

ITT Corp  
Form 11-K  
June 20, 2011

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**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 11-K**

(Mark One)

- Annual Report pursuant to Section 15(d) of the Securities Exchange Act of 1934  
for the fiscal year ended December 31, 2010  
OR**
- Transition Report pursuant to Section 15(d) of the Securities Exchange Act of 1934  
for the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission File Number 1-05672**

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

**ITT SALARIED INVESTMENT AND SAVINGS PLAN**

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

**ITT CORPORATION**

1133 WESTCHESTER AVENUE, WHITE PLAINS, NY 10604

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ITT SALARIED INVESTMENT AND SAVINGS 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 Disclosures under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

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These financial statements have been prepared from the ITT Salaried Investment and Savings Plan's books and records after making all necessary adjustments thereto, and they represent the final statements for the period ended December 31, 2010.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Investment and Savings Plan Committee has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

**ITT SALARIED INVESTMENT AND SAVINGS PLAN**

BY: /s/ Geovanna Chan  
Geovanna Chan  
Plan Administrator  
Director, Benefits Administration and  
Financial Reporting

June 20, 2011  
(Date)

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Trustees and Members of the  
ITT Salaried Investment and Savings Plan  
New York, NY

We have audited the accompanying statements of net assets available for benefits of the ITT Salaried Investment and Savings Plan (the Plan) as of December 31, 2010 and 2009, and the related statement of changes in net assets available for benefits for the year ended December 31, 2010. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2010 and 2009, and the changes in net assets available for benefits for the year ended December 31, 2010 in conformity with accounting principles generally accepted in the United States of America. Our audits were conducted for the purpose of forming an opinion on the basic 2010 financial statements taken as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2010 is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan's management. Such supplemental schedule has been subjected to the auditing procedures applied in our audits of the basic 2010 financial statements and, in our opinion, is fairly stated in all material respects when considered in relation to the basic 2010 financial statements taken as a whole.

/s/ Deloitte & Touche LLP

Stamford, CT

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## ITT SALARIED INVESTMENT AND SAVINGS PLAN

## STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

(\$ IN THOUSANDS)

	December 31,	
	2010	2009
Assets:		
Investments:		
Cash and cash equivalents	\$ 27,058	\$ 30,736
Equities	769,544	745,664
Mutual funds	239,896	193,790
U.S. government securities	27,280	18,341
Corporate bonds	18,012	26,690
Guaranteed investment contracts	728,199	697,382
Common collective trusts	473,429	353,765
Brokerage account	10,983	8,383
Total investments	2,294,401	2,074,751
Receivables:		
Dividends	2,377	2,265
Interest	401	515
Unsettled security sales	588	293
Member loans	30,022	27,961
Total receivables	33,388	31,034
Non-member directed investments	5,664	12,601
Total assets	2,333,453	2,118,386
Liabilities:		
Liability to plan sponsor	10,814	19,440
Accrued financial services expense	754	817
Accrued administrative expense	189	220
Unsettled security purchases	696	1,294
Total liabilities	12,453	21,771
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	2,321,000	2,096,615
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(26,930)	(4,727)

NET ASSETS AVAILABLE FOR BENEFITS	\$ 2,294,070	\$ 2,091,888
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The accompanying notes to financial statements are an integral part of the above statements.

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## ITT SALARIED INVESTMENT AND SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS  
(\$ IN THOUSANDS)

	Year ended December 31, 2010
Investment income:	
Net appreciation in fair value of investments	\$ 147,770
Interest	25,762
Dividends	15,518
 Total investment income	 189,050
 Member loans:	
Interest	1,409
 Contributions:	
Members	105,798
Employer	34,822
 Total contributions	 140,620
 Rollovers:	
Impact Science & Technology, Inc. 401K Plan transfer	28,389
Asset rollovers	6,134
	34,523
 DEDUCTIONS:	
Withdrawals and distributions	(157,259)
Investment management and administrative expenses	(6,161)
 Total deductions	 (163,420)
 INCREASE IN NET ASSETS	 202,182
 NET ASSETS AVAILABLE FOR BENEFITS:	
Beginning of year	2,091,888



End of year	\$	2,294,070
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The accompanying notes to financial statements are an integral part of the above statement.

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ITT SALARIED INVESTMENT AND SAVINGS PLAN  
NOTES TO FINANCIAL STATEMENTS AS OF DECEMBER 31, 2010 AND 2009, AND  
FOR THE YEAR ENDED DECEMBER 31, 2010  
(\$ IN THOUSANDS)

**1. DESCRIPTION OF THE PLAN**

The following description of the ITT Salaried Investment and Savings Plan (the *Plan*) is provided for general information purposes only. Eligible employees, referred to herein as *Members* (*Members*), should refer to the Plan document for more complete information about the Plan.

**General** The Plan is a defined contribution plan generally covering all regular salaried U.S. employees of ITT Corporation (the *Company* or the *Plan Sponsor*). Employees are eligible to join the Plan on the first day of the calendar month following completion of one month of service. Part time /temporary employees are eligible as of the first of the month following the completion of at least 1,000 hours of service in an anniversary year. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (*ERISA*).

**Contributions**

**Employee** A Member may generally elect to contribute 2% to 25% of base salary. A Member may designate their contributions as Before-Tax Contributions, After-Tax Contributions, or any combination of the two. A Member who is considered a Highly Compensated Employee (*HCE*) under the Plan may elect Plan contributions up to a maximum of 18% of base salary as either Before-Tax Contributions, After-Tax Contributions, or any combination. Member contributions are subject to the dollar limitation contained in Section 402(g) of the Internal Revenue Code (*IRC*). All salaried employees who first satisfy the eligibility requirements for participation in the Plan on or after January 1, 2006 and who have not elected a contribution rate, shall be deemed to have elected a 2% before-tax employee contribution rate, provided however, that at any time, such employee may elect to contribute at a different rate, including 0%, in accordance with the terms of the Plan.

**Employer** An amount equal to 50% of a Member's first 6% of base salary saved is matched by the Company. In addition, the Company contributes 1/2 of 1% of base salary to the Floor Company Contribution Account, as defined by the Plan, to each eligible Member. All Members have the ability to invest their Company contributions in any of the Plan's investment options subject to the same limitations as the employee's contributions.

Any contributions (employee and/or Company) directed by Members into the ITT Stock Fund, including future contributions to the Plan, are deposited into the Employee Stock Ownership account (*ESOP*). All dividends associated with the contributions held in the ESOP in the Plan are immediately 100% vested. In addition, Members can make an election regarding the payment of their ESOP dividends. Members can elect to have their ESOP dividends either reinvested in the ITT Stock Fund or paid to them in cash on a quarterly basis.

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The Plan limits the amount that may be held in the ITT Stock Fund to 20% of a Member's total account balance. Members who hold 20% or more of their total account balance in the ITT Stock Fund at the end of any calendar quarter, will not be permitted to designate any future contributions (employee and Company) to the ITT Stock Fund, or transfer balances into that Fund, for the following calendar quarter. Members who hold less than 20% of their total account balance in the ITT Stock Fund may designate up to 20% of their future contributions (employee and Company) to the ITT Stock Fund, and may transfer balances into that Fund, provided that the balance in the ITT Stock Fund does not exceed 20% of the Member's total account balance after the transfer.

The Plan also limits the amount that may be held in the Schwab Personal Choice Retirement Account to 20% of a Member's total account balance.

**Investment Direction** Members may direct employee contributions and Company contributions, in any whole percentage, among any of the Plan's twenty-three investment options, and the Members can change their future contributions and reallocate accumulated investments in 1% increments on a daily basis among the twenty-three funds, however, limited to a maximum of four fund reallocations or transfers in any calendar month. A reallocation or a transfer shall be defined as a single reallocation or a single transfer, or as a series of reallocations and/or transfers taking place on a single business day. The twenty-three funds are as follows:

- Stable Value Fund
- Long-Term Bond Fund
- JPMCB SmartRetirement Income Fund
- JPMCB SmartRetirement Fund 2010
- JPMCB SmartRetirement Fund 2015
- JPMCB SmartRetirement Fund 2020
- JPMCB SmartRetirement Fund 2025
- JPMCB SmartRetirement Fund 2030
- JPMCB SmartRetirement Fund 2035
- JPMCB SmartRetirement Fund 2040
- JPMCB SmartRetirement Fund 2045
- JPMCB SmartRetirement Fund 2050
- Balanced Fund
- Enhanced Equity Index Fund\*
- Large Cap Core Plus Fund\*
- Large Cap Value Fund\*
- Large Cap Growth Fund
- Global Equity Fund\*
- International Equity Fund
- Small Cap Value Fund
- Small Cap Growth Fund
- ITT Stock Fund
- Schwab Personal Choice Retirement Account ( PCRA )

\* These options contain mutual fund investments.

**Investment Manager Changes** On September 1, 2010, the Plan's Large Cap Value Manager, Alliance Bernstein, was replaced with Eaton Vance Investment Managers.

Effective, September 1, 2010, the Small Cap Core Fund was eliminated. Any Member balance remaining in the Small Cap Core Fund at the end of trading on September 1, 2010, was transferred 50% to the Small Cap Value Fund and 50% to the Small Cap Growth Fund.

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**Member Accounts** Each Member's account is credited with the Member's contributions, Company contributions, plan earnings or losses, and withdrawals, net of administrative expenses and investment management fees. Allocations are based on Member account balances, as defined in the Plan document. The benefit to which a Member is entitled is the benefit that can be provided from the Member's vested account.

Plan accounts are valued and reconciled between the trustee and record keeper daily. Members can initiate transactions by using the Plan's web site or by speaking to a Plan representative at the ITT Benefits Center ( Benefits Center ). A deferred Member is a Member who has terminated employment with the Company and has (i) elected to defer their account in the Plan, or (ii) not made any election prior to termination and, therefore, their account was automatically deferred in the Plan. A deferred Member is also the beneficiary of a deceased Member or deferred Member, or an alternate payee designated as such pursuant to a domestic relations order as qualified by the Plan.

**Vesting** Members are immediately vested in their contributions and the Company floor contributions plus actual earnings thereon. Member's interests in matching Company contributions vest according to the following schedule, except as noted previously with respect to dividends on ESOP shares which are 100% vested:

Years of Service	Non-forfeitable Percentage
Less than 1 year	0%
1 but less than 2 years	20%
2 but less than 3 years	40%
3 but less than 4 years	60%
4 but less than 5 years	80%
5 or more years	100%

**Forfeited Accounts** At December 31, 2010 and 2009, forfeited nonvested accounts totaled \$1,078 and \$798, respectively. During the year ended December 31, 2010, forfeitures of \$1,078 were used to reduce employer contributions to the Plan.

