

YOUNG MEN'S CHRISTIAN ASSOCIATION
RETIREMENT FUND
EIGHTY-NINTH ANNUAL REPORT OF THE ACTUARY
PREPARED AS OF JUNE 30, 2010

July 29, 2010

Board of Trustees
Young Men's Christian Association Retirement Fund
140 Broadway, 28th Floor
New York, NY 10005-1197

Members of the Board of Trustees:

This valuation indicates that at June 30, 2010 the Fund's net assets aggregated \$4,115,598,269 while required reserves at that date totaled \$4,938,722,813. Therefore, at June 30, 2010 there was an actuarial deficit of \$823,124,544, which is the amount of the excess of required reserves over the assets. The actuarial deficit has decreased approximately 25% since June 30, 2009.

The Fund's investment and benefits horizons are long-term, and its investment approach, based on reasonable asset allocation strategies, should produce future investment returns to maintain the Fund over a long period of time.

Comprehensive asset / liability modeling indicates that the funded status of the Fund is expected to improve over time. The management team at the Fund is working closely with us to monitor the funded status and the Fund's overall financial health.

In preparing this valuation, the Fund provided detailed information on all participants (actives, inactive, retirees and beneficiaries). This data was combined with historical information compiled over the years, and was compared for reasonability and consistency. The assumptions used in the valuation are reviewed annually and, in our opinion, are reasonable and appropriate. The Fund's valuation reflects all provisions through the June 30, 2010 valuation date.

I am a member of the American Academy of Actuaries and meet the qualification standards of the Academy to render this actuarial opinion.

As in prior years, our full report is on the Fund's website at <http://www.yretirement.org>.

Very truly yours,



Todd A. Muchnicki
Principal, Consulting Actuary

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**YOUNG MEN'S CHRISTIAN ASSOCIATION RETIREMENT FUND
EIGHTY-EIGHTH ANNUAL REPORT OF THE ACTUARY
PREPARED AS OF JUNE 30, 2010**

SECTION I – SUMMARY OF PRINCIPAL RESULTS

1. For convenience of reference, a summary of data used in the current and preceding valuations is shown below:

| Valuation Date | June 30, 2010 | June 30, 2009 |
|--|------------------|--------------------|
| Active participants | | |
| Number | 49,216 | 46,673 |
| Annual compensation | \$ 1,374,348,287 | \$ 1,336,695,474 |
| Average annual compensation | \$ 27,925 | \$ 28,640 |
| Average age | 42.4 | 42.5 |
| Inactive participants | 23,732 | 22,033 |
| Tax-Deferred Savings Plan | | |
| Active participants | 16,469 | 16,147 |
| Inactive participants | 4,216 | 3,893 |
| Retired participants and beneficiaries* | | |
| Number | 10,431 | 10,032 |
| Annual retirement allowances | \$ 161,482,691 | \$ 148,300,264 |
| Average annual retirement allowance | \$ 15,481 | \$ 14,783 |
| Death Benefit Only | | |
| Number | 945 | 892 |
| Amount | \$ 6,446,199 | \$ 5,115,242 |
| Valuation Assets | \$ 4,115,598,269 | \$ 3,673,593,484 |
| Required Reserves: | | |
| Retirement Plan Account balances | \$ 2,972,061,361 | \$ 2,953,830,086 |
| Tax-Deferred Savings Plan balances | 427,896,274 | 404,490,287 |
| Tax-Deferred Loans Receivable | 5,884,323 | 4,687,063 |
| Reserve for Future Annuity Benefits | 1,275,463,805 | 1,149,828,020 |
| Death and Disability Reserves | 256,955,516 | 250,699,826 |
| Participant Dividends Payable | 0 | 0 |
| Account Balance Forfeitures | 461,534 | 3,298,415 |
| Total Required Reserves | \$ 4,938,722,813 | \$ 4,766,833,697 |
| Actuarial Status – Surplus / (Deficit) | \$ (823,124,544) | \$ (1,093,240,213) |
| Assets as a percent of Required Reserve | 83.33% | 77.07% |

* The number of retired participants and beneficiaries includes former spouses of participants with a QDRO.

2. The Fund sponsors the following two plans for employees of participating YMCAs: the Young Men's Christian Association Retirement Fund Retirement Plan (Retirement Plan), which is a multiple employer, defined contribution, money purchase, church pension plan intended to be tax-qualified under Section 401(a) of the Internal Revenue Code of 1986, as amended (Code), and the Young Men's Christian Association Retirement Fund Tax-Deferred Savings Plan (Tax-Deferred Savings Plan), which is a multiple employer, church retirement income account plan as defined under Section 403(b)(9) of the Code. Effective July 1, 2006, the Retirement Plan is treated as having made an election under Section 410(d) of the Code to become subject to the Employee Retirement Income Security Act of 1974, as amended (ERISA), pursuant to Public Law 108-476.
3. Section VIII sets forth a sensitivity analysis based on four factors, potential mortality improvement, interest rates after retirement, lifetime interest credits and the composite single effective discount rate.
4. The actuarial assumptions are outlined in Schedule B and are the same assumptions as were used in the previous valuation.

All assumptions are reasonable and appropriate. A comparison of actual experience with that predicted is monitored every year and is shown in Section VII.

5. Schedule C summarizes the current provisions of the Fund as interpreted for the valuation.
6. Schedule E sets forth a projection of benefits and contributions of the Fund's plans. The benefits include refunds of contributions to participants and forfeitures as credits to YMCAs to be used against future YMCA contributions. The projections are based on the closed population on May 31, 2010 and do not reflect any new entrants. The projections do not anticipate any further voluntary contributions to the Fund's plans. Since turnover is significant and the Fund has experienced significant growth over a long period of time, the projection is valid for the short term but will underestimate benefits and significantly underestimate contributions after a short period of time.

SECTION II – PARTICIPANT DATA

1. Participant data, which was submitted as of May 31, 2010 and adjusted to June 30, 2010, was furnished by the Fund. The data was reconciled with the submitted data as of May 31, 2009 and discrepancies were resolved. The data was then rolled forward to June 30, 2010 based on aggregate account balances and annuities in receipt on June 30, 2010.
2. Tables 1A, 1B and 1C of Schedule D show fifth age and service distributions of the number, annual compensation, Retirement Plan account balances and Tax-Deferred Savings Plan account balances of active participants who were included in the valuation, Tables 2A and 2B show the number, Retirement Plan account balances and Tax-Deferred Savings Plan account balances of inactive participants, and those entitled to an account balance pursuant to a QDRO and Tables 3A and 3B present the number and annual retirement allowances of retired participants, beneficiaries of deceased participants and former spouses receiving a benefit pursuant to a QDRO included in the valuation. The tables are all based on data as of May 31, 2010.
3. The inactive participant data as of May 31, 2010 of 23,732 includes 16,139 transition participants, 518 excess leaves of absence and 7,075 deferred vested participants.
4. Table 1C includes 2,916 individuals who are not yet eligible to participate in the Retirement Plan but who have elected to make voluntary pre-tax contributions to the Tax-Deferred Savings Plan.

SECTION III – ASSETS

1. The amount of the assets taken into account in this valuation is based on information furnished by the Fund.
2. The market value of assets is reported as \$4,115,598,269. Every year the return, net of expenses, on the Valuation Assets is determined on a simplistic basis, assuming contributions and benefit payments are all made in the middle of the plan year on January 1. The net return on Valuation Assets for the year ending June 30, 2010 on this basis is a return of 13.55% as developed below:

| | | |
|-----|--|------------------|
| (a) | Market value at June 30, 2009 | \$ 3,673,593,484 |
| (b) | Net contributions to the Fund | 194,498,379 |
| (c) | Benefit payments | 246,674,872 |
| (d) | Market value at June 30, 2010 | 4,115,598,269 |
| (e) | Net Yield for year = (d) – (a) – (b) + (c) | 494,181,278 |
| (f) | Annual net rate of return = (e) / $\frac{1}{2}[(d) + (a) - (e)]$ | 13.55% |

We have not performed an analysis to determine if this return is better or worse than returns available in the market for the year ending June 30, 2010.

SECTION IV – COMMENTS ON VALUATION

The actuarial valuation covers the Retirement Plan and the Tax-Deferred Savings Plan for eligible employees of participating YMCAs. There are 2,916 participants in the Tax-Deferred Savings Plan who are not yet eligible to participate in the Retirement Plan also included in the valuation. They are valued for their account balances only.

Schedule A of this report contains the valuation balance sheet, which shows the present and prospective assets and liabilities of the Fund as of June 30, 2010 and June 30, 2009.

The Required Reserves are shown by group. Other liabilities reflect the value of annuity conversions, death and disability benefits in excess of the account balance, vested refunds, and forfeitures-as-credits to YMCAs. Future contributions reflect regular participant and YMCA contributions to the Retirement Plan. The valuation assumes that no future voluntary contributions are made.

The YMCA Retirement Fund's funded status has improved since June 30, 2009. Comprehensive asset / liability modeling indicates that the funded status is expected to improve over time.

