Treasury Bills, 02-16-2012		\$ 162,995,880 (1 sale)	\$ -	\$ -	\$ 162,995,880	\$ 162,995,880	\$ -
U.S. Treasury	United States Treasury Bills, 05-17-2012	\$ 169,959,176 (4 purchases)		\$ -	\$ -	\$ 169,959,176	\$ 169,959,176	\$ -
U.S. Treasury	United States Treasury Bills, 05-17-2012		\$ 169,959,176 (3 sales)	\$ -	\$ -	\$ 169,959,176	\$ 169,959,176	\$ -
US Bancorp	Common Stock		\$ 24,015,048 (3 sales)	\$ -	\$ -	\$ 24,344,353	\$ 24,015,048	\$ (329,305)
Viacom Inc	Common Stock	\$ 37,582,938 (3 purchases)		\$ -	\$ -	\$ 37,582,938	\$ 37,582,938	\$ -
(d) Other Transactions Involving Securities or Parties Involved in Single Transactions Reportable								
Miller Tabak Hirsch	Common Stocks	\$ 140,679,329 (20 purchases)		\$ -	\$ -	\$ 140,679,329	\$ 140,679,329	\$ -
Miller Tabak Hirsch	Common Stocks		\$ 64,180,327 (6 sales)	\$ -	\$ -	\$ 64,180,327	\$ 61,508,666	\$ (2,671,661)
Quellos Brokerage Service LLC.	Common Stocks	\$ 144,887,358 (20 purchases)		\$ -	\$ -	\$ 144,887,358	\$ 144,887,358	\$ -
Quellos Brokerage Service LLC.	Common Stocks		\$ 68,398,048 (8 sales)	\$ -	\$ -	\$ 68,398,048	\$ 68,622,393	\$ 224,345

* Represents a party-in-interest

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.

PN: 001

Schedule SB, line 32 - Schedule of Amortization Bases

PN: 001

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