**Member Loans** A Member may request a loan in any specified whole dollar amount which must be at least one thousand dollars but which may not exceed the lesser of 50% of the vested account balance or fifty thousand dollars, reduced by the Member's highest outstanding loan balance under all plans of the Company, if any, during the prior one-year period. The interest rate charged by the Plan is based on the prime rate plus 1%, as published in the Wall Street Journal on the first business day of the month in which the loan is originated, and remains the same throughout the term of the loan. General purpose loan terms range from one to sixty months. If the loan is used in the purchase of a primary residence, the loan term can be for a period of up to one hundred-eighty months. Members may have up to two loans outstanding at the same time. Loans to Members at December 31, 2010 and 2009 were \$30,022 and \$27,961, respectively. The loans are secured by the balance in the Member's account. The loan amount is reduced by \$50 to cover the Plan's loan origination fee.

A terminated Member may continue to make periodic repayment on their loans after separation by contacting the Benefits Center. However, no new loans can be requested after termination of employment.

**Payment of Benefits** On termination of employment (including death, disability, or retirement), a Member or their surviving spouse beneficiary may elect to receive a lump-sum amount equal to the value of the Member's vested interest in their account paid in cash or as a rollover to another qualified plan or an Individual Retirement Account ( IRA ), or periodic payments under one of two alternative

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installment options, as defined in the Plan document. In any case, a Member or their surviving spouse beneficiary whose vested account balance is more than five thousand dollars may elect to keep their account balance in the Plan until the year in which the Member reaches/would have reached age 70 1/2. During the calendar year in which the Member attains age 70 1/2, distribution from the Plan will commence in accordance with Section 401 (a) (9) of the IRC. Upon the death of a Member, with a non-spouse beneficiary, the distribution must be made within five years from the Member's date of death in the form of a lump sum payment or annual fixed period installments, provided that the number of installments does not extend beyond five years from the date of the Member's death. A non-spouse beneficiary who elects payment in the form of a lump sum, may elect that the payment be made as a rollover to a special IRA in accordance with the provisions of Section 402 (c)(11) of the IRC.

***Direct Rollover of Certain Distributions*** If a Member leaves the Company for any reason, the Member is entitled to receive a distribution of the total vested value of their account. The distribution can be in the form of a rollover as follows:

- (1) **Elective Rollover** A Member may elect a rollover distribution paid directly to not more than two eligible retirement plans as specified by the Member.
- (2) **Mandatory Rollover**
  - (A) If a Member's account balance is greater than \$1,000 but less than \$5,001 and the Member fails to make an affirmative election to either receive the lump sum payment or have it directly rolled over to another qualified plan or an IRA within the election period, the account balance will be automatically rolled over to an IRA established in the Member's name.
  - (B) If a Member's account balance is \$1,000 or less and the Member fails to make an affirmative election to either receive the lump sum payment or have it directly rolled over to another qualified plan or an IRA within the election period, the account balance will be automatically paid out to the Member.

## **2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

***Basis of Accounting*** The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ( GAAP ). Certain amounts have been reclassified to conform to current year presentation.

***Use of Estimates*** The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

***Risks and Uncertainties*** The Plan utilizes various investment instruments, including common stock, mutual funds, and a guaranteed investment contract. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk, and overall market volatility. These risks could cause values realized on sale to differ from reported amounts in these financial statements.

***Investment Valuation and Income Recognition*** The Plan's investments are measured at fair value except for its benefit-responsive investment contracts which are stated at fair value and then adjusted to contract value (Note 8). Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market members at the measurement date (i.e. an exit price). A more detailed description of the individual types of securities can be found in Note 3.

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.

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**Expenses** The Plan pays for the administrative expenses of the Plan up to 0.25% of the market value of trust assets. In 2010, the Plan accrued .1167% of trust assets. These expenses are limited to services provided by unrelated vendors. The Company pays Plan administrative expenses which are not paid by the Plan. In addition to the administrative expense charge, an investment management fee is charged to each investment fund except for the ITT Stock Fund and the Schwab Personal Choice Retirement Account. In 2010 these investment management fees totaled \$3,109 and are reflected as a component of Investment Management and Administrative expense on the Statement of Changes in Net Assets Available For Benefits.

**Payment of Benefits** Benefit payments to Members are recorded upon distribution. Amounts allocated to accounts of Members who have elected to withdraw from the Plan but have not yet been paid were \$61 and \$5 at December 31, 2010 and 2009, respectively.

**Member Loans** Member loans are recorded at their unpaid principal balance plus any accrued but unpaid interest. In the event that a Member fails to make repayment for three consecutive months, the loan is considered to be in default. In the event default is declared, the outstanding loan balance and any accrued interest may be treated as a withdrawal prior to Termination of Employment subject to the withdrawal provisions outlined in the Plan document.

**Recent Accounting Pronouncements** In September 2010, the Financial Accounting Standards Board ( FASB ) issued guidance specifying that member loans in defined contribution benefit plans should be classified as notes receivable from members, which are segregated from plan investments, and are measured at their unpaid principal balance plus any accrued but unpaid interest. Accordingly, member loans for all periods presented have been reclassified as receivables from members for all periods presented. These changes did not have a material effect on the Statement of Changes in Assets Available for Benefits.

In May 2011, the FASB issued guidance intended to achieve common fair value measurements and related disclosures between U.S. GAAP and international accounting standards. The amendments primarily clarify existing fair value guidance and therefore the amendments are not intended to change the application of existing fair value measurement guidance. However, the amendments include certain instances where a particular principle or requirement for measuring fair value or disclosing information about fair value measurements has changed. This guidance is effective for the periods beginning after December 15, 2011 and early application is prohibited. The requirements are not expected to have a material effect on the Plan's fair value measurements.

**3. FAIR VALUE MEASUREMENTS**

The following is a description of the valuation methodologies and inputs used to measure fair value for major categories of investments.

**Cash equivalents and mutual funds** Fair value is measured at net asset value ( NAV ). Investments in cash equivalents and mutual funds are classified in Level 1 of the fair value hierarchy.

**Equities** Common and preferred stock is valued at the closing price reported on the major market on which the individual securities are traded at the measurement date. ITT Stock Fund invests primarily in ITT Corporation common stock, which is traded on the New York Stock Exchange (NYSE) under the ticker symbol (ITT) and is valued at its NAV. The NAV of the ITT Stock Fund is computed

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based on the closing price of ITT common stock reported by the NYSE at the measurement date, plus the NAV of the short-term money market included in the ITT Stock Fund, divided by the number of units outstanding. The money market portion of the ITT Stock Fund provides liquidity, which enables the Plan Members to transfer money daily among all investment choices. As all equity securities held by the Plan are publicly traded in active markets, the securities are classified within Level 1 of the fair value hierarchy.

**U.S. government securities and corporate bonds** U.S. government securities are generally valued using matrix pricing or fair value is estimated using quoted prices of securities with similar characteristics. Corporate bonds are generally valued by using pricing models (e.g., discounted cash flows), quoted prices of securities with similar characteristics or broker quotes. Investments in fixed income securities are classified in Level 2 of the fair value hierarchy.

**Guaranteed investment contracts** The Stable Value Fund includes traditional and synthetic guaranteed investment contracts ( GICs ). For a traditional GIC, the issuer of the GIC takes a deposit from the Plan and purchases investments that are held in the issuer's general accounts. In return, the issuer of the GIC is obligated to repay the principal and specified interest guaranteed to the Plan. The fair value of a traditional GIC is generally estimated by discounting the related cash flows based on current yields of similar instruments with comparable durations. In a synthetic GIC structure, there are two components, an underlying investment and a wrapper contract. The underlying investments remain owned by the Plan and are measured at fair value based on the nature of the individual security. The fair value of wrapper contracts is generally estimated using a discounted replacement cost approach which incorporates the difference between current market rates for the identical wrapper contract (See Note 8) and wrap fees currently being charged by market members. Traditional GICs are classified in Level 2 of the fair value hierarchy. Investments held underlying a synthetic GIC are classified in the fair value hierarchy based on the nature of the underlying security, which is Level 2, and the wrapper contracts are classified in Level 3.

**Common collective trust ( CCTs )** Common Collective Trusts are arrangements in which the funds of individual trusts are pooled to avail themselves of professional investment management and achieve greater diversification of investment, stability of income or other investment objectives. CCTs invest in debt and equity securities, the mix of which varies by Fund, and each CCT reports the NAV as of the measurement date. Fair value is estimated based on the NAV practical expedient described below. There are no unfunded commitments related to the CCTs and investments in CCTs can be redeemed on a daily basis. CCTs are classified in Level 2 of the fair value hierarchy.

**Brokerage Account** Securities held in the PCRA Brokerage account are valued at the closing price reported on the major market on which the individual securities are traded at the measurement date. These securities are classified in Level 1 of the fair value hierarchy.

In measuring plan assets at fair value, a fair value hierarchy is applied which categorizes and prioritizes the inputs used to estimate fair value into three levels. The fair value hierarchy is based on maximizing the use of observable inputs and minimizing the use of unobservable inputs when measuring fair value. Classification within the fair value hierarchy is based on the lowest level input that is significant to the fair value measurement. The three levels of the fair value hierarchy are defined as follows:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs include quoted prices (in non-active markets or in active markets for similar assets or liabilities), inputs other than quoted prices that are observable, and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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Level 3 inputs are unobservable inputs for the assets or liabilities.

In certain instances, fair value is estimated using quoted market prices obtained from an external pricing service. In obtaining such data from the pricing service, the Plan has evaluated the methodologies used to develop the estimate of fair value in order to assess whether such valuations are representative of fair value, including NAV. Additionally, in certain circumstances, the Plan may adjust NAV reported by an asset manager when sufficient evidence indicates NAV is not representative of fair value.

In September 2009, the Financial Accounting Standards Board provided investors with a practical expedient for measuring the fair value of investments in certain entities that calculate NAV. The practical expedient enables an entity holding investments in certain entities that calculate net asset value per share or its equivalent for which the fair value is not readily determinable, to measure the fair value of such investments on the basis of that net asset value per share or its equivalent without adjustment. The Plan adopted this guidance for the year ended December 31, 2009; however, application of the practical expedient did not have a material effect on the Plan's fair value measurements. No adjustments to reported NAV reported by an asset manager have been recorded.

The following table sets forth by level within the fair value hierarchy a summary of the Plan's investments measured at fair value on a recurring basis at December 31, 2010.