SECTION V – RECONCILIATION OF ACTUARIAL STATUS

The Actuarial Surplus is the difference between the Valuation Assets and the Required Reserves. If this amount is negative then it is called an Actuarial (Deficit). The Actuarial Surplus is determined each year, and the reason for change in this amount is largely investment performance, benefit changes and revised actuarial assumptions. A reconciliation for the period from June 30, 2009 to June 30, 2010 is as follows:

| | |
|---|-------------------------|
| 1. Actuarial (Deficit) as of June 30, 2009 | \$ (1,093,240,213) |
| 2. Expected Growth in Surplus / (Deficit) | (63,407,932) |
| 3. Benefit Changes (Plan Amendments / Fund Resolutions) | 0 |
| 4. Change in Actuarial Assumptions | 0 |
| 5. Net Gain (Loss) (see Section VI of this Report) | <u>333,523,601</u> |
| 6. Actuarial (Deficit) as of June 30, 2010 | <u>\$ (823,124,544)</u> |

SECTION VI – GAIN AND LOSS ANALYSIS

Actuarial gains and losses arise when actual results vary from those expected by the actuarial assumptions. An analysis of the amounts of experience gains and (losses) by major component during the current and previous years is as follows:

| ATTRIBUTABLE TO | YEAR ENDED June 30, 2010 | YEAR ENDED June 30, 2009 |
|--------------------------------|-----------------------------|-----------------------------|
| Investment experience | \$ 290,057,489 | \$(1,321,799,753) |
| Net other experience (balance) | 43,466,112 | 41,863,405 |
| Total net gain (loss) | \$ 333,523,601 | \$(1,279,936,348) |

The net gain or (loss) for the last ten years is as follows:

| Year Ended | Gain or (Loss) |
|---------------|-------------------|
| June 30, 2010 | \$ 333,523,601 |
| June 30, 2009 | \$(1,279,936,348) |
| June 30, 2008 | (554,670,199) |
| June 30, 2007 | 522,380,929 |
| June 30, 2006 | 240,791,390 |
| June 30, 2005 | 157,303,632 |
| June 30, 2004 | 249,478,667 |
| June 30, 2003 | (119,996,962) |
| June 30, 2002 | (365,466,026) |
| June 30, 2001 | (333,569,714) |

SECTION VII – PLAN ACTUARIAL EXPERIENCE

Records maintained of the actual experience of active participants, inactive participants, retired participants and beneficiaries are compared with that expected on the basis of the tables outlined in Schedule B. As a result, deviations in the experience from that anticipated will be noted and any adjustments believed necessary will be brought to the attention of the Fund's Board.

1. Decremental experience (expected and actual) during the year as well as a comparison with recent plan year experience are as follows:

| Criteria (a) | Expected (b) | Actual (c) | Ratio (Actual/Expected) (c) ÷ (b) | | | | | 5 Year Average |
|--|-----------------|---------------|-----------------------------------|-----------|-----------|-----------|-----------|-------------------|
| | | | 2009-2010 | 2008-2009 | 2007-2008 | 2006-2007 | 2005-2006 | |
| Withdrawal From Active Service | | | | | | | | |
| • Less than 5 years of service | 2,549 | 2,351 | 0.92 | 1.03 | 1.20 | 1.28 | 1.10 | 1.11 |
| • 5 to 10 years of service | 2,310 | 2,369 | 1.03 | 1.15 | 0.97 | 0.97 | 0.82 | 0.99 |
| • 10 or more years of service ** | 836 | 1,176 | 1.41 | 1.55 | 1.19 | 1.17 | 0.85 | 1.23 |
| Eligible for Retirement * | | | | | | | | |
| • Age 55 – 69 | 1,363 | 1,169 | 0.86 | 0.86 | 0.83 | 0.86 | 0.98 | 0.88 |
| • Age 70+ | 999 | 198 | 0.20 | 0.18 | 0.20 | 0.20 | 0.21 | 0.20 |
| Disability Retirement (5 or more years of participation and disabled) | 19 | 0 | 0.00 | 0.00 | 0.06 | 0.06 | 0.13 | 0.05 |
| Death before Retirement | 76 | 64 | 0.84 | 0.61 | 0.51 | 0.59 | 0.62 | 0.63 |
| Death after Retirement | 314 | 295 | 0.94 | 1.12 | 1.03 | 0.91 | 1.14 | 1.03 |

* Of which 293 actually started to collect an annual allowance, 450 received a lump sum and 624 were entitled to deferred benefits. Those who had previously retired and were already receiving an annuity were not counted above.

** We are reviewing rates of withdrawal for those with at least 10 years of service and are considering a change for the next valuation. A change in this assumption is not expected to result in a material change in the outcome of this valuation.

2. Average age is reviewed to determine the percent who retire immediately upon termination or those who defer retirement to a time subsequent to termination from service. (Only participants who were retirement eligible as of the beginning of the plan year were included in this analysis.) This is summarized and compared to results for the last 4 years as follows:

| Age at Termination | Number Who Retired | | | | | |
|--------------------|--------------------|---------------------|---------------|--------------------|---------|-------|
| | Deferred No LS | Deferred Partial LS | Annuity No LS | Annuity Partial LS | Full LS | Total |
| 55-59 | 258 | 21 | 48 | 15 | 144 | 486 |
| 60-61 | 80 | 6 | 20 | 5 | 51 | 162 |
| 62-64 | 109 | 8 | 53 | 12 | 82 | 264 |
| 65-69 | 79 | 4 | 62 | 19 | 82 | 246 |
| 70+ | 53 | 6 | 44 | 15 | 91 | 209 |

| Age at Termination | Percent Who Terminated and Commenced an Annuity Immediately or Received a Lump Sum | | | | | |
|--------------------|--|-----------|-----------|-----------|-----------|----------------|
| | 2009-2010 | 2008-2009 | 2007-2008 | 2006-2007 | 2005-2006 | 5 Year Average |
| 55-59 | 43% | 45% | 39% | 53% | 45% | 45% |
| 60-61 | 47% | 47% | 55% | 62% | 66% | 59% |
| 62-64 | 56% | 61% | 60% | 68% | 78% | 67% |
| 65-69 | 66% | 71% | 64% | 72% | 77% | 71% |
| 70+ | 72% | 72% | 72% | 82% | 69% | 74% |

3. The average age at time of collecting an annuity for those participants who were inactive as of June 30, 2009 is compared to the last 4 years as follows:

| Age at Annuity Commencement | Number of Deferred Vested Participants Who Commenced Benefits | | | | |
|-----------------------------|---|-----------|-----------|-----------|-----------|
| | 2009-2010 | 2008-2009 | 2007-2008 | 2006-2007 | 2005-2006 |
| 55-59 | 111 | 110 | 106 | 116 | 116 |
| 60-64 | 151 | 127 | 81 | 91 | 115 |
| 65-69 | 93 | 73 | 45 | 37 | 40 |
| 70+ | 17 | 23 | 24 | 35 | 23 |
| Average Age | 62 | 63 | 62 | 62 | 61 |

4. The experience regarding the incidence of lump sums over a 5-year period indicates that of the total value of account balances that left participant accounts, approximately 40% was distributed in the form of a lump sum and 60% was converted to an annuity. The assumption will continue to be monitored.

| | Percent of Account Balances Leaving the Fund as a Lump Sum | | | | |
|---|---|------------------|------------------|------------------|------------------|
| | 2009-2010 | 2008-2009 | 2007-2008 | 2006-2007 | 2005-2006 |
| Percent of Account Balance Paid as Lump Sum | 35% | 39% | 41% | 42% | 41% |

On a composite basis, the valuation assumes approximately 35% of the account balances leave the Fund as lump sums.

5. Compensation increased approximately 1.95% during the year ending May 31, 2010 for the closed group of 39,031 surviving actives as of May 31, 2009 and May 31, 2010, which was approximately that anticipated by the salary increase assumption.
6. The actual experience is expected to be different from that predicted during any one year period. This is a result of hiring patterns, economic conditions and other factors. However, over several years it is expected to be close to that expected, or changes may be proposed.

SECTION VIII – SENSITIVITY ANALYSIS & COMPOSITE DISCOUNT RATE

The results of the valuation are primarily dependent upon the actual rates of return on Fund assets, plan provisions and assumptions. We have shown the sensitivity in the Required Reserve to a change in certain assumptions or plan provisions as follows:

- Valuation Mortality Table: the Required Reserve would increase by about \$107.2 million if there was a one-year setback to the 1994 Group Annuity Mortality Table projected to 2005 by Scale AA.
- Interest Rates – the rate of 6.5% is used for the period after retirement. The Required Reserve would increase by about \$228.3 million if this rate was lowered to 6.0% or would decrease by about \$195.0 million if the rate was increased to 7.0%.
- Interest Credit on Participant Accounts – the interest credit is 5% for contributions prior to January 1, 1996 and 3% for contributions after December 31, 1995.

If the credit were permanently increased by .5% the Required Reserve would increase as follows:

| | | |
|--|--------------|-----------------|
| Contributions prior to January 1, 1996 | 5.0% to 5.5% | \$ 31.5 million |
| Contributions after December 31, 1995 | 3.0% to 3.5% | \$171.7 million |

If interest credits were permanently reduced by .5%, the required reserve would decrease as follows:

| | | |
|--|--------------|-----------------|
| Contributions prior to January 1, 1996 | 5.0% to 4.5% | \$ 34.0 million |
| Contributions after December 31, 1995 | 3.0% to 2.5% | \$161.2 million |

The valuation uses an annual discount rate of 5.0% prior to retirement and 6.5% after retirement. This combination produces an equivalent single discount rate of about 5.83% for the period before and after retirement.

The cost of granting an extra 1% interest credit for six months is about \$17 million.

