

AMGEN INC
Form 11-K
June 23, 2010
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UNITED STATES
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, 2009

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

Commission file number 000-12477

THE RETIREMENT AND SAVINGS PLAN
FOR AMGEN MANUFACTURING, LIMITED

State Road 31, Kilometer 24.6, Juncos, Puerto Rico 00777

(Full title and address of the plan)

AMGEN INC.

(Name of issuer of the securities held)

**One Amgen Center Drive,
Thousand Oaks, California**
(Address of principal executive offices)

91320-1799
(Zip Code)

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The Retirement and Savings Plan for
Amgen Manufacturing, Limited
Financial Statements
and Supplemental Schedules
Years ended December 31, 2009 and 2008

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Report of Independent Registered Public Accounting Firm

Amgen Manufacturing, Limited, as Named Fiduciary, and the Plan Participants of The Retirement and

Savings Plan for Amgen Manufacturing, Limited

We have audited the accompanying statements of net assets available for benefits of The Retirement and Savings Plan for Amgen Manufacturing, Limited (the Plan) as of December 31, 2009 and 2008, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the 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. We were not engaged to perform an audit of the Plan's 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, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2009 and 2008, and the changes in its net assets available for benefits for the years then ended, in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedules of assets (held at end of year) as of December 31, 2009 and assets (acquired and disposed of within year) for the year then ended are presented for purposes of additional analysis and is not a required part of the 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. These supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, are fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ ERNST & YOUNG LLP

San Juan, Puerto Rico

June 23, 2010

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The Retirement and Savings Plan for Amgen Manufacturing, Limited

Statements of Net Assets Available for Benefits

| | December 31 | |
|---|-----------------------|----------------------|
| | 2009 | 2008 |
| Assets | | |
| Investments at fair value | \$ 120,441,565 | \$ 85,378,724 |
| Receivables due from broker | 263,753 | 146,003 |
| Total assets | 120,705,318 | 85,524,727 |
| Liabilities | | |
| Liabilities due to broker | 215,831 | 198,212 |
| Net assets reflecting investments at fair value | 120,489,487 | 85,326,515 |
| Adjustment from fair value to contract value for interest in collective trust funds relating to fully benefit-responsive investment contracts | (16,333) | 409,362 |
| Net assets available for benefits | \$ 120,473,154 | \$ 85,735,877 |

See accompanying notes.

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The Retirement and Savings Plan for Amgen Manufacturing, Limited

Statements of Changes in Net Assets Available for Benefits

| | Year ended December 31 | |
|--|------------------------|---------------|
| | 2009 | 2008 |
| Additions (deductions) to net assets: | | |
| Employer contributions | \$ 11,327,502 | \$ 10,948,346 |
| Participant contributions | 7,637,569 | 7,399,323 |
| Rollover contributions | 68,710 | 139,378 |
| Interest and dividend income | 1,495,053 | 1,036,431 |
| Net realized/unrealized gains/(losses) | 17,188,943 | (21,490,811) |
| Benefits paid | (2,980,500) | (5,969,281) |
| Net increase/(decrease) | 34,737,277 | (7,936,614) |
| Net assets available for benefits at beginning of year | 85,735,877 | 93,672,491 |
| Net assets available for benefits at end of year | \$ 120,473,154 | \$ 85,735,877 |

See accompanying notes.

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The Retirement and Savings Plan for Amgen Manufacturing, Limited

Notes to Financial Statements

December 31, 2009

1. Description of the Plan

The following description of The Retirement and Savings Plan for Amgen Manufacturing, Limited (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan was established effective January 1, 2002, most recently amended and restated effective January 1, 2006 and subsequently amended, with the most recent amendment adopted on December 4, 2009. The Plan is a defined contribution plan covering substantially all Puerto Rico resident employees of Amgen Manufacturing, Limited (the Company), a wholly owned subsidiary of Amgen Inc. (Amgen). The Plan, as amended, is intended to qualify under sections 1165(a) and (e) of the Puerto Rico Internal Revenue Code of 1994, as amended (the PR Code) (see Note 5, *Income Tax Status*) and section 407(d)(3)(A) of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Subject to certain limitations (as defined in the Plan), participants may elect to contribute up to 30% of their eligible compensation in pre-tax contributions and after-tax contributions or a combination of these types of contributions. A participant's pre-tax contributions are subject to PR Code and Plan limitations and could not exceed \$9,000 in 2009 and \$8,000 in 2008. Participants may elect to contribute after-tax contributions beginning January 1 of the year following the year the participant was hired if their hire date was after March 1, 2008; after-tax elective contributions could begin immediately if they were hired on or before March 1, 2008. Participant after-tax elective contributions are subject to PR Code and Plan limitations and in no circumstance could exceed \$1,500 in 2009 and 2008. Unless an employee has voluntarily enrolled in the Plan or has declined to participate in the Plan within the first 30 days of employment, all newly eligible participants are automatically enrolled in the Plan and contributions equal to 5% of their eligible compensation are withheld and contributed to the Plan as pre-tax contributions; such contributions are automatically increased by 1% per year until their contributions reach 10% of their eligible compensation. Participants may elect to adjust, cease or resume their contributions at any time.

Participants who are at least age 50 before the close of the Plan year can also elect to make certain additional pre-tax contributions, referred to as catch-up contributions, subject to the PR Code and Plan limitations and could not exceed \$1,000 in 2009 and 2008. Participants may also contribute pre-tax and after-tax amounts representing distributions from other defined benefit or defined contribution plans qualified in Puerto Rico, referred to as rollover contributions (as defined in the Plan).

Each pay period, the Company makes a non-elective contribution for all eligible participants, whether or not they have elected to make contributions to the Plan, equal to 4% of each participant's eligible compensation (Core Contribution). In addition, the Company makes a contribution of 100% of up to 5% of eligible compensation contributed by each participant as pre-tax elective contributions and, if applicable, as catch-up contributions (Matching Contribution).

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The Retirement and Savings Plan for Amgen Manufacturing, Limited

Notes to Financial Statements (continued)

Participants select the investments in which their contributions, including Core Contributions and Matching Contributions (collectively Company Contributions), are to be invested, electing among various alternatives, including Amgen Inc. common stock (Amgen stock). Effective October 1, 2008, participants may direct a maximum of 20% of contributions to be invested in Amgen stock; prior to October 1, 2008, participants could direct a maximum of 50% of contributions to be invested in Amgen stock. Participants may transfer amounts among the investment options at any time, subject to certain limitations. Notwithstanding the foregoing, if 20% or more (50% or more prior to October 1, 2008) of the value of a participant's Plan account is invested in Amgen stock, no transfers from other investment options can be made to invest in Amgen stock.

The accounts of participants who had never made an investment election are allocated to investments under a qualified default investment alternative which is intended to be compliant with ERISA regulations. At any time, participants may elect to alter the investments in their accounts made under a qualified default investment alternative.

Vesting

Participants who are or became eligible employees on or after January 1, 2007 are 100% vested with respect to all of their individual contributions, Company Contributions, and earnings and losses (hereafter referred to as earnings) thereon. Participants who are not and do not become eligible employees on or after January 1, 2007 are subject to certain vesting conditions (as defined in the Plan) with regard to Company contributions and related earnings thereon.

Participant Accounts

Each participant's account is credited with the participant's contributions and an allocation of (a) Company Contributions and (b) earnings. The benefit to which a participant is entitled is the benefit that can be provided from the vested portion of the participant's account.

Plan Investments

Effective October 1, 2008, participants can invest in any of 14 different asset classes as well as Amgen stock or may actively manage their account under a self-directed brokerage arrangement under which a wider array of investment options are available. Each asset class has investments in mutual funds, collective trust funds and/or portfolios which are separately managed exclusively for the benefit of Plan participants and their beneficiaries (separately managed portfolios). Prior to October 1, 2008, participants could invest in mutual funds, Amgen stock and separately managed portfolios. The separately managed portfolios have underlying investments primarily in publicly traded common and preferred stocks of domestic and foreign entities.

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The Retirement and Savings Plan for Amgen Manufacturing, Limited

Notes to Financial Statements (continued)

Payments of Benefits

Upon termination of employment, including termination due to disability (as defined in the Plan), death or retirement, a participant or the participant's named beneficiary may elect to receive an amount equal to the value of his or her vested account balance in (a) a single lump sum payment in cash, (b) a single sum distribution in full shares of Amgen stock (with any fractional shares paid in cash), (c) a single sum distribution paid in a combination of cash and full shares of Amgen stock, or (d) a rollover distribution to an eligible retirement plan (as defined in the Plan). If a participant dies before receiving the value of his or her vested account balance, the participant's beneficiary may elect to receive the distribution from among the alternatives described above.

Subsequent to termination of employment, participants may also elect to maintain their vested account balance in the Plan, provided that their account balance is greater than \$1,000.

Certain restrictions apply to withdrawals from the Plan while a participant continues to be employed by the Company.

Participant Loans

Subject to certain restrictions, a participant can have outstanding up to two loans at any one time from his or her Plan account up to a combined maximum amount (as defined in the Plan) equal to the lesser of (a) 50% of their vested account balance or (b) \$50,000 less certain adjustments, as applicable (as defined in the Plan). Loans made prior to January 1, 2006 bear interest at fixed rates based on the average borrowing rates of certain major banks. Loans made on or after January 1, 2006 bear interest at fixed rates based on the prime rate plus one percentage point as published in The Wall Street Journal determined as of the last day of the calendar quarter preceding origination or such other rate as may be required by law. Loans are generally payable in installments over periods ranging from one to five years, unless the loan is used to acquire a principal residence for which the term of the loan may be up to 20 years. Principal and interest payments are allocated to the participant's account.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. Upon termination, participants would receive distributions of their vested account balances.