## Fair Value Measurements at December 31, 2010

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Cash and cash equivalents	\$ 27,058			\$ 27,058
Equities and brokerage account	780,527			780,527
Mutual funds	239,896			239,896
U.S. government securities		\$ 27,280		27,280
Corporate bonds		18,012		18,012
Guaranteed investment contracts	21,787	704,860	\$ 1,552	728,199
Common collective trusts		473,429		473,429
Member directed investments	1,069,268	1,223,581	1,552	2,294,401
Non-Member directed investments	26	5,638		5,664
Total	\$ 1,069,294	\$ 1,229,219	\$ 1,552	\$ 2,300,065



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## Fair Value Measurements at December 31, 2009

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Cash and cash equivalents	\$ 30,736			\$ 30,736
Equities and brokerage account	754,047			754,047
Mutual funds	193,790			193,790
U.S. government securities		\$ 18,341		18,341
Corporate bonds		26,690		26,690
Guaranteed investment contracts	17,370	678,893	\$ 1,119	697,382
Common collective trusts		353,765		353,765
Member directed investments	995,943	1,077,689	1,119	2,074,751
Non-Member directed investments	1,100	11,501		12,601
Total	\$ 997,043	\$ 1,089,190	\$ 1,119	\$ 2,087,352

The following table presents a reconciliation of the beginning and ending balances of the fair value measurements using significant unobservable inputs (Level 3):

Beginning balance January 1, 2009	Guaranteed Investment Contracts	\$ 27,151
Unrealized (losses)		(481)
Transfers in and/or out of Level 3		(25,551)
Beginning balance January 1, 2010		\$ 1,119
Unrealized gain		433
Ending balance December 31, 2010		\$ 1,552

The Plan reports transfers within the fair value hierarchy as of the beginning of the period. The 2009 transfers primarily reflect adoption of the NAV practical expedient described above.

**4. INVESTMENTS**

The following presents investments that represent 5 percent or more of the Plan's net assets available for benefits:

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	2010	2009
ITT Corporation Common Stock, 8,289,354 and 9,208,369 shares, respectively, at fair value	\$431,958	\$458,024
Pyramid Enhanced Intermediate Fixed Income Fund*	\$336,557	\$308,210
American Global New Perspective Fund (Global Equity Fund), 5,409,023 and 5,497,803 shares, respectively, at fair value	\$154,806	\$140,964
JPMCB Smart Index Fund, 4,331,381 shares	\$121,755	**
Pyramid Intermediate Managed Maturing Fund*	\$119,058	\$115,088
Pyramid Short Managed Maturing Fund*	**	\$117,026

\* These investment contracts are part of the Stable Value fund investment option

\*\* These investments did not represent 5% or more of the plan assets in the respective years.

During the year ended December 31, 2010, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$147,770, as follows:

Equities	\$ 59,855
Mutual Funds	27,619
U.S. Government Securities	3,513
Corporate Bonds	310
Common Collective Trusts	56,466
Other	7
Net Appreciation in Fair Value of Investments	\$ 147,770

**5. SECURITIES LENDING**

Through July 28, 2009, the Plan participated in a securities lending program through the trustee. Under this program, the Plan's investment securities were loaned to investment bankers for a fee. On July 28, 2009, the Plan entered into a loan agreement with the Company for the purpose of unwinding the securities lending program and purchasing the collateral securities. The Plan repaid the collateral it held in return for the securities it had lent. As the value of the collateral held was less than the Plan's obligation to return the collateral, the loan agreement described above was used to fund this collateral deficiency. As of July 28, 2009, the Plan no longer participates in the securities lending program. No plan member has realized a loss as a result of the collateral deficiency.

**6. PLAN TRUSTEE**

Fees paid by the Plan for trustee services provided by Wells Fargo Bank, NA amounted to \$373 for the year ended December 31, 2010.

**Table of Contents****7. FEDERAL INCOME TAX STATUS**

The IRS has determined and informed the Company by letter dated February 12, 2004 that the Plan and related trust are designed in accordance with applicable sections of the IRC. The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and the Plan and the related trust continue to be tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements. The Plan was amended and restated in 2010 and an application for a determination letter was filed on January 31, 2011 under Filing Cycle E.

**8. INVESTMENT CONTRACTS WITH INSURANCE AND OTHER FINANCIAL INSTITUTIONS**

The Plan provides a self-managed stable value investment option to Members that includes synthetic GICs which simulate the performance of a GIC through an issuer's guarantee of a specific interest rate (the wrapper contract) and a portfolio of financial instruments that are owned by the Plan. The synthetic GIC includes underlying assets which are held in trust owned by the Plan and utilizes benefit-responsive wrapper contracts issued by Bank of America, N.A., JP Morgan Chase Bank and Monumental Life Insurance Co. The contracts provide that the Members execute plan transactions at contract value. Contract value represents contributions made to the fund, plus earnings, less Member withdrawals.

The following investments are the underlying categories in the guaranteed investment contracts as of December 31, 2010 and 2009:

	2010	2009
Cash and cash equivalents	\$ 21,787	\$ 17,370
U.S. government securities	93,230	83,919
Corporate bonds	30,001	40,249
Investment contracts	5,122	5,572
Common collective trusts	566,371	540,324
Other	11,688	9,948
Total	\$ 728,199	\$ 697,382

The interest rates are reset quarterly based on market rates of other similar investments, the current yield of the underlying investments and the spread between the market value and contract value. The rate cannot be less than 0%. Certain events such as plan termination or a Plan merger initiated by the Company may limit the ability of the Plan to transact at contract value or may allow for the termination of the wrapper contract at less than current value. The Company does not believe that any events that may limit the ability of the Plan to transact at contract value are probable.

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Average yields:	2010	2009
Based on year-end average yield of investment (1)	2.53%	3.29%
Based on average yield credited to Members (2)	3.42%	3.44%

- (1) Computed by market value sum of the funds holding times their respective yields, divided by the sum of the holdings as of the stated reporting date.
- (2) Computed by the sum of the book value holdings times the crediting rate for the fund divided by the market value of the fund.

The Statement of Net Assets Available for Benefits presents investment contracts at fair value, as well as providing an additional line item showing an adjustment from fair value to contract value for fully benefit-responsive investment contracts. The Statement of Changes in Net Assets Available for Benefits is presented on a contract value basis.

**9. EXEMPT PARTY-IN-INTEREST TRANSACTIONS**

At December 31, 2010 and 2009, the Plan held 8,289,354 and 9,208,369 shares outstanding, respectively, of common stock of the Company, with a cost basis of \$198,847 and \$219,964, respectively. During the year ended December 31, 2010, the Plan recorded related dividend income of \$8,530 and net appreciation of \$19,085.

Certain administrative functions are performed by the officers and employees of the Company (who may also be Members in the Plan) at no cost to the Plan.

At December 31, 2010 and 2009, Wells Fargo Bank, NA maintained short-term investments of \$46,169 and \$44,888, respectively.

Fees paid by the Plan for the investment management services were \$3,109 for the year-ended December 31, 2010.

In July of 2009, the Company entered into a loan agreement with the Plan for the purpose of unwinding the securities lending program and purchasing the collateral securities. The original loan amount was \$30.4 million of which \$10.8 million was outstanding at December 31, 2010.

These transactions are not deemed prohibited party-in-interest transactions, because they are covered by statutory or administrative exemptions from the IRC and ERISA's rules on prohibited transactions.

**10. PLAN TERMINATION**

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, Members will become 100% vested in their accounts.

**11. ASSET TRANSFERS/ROLLOVERS**

During 2010, the assets of the Impact Science & Technology, Inc. 401 (K) Retirement Plan totaling \$28,389 were transferred into the Plan. In addition, \$6,134 was rolled over into the Plan.

**12. SUBSEQUENT EVENTS**

The JPMCB SmartRetirement Fund 2010 matured on December 31, 2010 and as a result was removed as an investment choice under the Plan on March 15, 2011. Any account balances remaining in this Fund on that date were automatically transferred to the JPMCB SmartRetirement Income Fund.

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On January 12, 2011, the Company announced plans to separate its businesses into three distinct, publicly traded companies. We expect this separation to have minimal to no impact on the members.

On March 15, 2011, the Pension Fund Trust and Investment Committee of the Company directed Wells Fargo to liquidate the remaining non-member directed investments and use the proceeds to pay down the liability to the Company. The liquidation is expected to be completed by June 30, 2011.

**13. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500**

A reconciliation of net assets available for benefits per the financial statements to the total net assets per the Form 5500 as of December 31, 2010 and 2009, and the increase (decrease) in net assets per the financial statements to the net income per the Form 5500 for the year ended December 31, 2010, is as follows:

	As of December 31,	
	2010	2009
Net assets available for benefits per the financial statements	\$ 2,294,070	\$ 2,091,888
Amounts allocated to withdrawing Members	(61)	(5)
Adjustment from fair value to contract value for fully benefit responsive investment contracts	26,930	4,727
Net assets available for benefits per the Form 5500	\$ 2,320,939	\$ 2,096,610

	As of December 31, 2010	
Increase in net assets per financial statements	\$	202,182
Adjustment from fair value to contract value for fully benefit responsive investment contracts		22,203
Add: Amounts allocated to withdrawing Members at December 31, 2009		5
Less: Amounts allocated to withdrawing Members at December 31, 2010		(61)
Net income per Form 5500	\$	224,329

The following is a reconciliation of withdrawals and distributions to Members according to the financial statements to the Form 5500:

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	Year Ended December 31, 2010
Withdrawals and distributions per the financial statements	\$ 157,259
Add: Amounts allocated to withdrawing Members at December 31, 2010	61
Less: Amounts allocated to withdrawing Members at December 31, 2009	(5)
Less: Amounts deemed distributed for tax purposes in 2010	(1,322)
 Withdrawals and distributions per the Form 5500	 \$ 155,993

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(a) Identity of Issuer, Borrower, Lesser or Similar Party	(c) Description of Investment, including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Value
Wells Fargo Short Term Investment Fund	Money Market	**	26,2
Morgan Liquidity Fund	Money Market	**	6
Wells Fargo Advantage Government	Money Market	**	19,9
Banker New Zealand Dollar	Cash Invested in New Zealand Dollar	**	
Banker Euro	Cash Invested in Euro	**	
Banker Japanese Yen	Cash Invested in Japanese Yen	**	
Banker Pound Sterling	Cash Invested in Pound Sterling	**	
United States Dollars	Cash US Dollars	**	1
MT 2005-1 5A2	Collateralized Mortgage Obligation Floater 0.59 January 25, 2011	**	
AMS 2005 5 3A2	Whole Loan 15 Year 4.75 June 25, 2019	**	2
FB 2004-AR8 2A1 A29420	Comm Pty Securities 2.86 September 25, 2034 Federal Home Loan Mortgage Corporation 15 year 6.0 November 1, 2033	**	1
J10982	Federal Home Loan Mortgage Corporation 15 year 4.5 May 1, 2024	**	7
LMC 5 1/11	Federal Home Loan Mortgage Corporation Gold 30 year 5.0 February 1, 2040	**	1,1
LMC 5.5 1/11	Federal Home Loan Mortgage Corporation Gold 30 year 5.5 June 1, 2040	**	1,8
LMC 6 1/11	Federal Home Loan Mortgage Corporation 30 year 6.0 July 1, 2040	**	1,1
1B3170	Federal Home Loan Mortgage Corporation 7 year hybrid 5.61 December 1, 2011	**	4
1G1999	Federal Home Loan Mortgage Corporation 7 year hybrid 5.37 July 1, 2014	**	
1G2061	Federal Home Loan Mortgage Corporation 7 year hybrid 5.43 July 1, 2014	**	
1J0453	Federal Home Loan Mortgage Corporation 7 year hybrid 5.49 June 1, 2014	**	
1J1749	Federal Home Loan Mortgage Corporation 7 year hybrid 5.45 June 1, 2014	**	1
782758	Federal Home Loan Mortgage Corporation 7 year hybrid 5.74 November 1, 2013	**	2
R 2475F	Collateralized Mortgage Obligation Floater 1.26 January 15, 2011	**	2
R 2766 SW	Collateralized Mortgage Obligation INV IO 6.94 January 15, 2011	**	
H 2931 GA	Collateralized Mortgage Obligation PAC 5.0 November 15, 2028	**	1
R 3036 NS		**	

