RETIREMENT SYSTEM

2010 ANNUAL REPORT

TVA

CONTENTS

FINANCIAL HIGHLIGHTS AND STATISTICS

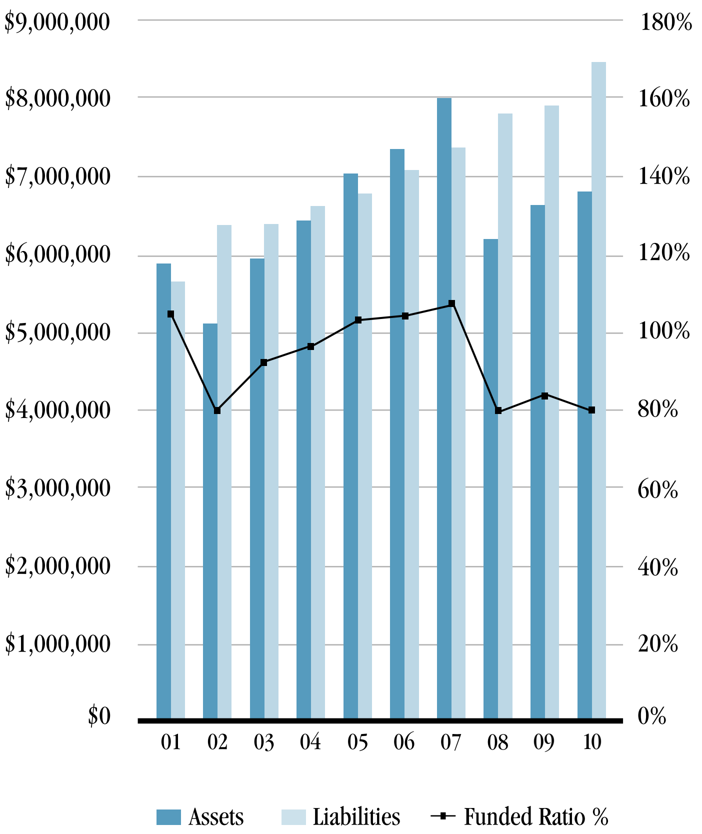
(Dollars in thousands)	**2010**	2009	Change	% Change
Net Assets Available for Benefits				
TVA Retirement System (Fixed Benefit Fund and Variable Fund)	**$ 6,923,275**	$ 6,762,283	$ 160,992	2.4%
TVA Savings & Deferral Retirement Plan [401 (k) Plan]	**1,370,927**	1,256,360	114,567	9.1%
Total	**$ 8,294,202**	$ 8,018,643	$ 275,559	3.4%
Net Assets Available for Benefits (Fixed Benefit Fund)	**$ 6,785,566**	$ 6,625,375	$ 160,191	2.4%
Accumulated Benefit Obligation (Fixed Benefit Fund)	**$ 8,451,900**	$ 7,890,000	$ 561,900	7.1%
Contributions				
Employer (all funds)	**$ 26,765**	$ 1,023,767	$ (997,002)	(97.4%)
Employee (all funds)	**$ 103,062**	$ 98,559	$ 4,503	4.6%
Benefits Paid (all funds)	**$ 687,915**	$ 646,212	$ 41,703	6.5%
Number of Active Members	**12,327**	12,084	243	2.0%
Number of Retirees	**23,834**	23,847	(13)	(0.1%)

This summary is intended for informational purposes only.

FIXED BENEFIT FUND

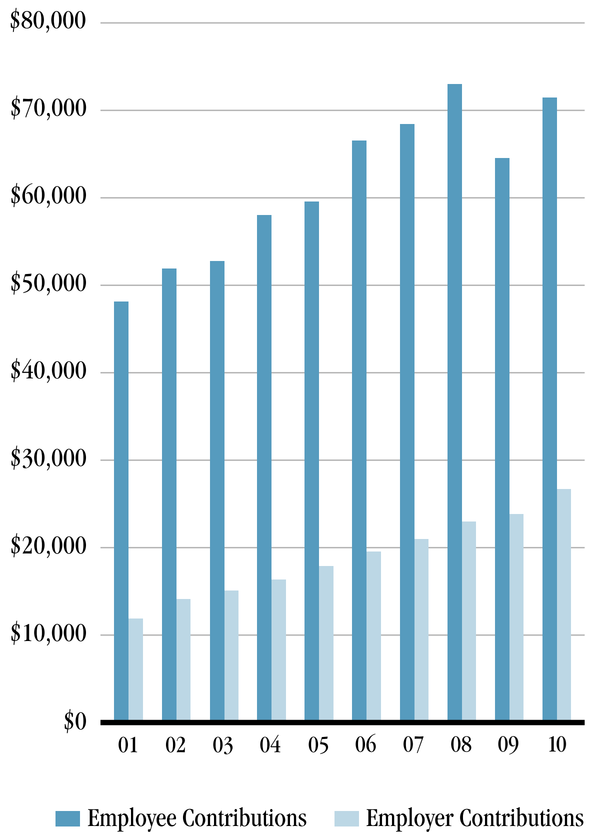
Market Value of Assets and Liabilities, and Funded Ratio

(in thousands)



401(K) PLAN CONTRIBUTIONS

(in thousands)



TO RETIREMENT SYSTEM MEMBERS

The TVA Retirement System (System) Board of Directors is pleased to present the 2010 Annual Report for the year ended September 30, 2010. For the year the net assets of the Fixed Benefit Fund totaled $6.8 billion while the System's liabilities totaled $8.5 billion resulting in an asset to funding ratio of 80 percent.

Continuing the economic recovery which began in 2009, investment performance of fund assets was strong for fiscal year 2010. For the fiscal year, the fund earned 11.5 percent vs. the policy benchmark of 9.9 percent, a level that ranked the System in the 10th percentile compared to public plan sponsors in the Wilshire Associates Inc. database. The System outperformed 90 percent of the other 143 plans in the database. A significant portion of the success achieved during 2010 can be attributed to the System's asset allocation of 46 percent equities, 42 percent in fixed income, and 12 percent in alternative investments, including private equity, real estate, and commodities. The investment earnings for fiscal year 2010 totaled approximately $780 million, with approximately $600 million paid in benefits to about 22,800 retirees and beneficiaries.

In addition to the improved financial performance of the System, other highlights for 2010 include the following:

- The System Board approved a cost-of-living increase of 1.15 percent in the monthly pension and supplemental benefits payable to eligible retirees and beneficiaries for calendar year 2011.

- As part of improving and simplifying the 401(k) Plan for participants, the number of investment funds offered through Fidelity Investments was streamlined in 2010, decreasing from about 290 to 75.

- In November of 2010, the System Board took a step forward in strengthening Board governance and organizational performance with the hiring of Hewitt Ennis Knupp to conduct fiduciary training for the System Board and provide assistance in developing governance policies.

- The System Board approved an Investment Policy Statement that defines the investment objectives and policies for the management and oversight of System assets.

- In addition to adopting an Investment Policy Statement for the System, a 401(k) Plan Investment Policy was adopted to guide the System Board in making investment-related decisions with respect to the 401(k) Plan.

- Les Bays was re-elected to the System Board of Directors for a three-year term ending October 31, 2013.

- Tammy Wilson was appointed by TVA to replace Phil Reynolds on the System Board of Directors effective May 10, 2010.

- Pat Brackett was selected by the System Board to serve as the System's executive secretary.

Thank you for the trust and confidence you have placed in the System Board over the years. We are honored to continue to work on your behalf and are pleased to report on the status of the System.

For the Board,

Leslie P. Bays
Chair, Board of Directors
TVA Retirement System

Janet C. Herrin
Vice Chair, Board of Directors
TVA Retirement System

B O A R D   O F   D I R E C T O R S

ELECTED BY MEMBERS

Leslie P. Bays
Elected June 13, 2008

Leonard J. Muzyn
Elected November 1, 2003

Anthony L. Troyani, Jr.
Elected November 1, 2008

APPOINTED BY TVA

Janet C. Herrin
Appointed May 16, 2005

John M. Hoskins
Appointed July 28, 2003

Tammy W. Wilson
Appointed May 10, 2010

Leslie P. Bays

Leonard J. Muzyn

Anthony L. Troyani, Jr.

Janet C. Herrin

John M. Hoskins

Tammy W. Wilson

STANDING COMMITTEES

AUDIT
Leonard J. Muzyn, Chair
Leslie P. Bays
John M. Hoskins

ELECTION
Anthony L. Troyani, Jr., Chair
Janet C. Herrin
Leonard J. Muzyn

INVESTMENT
John M. Hoskins, Chair
Leonard J. Muzyn, Vice Chair
Leslie P. Bays
Michael Brakebill, Nonvoting
Janet C. Herrin
Anthony L. Troyani, Jr.
Tammy W. Wilson

RETIREMENT
Janet C. Herrin, Chair
Leslie P. Bays
Tammy W. Wilson

BOARD OFFICERS

Leslie P. Bays
Chair

Janet C. Herrin
Vice Chair

Patrick D. Brackett
Executive Secretary

Pamela K. Ramsey
Assistant Secretary and
Assistant Treasurer

Sally R. Weber
Treasurer

Courtney L. Hammontree
Assistant Treasurer

Judy Stephens
Assistant Treasurer

PROFESSIONAL ADVISORS

ACTUARY
Mercer Human Resource Consulting, Atlanta

AUDITORS
Crowe Horwath LLP, South Bend, Indiana
E.H. Johnson & Company, P.C., Knoxville

INVESTMENT ADVISOR
Michael Brakebill, Chief Investment Officer, Tennessee Consolidated Retirement System

INVESTMENT CONSULTANT
Wilshire Associates Incorporated, Pittsburgh

LEGAL COUNSEL
W. Colby Carter, Attorney, TVA, Knoxville

MASTER TRUSTEE
The Bank of New York Mellon, Pittsburgh

TRUSTEE – 401(k) PLAN
Fidelity Management Trust Company, Boston

MEDICAL ADVISOR
Anne S. Roberts, M.D., Knoxville

MEDICAL BOARD
Deborah D. Barton, M.D., Knoxville
Robert W. Myers, M.D., Chattanooga

INVESTMENT MANAGERS

FIXED BENEFIT FUND
Abbott Capital Management LP
Adams Street Partners, LLC
AQR Capital Management, LLC
BlackRock Financial Management Inc.
Bridgewater Associates, Inc.
Guggenheim Partners Asset Management
HarbourVest Partners, LLC
Hancock Natural Resource Group, Inc.
J.P. Morgan Investment Management, Inc.
Kennedy-Wilson Holdings, Inc.
MacKay Shields, LLC
Mellon Capital Management
Neuberger Berman, LLC
Oaktree Capital Management, LP
Pacific Investment Management Company
The Prudential Insurance Company of America
Prudential Investment Management, Inc.
Standish Mellon Asset Management, LLC
Stone Harbor Investment Partners, LP
Taplin, Canida & Habacht
Vedanta Capital, LLC
Wellington Management Company, LLP
Western Asset Management Company
Wilshire Associates Incorporated
WRH Partners, LLC

VARIABLE FUND
Fidelity Investments
Mellon Capital Management

Established in 1939, the TVA Retirement System (System) is a defined benefit plan (Plan) covering most full-time and part-time annual employees. The System is a separate legal entity from TVA and is administered by an independent, seven-member Board of Directors. Three of the directors are appointed by TVA, and three are elected by and from the membership. A seventh director is selected by the other six. At the March 2011 regular quarterly meeting, the System Board selected Allen E. Stokes to serve as its seventh director. Mr. Stokes' term will end October 31, 2012. The System Board also has responsibility for administration of a defined contribution plan, the TVA Savings and Deferral Retirement Plan [401(k) Plan].