Trustee

Banco Popular de Puerto Rico is the Plan's trustee.

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The Retirement and Savings Plan for Amgen Manufacturing, Limited

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies

Basis of Accounting

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

Fair Value Measurement

The investments of the Plan are reported at fair value. Fair value is generally defined as the price that would be received to sell an asset or paid to transfer a liability (the exit price) in an orderly transaction between market participants at the measurement date (see Note 3, *Fair Value Measurements*). In 2009, the Plan adopted a new accounting standard that prospectively requires additional disaggregation when presenting the fair values of categories of Plan assets. The adoption of this new accounting standard did not have any impact on the Plan's net assets. Also, in 2009, the Plan adopted a new accounting standard that provides additional guidance in estimating fair value when the market volume and level of activity for an investment has significantly decreased and in identifying circumstances that indicate a transaction may not be orderly. The adoption of this new accounting standard did not have a material impact on the Plan's financial statements.

Investment Income and Losses

Dividend income is recognized on the ex-dividend date and interest income is recorded on an accrual basis. Unrealized gains and losses on investments are measured by the change in the difference between the fair value and cost of the securities held at the beginning (or date purchased if acquired during the Plan year) and the end of the year. Realized gains and losses from security transactions are recorded based on the weighted-average cost of securities sold.

Cash and Cash Equivalents

Cash and cash equivalents include cash and short-term interest-bearing investments with initial maturities of three months or less. Such amounts are recorded at carrying value, plus accrued interest.

Collective Trust Funds

Collective trust funds represent interests in pooled investment vehicles designed typically for collective investment of employee benefit trusts. The fair values of these investments are determined by reference to the net asset value per unit provided by the fund managers. The unit values are based on the fair value of the trusts' underlying assets, which are principally equity and fixed income securities and short-term investments.

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The Retirement and Savings Plan for Amgen Manufacturing, Limited

Notes to Financial Statements (continued)

The investment strategies of the Plan's collective trust funds vary based on the investment objectives of the asset class of which they are a part. Such investment strategies include investments in fixed income securities and investments in equity securities for growth and value objectives as well as to replicate market indexes and to invest in emerging markets. There are no material redemption restrictions on any of these investments.

Fully Benefit-Responsive Investment Contracts

The Plan holds units of collective trust funds that have investments in fully benefit-responsive investment contracts. Such contracts held directly or indirectly by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate qualified transactions related to these investments. The Statements of Net Assets Available for Benefits present these contracts at fair value with an adjustment to contract value. The Statements of Changes in Net Assets Available for Benefits are prepared on a contract value basis.

Other Investments

Common stock (including Amgen stock), preferred stock and mutual funds are valued using quoted market prices in active markets with no valuation adjustment. Common and preferred stocks traded in markets that are not considered active are valued using broker or dealer quotations. Participant loans are valued at carrying amount, which approximates fair value.

Due from/to Brokers

Purchases and sales of investments are recorded on a trade-date basis. Due from brokers and due to brokers arise from unsettled sale and purchase transactions as of December 31, 2009 and 2008.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Subsequent Events

Subsequent events were evaluated through the date of issuance of the financial statements in this Form 11-K.

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The Retirement and Savings Plan for Amgen Manufacturing, Limited

Notes to Financial Statements (continued)

Recent Accounting Pronouncements

In 2010, the Plan will adopt a new accounting standard which requires additional disclosure about the amounts of and reasons for significant transfers in and out of Level 1 and Level 2 fair value measurements (see Note 3, *Fair Value Measurements*). This standard also clarifies existing disclosure requirements related to the level of disaggregation of fair value measurements for each class of assets and liabilities and disclosures about inputs and valuation techniques used to measure fair value for Level 2 and Level 3 measurements. In addition, effective for 2011, this standard will require additional disclosure and the presentation of disaggregated information about activity in Level 3 fair value measurements on a gross basis, rather than as one net amount. As this new accounting standard only requires enhanced disclosure, the adoption of this standard will not impact the Plan's net assets available for benefits or changes to net assets available for benefits.

3. Fair Value Measurements

The Plan uses various valuation approaches in determining the fair value of investment assets within a hierarchy that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing the asset or liability based on market data obtained from independent sources. Unobservable inputs are inputs that reflect assumptions about the inputs that market participants would use in pricing the asset or liability and are developed based on the best information available in the circumstances. The fair value hierarchy is broken down into three levels based on the source of inputs as follows:

- Level 1 Valuations based on unadjusted quoted prices in active markets for identical assets that the Plan has the ability to access;
- Level 2 Valuations for which all significant inputs are observable, either directly or indirectly, other than level 1 inputs;
- Level 3 Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

The availability of observable inputs can vary among the various types of investment assets. To the extent that the valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for financial statement disclosure purposes, the level in the fair value hierarchy within which the fair value measurement is categorized is based on the lowest level input that is significant to the overall fair value measurement.

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The Retirement and Savings Plan for Amgen Manufacturing, Limited

Notes to Financial Statements (continued)

The following fair value hierarchy table presents information about each major category of the Plan's investment assets measured at fair value:

| | Fair value measurements at December 31, 2009 using: | | | |
|------------------------------|--|---|--|----------------|
| | Quoted prices in active markets for identical assets (Level 1) | Significant other observable inputs (Level 2) | Significant unobservable inputs (Level 3) | Total |
| Amgen stock | \$ 24,454,206 | \$ | \$ | \$ 24,454,206 |
| Cash and cash equivalents | 115,481 | | | 115,481 |
| Common and preferred stocks: | | | | |
| Growth | 16,545,699 | | | 16,545,699 |
| Value | 11,251,726 | | | 11,251,726 |
| Other | 236,841 | 141,545 | | 378,386 |
| Mutual funds: | | | | |
| Fixed income | 2,151,872 | | | 2,151,872 |
| Value | 4,392,212 | | | 4,392,212 |
| Other | 2,268,804 | | | 2,268,804 |
| Collective trust funds: | | | | |
| Fixed income | | 16,152,094 | | 16,152,094 |
| Growth | | 2,002,548 | | 2,002,548 |
| Index | | 25,157,297 | | 25,157,297 |
| Value | | 1,635,861 | | 1,635,861 |
| Other | | 3,971,394 | | 3,971,394 |
| Loans to participants | | | 9,963,985 | 9,963,985 |
| | \$ 61,416,841 | \$ 49,060,739 | \$ 9,963,985 | \$ 120,441,565 |

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The Retirement and Savings Plan for Amgen Manufacturing, Limited

Notes to Financial Statements (continued)

| Fair value measurements at December 31, 2008 using: | | | | |
|---|--|---|--|---------------|
| | Quoted prices in active markets for identical assets (Level 1) | Significant other observable inputs (Level 2) | Significant unobservable inputs (Level 3) | Total |
| Amgen stock | \$ 24,262,822 | \$ | \$ | \$ 24,262,822 |
| Cash and cash equivalents | 198,257 | | | 198,257 |
| Common and preferred stocks | 16,885,050 | 118,284 | | 17,003,334 |
| Mutual funds | 7,432,237 | | | 7,432,237 |
| Collective trust funds | | 27,689,029 | | 27,689,029 |
| Loans to participants | | | 8,791,500 | 8,791,500 |
| Other | | 1,545 | | 1,545 |
| | \$ 48,778,366 | \$ 27,808,858 | \$ 8,791,500 | \$ 85,378,724 |

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the years ended December 31, 2009 and 2008:

| | Level 3 Assets Year ended December 31 2009 | Loans to Participants Year ended December 31 2008 |
|--|--|--|
| Balance at the beginning of the year | \$ 8,791,500 | \$ 7,264,248 |
| Issuances, repayments and settlements, net | 1,172,485 | 1,527,252 |
| Balance at the end of the year | \$ 9,963,985 | \$ 8,791,500 |

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The Retirement and Savings Plan for Amgen Manufacturing, Limited

Notes to Financial Statements (continued)

4. Investments

The fair values of individual investments that represent 5% or more of the Plan's net assets as of December 31, 2009 and 2008 are as follows:

| | December 31 | |
|--|----------------------|---------------|
| | 2009 | 2008 |
| Amgen stock | \$ 24,454,206 | \$ 24,262,822 |
| Blackrock Equity Index Fund F – Collective trust fund (formerly Barclay's Global Investment Equity Index Fund – Collective trust fund) | 19,383,462 | 12,037,994 |
| Wells Fargo Stable Return Fund G – Collective trust fund | 10,284,540 | 6,710,498 |

During 2009 and 2008, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated / (depreciated) in fair value as follows:

| | Year ended December 31 | |
|-----------------------------|------------------------|-----------------|
| | 2009 | 2008 |
| Amgen stock | \$ (402,123) | \$ 4,494,236 |
| Common and preferred stocks | 6,945,129 | (7,169,942) |
| Mutual funds | 2,834,718 | (15,760,375) |
| Collective trust funds | 7,809,583 | (3,012,014) |
| Other | 1,636 | (42,716) |
| | \$ 17,188,943 | \$ (21,490,811) |

5. Income Tax Status

The Plan received a determination letter from the Puerto Rico Treasury Department, dated June 22, 2007 and with an effective date of January 1, 2006, stating that the Plan is qualified, in form, under the PR Code and, therefore, the related trust forming a part of the Plan is exempt from taxation. Subsequent to this determination by the Puerto Rico Treasury Department, the Plan was amended. Subsequent amendments have been structured and are intended to maintain the Plan's tax qualified status. Once qualified, the Plan is required to operate in conformity with the PR Code to maintain its qualification. The Company believes the Plan is currently being operated in compliance with the applicable requirements of the PR Code and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

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The Retirement and Savings Plan for Amgen Manufacturing, Limited

Notes to Financial Statements (continued)

6. Services Provided by the Company

During 2009 and 2008, the Company has paid trustee fees and certain other administrative costs on behalf of the Plan.