R 3349 MY

Collateralized Mortgage Obligation INV IO 6.94 January 5,  
2011

Collateralized Mortgage Obligation Sequential 5.5 July 15, \*\* 1,3  
2037

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S 237 S22	Collateralized Mortgage Obligation INV IO 6.89 January 15, 2011	**	1
S 237 S23	Collateralized Mortgage Obligation INV IO 6.84 January 15, 2011	**	
S 240 S22	Collateralized Mortgage Obligation INV IO 6.89 January 15, 2011	**	1
254766	Federal National Mortgage Association 30 year 5.0 May 1, 2032	**	1
709705	Federal National Mortgage Association 30 year 5.0 February 1, 2032	**	1
713985	Federal National Mortgage Association 30 year 5.0 October 1, 2032	**	2
745327	Federal National Mortgage Association 30 year 6.0 March 1, 2035	**	7
831679	Federal National Mortgage Association 30 year 6.5 January 1, 2036	**	1
888890	Federal National Mortgage Association 30 year 6.5 February 1, 2036	**	1
889072	Federal National Mortgage Association 30 year 6.5 September 1, 2036	**	1,1
889307	Federal National Mortgage Association 30 year 5.0 October 1, 2032	**	5
889568	Federal National Mortgage Association 15 year 5.5 September 1, 2017	**	1,2
908854	Federal National Mortgage Association 30 year 6.5 May 1, 2036	**	1
930796	Federal National Mortgage Association 30 year 5.0 March 1, 2033	**	4
AC6082	Federal National Mortgage Association 15 year 4.5 July 1, 2024	**	4
AD0249	Federal National Mortgage Association 30 year 5.5 March 1, 2032	**	1,1
CI 3.5 1/11	Federal National Mortgage Association 15 year 3.5 July 1, 2025	**	9
CI 4 1/11	Federal National Mortgage Association 15 year 4.0 July 1, 2024	**	1,5
CL 4 1/11	Federal National Mortgage Association 30 year 4.0 September 1, 2039	**	21,3
CL 5 1/11	Federal National Mortgage Association 30 year 5.0 February 1, 2040	**	4
CL 5.5 1/11		**	2,6

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	Federal National Mortgage Association 30 year 5.5 June 1, 2040		
CL 6 1/11	Federal National Mortgage Association 30 year 6.0 July 1, 2040	**	1,0
R 2002-81 SJ	Collateralized Mortgage Obligation INV IO 7.24 January 25, 2011	**	
R 2006-43 G	Collateralized Mortgage Obligation Sequential 6.5 September 25, 2033	**	
R 2006-63 AB	Collateralized Mortgage Obligation Sequential 6.5 October 25, 2033	**	
R 2006-63 AE	Collateralized Mortgage Obligation Sequential 6.5 October 25, 2033	**	
R 2006-78-BC	Collateralized Mortgage Obligation Sequential 6.5 January 25, 2034	**	
R 2010-116 BI	Collateralized Mortgage Obligation IO 5.0 August 25, 2020	**	1
W 2003-W6 1A41	Collateralized Mortgage Obligation Sequential 5.4 October 25, 2042	**	2
4679	Government National Mortgage Association II 30 year 5.0 April 1, 2040	**	7

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(b) Identity of Issuer, Borrower, Lesser or Similar Party	(c) Description of Investment, including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	Cu
713334	Government National Mortgage Association 30 year 4.5 April 1, 2039	**	2
SF 4 1/11	Government National Mortgage Association 30 year 4.0 February 1, 2040	**	4,5
SF 4.5 1/11	Government National Mortgage Association 30 year 4.5 February 1, 2039	**	1,9
SF 5 1/11	Government National Mortgage Association 30 year 5.0 February 1, 2040	**	1,3
SF 6 1/11	Government National Mortgage Association 30 year 6.0 July 1, 2040	**	6
AMU 2005-AR1 A2A1	Collateralized Mortgage Obligation Floater .60 January 25, 2011	**	1
AMU 2005-AR15 A1A1	Collateralized Mortgage Obligation Floater .52 January 25, 2011	**	14
AMU 2005-AR2 2A21	Collateralized Mortgage Obligation Floater .59 January 25, 2011	**	3
BANK OF SCOTLAND PLC	Covered Bond 5.25 February 21, 2017	**	3
CMS 2004-PWR6 A4	Commercial Mortgage Backed Security 4.52 December 11, 2011	**	3
MM 2007-FL14 A1	Commercial Mortgage Backed Security .35 January 15, 2011	**	3
CFC 2005-GG3 A4	Commercial Mortgage Backed Security 4.8 December 10, 2014	**	3
CMC 2002-1A A3	Commercial Mortgage Backed Security 6.27 April 10, 2012	**	7
UBS 2006-C4 A4	Commercial Mortgage Backed Security 5.88 May 15, 2016	**	2
DWC 2002-TOP7 A2	Commercial Mortgage Backed Security 5.98 May 15, 2012	**	1,3
DWC 2003-HQ2 A2	Commercial Mortgage Backed Security 4.92 February 12, 2013	**	3
Credit Suisse USA, Inc.	Cash Equivalent 5.5 August 16, 2011	**	1
ANNIE MAE	Cash Equivalent 6.25 February 1, 2011	**	1,6
FEDERAL HOME LOAN BANK	Cash Equivalent .16 January 11, 2011	**	5
FEDERAL HOME LOAN BANK	Cash Equivalent .23 January 26, 2011	**	6
EDDIE MAC	Cash Equivalent .25 January 21, 2011	**	1,3
General Electric Capital Corp.	Cash Equivalent .36 February 15, 2011	**	5
GLYA 2010-1 A2	Asset Backed Security Auto Prime Qual .75 April 15, 2012	**	1
MET 2006-A4 A4	Asset Backed Security Card .30 January 18, 2011	**	1,0
MNI 2009-A8 A8	Asset Backed Security Card 2.36 January 18, 2011	**	1,4
VL-2003-5 MF1	Asset Backed Security Home Equity 5.41 January 25, 2034	**	1
VL-2004-1 3A	Asset Backed Security Home Equity .54 January 25, 2011	**	

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VL 2004-13 MV1  
RDO 2009-A-A3B  
PART 2010-1 A2

Asset Backed Security	Home Equity	.76	January 25, 2011	**
Asset Backed Security	Auto Prime Qual	2.76	January 18,	**
	2011			
Asset Backed Security	Auto Prime Qual	.70	August 15,	**
	2012			

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DL 2005-2G A	Asset Backed Security Global .32 February 22, 2011	**	1
MLT 2003-4 A2	Asset Backed Security Home Equity .9 January 25, 2011	**	
MLT 2005-4 A3	Asset Backed Security Home Equity .52 January 25, 2011	**	
MLT 2007-4 2A1	Asset Backed Security Home Equity .35 January 25, 2011	**	
MP 2006-EFC1 A2	Asset Backed Security Home Equity .46 January 25, 2011	**	
SC 2004-KS12 M1	Asset Backed Security Home Equity .79 January 25, 2011	**	1
OT-2008-A A3A	Asset Backed Security Auto Prime Qual 4.81 September 20, 2012	**	
HET 2004-2 A16	Asset Backed Security Home Equity 5.0 May 25, 2034	**	3
Treasury Bill	Short Term US Treasury January 13, 2011	**	1
Dollar	Cash January 5, 2011	**	(3,4
izon Communications	Cash Equivalent 5.35 February 15, 2011	**	1
Treasury Bond	US Government Security, Maturity November 30, 2015	**	4
10YR NOTE FUT Mar11	US Treasury Note Futures 0 March 22, 2011	**	
2YR NOTE (CBT) Mar11	US Treasury Note Futures 0 March 31, 2011	**	
5YR NOTE (CBT) Mar11	US Treasury Note Futures 0 March 31, 2011	**	(
LONG BOND(CBT) Mar11	US Treasury Note Futures 0 March 22, 2011	**	
TREASURY N/B	US Treasury 2.25 November 30, 2017	**	1,1
TREASURY N/B	US Treasury 1.25 October 31, 2015	**	4,3
TREASURY N/B	US Treasury 1.25 September 30, 2015	**	9
TREASURY N/B	US Treasury .75 September 15, 2013	**	9,3
TREASURY N/B	US Treasury 2.5 June 30, 2017	**	1,1
TREASURY N/B	US Treasury 1.88 June 30, 2015	**	8,7
TREASURY N/B	US Treasury 2.12 May 31, 2015	**	7
TREASURY N/B	US Treasury 2.38 February 28, 2015	**	5,3
TREASURY N/B	US Treasury 2.25 January 31, 2015	**	3
TREASURY N/B	US Treasury 8.75 May 15, 2017	**	1,5
TREASURY N/B	US Treasury 8.00 November 15, 2021	**	1,0
Treasury Bond	US Government Security, Par 3,000,000 Maturity 2/15/2019, Interest 8.875%	**	4,3
Treasury Inflation-Index Bond	US Government Security, Par 6,436,979.40 Maturity 1/15/2015, Interest 1.625%	**	6,8