TVA contributes to the System such amounts as are necessary on an actuarial basis to provide the System with assets sufficient to meet TVA-funded benefit obligations to be paid to members. In consideration of TVA's $1 billion contribution to the System in September 2009, the System's Rules and Regulations were amended to temporarily suspend the minimum annual contribution requirements for a four-year period from fiscal year 2010 through fiscal year 2013; however, TVA may still make additional discretionary contributions to the System, as it determines, during this period of time. While members are not required to make contributions to the System, members are eligible to make voluntary contributions to the System's Fixed and/or Variable Funds unless they have transferred their funds to the 401(k) Plan after May 1, 2005. Members can also contribute to the 401(k) Plan, and TVA makes matching contributions to that plan.

RETIREMENT BENEFITS

A member's retirement benefit consists of a pension benefit derived from TVA's contributions and earnings on Plan assets. A member's retirement benefit may also include an annuity and/or a lump-sum benefit derived from the member's contributions to the Fixed and/or Variable Funds and the 401(k) Plan. The pension plus the annuity, if applicable, compose the System's retirement allowance. In addition, the System provides a supplemental benefit to eligible retirees that may be used to help with the cost of medical insurance.

ORIGINAL BENEFIT STRUCTURE

The pension from the Original Benefit Structure is based on the member's years (to the nearest month) of creditable service, highest average base pay during any three consecutive years of creditable service, and a pension factor, less a Social Security offset.

Creditable service is the length of time spent as a member of the System. It also includes any annual leave forfeited after January 1, 1980, and, at the member's election, the total balance of any unused sick leave. Leave is counted hour for hour for the first 1,000 hours and two hours for each hour in excess of 1,000 hours (2,080 hours equates to one year of creditable service). Forfeited annual leave and unused sick leave may be used in determining both the eligibility for retirement and the amount of the benefit. Creditable service may also include previous periods of membership in the System, certain military service, and some periods of leave without pay.

Members with at least five years of creditable service who are at least attained age 55 are always eligible to receive an immediate benefit. Vested members with less than attained age 55 may also receive an immediate benefit unless they are terminated for cause. Members who are at least actual age 45 at retirement and whose age plus creditable service equals 80 or more receive the maximum pension factor of 1.3. Vested members who are at least attained age 60 at the time they begin to receive their pension also receive the maximum pension factor even if their age plus creditable service does not equal 80.

CASH BALANCE BENEFIT STRUCTURE

The System implemented the Cash Balance Benefit Structure for employees who became members on or after January 1, 1996, with no prior System membership. Employees rehired by TVA after a break in service of 180 or more consecutive days and who were participants in the Original Benefit Structure when they were last employed are given an opportunity to participate in the Cash Balance Benefit Structure when they are rehired or at the time they become eligible for System membership.

The Cash Balance Benefit Structure provides a TVA-funded pension benefit based on the balance of the cash balance account established for each member and a conversion factor based on the member's age (to the nearest month). This cash balance account receives pay credits each pay period equal to 6 percent of compensation, as well as interest credits each month at the rate established by the Board each January 1. The interest rate is determined by calculating the percentage change of the 12-month average of the Consumer Price Index (CPI) for the period ending the previous October 31 over the preceding 12-month period, plus 3 percent. The System has established a minimum annual interest rate of 6 percent and a maximum annual interest rate of 10 percent for interest credits. The annual interest rate was 6 percent for calendar year 2010 and 7.45 percent for calendar year 2009. Cash balance service is the length of time spent as a member of the System. It does not include credit for unused sick leave, forfeited annual leave, or pre-TVA employment military service. Cash balance service may include previous periods of membership in the System and some periods of leave without pay. Members with at least five years of cash balance service who are at least age 55 are always eligible to receive an immediate benefit upon termination. Vested members who are less than age 55 may also receive an immediate benefit unless they are terminated for cause.

SUPPLEMENTAL BENEFIT

If upon retirement a member meets the eligibility criteria, the member will receive a supplemental benefit regardless of the member's benefit structure. This benefit is provided to eligible retirees and eligible surviving spouses to assist with the cost of their medical insurance, although it is not required to be used to pay for medical insurance.

LEVEL INCOME PLAN

The Level Income Plan (LIP) is an optional plan intended to provide retirees with approximately the same amount of monthly retirement income before and after Social Security benefits are payable, assuming the retiree begins receiving Social Security benefits at age 62. To be eligible for the optional LIP at retirement, a member must be eligible for a future Social Security benefit and be younger than age 62.

Regardless of the member's benefit structure, members may choose the optional LIP at retirement to temporarily increase their TVA pension benefit until age 62 when they are first eligible to begin receiving Social Security benefits. Then at age 62, the TVA pension benefit is permanently reduced for life. The reduction normally begins the month after the retiree turns age 62, regardless of whether the retiree chooses to begin receiving Social Security benefits at that time. The exact date Social Security benefits begin is based on a schedule set by the Social Security Administration, which may differ by several weeks from the date the TVA LIP reduction begins.

The LIP increase and reduction amounts are set at retirement based on an estimate of the member's age 62 Social Security benefit and actual age at retirement. The estimate is based on the assumption that the member does not work after retirement and does not make additional contributions to Social Security. If the member does work and receives a higher Social Security benefit at age 62 as a result, the higher Social Security benefit does not affect the amount of the reduction in the TVA pension benefit when the retiree turns age 62.

Any cost-of-living adjustments and survivor benefits are calculated using the retiree's base pension amount, without any LIP increase or reduction.

FIXED AND VARIABLE FUNDS AND 401(K) PLAN

During Employment

The Fixed and Variable Funds provide two after-tax investment options to members. These funds are available to members unless they have transferred their funds to the 401(k) Plan after May 1, 2005. The Fixed Fund earns a specified rate of interest set by the System's Board of Directors. The Variable Fund is invested in the Fidelity Spartan 500 Index Advantage Fund. Employees participating in the Variable Fund purchase shares in the Fidelity Spartan 500 Index Advantage Fund, which is invested in the stocks of companies included in the S&P 500 Composite Stock Price Index.

Members are also permitted to transfer their contributions between the Fixed Fund and the Variable Fund once per calendar month and may, at any time during employment, transfer their entire balance to the 401(k) Plan. Members who transfer their funds to the 401(k) Plan after May 1, 2005, are no longer eligible to contribute to the Fixed and Variable Funds. Prior to retirement, those who first became members before January 1, 1996, may transfer all or any portion of their after-tax balance(s) in the 401(k) Plan to the System to receive monthly payments.

In addition, members may elect to participate in the 401(k) Plan on a before-tax, after-tax, and/or Roth basis. TVA provides 401(k) Plan employer matching contributions for participating members. The amount of this match for Cash Balance Benefit Structure participants is 75 cents on every dollar contributed up to a maximum of 4.5 percent of fiscal year-to-date earnable compensation. The amount of this match for Original Benefit Structure participants is 25 cents on every dollar contributed up to a maximum of 1.5 percent of fiscal year-to-date earnable compensation. Members are vested in the TVA matching contributions after three years of actual System service. During employment, members are also permitted to roll over funds from certain other retirement plans and IRAs into the 401(k) Plan.

Investment options available through the 401(k) Plan have varying degrees of risk and potential return.

For calendar year 2010, contributions to the Fixed Fund, Variable Fund, and 401(k) Plan, including TVA matching contributions, could not exceed the lesser of $49,000 or 100 percent of calendar year-to-date compensation. Additionally, before-tax and/or designated Roth contributions could not exceed the annually published IRS maximum ($16,500 for 2010). Employees who were age 50 or older were allowed to make additional before-tax and/or designated Roth contributions, allowing them to "catch up" on their retirement savings. For 2010, the catch-up amount was $5,500 over and above contribution limits and could not begin until the before-tax and/or designated Roth contribution limit was reached. These IRS limits may increase annually according to the IRS cost-of-living adjustment rules. Contributions to the Fixed Fund and/or the Variable Fund are limited by the Rules and Regulations of the Retirement System (Rules) to the lesser of $10,000 per calendar year or 100 percent of calendar year-to-date compensation.

After Retirement

Those who first became members before January 1, 1996, may receive a monthly annuity payment from the Fixed Fund, the Variable Fund, or both. Annuity payments from the Fixed Fund are based on a specified rate of interest set by the System's Board of Directors. Members who elect to receive an annuity payment from the Variable Fund will have their shares in the Fidelity Spartan U.S. Equity Index Fund redeemed and the proceeds used to purchase units in the Variable Fund. The monthly annuity payments will vary based on the value of these units. The investment strategy of the Variable Fund is the same as the Fidelity Spartan U.S. Equity Index Fund. Retired members may elect to transfer their entire fund balance(s) between the Fixed Fund and the Variable Fund once every 12 months.

Those who first became members on or after January 1, 1996, must withdraw or roll over their total balance from the Fixed and/or Variable Funds when their employment ends.

SOCIAL SECURITY

A retired member may be eligible to receive Social Security benefits at age 62, or earlier for disability. The Social Security Administration determines eligibility for Social Security benefits.

SURVIVOR OPTIONS

At Retirement

A member decides whether to take the maximum monthly retirement allowance during the member's lifetime, with nothing payable after death, or to take a reduced amount and provide benefits for a survivor.

Each of the various survivor options is the actuarial equivalent of the maximum retirement allowance. Married members who first become members of the System after January 1, 1990, must designate their spouse as beneficiary to receive a survivor benefit as specified by the Rules governing the defined benefit plan, or receive their spouse's written consent to select a different survivor option at retirement.

After Retirement

Retirees who marry or remarry after commencement of their retirement allowance may elect to designate their new spouse for either a 50 percent or 100 percent survivor benefit.

Retirees have 90 days from the date of such marriage or remarriage to elect this second survivor benefit. This election and actuarial reduction to the retirement benefit would be effective the first day of the month following the first anniversary of the marriage or remarriage. Previous survivor benefit elections remain in effect for any designated beneficiary whose life expectancy has been used as a factor in determining the amount of the retiree's benefit.

DISABILITY BENEFITS

A vested member may be retired on disability retirement if it is determined that the member cannot continue to work in the member's present position because of a physical or mental disability that is likely to be permanent and there is no other TVA position available for which the member is qualified and can perform with the member's medical restrictions.

DEATH BENEFITS

During Employment

The designated beneficiary or the estate of a member who dies during employment will receive the member's accumulated contributions, if applicable, and a benefit funded by TVA's contributions.

After Retirement

Upon the death of a member after retirement, the benefits payable (if any) depend upon the survivor option selected.

COST-OF-LIVING ADJUSTMENTS

Eligible retirees may receive cost-of-living adjustments (COLAs) on the pension benefit portion of the monthly retirement (exclusive of level income plan) as determined in accordance with the System's Rules and Regulations. The COLA was zero in calendar year 2010 and 4.45 percent in calendar year 2009. Please see Note 8 on Amendments to the Rules and Regulations for changes related to the COLA provisions.

As described in Note 8, the COLA is subject to caps from calendar year 2010 through calendar 2013. Beginning in calendar year 2014, the COLA will be based on the increase in the 12-month average of the Consumer Price Index (CPI) when the CPI exceeds by as much as one percent the CPI average for the prior year for which an adjustment was made. The amount of the adjustment is capped at 5 percent in any one year. The System Board may, with the approval of the TVA Board, apply an increase greater than 5 percent.

Eligible retirees and beneficiaries on the retirement payroll on or before January 1 receive the COLA. If an Original Benefit Structure member retires after January 1, that member's pension will be at least as much as it would have been on January 1 with the COLA if the member was eligible to retire on January 1.

Eligible participants will receive COLAs on the supplemental benefits until they reach the maximum as specified in the Rules.

ADMINISTRATIVE EXPENSES

The System's Fixed Benefit Fund assets are used to pay for all eligible administrative expenses.

DOMESTIC RELATIONS ORDER

The System honors a Domestic Relations Order (DRO) that assigns a portion of the member's benefits to a former spouse if the DRO complies with the System's DRO procedures. DROs otherwise in compliance with those procedures are only effective if they are the result of a marriage that was terminated by a final order of divorce or annulment dated on or after January 1, 2003.

The DRO procedures allow a lump-sum distribution to a former spouse from a member's existing Fixed Fund, Variable Fund, and/or 401(k) Plan accounts. A DRO can also provide a recurring monthly benefit to a former spouse that begins upon the member's retirement and receipt of monthly retirement benefits. The payments continue only until the death of the retiree or former spouse. Survivor benefits are determined solely in accordance with System Rules and the member's beneficiary designations, and they cannot be affected in any way by a DRO.