SECTION IX – NEW YORK STATE INSURANCE DEPARTMENT

The YMCA Retirement Fund files annual reports with information required by the New York State Insurance Department. This filing contains information on assets, required reserve, and other key valuation results.

SCHEDULE A

**VALUATION BALANCE SHEET SHOWING THE
ASSETS AND LIABILITIES OF THE
YOUNG MEN'S CHRISTIAN ASSOCIATION RETIREMENT FUND
AS OF JUNE 30, 2010 AND JUNE 30, 2009**

| Valuation Date | June 30, 2010 | June 30, 2009 |
|--|----------------------|----------------------|
| Retired participants and beneficiaries – Liability for annuities in receipt | \$ 1,642,144,362 | \$ 1,505,005,154 |
| Retirement Plan Account Balances | | |
| Actives | \$ 1,874,972,027 | \$ 1,870,005,999 |
| Inactives | <u>1,097,089,334</u> | <u>1,083,824,087</u> |
| Subtotal | \$ 2,972,061,361 | \$ 2,953,830,086 |
| Tax-Deferred Savings Account Balances | | |
| Actives | \$ 334,398,251 | \$ 320,090,847 |
| Inactives | <u>99,382,346</u> | <u>89,086,503</u> |
| Subtotal | \$ 433,780,597 | \$ 409,177,350 |
| Other Liability | | |
| Actives | \$ 764,519,948 | \$ 776,463,361 |
| Inactives | <u>38,577,559</u> | <u>38,833,262</u> |
| Subtotal | \$ 803,097,507 | \$ 815,296,623 |
| Present Value of Future Contributions | \$ (912,361,014) | \$ (903,387,084) |
| Subtotal Required Reserve | \$ 4,938,722,813 | \$ 4,779,922,129 |
| Decrease in Required Reserve Due to Interest Credits Less than 3% after valuation date | \$ - | \$ (13,088,432) |
| Grand Total Required Reserve | \$ 4,938,722,813 | \$ 4,766,833,697 |
| Valuation Assets | \$ 4,115,598,269 | \$ 3,673,593,484 |
| Actuarial Surplus / (Deficit) | \$ (823,124,544) | \$ (1,093,240,213) |
| Valuation Assets as a Percent of Required Reserves | 83.33% | 77.07% |

SCHEDULE B**OUTLINE OF ACTUARIAL ASSUMPTIONS AND METHODS**

INTEREST DISCOUNT RATE: 5.0% per annum, compounded annually for the period before retirement and 6.5% per annum, compounded annually, used for the period after retirement.

SEPARATIONS FROM ACTIVE SERVICE: Representative values of the assumed annual rates of death, disability, termination from service and retirement are as follows:

| Age | Annual Rates of | | | Age | Annual Rates of | | |
|-----|-----------------|--------|------------|-----|-----------------|--------|------------|
| | Death | | Disability | | Death | | Disability |
| | Male | Female | | | Male | Female | |
| 21 | .04% | .02% | .02% | 50 | .21% | .12% | .11% |
| 25 | .06 | .02 | .02 | 55 | .36 | .21 | .23 |
| 30 | .08 | .03 | .02 | 60 | .67 | .42 | |
| 35 | .08 | .04 | .02 | 65 | 1.24 | .82 | |
| 40 | .10 | .06 | .02 | 69 | 1.86 | 1.20 | |
| 45 | .14 | .08 | .04 | | | | |

| Age | Select Termination Rates by Years of Service | | | | | | Annual Rates of Retirement | | | |
|-----|--|-----|-----|-----|--------|-----|----------------------------|------|-----|------|
| | 1 | 2 | 3 | 4 | 5 to 9 | 10+ | Age | Rate | Age | Rate |
| 21 | 40% | 35% | 33% | 30% | -- | -- | 55 | 13% | 63 | 20% |
| 25 | 32 | 31 | 28 | 25 | 23% | 17% | 56 | 10 | 64 | 30 |
| 30 | 29 | 28 | 25 | 23 | 18 | 13 | 57 | 8 | 65 | 25 |
| 35 | 24 | 23 | 22 | 19 | 15 | 8 | 58 | 9 | 66 | 20 |
| 40 | 20 | 19 | 18 | 17 | 14 | 7 | 59 | 15 | 67 | 20 |
| 45 | 19 | 18 | 17 | 15 | 13 | 6 | 60 | 17 | 68 | 20 |
| 50 | 18 | 17 | 16 | 13 | 12 | 5 | 61 | 20 | 69 | 20 |
| | | | | | | | 62 | 25 | 70 | 100 |

Note: At no time is more than one rate of termination or retirement effective.

SALARY INCREASES: Representative values of the assumed annual rates of future salary increase are as follows:

| Age | Annual Rate of Salary Increase | Age | Annual Rate of Salary Increase |
|-----|--------------------------------|-----|--------------------------------|
| 21 | 7.2% | 50 | 1.3% |
| 25 | 5.4 | 55 | 1.1 |
| 30 | 3.8 | 60 | 0.9 |
| 35 | 2.9 | 65 | 0.8 |
| 40 | 2.1 | 69 | 0.7 |
| 45 | 1.6 | | |

DEATHS AFTER RETIREMENT: The 1994 Group Annuity Mortality Table projected to 2005 by Scale AA for males and females was used for calculating reserves for the period after service retirement. A special table was used for the period after disability retirement.

RETIRED DEATH BENEFIT CONVERSION: Assumed that 25% of the retired death benefit will be paid as a lump sum settlement at death and 75% will be used to purchase an annuity at retirement.

FUTURE ADMINISTRATIVE EXPENSES: Paid from Fund earnings.

IRC SECTION 401(a)(17) COMPENSATION LIMIT: Amounts applicable as of the start of the plan year are not assumed to change in the future. The limit in effect for this actuarial valuation is \$245,000.

LUMP SUMS: 50% of participants are assumed to receive lump sum distributions of their total account balance if their Pre-2009 YMCA account balance is less than or equal to \$25,000 at termination or retirement. For participants with Pre-2009 YMCA account balances over \$25,000, 25% of participants at termination or retirement are expected to take their participant account balances as a lump sum. For contributions after July 1, 2009, the lump sum threshold changed to \$5,000 for those who are under 55 years of age and the YMCA account balance includes contributions made on behalf of the participants.

ANNUITY STARTING DATE: Of those terminating who are eligible to collect an immediate annuity and are less than age 60, it is assumed that 60% start to collect immediately, and the remaining 40% will collect at age 62. Those who are age 60 and older are assumed to start collecting an annuity immediately after termination.

DATA COLLECTION AND METHODOLOGY: Data was collected and analyzed by individual as of May 31, 2010 for all participants in the Fund. The data was then rolled forward to June 30, 2010 based on aggregate account balances and annuities in receipt on June 30, 2010.

SCHEDULE C

SUMMARY OF THE MAIN PROVISIONS OF THE RETIREMENT PLAN AS INTERPRETED FOR VALUATION PURPOSES

1 - DEFINITIONS

"Normal retirement date" is the first day of the calendar month coincident with or next following the date on which the participant attains age 60.

"Compensation" is the amount of a Participant's wages while employed at a YMCA that are subject to federal income tax withholding or wage reporting (on IRS Form W-2). Compensation also includes pre-tax salary reduction amounts contributed by the participant's YMCA to certain employee benefit plans. Compensation that may be taken into account is limited by IRS rules. For 2010, the limit is \$245,000.

"Service" means in general all service as an employee.

"Actuarial equivalent" means a benefit of equal value when computed upon the basis of such mortality tables and interest rates as shall be adopted from time to time by the Fund's Board for use under the Retirement Plan.

2 - PARTICIPATION

Effective July 1, 2006, all employees must attain age 21 and work 1,000 hours of service in each of two 12-month periods commencing on date of employment or anniversary thereof in order to participate in the Retirement Plan. Once an employee is enrolled in the Retirement Plan, they are immediately and 100% vested. An employee at a contributory participating YMCA who had attained age 60 at the time of employment and who satisfies the service requirement is eligible to elect not to participate in the Retirement Plan.

3 – ANNUITY PURCHASE RATES

For pre-1996 contributions and interest credits thereon at the normal 5.0% rate, purchase rates are based on the 1951 Group Annuity Male Mortality Table rated back 3 years at an interest rate of 8.0%. For post-1995 contributions, interest credits for pre-1996 contributions above the normal 5.0% rate, for calculating disability retirement allowances and for funds rolled over after March 1, 2003 and held by the Fund for 10 or more years, purchase rates are based on the 1995 Buck Mortality Table weighted 50% male/50% female at an interest rate of 7.0%. For funds rolled over after March 1, 2003 and held by the Fund for less than 10 years, an interest rate of 5.0% is used instead of 7.0% in the determination of purchase rates.

4- ACCOUNT BALANCES

Accounts are credited with interest credits as determined by the Fund's Board. Fund documentation prescribes that interest credits be at a level of 5.0% for contributions deposited prior to January 1, 1996. Beginning January 1, 2004, the Fund's Board has set forth an interest credit goal of 3.0% for all contributions deposited after December 31, 1995.

Accounts under the Tax-Deferred Savings Plan are provided with similar interest credits based on the date of contribution.