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Treasury Bond	US Government Security, Par 1,735,000 Maturity 11/15/2021, Interest 8.0%	**	2,440,000
Treasury Note	US Government Security, Par 2,495,000 Maturity 1/31/2011, Interest .875%	**	2,440,000
Treasury Note	US Government Security, Par 2,965,000 Maturity 1/31/2012, Interest .875%	**	2,990,000
Treasury Note	US Government Security, Par 5,150,000 Maturity 4/30/2012, Interest 1.0%	**	5,110,000
Treasury Note	US Government Security, Par 2,520,000 Maturity 8/15/2012, Interest 1.75%	**	2,510,000
Treasury Note	US Government Security, Par 385,000 Maturity 11/30/2012, Interest 3.375%	**	400,000
ANNIE MAE	Federal National Mortgage Association 2.38 July 28, 2015	**	2,990,000
ANNIE MAE	Federal National Mortgage Association 4.88 December 15, 2016	**	510,000
ANNIE MAE	Federal National Mortgage Association 4.62 May 1, 2013	**	900,000
ANNIE MAE	Federal National Mortgage Association 5.25 August 1, 2012	**	1,110,000
ARMER MAC GTD TR 07-1	Federal Agricultural Mortgage Corporation 5.12 April 19, 2017	**	1,310,000
EDDIE MAC	Federal Home Loan Corporation 3.75 March 27, 2019	**	1,010,000
EDDIE MAC	Federal Home Loan Corporation 5.12 October 18, 2016	**	500,000
Tennessee Valley Authority	Tennessee Valley Authority 5.25 September 15, 2039	**	300,000
Prasina Development Bank	Supranational 7.38 September 29, 2014	**	100,000
Federal Republic of Brazil	Sovereign 6.0 January 17, 2017	**	400,000
Republic of South Africa	Sovereign 5.5 March 9, 2020	**	100,000
Russian Foreign Bond	Sovereign 3.62 April 29, 2015	**	300,000
Axis Capital Holdings	Corporate Bond, Par 3,000,000 Maturity 12/01/2014, Interest 5.750%	**	3,110,000
Bank of America Corp.	Corporate Bond, Par 2,120,000.000 Maturity 12/01/2015, Interest 5.250%	**	2,110,000
Comcast Corp.	Corporate Bond, Par 2,200,000, Maturity 11/15/2017, Interest 6.3%	**	2,510,000
CG Resources, Inc.	Corporate Bond, Par 2,180,000, Maturity 9/15/2017, Interest 5.875%	**	2,440,000
Home Depot	Corporate Bond, Par 2,390,000, Maturity 3/1/2016, Interest 5.4%	**	2,610,000
Home Warner	Corporate Bond, Par 2,340,000, Maturity 11/15/2016, Interest 5.875%	**	2,610,000
Wal-Mart Stores, Inc.	Corporate Bond, Par 2,050,000, Maturity 2/15/2018, Interest 5.8%	**	2,310,000

**TRIA GROUP INC**  
**AMERICAN MOVIL SAB DE CV**

Corporate Bond 9.7 November 10, 2018

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3

Corporate Bond 5.0 March 30, 2020

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(b) Identity of Issuer, Borrower, Lesser or Similar Party	(c) Description of Investment, including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	Cu V
ANGLOGOLD HOLDINGS PLC	Corporate Bond 5.38 April 15, 2020	**	36
NHEUSER-BUSCH INBEV WOR	Corporate Bond 5.38 January 15, 2020	**	10
NHEUSER-BUSCH INBEV WOR	Corporate Bond 6.88 November 15, 2019	**	18
NHEUSER-BUSCH INBEV WOR	Corporate Bond 7.75 January 15, 2019	**	11
NHEUSER-BUSCH INBEV WOR	Corporate Bond 7.2 January 15, 2014	**	22
T&T INC	Corporate Bond 6.7 November 15, 2013	**	41
BANK OF AMERICA CORP	Corporate Bond 6.5 August 1, 2016	**	47
BANK OF AMERICA CORP	Corporate Bond 4.5 April 1, 2015	**	28
BANK OF AMERICA CORP	Corporate Bond 5.65 May 1, 2018	**	16
BERKSHIRE HATHAWAY FIN	Corporate Bond 4.5 January 15, 2013	**	60
BRITISH TELECOM PLC	Corporate Bond 5.95 January 15, 2018	**	25
CANADIAN PACIFIC RR CO	Corporate Bond 7.25 May 15, 2019	**	22
CAPITAL ONE BANK USA NA	Corporate Bond 8.8 July 15, 2019	**	31
ENOVUS ENERGY INC	Corporate Bond 4.5 September 15, 2014	**	62
ETIGROUP INC	Corporate Bond 5.38 August 9, 2020	**	16
ETIGROUP INC	Corporate Bond 5.5 October 15, 2014	**	5
ETIGROUP INC	Corporate Bond 8.5 May 22, 2019	**	3
ETIGROUP INC	Corporate Bond 5.5 April 11, 2013	**	42
ETIGROUP INC	Corporate Bond 6.0 August 15, 2017	**	4
COMCAST CORP	Corporate Bond 6.3 November 15, 2017	**	17
CREDIT SUISSE NEW YORK	Corporate Bond 5.5 May 1, 2014	**	40
CREDIT SUISSE NEW YORK	Corporate Bond 5.0 May 15, 2013	**	33
CREDIT SUISSE USA INC	Corporate Bond 6.0 February 15, 2018	**	26
CP MIDSTREAM LLC	Corporate Bond 5.35 March 15, 2020	**	18
CP MIDSTREAM LLC	Corporate Bond 9.75 March 15, 2019	**	21
CAGEO CAPITAL PLC	Corporate Bond 5.2 January 30, 2013	**	25
DISCOVERY COMMUNICATIONS	Corporate Bond 3.7 June 1, 2015	**	62
ENTERGY ARKANSAS INC.	Corporate Bond 3.75 February 15, 2021	**	18
ENTERPRISE PRODUCTS OPER	Corporate Bond 3.7 June 1, 2015	**	42
GENERAL ELECTRIC CO	Corporate Bond 5.25 December 6, 2017	**	71

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OLD FIELDS OROGEN HOLD	Corporate Bond 4.88 October 7, 2020	**	19
OLDMAN SACHS GROUP INC	Corporate Bond 3.7 August 1, 2015	**	1
OLDMAN SACHS GROUP INC	Corporate Bond 6.15 April 1, 2018	**	2
OLDMAN SACHS GROUP INC	Corporate Bond 5.95 January 18, 2018	**	20
UPO BIMBO SAB DE CV	Corporate Bond 4.88 June 30, 2020	**	18
ALTH CARE REIT INC	Corporate Bond 4.7 September 15, 2017	**	23
BC FINANCE CORP	Corporate Bond 5.0 June 30, 2015	**	18
TCHISON WHAM INT 09/16	Corporate Bond 4.62 September 11, 2015	**	2
M CORP	Corporate Bond 7.62 October 15, 2018	**	33
INTERNATIONAL PAPER CO	Corporate Bond 7.95 June 15, 2018	**	29
HN DEERE CAPITAL CORP	Corporate Bond 4.5 April 3, 2013	**	34
NDER MORGAN ENER PART	Corporate Bond 5.85 September 15, 2012	**	38
AFT FOODS INC	Corporate Bond 5.38 February 10, 2020	**	18
AFT FOODS INC	Corporate Bond 6.0 February 11, 2013	**	1,280
ROGER CO/THE	Corporate Bond 6.15 January 15, 2020	**	20
&E & KU ENERGY LLC	Corporate Bond 3.75 November 15, 2020	**	18
T LIFE GLOB FUNDING I	Corporate Bond 5.12 April 10, 2013	**	33
T LIFE INC	Corporate Bond 6.75 June 1, 2016	**	23
DAMERICAN ENERGY CO	Corporate Bond 5.95 July 15, 2017	**	14
ORGAN STANLEY	Corporate Bond 3.45 November 2, 2015	**	30
ORGAN STANLEY	Corporate Bond 5.5 January 26, 2020	**	
ORGAN STANLEY	Corporate Bond 6.0 May 13, 2014	**	5
ORGAN STANLEY	Corporate Bond 5.45 January 9, 2017	**	8
ORGAN STANLEY	Corporate Bond 5.3 March 1, 2013	**	33
TIONWIDE BUILDING SOCIETY	Corporate Bond 4.65 February 25, 2015	**	3
C UNIVERSAL	Corporate Bond 4.38 April 1, 2021	**	3
VADA POWER CO	Corporate Bond 7.12 March 15, 2019	**	20
W CINGULAR WIRELESS SV	Corporate Bond 8.12 May 1, 2012	**	33
SOURCE FINANCE CORP	Corporate Bond 6.8 January 15, 2019	**	20
RTHERN TRUST COMPANY	Corporate Bond 6.5 August 15, 2018	**	30

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**PN: 100**

(b) Identity of Issuer, Borrower, Lesser or Similar Party	(c) Description of Investment, including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	Cu	V
NEOK PARTNERS LP	Corporate Bond 5.9 April 1, 2012	**	17	
RACLE CORP	Corporate Bond 5.0 July 8, 2019	**	44	
PACIFIC GAS AND ELECTRIC	Corporate Bond 3.5 October 1, 2020	**	38	
PACIFICORP	Corporate Bond 5.65 July 15, 2018	**	9	
PHILIP MORRIS INTL INC	Corporate Bond 5.65 May 16, 2018	**	28	
PLAINS ALL AMER PIPELINE	Corporate Bond 3.95 September 15, 2015	**	30	
PLAINS ALL AMER PIPELINE	Corporate Bond 5.75 January 15, 2020	**	10	
PLAINS ALL AMER PIPELINE	Corporate Bond 6.5 May 1, 2018	**	14	
PRICOA GLOBAL FUNDING 1	Corporate Bond 5.4 October 18, 2012	**	52	
PROGRESS ENERGY INC	Corporate Bond 4.88 December 1, 2019	**	23	
PRUDENTIAL FINANCIAL INC	Corporate Bond 7.38 June 15, 2019	**	26	
ROCHE HLDGS INC	Corporate Bond 6.0 March 1, 2019	**	20	
ROSELL INTERNATIONAL FIN	Corporate Bond 3.1 June 28, 2015	**	20	
STANDARD CHARTERED PLC	Corporate Bond 5.5 November 18, 2014	**	56	
SUNCOR ENERGY INC	Corporate Bond 6.1 June 1, 2018	**	47	
SWEDENSKA HANDELSBANKEN AB	Corporate Bond 4.88 June 10, 2014	**	61	
TECO FINANCE INC	Corporate Bond 5.15 March 15, 2020	**	19	
TELECOM ITALIA CAPITAL	Corporate Bond 6.18 June 18, 2014	**	11	
TELEFONICA EMISIONES SAU	Corporate Bond 5.13 April 27, 2020	**	10	
TELEFONICA EMISIONES SAU	Corporate Bond 5.86 February 4, 2013	**	52	
TIME WARNER CABLE INC	Corporate Bond 7.5 April 1, 2014	**	71	
TYCO/TYCO INTL FIN SA	Corporate Bond 7.0 December 15, 2019	**	20	
UBS AG STAMFORD CT	Corporate Bond 5.75 April 25, 2018	**	21	
UBS AG STAMFORD CT	Corporate Bond 5.88 December 20, 2017	**	13	
UNITED HEALTHCARE GROUP INC	Corporate Bond 3.88 October 15, 2020	**	20	
VERIZON COMMUNICATIONS	Corporate Bond 6.35 April 1, 2019	**	21	
VERIZON COMMUNICATIONS	Corporate Bond 5.25 April 15, 2013	**	44	
VIRGINIA ELEC & POWER CO	Corporate Bond 5.1 November 30, 2012	**	30	
WAL-MART STORES INC	Corporate Bond 5.8 February 15, 2018	**	10	
WATSON PHARMACEUTICALS	Corporate Bond 6.12 August 15, 2019	**	20	