TAX STATUS

The Internal Revenue Service (IRS) determined and informed the System in March 2003 that the Plan and the 401(k) Plan are designed in accordance with the applicable sections of the Internal Revenue Code (IRC). The Plan and the 401(k) Plan have been amended subsequent to the receipt of the latest IRS determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan and the 401(k) Plan are currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in these financial statements. In accordance with the IRS review cycle, the System submitted an application for an updated determination letter to the IRS during fiscal year 2009. As of September 30, 2010, management had not received a new determination letter from the IRS. Management has been notified that a reviewer has been assigned to the System review and initial inquiries have been received.

As plans maintained for employees of an agency of the federal government, the Plan and the 401(k) Plan are governmental plans within the meaning of Section 3(32) of the Employee Retirement Income Security Act (ERISA). For the most part, governmental plans are excluded from ERISA, which governs private employer pension plans. The Plan and the 401(k) Plan are also governmental plans within the meaning of Section 414(d) of the IRC and, as a result, are exempt from the requirements of the IRC that parallel those contained in ERISA.

PLAN TERMINATION

In the event the Plan is terminated, the net assets of the Plan will be allocated generally to provide benefits in the following order: (1) Fixed and Variable Fund benefits based upon members' contributions, (2) nonforfeitable benefits based upon TVA's contributions (defined benefit portion of the Plan), and (3) to the extent feasible, cost-of-living increases thereto. The Plan benefits are not guaranteed by the Pension Benefit Guaranty Corporation.

This summary is intended to help members understand the System and its benefits under the Plan and the 401(k) Plan. The rules governing these plans, not this summary, are used to determine the benefits to which a member is entitled. For additional information about your Retirement System benefits, please contact the Retirement System at the location or numbers listed at the end of this report.

CERTIFICATION OF FINANCIAL STATEMENTS

Patrick D. Brackett and Pamela K. Ramsey individually certify that:

1. I have reviewed the Financial Statements of the Tennessee Valley Authority Retirement System.

2. Based on my knowledge, the information in the Financial Statements does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the periods covered by the Financial Statements.

3. Based on my knowledge, the Financial Statements and other financial information included in the Annual Report fairly present in all material respects the financial condition, results of operations and cash flows of the Tennessee Valley Authority Retirement System as of, and for, the periods presented in the Financial Statements.

4. The other officer of the Tennessee Valley Authority Retirement System listed below and I are responsible for establishing and maintaining disclosure controls and procedures for the Tennessee Valley Authority Retirement System and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Tennessee Valley Authority Retirement System is made known to us by others, particularly during the period in which these Financial Statements are being prepared; and

   b) evaluated the effectiveness of the Tennessee Valley Authority Retirement System's disclosure controls and procedures as of a date within 90 days prior to the date of the Financial Statements.

5. I and the other officer of the Tennessee Valley Authority Retirement System listed below have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Tennessee Valley Authority Retirement System's auditors:

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting that are reasonably likely to adversely affect the Tennessee Valley Authority Retirement System's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Tennessee Valley Authority Retirement System's internal control over financial reporting.

Date: March 30, 2011

Patrick D. Brackett
Executive Secretary

Pamela K. Ramsey
Assistant Secretary

Crowe Horwath.

Crowe Horwath LLP
Independent Member Crowe Horwath International

REPORT OF INDEPENDENT AUDITORS

Participants and Administrator of
Tennessee Valley Authority Retirement System
Knoxville, Tennessee

We have audited the accompanying statements of net assets available for benefits of the Tennessee Valley Authority Retirement System as of September 30, 2010 and 2009, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial status of the Plan as of September 30, 2010 and 2009, and the changes in its financial status for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Crowe Horwath LLP

Crowe Horwath LLP

South Bend, Indiana
March 30, 2011

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

September 30, 2010 and 2009

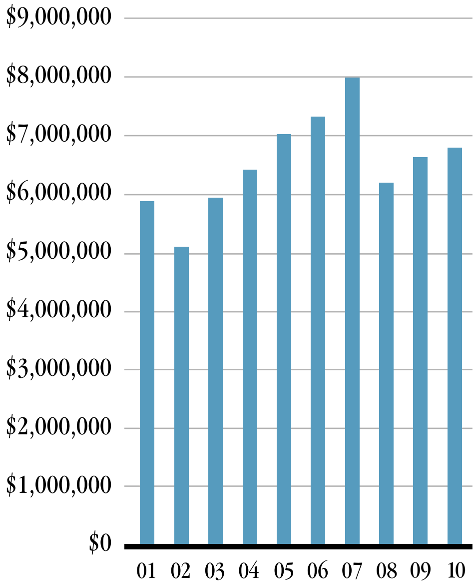
(Dollars in thousands)	**2010**	2009
Assets		
Investments at fair value		
Commingled funds	**$ 2,895,980**	$ 1,910,265
Corporate bonds	**1,200,131**	1,134,116
Equity securities	**766,311**	1,047,640
Limited partnerships	**654,147**	474,203
Government bonds	**628,741**	422,814
Mortgage and asset-backed securities	**612,711**	740,372
Cash equivalents and other short-term investments	**319,028**	1,048,545
Treasury bills, U.S. government notes and securities held as futures and other derivative collateral	**46,683**	53,951
Fair value of derivative assets	**19,904**	23,675
Securities lending commingled funds	**6,576**	115,659
Total investments	**7,150,212**	6,971,240
Receivables		
Foreign currency forward receivable	**736,648**	478,325
Due from broker	**64,447**	153,648
Interest and dividends	**25,909**	24,465
Other	**1,092**	956
Total receivables	**828,096**	657,394
Total assets	**$ 7,978,308**	$ 7,628,634
Liabilities		
Due to broker	**283,699**	255,920
Investment fees payable	**9,752**	6,227
Fair value of derivative liabilities	**5,529**	6,372
Disbursements payable	**3,326**	3,331
Other	**4,143**	2,484
Total payable	**306,449**	274,334
Foreign currency forward payable	**742,008**	476,358
Liabilities to brokers for securities lending (see Notes 4 and 15)	**6,576**	115,659
Total liabilities	**1,055,033**	866,351
Net Assets Available for Benefits	**$ 6,923,275**	$ 6,762,283

The accompanying notes are an integral part of the financial statements.

FIXED BENEFIT FUND

Net Assets Available For Benefits

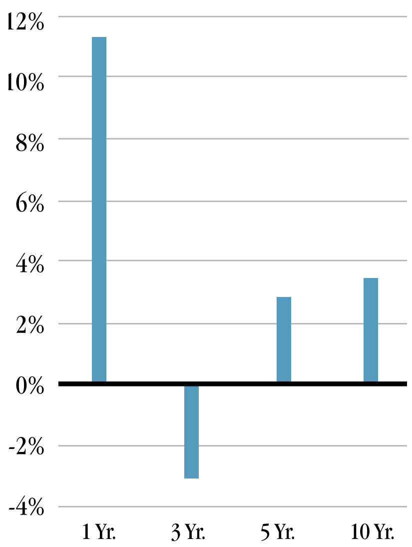
(in thousands)



This chart is unaudited and intended for informational purposes only.

FIXED BENEFIT FUND

Annualized Rate of Return



This chart is unaudited and intended for informational purposes only.

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Fiscal Years Ended September 30, 2010 and 2009

(Dollars in thousands)	**2010**	2009
Investment Income (Loss)		
Net appreciation (depreciation) in fair value of stocks, bonds, and other investments	**$ 496,844**	$ (125,124)
Net appreciation (depreciation) in fair value of derivative investments	**83,406**	(38,729)
Net appreciation (depreciation) in fair value of investments	**580,250**	(163,853)
Interest	**135,979**	101,342
Dividends	**62,973**	54,973
	779,202	(7,538)
Less investment expenses	**47,848**	24,485
	731,354	(32,023)
Contributions		
Members	**31,806**	34,259
Transfers from 401(k) Plan	**8,976**	9,156
TVA	**117**	1,000,125
	40,899	1,043,540
Total increase	**772,253**	1,011,517
Benefits, Transfers, and Expenses		
Retirement benefits – Fixed Benefit Fund	**585,526**	567,541
Transfers to 401(k) Plan	**11,794**	13,436
Retirement benefits – Variable Fund	**9,206**	8,482
Administrative expenses	**4,735**	5,789
Total benefits, transfers, and expenses	**611,261**	595,248
Net increase	**160,992**	416,269
Net Assets Available for Benefits		
Beginning of year	**6,762,283**	6,346,014
End of year	**$ 6,923,275**	$ 6,762,283

The accompanying notes are an integral part of the financial statements.

NOTES TO FINANCIAL STATEMENTS

Note 1
GENERAL PLAN DESCRIPTION

The TVA Retirement System (System) is a defined benefit plan (Plan) covering most full-time and part-time annual employees. The System is administered by an independent, seven-member Board of Directors that also administers a defined contribution plan, the TVA Savings and Deferral Retirement Plan [401(k) Plan]. The System provides retirement, disability and death benefits. There are two benefit structures within the Plan: the Original Benefit Structure and the Cash Balance Benefit Structure. New members hired on or after January 1, 1996, with no prior System membership, must participate in the Cash Balance Benefit Structure. Employees who were members of the System as of December 31, 1995, were given the opportunity to either participate in the Cash Balance Benefit Structure or to remain in the Original Benefit Structure.

There are two investment funds within the Plan: the Fixed Benefit Fund and the Variable Fund. TVA contributes to the Fixed Benefit Fund such amounts as are necessary on an actuarial basis to provide the System with assets sufficient to meet TVA-funded benefit obligations to be paid to members. In consideration of TVA's $1 billion contribution to the System in September 2009, the System's Rules and Regulations were amended to temporarily suspend the minimum annual contribution requirements for a four-year period from fiscal year 2010 through fiscal year 2013; however, TVA may still make additional discretionary contributions to the System, as it determines, during this period of time. Members have a choice of making contributions to the Fixed Fund within the Fixed Benefit Fund, the Variable Fund, or both, unless these funds were transferred to the 401(k) Plan on or after May 1, 2005. Members who have elected to make this transfer on or after May 1, 2005, are not eligible to make contributions to the Fixed Fund or the Variable Fund.

TVA's contributions are deposited in the Fixed Benefit Fund. Effective January 1, 2010, the Plan was amended to pay the lesser of 6 percent interest rate or the actuarial assumed rate of return less 0.5 percent, to employees in the Fixed Fund regardless of when they first became a System member. Members' contributions in the Fixed Fund for those who first became members before January 1, 1996, were credited an annual rate of interest of 6.0 percent for calendar year 2010 and 7.5 percent for calendar year 2009. Members' contributions in the Fixed Fund for those who first became members on or after January 1, 1996, or for members who transferred their Fixed and/or Variable Fund balance to the 401(k) Plan prior to May 1, 2005, were credited an annual rate of interest of 6 percent for calendar year 2010 and 7.25 percent for 2009. Members' contributions to the Variable Fund are invested in an S&P 500 Stock Index Fund.

For participants in the Cash Balance Benefit Structure, TVA provided matching contributions of 75 cents on every dollar contributed to the 401(k) Plan on a before- and/or after-tax basis, with maximum matching contributions of 4.5 percent of fiscal year-to-date earnable compensation. Participants in the Original Benefit Structure received employer matching contributions of 25 cents on every dollar contributed to the 401(k) Plan on a before- and/or after-tax basis, with maximum matching contributions of 1.5 percent of fiscal year-to-date earnable compensation.

Benefits are provided in the form of a pension funded by TVA contributions and, if eligible, an annuity derived from the members' contributions. The Fixed Benefit Fund contains assets for funding of both the pension and fixed annuity with the net assets available for benefits being allocated between members' and TVA's contributions (see note on Net Assets Available for Benefits). The Variable Fund is discussed in Note 20.

A more detailed description of contributions, benefits, vesting and funding is available from the TVA Retirement System.