7. Reconciliation of Financial Statements to Form 5500

The reconciliation of net assets available for benefits per the financial statements to Form 5500 as of December 31, 2009 and 2008 consists of the following:

| | December 31 | |
|--|-----------------------|---------------|
| | 2009 | 2008 |
| Net assets available for benefits per the financial statements | \$ 120,473,154 | \$ 85,735,877 |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts | 16,333 | (409,362) |
| Amounts allocated to withdrawing participants | (16,711) | (4,663) |
| Deemed loans | (14,370) | (60,849) |
| Net assets per the Form 5500 | \$ 120,458,406 | \$ 85,261,003 |

For the year ended December 31, 2009, the following is a reconciliation of the net investment income per the financial statements to the Form 5500:

| | Year ended December 31, 2009 |
|--|---|
| Interest and dividend income | \$ 1,495,053 |
| Net realized/unrealized gains | 17,188,943 |
| Total net investment income per the financial statements | 18,683,996 |
| Adjustment from fair value to contract value for interest in collective trust funds relating to fully benefit-responsive investment contracts: | |
| Less prior year adjustment | 409,362 |
| Add current year adjustment | 16,333 |
| Total net investment income per the Form 5500 | \$ 19,109,691 |

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The Retirement and Savings Plan for Amgen Manufacturing, Limited

Notes to Financial Statements (continued)

For the year ended December 31, 2009, the following is a reconciliation of distributions to participants per the financial statements to the Form 5500:

| | Year ended December 31, 2009 |
|--|---|
| Total distributions per the financial statements | \$ 2,980,500 |
| Less prior year amounts allocated to withdrawing participants | (4,663) |
| Add current year amounts allocated to withdrawing participants | 16,711 |
| Less prior year deemed loan balance | (60,849) |
| Add current year deemed loan balance | 14,370 |
| Total distributions per the Form 5500 | \$ 2,946,069 |

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Supplemental Schedule

The Retirement and Savings Plan for Amgen Manufacturing, Limited

EIN: 98-0210484 Plan: #001

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

December 31, 2009

| Identity of Issue | Description of Investment | Current Value |
|---|---------------------------------------|---------------|
| Amgen stock* | Employer Securities 432,282 shares | \$ 24,454,206 |
| Capital Preservation Asset Class: | | |
| Northern Trust Global Investments Collective Daily Short term Investment Fund* | Common Collective Trust 725,999 units | \$ 725,999 |
| Wells Fargo Stable Return Fund G | Common Collective Trust 221,278 units | 10,284,540 |
| Total Capital Preservation Asset Class | | 11,010,539 |
| Emerging Markets Equity Asset Class: | | |
| JP Morgan Emerging Markets Equity Focus Fund | Common Collective Trust 75,961 units | 3,484,328 |
| Northern Trust Global Investment Collective Daily MSCI Emerging Markets Fund-Non Lending* | Common Collective Trust 2,588 units | 356,557 |
| Total Emerging Markets Equity Asset Class | | 3,840,885 |
| Fixed Income Asset Class: | | |
| Western Asset Funds Inc. Core Plus Bond Portfolio Institutional Class | Common Collective Trust 350,571 units | 3,554,794 |
| Northern Trust Global Investment Collective Daily Aggregate Bond Index Fund-Non Lending* | Common Collective Trust 13,298 units | 1,407,564 |
| Total Fixed Income Asset Class | | 4,962,358 |
| High Yield Asset Class: | | |
| Blackrock High Yield Bond Fund* | Mutual fund 248,957 shares | 1,745,191 |
| Northern Trust Global Investments Collective Daily Short term Investment Fund* | Common Collective Trust 147,537 units | 147,537 |
| Total High Yield Asset Class | | 1,892,728 |
| Inflation Protection Asset Class: | | |
| Vanguard Inflation Protected Fund | Mutual fund 16,498 shares | 406,680 |
| Northern Trust Global Investment Collective Daily Tips Index Fund-Non Lending* | Common Collective Trust 291 units | 31,660 |
| Total Inflation Protection Asset Class | | 438,340 |
| International Growth Asset Class: | | |
| Northern Trust Global Investments Collective Daily EAFE Index Fund* | Common Collective Trust 2,274 units | 445,697 |
| BHP Billiton PLC | Common Stock 5,250 shares | 169,134 |
| Nestle SA | Common Stock 2,840 shares | 137,912 |
| Novartis AG | Common Stock 2,340 shares | 127,893 |
| Unilever NV | Common Stock 3,670 shares | 119,791 |
| Rio Tinto | Common Stock 1,965 shares | 107,571 |
| Goldcorp Inc. | Common Stock 2,690 shares | 105,825 |
| British American Tobacco | Common Stock 3,238 shares | 105,440 |
| Mitsubishi Corporation | Common Stock 4,200 shares | 103,991 |

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

| Identity of Issue | Description of Investment | Current Value |
|---------------------------------------|------------------------------|---------------|
| Telefonica SA | Common Stock 3,580 shares | 100,263 |
| Samsung Electronics | Common Stock 280 shares | 96,880 |
| Standard Chartered | Common Stock 3,775 shares | 96,013 |
| Sun Hung Kai Properties Ltd. | Common Stock 6,000 shares | 89,992 |
| Galp Energia | Common Stock 5,110 shares | 88,565 |
| Anheuser-Busch InBev NV | Common Stock 1,688 shares | 88,144 |
| Industrial & Commercial Bank of China | Common Stock 105,000 shares | 87,206 |
| Teva Pharmaceuticals Industries Ltd. | Common Stock 1,510 shares | 84,832 |
| Banco Bradesco | Preferred Stock 3,900 shares | 81,414 |
| Bayer AG | Common Stock 995 shares | 79,887 |
| ABB Ltd. | Common Stock 4,110 shares | 79,278 |
| HDFC Bank Ltd. | Common Stock 590 shares | 76,747 |
| Xstrata PLC | Common Stock 4,170 shares | 75,487 |
| Canadian National Railways | Common Stock 1,330 shares | 72,745 |
| Roche Holdings AG | Common Stock 380 shares | 64,623 |
| BASF | Common Stock 1,030 shares | 64,225 |
| Tesco Corporation | Common Stock 8,920 shares | 61,651 |
| Holcim | Common Stock 790 shares | 61,519 |
| Tele2 AB Series B | Common Stock 3,960 shares | 61,118 |
| Rakuten Inc. | Common Stock 80 shares | 60,755 |
| JFE Holdings Inc. | Common Stock 1,500 shares | 58,811 |
| DnB NOR ASA | Common Stock 5,377 shares | 58,407 |
| Technip | Common Stock 810 shares | 57,410 |
| China Overseas Land & Investment Ltd. | Common Stock 26,000 shares | 54,991 |
| Wilmar International Ltd. | Common Stock 12,000 shares | 54,959 |
| Toshiba Corporation | Common Stock 10,000 shares | 54,890 |
| Chunghwa Telecom Company Ltd. | Common Stock 2,946 shares | 54,707 |
| Philips Electronics | Common Stock 1,840 shares | 54,594 |
| Commonwealth Bank Of Australia | Common Stock 1,100 shares | 54,262 |
| Swatch Group | Common Stock 210 shares | 53,203 |
| Nissan Motor Company Ltd. | Common Stock 6,000 shares | 52,205 |
| Banco Santander* | Common Stock 3,120 shares | 51,703 |
| Genting Singapore PLC | Common Stock 55,000 shares | 50,928 |
| Infosys Technologies Ltd. | Common Stock 895 shares | 49,467 |
| Denso Corporation | Common Stock 1,600 shares | 47,779 |
| Telenor ASA | Common Stock 3,400 shares | 47,703 |
| Asahi Glass Company | Common Stock 5,000 shares | 47,156 |
| ASML Holding | Common Stock 1,340 shares | 46,142 |
| AMEC | Common Stock 3,600 shares | 46,043 |
| Vedanta Resources PLC | Common Stock 1,070 shares | 45,115 |
| Larsen & Toubro Ltd. | Common Stock 1,230 shares | 45,080 |
| Astrazeneca | Common Stock 950 shares | 44,650 |
| DBS Group Holdings Ltd. | Common Stock 4,000 shares | 43,876 |

