UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS

JOHN WALLER and RICHARD EDWARDS, Plaintiffs, v. RAY WOOD, DAVID PETERSON, DOUGLAS WELLS, THE COMMITTEE UNDER ROCKFORD PRODUCTS CORPORATION EMPLOYEE STOCK OWNERSHIP PLAN, THE COMMITTEE UNDER THE ROCKFORD PRODUCTS CORPORATION SAVINGS AND RETIREMENT PLAN, AND AMCORE INVESTMENT GROUP, N.A., Defendants.	No. AMENDED CLASS ACTION COMPLAINT Case No. 08 cv 5597 Judge Frederick J. Kapala Magistrate Judge Mahoney

For their Amended Complaint against Defendants, Plaintiffs allege:

I. NATURE OF THE ACTION

1. This is a civil enforcement action brought pursuant to § 502 of the Employee Retirement Income Security Act ("ERISA"), 29 U.S.C. § 1132.

2. The lawsuit concerns the Rockford Products Corporation Savings and Retirement Plan ("SRP") and Rockford Products Employee Stock Ownership Plan ("ESOP"), established by Rockford Products Corporation ("RPC"). Together the SRP and ESOP may be referred to as "Plan" or "Plans."

3. Plaintiffs allege, as set forth below, that Defendants were fiduciaries of these retirement Plans. In violation of, among other things, the Plans' terms and their ERISA duties of prudence, care, loyalty, diversification, and/or disclosure, they caused the Plans to invest heavily in the stock of RPC, and Defendants are responsible for such investment. The investment was, among other things, a result in whole or part of Defendants' lack of loyalty, and imprudent, as evidenced in part by the fact that RPC is now bankrupt. As a result of Defendants' breaches, the

Plans and their participants – including Plaintiffs -- sustained forseeable and preventable losses to their retirement savings in the millions of dollars which could have been avoided had Defendants' discharged their duties. Plaintiffs allege that Defendants are obliged under ERISA § 409, 29 U.S.C. § 1109, to make the Plans whole for these losses, which were suffered as a direct, proximate result of Defendants' misconduct.

4. This case is brought as a representative action for plan-wide relief and as a class action. Plaintiffs and the proposed Classes seek injunctive, declaratory, equitable, monetary, restitutionary and all other available relief for and on behalf of the Plans (under any provisions of ERISA that may apply), with any monetary "make whole" relief to be allocated to them or their Plan accounts by appropriate fiduciaries or as the Court may direct. Plaintiffs seek all relief to which they or the Plans are or may be entitled, *see* Rule 54(d), Fed. R. Civ. P., without respect to how their claims are or may be pled, characterized, labeled or denominated.

II. JURISDICTION AND VENUE

5. This Court has subject matter jurisdiction over this action pursuant to 28 U.S.C. § 1331 (federal questions) and ERISA § 502(e)(1), 29 U.S.C. § 1132(e)(1).

6. This Court has personal jurisdiction over the Defendants. *See* ERISA §502(e)(2), 29 U.S.C. § 1132(e)(2); Fed. R. Civ. P. 41(k)(1)(A).

7. Venue is proper pursuant to ERISA § 502(e)(2), 29 U.S.C. § 1132(e)(2), because the Plans were administered in this District, some or all of the misconduct for which relief is sought occurred in this District, and one or more Defendants reside in or have their primary place of business in this District.

III. PARTIES

8. Plaintiff John Waller is a resident of St. Charles, Illinois. For many years he worked for RPC and was and/or is a participant in the Plans. A significant part of his Plan

account(s)/savings were invested in RPC stock, which is, on information and belief, now largely worthless.

9. Plaintiff Richard Edwards is a resident of Byron, Illinois. For many years he worked for RPC and was and/or is a participant in the Plans. A significant part of his Plan account(s)/savings were invested in RPC stock, which is, on information and belief, now largely worthless.

10. Defendant Amcore Investment Group, N.A. ("Amcore") was, at relevant times, a Trustee of both SRP and ESOP, and a fiduciary of both Plans.

11. Defendant Ray Wood was at all relevant times a member of the Committee under Rockford Products Corporation Employee Stock Ownership Plan and the Committee under the Rockford Products Corporation Savings and Retirement Plan, and a fiduciary of both Plans. From 1987 through November 2007, Wood was the Chairman, President, and Chief Executive Officer of RPC.

12. Defendant David Peterson was at all relevant times a member of the Committee under Rockford Products Corporation Employee Stock Ownership Plan and the Committee under the Rockford Products Corporation Savings and Retirement Plan, and a fiduciary of both Plans. Peterson was employed in numerous senior positions at RPC over the last twenty years through November 2007, including Executive Vice President and President of the Cold Formed Products division.

13. Defendant Douglas Wells was at all relevant times a member of the Committee under Rockford Products Corporation Employee Stock Ownership Plan and the Committee under the Rockford Products Corporation Savings and Retirement Plan, and a fiduciary of both Plans. Wells was employed at RPC as the Chief Financial Officer for approximately twelve years until November 2007.

14. Defendant SRP Committee is or was at all relevant times the Plan Administrator of the SRP, and was comprised of three or more persons appointed by RPC. Upon information and belief, the members of the SRP Committee were at all times relevant Messrs. Wood, Peterson and Wells. At all relevant times, the SRP Committee was a fiduciary of the SRP.

15. Defendant ESOP Committee is or was at all relevant times the Plan Administrator of the ESOP. It was comprised of three or more persons appointed by RPC, and at all relevant times was a fiduciary of the ESOP. Upon information and belief, at all relevant times the ESOP Committee's members were Messrs. Wood, Peterson and Wells. Together the SRP Committee and the ESOP Committee may be referred to as the "Committee" or "Committees."

16. The term "Individual Defendants" may be used to refer to Defendants Wood, Peterson and Wells, as well as the Committees.

IV. APPROPRIATENESS OF CLASS ACTION

17. Plaintiffs bring this action pursuant to Rule 23 of the Federal Rules of Civil Procedure on behalf of themselves and two classes ("Classes") of persons similarly situated, subject to and without waiving or prejudicing their right to proceed on behalf of the Plans without class certification (should the Court determine such is appropriate).

18. The SRP Class consists of all persons except Defendants who were participants in or beneficiaries of the SRP and whose SRP accounts made or maintained investments in RPC stock.

19. The ESOP Class consists of all persons except Defendants who were participants or beneficiaries of the ESOP and whose ESOP accounts made or maintained investments in RPC stock.

20. The requirements of Fed. R. Civ. P. 23 are satisfied with respect to each Class.

- **Numerosity.** Each Class consists of several hundred individuals and is so numerous that joinder of all members is impracticable.