Note 2
SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Adoption of New Accounting Standards

In September 2009, the FASB issued guidance regarding fair value measurements for certain alternative investments, such as interests in hedge funds, private equity funds, real estate funds, venture capital funds, offshore fund vehicles, collective trusts and funds of funds. The guidance allows reporting entities to use net asset value per share to estimate the fair value of these investments as a practical expedient. The guidance also requires disclosures by major category of investment about the attributes of the investments, such as the nature of any restrictions on the investor's ability to redeem its investments at the measurement date, any unfunded commitments, and the investment strategies of the investees. These changes became effective for the Plan on October 1, 2009. The adoption of this guidance changed certain financial statement disclosures but did not materially impact the Plan's Net Assets Available for Benefits.

Custody Relationships

The Bank of New York Mellon (BNY Mellon) serves as the Master Trustee (Trustee) of the Plan and accounts for the entire portfolio. The Plan has certain commingled fund investments where the investment advisor has contracted the custodial services to a financial institution other than BNY Mellon.

The holdings for private equity funds are investments in general partnerships and not held at a custody bank. The private equity funds comprise 6.8 percent of the Net Assets Available for Benefits in fiscal year 2010 and 5.7 percent in fiscal year 2009. The holdings for the private real estate funds are investments in commercial real estate and also are not held at a custody bank. The private real estate funds comprise 2.6 percent of the Net Assets Available for Benefits in fiscal year 2010 and 1.2 percent in fiscal year 2009.

Investment Valuation and Income Recognition

The Plan's investments and derivative instruments are reported at fair value. Purchases and sales of securities are recorded on a trade date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Fair value is viewed as the price that would be received by the Plan for an asset or paid by the Plan to transfer a liability (an exit price) in an orderly transaction between market participants on the measurement date in the Plan's principal or most advantageous market for the asset or the liability. There is a fair value hierarchy that maximizes the use of observable inputs and minimizes the use of unobservable inputs when measuring fair value. The hierarchy places the highest priority on unadjusted quoted market prices in active markets for identical assets or liabilities (Level 1 measurements) and gives the lowest priority to unobservable inputs (Level 3 measurements). The three levels of inputs within the fair value hierarchy are defined as follows:

Level 1 Inputs: Quoted prices (unadjusted) for identical assets in active markets that the Plan has the ability to access at the measurement date.

Level 2 Inputs: Significant observable inputs other than Level 1 such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data such as matrix pricing, yield curves and indices.

Level 3 Inputs: Significant unobservable inputs that reflect the Plan's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

In many cases, a valuation technique used to measure fair value includes inputs from multiple levels of fair value hierarchy. The lowest level of significant input determines the placement of the entire fair value measurement in the hierarchy.

The following descriptions of the valuation methods and assumptions used by the Plan to estimate the fair value of investments apply to investments held directly by the Plan. Third-party pricing vendors provide valuations for investments held by the Plans in most instances.

Vendor-provided prices for the Plan's investments are subjected to automated tolerance checks by the Trustee to identify and avoid, where possible, the use of inaccurate prices. Any questionable prices identified are reported to the vendor which provided the price. If the prices are validated, the primary pricing source is used. If not, a secondary source price that has passed the applicable tolerance check is used (or queried with the vendor if it is out of tolerance), resulting in either the use of a secondary price, where validated, or the last reported default price, as in the case of a missing price. For monthly valued accounts, where secondary price sources are available, an automated inter-source tolerance report identifies prices with an inter-vendor pricing variance of over 2 percent at an asset class level. For daily valued accounts, each security is assigned, where possible, an indicative major market index, against which daily price movements are automatically compared. Tolerance thresholds are established by asset class. Prices found to be outside of the applicable tolerance threshold are reported and queried with vendors as described above.

Equities: Investment securities, including common stock and mutual funds, listed on either a national or foreign securities exchange or traded in the over-the-counter National Market System are generally valued each business day at the official closing price (typically the last reported sale price) on the exchange on which the security is primarily traded. If there are no current day sales, the securities are valued at their last quoted bid price. Equities priced by an exchange in an active market are classified as Level 1. Equities priced using unobservable inputs are classified as Level 3.

Preferred securities: Preferred securities are valued at their quoted market price (Level 1 inputs), or in such instances where quoted market prices are unavailable, the fair value is estimated based on yields currently available on comparable securities of issues with similar credit ratings (Level 2 inputs). Certain preferred securities priced used using unobservable inputs have been classified as Level 3.

Corporate debt securities: Corporate bonds are valued based upon recent bid prices or the average of recent bid and asked prices when available (Level 2 inputs) and, if not available, they are valued through matrix pricing models developed by sources considered by management to be reliable. Matrix pricing, which is a mathematical technique commonly used to price debt securities that are not actively traded, values debt securities without relying exclusively on quoted prices for the specific securities but rather by relying on the securities' relationship to other benchmark quoted securities (Level 2 inputs). Certain corporate debt securities priced using unobservable inputs have been classified as Level 3.

Residential mortgage-backed securities: Residential mortgage-backed securities consist of collateralized mortgage obligations (CMOs) and U.S. pass-through security pools related to government-sponsored enterprises (GSEs). CMO pricing is typically based on either a volatility-driven, multidimensional single cash flow stream model or an option-adjusted spread model. These models incorporate available market data such as trade information, dealer quotes, market color, spreads, bids and offers. Pricing for GSE securities, including the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, and the Government National Mortgage Association, is typically based on quotes from the To Be Announced (TBA) market, which is highly liquid with multiple electronic platforms that facilitate the execution of trading between investors and broker/dealers. Prices from the TBA market are then compared against other live data feeds as well as input obtained directly from the dealer community. A tolerance check, adjusted dynamically in response to market conditions, is applied to check for consistency across the trading platforms and dealer quotes. If discrepancies are identified, the data is reviewed to resolve the differences and determine an appropriate evaluation. Residential mortgage-backed securities are considered to be priced using Level 2 inputs because of the nature of their market-data-based pricing models with the exception of certain securities priced using unobservable inputs, which are classified as Level 3.

U.S. Treasury and agency securities: For U.S. Treasury securities, fair values reflect the closing price reported in the active market in which the security is traded (Level 1 inputs). Agency securities are typically priced using evaluated pricing applications and models incorporating U.S. Treasury yield curves. Agency securities are classified as Level 2 because of the nature of their market-data-based pricing models.

Debt securities issued by foreign governments: These include foreign government bonds and foreign government inflation-linked securities. They are typically priced based on proprietary discounted cash flow models, incorporating option-adjusted spread features as appropriate.

Debt securities issued by foreign governments are classified as Level 2 because of the nature of their market-data-based pricing models.

Asset-backed securities: Asset-backed securities are typically priced based on a single cash-flow stream model, which incorporates available market data such as trade information, dealer quotes, market color, spreads, bids and offers. Because of the market-data-based nature of such pricing models, asset-backed securities are classified as Level 2.

Debt securities issued by state and local governments: Debt securities issued by state and local governments are typically priced using market-data-based pricing models, and are therefore classified as Level 2. These pricing models incorporate market data such as quotes, trading levels, spread relationships and yield curves, as applicable.

Commercial mortgage-backed securities: Commercial mortgage-backed securities are typically priced based on a single cash flow stream model which incorporates available market data such as trade information, dealer quotes, market color, spreads, bids, and offers. Because of the market-data-based nature of such pricing models, commercial mortgage-backed securities are classified as Level 2 with the exception of certain securities priced using unobservable inputs, which are classified as Level 3.

Private equity funds: Private equity limited partnerships and other similar alternative investments are reported at fair value, which is derived by independent appraisals or investment management judgment. The inputs used by the General Partners in estimating the fair value of the limited partnerships include the original transaction prices, recent transactions in the same or similar instruments, completed or pending third-party transactions in the underlying investments or comparable issues, subsequent rounds of financing, recapitalizations and other transactions across the capital structure, offerings in the equity or debt capital markets, and changes in financial ratios or cash flows. These investments may also be adjusted to reflect illiquidity and/or non-transferability, with the amount of such discounts estimated by the General Partners in the absence of market information. Due to the lack of observable inputs, the determination of the fair value by the General Partners may differ materially from the value ultimately realized by the Partnership.

The private equity managers recognize realized gains or losses when they receive income or dispose of an investment. The net realized capital gains or losses, which include management fees and fund expenses, are allocated to the partners in proportion to their commitments. The fair values of the private equity funds are estimated utilizing the net asset values provided by the fund managers and are classified as Level 3.

The private equity limited partnerships typically make longer-term investments in private companies and seek to obtain financial returns through long-term appreciation based on corporate stewardship, improved operating processes, and financial restructuring, which may involve a merger or acquisition. Significant investment strategies include venture capital; buyout; mezzanine, or subordinate, debt; restructuring or distressed debt; and special situations. Venture capital partnerships consist of two main groupings. Early-stage venture capital partnerships invest in businesses still in the conceptual stage where products may not be fully developed and where revenues and/or profits may be several years away. Later-stage venture capital partnerships invest in more mature companies in need of growth or expansion capital. Buyout partnerships provide the equity capital for acquisition transactions either from a private seller or the public, which may represent the purchase of the entire company or a refinancing or recapitalization transaction where equity is invested. Mezzanine or subordinated debt partnerships provide the intermediate capital between equity and senior debt in a buyout or refinancing transaction and typically own a security in the company that carries current interest payments as well as a potential equity interest in the company. Restructuring or distressed debt partnerships purchase opportunities generated by overleveraged or poorly managed companies. Special situation partnerships include organizations with a specific industry focus not covered by the other private equity subclasses or unique opportunities that fall outside the regular subclasses.

The private equity funds have no investment withdrawal provisions prior to the termination of the partnership. The restricted investments of the private equity funds amounted to $474.2 million in fiscal year 2010 and $383.5 million in fiscal year 2009. Partnerships generally continue 10 to 12 years after the anniversary date. The partnerships are subject to three to four one year extensions at the discretion of the General Partner. The maturities of the held private equity funds range from July 2011 to December 2023 before the extensions are applied. Partnerships can be dissolved by generally an 80 percent vote in interest by all limited partners with some funds requiring an occurrence of a specific event.

Private real estate funds: The Plan invests in commingled funds that invest in a wide variety of real estate opportunities and timberland investments. The fair values of the private real estate funds are estimated utilizing the net asset values of the funds. The methodologies used to calculate the net asset value of the funds are as follows:

> The Plan is invested in a limited partnership formed for the purpose of providing investors with enhanced risk-adjusted total returns through long-biased oppor-

tunistic investments principally in mortgage and/or real estate-related fixed-income instruments and related securities. This fund is invested primarily in mortgage-backed securities and asset-backed securities. Due to the market-data-based nature of the pricing models used for these types of securities, as described above, they are classified as Level 2.

The Plan is invested in a private real estate investment trust formed to make direct or indirect investments in commercial timberland properties. Pricing for these types of investments is based on comprehensive appraisals that are conducted shortly after initial purchase of properties and at three-year intervals thereafter. All appraisals are conducted by third-party timberland appraisal firms. Appraisals are based on either a sales comparison analysis or a discounted cash flow analysis. Due to the inherent uncertainty of the valuation methodology, these investments are classified as Level 3.

The Plan is invested in certain private real estate commingled funds that consist primarily of real estate investments, either directly owned or through partnership interests, and mortgage and other loans on income-producing real estate. Fair value estimates are based upon property appraisal reports prepared by independent real estate appraisers within a reasonable amount of time following acquisition of the real estate and no less frequently than annually thereafter. The appraisals are based on one or a combination of three methodologies: cost of reproduction analysis, discounted cash flow analysis and sales comparison analysis. In general, the input values used in the appraisal process are unobservable; therefore, these funds are classified as Level 3.