5 - BENEFITS

Normal Retirement Allowance

| | |
|--------------------------|---|
| Conditions for Allowance | A participant may retire upon reaching normal retirement date. |
| Amount of Allowance | The normal retirement allowance is a life annuity, which is the actuarial equivalent of the sum of the participant's accounts annuitized in accordance with the annuity purchase rates described in Section 3 on the effective date of the allowance. |

Early Retirement Allowance

| | |
|--------------------------|--|
| Conditions for Allowance | Age 55. |
| Amount of Allowance | The early retirement allowance is an annuity, which is the actuarial equivalent of the sum of the participant's accounts on the effective date of the allowance. |

Deferred Vested Retirement Allowance

| | |
|--------------------------|--|
| Conditions for Allowance | Effective July 1, 2006, immediate vesting applies for all new participants with two years of service for participation requirement. |
| Amount of Allowance | The deferred vested retirement allowance is an annuity which is the actuarial equivalent of the sum of the participant's accounts on the effective date of the allowance, which is at any time on or after age 55. |

Forfeitures

An individual's non-vested YMCA account that has exceeded the six-year transition period. The principal amount of this account is returned to YMCAs as credits to be used to pay future contributions.

Disability Retirement Allowance

| | |
|--------------------------|---|
| Conditions for Allowance | 5 years of participation and total and permanent disability prior to reaching age 60. |
| Amount of Allowance | The disability retirement allowance consists of: <ul style="list-style-type: none"> • A participant annuity which is the actuarial equivalent of the participant's accumulated regular and additional payments on the effective date of the allowance; and |

- A YMCA annuity which, together with the portion of the participant annuity attributable to regular participant payments, is sufficient to produce a benefit equal to the amount of his normal retirement allowance attributable to regular participant and regular YMCA payments to which the participant would have been entitled had service been continued to age 60, as if such regular payments had been made on the basis of average compensation for the five years of participation next prior to the effective date of the disability allowance and credited with interest at a rate of 3% per annum; and
- A YMCA annuity which is the actuarial equivalent of the participant's additional YMCA payments on the effective date of the allowance.

Pre-Retirement Death Benefits

Condition for Benefit

Upon the death of a participant before retirement while in YMCA employment.

Amount of Benefit

The benefit, which is paid in a lump sum to the beneficiary designated or to the participant's estate, consists of: the balance in the Retirement Plan basic accounts but not less than \$10,000 plus any other account balance.

In lieu of the above death benefit payable to the beneficiary of a deceased participant, the beneficiary may elect to convert the participant's accounts, in whole or in part, into a single life annuity which is the actuarial equivalent of the account balance.

Normal Form of Benefit

- Married participant - 50% joint and survivor annuity.
- Single participant - Single life annuity.

Optional Forms of Benefit

Subject to spousal consent, if applicable:

- Single life annuity.
- Principal guaranteed life annuity
- Joint and survivor annuity.
- For contributions made prior to July 1, 2009, a lump sum settlement if the participant's YMCA basic account is less than or equal to \$25,000 at time of termination. For contributions made after July 1, 2009, a lump sum settlement if the participant's YMCA basic account including YMCA contributions on behalf of participants, is less than or equal to \$25,000 at time of request for those over 55 years of age, and \$5,000 at time of request for those under 55 years of age.

Retired Death Benefit

Upon the death of a retired participant, the designated beneficiary or estate is paid an amount equal to the annual amount of the retirement allowance without optional modification, exclusive of any part thereof attributable to additional participant or YMCA payments, and reduced by any amounts paid while living, as described below.

A participant may elect, at the time an application is made for any retirement benefit, to convert up to 90% of the retired death benefit described above in the form of a permanent increase to his/her annuity.

Any beneficiary may elect to receive the aforesaid lump sum death benefit otherwise payable as a life annuity of equivalent actuarial value provided such lump sum is greater than \$5,000 at the time of death of the retired participant.

Lump Sum Distribution of Participant Payments

A participant who severs employment may elect to receive, in a lump sum, the accumulated regular and additional participant payments. At retirement, a participant can receive a lump sum distribution in lieu of an immediate or deferred participant annuity.

6 - CONTRIBUTIONS**Participant Accounts**

Contribution rates are 0% to 5% of compensation as specified in an agreement made by the participating YMCA and the Fund's Board. Participant paid contributions are on an after-tax basis. Contributions are to be continued as long as the participant is in active service.

A participant may elect to contribute additional amounts either pre-tax or post-tax to provide additional annuity benefits.

YMCA Accounts

The rates are 5% to 12% of compensation. The contributions are made on a pre-tax basis by the YMCA.

Maximum Annual Addition

The maximum annual addition on behalf of a participant is not to exceed the lesser of (i) \$49,000 (adjusted for increases in the cost of living in accordance with IRS regulations), or (ii) 100% of compensation, where annual addition means the sum of all payments during any calendar year. Additional contributions may be allowed under IRS regulations.

**SCHEDULE D
TABLE 1A**

**Distribution of Active Participants by Fifth Age and Service Groupings
with Number, Annual Compensation, and Average Annual Compensation
as of May 31, 2010**

| Age | Years of Vesting Service | | | | | | | Total | Percentage of Total | |
|---|--------------------------|----------------|----------------|----------------|---------------|---------------|---------------|------------------|---------------------|------------|
| | 0 to 5 | 6 to 10 | 11 to 15 | 16 to 20 | 21 to 25 | 26 to 30 | 31+ | | Individual | Cumulative |
| 21 to 25 | 4,783 | 555 | | | | | | 5,338 | 10.85% | 10.85% |
| | \$ 66,080,470 | \$ 10,547,275 | | | | | | \$ 76,627,746 | 5.58% | 5.58% |
| | \$ 13,816 | \$ 19,004 | | | | | | \$ 14,355 | | |
| 26 to 30 | 4,629 | 2,598 | 232 | 2 | | | | 7,461 | 15.16% | 26.01% |
| | \$ 101,571,588 | \$ 59,086,626 | \$ 5,844,316 | \$ 79,935 | | | | \$ 166,582,465 | 12.12% | 17.70% |
| | \$ 21,942 | \$ 22,743 | \$ 25,191 | \$ 39,967 | | | | \$ 22,327 | | |
| 31 to 35 | 2,391 | 2,108 | 995 | 99 | 1 | | | 5,594 | 11.37% | 37.37% |
| | \$ 58,062,345 | \$ 59,308,967 | \$ 30,908,863 | \$ 3,160,442 | \$ 49,031 | | | \$ 151,489,647 | 11.02% | 28.72% |
| | \$ 24,284 | \$ 28,135 | \$ 31,064 | \$ 31,924 | \$ 49,031 | | | \$ 27,081 | | |
| 36 to 40 | 2,077 | 1,673 | 1,243 | 507 | 46 | | | 5,546 | 11.27% | 48.64% |
| | \$ 51,912,957 | \$ 48,113,536 | \$ 44,168,512 | \$ 21,359,090 | \$ 1,912,608 | | | \$ 167,466,703 | 12.19% | 40.91% |
| | \$ 24,994 | \$ 28,759 | \$ 35,534 | \$ 42,128 | \$ 41,578 | | | \$ 30,196 | | |
| 41 to 45 | 1,889 | 1,624 | 988 | 738 | 208 | 16 | 1 | 5,464 | 11.10% | 59.74% |
| | \$ 47,576,765 | \$ 45,237,708 | \$ 33,664,619 | \$ 35,734,444 | \$ 10,920,715 | \$ 678,485 | 67,915 | \$ 173,880,652 | 12.65% | 53.56% |
| | \$ 25,186 | \$ 27,856 | \$ 34,074 | \$ 48,421 | \$ 52,503 | \$ 42,405 | \$ 67,915 | \$ 31,823 | | |
| 46 to 50 | 1,845 | 1,568 | 1,108 | 703 | 485 | 132 | 8 | 5,849 | 11.88% | 71.63% |
| | \$ 47,054,510 | \$ 43,086,363 | \$ 33,659,928 | \$ 28,921,637 | \$ 30,075,486 | \$ 8,785,221 | 265,640 | \$ 191,848,785 | 13.96% | 67.52% |
| | \$ 25,504 | \$ 27,479 | \$ 30,379 | \$ 41,140 | \$ 62,011 | \$ 66,555 | 37,949 | \$ 32,800 | | |
| 51 to 55 | 1,509 | 1,337 | 1,048 | 752 | 431 | 318 | 84 | 5,479 | 11.13% | 82.76% |
| | \$ 38,596,309 | \$ 35,780,658 | \$ 32,170,991 | \$ 26,854,182 | \$ 22,740,940 | \$ 25,602,197 | \$ 7,104,150 | \$ 188,849,426 | 13.74% | 81.26% |
| | \$ 25,577 | \$ 26,762 | \$ 30,698 | \$ 35,710 | \$ 52,763 | \$ 80,510 | \$ 84,573 | \$ 34,468 | | |
| 56 to 60 | 1,105 | 1,023 | 752 | 578 | 346 | 182 | 209 | 4,195 | 8.52% | 91.28% |
| | \$ 26,939,691 | \$ 28,537,080 | \$ 22,474,559 | \$ 18,602,641 | \$ 15,939,661 | 13,114,273 | 22,230,058 | \$ 147,837,961 | 10.76% | 92.02% |
| | \$ 24,380 | \$ 27,895 | \$ 29,886 | \$ 32,184 | \$ 46,068 | 72,056 | 106,364 | \$ 35,241 | | |
| 61 to 65 | 662 | 715 | 387 | 327 | 162 | 104 | 121 | 2,478 | 5.03% | 96.32% |
| | \$ 15,149,143 | \$ 18,888,785 | \$ 10,381,009 | \$ 10,453,748 | \$ 6,761,334 | \$ 5,648,000 | 10,992,539 | \$ 78,274,559 | 5.70% | 97.72% |
| | \$ 22,884 | \$ 26,418 | \$ 26,824 | \$ 31,969 | \$ 41,737 | \$ 54,308 | 90,847 | \$ 31,588 | | |
| 66 to 70 | 291 | 299 | 141 | 136 | 75 | 42 | 31 | 1,015 | 2.06% | 98.38% |
| | \$ 4,163,081 | \$ 5,035,105 | \$ 3,063,485 | \$ 3,110,246 | \$ 1,640,355 | \$ 1,233,191 | 1,497,128 | \$ 19,742,592 | 1.44% | 99.16% |
| | \$ 14,306 | \$ 16,840 | \$ 21,727 | \$ 22,869 | \$ 21,871 | \$ 29,362 | 48,294 | \$ 19,451 | | |
| 71+ | 153 | 229 | 160 | 109 | 58 | 22 | 66 | 797 | 1.62% | 100.00% |
| | \$ 1,814,446 | \$ 3,007,590 | \$ 2,680,123 | \$ 1,680,007 | \$ 931,383 | \$ 357,489 | \$ 1,276,712 | \$ 11,747,751 | 0.85% | 100.00% |
| | \$ 11,859 | \$ 13,134 | \$ 16,751 | \$ 15,413 | \$ 16,058 | \$ 16,250 | \$ 19,344 | \$ 14,740 | | |
| Total | 21,334 | 13,729 | 7,054 | 3,951 | 1,812 | 816 | 520 | 49,216 | 100.00% | 100.00% |
| | \$ 458,921,305 | \$ 356,629,694 | \$ 219,016,406 | \$ 149,956,371 | \$ 90,971,512 | \$ 55,418,856 | \$ 43,434,142 | \$ 1,374,348,287 | 100.00% | 100.00% |
| | \$ 21,511 | \$ 25,976 | \$ 31,049 | \$ 37,954 | \$ 50,205 | \$ 67,915 | \$ 83,527 | \$ 27,925 | | |
| Percentage of Total Count | | | | | | | | | | |
| Individual | 43.35% | 27.90% | 14.33% | 8.03% | 3.68% | 1.66% | 1.06% | 100.00% | | |
| Cumulative | 43.35% | 71.25% | 85.58% | 93.61% | 97.29% | 98.95% | 100.00% | | | |
| Percentage of Total Compensation | | | | | | | | | | |
| Individual | 33.39% | 25.95% | 15.94% | 10.91% | 6.62% | 4.03% | 3.16% | 100.00% | | |
| Cumulative | 33.39% | 59.34% | 75.28% | 86.19% | 92.81% | 96.84% | 100.00% | 100.00% | | |