- **Commonality.** There are questions of law and fact common to each Class.
- **Typicality.** The Plaintiffs' claims are typical of the claims of the Class.
- **Adequacy.** Plaintiffs will fairly and adequately protect the interests of the Classes. They have no interests that are antagonistic to or in conflict with the interest of the Classes, and have engaged competent counsel, experienced in ERISA class actions and other complex litigation. In addition,

a. The prosecution of separate actions by the members of the Classes would create a risk of inconsistent or varying adjudications with respect to the individual members, which would establish incompatible standards of conduct for Defendants. Fed. R. Civ. P. 23(b)(1)(A).

b. The prosecution of separate actions would create a risk of adjudications with respect to individual members of the Classes which would, as a practical matter, be dispositive of the interests of the other members not parties to the adjudications or substantially impair or impede their ability to protect their interests. Fed. R. Civ. P. 23(b)(1)(B).

c. Defendants have acted or refused to act on grounds generally applicable to the Classes, thereby making appropriate final injunctive, declaratory, or other appropriate equitable relief with respect to the class as a whole. Fed. R. Civ. P. 23(b)(2).

d. Questions of law and fact common to members of the Classes predominate over any questions affecting only individual members, and the class action is superior to other available methods for the fair and efficient adjudication of the controversy. Fed. R. Civ. P. 23(b)(3).

e. This case presents numerous common questions of law and fact including:

(i) Whether Defendants took adequate steps to prudently manage the Plans' assets solely in the interest of the participants and beneficiaries.

(ii) Whether by virtue of the Plan documents or otherwise Defendants are or were responsible for the Plans' investments in RPC stock;

(iii) Whether Defendants' communications to participants provided complete and accurate information concerning the Plans and RPC stock;

(iv) Whether Defendants provided false and misleading information, or failed to disclose material information, concerning the Plans and RPC stock;

(v) Whether Defendants took sufficient steps to investigate and monitor whether it was appropriate to continue to invest in or allow investment in RPC stock as a retirement vehicle for participants;

(vi) Whether Defendants employed prudent practices and procedures in monitoring and assessing the prudence and suitability of RPC stock as a plan investment and in monitoring and assessing the accuracy and completeness of information provided to the Plan and participants;

(vii) Whether Defendants took appropriate actions to prevent, identify and resolve conflicts of interest and/or to properly communicate those conflicts to participants; and

(viii) Whether Defendants' actions were influenced or motivated by factors other than the Plans' and their participants' best interests.

V. FACTUAL ALLEGATIONS

A. The SRP

21. The SRP is or was an "employee pension benefit plan" within the meaning of ERISA § 3(3) & 3(2)(A), 29 U.S.C. § 1002(3) & (2)(A), with several investment funds, one of which was the RPC stock fund, and another of which was the General Fund. The Defendants determined and/or are responsible for the SRP's investments.

22. Some of the so-called SRP "options" were, however, in fact not "options" at all in any meaningful sense. Participants were, among other things forced or intimidated to invest in some of them (such as the RPC stock fund) as alleged in paragraph 34 below. Participants were not permitted to freely move funds into and out of "options" and subject to having their retirement assets invested in ways other than how they were told they were being invested because Defendants falsely represented to participants that they were investing in safe government money market securities when, in fact, the Defendants were improperly utilizing the assets of the SRP to invest in RPC stock -- as alleged in paragraph 38 below. Participants were not provided with sufficient material financial and other information to assess and make an informed choice among options as alleged in paragraph 32 below. The Defendants determined, caused and are responsible for the SRP's investments in RPC stock and otherwise and for the false and misleading disclosures regarding the investments of the SRP.

23. The SRP invested heavily in RPC stock, which is now, on information and belief, largely valueless.

B. The ESOP

24. The ESOP is or was an "employee pension benefit plan" within the meaning of ERISA § 3(3) & §3(2)(A), 29 U.S.C. § 1002(3) & (2)(A). Although its stated purpose was to invest "primarily" in RPC stock, it was, by its terms, permitted to invest up to 49% of its assets in other investments, and in reality was operated for the purpose of serving the Defendants' private agenda(s). The Defendants determined, caused and are responsible for the ESOP's investments and/or could have prevented it from investing, or investing so heavily, in RPC stock.

25. The ESOP invested heavily in RPC stock which is now, on information and belief, largely valueless.

C. Defendants' Fiduciary Status

26. All Defendants were and acted as fiduciaries of the Plans pursuant to ERISA § 3(21)(A), 29 U.S.C. § 1002(21)(A), and were fiduciaries with respect to the Plans' and participants' investments in RPC stock, as determined by the Plan documents, their conduct and ERISA.

27. **Named fiduciary**. ERISA requires every plan to provide one or more named fiduciaries, who will have "authority to control and manage the operation and administration of the plan." ERISA § 402(a)(1), 29 U.S.C. § 1102(a)(1).

28. ***De Facto* fiduciary.** ERISA treats as fiduciaries not only persons named as fiduciaries under ERISA § 402(a)(1), but also any other persons who in fact perform fiduciary functions. ERISA § 3(21)(A)(i), 29 U.S.C. § 1002(21)(A)(i) (stating that a person is a fiduciary "to the extent...he exercises any discretionary authority or discretionary control respecting management of such plan or exercises any authority or control respecting management or disposition of its assets...."). A person can be both a named and a *de facto* fiduciary.

29. All Defendants were named and *de facto* fiduciaries of the Plans. Plaintiffs do not allege each Defendant was a fiduciary with respect to all aspects of the Plans' management and administration but only with respect to the management and fiduciary functions and breaches

described and alleged herein. As set forth below, Defendants were fiduciaries with respect to all misconduct alleged. Claims against each Defendant are based on their management, discretion and authority.

30. ERISA imposes strict fiduciary duties upon plan fiduciaries. ERISA § 404(a), 29 U.S.C. § 1104(a), states, in relevant part, that:

> [A] fiduciary shall discharge his duties with respect to a plan solely in the interest of the participants and beneficiaries and ---
>
> (A) for the exclusive purpose of
>
> (i) providing benefits to participants and their beneficiaries; and
>
> (ii) defraying reasonable expenses of administering the plan;
>
> (B) with the care, skill, prudence, and diligence under the circumstances then prevailing that a prudent man acting in a like capacity and familiar with such matters would use in the conduct of an enterprise of like character and with like aims;
>
> (C) by diversifying the investments of the plan so as to minimize the risk of large losses, unless under the circumstances it is clearly prudent not to do so; and
>
> (D) in accordance with the documents and instruments governing the plan insofar as such documents and instruments are consistent with the provisions of this title and Title IV.

31. ERISA also imposes strict co-fiduciary duties on plan fiduciaries. ERISA § 405, 29 U.S.C. § 1105, states, in relevant part, that:

> (a) In addition to any liability which he may have under any other provision of this part, a fiduciary with respect to a plan shall be liable for a breach of fiduciary responsibility of another fiduciary with respect to the same plan in the following circumstances:

> (1) if he participates knowingly in, or knowingly undertakes to conceal, an act or omission of such other fiduciary, knowing such act or omission is a breach; or
>
> (2) if, by his failure to comply with section 404(a)(1) in the administration of his specific responsibilities which give rise to his status as a fiduciary, he has enabled such other fiduciary to commit a breach; or
>
> (3) if he has knowledge of a breach by such other fiduciary, unless he makes reasonable efforts under the circumstances to remedy the breach.