Investments in private real estate funds are generally long-term investments and considered illiquid but some funds have withdrawal provisions. The withdrawal provisions vary by fund and are detailed below:

PRIVATE REAL ESTATE FUND RESTRICTIONS

(Dollars in thousands)	**2010 Fair Market Value**	2009 Fair Market Value
Withdrawals available quarterly	**$125,286**	$ 42,803
Restricted – No withdrawals until Partnership termination	**$28,587**	$ 16,516
Sale of shares permitted under prescribed guidelines	**$26,057**	$ 31,355

Derivatives: The Plan invests in a variety of derivative instruments. The valuation methodologies for these instruments are as follows:

Futures: The Plan enters into equity futures, foreign currency futures and interest rate futures. The futures contracts are listed on either a national or foreign securities exchange and generally valued each business day at the official closing price (typically the last reported sales price) on the exchange on which the security is primarily traded. The pricing is performed by third-party vendors. Since futures are priced by an exchange in an active market, they are classified as Level 1. A detailed summary of futures contracts is provided in Note 10.

Net due to broker on futures: These transactions represent cash reconciliations of margin balances that are classified as Level 2.

Options: The Plan enters into interest rate options, foreign currency options and fixed income options. Options that are listed on either a national or foreign securities exchange are generally valued each business day at the official closing price (typically the last reported sales price) on the exchange on which the security is primarily traded. These options are classified as Level 1 and include both written and purchased options on Treasury note futures and Eurodollar futures.

Options traded over the counter and not in exchanges are priced by third-party vendors and are classified as Level 2. This includes both written and purchased options on interest rate swaps. Certain options priced using unobservable inputs have been classified as Level 3. A detailed summary of options is provided in Note 10.

Swaps: The Plan enters into various types of swaps. Credit default swaps are priced at market using models that consider cash flows, credit curves, recovery rates and other factors. The pricing is performed by third-party vendors. Interest rate swap contracts are priced at market using forward rates derived from the swap curve, and the pricing is also performed by third-party vendors. Other swaps such as currency swaps and total return swaps are priced by third-party vendors using market inputs such as spot rates and yield curves. All swaps are classified as Level 2. A detailed summary of swaps is provided in Notes 11 through 13.

Foreign currency forwards: The Plan enters into foreign currency forwards. All commitments are marked to market daily at the applicable translation rates, and any resulting unrealized gains or losses are recorded. Foreign currency forwards are priced by third-party vendors and are classified as Level 2. A detailed summary of foreign currency forwards is provided in Note 14.

Commingled Funds: The Plan invests in commingled funds, which include collective trusts, unit investment trusts, and similar investment funds that predominantly hold debt and/or equity securities as underlying assets. The Plan's ownership consists of a pro rata share and not a direct ownership of an underlying investment. These commingled funds are valued at their closing net asset values (or unit value) per share as reported by the managers of the commingled funds and as supported by the unit prices of actual purchases and sale transactions occurring as of or close to the financial statement date (Level 2 inputs).

The Plan is invested in equity commingled funds, which can be categorized as either passively-managed index funds or actively-managed funds. The equity index funds seek to track the performance of a particular index by replicating its capitalization and characteristics. Passive fund benchmark indices include the Russell 1000 index, the S&P 500 index, and the Morgan Stanley Capital International All Country World Index ex-U.S. The actively-managed equity funds seek to outperform certain equity benchmarks through a combination of fundamental and technical analysis. Active funds select portfolio positions based upon their research.

The Plan is invested in debt commingled funds, which can be categorized as either passively managed index funds or actively managed funds. The plan's debt index fund invests in a diversified portfolio of fixed-income securities and derivatives of varying maturities to replicate the characteristics of the Barclays Capital U.S. Aggregate Bond index. The fund seeks to track the total return of the Barclays Capital U.S. Aggregate Bond Index. The actively managed debt funds seek to outperform certain fixed-income benchmarks through fundamental research and analysis. The funds invest in a diversified portfolio of fixed income securities and derivatives of varying maturities. The objective is to achieve a positive relative total return through active credit selection.

The Plan is invested in commingled funds, which invest across multiple asset classes that can be categorized as blended. These funds seek to outperform a passive benchmark through active security selection. The funds invest in securities across equity, fixed income, currency and commodities. The portfolios employ fundamental, quantitative and technical analysis.

The Plan's investments in equity, debt and blended commingled funds can generally be redeemed at any time upon notification of the investment managers, with required notice periods varying from same-day to monthly. These investments do not have unfunded commitments.

Institutional mutual funds: Participation units of institutional mutual funds are stated at their quoted redemption values as reported by the investment managers based on their net asset values, which reflect the fair values of the underlying investments. These funds are traded at published net asset values in an active market (Level 1 inputs).

Cash collateral held under securities lending arrangements: Fair value has been determined to approximate the deposit account balances held in cash collateral pools (Level 2 inputs), as no discounts for credit quality or liquidity were determined to be applicable.

Cash equivalents and other short-term investments: Cash equivalents and other short-term investments are highly liquid securities with a maturity of less than three months and 12 months respectively. These consist primarily of U.S. Treasury securities, residential mortgage-backed securities, commercial paper, corporate bonds, asset-backed securities and certificates of deposit. U.S. Treasury securities are priced based on Level 1 inputs as described above. The other types of cash equivalent securities and other short-term investments, as described above, are priced using models that incorporate market-based inputs and are therefore classified as Level 2. Certain cash equivalents and other short-term investments are priced using unobservable inputs, and have been classified as Level 3.

The valuation methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Investments and derivative instruments measured at fair value on a recurring basis are summarized on the following pages.

ASSETS AND LIABILITIES AT FAIR VALUE

Investments and derivative instruments measured at fair value on a recurring basis at September 30, 2010, are summarized below:

		Fair Value Measurements at September 30, 2010, Using		
(dollars in thousands)	Total	Quoted Prices in Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3
Investments				
Equity securities				
Financial services	$ 122,086	$ 122,086		
Industrials	121,558	121,558		
Consumer discretionary	96,220	96,220		
Information technology	93,561	93,561		
Energy	82,792	82,792		
Health care	67,105	67,105		
S&P 500 Index Fund	60,581	60,581		
Consumer staples	48,221	48,221		
Materials	24,701	24,701		
Telecommunication services	23,441	23,441		
Utilities	13,731	13,731		
Other	915	225		690
Preferred securities	11,399	6,437		4,962
Debt securities				
Corporate debt securities	1,200,131		1,199,526	605
Residential mortgage-backed securities	476,231		473,452	2,779
Debt securities issued by U.S. Treasury and other U.S. government agencies	431,434	427,512	3,922	
Debt securities issued by foreign governments	177,162		177,162	
Asset-backed securities	132,357		132,357	
Debt securities issued by state/local governments	20,145		18,545	1,600
Commercial mortgage-backed securities	4,123		4,123	
Commingled Funds				
Equity	1,810,678		1,810,678	
Debt	706,143		706,143	
Blended	318,366		318,366	
Institutional mutual funds	60,793	60,793		
Cash equivalents and other short-term	319,028	2,999	316,014	15
Private equity funds	474,217			474,217
Private real estate funds	179,930		22,921	157,009
Treasury bills, U.S. government notes, and securities held as futures and other derivative collateral	46,683	29,580	17,103	
Securities lending commingled funds	6,576		6,576	
Derivatives				
Futures	18,696	18,696		
Purchased options	553	75	336	142
Total return swaps	655		655	
Total Investments	7,150,212	1,300,314	5,207,879	642,019
Foreign currency forward receivable	736,648		736,648	
Total Assets at Fair Value	$ 7,886,860	$ 1,300,314	$ 5,944,527	$ 642,019
Liabilities				
Derivatives				
Foreign currency forward payable	$ 742,008		$ 742,008	
Written option obligations	2,816	$ 434	2,365	17
Interest rate swaps	2,214		2,214	
Credit default swaps	499		499	
Total Liabilities at Fair Value	$ 747,537	$ 434	$ 747,086	$ 17

ASSETS AND LIABILITIES AT FAIR VALUE

Investments and derivative instruments measured at fair value on a recurring basis at September 30, 2009, are summarized below:

		Fair Value Measurements at September 30, 2009, Using		
(dollars in thousands)	Total	Quoted Prices in Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3
Equity securities				
Financial services	$ 181,649	$ 181,649		
Information technology	159,811	159,811		
Consumer discretionary	159,319	159,319		
Industrials	158,036	158,036		
Energy	100,450	100,450		
Health care	100,447	100,447		
S&P 500 Index Fund	61,642	61,642		
Materials	39,428	39,428		
Utilities	37,033	37,033		
Consumer staples	26,788	26,788		
Other	2,213	2,213		
Telecommunication services	8,058	8,058		
Preferred securities	12,766	12,766		
Debt securities				
Corporate debt securities	1,134,116		1,134,097	19
Residential mortgage-backed securities	612,562		612,562	
Debt securities issued by U.S. Treasury and other U.S. government agencies	242,630	236,829	5,801	
Debt securities issued by foreign governments	171,167		171,167	
Asset-backed securities	121,367		121,367	
Debt securities issued by state/local governments	9,017		9,017	
Commercial mortgage-backed securities	6,443		6,443	
Commingled Funds				
Equity	1,195,462		1,195,462	
Debt	388,424		388,424	
Blended	301,014		301,014	
Institutional mutual funds	25,365	25,365		
Cash equivalents and other short-term investments	1,048,545	4,998	1,043,547	
Private equity funds	383,529			383,529
Private real estate funds	90,674		16,516	74,158
Treasury bills, U.S. government notes and securities held as futures and other derivative collateral	53,951	18,062	35,889	
Securities lending commingled funds	115,659		115,659	
Derivatives				
Futures	18,221	18,221		
Interest rate swaps	5,202		5,202	
Purchased options	252	45	207	
Total Investments	6,971,240	1,351,160	5,162,374	457,706
Foreign currency forward receivable	478,325		478,325	
Total Assets at Fair Value	$ 7,449,565	$ 1,351,160	$ 5,640,699	$ 457,706
Liabilities				
Derivatives				
Foreign currency forward payable	$ 476,358		$ 476,358	
Credit default swaps	4,720		4,720	
Written option obligations	1,574	448	1,126	
Total return swaps	78		78	
Total Liabilities at Fair Value	$ 482,730	$ 448	$ 482,282	$ -

The table below presents a reconciliation of Plan investments measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the years ended September 30, 2010 and 2009, including the reporting classifications for the applicable gains and losses included in the Statements of Changes in Net Assets Available for Benefits.

In June 2009, the Board adopted the following asset allocation policy:

- 60 percent equities, of which 22½ percent may be international (non-United States) equities (measured as a percentage of the total fund), and 15 percent may be alternative investments (measured as a percentage of the total fund), including private equity, distressed debt, timberland and private real estate, but not to include holding title to real property, and
- 40 percent fixed income, of which 15 percent may be investment grade corporate credit (measured as a percentage of the total fund) and 9 percent may be high yield (measured as a percentage of the total fund).

The Board adopted the revised asset allocation policy with a permissible 3 percent deviation, either plus or minus, from these target allocations. The Board also approved a transition plan to the revised asset allocation policy and the executive secretary's authority to take action, as appropriate, to rebalance the System's assets consistent with the revised asset allocation policy over a flexible period of time.

The asset allocation policy in effect from fiscal year 2008 to June 2009 was as follows:

- 65 percent equities, of which 25 percent may be international equities (as measured as a percentage of the total fund), 5 percent may be private equity or other similar alternative investments (as measured as a percentage of the total fund), and 5 percent may be private real estate (as measured as a percentage of the total fund), but not to include holding title to real property, and
- 35 percent fixed income, of which 15 percent may be alternative fixed income strategies (as measured as a percentage of the total fund) and 5 percent may be high yield (as measured as a percentage of the total fund).

SUMMARY OF FAIR VALUE MEASUREMENTS USING SIGNIFICANT UNOBSERVABLE INPUTS (LEVEL 3) TRANSACTIONS

The table below presents a reconciliation of Plan investments measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the years ended September 30, 2010, and 2009.