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**PN: 100**

(b) Identity of Issuer, Borrower, Lesser or Similar Party	(c) Description of Investment, including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
WESTPAC BANKING CORP	Corporate Bond 4.2 February 27, 2015	**	23
WILLIAMS PARTNERS LP/WIL	Corporate Bond 7.25 February 1, 2017	**	5
WEL ENERGY INC	Corporate Bond 4.7 May 15, 2020	**	23
WIND ENERGY, INC.	Corporate Bond 4.625 June 15, 2013	**	
WINDTRATA FINANCE CANADA	Corporate Bond 5.8 November 15, 2016	**	10
WISCONSIN DISCOVER BANK	Corporate High Yield 8.7 November 18, 2019	**	23
WISCONSIN THOMAS BROS CAP TR VII	Corporate High Yield 5.86 May 31, 2012	**	
WISCONSIN Pacific Co.	Common Stock	**	1
WISCONSIN Company	Common Stock	**	99
WISCONSIN Cents Only Stores	Common Stock	**	73
WISCONSIN Abbott Laboratories	Common Stock	**	1,000
WISCONSIN Venture PLC	Common Stock	**	5
WISCONSIN xiom Corp.	Common Stock	**	60
WISCONSIN obe Sys. Inc.	Common Stock	**	4
WISCONSIN tran Inc	Common Stock	**	1,300
WISCONSIN vanced Micro Devices, Inc.	Common Stock	**	10
WISCONSIN vantest Corporation JPY50	Common Stock	**	2
WISCONSIN S Corporation	Common Stock	**	4
WISCONSIN LAC	Common Stock	**	10
WISCONSIN ilent Technologies Inc	Common Stock	**	8
WISCONSIN nico Eagle Mines Ltd	Common Stock	**	10
WISCONSIN Products and Chemicals Inc.	Common Stock	**	4
WISCONSIN ami Technologies	Common Stock	**	6
WISCONSIN zo Nobel Eur 2.0	Common Stock	**	3
WISCONSIN gn Technology, Inc.	Common Stock	**	1,300
WISCONSIN egheny Energy	Common Stock	**	2
WISCONSIN ergan Inc	Common Stock	**	60
WISCONSIN state Corp.	Common Stock	**	4
WISCONSIN pha Natural Resources, Inc.	Common Stock	**	10
WISCONSIN ria Group Inc	Common Stock	**	3

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(a) Identity of Issuer, Borrower, Lesser or Similar Party	(c) Description of Investment, including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
Amazon.com Inc	Common Stock	**	2,1
American Electric Power Inc	Common Stock	**	1
American Express Company	Common Stock	**	1,3
American Medical Systems Holdings Inc	Common Stock	**	8
American States Water Company	Common Stock	**	5
American Tower Systems Corporation Class A	Common Stock	**	2
Anglo American PLC	Common Stock	**	14
Arctic Slope Regional Airport	Common Stock	**	7
Arctic Slope Regional Airport	Common Stock	**	2,7
Aspen Inc	Common Stock	**	9
Astellin Pharmaceuticals Inc.	Common Stock	**	10
Badarko Petroleum Corp.	Common Stock	**	10
Banco American PLC	Common Stock	**	4
Beck's Brewery SA, Bruxell NPV	Common Stock	**	2
Beck's Brewery SA, Strip VVPR	Common Stock	**	4
Beck's Brewery SA, Strip VVPR	Common Stock	**	4
Beck's Brewery SA, Strip VVPR	Common Stock	**	2,0
Beck's Brewery SA, Strip VVPR	Common Stock	**	4
Beck's Brewery SA, Strip VVPR	Common Stock	**	4,9
Beck's Brewery SA, Strip VVPR	Common Stock	**	7
Beck's Brewery SA, Strip VVPR	Common Stock	**	7
Beck's Brewery SA, Strip VVPR	Common Stock	**	1
Beck's Brewery SA, Strip VVPR	Common Stock	**	1,6
Beck's Brewery SA, Strip VVPR	Common Stock	**	1
Beck's Brewery SA, Strip VVPR	Common Stock	**	1
Beck's Brewery SA, Strip VVPR	Common Stock	**	2,5
Beck's Brewery SA, Strip VVPR	Common Stock	**	1,3
Beck's Brewery SA, Strip VVPR	Common Stock	**	2
Beck's Brewery SA, Strip VVPR	Common Stock	**	2
Beck's Brewery SA, Strip VVPR	Common Stock	**	3
Beck's Brewery SA, Strip VVPR	Common Stock	**	3

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(b) Identity of Issuer, Borrower, Lesser or Similar Party	(c) Description of Investment, including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
on Products, Inc.	Common Stock	**	30
A Europe 2.29	Common Stock	**	17
is Capital Holdings Ltd.	Common Stock	**	1,300
ker Hughes Inc	Common Stock	**	50
anco Santander SA Europe 0.5	Common Stock	**	23
nk of New York Mellon Corp	Common Stock	**	29
nk of America Corp	Common Stock	**	1,200
relays	Common Stock	**	10
rd C R Inc	Common Stock	**	10
errick Gold Corp	Common Stock	**	10
SF SE NPV	Common Stock	**	10
xter International Inc	Common Stock	**	30
l Bath & Beyond Inc	Common Stock	**	1,200
ndigo and Adelaide Bank Ltd NPV	Common Stock	**	7
ckshire Hathaway, Inc.	Common Stock	**	1,100
req Israeli Telecommunica ILS	Common Stock	**	23
Group GBP	Common Stock	**	29
gen Idec Inc.	Common Stock	**	14
ER Block, Inc	Common Stock	**	10
P Paribas Eur 2.0	Common Stock	**	30
eing Co	Common Stock	**	70
g Warner, Inc.	Common Stock	**	1,400
ston Scientific Corp.	Common Stock	**	10
dgestone Co. JPY	Common Stock	**	20
istol Myers Squibb Co	Common Stock	**	80
adcom Corporation	Common Stock	**	1,200
ookline Bancorp, Inc.	Common Stock	**	50
nge Limited	Common Stock	**	1,600
I Robinson Worldwide Inc	Common Stock	**	10
C Group PLC Eur	Common Stock	**	10

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Identity of Issuer, Borrower, Lesser or Similar Party	(c) Description of Investment, including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	Cu V
, Inc.	Common Stock	**	5
blevision NY Group	Common Stock	**	1
bot Microelectronics Corp	Common Stock	**	8
bot Oil & Gas Corp.	Common Stock	**	1,2
lpine Corporation	Common Stock	**	1
meron International Corporation	Common Stock	**	1,5
mpbell Soup Co.	Common Stock	**	1
pella Education Co.	Common Stock	**	3
reer Education Corporation	Common Stock	**	1,1
rmax Inc.	Common Stock	**	4
rnival PLC	Common Stock	**	2
terpillar Inc	Common Stock	**	1,5
thay Bancorp Inc.	Common Stock	**	7
Richard Ellis Group, Inc.	Common Stock	**	6
N Natural Resources	Common Stock	**	2
anese Corp	Common Stock	**	1,1
gene Corp	Common Stock	**	1,3
nterpoint Energy Inc	Common Stock	**	3
phalon Inc	Common Stock	**	7
arles River Laboratories	Common Stock	**	5
eck Point Software Tech	Common Stock	**	4
evron Corp	Common Stock	**	2,1
ildren s Place Retail Stores, Inc.	Common Stock	**	8
ristopher & Banks Corp	Common Stock	**	2
ubb Corp	Common Stock	**	3
lo SA	Common Stock	**	2
na Corp	Common Stock	**	8
na Corp	Common Stock	**	1
ntas Corp.	Common Stock	**	8
ncor International Inc.	Common Stock	**	5

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Identity of Issuer, Borrower, Lesser or Similar Party	(c) Description of Investment, including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	Cu V
co Systems Inc.	Common Stock	**	1,7
T Group, Inc.	Common Stock	**	0
igroup Inc	Common Stock	**	2,1
ffs Natural Resources, Inc.	Common Stock	**	1
IE Group, Inc	Common Stock	**	2
ach Inc	Common Stock	**	4
ca Cola Co.	Common Stock	**	2,3
gnizant Tech Solutions CRP	Common Stock	**	9
ldwater Creek Inc	Common Stock	**	3
igate Palmolive Co	Common Stock	**	4
mcast Corporation Class A	Common Stock	**	5
mcast Corporation Special Class A	Common Stock	**	1,7
mmercial International B EGP	Common Stock	**	1
mputer Sciences Corp	Common Stock	**	1
nagra Foods Inc.	Common Stock	**	9
nocoPhillips	Common Stock	**	7
nsol Energy Inc	Common Stock	**	1,6
nstellation Energy Group, Inc.	Common Stock	**	2
oper Industries PLC New Ireland	Common Stock	**	2
rinthian Colleges Inc	Common Stock	**	5
rning Inc.	Common Stock	**	4
rporate Executive Board Co.	Common Stock	**	1,4
star Group, Inc.	Common Stock	**	9
vidien PLC	Common Stock	**	1
FL Energia SA	Common Stock	**	2
own Castle Intl Corp	Common Stock	**	3
X	Common Stock	**	2,2
mmins, Inc.	Common Stock	**	3
S/Caremark Corporation	Common Stock	**	5
imler AG	Common Stock	**	2

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Identity of Issuer, Borrower, Lesser or Similar Party	(c) Description of Investment, including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	Cu V
Siwa Secs Group JPY	Common Stock	**	13
Manaher Corp.	Common Stock	**	63
Avita Inc.	Common Stock	**	13
MS Group Holdings	Common Stock	**	29
Altertrack Holdings Inc.	Common Stock	**	93
Wekers Outdoor Corporation	Common Stock	**	43
ere & Co	Common Stock	**	93
l Inc	Common Stock	**	1,73
enso Corpnv	Common Stock	**	33
ntsply Intl Inc. Com	Common Stock	**	93
von Energy Corporation	Common Stock	**	23
Vry Inc	Common Stock	**	33
iamond Offshore Drilling Inc.	Common Stock	**	43
e Holdings Incorporated	Common Stock	**	13
bold Inc.	Common Stock	**	53
cover Financial Services	Common Stock	**	13
covery Communications Inc.	Common Stock	**	23
lby Laboratories Inc	Common Stock	**	43
minion Resources, Inc. VA	Common Stock	**	33
ver Corp	Common Stock	**	1,43
w Chemical	Common Stock	**	23
S China Mobile Limited ADR	Common Stock	**	23
Pont EI De Nemours & Co	Common Stock	**	23
commun Inc.	Common Stock	**	33
IC Corporation Mass	Common Stock	**	53
stman Chemical Co.	Common Stock	**	23
ay, Inc.	Common Stock	**	13
Paso Corporation	Common Stock	**	23
ctronic Arts Inc	Common Stock	**	63
Lilly & Co	Common Stock	**	33