32. The Defendant fiduciaries, by a variety of means, including withholding information, misleading communications to participants, false descriptions of the investments of the SRP, coercion, controlling investments the Plans could make and controlling the investments the Plans did make, over a course of years, caused the Plans and their participants to invest heavily in RPC stock. The Individual Defendants' actions were not motivated solely by the interests of the Plans and their participants, as the law requires, but by their own divergent interests, and to provide a source of capital to RPC separate and apart from bank and other sources. The Individual Defendants' conduct violated their duty of loyalty to the Plans and their participants, and was motivated, at least in part, by the Individual Defendants' desire to keep their lucrative executive compensation and benefits as the three most senior and highly paid executives of RPC. The Defendants' actions, in addition to constituting breaches of their duty of loyalty to participants, also constituted breaches of their duty to diversify the Plans' investments to minimize the risk of large losses, the duty to ensure the prudence of Plan investments, and their duty of full and accurate disclosure. As a result of the Defendants' improper actions, the Plans maintained large investments in RPC stock, and suffered avoidable losses totaling millions of dollars when RPC stock performed poorly as an investment, culminating in RPC stock ultimately losing all of its value upon the company's bankruptcy. As the three most senior executives of RPC, the Individual Defendants were fully aware of the deteriorating financial condition and prospects of the company for as many as five or more years prior to the filing of

the bankruptcy. The company's deteriorating financial condition and prospects were caused by, among other things, the continuing crises in the automotive industry including the impact since 2000 of the fact that nineteen of RPC's customers filed bankruptcy. In addition, over the same time period other problems substantially affected RPC's viability as an operating company including: a) price cuts from its customers, b) increases in energy costs, c) steel surcharges, and d) substantial and ongoing cash payments to fund RPC's pension plan (even after the pension plan was closed to new participants). All of these contributing causes to RPC's deteriorating financial condition and prospects are described in RPC's bankruptcy filings. All of these facts were well known to the Individual Defendants, but the depth and seriousness of the deteriorating financial condition and prospects over the five years preceding the bankruptcy were not known by the participants. The Individual Defendants' knowledge of the deteriorating financial condition and prospects of the company for many years prior to the bankruptcy in 2007 should have led the Individual Defendants to cease investing the assets of the Plans in RPC stock and to divest the Plans of RPC stock. Instead, in violation of their duties of loyalty, as well as their duties of prudence and full and accurate disclosure, the Individual Defendants: failed to divest the Plans of RPC stock; increased the investment of the Plans' assets in RPC stock; withheld material information regarding the company's deteriorating financial condition and prospects; and falsely represented that Plan assets were invested in safe, secure, government money market securities when, in fact, the Plan assets were invested in RPC stock.

33. At all relevant times the Individual Defendants were acting with dual and divided loyalties resulting from simultaneously serving as the three senior executives of the privately, closely held company and the three fiduciaries of the Plans. Due to the Individual Defendants knowledge of the deteriorating financial condition and prospects of the company and their dual and conflicting loyalties, the Individual Defendants' fiduciary duties to the Plans required that they act prudently to investigate alternative actions, that is, inter alia, to divest the Plans of RPC

stock and/or to cease further investment of the Plans' assets in RPC stock, and to retain and rely upon outside, disinterested, independent advisors before continuing to invest the Plans' assets in RPC stock. The Individual Defendants never claimed to have taken any action such as formally considering, discussing or investigating the advisability of alternative investments for the ESOP or the SRP and/or obtaining and relying upon any outside, disinterested, independent advice regarding divesting and/or terminating further investments by the ESOP and the SRP in RPC stock. Failure to take such action is a breach of the duties of loyalty, prudence and diversification. Due to the deteriorating financial condition and prospects of the company, at some yet-to-be-determined point prior to the bankruptcy, a disinterested, independent advisor would have determined that it was necessary or appropriate to eliminate RPC stock from the ESOP and SRP and/or to cease further investments in RPC stock by the ESOP and the SRP. An outside, disinterested, independent reasonably prudent fiduciary with knowledge of the information known to the Individual Defendants regarding the deteriorating financial condition and prospects of the company, would have concluded that continued investment by the ESOP in company stock was no longer consistent with the Plans' sponsor's intent.

34. ERISA §502(a)(2), 29 U.S.C. §1132(a)(2), provides that a civil action may be brought by a participant for relief under ERISA §409, 29 U.S.C. §1109. That section provides, in pertinent part, that any person who is a fiduciary with respect to a plan who breaches any of the responsibilities, obligations, or duties imposed upon fiduciaries by this title shall be personally liable to make good to such plan any losses to the plan resulting from each such breach, and to restore to such plan any profits of such fiduciary which have been made through use of assets of the plan by the fiduciary, and shall be subject to such other equitable or remedial relief as the court may deem appropriate, including removal of such fiduciary.

35. The Individual Defendants coerced Plan participants into buying RPC stock, advising them in effect they had to if they wanted their jobs to be secure, and kept records the

purpose of which was to monitor compliance with their advice. For some years and continuing until the filing of the bankruptcy petition on July 25, 2007, the Individual Defendants and in particular Defendant Wood, had a disloyal and imprudent policy and practice of threatening, intimidating, and coercing employees to invest their SRP accounts in RPC stock. As part of this policy and practice of coercion, participants were told that they would not receive regular raises if they did not invest in RPC stock (or invest in RPC stock in sufficient amounts); participants were threatened with termination of employment if they did not purchase RPC stock in the SRP; on information and belief, at least one employee, William R. Vich, Jr., was terminated because he refused the demand from the Individual Defendants that he invest twenty percent of his contributions to the SRP in RPC stock. The Individual Defendants' policy and practice of coercing participants into purchasing RPC stock was known to the Plan participants and caused Plan participants to purchase RPC stock which they would not have purchased in the absence of the Individual Defendants' intimidation, threats, and coercion.

36. The Individual Defendants had the ability and power under the applicable Plan documents, by virtue of their positions with RPC and otherwise, which they exercised, to cause and direct investment of Plan assets into RPC stock.

37. The Individual Defendants maintained RPC stock as an option for the SRP, and as an investment of General Fund assets, despite the fact that they were under no obligation to do so, and despite the fact that such option and investment were imprudent and/or disloyal.

38. The Individual Defendants invested ESOP assets in RPC stock although there was no Plan mandate to so invest, and despite the fact that such investment was disloyal and/or imprudent.

39. Moreover, on information and belief, commencing at some unknown time, on or before 1995, and continuing through July 25, 2007 when RPC went bankrupt, Defendants invested the General Fund, one of the funds under the SRP, in RPC stock. However, at no time

throughout this period did Defendants properly disclose to the participants the fact that the General Fund was substantially and increasingly invested in RPC stock to the extent that, by the time of the bankruptcy in July 2007, the General Fund was approximately 90% invested in RPC stock. Despite this investment in RPC stock known to all Defendants, in statements to SRP participants, the Individual Defendants and Amcore falsely described the General Fund of the SRP as being invested in a safe, secure, government money market securities when, in fact, assets of the General Fund were invested in RPC stock. Statements issued by Amcore to participants described the assets of the General Fund as being invested in: U.S. Government Money Market with a non-fluctuating price of $1.00 and a ticker symbol of FDUXX. In contrast, one of the other funds available was clearly identified in the statements as Rockford Products Stock, listed as employer securities with a ticker symbol of RKPS. Attached as Exhibit 1 are copies of false Amcore statements pertaining to one participant. The Individual Defendants and Amcore knew that the General Fund was invested in RPC stock and not U.S. Government Securities because the Individual Defendants instructed Amcore to invest the General Fund in RPC stock, and Amcore followed the direction of the Individual Defendants and invested the assets of the General Fund in RPC stock. Describing the General Fund as invested in government money market securities concealed from the participants that a large and increasing percentage of their assets were being invested in risky RPC stock. If, at any time during the years that the Individual Defendants were depleting the cash in the General Fund to purchase RPC stock, and Amcore was implementing those instructions, any of the Defendants had fully and accurately disclosed what they were doing as their fiduciary duties required, the participants and or the Plaintiffs could have acted to protect their or the participants' interests. Instead, participants were unknowingly investing in RPC stock while the Individual Defendants and Amcore were falsely representing to the participants that they were investing in safe, secure government money market securities and, as a result, participants lost millions of dollars when the company

went bankrupt and the value of the General Fund declined by approximately ninety percent and nine million dollars.