	Fair Value Measurements Using Significant Unobservable Inputs (Level 3)					
(Dollars in thousands)	**October 1, 2009**	**Transfers in and/or out of Level 3**	**Purchases, sales, issuances and settlements (net)**	**Net realized/ unrealized appreciation (depreciation)**	**September 30, 2010**	**Net change in unrealized appreciation (depreciation) relating to investments still held at September 30, 2010**
Private equity funds	**$ 383,529**	**$ -**	**$ 23,361**	**$ 67,327**	**$ 474,217**	**$ 59,667**
Private real estate funds	**74,158**	**-**	**85,567**	**(2,716)**	**157,009**	**(2,161)**
Preferred securities	**-**	**5,474**	**-**	**(512)**	**4,962**	**(512)**
Residential mortgage-backed securities	**-**	**331**	**2,430**	**18**	**2,779**	**18**
Debt securities issued by state/local governments	**-**	**-**	**1,436**	**164**	**1,600**	**164**
Equity securities	**-**	**-**	**-**	**690**	**690**	**-**
Corporate debt securities	**19**	**-**	**600**	**(14)**	**605**	**(14)**
Purchased options	**-**	**-**	**135**	**7**	**142**	**7**
Cash equivalents and short-term investments	**-**	**-**	**9**	**6**	**15**	**6**
Written options	**-**	**-**	**(11)**	**(6)**	**(17)**	**(6)**
Totals	**$ 457,706**	**$ 5,805**	**$ 113,527**	**$ 64,964**	**$ 642,002**	**$ 57,169**

	Fair Value Measurements Using Significant Unobservable Inputs (Level 3)					
(Dollars in thousands)	October 1, 2008	Transfers in and/or out of Level 3	Purchases, sales, issuances and settlements (net)	Net realized/ unrealized appreciation (depreciation)	September 30, 2009	Net change in unrealized appreciation (depreciation) relating to investments still held at September 30, 2009
Private equity funds	$ 397,832	$ -	$ 8,510	$ (22,813)	$ 383,529	$ 8,597
Private real estate funds	103,380	-	12,584	(41,806)	74,158	(41,495)
Equity securities	146	-	-	(146)	-	-
Corporate debt securities	9	-	(106)	116	19	10
Cash equivalents and short-tem investments	1	-	(1)	-	-	-
Totals	$ 501,368	$ -	$ 20,987	$ (64,649)	$ 457,706	$ (32,888)

The asset allocation policy included a permissible 3 percent deviation, either plus or minus, from these target allocations.

Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, liquidity and credit risks. Due to the level of risk associated with certain investment securities and the sensitivity of certain fair value estimates to changes in valuation, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the Statements of Net Assets Available for Benefits and participants' individual account balances.

Plan contributions are made and the actuarial present value of accumulated plan benefits is reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimation and assumption processes, it is at least reasonably possible that changes in these estimates and assumptions in the near term could materially affect the amounts reported and disclosed in the financial statements.

Tax Status

The Internal Revenue Service (IRS) determined and informed the System in March 2003 that the Plan is designed in accordance with the applicable sections of the Internal Revenue Code (IRC). The Plan has been amended subsequent to the receipt of the latest IRS determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in these financial statements. In accordance with the IRS review cycle, the System submitted an application for an updated determination letter to the IRS during fiscal year 2009. As of September 30, 2010, management has not received a new determination letter from the IRS. Management has been notified that a reviewer has been assigned to the System review and initial inquiries have been received.

As plans maintained for employees of an agency of the Federal government, the Plan is a governmental plan within the meaning of Section 3(32) of ERISA. For the most part, governmental plans are excluded from ERISA, which governs private employer pension plans. The Plan is also a governmental plan within the meaning of Section 414(d) of the IRC and, as a result, is exempt from the requirements of the IRC that parallel those contained in ERISA.

Management Estimates

The preparation of financial statements in conformity with generally accepted accounting principles in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date(s) of the financial statements and the reported amounts of revenues and expenses during the reporting period(s). Management also uses estimates in determining the actuarial present value of accumulated Plan benefits and the changes in actuarial present value of accumulated Plan benefits. Actual results could differ materially from those estimates.

Reclassification

Certain amounts included in the prior year financial statements have been reclassified to conform with the current year's presentation.

Note 3
DERIVATIVE FINANCIAL INSTRUMENTS

The Plan is party to derivative financial instruments, including futures contracts, in its normal course of business. Interest rate futures, options, and swaps are utilized for managing duration and yield curve risk, and not for speculative purposes. Credit default swaps are utilized to obtain credit default protection or as a substitute for the bond, but not to employ leverage. Forward currency contracts may be utilized to hedge risks associated with short-term exchange rate fluctuations or implement active management decisions via the currency markets. Equity futures and options and total return swaps are used in the implementation of various active management strategies. Derivatives are not used to effectively leverage the portfolio. Net exposures resulting from derivatives transactions must be covered by holdings within the portfolio. Under the derivative policy, investment managers may not use derivative financial instruments to fundamentally change the risk/return profile of their portfolios relative to their benchmarks. Additionally, these managers cannot invest in asset classes that are inconsistent with the benchmarks of their strategies. Derivative strategies are comparable to strategies employed by the managers in their individual portfolios. To some extent they expose the Plan to market and credit risk.

The Plan has counterparty exposure in the derivative instruments of currency forwards, options and swaps. Such contracts and agreements have been executed with creditworthy counterparties. As such, the Plan considers the risk of nonperformance to be remote. The credit risks associated with these instruments are controlled through the evaluation and continual monitoring of the creditworthiness of the counterparties. The Plan also reviews the credit ratings of counterparties on a regular basis. In the event that a counterparty fails to meet the terms of a contract or agreement, the Plan's exposure should be limited to the currency rate differential or contract differential. A summary of derivatives is presented in Notes 10 through 14.

Note 4
SECURITIES LENDING

The Plan may lend portfolio securities to qualified institutions. Loans are secured by collateral at least equal to 102 percent of the fair value of the securities loaned for securities of United States issuers denominated in United States dollars. The required collateral percentage is also 102 percent for loans of securities of non-United States issuers for which the collateral is denominated in the same currency as the loaned securities. The required collateral percentage is 105 percent for the loan of securities of non-United States issuers for which the collateral is not denominated in the same currency as the loaned securities. The Plan generally receives cash as collateral for securities lending, but it may also receive investment grade securities or interest in tri-party accounts containing investment grade securities. The cash collateral received for securities lending is recorded both as an asset and a liability in the Statement of Net Assets Available for Benefits. Cash received is invested in commingled funds of various short-term investments where the maximum weighted average maturity of the fund is 90 days and organized and managed by Mellon Global Securities Services (MGSS), which is limited to investment activities incidental to, or in support of, the securities lending program organized and managed by MGSS. The Plan does not have the right to sell or re-pledge securities or interest in tri-party accounts received as collateral. The Plan receives a portion of the income earned on the collateral and also continues to earn income on the loaned securities. Any gain or loss in the market price of the securities loaned that may occur during the term of the loan will be for the account of the Plan. The lending agent provides the Plan with indemnification against losses due to borrower default. The Plan bears the risk of loss only with respect to the investment of any cash collateral. In fiscal year 2009, the Board moved to discontinue the Securities Lending program as collateral securities matures. A summary of securities currently out on loan and the related collateral is provided in Note 15.

Note 5
COMMITMENTS AND CONTINGENCIES

The Board's asset allocation policy was amended in June 2009 to allow that 15 percent may be alternative investments (as measured as a percentage of the total fund) including private equity, distressed debt, timberland, and private real estate, but not to include holding title to real property. From fiscal year 2008 until the policy change, the asset allocation policy within the 65 percent equities allocation allowed that 5 percent could be private equity or other similar alternative investments, and 5 percent could be private real estate, but not include holding title to real property. The Plan has made commitments to various limited partnerships and private real estate funds. A summary is provided below.

Note 6
MEMBER CONTRIBUTIONS

Eligible members may voluntarily contribute to either the Fixed Fund, the Variable Fund, or both. Federal income tax is deferred on earnings until annuity payments start or withdrawals are made. Members are also permitted to transfer their contributions between the Fixed Fund and the Variable Fund once per calendar month and may, at any time during employment, transfer their entire balance to the 401(k) Plan. Members who transfer their balance to the 401(k) Plan on or after May 1, 2005, are no longer eligible to contribute to the Fixed Fund or the Variable Fund. Upon retirement, those who first became members before January 1, 1996, may transfer all or any portion of their after-tax balance in the 401(k) Plan to the Fixed Fund and/or Variable Fund to receive monthly payments.

Note 7
EMPLOYER CONTRIBUTIONS

TVA made a $1 billion contribution to the System in September 2009. As disclosed below and in Note 8, there will be no further contributions required by TVA until fiscal

COMMITMENTS & CONTINGENCIES

The following summarizes the Plan's commitments and contingencies with respect to the Private Equity and Private Real Estate funds held by the Plan at September 30, 2010, and 2009.

	2010			2009		
(Dollars in thousands)	**Number of Funds**	**Fair Market Value**	**Unfunded Commitments**	Number of Funds	Fair Market Value	Unfunded Commitments
US Dollar Private Equity Funds	**22**	**$ 474,217**	**$ 206,389**	21	$ 383,529	$ 266,293
Private Real Estate Funds	**5**	**$ 179,930**	**$ 8,328**	4	$ 90,674	$ 4,157

year 2014. The $1 billion contribution is to be used to fund the vested benefits of the System.

The funding method for the Plan is established solely under the System's Rules and Regulations (Rules). The minimum required funding method calls for TVA's rate of contribution in a fiscal year to be not less than the sum of the normal contribution (the long-term annual weighted average cost of benefits excluding cost-of-living adjustments (COLA)), the accrued liability contribution (an amortized portion of the Plan's deficit or surplus based on the value of benefits excluding COLA), and a cost-of-living contribution (an amount to fund COLA paid during the year).

Under the Rules, TVA may utilize a portion of a reserve account, which consists of contributions made by TVA for past years in excess of the minimum required under the Rules, to offset the cost-of-living contribution component of the minimum required funding method. In addition, TVA's contribution rate for a fiscal year may be reduced or eliminated, upon the System Board's recommendation, if the market value of the Plan's assets exceeds the present value of accrued Plan benefits on the Plan's last valuation date.

In consideration of a contribution of $1 billion by TVA to the System, the minimum required funding method for determining TVA contributions, as described above, is suspended for a four-year period from fiscal year 2010 through fiscal year 2013.

Note 8
AMENDMENTS TO THE RULES AND REGULATIONS

In December 2010, the System Board amended the Rules of the COLA calculation following years of deflation or years when inflation is less than 1 percent. This included language that referred to the year since the last adjustment (language that was in the Rules before the August 2009 Rules amendments explained below), which is necessary to appropriately calculate the COLA following years of deflation or years when inflation is less than 1 percent.

The following amendments to the Rules were made in August 2009 in exchange for TVA's contribution of $1 billion to the System for fiscal year 2010 to fund the vested benefits of the System and as a contribution through fiscal year 2013:

- Change in the eligibility for COLAs from age 55 to actual age 60 for those retiring on or after January 1, 2010.
- Change in the COLA calculation for retirees over the next four years from the change in CPI over the previous year, capped at 5 percent, to the following:
  - For CY 2010, there was no COLA payment.
  - For CY 2011, the COLA will be the change in CPI capped at 3 percent.
  - For CY 2012, the COLA will be 0 percent.
  - For CY 2013, the COLA will be the change in CPI capped at 2.5 percent.
- Change in the interest crediting rate on members' contributions to the System's Fixed Fund from 7.25 percent to the lesser of 6 percent or the actuarial rate of return minus 0.5 percent for all members effective January 1, 2010. In calendar year 2010, the interest rate was 6 percent.
- Addition of a provision for the System Board to select one or more investment professionals or financial experts as nonvoting members of and advisors to the Board's Investment Committee. In fiscal year 2010, Michael Brakebill, Chief Investment Officer of the Tennessee Consolidated Retirement System, was selected as an investment advisor to the System Board.
- In consideration of a contribution of $1 billion by TVA to the System for fiscal year 2010, the minimum required funding method for determining TVA contributions is suspended for a four-year period from fiscal year 2010 through fiscal year 2013.