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

| Identity of Issue | Description of Investment | Current Value |
|---|---------------------------------------|---------------|
| BP | Common Stock 4,525 shares | 43,843 |
| Prudential | Common Stock 4,150 shares | 42,890 |
| Daimlerchrysler | Common Stock 780 shares | 41,664 |
| Seadrill Ltd. | Common Stock 1,600 shares | 40,992 |
| Bombardier Inc. Class B | Common Stock 8,400 shares | 38,460 |
| Canon Inc. | Common Stock 800 shares | 33,600 |
| Cyrela Brazil Realty SA Empreendimentos | Common Stock 2,400 shares | 33,559 |
| Honda Motor Company | Common Stock 1,000 shares | 33,407 |
| Robeco | Cash and Short Term Investments | 33,139 |
| Check Point Software Technologies | Common Stock 930 shares | 31,509 |
| Swire Pacific | Common Stock 2,500 shares | 30,307 |
| Redecard | Common Stock 1,600 shares | 26,572 |
| Electrolux AB Series B | Common Stock 1,080 shares | 25,336 |
| Atlas Copco Series A | Common Stock 1,690 shares | 24,924 |
| Trina Solar Ltd. | Common Stock 420 shares | 22,667 |
| Shire PLC | Common Stock 1,050 shares | 20,517 |
| FLSmidth & Company A/S Series B | Common Stock 260 shares | 18,399 |
| Aixtron AG | Common Stock 540 shares | 18,207 |
| Perfect World Company Ltd. Class B | Common Stock 390 shares | 15,382 |
| SBM Offshore NV | Common Stock 730 shares | 14,427 |
| Stora Enso Oyj Series R | Common Stock 1,880 shares | 13,163 |
| Taiyo Yuden Company Ltd. | Common Stock 1,000 shares | 12,826 |
| China Railway Group Ltd | Common Stock 16,000 shares | 12,463 |
| Total International Growth Asset Class | | 4,796,932 |
| International Value Asset Class: | | |
| Dodge & Cox International Fund | Mutual fund 137,903 shares | 4,392,212 |
| Northern Trust Global Investments Collective Daily EAFE Index Fund* | Common Collective Trust 2,222 units | 435,485 |
| Total International Value Asset Class | | 4,827,697 |
| Large Cap Growth Asset Class: | | |
| Northern Trust Global Investment Collective Daily Russell 1000 Growth Index Fund-Non Lending* | Common Collective Trust 8,686 units | 1,167,922 |
| Apple Inc. | Common Stock 2,159 shares | 455,247 |
| Google Inc. Class A | Common Stock 650 shares | 402,987 |
| Cisco Systems Inc. | Common Stock 14,989 shares | 358,837 |
| Microsoft Corporation | Common Stock 11,033 shares | 336,396 |
| Northern Trust Global Investments Collective Daily Short term Investment Fund* | Common Collective Trust 281,852 units | 281,852 |
| Amazon.com Inc. | Common Stock 2,015 shares | 271,058 |
| Broadcom Corporation Class A | Common Stock 7,797 shares | 245,216 |
| Goldman Sachs Group Inc. | Common Stock 1,436 shares | 242,454 |

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

| Identity of Issue | Description of Investment | Current Value |
|--|----------------------------|---------------|
| EMC Corporation | Common Stock 13,386 shares | 233,853 |
| 3M Company | Common Stock 2,824 shares | 233,460 |
| Blackrock Inc.* | Common Stock 973 shares | 225,931 |
| Oracle Corporation | Common Stock 8,726 shares | 214,136 |
| Hewlett Packard Company | Common Stock 4,012 shares | 206,658 |
| Franklin Resources Inc. | Common Stock 1,755 shares | 184,889 |
| Freeport-McMoran Copper & Gold Inc. | Common Stock 2,284 shares | 183,382 |
| Southwestern Energy | Common Stock 3,728 shares | 179,690 |
| Ebay Inc. | Common Stock 7,625 shares | 179,493 |
| International Business Machines Corporation | Common Stock 1,309 shares | 171,348 |
| Starbucks Corporation | Common Stock 7,152 shares | 164,925 |
| Nordstrom Inc. | Common Stock 4,280 shares | 160,842 |
| Cameron International Corporation | Common Stock 3,590 shares | 150,062 |
| priceline.com Inc. | Common Stock 676 shares | 147,706 |
| Marvell Technology Group | Common Stock 7,095 shares | 147,221 |
| Cognizant Technology Solutions Corporation Class A | Common Stock 3,157 shares | 143,012 |
| Philip Morris International Inc. | Common Stock 2,900 shares | 139,751 |
| Express Scripts Inc. | Common Stock 1,586 shares | 137,110 |
| Qualcomm Inc. | Common Stock 2,858 shares | 132,211 |
| Visa Inc. Class A | Common Stock 2,770 shares | 242,264 |
| Comcast Corporation Class A | Common Stock 7,430 shares | 125,270 |
| Gilead Sciences Inc. | Common Stock 2,740 shares | 118,587 |
| JP Morgan Chase & Company | Common Stock 2,676 shares | 111,509 |
| McDonalds Corporation | Common Stock 1,760 shares | 109,894 |
| Bristol-Myers Squibb Company | Common Stock 4,170 shares | 105,293 |
| Deere & Company | Common Stock 1,925 shares | 104,123 |
| Alpha Natural Resources Inc. | Common Stock 2,320 shares | 100,642 |
| Linacre Holdings Inc. | Common Stock 2,710 shares | 100,595 |
| BMC Software Inc. | Common Stock 2,420 shares | 97,042 |
| Texas Instruments Inc. | Common Stock 3,650 shares | 95,119 |
| Merck & Company Inc. | Common Stock 2,576 shares | 94,127 |
| CNA Financial Corporation | Common Stock 3,910 shares | 93,840 |
| Raytheon Company | Common Stock 1,820 shares | 93,766 |
| Kimberly-Clark Corporation | Common Stock 1,470 shares | 93,654 |
| Colgate-Palmolive Company | Common Stock 1,120 shares | 92,008 |
| McKesson Corporation | Common Stock 1,440 shares | 90,000 |
| Scotts Miracle-Gro Company Class A | Common Stock 2,250 shares | 88,448 |
| C H Robinson Worldwide Inc. | Common Stock 1,500 shares | 88,095 |
| Flowserve Corporation | Common Stock 916 shares | 86,589 |
| PepsiCo Inc. | Common Stock 1,410 shares | 85,728 |
| Joy Global Inc. | Common Stock 1,630 shares | 84,092 |
| Urban Outfitters Inc. | Common Stock 2,390 shares | 83,626 |

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

| Identity of Issue | Description of Investment | Current Value |
|---|---------------------------|---------------|
| Mylan Inc. | Common Stock 4,493 shares | 82,806 |
| Owens-Illinois Inc. | Common Stock 2,500 shares | 82,175 |
| Walgreen Company | Common Stock 2,230 shares | 81,886 |
| Tiffany & Co | Common Stock 1,894 shares | 81,442 |
| Allergan Inc. | Common Stock 1,291 shares | 81,346 |
| Polo Ralph Lauren Corporation Class A | Common Stock 980 shares | 79,360 |
| Medco Health Solutions Inc. | Common Stock 1,219 shares | 77,906 |
| Life Technologies Corporation | Common Stock 1,470 shares | 76,778 |
| Occidental Petroleum Corporation | Common Stock 930 shares | 75,656 |
| Wal-Mart Stores Inc. | Common Stock 1,380 shares | 73,761 |
| Alcon Inc. | Common Stock 440 shares | 72,314 |
| Masco Corporation | Common Stock 5,170 shares | 71,398 |
| Intel Corporation | Common Stock 3,380 shares | 68,952 |
| American Tower Corporation Class A | Common Stock 1,570 shares | 67,840 |
| Transocean Ltd. | Common Stock 800 shares | 66,240 |
| Praxair Inc. | Common Stock 810 shares | 65,051 |
| Cummins Inc. | Common Stock 1,400 shares | 64,204 |
| Salesforce.com Inc. | Common Stock 832 shares | 61,377 |
| Guess?, Inc. | Common Stock 1,423 shares | 60,193 |
| Adobe Systems Inc. | Common Stock 1,630 shares | 59,951 |
| International Game Technology | Common Stock 3,185 shares | 59,782 |
| FMC Technologies Inc. | Common Stock 1,023 shares | 59,170 |
| Anadarko Petroleum Corporation | Common Stock 947 shares | 59,112 |
| Range Resources Corporation | Common Stock 1,132 shares | 56,430 |
| Teva Pharmaceuticals Industries Ltd. | Common Stock 1,000 shares | 56,180 |
| United Technologies Corporation | Common Stock 790 shares | 54,834 |
| Cree Inc. | Common Stock 910 shares | 51,297 |
| Medtronic Inc. | Common Stock 1,150 shares | 50,577 |
| Brocade Communications Systems Inc. | Common Stock 6,591 shares | 50,289 |
| Celgene Corporation | Common Stock 900 shares | 50,112 |
| Precision Castparts Corporation | Common Stock 440 shares | 48,554 |
| EOG Resources Inc. | Common Stock 499 shares | 48,553 |
| Expeditors International of Washington Inc. | Common Stock 1,370 shares | 47,580 |
| Danaher Corporation | Common Stock 630 shares | 47,376 |
| AES Corporation | Common Stock 3,540 shares | 47,117 |
| Abbott Laboratories | Common Stock 870 shares | 46,971 |
| Expedia Inc. | Common Stock 1,795 shares | 46,149 |
| Discovery Communications Inc. | Common Stock 1,496 shares | 45,882 |
| Time Warner Inc. | Common Stock 1,550 shares | 45,167 |
| IntercontinentalExchange, Inc. | Common Stock 400 shares | 44,920 |
| General Mills Inc. | Common Stock 620 shares | 43,902 |
| CSX Corporation | Common Stock 860 shares | 41,701 |
| Baxter International Inc. | Common Stock 710 shares | 41,663 |