TABLE 1B

**Distribution of Active Participants by Fifth Age and Service Groupings
with Number, Retirement Plan Account Balance, and Average Account Balance
as of May 31, 2010**

| Age | Years of Vesting Service | | | | | | | Total | Percentage of Total | |
|--|--------------------------|----------------|----------------|----------------|----------------|----------------|----------------|------------------|---------------------|------------|
| | 0 to 5 | 6 to 10 | 11 to 15 | 16 to 20 | 21 to 25 | 26 to 30 | 31+ | | Individual | Cumulative |
| 21 to 25 | 4,783 | 555 | | | | | | 5,338 | 10.85% | 10.85% |
| | \$ 9,466,985 | \$ 3,218,346 | | | | | | \$ 12,685,331 | 0.68% | 0.68% |
| | \$ 1,979 | \$ 5,799 | | | | | | \$ 2,376 | | |
| 26 to 30 | 4,629 | 2,598 | 232 | 2 | | | | 7,461 | 15.16% | 26.01% |
| | \$ 21,827,672 | \$ 33,696,156 | \$ 4,818,345 | \$ 81,810 | | | | \$ 60,423,983 | 3.23% | 3.91% |
| | \$ 4,715 | \$ 12,970 | \$ 20,769 | \$ 40,905 | | | | \$ 8,099 | | |
| 31 to 35 | 2,391 | 2,108 | 995 | 99 | 1 | | | 5,594 | 11.37% | 37.37% |
| | \$ 12,696,805 | \$ 46,311,706 | \$ 36,731,249 | \$ 4,299,884 | 57,525 | | | \$ 100,097,169 | 5.35% | 9.25% |
| | \$ 5,310 | \$ 21,969 | \$ 36,916 | \$ 43,433 | 57,525 | | | \$ 17,894 | | |
| 36 to 40 | 2,077 | 1,673 | 1,243 | 507 | 46 | | | 5,546 | 11.27% | 48.64% |
| | \$ 11,479,952 | \$ 38,158,760 | \$ 62,461,464 | \$ 39,214,220 | \$ 4,125,353 | | | \$ 155,439,749 | 8.30% | 17.56% |
| | \$ 5,527 | \$ 22,809 | \$ 50,251 | \$ 77,346 | \$ 89,682 | | | \$ 28,027 | | |
| 41 to 45 | 1,889 | 1,624 | 988 | 738 | 208 | 16 | 1 | 5,464 | 11.10% | 59.74% |
| | \$ 10,247,800 | \$ 35,657,008 | \$ 48,746,269 | \$ 78,122,745 | \$ 29,835,440 | \$ 2,395,605 | 188,961 | \$ 205,193,827 | 10.96% | 28.52% |
| | \$ 5,425 | \$ 21,956 | \$ 49,338 | \$ 105,857 | \$ 143,440 | \$ 149,725 | 188,961 | \$ 37,554 | | |
| 46 to 50 | 1,845 | 1,568 | 1,108 | 703 | 485 | 132 | 8 | 5,849 | 11.88% | 71.63% |
| | \$ 10,764,605 | \$ 35,656,268 | \$ 47,828,889 | \$ 64,897,494 | \$ 104,317,724 | \$ 37,662,109 | 1,631,767 | \$ 302,758,856 | 16.17% | 44.69% |
| | \$ 5,834 | \$ 22,740 | \$ 43,167 | \$ 92,315 | \$ 215,088 | \$ 285,319 | 233,110 | \$ 51,762 | | |
| 51 to 55 | 1,509 | 1,337 | 1,048 | 752 | 431 | 318 | 84 | 5,479 | 11.13% | 82.76% |
| | \$ 8,836,300 | \$ 29,487,745 | \$ 48,592,036 | \$ 62,503,210 | \$ 80,648,559 | \$ 121,584,944 | \$ 44,648,937 | \$ 396,301,732 | 21.17% | 65.86% |
| | \$ 5,856 | \$ 22,055 | \$ 46,366 | \$ 83,116 | \$ 187,120 | \$ 382,343 | \$ 531,535 | \$ 72,331 | | |
| 56 to 60 | 1,105 | 1,023 | 752 | 578 | 346 | 182 | 209 | 4,195 | 8.52% | 91.28% |
| | \$ 6,697,584 | \$ 24,030,757 | \$ 35,859,757 | \$ 47,348,073 | \$ 57,756,633 | \$ 63,271,376 | \$ 150,504,880 | \$ 385,469,061 | 20.59% | 86.45% |
| | \$ 6,061 | \$ 23,490 | \$ 47,686 | \$ 81,917 | \$ 166,927 | \$ 347,645 | \$ 720,119 | \$ 91,888 | | |
| 61 to 65 | 662 | 715 | 387 | 327 | 162 | 104 | 121 | 2,478 | 5.03% | 96.32% |
| | \$ 3,813,145 | \$ 16,707,303 | \$ 17,045,686 | \$ 29,464,866 | \$ 23,369,838 | \$ 27,096,316 | \$ 75,531,747 | \$ 193,028,901 | 10.31% | 96.76% |
| | \$ 5,760 | \$ 23,367 | \$ 44,046 | \$ 90,107 | \$ 144,258 | \$ 260,542 | \$ 624,229 | \$ 77,897 | | |
| 66 to 70 | 291 | 299 | 141 | 136 | 75 | 42 | 31 | 1,015 | 2.06% | 98.38% |
| | \$ 1,096,123 | \$ 4,332,889 | \$ 5,248,933 | \$ 8,754,751 | \$ 5,023,636 | \$ 5,514,417 | \$ 12,614,651 | \$ 42,585,398 | 2.27% | 99.04% |
| | \$ 3,767 | \$ 14,491 | \$ 37,226 | \$ 64,373 | \$ 66,982 | \$ 131,296 | \$ 406,924 | \$ 41,956 | | |
| 71+ | 153 | 229 | 160 | 109 | 58 | 22 | 66 | 797 | 1.62% | 100.00% |
| | \$ 459,607 | \$ 2,574,432 | \$ 4,318,150 | \$ 3,910,530 | \$ 2,183,514 | \$ 802,125 | \$ 3,811,985 | \$ 18,060,343 | 0.96% | 100.00% |
| | \$ 3,004 | \$ 11,242 | \$ 26,988 | \$ 35,876 | \$ 37,647 | \$ 36,460 | \$ 57,757 | \$ 22,660 | | |
| Total | 21,334 | 13,729 | 7,054 | 3,951 | 1,812 | 816 | 520 | 49,216 | 100.00% | 100.00% |
| | \$ 97,386,579 | \$ 269,831,370 | \$ 311,650,777 | \$ 338,597,581 | \$ 307,318,224 | \$ 258,326,893 | \$ 288,932,928 | \$ 1,872,044,351 | 100.00% | 100.00% |
| | \$ 4,565 | \$ 19,654 | \$ 44,181 | \$ 85,699 | \$ 169,602 | \$ 316,577 | \$ 555,640 | \$ 38,234 | | |
| Percentage of Total Count | | | | | | | | | | |
| Individual | 43.35% | 27.90% | 14.33% | 8.03% | 3.68% | 1.66% | 1.06% | 100.00% | | |
| Cumulative | 43.35% | 71.25% | 85.58% | 93.61% | 97.29% | 98.95% | 100.01% | 100.00% | | |
| Percentage of Total Account Balance | | | | | | | | | | |
| Individual | 5.20% | 14.41% | 16.65% | 18.09% | 16.42% | 13.80% | 15.43% | 100.00% | | |
| Cumulative | 5.20% | 19.61% | 36.26% | 54.35% | 70.77% | 84.57% | 100.00% | 100.00% | | |