40. Neither Plan required investment in RPC stock. In the alternative, neither Plan required the level of investment in RPC stock that was made and maintained. Plaintiffs further allege that in the event either Plan required investment, or any level of investment, in RPC stock, the Individual Defendants and Amcore had a duty, which they breached, to override such requirement or otherwise act to disclose, reduce, prevent or divest such investment because such investment(s) was or were imprudent, was or were insufficiently diversified, was made as a result of a lack of loyalty on the part of the Defendants, or resulted from the Individual Defendants' and Amcore's concealment of the General Fund's investment in RPC stock and false description of the General Fund's investment as government money market securities.

41. Had the Individual Defendants and Amcore acted properly, by making timely and accurate disclosure to Plaintiffs and participants of the nature of their actions and otherwise, had the Individual Defendants: (a) not improperly coerced participants into purchasing RPC stock, (b) used Plan assets solely for the benefit of the Plan instead of improperly using Plan assets to fund the company's operations to serve the Individual Defendants' conflicting personal interests as the three most senior and highly compensated employees of the company, (c) fully and properly informed the participants of material information regarding the deteriorating financial condition of the company and its deteriorating financial prospects which rendered purchasing RPC stock an imprudent investment for the Plans, Plaintiffs or participants could have acted to protect their interests.

D. Exhaustion Neither Possible Nor Required

42. Exhaustion of, or resort to, any internal plan claim or administrative remedy or procedure is not legally required, or is excused by reason of futility or otherwise.

43. In or about November, 2007, a participant in the Plans made and served on the Committee a legally sufficient request for SRP and ESOP Plan documents and/or access to same, to which the Committee never responded.

44. On information and belief, the Committee either no longer exists, or failed and ceased to perform its function(s) in relation to the Plans.

45. On information and belief, the Committees and/or their members labored and labor under disabling conflicts of interest and were incapable of properly functioning in relation to either Plan.

46. Plaintiffs seek relief for violations of ERISA and breaches of fiduciary duty.

47. No proper internal SRP or ESOP claim or grievance procedure exists, or existed, for claims of the type presented.

E. No Independent Control (ERISA § 404(c)(1)(B), 29 U.S.C. §1104(c)(1)(B))

48. Neither Defendants nor the SRP provided Plaintiffs or participants in the SRP with realistic or sufficient ability to trade in or out of investment options, some of which were as a practical matter not options at all.

49. Neither Defendants nor the SRP provided Plaintiffs or participants in the Plans with true and accurate information regarding the SRP or the investment options. Participants lacked access to and Defendants failed to provide complete and accurate information regarding the SRP and RPC stock, and misled them regarding the appropriateness of RPC stock as a Plan asset.

50. Defendants imprudently and/or disloyally caused SRP plan assets to be invested in RPC stock and caused RPC stock to be offered as an SRP investment option.

51. Plaintiffs and participants did not and could not exercise discretion or control with respect to their SRP accounts and the losses complained of herein did not result from any participant's exercise of control over his/her SRP account. The losses complained of resulted

from breaches of Defendants' duties of loyalty, care, prudence, disclosure and/or to diversify the SRP's investments so as to minimize the risk of large losses.

F. **Causation**

52. Upon information and belief, the Plans suffered millions of dollars in losses because substantial assets of the Plans were imprudently invested or allowed or caused to be invested by Defendants in RPC stock in breach of Defendants' fiduciary duties of loyalty and other duties.

53. Had Defendants properly discharged their fiduciary and/or co-fiduciary duties, including without limitation, by providing full and accurate disclosure of material facts concerning investment in RPC stock, eliminating RPC stock as an investment "option", divesting the Plans of RPC stock when it became imprudent, refraining from coercing and otherwise causing participants and the Plans to invest in RPC stock, the Plans would have avoided all or a substantial portion of the losses complained of and would have made money on alternative, prudent, loyally-motivated investments.

G. **Destruction of Evidence**

54. Shortly after the filing of the bankruptcy and immediately after a possible sale of the company's assets failed because the potential buyer decided not to go forward, the Individual Defendants engaged in a massive, wholesale effort to destroy company documents. Although the company had a regular quarterly practice of document destruction and utilized a commercial company – ShredX - to destroy competitively sensitive documents such as price quotes, at the time of the bankruptcy the Individual Defendants went through their company files in an manner and scale completely different than the shredding that occurred as part of the normal course of

the company's business. For approximately one and a half days the Individual Defendants retrieved massive amounts of the company's files and records and had the documents shredded in the parking lot of the company. As a result of this large scale effort to destroy evidence, there were virtually no company files left in the offices the Individual Defendants after they vacated them – in one office all of the drawers were empty and in other offices half the drawers were empty. Plaintiffs are not presently aware of the contents of the files that were destroyed, and by the nature of the Individual Defendants' conduct will likely never be able to determine the contents of some or perhaps even most of the evidence that the Individual Defendants destroyed. The massive, unprecedented destruction of company records leads to an inference that the evidence destroyed reflects adversely upon the Individual Defendants.

VI. COUNTS

COUNT I (AGAINST ALL DEFENDANTS)

IMPRUDENT INVESTMENT OF PLANS' ASSETS

(Breaches of fiduciary duties in violation of ERISA, 29 U.S.C. § 1104(a)(1)(A)-(D), 29 U.S.C. §1109(a))

55. Plaintiffs incorporate the allegations contained in the previous paragraphs of this Complaint as if fully set forth herein.

56. At all relevant times, Defendants were fiduciaries for their respective Plans within the meaning of ERISA § 3(21)(A), 29 U.S.C. § 1002(21)(A).

57. Under ERISA and the Plans, Defendants were responsible for following prudent procedures in connection with and for the prudence of the Plans' investments. ERISA § 404(1), 29 U.S.C. §1104(1).

58. None of the Defendants reasonably determined, nor could they reasonably have determined, that RPC stock was a suitable and appropriate investment or investment option for the Plans. Defendants knew, or, in the exercise of reasonable care, should have known, that RPC stock was an imprudent investment.

59. Defendants failed to employ appropriate procedures and policies to evaluate the merits of RPC stock as a retirement investment. Had Defendants acted prudently, they would and could have taken appropriate action, including one or more of the following: (i) eliminating RPC stock as an investment or option under the Plans; (ii) adopting an appropriate divestment policy with respect to RPC stock in the Plans; (iii) appointing an independent fiduciary to evaluate whether the RPC stock should remain an investment under the Plans and/or determined an appropriate strategy for divestment; (iv) adopting a policy for limiting the amount of RPC stock that could be acquired or held in the Plans; (v) notifying the Secretary of Labor of the situation; and/or (vi) making appropriate disclosures to participants so they could protect their interests.

60. Defendants failed to discharge their fiduciary obligations and instead continued to cause, manage, direct and approve investment of assets of the Plans in RPC stock and maintained RPC stock as an investment alternative, which was imprudent because, inter alia, the fact of such investment was not properly disclosed.