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

| Identity of Issue | Description of Investment | Current Value |
|---|---|---------------|
| Juniper Networks Inc. | Common Stock 1,540 shares | 41,072 |
| Check Point Software Technologies | Common Stock 1,210 shares | 40,995 |
| Carnival Corporation | Common Stock 1,190 shares | 37,711 |
| Lowes Companies Inc. | Common Stock 1,600 shares | 37,424 |
| Target Corporation | Common Stock 760 shares | 36,761 |
| Citrix Systems, Inc. | Common Stock 850 shares | 35,369 |
| ABB Ltd. | Common Stock 1,840 shares | 35,144 |
| FMC Corporation | Common Stock 610 shares | 34,014 |
| DIRECTV Class A | Common Stock 1,010 shares | 33,684 |
| Church & Dwight Inc. | Common Stock 550 shares | 33,248 |
| Avon Products Inc. | Common Stock 1,040 shares | 32,760 |
| Shire PLC | Common Stock 550 shares | 32,285 |
| Nike Inc. Class B | Common Stock 480 shares | 31,714 |
| Cliffs Natural Resources Inc. | Common Stock 672 shares | 30,972 |
| Walt Disney Company | Common Stock 960 shares | 30,960 |
| Walter Energy Inc. | Common Stock 407 shares | 30,651 |
| Ametek Inc. | Common Stock 770 shares | 29,445 |
| Netapp Inc. | Common Stock 800 shares | 27,512 |
| Kohl's Corporation | Common Stock 510 shares | 27,504 |
| Research In Motion Ltd. | Common Stock 400 shares | 27,016 |
| Best Buy Inc. | Common Stock 650 shares | 25,649 |
| DreamWorks Animation SKG, Inc. Class A | Common Stock 640 shares | 25,568 |
| St. Jude Medical, Inc. | Common Stock 680 shares | 25,010 |
| Nvidia Corporation | Common Stock 1,330 shares | 24,844 |
| Alexion Pharmaceuticals Inc. | Common Stock 490 shares | 23,922 |
| Coach Inc. | Common Stock 640 shares | 23,379 |
| Wells Fargo & Company | Common Stock 750 shares | 20,243 |
| Qiagen NV | Common Stock 890 shares | 19,865 |
| UnitedHealth Group Inc. | Common Stock 550 shares | 16,764 |
| Gap Inc. | Common Stock 760 shares | 15,922 |
| Total Large Cap Growth Asset Class | | 12,963,321 |
| Large Cap Index Asset Class: | | |
| Blackrock Equity Index Fund F* | Common Collective Trust 1,106,362 units | 19,383,462 |
| Northern Trust Global Investments Collective Daily S&P 500 Equity Index Fund* | Common Collective Trust 562 units | 1,813,820 |
| Total Large Cap Index Asset Class | | 21,197,282 |

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

| Identity of Issue | Description of Investment | Current Value |
|--|--------------------------------------|---------------|
| Large Cap Value Asset Class: | | |
| Northern Trust Global Investment Collective Daily Russell 1000 Value Index Fund-Non Lending* | Common Collective Trust 1,593 units | 218,400 |
| Northern Trust Global Investments Collective Daily Short term Investment Fund* | Common Collective Trust 81,176 units | 81,176 |
| JP Morgan Chase & Company | Common Stock 1,946 shares | 81,091 |
| Total SA | Common Stock 1,048 shares | 67,114 |
| Hewlett Packard Company | Common Stock 1,238 shares | 63,769 |
| Pfizer Inc. | Common Stock 3,353 shares | 60,991 |
| Bank of America Corporation* | Common Stock 3,628 shares | 54,638 |
| Hess Corporation | Common Stock 900 shares | 54,450 |
| DIRECTV Class A | Common Stock 1,618 shares | 53,960 |
| Exxon Mobil Corporation | Common Stock 791 shares | 53,938 |
| Ameriprise Financial Inc. | Common Stock 1,374 shares | 53,339 |
| Wells Fargo & Company | Common Stock 1,958 shares | 52,846 |
| Merck & Co. Inc. | Common Stock 1,413 shares | 51,631 |
| Northrop Grumman Corporation | Common Stock 839 shares | 46,858 |
| State Street Corporation | Common Stock 1,058 shares | 46,065 |
| Comcast Corporation Class A | Common Stock 2,732 shares | 46,062 |
| PNC Financial Services Group | Common Stock 852 shares | 44,977 |
| Travelers Companies Inc. | Common Stock 897 shares | 44,724 |
| General Electric Company | Common Stock 2,954 shares | 44,694 |
| UnitedHealth Group Inc. | Common Stock 1,395 shares | 42,520 |
| EQT Corporation | Common Stock 964 shares | 42,339 |
| Owens-Illinois Inc. | Common Stock 1,258 shares | 41,350 |
| Bank of New York Mellon Corporation | Common Stock 1,438 shares | 40,221 |
| Smith International Inc. | Common Stock 1,427 shares | 38,772 |
| Conagra Foods Inc. | Common Stock 1,681 shares | 38,747 |
| Covidien PLC | Common Stock 805 shares | 38,551 |
| EOG Resources Inc. | Common Stock 396 shares | 38,531 |
| Medtronic Inc. | Common Stock 870 shares | 38,263 |
| Vodafone Group PLC | Common Stock 1,621 shares | 37,429 |
| Berkshire Hathaway Inc. Class B | Common Stock 11 shares | 36,146 |
| Public Service Enterprise Group Inc. | Common Stock 1,086 shares | 36,110 |
| Siemens AG | Common Stock 386 shares | 35,396 |
| Johnson & Johnson | Common Stock 548 shares | 35,297 |
| Foster Wheeler Ltd. | Common Stock 1,192 shares | 35,092 |
| Oracle Corporation | Common Stock 1,430 shares | 35,092 |
| PepsiCo Inc. | Common Stock 577 shares | 35,082 |
| Weyerhaeuser Company | Common Stock 777 shares | 33,520 |
| American Electric Power Company Inc. | Common Stock 952 shares | 33,120 |
| Consol Energy Inc. | Common Stock 661 shares | 32,918 |
| AT&T Inc. | Common Stock 1,166 shares | 32,683 |

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

| Identity of Issue | Description of Investment | Current Value |
|---|-------------------------------|---------------|
| Allegheny Energy Inc. | Common Stock 1,386 shares | 32,543 |
| Anadarko Petroleum Corporation | Common Stock 520 shares | 32,458 |
| US Bancorp | Common Stock 1,439 shares | 32,392 |
| Valero Energy Corporation | Common Stock 1,888 shares | 31,624 |
| Legg Mason Inc. | Common Stock 1,045 shares | 31,517 |
| Centurytel Inc. | Common Stock 862 shares | 31,213 |
| Boston Scientific Corporation | Common Stock 3,454 shares | 31,086 |
| Honeywell International Inc. | Common Stock 771 shares | 30,223 |
| Cisco Systems Inc. | Common Stock 1,256 shares | 30,069 |
| International Business Machines Corporation | Common Stock 229 shares | 29,976 |
| ArcelorMittal | Common Stock 655 shares | 29,966 |
| CVS Caremark Corporation | Common Stock 929 shares | 29,923 |
| XTO Energy Inc. | Common Stock 642 shares | 29,872 |
| Block H & R Inc. | Common Stock 1,308 shares | 29,587 |
| ABB Ltd. | Common Stock 1,545 shares | 29,510 |
| Nike Inc. Class B | Common Stock 442 shares | 29,203 |
| Discover Financial Services | Common Stock 1,968 shares | 28,949 |
| Wal-Mart Stores Inc. | Common Stock 533 shares | 28,489 |
| Time Warner Inc. | Common Stock 966 shares | 28,149 |
| Gap Inc. | Common Stock 1,310 shares | 27,445 |
| Estee Lauder Companies Inc. Class A | Common Stock 560 shares | 27,082 |
| Ebay Inc. | Common Stock 1,148 shares | 27,024 |
| Applied Materials Inc. | Common Stock 1,929 shares | 26,890 |
| Bristol-Myers Squibb Company | Common Stock 1,045 shares | 26,386 |
| Goodyear Tire & Rubber Company | Common Stock 1,868 shares | 26,339 |
| Microsoft Corporation | Common Stock 761 shares | 23,203 |
| Harman International Industries Inc. | Common Stock 610 shares | 21,521 |
| Molson Coors Brewing Company Class B | Common Stock 453 shares | 20,457 |
| Praxair Inc. | Common Stock 245 shares | 19,676 |
| Fifth Third Bancorp | Common Stock 2,011 shares | 19,607 |
| Dr Pepper Snapple Group Inc. | Common Stock 645 shares | 18,254 |
| AOL Inc. | Common Stock 516 shares | 12,012 |
| Pulte Homes Inc. | Common Stock 473 shares | 4,730 |
| Total Large Cap Value Asset Class | | 2,875,277 |
| Participant Loans* | Interest rates 4.25% - 12.66% | 9,963,985 |
| Participant Self-Directed Accounts | Various Investments | 266,090 |