TABLE 1C

**Distribution of Active Participants by Fifth Age and Service Groupings
with Number, Tax-Deferred Savings Plan Account Balance, and Average Account Balance
as of May 31, 2010**

| Age | Years of Vesting Service | | | | | | | Total | Percentage of Total | |
|--|--------------------------|---------------|---------------|---------------|---------------|---------------|---------------|----------------|---------------------|------------|
| | 0 to 5 | 6 to 10 | 11 to 15 | 16 to 20 | 21 to 25 | 26 to 30 | 31+ | | Individual | Cumulative |
| <21 | 133 | | | | | | | 133 | 0.81% | 0.81% |
| | \$ 42,456 | | | | | | | \$ 42,456 | 0.01% | 0.01% |
| | \$ 319 | | | | | | | \$ 319 | | |
| 21 to 25 | 774 | 64 | | | | | | 838 | 5.09% | 5.90% |
| | \$ 814,291 | \$ 77,496 | | | | | | \$ 891,787 | 0.27% | 0.29% |
| | \$ 1,052 | \$ 1,211 | | | | | | \$ 1,064 | | |
| 26 to 30 | 1,304 | 470 | 47 | 1 | | | | 1,822 | 11.06% | 16.96% |
| | \$ 3,348,387 | \$ 1,767,200 | \$ 139,088 | \$ 6,679 | | | | \$ 5,261,354 | 1.62% | 1.90% |
| | \$ 2,568 | \$ 3,760 | \$ 2,959 | \$ 6,679 | | | | \$ 2,888 | | |
| 31 to 35 | 820 | 608 | 313 | 40 | | | | 1,781 | 10.81% | 27.77% |
| | \$ 3,547,682 | \$ 4,667,985 | \$ 2,112,386 | \$ 520,926 | | | | \$ 10,848,979 | 3.33% | 5.24% |
| | \$ 4,326 | \$ 7,678 | \$ 6,749 | \$ 13,023 | | | | \$ 6,092 | | |
| 36 to 40 | 806 | 506 | 455 | 211 | 20 | | | 1,998 | 12.13% | 39.91% |
| | \$ 4,190,273 | \$ 4,593,753 | \$ 5,800,145 | \$ 3,412,505 | \$ 368,883 | | | \$ 18,365,560 | 5.64% | 10.88% |
| | \$ 5,199 | \$ 9,079 | \$ 12,748 | \$ 16,173 | \$ 18,444 | | | \$ 9,192 | | |
| 41 to 45 | 764 | 453 | 355 | 342 | 107 | 3 | 1 | 2,025 | 12.30% | 52.20% |
| | \$ 5,039,608 | \$ 5,212,191 | \$ 6,286,665 | \$ 7,836,703 | \$ 3,322,331 | \$ 3,369 | 16,097 | \$ 27,716,963 | 8.52% | 19.40% |
| | \$ 6,596 | \$ 11,506 | \$ 17,709 | \$ 22,914 | \$ 31,050 | \$ 1,123 | 16,097 | \$ 13,687 | | |
| 46 to 50 | 666 | 511 | 406 | 317 | 288 | 80 | 4 | 2,272 | 13.80% | 66.00% |
| | \$ 6,856,204 | \$ 8,362,935 | \$ 8,378,516 | \$ 9,838,387 | \$ 13,679,678 | \$ 4,551,781 | \$ 59,660 | \$ 51,727,160 | 15.89% | 35.29% |
| | \$ 10,295 | \$ 16,366 | \$ 20,637 | \$ 31,036 | \$ 47,499 | \$ 56,897 | \$ 14,915 | \$ 22,767 | | |
| 51 to 55 | 605 | 445 | 368 | 344 | 250 | 197 | 57 | 2,266 | 13.76% | 79.76% |
| | \$ 7,492,894 | \$ 9,705,628 | \$ 8,923,347 | \$ 10,792,268 | \$ 13,145,091 | \$ 14,199,361 | \$ 4,329,936 | \$ 68,588,525 | 21.07% | 56.36% |
| | \$ 12,385 | \$ 21,810 | \$ 24,248 | \$ 31,373 | \$ 52,580 | \$ 72,078 | \$ 75,964 | \$ 30,269 | | |
| 56 to 60 | 468 | 362 | 287 | 276 | 182 | 132 | 153 | 1,860 | 11.29% | 91.05% |
| | \$ 4,374,199 | \$ 11,970,203 | \$ 9,255,244 | \$ 9,913,433 | \$ 13,050,547 | \$ 12,794,979 | \$ 18,955,150 | \$ 80,313,755 | 24.68% | 81.04% |
| | \$ 9,347 | \$ 33,067 | \$ 32,248 | \$ 35,918 | \$ 71,706 | \$ 96,932 | \$ 123,890 | \$ 43,179 | | |
| 61 to 65 | 226 | 252 | 146 | 133 | 93 | 61 | 73 | 984 | 5.97% | 97.02% |
| | \$ 3,710,501 | \$ 7,233,538 | \$ 5,343,315 | \$ 6,830,618 | \$ 5,300,328 | \$ 5,562,211 | \$ 12,264,978 | \$ 46,245,488 | 14.21% | 95.25% |
| | \$ 16,418 | \$ 28,705 | \$ 36,598 | \$ 51,358 | \$ 56,993 | \$ 91,184 | \$ 168,013 | \$ 46,997 | | |
| 66 to 70 | 66 | 87 | 39 | 49 | 26 | 20 | 13 | 300 | 1.82% | 98.85% |
| | \$ 1,058,231 | \$ 2,209,133 | \$ 1,793,434 | \$ 2,453,010 | \$ 1,448,417 | \$ 1,428,570 | \$ 1,301,636 | \$ 11,692,431 | 3.59% | 98.84% |
| | \$ 16,034 | \$ 25,392 | \$ 45,985 | \$ 50,061 | \$ 55,708 | \$ 71,429 | \$ 100,126 | \$ 38,975 | | |
| 71+ | 36 | 57 | 42 | 22 | 15 | 5 | 13 | 190 | 1.15% | 100.00% |
| | \$ 75,884 | \$ 778,501 | \$ 1,349,898 | \$ 383,342 | \$ 469,391 | \$ 89,504 | \$ 635,727 | \$ 3,782,247 | 1.16% | 100.00% |
| | \$ 2,108 | \$ 13,658 | \$ 32,140 | \$ 17,425 | \$ 31,293 | \$ 17,901 | \$ 48,902 | \$ 19,907 | | |
| Total | 6,668 | 3,815 | 2,458 | 1,735 | 981 | 498 | 314 | 16,469 | 100.00% | 100.00% |
| | \$ 40,550,610 | \$ 56,578,562 | \$ 49,382,037 | \$ 51,987,872 | \$ 50,784,666 | \$ 38,629,774 | \$ 37,563,184 | \$ 325,476,706 | 100.00% | 100.00% |
| | \$ 6,081 | \$ 14,831 | \$ 20,090 | \$ 29,964 | \$ 51,768 | \$ 77,570 | \$ 119,628 | \$ 19,763 | | |
| Percentage of Total Count | | | | | | | | | | |
| Individual | 40.49% | 23.16% | 14.93% | 10.53% | 5.96% | 3.02% | 1.91% | 100.00% | | |
| Cumulative | 40.49% | 63.65% | 78.58% | 89.11% | 95.07% | 98.09% | 100.00% | 100.00% | | |
| Percentage of Total Account Balance | | | | | | | | | | |
| Individual | 12.46% | 17.38% | 15.17% | 15.97% | 15.60% | 11.87% | 11.54% | 100.00% | | |
| Cumulative | 12.46% | 29.84% | 45.01% | 60.98% | 76.58% | 88.45% | 100.00% | 100.00% | | |

Account balances shown do not include Tax-Deferred Loans Receivable.