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Identity of Issuer, Borrower, Lesser or Similar Party	(c) Description of Investment, including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	Cu V
Cor Group, Inc.	Common Stock	**	5
erson Electric Co	Common Stock	**	9
ergizer Holdings, Inc.	Common Stock	**	1
tergy Corp New	Common Stock	**	3
G Resources, Inc	Common Stock	**	2
T Corporation	Common Stock	**	1
ee Lauder Companies, Inc.	Common Stock	**	7
elon Corporation	Common Stock	**	4
peditors International of Washington Inc	Common Stock	**	1
perian PLC	Common Stock	**	3
ponent, Inc.	Common Stock	**	3
press Scripts Inc	Common Stock	**	3
on Mobil Corp	Common Stock	**	4,1
Corp, Inc.	Common Stock	**	1,1
Networks Inc.	Common Stock	**	7
rchild Semiconductor International	Common Stock	**	7
nuc Co.	Common Stock	**	1
tenal Co.	Common Stock	**	1
lex Corporation	Common Stock	**	8
elity National Information Services, Inc.	Common Stock	**	7
th Third Bancorp	Common stock	**	8
st Horizon National Corp	Common Stock	**	9
st Republic Bank	Common Stock	**	9
st Solar Inc	Common Stock	**	3
stenergy Corp	Common Stock	**	1
stMerit Corporation	Common Stock	**	7
stservice Corp	Common Stock	**	5
stservice Corporation	Common Stock	**	5
erv Inc	Common Stock	**	1
tcher Building Ltd	Common Stock	**	1

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Identity of Issuer, Borrower, Lesser or Similar Party	(c) Description of Investment, including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	Cu V
Electronics International Ltd	Common Stock	**	6
or Corp New	Common Stock	**	2
IC Technologies Inc	Common Stock	**	4
d Motor Company	Common Stock	**	1,7
rmfactor Inc.	Common Stock	**	4
tune Brands, Inc.	Common Stock	**	2
ter Wheeler AG	Common Stock	**	0
anklin Resources	Common Stock	**	2
epport-McMoran Copper & Gold Inc	Common Stock	**	7
I Consulting, Inc.	Common Stock	**	6
mestop Corp. NEW	Common Stock	**	1,5
p, Inc.	Common Stock	**	2
zprom OAO USD ADR	Common Stock	**	8
neral Dynamics Corp	Common Stock	**	2
neral Electric Co	Common Stock	**	1,9
neral Mills Inc.	Common Stock	**	5
neral Motors Co	Common Stock	**	7
ntex Corp	Common Stock	**	1,0
nuine Parts Co.	Common Stock	**	3
ead Science Inc	Common Stock	**	1,7
axoSmithKline	Common Stock	**	3
ld Fields Limited	American Depository Receipt	**	2
ldcorp Inc. New	Common Stock	**	1,6
ldman Sachs Group Inc	Common Stock	**	3,8
odrich Corporation	Common Stock	**	1
ogle Inc	Common Stock	**	2,8
eatBatch, Inc.	Common Stock	**	5
roup 1 Automotive, Inc.	Common Stock	**	7
Lundbeck A/S DKK 5.0 RFD	Common Stock	**	1
emonetics Corp.	Common Stock	**	5

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Liburton Co.	Common Stock	**	10
Over Insurance Group, Inc.	Common Stock	**	6
ley Davidson Inc.	Common Stock	**	2
erman International Industries, Inc. NEW	Common Stock	**	1
rtford Financial Services Group	Common Stock	**	7
alth Management Associates, Inc. NEW Class A	Common Stock	**	7
athcare Realty Trust	Common Stock	**	4
liz Energy Solutions, Inc.	Common Stock	**	5
ss Corp.	Common Stock	**	3
wlett Packard Co	Common Stock	**	1,1
xcel Corp New Com	Common Stock	**	9
l (William)	Common Stock	**	1
logic, Inc.	Common Stock	**	3
me Depot	Common Stock	**	1,3
eywell International Inc.	Common Stock	**	6
spira Inc.	Common Stock	**	8
BC Holdings	Common Stock	**	4
B Group, Inc.	Common Stock	**	5
mana Inc	Common Stock	**	4
C InterActiveCorp	Common Stock	**	1,0
riaBank Corporation	Common Stock	**	8
ON PLC ADR	Sponsored ADR	**	4
nois Tool Works Inc	Common Stock	**	1
mina, Inc.	Common Stock	**	4
itec Pivot Ltd. NEW	Common Stock	**	1
ra Sistemas SA EUR 0.2	Common Stock	**	1
ersoll-Rand PLC	Common Stock	**	1,9
el Corp	Common Stock	**	1,8
ercontinental Exchange Inc	Common Stock	**	9
ernap Network Services	Common Stock	**	3

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International Business Machines Corp	Common Stock	**	1,9
International Game Technology	Common Stock	**	1,3
International Paper Co	Common Stock	**	2
it	Common Stock	**	3
itive Surgical Inc	Common Stock	**	
sco Limited	Common Stock	**	2
Corporation	Common Stock	**	431,9
n Tobacco, Inc.	Common Stock	**	2
Uniphase Corp	Common Stock	**	
ue Airways Corp	Common Stock	**	1,3
nn Stores, Inc.	Common Stock	**	8
ason & Johnson	Common Stock	**	1,4
ason Controls Inc	Common Stock	**	2
A. Bank Clothiers, Inc.	Common Stock	**	4
Global, Inc.	Common Stock	**	
Morgan Chase & Co	Common Stock	**	3,
per Networks Inc	Common Stock	**	8
en Pharmaceutical Co. Lt JPY	Common Stock	**	
Corporation Y50 ORDS	Common Stock	**	
ogg Co.	Common Stock	**	4
berley Clark Corporation	Common Stock	**	3
co Realty Corp.	Common Stock	**	1
n Holdings Company, Ltd.	Common Stock	**	
t Inc	Common Stock	**	2
C Holdings AS TRY 1.00	Common Stock	**	
ls Corp	Common Stock	**	0
n Ferry International	Common Stock	**	1
ft Foods Inc	Common Stock	**	2,
ger Co	Common Stock	**	2
oratory Corporation of American Holdings	Common Stock	**	

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Identity of Issuer, Borrower, Lesser or Similar Party	(c) Description of Investment, including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	Cu V
mar Advertising Co Class A	Common Stock	**	0
s Vegas Sands Corp.	Common Stock	**	1,1
zard Ltd	Common Stock	**	1,4
r Corp.	Common Stock	**	1,9
g Mason, Inc.	Common Stock	**	14
nnar Corporation Class A	Common Stock	**	0
bey, Inc.	Common Stock	**	4
erty Global Inc	Common Stock	**	8
erty Media Interactive	Common Stock	**	19
e Technologies Corp.	Common Stock	**	10
e Time Fitness Inc	Common Stock	**	1,6
coln National Corp	Common Stock	**	0
ckheed Martin Corp.	Common Stock	**	10
ews Corp	Common Stock	**	17
nza Group AG, Zuerich	Common Stock	**	17
wes Cos Inc.	Common Stock	**	80
ondellbasell Industries, NV	Common Stock	**	8
cy s Inc	Common Stock	**	3
nhattan Associates Inc	Common Stock	**	83
rketaxess Holdings Inc.	Common Stock	**	53
rriott International Inc Class A	Common Stock	**	18
rsh & McLennan Cos Inc	Common Stock	**	1,8
rvell Technology Group	Common Stock	**	1,4
sco Corp	Common Stock	**	0
sterCard Inc Class A	Common Stock	**	1,0
ttel, Inc.	Common Stock	**	19
afee, Inc.	Common Stock	**	29
Dermott International Inc	Common Stock	**	13
Donalds Corp	Common Stock	**	93
Graw-Hill Companies Inc	Common Stock	**	13

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Kesson Corp	Common Stock	**	3.
Adco Health Solutions Inc	Common Stock	**	2
Adtronic Inc	Common Stock	**	3
Admic Electronic Materials Inc	Common Stock	**	2
Adcock & Co Inc	Common Stock	**	2,6
Adrit Medical Systems, Inc.	Common Stock	**	2
AdLife Inc	Common Stock	**	5
Adron Technology Inc.	Common Stock	**	7
Adrosoft Corp	Common Stock	**	2,9
Adtsubishi Corporation	Common Stock	**	2
AdKS Instruments Inc	Common Stock	**	1,3
Adnsanto Co	Common Stock	**	1,0
Adnster Worldwide Inc	Common Stock	**	1,2
Adodys Corp	Common Stock	**	1,8
Adrgan Stanley	Common Stock	**	4
Adrningstar, Inc.	Common Stock	**	6
Adtorola Inc	Common Stock	**	2
AdS Systems Corporation	Common Stock	**	5
Adnchener Ruckvers NPV	Common Stock	**	3
Adrata Manufacturing Co. JPY ORDS	Common Stock	**	4
Adrphy Oil Corp.	Common Stock	**	5
Ader Holdings Ltd.	Common Stock	**	2
Adtional Fuel Gas Company	Common Stock	**	3
Adtional Instruments Corp	Common Stock	**	6
Adtional Oilwell Varco, Inc.	Common Stock	**	5
Adtional Retail PPTYS, Inc.	Common Stock	**	5
Adtional Semiconductor Corp	Common Stock	**	5
Adtapp, Inc.	Common Stock	**	7
Adtflix.com, Inc.	Common Stock	**	1
Adtstar Inc.	Common Stock	**	9