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

| Identity of Issue | Description of Investment | Current Value |
|---|---------------------------------------|---------------|
| Real Estate Investment Trust (REIT) Asset Class: | | |
| Vanguard Specialized Portfolios REIT Index Fund Institutional Class | Mutual fund 231,511 shares | 2,268,805 |
| Northern Trust Global Investments Collective Daily Short term Investment Fund * | Common Collective Trust 130,508 units | 130,508 |
| Total Real Estate Investment Trust (REIT) Asset Class | | 2,399,313 |
| Small-Mid Cap Growth Asset Class: | | |
| Northern Trust Global Investment Russell 2000 Growth Index Fund-Non Lending* | Common Collective Trust 812 units | 95,664 |
| MSCI Inc. Class A | Common Stock 1,190 shares | 37,841 |
| Transdigm Group Inc. | Common Stock 674 shares | 32,007 |
| Polycom Inc. | Common Stock 1,216 shares | 30,363 |
| Roper Industries Inc. | Common Stock 555 shares | 29,064 |
| Green Mountain Coffee Roasters | Common Stock 323 shares | 26,315 |
| Terex Corporation | Common Stock 1,281 shares | 25,377 |
| priceline.com Inc. | Common Stock 99 shares | 21,632 |
| Alliance Data Systems Corporation | Common Stock 327 shares | 21,121 |
| American Superconductor Corporation | Common Stock 510 shares | 20,859 |
| VCA Antech Inc. | Common Stock 778 shares | 19,388 |
| Solutia Inc. | Common Stock 1,451 shares | 18,428 |
| Cymer Inc. | Common Stock 392 shares | 15,045 |
| Netlogic Microsystems Inc. | Common Stock 316 shares | 14,618 |
| Sykes Enterprises Inc. | Common Stock 559 shares | 14,238 |
| Gymboree Corporation | Common Stock 327 shares | 14,221 |
| Successfactors Inc. | Common Stock 808 shares | 13,397 |
| DeVry Inc. | Common Stock 234 shares | 13,275 |
| Dealertrack Holdings Inc. | Common Stock 698 shares | 13,115 |
| Affiliated Managers Group Inc. | Common Stock 192 shares | 12,931 |
| Blackboard Inc. | Common Stock 273 shares | 12,391 |
| Tiffany & Company | Common Stock 287 shares | 12,341 |
| Lubrizol Corporation | Common Stock 167 shares | 12,183 |
| Urban Outfitters Inc. | Common Stock 345 shares | 12,072 |
| Conceptus Inc. | Common Stock 627 shares | 11,763 |
| Ansys Inc. | Common Stock 269 shares | 11,691 |
| Warnaco Group Inc. | Common Stock 276 shares | 11,644 |
| Northern Trust Global Investments Collective Daily Short term Investment Fund* | Common Collective Trust 11,414 units | 11,414 |
| Robert Half International Inc. | Common Stock 427 shares | 11,414 |
| F5 Networks Inc. | Common Stock 211 shares | 11,179 |
| Dolby Laboratories Inc. Class A | Common Stock 227 shares | 10,835 |
| Chipotle Mexican Grill Inc. | Common Stock 116 shares | 10,227 |
| SAIC Inc. | Common Stock 530 shares | 10,038 |
| Rovi Corporation | Common Stock 311 shares | 9,912 |

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

| Identity of Issue | Description of Investment | Current Value |
|--|---------------------------|---------------|
| Arena Resources Inc. | Common Stock 223 shares | 9,616 |
| Guess?, Inc. | Common Stock 227 shares | 9,602 |
| Beckman Coulter Inc. | Common Stock 146 shares | 9,554 |
| Rackspace Hosting Inc. | Common Stock 455 shares | 9,487 |
| SEI Investments Company | Common Stock 539 shares | 9,443 |
| Rowan Companies Inc. | Common Stock 417 shares | 9,441 |
| Bucyrus International Inc. Class A | Common Stock 167 shares | 9,414 |
| Monster Worldwide Inc. | Common Stock 530 shares | 9,222 |
| Inverness Medical Innovations Inc. | Common Stock 220 shares | 9,132 |
| Solarwinds Inc. | Common Stock 386 shares | 8,882 |
| Vistaprint | Common Stock 156 shares | 8,839 |
| Massey Energy Company | Common Stock 208 shares | 8,738 |
| Commvault Systems Inc. | Common Stock 367 shares | 8,694 |
| GSI Commerce Inc. | Common Stock 334 shares | 8,480 |
| Blue Coat Systems Inc. | Common Stock 297 shares | 8,476 |
| Nuance Communications Inc. | Common Stock 517 shares | 8,034 |
| Strayer Education Inc. | Common Stock 37 shares | 7,862 |
| Polaris Industries Inc. | Common Stock 176 shares | 7,679 |
| Live Nation Inc. | Common Stock 626 shares | 7,650 |
| Greenhill & Company Inc. | Common Stock 92 shares | 7,382 |
| Thoratec Corporation | Common Stock 270 shares | 7,268 |
| Hub Group Inc. Class A | Common Stock 267 shares | 7,164 |
| Alexion Pharmaceuticals Inc. | Common Stock 143 shares | 6,981 |
| Varian Semiconductor Equipment Associates Inc. | Common Stock 191 shares | 6,853 |
| Linacre Holdings Inc. | Common Stock 180 shares | 6,682 |
| TiVo Inc. | Common Stock 644 shares | 6,556 |
| Vanceinfo Technologies Inc. | Common Stock 340 shares | 6,531 |
| Cerner Corporation | Common Stock 79 shares | 6,513 |
| Comstock Resources Inc. | Common Stock 159 shares | 6,451 |
| Catalyst Health Solutions Inc. | Common Stock 175 shares | 6,382 |
| Home Inns & Hotels Management Inc. | Common Stock 177 shares | 6,257 |
| United Therapeutics Corporation | Common Stock 118 shares | 6,213 |
| Dendreon Corporation | Common Stock 214 shares | 5,624 |
| Concho Resources Inc. | Common Stock 124 shares | 5,568 |
| Amylin Pharmaceuticals Inc. | Common Stock 390 shares | 5,534 |
| Perrigo Company | Common Stock 137 shares | 5,458 |
| Biomarin Pharmaceutical Inc. | Common Stock 286 shares | 5,380 |
| Human Genome Sciences Inc. | Common Stock 175 shares | 5,355 |
| Athenahealth Inc. | Common Stock 118 shares | 5,338 |
| Onyx Pharmaceuticals Inc. | Common Stock 175 shares | 5,135 |
| OSI Pharmaceuticals Inc. | Common Stock 138 shares | 4,282 |
| Auxilium Pharmaceuticals Inc. | Common Stock 131 shares | 3,927 |
| Fuel Systems Solutions Inc. | Common Stock 94 shares | 3,877 |

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

| Identity of Issue | Description of Investment | Current Value |
|--|---------------------------------------|---------------|
| Cyberonics Inc. | Common Stock 182 shares | 3,720 |
| Total Small-Mid Cap Growth Asset Class | | 962,679 |
| Small-Mid Cap Index Asset Class: | | |
| Blackrock Extended Equity Market Fund F* | Common Collective Trust 164,693 units | 3,674,297 |
| Northern Trust Global Investments Collective Daily Small Cap Equity Fund* | Common Collective Trust 1,192 units | 285,718 |
| Total Small-Mid Cap Index Asset Class | | 3,960,015 |
| Small-Mid Cap Value Asset Class: | | |
| Northern Trust Global Investment Russell 2000 Value Index Fund-Non Lending* | Common Collective Trust 6,589 units | 797,386 |
| CA Inc. | Common Stock 6,500 shares | 145,989 |
| Elizabeth Arden Inc. | Common Stock 9,100 shares | 131,403 |
| Griffon Corporation | Common Stock 10,700 shares | 130,753 |
| MDC Partners Inc. Class A | Common Stock 15,210 shares | 126,850 |
| Hanover Insurance Group Inc. | Common Stock 2,850 shares | 126,625 |
| Reinsurance Group of America Inc. | Common Stock 2,300 shares | 109,594 |
| Valassis Communications Inc. | Common Stock 6,000 shares | 109,559 |
| Circor International Inc. | Common Stock 4,150 shares | 104,496 |
| Northern Trust Global Investments Collective Daily Short term Investment Fund* | Common Collective Trust 103,414 units | 103,414 |
| Coherent Inc. | Common Stock 3,450 shares | 102,568 |
| Portland General Electric Company | Common Stock 4,920 shares | 100,416 |
| Safeway Inc. | Common Stock 4,500 shares | 95,804 |
| Tyco Electronics Ltd. | Common Stock 3,900 shares | 95,744 |
| Fifth Third Bancorp | Common Stock 9,800 shares | 95,550 |
| Wausau Paper Corporation | Common Stock 8,100 shares | 93,960 |
| Keycorp | Common Stock 16,800 shares | 93,240 |
| Arrow Electronics Inc. | Common Stock 3,050 shares | 90,311 |
| Avnet Inc. | Common Stock 2,950 shares | 88,972 |
| Omnicare Inc. | Common Stock 3,600 shares | 87,048 |
| Caseys General Stores Inc. | Common Stock 2,700 shares | 86,184 |
| St. Mary Land & Exploration Company | Common Stock 2,500 shares | 85,600 |
| Stancorp Financial Group Inc. | Common Stock 2,100 shares | 84,042 |
| Con-Way Inc. | Common Stock 2,300 shares | 80,293 |
| Meadowbrook Insurance Group Inc. | Common Stock 10,850 shares | 80,290 |
| Gardner Denver Inc. | Common Stock 1,850 shares | 78,718 |
| King Pharmaceuticals Inc. | Common Stock 6,400 shares | 78,528 |
| Great Plains Energy Inc. | Common Stock 3,970 shares | 76,978 |
| Rent A Center Inc. | Common Stock 4,300 shares | 76,196 |
| Reliance Steel & Aluminum Company | Common Stock 1,700 shares | 73,474 |
| Acergy SA | Common Stock 4,700 shares | 73,367 |