TABLE 2A

**Distribution of Inactive Participants by Fifth Age Groupings
with Number, Account Balance, and Average Account Balance
as of May 31, 2010**

| Age | Retirement Plan | | | Tax-Deferred Savings Plan | | |
|-----------------|-----------------|-------------------|-----------|---------------------------|-----------------|-----------|
| | Number | Account Balance * | Average | Number | Account Balance | Average |
| 20 to 24 | 514 | \$ 651,940 | \$ 1,268 | 24 | \$ 15,049 | \$ 627 |
| 25 to 29 | 1,859 | 10,930,234 | 5,880 | 224 | 670,108 | 2,992 |
| 30 to 34 | 2,430 | 33,949,256 | 13,971 | 413 | 2,594,612 | 6,282 |
| 35 to 39 | 2,648 | 63,483,241 | 23,974 | 502 | 4,781,923 | 9,526 |
| 40 to 44 | 3,033 | 107,410,103 | 35,414 | 529 | 8,443,294 | 15,961 |
| 45 to 49 | 3,566 | 175,883,200 | 49,322 | 609 | 11,746,760 | 19,289 |
| 50 to 54 | 3,760 | 259,735,742 | 69,079 | 686 | 21,973,377 | 32,031 |
| 55 to 59 | 3,052 | 232,839,950 | 76,291 | 604 | 21,250,837 | 35,184 |
| 60 to 64 | 1,809 | 133,607,541 | 73,857 | 404 | 18,134,262 | 44,887 |
| 65 to 69 | 605 | 32,137,398 | 53,120 | 146 | 6,727,337 | 46,078 |
| 70 to 74 | 129 | 3,378,263 | 26,188 | 29 | 721,685 | 24,886 |
| 75+ | 42 | 419,975 | 9,999 | 8 | 83,075 | 10,384 |
| Total | 23,447 | \$ 1,054,426,842 | \$ 44,971 | 4,178 | \$ 97,142,319 | \$ 23,251 |

Range of Account Balance

| | | | | | | |
|-------------------------|--------|------------------|-----------|-------|---------------|-----------|
| 0 - 5,000 | 2,944 | \$ 4,476,347 | \$ 1,520 | 1,652 | \$ 3,356,360 | \$ 2,032 |
| 5,000 - 10,000 | 3,360 | 25,959,153 | 7,726 | 764 | 5,497,468 | 7,196 |
| 10,000 - 20,000 | 4,648 | 66,559,761 | 14,320 | 634 | 9,117,308 | 14,381 |
| 20,000 - 50,000 | 6,584 | 218,005,884 | 33,111 | 650 | 20,254,399 | 31,161 |
| 50,000 - 100,000 | 3,523 | 244,040,350 | 69,271 | 278 | 19,168,556 | 68,952 |
| 100,000 + | 2,388 | 495,385,347 | 207,448 | 200 | 38,976,163 | 194,881 |
| Total | 23,447 | \$ 1,054,426,842 | \$ 44,971 | 4,178 | \$ 96,370,254 | \$ 23,066 |

* Account balances shown do not include forfeitures and death benefits not yet paid.

TABLE 2B

**Distribution of QDRO Participants by Fifth Age Groupings
with Number, Account Balance, and Average Account Balance
as of May 31, 2010**

| Age | Retirement Plan | | | Tax-Deferred Savings Plan | | |
|--------------|-----------------|-------------------|-----------|---------------------------|-----------------|-----------|
| | Number | Account Balance * | Average | Number | Account Balance | Average |
| <20 | 2.00 | 54,100 | 27,050 | | | |
| 20 to 24 | | | | | | |
| 25 to 29 | | | | | | |
| 30 to 34 | 6 | 140,800 | 23,467 | 2 | 3,589 | 1,794 |
| 35 to 39 | 15 | 456,055 | 30,404 | 1 | 21,305 | 21,305 |
| 40 to 44 | 20 | 817,972 | 40,899 | 4 | 7,135 | 1,784 |
| 45 to 49 | 36 | 2,435,117 | 67,642 | 6 | 263,733 | 43,955 |
| 50 to 54 | 54 | 4,697,547 | 86,992 | 13 | 478,944 | 36,842 |
| 55 to 59 | 39 | 6,187,876 | 158,663 | 7 | 420,280 | 60,040 |
| 60 to 64 | 29 | 4,824,533 | 166,363 | 5 | 126,218 | 25,244 |
| 65 to 69 | 3 | 419,457 | 139,819 | | | |
| 70 to 74 | 1 | 291,458 | 291,458 | | | |
| 75+ | | | | | | |
| Total | 205 | \$ 20,324,916 | \$ 99,146 | 38 | \$ 1,321,205 | \$ 34,769 |

Range of Account Balance

| | | | | | | |
|-------------------------|-----|---------------|-----------|----|--------------|-----------|
| 0 - 5,000 | 1 | \$ 3,783 | \$ 3,783 | 14 | \$ 25,155 | \$ 1,797 |
| 5,000 - 10,000 | 7 | 50,110 | 7,159 | 4 | 30,350 | 7,588 |
| 10,000 - 20,000 | 26 | 401,173 | 15,430 | 4 | 46,830 | 11,707 |
| 20,000 - 50,000 | 66 | 2,237,243 | 33,898 | 12 | 366,887 | 30,574 |
| 50,000 - 100,000 | 37 | 2,663,346 | 71,982 | | | |
| 100,000 + | 68 | 14,969,260 | 220,136 | 4 | 851,982 | 212,996 |
| Total | 205 | \$ 20,324,916 | \$ 99,146 | 38 | \$ 1,321,205 | \$ 34,769 |

* Account balances shown do not include forfeitures and death benefits not yet paid.

TABLE 3A

**Distribution by Age of the Number,
Annual Retirement Allowance, and Average Annual Retirement Allowance
of Retired Participants
as of May 31, 2010**

| Age | Age Retirement | | | | Disability Retirement | | | |
|--------------------|----------------|---------------|-----------|---------------|-----------------------|--------------|-----------|---------------|
| | Number | Allowance | Average | Death Benefit | Number | Allowance | Average | Death Benefit |
| 35 to 39 | | | | | | | | |
| 40 to 44 | | | | | 2 | 44,382 | 22,191 | 4,307 |
| 45 to 49 | 1 | \$1,963 | \$1,963 | \$183 | 10 | 226,754 | 22,675 | 59,031 |
| 50 to 54 | | | | | 9 | 181,957 | 20,217 | 33,006 |
| 55 to 59 | 524 | 11,258,268 | 21,485 | 2,003,763 | 17 | 368,993 | 21,705 | 92,737 |
| 60 to 64 | 1,482 | 30,284,062 | 20,435 | 5,192,362 | 26 | 332,603 | 12,792 | 161,347 |
| 65 to 69 | 2,020 | 35,762,494 | 17,704 | 7,146,337 | 20 | 322,381 | 16,119 | 162,135 |
| 70 to 74 | 1,877 | 27,436,442 | 14,617 | 5,986,989 | 12 | 242,817 | 20,235 | 26,560 |
| 75 to 79 | 1,403 | 19,125,789 | 13,632 | 3,991,429 | 9 | 82,570 | 9,174 | 25,311 |
| 80 to 84 | 1,006 | 14,003,943 | 13,920 | 3,643,397 | 6 | 51,575 | 8,596 | 9,923 |
| 85 to 89 | 497 | 5,763,370 | 11,596 | 1,511,859 | | | | |
| 90 to 94 | 177 | 1,456,227 | 8,227 | 370,081 | 1 | 7,475 | 7,475 | 221 |
| 95 to 99 | 57 | 425,658 | 7,468 | 111,245 | | | | |
| 100+ | 5 | 41,184 | 8,237 | 4,993 | | | | |
| Total | 9,049 | \$145,559,400 | \$ 16,086 | \$ 29,962,639 | 112 | \$ 1,861,507 | \$ 16,621 | \$ 574,578 |
| Option | | | | | | | | |
| Single Life | 5,136 | \$ 49,677,974 | \$ 9,673 | | 86 | \$ 1,182,048 | \$ 13,745 | |
| J & S | 3,913 | \$ 95,881,426 | \$ 24,503 | | 26 | \$ 679,459 | \$ 26,133 | |

TABLE 3B

**Distribution by Age of the Number, Annual Retirement Allowance,
and Average Annual Retirement Allowance of Beneficiaries
of Deceased Participants under survivor option or who have elected
to receive the Death Benefit in the form of an Annuity and those entitled
to a benefit under a QDRO as of May 31, 2010**

| Age | Number | Allowance | Average |
|-----------------|---------------|------------------|----------------|
| to 19 | 1 | \$ 1,144 | \$ 1,144 |
| 20 to 24 | 4 | 5,257 | 1,314 |
| 25 to 29 | 9 | 35,958 | 3,995 |
| 30 to 34 | 9 | 15,711 | 1,746 |
| 35 to 39 | 21 | 76,241 | 3,631 |
| 40 to 44 | 14 | 76,173 | 5,441 |
| 45 to 49 | 30 | 164,508 | 5,484 |
| 50 to 54 | 41 | 258,557 | 6,306 |
| 55 to 59 | 81 | 756,184 | 9,336 |
| 60 to 64 | 109 | 1,290,783 | 11,842 |
| 65 to 69 | 131 | 1,669,188 | 12,742 |
| 70 to 74 | 150 | 1,958,781 | 13,059 |
| 75 to 79 | 155 | 1,886,797 | 12,173 |
| 80 to 84 | 202 | 2,614,032 | 12,941 |
| 85 to 89 | 161 | 2,008,298 | 12,474 |
| 90 to 94 | 102 | 873,304 | 8,562 |
| 95 to 99 | 40 | 312,580 | 7,815 |
| 100+ | 10 | 68,000 | 6,800 |
| Total | 1,270 | \$ 14,071,496 | \$ 11,080 |