61. Each Defendant knowingly participated in these fiduciary breaches of its co-fiduciaries, enabled its co-fiduciaries to commit such fiduciary breaches by its own failure to comply with the provisions of ERISA § 404(a), 29 U.S.C. § 1104(a), and had knowledge of the breaches of its co-fiduciaries and failed to make reasonable efforts to remedy such breaches.

62. If the Defendants had discharged their fiduciary duties to prudently manage and invest the Plans' assets, the losses suffered by the Plans would have been lessened or avoided.

63. As a direct and proximate result of the breaches of fiduciary and co-fiduciary duties alleged herein, the Plans, and indirectly Plaintiffs and the Plans' other participants and beneficiaries, lost millions of dollars in retirement savings.

COUNT II (AGAINST THE INDIVIDUAL DEFENDANTS)

BREACH OF DUTY OF LOYALTY

(Breaches of fiduciary duties in violation of ERISA, 29 U.S.C. §1104(a)(1)(A)-(D), 29 U.S.C. §1109(a))

64. Plaintiffs incorporate the allegations contained in the previous paragraphs of the Complaint as if set forth fully herein.

65. The Individual Defendants owed Plaintiffs and the Plans a duty of undivided loyalty and a duty to act in relation to the Plaintiffs and the Plans with an "eye single" to their best interests. They owed a duty to refrain from taking actions in relation to Plaintiffs and the Plans that were influenced or motivated by other than the Plaintiffs' and the Plans' best interests.

66. The Individual Defendants failed to discharge these duties. The Individual Defendants' fiduciary actions in relation to Plaintiffs and the Plans were motivated by factors other than Plaintiffs' and the Plans' best interests.

67. Among other things, the Individual Defendants, motivated by their own self-interest and the interests of personal entities other than Plaintiffs and the Plans, and acting in a fiduciary capacity, coerced SRP participants to invest via the Plans in RPC stock; failed to properly diversify the Plans' investments; failed to provide the Plans and Participants with

complete and accurate information about RPC stock, the Plans and RPC itself; and caused the Plans to make imprudent investments in RPC stock via the ESOP, the SRP's General Fund, the SRP stock "option" and otherwise.

68. If the Individual Defendants had discharged their fiduciary duty of loyalty, the losses suffered by the Plans would have been minimized or avoided.

69. As a direct and proximate result of the breaches of fiduciary and co-fiduciary duty alleged herein, the Plans, and indirectly the Plaintiffs and the Plans' other participants and beneficiaries, lost millions of dollars in retirement savings.

COUNT III (AGAINST ALL DEFENDANTS)

FAILURE TO PROVIDE INFORMATION AND PROVISION OF INCOMPLETE AND INACCURATE INFORMATION TO PARTICIPANTS

(Breaches of fiduciary duties in violation of ERISA, 29 U.S.C. § 1104(a)(1)(A)-(D), 29 U.S.C. § 1109(a))

70. Plaintiffs incorporate the allegations contained in the previous paragraphs of this Complaint as if fully set forth herein.

71. ERISA fiduciaries have a duty to speak truthfully, not to mislead participants and to disclose truthful information on their own initiative when plans and participants need such information.

72. In a plan with various "options" available for investment, such as the SRP, and also with respect to the ESOP, this duty to inform and disclose also includes, without limitation: (1) the duty to provide to plan participants material information of which the fiduciary has or should have knowledge that is sufficient to advise the average plan participant of the risks

associated with his account being invested in any particular investment or investment option; and (2) the duty to refrain from material misrepresentations.

73. Defendants breached their fiduciary and co-fiduciary duties by failing to provide participants and beneficiaries and the other fiduciaries with complete and accurate information regarding the Plans and RPC stock, and Defendants' conflicts of interest and motives, and by misleading participants and beneficiaries regarding RPC stock and the prudence of investing retirement funds in RPC stock.

74. Defendants' breaches of fiduciary duties caused participants and beneficiaries of the Plans to continue to make and to maintain substantial investments in RPC stock at a time when Defendants knew or should have known that such was not a prudent investment.

75. Each Defendant knowingly participated in these fiduciary breaches of its co-fiduciaries, enabled its co-fiduciaries to commit such fiduciary breaches by its own failure to comply with the provisions of ERISA § 404(a), 29 U.S.C. § 1104(a), and had knowledge of the breaches of its co-fiduciaries and failed to make reasonable efforts to remedy such breaches.

76. As a direct and proximate result of the breaches of fiduciary and co-fiduciary duties alleged herein, the Plans, and indirectly Plaintiffs and the Plans' other participants and beneficiaries, lost millions of dollars in retirement savings.

COUNT IV (AGAINST ALL DEFENDANTS)

CO-FIDUCIARY LIABILITY AND FAILURE TO MONITOR CO-FIDUCIARIES

(Breaches of fiduciary and co-fiduciary duties in violation of ERISA, 29 U.S.C. § 1104(a)(1)(A)-(D), 29 U.S.C. § 1105, 29 U.S.C. § 1109(a))

77. Plaintiffs incorporate the allegations contained in the previous paragraphs of this Complaint as if set forth fully herein.

78. At all relevant times, Defendants were and acted as fiduciaries, within the meaning of ERISA § 3(21)(A), 29 U.S.C. § 1002(21)(A).

79. At all relevant times, each Defendant also was, and acted as, a co-fiduciary of the other Defendants and the other fiduciaries within the meaning of ERISA § 405, 29 U.S.C. § 1105.

80. A fiduciary's duties include a duty to independently investigate, and continually monitor, the merits of the investments in the plan, including employer securities, to ensure that they are suitable, that they do not result from a lack of loyalty on the part of fiduciaries and to monitor the manner in which the other fiduciaries were discharging their duties and behaving in relation to investment of the respective Plans' assets.

81. As fiduciaries with knowledge that the Plans' assets were being invested in RPC stock, Defendants had an affirmative duty to disclose to the participants and other fiduciaries such material facts about the financial condition of RPC and the reasons for the investment in it that these Defendants knew or should have known the participants and investing fiduciaries needed in order to make sufficiently-informed decisions, based on accurate information, concerning those investments.

82. Defendants breached the fiduciary and co-fiduciary duties they owed to the Plans, Plaintiffs, and the other participants and beneficiaries by:

(a) failing to adequately monitor the investment of the Plans' assets;

(b) failing to adequately monitor the Plans' other fiduciaries' implementation of ERISA and the terms of the Plans, including but not limited to the investment of the Plans' assets;

(c) failing to disclose to the other fiduciaries material facts concerning the financial condition of RPC that they knew or should have known were material to loyal and prudent investment decisions concerning the investment in RPC stock by the Plans and/or with respect to the implementation of the terms of the Plans;

(d) failing to take steps to remove fiduciaries who they knew or should have known were not loyally and prudently managing the Plans' assets or were not qualified to do so;

(e) failing to conduct an independent investigation into and continually to monitor the merits of investing the Plans' assets in RPC stock;

(f) knowingly participating in the investing fiduciaries' breaches by knowingly accepting the benefits of those breaches, both personally and/or on behalf of RPC; and

(g) having knowledge of them, failing to remedy those fiduciaries' breaches.

83. If the Defendants had at all times discharged their fiduciary duties to monitor the Plans' other fiduciaries, and taken appropriate action in response, the losses suffered by the Plans and participants could and would have been lessened or avoided altogether.