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

| Identity of Issue | Description of Investment | Current Value |
|--|----------------------------|---------------|
| Tower Group Inc. | Common Stock 3,100 shares | 72,571 |
| Lorillard Inc. | Common Stock 900 shares | 72,207 |
| Texas Capital Bancshares Inc. | Common Stock 5,100 shares | 71,196 |
| Manpower Inc. | Common Stock 1,300 shares | 70,954 |
| Belden Inc. | Common Stock 3,200 shares | 70,144 |
| Interpublic Group Companies Inc. | Common Stock 9,300 shares | 68,634 |
| Regions Financial Corporation | Common Stock 12,800 shares | 67,712 |
| Bill Barrett Corporation | Common Stock 2,150 shares | 66,887 |
| Allied World Assurance | Common Stock 1,410 shares | 64,959 |
| Wisconsin Energy | Common Stock 1,300 shares | 64,779 |
| Del Monte Foods Company | Common Stock 5,690 shares | 64,525 |
| People's United Financial Inc. | Common Stock 3,850 shares | 64,295 |
| Edison International | Common Stock 1,800 shares | 62,604 |
| XL Capital Ltd. | Common Stock 3,400 shares | 62,322 |
| Comerica Inc. | Common Stock 2,100 shares | 62,097 |
| Limited Brands | Common Stock 3,200 shares | 61,568 |
| Genworth Financial Inc. Class A | Common Stock 5,400 shares | 61,290 |
| Airtran Holdings Inc. | Common Stock 11,700 shares | 61,074 |
| Brocade Communications Systems Inc. | Common Stock 7,950 shares | 60,659 |
| Assurant Inc. | Common Stock 2,000 shares | 58,960 |
| Sun Trust Banks Inc. | Common Stock 2,900 shares | 58,841 |
| Lincoln Electric Holdings Inc. | Common Stock 1,100 shares | 58,806 |
| Hormel Foods Corporation | Common Stock 1,500 shares | 57,675 |
| CNA Financial Corporation | Common Stock 2,400 shares | 57,600 |
| CDC Software Corporation | Common Stock 5,910 shares | 57,091 |
| Conseco Inc. | Common Stock 11,400 shares | 57,000 |
| FBR Capital Markets Corporation | Common Stock 8,960 shares | 55,373 |
| Embraer-Empresa Brasileira de Aeronautica SA | Common Stock 2,500 shares | 55,275 |
| Western Alliance Bancorporation | Common Stock 14,500 shares | 54,810 |
| Denbury Resources Inc. | Common Stock 3,600 shares | 53,280 |
| Alliance One International Inc. | Common Stock 10,870 shares | 53,046 |
| Jones Apparel Group Inc. | Common Stock 3,300 shares | 52,998 |
| Intrepid Potash Inc. | Common Stock 1,800 shares | 52,506 |
| Goodyear Tire & Rubber Company | Common Stock 3,600 shares | 50,760 |
| PHH Corporation | Common Stock 3,100 shares | 49,941 |
| ICU Medical Inc. | Common Stock 1,350 shares | 49,194 |
| National Semiconductor Corporation | Common Stock 3,200 shares | 49,152 |
| MI Developments Inc. | Common Stock 3,900 shares | 47,892 |
| Cornell Companies Inc. | Common Stock 2,100 shares | 47,670 |
| PPG Industries Inc. | Common Stock 800 shares | 46,832 |
| Middleby Corporation | Common Stock 950 shares | 46,569 |
| Capital One Financial Corporation | Common Stock 1,200 shares | 46,008 |
| Westar Energy Inc. | Common Stock 2,100 shares | 45,612 |

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

| Identity of Issue | Description of Investment | Current Value |
|-------------------------------------|---------------------------------|---------------|
| Magna International Inc. Class A | Common Stock 900 shares | 45,522 |
| Delphi Financial Group Inc. Class A | Common Stock 2,030 shares | 45,411 |
| Linacre Holdings Inc. | Common Stock 1,200 shares | 44,544 |
| Cobalt International Energy Inc. | Common Stock 3,200 shares | 44,288 |
| Timken Company | Common Stock 1,850 shares | 43,864 |
| Digi International Inc. | Common Stock 4,790 shares | 43,685 |
| Princeton Review Inc. | Common Stock 10,340 shares | 41,980 |
| Time Warner Cable Inc. | Common Stock 1,000 shares | 41,390 |
| Willis Group Holdings PLC | Common Stock 1,550 shares | 40,889 |
| Chiquita Brands International Inc. | Common Stock 2,240 shares | 40,410 |
| Validus Holding Ltd . | Common Stock 1,500 shares | 40,410 |
| Northwest Bancshares Inc. | Common Stock 3,550 shares | 40,186 |
| Royal Gold Inc. | Common Stock 850 shares | 40,035 |
| Max Cap Group Ltd. | Common Stock 1,750 shares | 39,025 |
| RPM International Inc. | Common Stock 1,900 shares | 38,627 |
| Sun Microsystems Inc. | Common Stock 4,100 shares | 38,417 |
| Approach Resources Inc. | Common Stock 4,950 shares | 38,214 |
| Forest Oil Corporation | Common Stock 1,700 shares | 37,825 |
| First Financial Bancorp Ohio | Common Stock 2,580 shares | 37,565 |
| UGI Corporation | Common Stock 1,460 shares | 35,317 |
| ON Semiconductor Corporation | Common Stock 4,000 shares | 35,240 |
| Temple Inland Inc. | Common Stock 1,650 shares | 34,832 |
| Psychiatric Solutions Inc. | Common Stock 1,610 shares | 34,035 |
| Kinetic Concepts Inc. | Common Stock 900 shares | 33,885 |
| Aspen Insurance Holdings | Common Stock 1,330 shares | 33,849 |
| Starwood Property Trust Inc. | Common Stock 1,740 shares | 32,869 |
| Petroquest Energy Inc. | Common Stock 5,350 shares | 32,796 |
| Pantry Inc. | Common Stock 2,330 shares | 31,665 |
| Holly Corporation | Common Stock 1,230 shares | 31,525 |
| Iconix Brand Group Inc. | Common Stock 2,490 shares | 31,499 |
| PG& E Corporation | Common Stock 700 shares | 31,255 |
| Cash | Cash and Short Term Investments | 31,041 |
| General Cable Corporation | Common Stock 1,050 shares | 30,891 |
| Home Bancshares Inc. | Common Stock 1,280 shares | 30,810 |
| Granite Construction Inc. | Common Stock 910 shares | 30,631 |
| Lakeland Industries Inc. | Common Stock 3,820 shares | 30,560 |
| Mirant Corporation | Common Stock 2,000 shares | 30,540 |
| Nelnet Inc. Class A | Common Stock 1,760 shares | 30,325 |
| Highwoods Properties Inc. | Common Stock 900 shares | 30,015 |
| Novell Inc. | Common Stock 7,200 shares | 29,880 |
| PNC Financial Services Group | Common Stock 566 shares | 29,879 |
| Wesco International Inc. | Common Stock 1,100 shares | 29,711 |
| Digital River Inc. | Common Stock 1,090 shares | 29,419 |

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

| Identity of Issue | Description of Investment | Current Value |
|---------------------------------------|---------------------------|---------------|
| HCC Insurance Holdings Inc. | Common Stock 1,050 shares | 29,369 |
| Exactech Inc. | Common Stock 1,690 shares | 29,254 |
| Teleflex Inc. | Common Stock 540 shares | 29,101 |
| Paccar Inc. | Common Stock 800 shares | 29,016 |
| Harsco Corporation | Common Stock 900 shares | 29,007 |
| Lions Gate Entertainment Corporation | Common Stock 4,940 shares | 28,701 |
| Chimera Investment Corporation | Common Stock 7,290 shares | 28,285 |
| Geo Group Inc. | Common Stock 1,280 shares | 28,006 |
| Packaging Corporation of America | Common Stock 1,200 shares | 27,612 |
| Gibraltar Industries Inc. | Common Stock 1,750 shares | 27,528 |
| Great American Group Inc. | Common Stock 7,360 shares | 27,232 |
| SCBT Financial Corporation | Common Stock 980 shares | 27,136 |
| Regis Corporation | Common Stock 1,740 shares | 27,092 |
| Stone Energy Corporation | Common Stock 1,500 shares | 27,075 |
| Stealthgas Inc. | Common Stock 4,270 shares | 26,602 |
| Ciber Inc. | Common Stock 7,670 shares | 26,462 |
| Assisted Living Concepts Inc. Class A | Common Stock 990 shares | 26,106 |
| Perrigo Company | Common Stock 650 shares | 25,896 |
| LECG Corporation | Common Stock 8,600 shares | 25,714 |
| Old National Bancorp | Common Stock 2,010 shares | 24,984 |
| WSFS Financial Corporation | Common Stock 970 shares | 24,861 |
| Beacon Roofing Supply Inc. | Common Stock 1,550 shares | 24,800 |
| MB Financial Inc. | Common Stock 1,250 shares | 24,650 |
| Berkshire Hills Bancorp, Inc. | Common Stock 1,190 shares | 24,609 |
| Celadon Group Inc. | Common Stock 2,210 shares | 23,979 |
| Werner Enterprises Inc. | Common Stock 1,210 shares | 23,946 |
| RTI International Metals Inc. | Common Stock 930 shares | 23,408 |
| Endo Pharmaceuticals Holdings Inc. | Common Stock 1,100 shares | 22,561 |
| Seabright Insurance Holdings Inc. | Common Stock 1,950 shares | 22,406 |
| Texas Capital Bancshares Inc. | Common Stock 1,600 shares | 22,336 |
| Fresh Del Monte Produce Inc. | Common Stock 1,010 shares | 22,321 |
| Hillenbrand Inc. | Common Stock 1,180 shares | 22,231 |
| Healthtronics Inc. | Common Stock 8,330 shares | 21,991 |
| Liberty Global Inc. Series A | Common Stock 1,000 shares | 21,910 |
| Techwell Inc. | Common Stock 1,640 shares | 21,648 |
| Vectren Corporation | Common Stock 870 shares | 21,472 |
| Tyco International Ltd. | Common Stock 600 shares | 21,408 |
| Allstate Corporation | Common Stock 700 shares | 21,028 |
| Double-Take Software | Common Stock 2,060 shares | 20,579 |
| Renasant Corporation | Common Stock 1,490 shares | 20,264 |
| Encore Bancshares Inc. | Common Stock 2,490 shares | 19,796 |
| Casual Male Retail Group Inc. | Common Stock 8,460 shares | 19,712 |
| Hatteras Financial Corporation | Common Stock 690 shares | 19,292 |