Wages and salaries, in determining pension benefits at retirement, now include certain lump-sum payments made in lieu of base wage or salary increases for fiscal years 1998 through 2010. Wages and salaries now include lump-sum payments for certain TVA performance incentive plans beginning in fiscal year 2000.

Note 9
ACTUARIAL ASSUMPTIONS

Accumulated benefits are those future periodic payments, including single-sum payments, that are attributable under the Plan to the service members have rendered and contributions members have made. Accumulated benefits include benefits expected to be paid to (1) retired or terminated members or to their beneficiaries, (2) beneficiaries of members who have died, and (3) current members or their beneficiaries.

Pension benefits under the Plan's Original Benefit Structure are based on members' years (to the nearest month) of creditable service, highest average base pay during any three consecutive years of creditable service, and a pension factor, less a Social Security offset. Calculations of the accumulated pension benefits for active employees are based on their average compensation during the last three years ending on the valuation date.

Pension benefits under the Plan's Cash Balance Benefit Structure are based on pay credits and interest credits that accumulate over the members' cash balance service. Pay credits accumulate at a rate equal to 6 percent of members' compensation, and interest is credited each month at the rate established by the Board each January 1. The interest rate is determined by calculating the percentage change of the 12-month average of the Consumer Price Index for the period ending the previous October 31 over the preceding

12-month period, plus 3 percent. The System has established a minimum annual interest rate of 6 percent and a maximum annual interest rate of 10 percent for interest credits. The interest rate was 6 percent for calendar year 2010 and 7.45 percent for calendar year 2009. Benefits payable under all circumstances – retirement, death, disability and termination of employment – are included to the extent they are deemed attributable to members' service rendered to the valuation date.

The actuarial present value of accumulated benefits is determined by the System's actuary, Mercer Human Resource Consulting, and is the amount that results from applying actuarial assumptions to adjust the accumulated benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawals or retirement) between the valuation date and the expected date of payment. The significant actuarial assumptions used in the valuations as of September 30, 2010 and 2009, were:

A. Life expectancy of participants – the Combined Healthy RP-2000 Mortality table projected to 2013 for 2010 and the Combined Healthy RP-2000 Mortality table for 2009.
B. Interest rate – 7.5 percent for 2010 and 7.75 percent for 2009.
C. Retiree cost-of-living increases – 2.5 percent annually for 2010 and 2009.
D. Annual rates of retirements – the assumptions for fiscal years 2010 and 2009 were:

Attained Age	**Annual Rates of Retirement**
45-50	2%
51-54	3%
55	5%
56	6%
57	7%
58	8%
59-60	10%
61	25%
62	35%
63-64	25%
65	100%

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated benefits.

The Board amended the Plan's COLA provisions and Fixed Fund rate policy as described in Note 8. These changes reduced the fiscal year 2009 Accumulated Benefit Obligation by $297.3 million.

ACCUMULATED BENEFITS

The estimated actuarial present value of accumulated benefits for the System payable from the Fixed Benefit Fund is as follows:

September 30, 2010 and 2009

(Dollars in thousands)	**2010**	2009
Vested benefits		
Participants currently receiving benefits	**$ 6,074,800**	$ 5,610,900
Active participants	**2,233,100**	2,147,400
Deferred benefit participants	**96,800**	92,600
Total	**8,404,700**	7,850,900
Nonvested benefits	**47,200**	39,100
Total estimated actuarial present value of accumulated benefits payable from the Fixed Benefit Fund	**$ 8,451,900**	$ 7,890,000

The calculations presented in this section are solely for purposes of fulfilling Plan accounting and reporting requirements in accordance with the *Plan Accounting – Defined Benefit Plans* topic of the FASB codification.

The changes in the estimated actuarial present value of accumulated benefits for the System payable from the Fixed Benefit Fund are as follows:

September 30, 2010 and 2009

(Dollars in thousands)	**2010**	2009
Actuarial present value of accumulated benefits payable from the Fixed Benefit Fund at beginning of year	**$ 7,890,000**	$ 7,795,300
Increase during the year attributable to:		
Additional benefits accumulated and actuarial gains and losses	**173,600**	381,700
Interest due to decrease in the discount period	**588,700**	582,000
Benefits paid to participants	**(587,500)**	(571,700)
Change in interest rate and mortality table assumptions	**387,100**	
Change in COLA provisions and Fixed Fund interest rate decrease	**-**	(297,300)
Actuarial present value of accumulated benefits payable from the Fixed Benefit Fund at end of year	**$ 8,451,900**	$ 7,890,000

Note 10

FUTURES AND OPTIONS CONTRACTS

The following summarizes the futures and options contracts of the Fixed Benefit Fund at September 30, 2010 and 2009.

	2010			2009		
(Dollars in thousands)	Contracts Long (Short)	Market Value	Unrealized Appreciation/ (Depreciation)	Contracts Long (Short)	Market Value	Unrealized Appreciation/ (Depreciation)
Futures Contracts						
Equity Futures						
S & P 500 Index Futures	**2,812**	**$ 8,857**	**$ 8,857**	3,102	$ 11,516	$ 11,516
Russell 2000 Index Futures	**2,623**	**10,594**	**10,594**	2,318	2,321	2,321
International Index Futures	**377**	**(548)**	**(548)**	218	414	414
Commodity Futures	**154**	**1,091**	**1,091**	61	122	122
Subtotal Equity Futures	**5,966**	**19,994**	**19,994**	5,699	14,373	14,373
Foreign Currency Futures						
90 Day Eurodollar Futures	**658**	**786**	**786**	1,344	2,111	2,111
90 Day Euro Interbank Offer Rate Futures	**250**	**(95)**	**(95)**	190	169	169
Other Foreign Currency Futures	**163**	**(634)**	**(634)**	169	554	554
90 Day Sterling London Interbank Offer Rate Futures	**36**	**8**	**8**	45	100	100
90 Day Australian Bank Bill Futures	**36**	**(9)**	**(9)**	125	(171)	(171)
90 Day Bank Acceptance Futures	**12**	**(2)**	**(2)**	55	12	12
90 Day Euro Yen Futures	**(48)**	**(6)**	**(6)**	(24)	(2)	(2)
Subtotal Foreign Currency Futures	**1,107**	**48**	**48**	1,904	2,773	2,773
Interest Rate Futures						
U.S. Treasury Notes Futures - 10 year	**(581)**	**(582)**	**(582)**	104	492	492
U.S. Treasury Notes Futures - 5 year	**(235)**	**(247)**	**(247)**	286	386	386
U.S. Treasury Long Bonds Futures	**(137)**	**(444)**	**(444)**	(111)	(238)	(238)
U.S. Treasury Notes Futures - 2 year	**(79)**	**(25)**	**(25)**	171	203	203
International Bond Futures	**2**	**(48)**	**(48)**	299	232	232
Subtotal Interest Rate Futures	**(1,030)**	**(1,346)**	**(1,346)**	749	1,075	1,075
Total Futures Contracts	**6,043**	**$ 18,696**	**$ 18,696**	8,352	$ 18,221	$ 18,221
Option Contracts						
Written Options						
Interest Rate Options						
Interest Rate Swap Options		**$ (2,135)**	**$ 108**		$ (1,126)	$ 249
U.S. Treasury Long Bond Options		**(103)**				
U.S. Treasury Notes Options - 10 year		**(95)**	**(6)**		(218)	(71)
U.S. Treasury Notes Options - 5 year		**(14)**	**14**		-	-
Subtotal Interest Rate Options		**(2,347)**	**116**		(1,344)	178
Foreign Currency Options						
90 Day Eurodollar Futures Options		**(223)**	**152**		(230)	(7)
Inflation Rate Floor Options		**(173)**	**(49)**		-	-
Credit Default Swap Options		**(73)**	**16**		-	-
Total Written Options		**$ (2,816)**	**$ 235**		$ (1,574)	$ 171
Purchased Options						
Foreign Currency Options						
Foreign Exchange Spot Options		**$ 313**	**$ 22**		$ -	$ -
90 Day Eurodollar Futures Options		**19**	**(65)**		2	(1)
Subtotal Foreign Currency Options		**332**	**(43)**		2	(1)
Interest Rate Options						
Interest Rate Swap Options		**99**	**(228)**		207	73
U.S. Treasury Notes Options - 10 year		**56**	**10**		43	(30)
Subtotal Interest Rate Options		**155**	**(218)**		250	43
Credit Default Swap Options		**66**	**(17)**		-	-
Total Purchased Options		**$ 553**	**$ (278)**		$ 252	$ 42

Note 11

INTEREST RATE SWAP CONTRACTS

The following summarizes the interest rate swap contracts of the Fixed Benefit Fund at September 30, 2010.

(Dollars and notionals in thousands) **2010**

Counterparties	Notional Amount	Pay/ Receive	Floating Rate Index		Fixed Rate	Maturity Date	Market Value	Unrealized Appreciation/ (Depreciation)
Bank of America	$ 4,232	Pay	6 Month EURIBOR	Receive	2.0%	2015	$ 8	$ 30
Barclays Global Investors	956	Pay	France CPI Index	Receive	2.1%	2010	32	32
	354	Pay	Brazilian Interbank Deposit Rate	Receive	10.8%	2012	5	4
	472	Pay	Brazilian Interbank Deposit Rate	Receive	11.9%	2013	6	6
	1,911	Pay	6 Month EURIBOR	Receive	2.0%	2015	4	16
	1,604	Pay	Mexican Interbank Deposit Rate	Receive	7.3%	2015	101	101
BNP Paribas	1,365	Pay	France CPI Index	Receive	2.1%	2010	45	45
	472	Pay	Brazilian Interbank Deposit Rate	Receive	11.4%	2012	4	4
	1,063	Pay	Brazilian Interbank Deposit Rate	Receive	11.88% to 12.8%	2013	19	19
	118	Pay	Brazilian Interbank Deposit Rate	Receive	12.1%	2014	3	3
	2,048	Pay	6 Month EURIBOR	Receive	2.0%	2015	4	15
Citibank	64,000	Receive	Constant Maturity Mortgage Index	Pay	3.3% to 3.36%	2010	37	37
	160	Pay	Mexican Interbank Deposit Rate	Receive	7.3%	2015	10	10
Credit Suisse	59	Pay	Brazilian Interbank Deposit Rate	Receive	11.8%	2012	1	1
	819	Pay	6 Month EURIBOR	Receive	2.0%	2015	2	7
	14,640	Receive	3 Month LIBOR	Pay	4.2%	2039	(2,476)	(2,475)
Deutsche Bank	291	Pay	3 Month Australian Rate Index	Receive	4.5%	2011	(1)	(2)
Goldman Sachs	826	Pay	Brazilian Interbank Deposit Rate	Receive	11.9%	2013	12	11
	236	Pay	Brazilian Interbank Deposit Rate	Receive	12.7%	2014	11	7
HSBC Bank	7,024	Pay	Brazilian Interbank Deposit Rate	Receive	11.4%	2012	140	86
	826	Pay	Brazilian Interbank Deposit Rate	Receive	11.9% to 12.83%	2013	19	19
	59	Pay	Brazilian Interbank Deposit Rate	Receive	12.5%	2014	2	2
JP Morgan	590	Pay	Brazilian Interbank Deposit Rate	Receive	12.2%	2013	13	9
	177	Pay	Brazilian Interbank Deposit Rate	Receive	12.2%	2014	5	5
	1,255	Receive	3 Month LIBOR	Pay	4.8%	2018	(234)	(234)
Merrill Lynch	1,712	Pay	Brazilian Interbank Deposit Rate	Receive	11.0% to 11.1%	2012	29	26
	4,486	Pay	Brazilian Interbank Deposit Rate	Receive	11.9%	2013	56	45
Morgan Stanley	3,246	Pay	Brazilian Interbank Deposit Rate	Receive	11.6%	2012	32	34
	410	Pay	6 Month EURIBOR	Receive	2.0%	2015	1	3
Royal Bank of Scotland	1,063	Pay	Brazilian Interbank Deposit Rate	Receive	12.1%	2012	16	13
	1,090	Receive	3 Month LIBOR	Pay	4.3%	2018	(170)	(170)
UBS	290	Pay	3 Month Australian Rate Index	Receive	4.5%	2011	(1)	(1)
	3,098	Pay	6 Month Australian Rate Index	Receive	6.0%	2012	44	44
	295	Pay	Brazilian Interbank Deposit Rate	Receive	11.4%	2012	3	3
	59	Pay	Brazilian Interbank Deposit Rate	Receive	12.1%	2013	1	1
	118	Pay	Brazilian Interbank Deposit Rate	Receive	12.3%	2014	3	3
Totals	$ 121,424						$ (2,214)	$ (2,241)

Note 11

INTEREST RATE SWAP CONTRACTS *(continued)*

The following summarizes the interest rate swap contracts of the Fixed Benefit Fund at September 30, 2009.