84. As a direct and proximate result of the breaches of fiduciary and co-fiduciary duties alleged herein, the Plans, and indirectly Plaintiffs and the Plans' other participants and beneficiaries, lost millions of dollars of retirement savings.

PRAYER FOR RELIEF

WHEREFORE, Plaintiffs pray for relief, without limitation, as follows:

1. That the Court certify this action as a class action under Rule 23(b)(1), 23(b)(2) or 23(b)(3) with respect to the Classes, if and to the extent necessary to effect the purposes of this suit;

2. That the Court declare that Defendants breached their fiduciary ERISA duties to the Plans and their participants;

3. That the Court hold that ERISA § 404(c)(1)(B), 29 U.S.C. § 1104(c)(1)(B) is inapplicable;

4. That the Court enter judgment in favor of Plaintiffs, the Classes and the Plans and against the Defendants, providing the following relief to Plaintiffs, the Class and the Plans:

a. Joint and several liability against Defendants, requiring them to make the Plans whole for the losses incurred as a result of their violations of ERISA, pursuant to ERISA § 502(a)(2), 29 U.S.C. §1109(a), including profit and opportunity losses measured under the best reasonably available alternative measure and/or by the profits earned by Defendants;

b. Injunctive relief requiring restitution and imposition of a constructive trust on any profits earned or made by Defendants and enjoining Defendants from continuing to violate their fiduciary duties under ERISA and the Plan documents, pursuant to ERISA §§ 409(a) and 502(a)(2) & (3), 29 U.S.C. §§ 1109(a), and 1132(a)(2) & (3);

c. Other injunctive, restitutionary, disgorgement and equitable relief as appropriate to remedy the violations and breaches alleged above, pursuant to ERISA §§ 409(a) and 502(a)(2) & (3), 29 U.S.C. §§ 1109(a), and 1132(a)(2) & (3), including, without limitation, and as needed, equitable reconstitution of the Plans and appointment of fiduciaries;

d. Reasonable attorneys' fees, expenses and costs pursuant to ERISA § 502(g), 29 U.S.C. § 1132(g);

5. Pre-judgment interest on all judgment amounts as provided by law; and

6. Such other legal or equitable relief as may be just and proper.

DATED this 9th day of April, 2009.

Respectfully Submitted,

s/ Charles R. Watkins
Charles R. Watkins
John R. Wylie
Futterman Howard Watkins
Wylie & Ashley, Chtd.
122 S. Michigan Ave., Suite 1850
Chicago, IL 60603
(312) 427-3600
(312) 42701859 (fax)

s/ David Schachman
David Schachman
David Schachman & Associates
122 S. Michigan Ave., Suite 1850
Chicago, IL 60603
(312) 427-9500

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EXHIBIT 1

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Investment Summary

Investment Balances ::: ALL SOURCES (Performance As Of 08/02/2007)

The Importance of Diversifying Your Retirement Savings

To help achieve long-term retirement security, you should give careful consideration to the benefits of a well-balanced and diversified investment portfolio. Spreading your assets among different types of investments can help you achieve a favorable rate of return, while minimizing your overall risk of losing money. This is because market or other economic conditions that cause one category of assets, or one particular security, to perform very well often cause another asset category, or another particular security, to perform poorly. If you invest more than 20% of your retirement savings in any one company or industry, your savings may not be properly diversified. Although diversification is not a guarantee against loss, it is an effective strategy to help you manage investment risk.

In deciding how to invest your retirement savings, you should take into account all of your assets, including any retirement savings outside of the Plan. No single approach is right for everyone because, among other factors, individuals have different financial goals, different time horizons for meeting their goals, and different tolerances for risk.

It is also important to periodically review your investment portfolio, your investment objectives, and the investment options under the Plan to help ensure that your retirement savings will meet your retirement goals.

For more information regarding invidivual investing and diversification, see the internet website of the U.S. Department of Labor at: http://www.dol.gov/ebsa/Investing.html.

Additional Sources

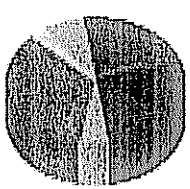
ALL SOURCES View Source

Election Percent Summary



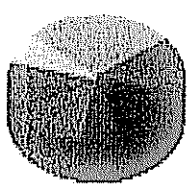
5% AMERICAN FUNDS GROWTH
35% DODGE & COX STOCK
20% FIDELITY ADVISER MID CAP

Portfolio Percent Summary



7% AMERICAN FUNDS GROWTH
28% DODGE & COX STOCK
3% FIDELITY ADVISER MID CAP

Asset Allocation



14% U.S. GOVERNMENT MONEY MARKET
13% INTERMEDIATE TERM BOND
7% LARGE GROWTH

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20% VANGUARD SMALL CAP INDEX
20% FIDELITY ADV DIV INTL

7% VANGUARD SMALL CAP INDEX
16% FIDELITY ADV DIV INTL
7% ROCKFORD PRODUCTS STOCK
14% GENERAL FUND
13% PIMCO TOTAL RETURN
5% LKCM SMALL CAP EQUITY

28% LARGE VALUE
3% MID-CAP GROWTH
12% SMALL BLEND
16% FOREIGN LARGE GROWTH
7% EMPLOYER SECURITIES

Investment Name	Balance	Portfolio Percent	Election Percent	Units	Price	Ticker	Class
AMCORE STABLE ASSET	$0.00	0%	0%	0.0000	$26.19	N/A	STABLE VALUE
LIQUID ASSETS FUND	$0.00	0%	0%	0.0000	$1.00	LATXX	MONEY MARKET
FIDELITY ASSET MGR 50%	$0.00	0%	0%	0.0000	$16.59	FASMX	MODERATE ALLOCATION
FIDELITY ASSET MGR 85%	$0.00	0%	0%	0.0000	$14.24	FAMRX	LARGE GROWTH
FIDELITY ASSET MGR 70%	$0.00	0%	0%	0.0000	$17.15	FASGX	MODERATE ALLOCATION
FIDELITY ASSET MGR 20%	$0.00	0%	0%	0.0000	$12.75	FASIX	CONSERVATIVE ALLOCATION
AMERICAN FUNDS GROWTH	$31,152.39	7%	5%	879.5140	$35.42	RGAEX	LARGE GROWTH
VANGUARD INDEX 500	$146.62	0%	0%	1.0800	$135.76	VFINX	LARGE BLEND
DODGE & COX STOCK	$132,122.35	28%	35%	842.8320	$156.76	DODGX	LARGE VALUE
FIDELITY ADVISER MID CAP	$15,613.73	3%	20%	565.7150	$27.60	FMCAX	MID-CAP GROWTH
VANGUARD SMALL CAP INDEX	$32,838.19	7%	20%	968.6780	$33.90	NAESX	SMALL BLEND
FIDELITY ADV DIV INTL	$74,828.74	16%	20%	3085.7210	$24.25	FADIX	FOREIGN LARGE GROWTH
ROCKFORD PRODUCTS STOCK	$32,740.23	7%	0%	4144.3320	$7.90	RKPS	EMPLOYER SECURITIES
STOCK HOLDING FUND	$0.00	0%	0%	0.0000	$1.00	LATXX	CASH
GENERAL FUND	$63,590.10	14%	0%	63590.1000	$1.00	FDUXX	U.S. GOVERNMENT MONEY MARKET
PIMCO TOTAL RETURN	$60,055.67	13%	0%	5859.0910	$10.25	PTRAX	INTERMEDIATE TERM BOND
SELECTED AMERICAN	$0.00	0%	0%	0.0000	$47.73	SLASX	LARGE BLEND
LKCM SMALL CAP EQUITY	$20,573.77	5%	0%	910.3440	$22.60	LKSCX	SMALL BLEND
Cash	$0.00	0%	0%	0.0000	$0.00		CASH
All INVESTMENTS	**$463,661.79**	-	-	-	-	-	-