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

| Identity of Issue | Description of Investment | Current Value |
|---|---------------------------|---------------|
| Viewpoint Financial Group | Common Stock 1,330 shares | 19,165 |
| Super Valu Inc. | Common Stock 1,500 shares | 19,065 |
| El Paso Electric Company | Common Stock 940 shares | 19,063 |
| Americas Car-Mart Inc. | Common Stock 720 shares | 18,958 |
| Hexcel Corporation | Common Stock 1,450 shares | 18,821 |
| Omnivision Technologies Inc. | Common Stock 1,290 shares | 18,744 |
| BE Aerospace Inc. | Common Stock 790 shares | 18,565 |
| Mantech International Corporation Class A | Common Stock 380 shares | 18,346 |
| Lifetime Brands Inc. | Common Stock 2,450 shares | 17,518 |
| American Campus Communities Inc. | Common Stock 620 shares | 17,422 |
| Radware Ltd. | Common Stock 1,140 shares | 17,237 |
| Jack In The Box Inc. | Common Stock 860 shares | 16,916 |
| Foot Locker Inc. | Common Stock 1,470 shares | 16,376 |
| LifePoint Hospitals Inc. | Common Stock 500 shares | 16,255 |
| Symantec Corporation | Common Stock 900 shares | 16,101 |
| Celanese Corporation Series A | Common Stock 500 shares | 16,050 |
| Home Federal Bancorp Inc. | Common Stock 1,200 shares | 15,972 |
| Ares Capital Corporation | Common Stock 1,280 shares | 15,936 |
| New Frontier Media Inc. | Common Stock 8,350 shares | 15,782 |
| Zoran Corporation | Common Stock 1,400 shares | 15,470 |
| Colbs McKinnon Corporation NY | Common Stock 1,100 shares | 15,026 |
| Cantel Medical Corporation | Common Stock 740 shares | 14,933 |
| BJ Services Company | Common Stock 800 shares | 14,880 |
| PMA Capital Corporation Class A | Common Stock 2,330 shares | 14,679 |
| Centerstate Banks Inc. | Common Stock 1,450 shares | 14,631 |
| Geomet Inc. | Common Stock 9,870 shares | 14,410 |
| CIT Group Inc. | Common Stock 500 shares | 13,805 |
| Brown Shoe Company Inc. | Common Stock 1,380 shares | 13,621 |
| Essa Bancorp Inc. | Common Stock 1,150 shares | 13,455 |
| Schweitzer-Mauduit International Inc. | Common Stock 190 shares | 13,367 |
| Novamed Inc. | Common Stock 3,350 shares | 12,998 |
| Black & Decker Inc. | Common Stock 200 shares | 12,966 |
| Bancorp Rhode Island Inc. | Common Stock 500 shares | 12,840 |
| MFA Financial Inc. | Common Stock 1,720 shares | 12,642 |
| Union First Market | Common Stock 1,020 shares | 12,638 |
| Kennedy-Wilson Holdings Inc. | Common Stock 1,410 shares | 12,620 |
| United Financial Bancorp Inc. | Common Stock 960 shares | 12,586 |
| KBW Inc. | Common Stock 440 shares | 12,038 |
| Thomas Weisel Partners Group Inc. | Common Stock 3,170 shares | 11,983 |
| Washington Real Estate Investment Trust | Common Stock 430 shares | 11,847 |
| Zimmer Holdings Inc. | Common Stock 200 shares | 11,822 |
| Aegean Marine Petroleum Network Inc. | Common Stock 390 shares | 10,717 |
| Black Hills Corporation | Common Stock 400 shares | 10,652 |

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

| Identity of Issue | Description of Investment | Current Value |
|--|---------------------------------|----------------|
| Plantronics Inc. | Common Stock 380 shares | 9,872 |
| Lincoln Educational Services Corporation | Common Stock 450 shares | 9,752 |
| Arkansas Best Corporation | Common Stock 330 shares | 9,712 |
| Inverness Medical Innovations Inc. | Common Stock 230 shares | 9,547 |
| Hyatt Hotels Corporation Class A | Common Stock 300 shares | 8,943 |
| Mistras Group Inc. | Common Stock 590 shares | 8,885 |
| Safeguard Scientifics Inc. | Common Stock 850 shares | 8,764 |
| Healthcare Services Group Inc. | Common Stock 380 shares | 8,155 |
| Titan Machy Inc. | Common Stock 680 shares | 7,847 |
| Somanetics Corporation | Common Stock 380 shares | 6,669 |
| Ness Technologies Inc. | Common Stock 1,350 shares | 6,615 |
| Weight Watchers International Inc. | Common Stock 200 shares | 5,832 |
| Boots & Coots Inc. | Common Stock 3,520 shares | 5,808 |
| Actuate Corporation | Common Stock 1,300 shares | 5,564 |
| Qlogic Corporation | Common Stock 290 shares | 5,472 |
| Globe Specialty Metals Inc. | Common Stock 580 shares | 5,452 |
| Rand Logistics Inc. | Common Stock 1,200 shares | 3,900 |
| Glatfelter | Common Stock 320 shares | 3,888 |
| Hackett Group Inc. | Common Stock 1,160 shares | 3,225 |
| Landec Corporation | Common Stock 350 shares | 2,184 |
| Total Small-Mid Cap Value Asset Class | | 9,607,866 |
| Other: | | |
| CMA Money Fund | Cash and Short Term Investments | 22,052 |
| | | \$ 120,441,565 |

* Indicates party-in-interest.

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Supplemental Schedule

The Retirement and Savings Plan for Amgen Manufacturing, Limited

EIN: 98-0210484 Plan: #001

Schedule H, line 4i Schedule of Assets (Acquired and Disposed of Within Year)

Year Ended December 31, 2009

| Identity of Issue | Description of Investment | Proceeds of Dispositions |
|---|------------------------------|--------------------------|
| Alumina Ltd. | Common Stock 20,400 shares | \$ 30,021 |
| Carnival PLC | Common Stock 1,100 shares | 34,298 |
| Centrica PLC | Common Stock 8,600 shares | 31,541 |
| CRH PLC | Common Stock 1,180 shares | 28,782 |
| FANUC Ltd. | Common Stock 700 shares | 59,156 |
| Huaneng Power International, Inc. | Common Stock 16,000 shares | 10,777 |
| Impala Platinum Holdings Ltd. | Common Stock 1,330 shares | 29,640 |
| Kubota Corporation | Common Stock 4,000 shares | 31,535 |
| Li & Fung Ltd. | Common Stock 14,000 shares | 52,095 |
| Lihir Gold Ltd. | Common Stock 8,900 shares | 22,491 |
| National Bank of Greece SA | Common Stock 1,550 shares | 39,379 |
| Nikon Corporation | Common Stock 1,000 shares | 17,814 |
| Nokia Corporation | Common Stock 2,700 shares | 35,350 |
| PT Astra International Tbk. | Common Stock 6,500 shares | 21,366 |
| Petroleo Brasileiro SA Petrobras | Preferred Stock 4,300 shares | 82,441 |
| Singapore Telecommunications Ltd. | Common Stock 16,000 shares | 34,965 |
| PT Telekomunikasi Indonesia Tbk. Series B | Common Stock 44,000 shares | 38,471 |
| Tullow Oil PLC | Common Stock 1,660 shares | 32,257 |

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

The Retirement and Savings Plan for Amgen Manufacturing, Limited

(Name of Plan)

Date: June 23, 2010

By: /s/ MICHAEL A. KELLY
Michael A. Kelly

Acting Chief Financial Officer

Amgen Manufacturing, Limited

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THE RETIREMENT AND SAVINGS PLAN FOR AMGEN MANUFACTURING, LIMITED

INDEX TO EXHIBITS

Consent of Independent Registered Public Accounting Firm

Exhibit 23.1

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