SCHEDULE E

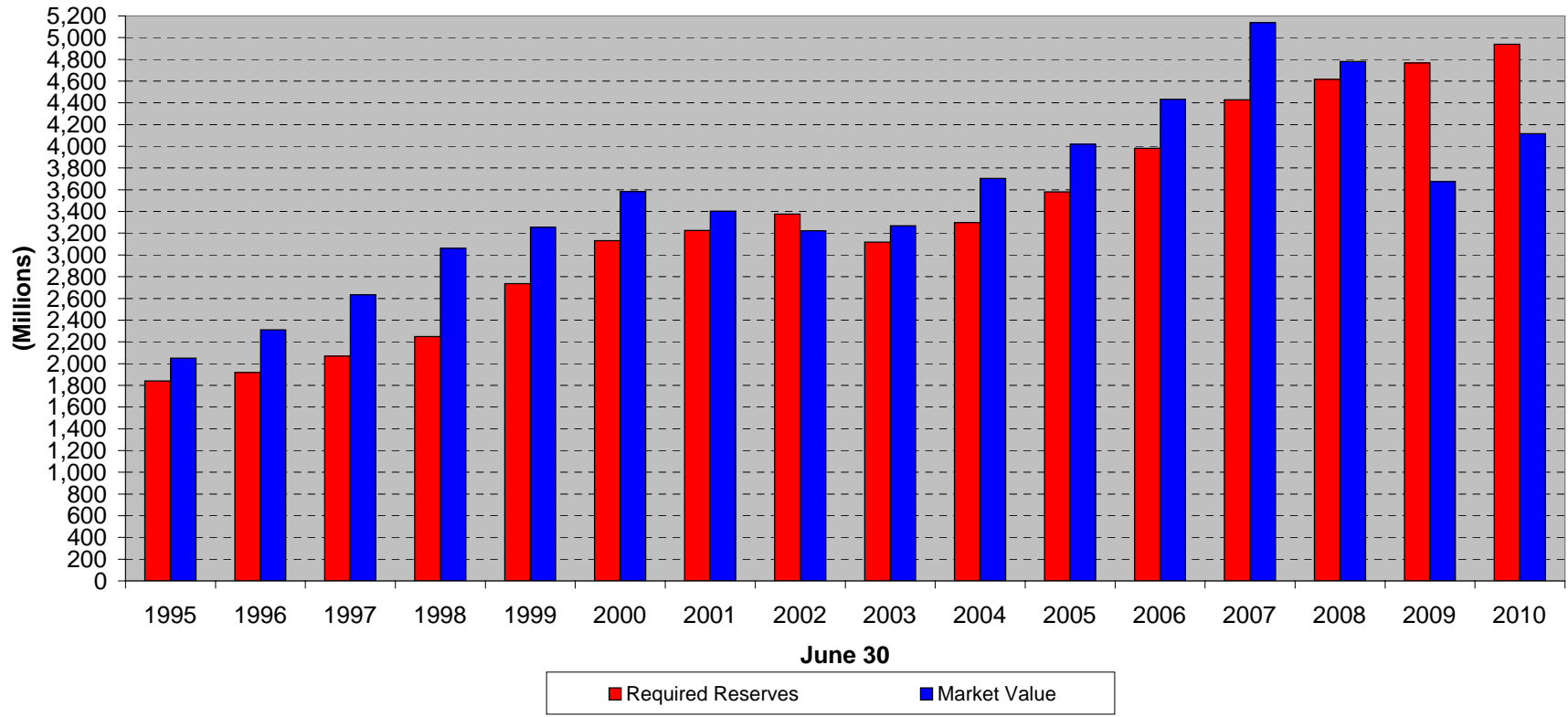
Projection of Benefits and Contributions
Based on the Closed Population as of May 31, 2010
(millions of dollars)

| Period | Benefits & Refunds | | | | Contributions |
|------------------------------|--------------------|-----------|----------|----------|---------------|
| | Actives | Inactives | Retired | Total | |
| July 1, 2010 - June 30, 2011 | \$ 79.9 | \$ 53.2 | \$ 160.4 | \$ 293.5 | \$ 147.7 |
| July 1, 2011 - June 30, 2012 | 76.0 | 24.4 | 157.8 | 258.2 | 127.7 |
| July 1, 2012 - June 30, 2013 | 81.4 | 28.8 | 154.8 | 265.0 | 114.2 |
| July 1, 2013 - June 30, 2014 | 89.0 | 35.5 | 151.8 | 276.3 | 102.3 |
| July 1, 2014 - June 30, 2015 | 97.3 | 41.2 | 148.6 | 287.1 | 91.7 |
| July 1, 2015 - June 30, 2016 | 106.4 | 46.7 | 145.2 | 298.3 | 82.4 |
| July 1, 2016 - June 30, 2017 | 116.5 | 53.5 | 141.6 | 311.6 | 74.8 |
| July 1, 2017 - June 30, 2018 | 126.8 | 59.3 | 137.7 | 323.8 | 67.8 |
| July 1, 2018 - June 30, 2019 | 137.6 | 68.3 | 133.5 | 339.4 | 61.8 |
| July 1, 2019 - June 30, 2020 | 148.5 | 74.1 | 129.2 | 351.8 | 56.3 |
| July 1, 2020 - June 30, 2025 | 180.9 | 89.7 | 115.1 | 385.7 | 42.5 |
| July 1, 2025 - June 30, 2030 | 228.1 | 107.2 | 89.8 | 425.1 | 25.2 |
| July 1, 2030 - June 30, 2035 | 264.2 | 112.5 | 63.4 | 440.1 | 14.1 |
| July 1, 2035 - June 30, 2040 | 286.3 | 105.3 | 39.0 | 430.5 | 7.1 |
| July 1, 2040 - June 30, 2045 | 292.3 | 89.0 | 20.0 | 401.3 | 2.9 |
| July 1, 2045 - June 30, 2050 | 277.9 | 64.7 | 8.4 | 351.0 | 0.9 |
| July 1, 2050 - June 30, 2055 | 229.7 | 42.5 | 3.0 | 275.2 | 0.2 |
| July 1, 2055 - June 30, 2060 | 171.2 | 25.3 | 1.1 | 197.5 | 0.1 |
| July 1, 2060 - June 30, 2065 | 117.9 | 13.3 | 0.5 | 131.7 | 0.1 |
| July 1, 2065 - June 30, 2070 | 73.1 | 6.1 | 0.2 | 79.5 | |
| July 1, 2070 - June 30, 2075 | 38.9 | 2.3 | 0.1 | 41.4 | |
| July 1, 2075 - June 30, 2080 | 16.5 | 0.7 | 0.1 | 17.3 | |
| July 1, 2080 - June 30, 2085 | 5.1 | 0.1 | 0.1 | 5.3 | |
| July 1, 2085 - June 30, 2090 | 1.0 | 0.1 | 0.1 | 1.1 | |

Over the first 10 years, a one year period is used. Beginning in 2020, a 5 year period is used and the amount shown is the annual average over the 5 year period.

Note: Future voluntary contributions and the benefits associated with those contributions have not been reflected above.

Historical Summary of Assets, Required Reserves, Actuarial Status and Experience Dividend Payments



| | (amounts in millions) | | | | | | | | | | | | | | | |
|-------------------------------------|-----------------------|------------|------------|-------------|-------------|-------------|-------------|------------|------------|------------|------------|------------|-------------|-------------|------------|------------|
| Valuation Year | 1995 | 1996 | 1997 | 1998 | 1999 | 2000 | 2001 | 2002 | 2003 | 2004 | 2005 | 2006 | 2007 | 2008 | 2009 | 2010 |
| Required Reserves (RR) | \$1,839 | \$1,917 | \$2,070 | \$2,249 | \$2,735 | \$3,131 | \$3,225 | \$3,377 | \$3,119 | \$3,299 | \$3,580 | \$3,982 | \$4,428 | \$4,616 | \$4,767 | \$4,939 |
| Actuarial Surplus / (Deficit) | 212 | 395 | 563 | 813 | 521 | 453 | 178 | -155 | 150 | 404 | 440 | 450 | 710 | 165 | (1,093) | (823) |
| Market Value (MV) | 2,051 | 2,312 | 2,633 | 3,062 | 3,256 | 3,584 | 3,403 | 3,222 | 3,269 | 3,703 | 4,020 | 4,432 | 5,138 | 4,781 | 3,674 | 4,116 |
| MV as a % of RR | 112% | 121% | 127% | 136% | 119% | 114% | 106% | 95% | 105% | 112% | 112% | 111% | 116% | 104% | 77% | 83% |
| Experience Dividend Payments | | | | | | | | | | | | | | | | |
| Actives | 23.6 | 31.7 | 32.3 | 69.8 | 85.6 | 103.0 | 89.9 | 50.0 | 0.0 | 47.6 | 121.4 | 207.5 | 242.3 | 225.5 | (13.1) | 0.0 |
| Retirees | <u>4.9</u> | <u>5.4</u> | <u>8.7</u> | <u>18.1</u> | <u>22.5</u> | <u>28.1</u> | <u>15.4</u> | <u>7.2</u> | <u>0.0</u> | <u>0.0</u> | <u>0.0</u> | <u>9.8</u> | <u>20.8</u> | <u>16.1</u> | <u>0.0</u> | <u>0.0</u> |
| Total | 28.5 | 37.1 | 41.0 | 87.9 | 108.1 | 131.1 | 105.3 | 57.2 | 0.0 | 47.6 | 121.4 | 217.3 | 263.1 | 241.6 | (13.1) | 0.0 |