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Investment Summary

Investment Balances ::: ALL SOURCES (Performance As Of 11/28/2007)

The Importance of Diversifying Your Retirement Savings

To help achieve long-term retirement security, you should give careful consideration to the benefits of a well-balanced and diversified investment portfolio. Spreading your assets among different types of investments can help you achieve a favorable rate of return, while minimizing your overall risk of losing money. This is because market or other economic conditions that cause one category of assets, or one particular security, to perform very well often cause another asset category, or another particular security, to perform poorly. If you invest more than 20% of your retirement savings in any one company or industry, your savings may not be properly diversified. Although diversification is not a guarantee against loss, it is an effective strategy to help you manage investment risk.

In deciding how to invest your retirement savings, you should take into account all of your assets, including any retirement savings outside of the Plan. No single approach is right for everyone because, among other factors, individuals have different financial goals, different time horizons for meeting their goals, and different tolerances for risk.

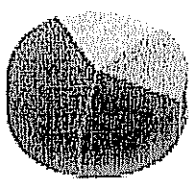
It is also important to periodically review your investment portfolio, your investment objectives, and the investment options under the Plan to help ensure that your retirement savings will meet your retirement goals.

For more information regarding invidivual investing and diversification, see the internet website of the U.S. Department of Labor at: http://www.dol.gov/ebsa/Investing.html.

Additional Sources

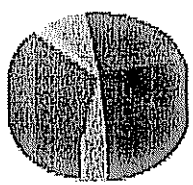
ALL SOURCES View Source

Election Percent Summary



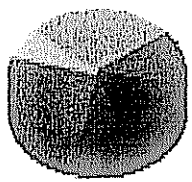
5% AMERICAN FUNDS GROWTH
35% DODGE & COX STOCK
20% FIDELITY ADVISER MID CAP

Portfolio Percent Summary



7% AMERICAN FUNDS GROWTH
28% DODGE & COX STOCK
3% FIDELITY ADVISER MID CAP

Asset Allocation



14% U.S. GOVERNMENT MONEY MARKET
13% INTERMEDIATE TERM BOND
7% LARGE GROWTH

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20% VANGUARD SMALL CAP INDEX
20% FIDELITY ADV DIV INTL

7% VANGUARD SMALL CAP INDEX
17% FIDELITY ADV DIV INTL
7% ROCKFORD PRODUCTS STOCK
13% GENERAL FUND
14% PIMCO TOTAL RETURN
4% LKCM SMALL CAP EQUITY

28% LARGE VALUE
3% MID-CAP GROWTH
11% SMALL BLEND
17% FOREIGN LARGE GROWTH
7% EMPLOYER SECURITIES

Investment Name	Balance	Portfolio Percent	Election Percent	Units	Price	Ticker	Class
AMCORE STABLE ASSET	$0.00	0%	0%	0.0000	$26.53	N/A	STABLE VALUE
FIDELITY ASSET MGR 50%	$0.00	0%	0%	0.0000	$16.71	FASMX	MODERATE ALLOCATION
FIDELITY ASSET MGR 85%	$0.00	0%	0%	0.0000	$14.40	FAMRX	LARGE GROWTH
FIDELITY ASSET MGR 70%	$0.00	0%	0%	0.0000	$17.38	FASGX	MODERATE ALLOCATION
FIDELITY ASSET MGR 20%	$0.00	0%	0%	0.0000	$12.77	FASIX	CONSERVATIVE ALLOCATION
AMERICAN FUNDS GROWTH	$31,880.02	7%	5%	881.8820	$36.15	RGAEX	LARGE GROWTH
VANGUARD INDEX 500	$146.98	0%	0%	1.0830	$135.72	VFINX	LARGE BLEND
DODGE & COX STOCK	$130,235.78	28%	35%	850.1030	$153.20	DODGX	LARGE VALUE
FIDELITY ADVISER MID CAP	$15,809.58	3%	20%	583.1640	$27.11	FMCAX	MID-CAP GROWTH
VANGUARD SMALL CAP INDEX	$32,565.83	7%	20%	982.0820	$33.16	NAESX	SMALL BLEND
FIDELITY ADV DIV INTL	$78,150.12	17%	20%	3102.4260	$25.19	FADIX	FOREIGN LARGE GROWTH
ROCKFORD PRODUCTS STOCK	$32,740.23	7%	0%	4144.3320	$7.90	RKPS	EMPLOYER SECURITIES
LIQUID ASSETS FUND	$0.00	0%	0%	0.0000	$1.00	LATXX	MONEY MARKET
GENERAL FUND	$63,656.51	13%	0%	63656.5100	$1.00	FDUXX	U.S. GOVERNMENT MONEY MARKET
PIMCO TOTAL RETURN	$63,412.48	14%	0%	5926.4010	$10.70	PTRAX	INTERMEDIATE TERM BOND
SELECTED AMERICAN	$0.00	0%	0%	0.0000	$48.00	SLASX	LARGE BLEND
LKCM SMALL CAP EQUITY	$19,856.56	4%	0%	909.1830	$21.84	LKSCX	SMALL BLEND
Cash	$0.00	0%	0%	0.0000	$0.00		CASH
All INVESTMENTS	**$468,454.09**	-	-	-	-	-	-

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Investment Summary

Investment Balances ::: ALL SOURCES (Performance As Of 12/17/2007)

The Importance of Diversifying Your Retirement Savings

To help achieve long-term retirement security, you should give careful consideration to the benefits of a well-balanced and diversified investment portfolio. Spreading your assets among different types of investments can help you achieve a favorable rate of return, while minimizing your overall risk of losing money. This is because market or other economic conditions that cause one category of assets, or one particular security, to perform very well often cause another asset category, or another particular security, to perform poorly. If you invest more than 20% of your retirement savings in any one company or industry, your savings may not be properly diversified. Although diversification is not a guarantee against loss, it is an effective strategy to help you manage investment risk.

In deciding how to invest your retirement savings, you should take into account all of your assets, including any retirement savings outside of the Plan. No single approach is right for everyone because, among other factors, individuals have different financial goals, different time horizons for meeting their goals, and different tolerances for risk.

It is also important to periodically review your investment portfolio, your investment objectives, and the investment options under the Plan to help ensure that your retirement savings will meet your retirement goals.

For more information regarding invidivual investing and diversification, see the internet website of the U.S. Department of Labor at: http://www.dol.gov/ebsa/Investing.html.