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**AS OF DECEMBER 31, 2010**

**EIN: 13-5158950**  
**PN: 100**

Identity of Issuer, Borrower, Lesser or Similar Party	(c) Description of Investment, including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	Cu V
owfield Exploration Company	Common Stock	**	1,5
wmarket Corporation	Common Stock	**	6
wmont Mining	Common Stock	**	1,8
ws Corp	Common Stock	**	1,1
xtera Energy, Inc.	Common Stock	**	2
Holdings	Common Stock	**	
ke Inc Class B	Common Stock	**	6
ource Inc	Common Stock	**	4
rthern Trust Corp	Common Stock	**	23
rthrop Grumman Corp	Common Stock	**	1
wartis AG	Sponsored ADR	**	4
K Ltd.	Common Stock	**	23
cor Corp	Common Stock	**	19
dia Corp	Common Stock	**	20
SE Euronext, Inc.	Common Stock	**	13
cidental Petroleum Corp	Common Stock	**	2,4
States International, Inc.	Common Stock	**	8
nnicom Group	Common Stock	**	2
nnivision Technologies	Common Stock	**	1,0
acle Corporation	Common Stock	**	1,0
aka Securities Exchnage Co., Ltd.	Common Stock	**	20
nkosh Corporation	Common Stock	**	5
ford Industries Inc	Common Stock	**	4
Chang s China Bistro Inc	Common Stock	**	2,4
ccar, Inc.	Common Stock	**	6
nera Bread Company Class A	Common Stock	**	1,1
terson-UTI Energy, Inc.	Common Stock	**	3
ychex Inc.	Common Stock	**	4
bbody Energy Corporation	Common Stock	**	3
nn Virginia Corporation	Common Stock	**	3

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PosiCo Inc.	Common Stock	**	1,900
Proleto Brasileiro S.A. - A.D.R.	Common Stock	**	1,000
Prozer Inc	Common Stock	**	3,500
Pharmaceutical Product Development, Inc.	Common Stock	**	600
Philip Morris International Inc	Common Stock	**	800
Pinacle Entertainment Co.	Common Stock	**	2,400
Pioneer Drilling Co.	Common Stock	**	700
PNC Financial Services Group	Common Stock	**	400
Prairie Star Corp of Saskatchewan	Common Stock	**	600
Prudential Corporation	Common Stock	**	200
Prudential Insurance Co of New Jersey	Common Stock	**	300
Prudential Financial Inc	Common Stock	**	400
Prudential Financial Inc	Common Stock	**	1,300
Prudential Financial Group	Common Stock	**	100
Prudential Financial Group	Common Stock	**	3,300
Prudential Financial Group	Common Stock	**	900
Prudential Financial Inc	Common Stock	**	1,400
Prudential Financial Inc	Common Stock	**	500
Prudential Financial Inc	Common Stock	**	200
Prudential Financial Inc	Common Stock	**	100
Prudential Financial Inc	Common Stock	**	300
Prudential Financial Inc	Common Stock	**	1,700
Prudential Financial Inc	Common Stock	**	100
Prudential Financial Inc	Common Stock	**	400
Prudential Financial Inc	Sponsored ADR	**	600
Prudential Financial Inc	Common Stock	**	100
Prudential Financial Inc	Common Stock	**	600
Prudential Financial Inc	Common Stock	**	200
Prudential Financial Inc	Common Stock	**	700
Prudential Financial Inc	Common Stock	**	100



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Public Services Inc Class A	Common Stock	**	1,4
Gram PLC GBP	Common Stock	**	1
Ben Klinikum AG	Common Stock	**	1
I Corporation	Common Stock	**	5
bert Half International Inc	Common Stock	**	
ekwell Automation, Inc.	Common Stock	**	3
s Stores	Common Stock	**	2
val Dutch Shell PLC Eur A SHS	Common Stock	**	3
C Holdings Inc.	Common Stock	**	1,6
I International Metals	Common Stock	**	5
der Systems, Inc.	Common Stock	**	1
and Group Inc	Common Stock	**	1,0
C, Inc.	Common Stock	**	9
esforce Com., Inc.	Common Stock	**	3
disk Corp. Com	Common Stock	**	5
lumberger Ltd	Common Stock	**	3,7
wab Charles Corp	Common Stock	**	1,9
upra Energy	Common Stock	**	1
ntech Corp	Common Stock	**	1,2
rwin Williams Co	Common Stock	**	2
mamuraco JPY	Common Stock	**	1
mens AG	Common Stock	**	4
an Holdings, Inc.	Common Stock	**	8
on Property Group Inc	Common Stock	**	4
M Corp	Common Stock	**	1
thwest Airlines Co	Common Stock	**	1
thwestern Energy Co.	Common Stock	**	1,4
etra Energy Corp.	Common Stock	**	3
int Nextel Corp	Common Stock	**	3
ude Medical Inc	Common Stock	**	2

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anley Black & Decker, Inc.	Common Stock	**	
rbucks Corp	Common Stock	**	1,2
rwood Hotels and Resorts Worldwide	Common Stock	**	6
te Street Corp	Common Stock	**	4
lyker Corp	Common Stock	**	3
ncor Energy, Inc.	Common Stock	**	2
Trust Banks	Common Stock	**	
ft Energy Company	Common Stock	**	3
sscom AG CHF	Common Stock	**	1
nantec Corp	Common Stock	**	9
etra Financial Corporation	Common Stock	**	1,2
co Corp	Common Stock	**	1
yo Nippon Sanso Corporation JPY	Common Stock	**	1
get Corporation	Common Stock	**	4
hne Corporation	Common Stock	**	6
o Energy Inc	Common Stock	**	1
edyne Technologies, Inc.	Common Stock	**	9
efonica SA EUR	Common Stock	**	
estra Corporation Ltd	Common Stock	**	2
a Pharmaceutical Industries	Sponsored ADR	**	1
tron, Inc.	Common Stock	**	1
e DirectTV Group	Common Stock	**	1
ermo Fisher Scientific Inc.	Common Stock	**	2,3
he Warner Cable Inc.	Common Stock	**	4
he Warner, Inc.	Common Stock	**	5
kyo Gas Co.	Common Stock	**	1
velers Companies, Inc.	Common Stock	**	1,5
o Electronics Ltd.	Common Stock	**	2
on Foods Inc. CL A DEL	Common Stock	**	6
L Holdings	Common Stock	**	5

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Identity of Issuer, Borrower, Lesser or Similar Party	(c) Description of Investment, including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	Cu V
IPQUA Holdings Corporation	Common Stock	**	6
lever NV Eur	Common Stock	**	
lvever NV Eur	Common Stock	**	2
on Pacific Corp.	Common Stock	**	6
ted Parcel Service	Common Stock	**	7
ted STS Stl Corp	Common Stock	**	1
ted Technologies Corp.	Common Stock	**	1,0
tedHealth Group Inc	Common Stock	**	5
versal Technical Institute, Inc.	Common Stock	**	3
Bancorp Del	Common Stock	**	7
ero Energy Corp.	Common Stock	**	1
idus Holdings, Ltd.	Common Stock	**	1,1
lourec EUR	Common Stock	**	1
mont Industries, Inc.	Common Stock	**	7
A Antech, Inc.	Common Stock	**	5
com Inc	Common Stock	**	2,0
a Inc. Class A Shrs	Common Stock	**	9
endi	Common Stock	**	1,2
endi SA EUR	Common Stock	**	2
rnado Realty Trust	Common Stock	**	2
can Materials Co.	Common Stock	**	2
btec Corporation	Common Stock	**	6
ddell & Reed Financial Inc.	Common Stock	**	1,1
l Mart Stores Inc	Common Stock	**	2,0
lgreen Co.	Common Stock	**	3
lt Disney Co.	Common Stock	**	8
rner Music Group Corp.	Common Stock	**	6
shington Federal, Inc.	Common Stock	**	5
ters Corp	Common Stock	**	1
tson Pharmaceuticals Inc	Common Stock	**	1,9

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Identity of Issuer, Borrower, Lesser or Similar Party	(c) Description of Investment, including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) C V
is Water Technologies, Inc.	Common Stock	**	
therford International Ltd.	Common Stock	**	1,
point, Inc.	Common Stock	**	
s Fargo & Co.	Common Stock	**	4,
tern Union	Common Stock	**	
erhaeuser Co.	Common Stock	**	
rf (Holdings) HKD	Common Stock	**	
le Foods Mkt. Inc.	Common Stock	**	
ams Cos Inc.	Common Stock	**	
s Group Holdings, Inc.	Common Stock	**	
S Inds. Inc.	Common Stock	**	1,
ld Fuel Services Corporation	Common Stock	**	
P Group	Common Stock	**	
ght Medical Group Inc.	Common Stock	**	
n Resorts Ltd	Common Stock	**	
x Corporation	Common Stock	**	
x, Inc.	Common Stock	**	
Yuen Industrial	Common Stock	**	
Brands	Common Stock	**	1,
, Inc.	Common Stock	**	
mer Holdings, Inc.	Common Stock	**	
s Bancorp	Common Stock	**	
h Institutional Large Cap	Common Collective Trust	**	38,
CB Long-Term Bond Fund	Common Collective Trust	**	73,
CB Smart Index Fund	Common Collective Trust	**	121,
CB Smart Retirement 2010 Fund	Common Collective Trust	**	19,
CB Smart Retirement 2015 Fund	Common Collective Trust	**	37,
CB Smart Retirement 2020 Fund	Common Collective Trust	**	61,
CB Smart Retirement 2025 Fund	Common Collective Trust	**	17,
CB Smart Retirement 2030 Fund	Common Collective Trust	**	43,

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Entity of Issuer, Borrower, Lesser or Similar Party	(c) Description of Investment, including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) C V
CB Smart Retirement 2035 Fund	Common Collective Trust	**	11
CB Smart Retirement 2040 Fund	Common Collective Trust	**	7
CB Smart Retirement 2045 Fund	Common Collective Trust	**	7
CB Smart Retirement 2050 Fund	Common Collective Trust	**	3
CB Smart Retirement Income Fund	Common Collective Trust	**	14
Street Global Advisors	Common Collective Trust	**	15
Mid Short Managed Maturing Fund	Common Collective Trust	**	110
Mid Intermediate Managed Maturing Fund	Common Collective Trust	**	119
Mid Enhanced Intermediate Fixed Income Fund	Common Collective Trust	**	336
American New Perspective Fund	Registered Investment Company	**	154
Blackstone Large Cap Value Fund	Registered Investment Company	**	71
Investment Company of Russell 2000 Value Index	Registered Investment Company	**	1
Investment Company of Morgan U. S. Large Cap Core Plus-S	Registered Investment Company	**	12
Investment Company of America	Bank Investment Contract	**	
	Interest 4.03%		
	Guaranteed Investment Contract		
Investment Company of Financial Products Inc.	Insurance Company General Account	**	
	Interest 4.10%		
	Guaranteed Investment Contract		
Investment Company of National Life Insurance Co.	Insurance Company General Account	**	3
	Interest 5.16% Traditional		
	Guaranteed Investment Contract		
Investment Company of Prudential Life Insurance Co.	Insurance Company General Account	**	
	Interest 2.78% Traditional		
	Guaranteed Investment Contract		
Bank of America Morgan Chase Bank	Bank Investment Contract	**	
	Interest 2.82%		
	Guaranteed Investment Contract		
Investment Company of Brokerage Window	Other	**	10
<b>TOTAL</b>			<b>2,294</b>

\* Party-in-interest to the Plan

\*\* Cost information is not required for member directed investments and, therefore, is not included.