Additional Sources

ALL SOURCES View Source

Election Percent Summary



5% AMERICAN FUNDS GROWTH
35% DODGE & COX STOCK
20% FIDELITY ADVISER MID CAP
20% VANGUARD SMALL CAP INDEX
20% FIDELITY ADV DIV INTL

Portfolio Percent Summary



7% AMERICAN FUNDS GROWTH
30% DODGE & COX STOCK
4% FIDELITY ADVISER MID CAP
7% VANGUARD SMALL CAP INDEX
17% FIDELITY ADV DIV INTL

Asset Allocation



15% U.S. GOVERNMENT MONEY MARKET
15% INTERMEDIATE TERM BOND
7% LARGE GROWTH
30% LARGE VALUE
4% MID-CAP GROWTH

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15% GENERAL FUND
15% PIMCO TOTAL RETURN
5% LKCM SMALL CAP EQUITY
12% SMALL BLEND
17% FOREIGN LARGE GROWTH

Investment Name	Balance	Portfolio Percent	Election Percent	Units	Price	Ticker	Class
AMCORE STABLE ASSET	$0.00	0%	0%	0.0000	$26.59	N/A	STABLE VALUE
FIDELITY ASSET MGR 50%	$0.00	0%	0%	0.0000	$16.47	FASMX	MODERATE ALLOCATION
FIDELITY ASSET MGR 85%	$0.00	0%	0%	0.0000	$14.07	FAMRX	LARGE GROWTH
FIDELITY ASSET MGR 70%	$0.00	0%	0%	0.0000	$17.05	FASGX	MODERATE ALLOCATION
FIDELITY ASSET MGR 20%	$0.00	0%	0%	0.0000	$12.70	FASIX	CONSERVATIVE ALLOCATION
AMERICAN FUNDS GROWTH	$31,209.81	7%	5%	881.8820	$35.39	RGAEX	LARGE GROWTH
VANGUARD INDEX 500	$144.82	0%	0%	1.0830	$133.72	VFINX	LARGE BLEND
DODGE & COX STOCK	$127,549.46	30%	35%	850.1030	$150.04	DODGX	LARGE VALUE
FIDELITY ADVISER MID CAP	$15,259.43	4%	20%	663.4530	$23.00	FMCAX	MID-CAP GROWTH
VANGUARD SMALL CAP INDEX	$31,485.55	7%	20%	982.0820	$32.06	NAESX	SMALL BLEND
FIDELITY ADV DIV INTL	$73,917.86	17%	20%	3543.5210	$20.86	FADIX	FOREIGN LARGE GROWTH
LIQUID ASSETS FUND	$0.00	0%	0%	0.0000	$1.00	LATXX	MONEY MARKET
GENERAL FUND	$63,656.51	15%	0%	63656.5100	$1.00	FDUXX	U.S. GOVERNMENT MONEY MARKET
PIMCO TOTAL RETURN	$63,201.41	15%	0%	5990.6550	$10.55	PTRAX	INTERMEDIATE TERM BOND
SELECTED AMERICAN	$0.00	0%	0%	0.0000	$46.74	SLASX	LARGE BLEND
LKCM SMALL CAP EQUITY	$19,201.94	5%	0%	909.1830	$21.12	LKSCX	SMALL BLEND
Cash	$0.00	0%	0%	0.0000	$0.00		CASH
All INVESTMENTS	**$425,626.79**	-	-	-	-	-	-

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Investment Summary

Investment Balances ::: ALL SOURCES (Performance As Of 01/18/2008)

The Importance of Diversifying Your Retirement Savings

To help achieve long-term retirement security, you should give careful consideration to the benefits of a well-balanced and diversified investment portfolio. Spreading your assets among different types of investments can help you achieve a favorable rate of return, while minimizing your overall risk of losing money. This is because market or other economic conditions that cause one category of assets, or one particular security, to perform very well often cause another asset category, or another particular security, to perform poorly. If you invest more than 20% of your retirement savings in any one company or industry, your savings may not be properly diversified. Although diversification is not a guarantee against loss, it is an effective strategy to help you manage investment risk.

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Additional Sources

ALL SOURCES View Source

Election Percent Summary



5% AMERICAN FUNDS GROWTH
35% DODGE & COX STOCK
20% FIDELITY ADVISER MID CAP
20% VANGUARD SMALL CAP INDEX
20% FIDELITY ADV DIV INTL

Portfolio Percent Summary



8% AMERICAN FUNDS GROWTH
34% DODGE & COX STOCK
4% FIDELITY ADVISER MID CAP
8% VANGUARD SMALL CAP INDEX
20% FIDELITY ADV DIV INTL

Asset Allocation



19% INTERMEDIATE TERM BOND
2% MODERATE ALLOCATION
8% LARGE GROWTH
34% LARGE VALUE
4% MID-CAP GROWTH

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2% T ROWE PRICE PSNL STRAT BAL
19% PIMCO TOTAL RETURN
5% LKCM SMALL CAP EQUITY
13% SMALL BLEND
20% FOREIGN LARGE GROWTH

Investment Name	Balance	Portfolio Percent	Election Percent	Units	Price	Ticker	Class
AMCORE STABLE ASSET	$0.00	0%	0%	0.0000	$26.68	N/A	STABLE VALUE
FIDELITY ASSET MGR 50%	$0.00	0%	0%	0.0000	$14.65	FASMX	MODERATE ALLOCATION
FIDELITY ASSET MGR 85%	$0.00	0%	0%	0.0000	$12.82	FAMRX	LARGE GROWTH
FIDELITY ASSET MGR 70%	$0.00	0%	0%	0.0000	$15.63	FASGX	MODERATE ALLOCATION
FIDELITY ASSET MGR 20%	$0.00	0%	0%	0.0000	$12.25	FASIX	CONSERVATIVE ALLOCATION
AMERICAN FUNDS GROWTH	$29,152.20	8%	5%	944.0480	$30.88	RGAEX	LARGE GROWTH
VANGUARD INDEX 500	$132.81	0%	0%	1.0880	$122.07	VFINX	LARGE BLEND
DODGE & COX STOCK	$116,139.30	34%	35%	926.0030	$125.42	DODGX	LARGE VALUE
FIDELITY ADVISER MID CAP	$13,316.46	4%	20%	666.1560	$19.99	FMCAX	MID-CAP GROWTH
VANGUARD SMALL CAP INDEX	$28,366.91	8%	20%	992.5440	$28.58	NAESX	SMALL BLEND
FIDELITY ADV DIV INTL	$69,248.55	20%	20%	3536.6980	$19.58	FADIX	FOREIGN LARGE GROWTH
T ROWE PRICE PSNL STRAT BAL	$6,957.33	2%	0%	384.3830	$18.10	TRPBX	MODERATE ALLOCATION
LIQUID ASSETS FUND	$0.00	0%	0%	0.0000	$1.00	LATXX	MONEY MARKET
PIMCO TOTAL RETURN	$65,725.96	19%	0%	6002.3700	$10.95	PTRAX	INTERMEDIATE TERM BOND
SELECTED AMERICAN	$0.00	0%	0%	0.0000	$42.95	SLASX	LARGE BLEND
LKCM SMALL CAP EQUITY	$17,302.61	5%	0%	988.1560	$17.51	LKSCX	SMALL BLEND
Cash	$0.00	0%	0%	0.0000	$0.00		CASH
All INVESTMENTS	**$346,342.13**	-	-	-	-	-	-

CERTIFICATE OF SERVICE

I, Charles R. Watkins, an attorney, do hereby certify that I caused a true and correct copy of the foregoing Amended Class Action Complaint to be served upon the following through the Court's ECF notification system on this 9th day of April, 2009.

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