(Dollars and notionals in thousands)			2009					
Counterparties	**Notional Amount**	**Pay/ Receive**	**Floating Rate Index**		**Fixed Rate**	**Maturity Date**	**Market Value**	**Unrealized Appreciation/ (Depreciation)**
Bank of America	$ 7,600	Pay	3 Month LIBOR	Receive	3.00%	2010	$ 162	$ 3
	1,600	Pay	3 Month LIBOR	Receive	3.00%	2011	46	9
Barclays Global Investors	1,023	Receive	France CPI Index	Pay	2.10%	2010	42	42
	15,200	Pay	3 Month LIBOR	Receive	3.45%	2011	627	627
BNP Paribas	1,462	Pay	France CPI Index	Receive	2.09%	2010	59	59
	1,023	Pay	6 Month EURIBOR	Receive	4.50%	2014	84	94
Credit Suisse	1,600	Pay	3 Month LIBOR	Receive	3.00%	2010	34	13
	16,500	Receive	3 Month LIBOR	Pay	2.75%	2014	(94)	(94)
	4,638	Pay	6 Month BP LIBOR	Receive	5.00%	2014	370	407
Deutsche Bank	265	Pay	3 Month Australian Rate Index	Receive	4.50%	2011	(2)	(3)
	3,838	Pay	6 Month BP LIBOR	Receive	5.00%	2014	306	305
Goldman Sachs	898	Pay	Brazilian Interbank Deposit Rate	Receive	10.84%	2012	(20)	(21)
	160	Pay	6 Month BP LIBOR	Receive	5.00%	2013	12	12
	320	Pay	6 Month BP LIBOR	Receive	5.25%	2014	29	29
Greenwich Capital Markets	1,090	Receive	3 Month LIBOR	Pay	4.34%	2018	(84)	(84)
HSBC Bank	960	Pay	6 Month BP LIBOR	Receive	5.00%	2013	74	74
JP Morgan	10,300	Pay	3 Month LIBOR	Receive	3.45%	2011	425	425
	1,255	Receive	3 Month LIBOR	Pay	4.80%	2018	(142)	(142)
Merrill Lynch	2,400	Pay	3 Month LIBOR	Receive	3.45%	2011	99	99
Morgan Stanley	16,000	Pay	3 Month LIBOR	Receive	3.00%	2010	341	5
	70,100	Pay	3 Month LIBOR	Receive	3.00%	2011	997	150
	600	Pay	3 Month LIBOR	Receive	3.45%	2011	25	25
Royal Bank of Scotland	19,500	Pay	3 Month LIBOR	Receive	3.45%	2011	804	436
	2,300	Pay	3 Month LIBOR	Receive	3.00%	2011	59	(16)
	11,500	Pay	3 Month LIBOR	Receive	3.60%	2011	398	398
	5,100	Pay	3 Month LIBOR	Receive	3.00%	2011	147	31
	160	Pay	6 Month BP LIBOR	Receive	5.10%	2013	13	13
	800	Pay	6 Month BP LIBOR	Receive	5.25%	2014	72	73
	3,998	Pay	6 Month BP LIBOR	Receive	5.00%	2014	319	349
	300	Pay	3 Month LIBOR	Receive	4.00%	2014	17	10
	4,200	Receive	3 Month LIBOR	Pay	3.64%	2019	(73)	(73)
	2,100	Pay	3 Month LIBOR	Receive	4.10%	2039	62	62
UBS	618	Pay	3 Month Australian Rate Index	Receive	4.50%	2011	(5)	(6)
	2,824	Pay	6 Month Australian Rate Index	Receive	6.00%	2012	(1)	(1)
Totals	$ 212,232						$ 5,202	$ 3,310

Note 12
CREDIT DEFAULT SWAP CONTRACTS

The following summarizes the credit default swap contracts of the Fixed Benefit Fund at September 30, 2010.

(Dollars and notionals in thousands)	2010					
Counterparties	**Notional Amount**	**BUY/SELL Protection**	**Fixed Rate**	**Maturity Date**	**Market Value**	**Unrealized Appreciation/ (Depreciation)**
Bank of America	$ 12,003	SELL	0.60%	2012	$ (126)	$ (9)
	16,364	BUY	.70% to 5.00%	2014	87	(82)
	2,200	SELL	1.00%	2015	-	7
Barclays Global Investors	1,700	SELL	0.62%	2011	(4)	(4)
	2,854	SELL	.64% to .76%	2012	(15)	(361)
	300	SELL	1.67%	2013	1	1
	1,829	BUY	1.00%	2015	36	5
	3,600	SELL	1.00% to 5.00%	2015	65	(4)
BNP Paribas	700	SELL	1.00%	2011	(1)	(1)
	4,100	SELL	1.00%	2015	(163)	7
Citibank	400	SELL	5.00%	2010	4	3
	700	SELL	1.00% to 5.00%	2015	(9)	-
	2,400	SELL	1.63%	2016	(227)	(227)
	500	SELL	0.35%	2051	(47)	55
Credit Suisse	1,742	SELL	0.60%	2012	(18)	(1)
	187	BUY	3.50%	2013	(3)	7
	2,128	SELL	3.50% to 5.00%	2013	41	45
	1,535	BUY	.70% to 5.00%	2014	14	(23)
	2,500	SELL	1.00%	2015	(8)	1
Deutsche Bank	868	SELL	0.71%	2012	11	10
	3,600	SELL	.88% to 1.52%	2013	(29)	(29)
	300	SELL	1.00%	2014	5	3
	4,500	SELL	1.00% to 5.00%	2015	107	(12)
	100	SELL	2.21%	2016	(13)	(13)
	60	SELL	4.28%	2017	3	3
Goldman Sachs	200	SELL	5.00%	2010	1	8
	100	BUY	5.00%	2011	(2)	-
	1,000	SELL	1.58%	2011	1	1
	2,177	SELL	1.12% to 3.24%	2012	13	13
	890	BUY	1.80%	2012	(6)	(6)
	670	BUY	5.00%	2013	18	20
	4,293	SELL	3.50% to 5.00%	2013	67	67
	310	BUY	5.00%	2015	-	(1)
	900	SELL	1.00%	2015	(4)	5
	196	SELL	.55% to 3.77%	2017	3	3
	40	BUY	5.00%	2020	(6)	(7)
HSBC Bank	100	SELL	5.00%	2015	13	-
JP Morgan	2,697	SELL	2.75%	2012	25	25
	1,680	BUY	3.50%	2013	(26)	57
	8,554	BUY	5.00%	2014	(191)	(222)
	1,600	SELL	1.00%	2015	31	17
	70	SELL	3.95%	2017	2	2
Merrill Lynch	2,160	SELL	.82% to 2.30%	2012	(9)	(9)
	200	SELL	2.60% to 2.80%	2017	(21)	(21)
Morgan Stanley	400	SELL	0.96%	2012	7	7
	9,400	BUY	5.00%	2014	(210)	(1,059)
	2,200	SELL	5.00%	2015	7	57
	270	SELL	4.42%	2036	14	7
Royal Bank of Scotland	12,384	SELL	.66% to 2.75%	2012	84	84
	261	BUY	5.00%	2013	(12)	(58)
	400	SELL	1.96%	2013	3	3
	100	SELL	1.55%	2016	(12)	(12)
Totals	**$ 120,422**				**$ (499)**	**$ (1,638)**

Note 12

CREDIT DEFAULT SWAP CONTRACTS (*continued*)

The following summarizes the credit default swap contracts of the Fixed Benefit Fund at September 30, 2009.

(Dollars and notionals in thousands) 2009

Counterparties	Notional Amount	BUY/SELL Protection	Fixed Rate	Maturity Date	Market Value	Unrealized Appreciation/ (Depreciation)
Barclays Global Investors	$ 1,700	SELL	0.62%	2011	$ (23)	$ (23)
	14,609	SELL	0.64% to 1.4%	2012	(938)	(1)
	4,222	BUY	1.50% to 1.55%	2013	(23)	(58)
	8,401	SELL	1.55% to 1.67%	2013	33	33
	4,597	SELL	0.80%	2017	(183)	(183)
Citibank	400	SELL	5.00%	2010	-	-
	300	SELL	5.00%	2013	(40)	3
	2,400	SELL	1.63%	2016	(482)	(482)
Credit Suisse	1,420	SELL	2.95% to 4.00%	2009	5	5
	100	SELL	2.32%	2010	(1)	(1)
	3,093	BUY	1.50% to 3.50%	2013	(20)	(97)
	2,194	SELL	3.50% to 5.00%	2013	(31)	(28)
	202	BUY	1.31% to 2.20%	2034	182	182
	582	BUY	1.28% to 2.18%	2035	575	575
	15	SELL	2.05% to 2.08%	2035	14	14
	78	BUY	1.36% to 2.18%	2036	79	79
	5,270	SELL	0.18%	2045	(1,132)	(1,132)
Deutsche Bank	875	SELL	0.71%	2012	13	13
	3,600	SELL	0.88% to 1.52%	2013	(60)	(60)
	94	BUY	5.00%	2014	6	(5)
	100	SELL	2.93%	2015	(24)	(24)
	100	SELL	2.21%	2016	(13)	(13)
	60	SELL	4.28%	2017	(5)	(5)
	1,727	SELL	0.18%	2045	(371)	(340)
Goldman Sachs	200	SELL	5.00%	2010	(7)	-
	9,750	SELL	1.12% to 6.05%	2012	(807)	(807)
	6,187	SELL	3.50%	2013	(70)	(70)
	2,643	BUY	1.50% to 3.50%	2013	1	(51)
	800	BUY	1.00%	2014	4	(4)
	300	BUY	2.08%	2016	(75)	(75)
	1,857	SELL	0.55% to 3.70%	2017	(76)	(76)
	594	BUY	3.80%	2045	668	668
Greenwich Capital Markets	3,200	SELL	2.08% to 4.75%	2010	(18)	(18)
	40	SELL	1.20% to 4.50%	2011	(3)	(3)
	17,965	SELL	0.35% to 7.20%	2012	(1,359)	(1,359)
	261	BUY	5.00%	2013	9	(37)
	100	SELL	1.55%	2016	(25)	(25)
	60	BUY	2.50%	2035	88	88
JP Morgan	168	SELL	4.00%	2009	-	-
	1,453	SELL	1.05% to 5.45%	2010	(7)	(7)
	9,138	SELL	0.35% to 2.75%	2012	(543)	(388)
	3,009	BUY	1.55% to 3.50%	2013	14	74
	70	SELL	3.95%	2017	(7)	(7)
Merrill Lynch	200	SELL	5.00%	2009	(1)	70
	50	SELL	2.30%	2010	(1)	(1)
	1,930	SELL	0.82% to 2.30%	2012	(325)	(325)
	230	BUY	2.30%	2012	(48)	(48)
	100	SELL	2.80%	2017	(10)	(10)
	100	BUY	2.60%	2017	(11)	(11)
Morgan Stanley	400	SELL	0.96%	2012	7	7
	600	SELL	5.65%	2013	(197)	(197)
	8,460	SELL	5.00%	2014	518	(293)
Totals	$ 126,004				$ (4,720)	$ (4,453)

Note 13
TOTAL RETURN SWAP CONTRACTS

The following summarizes the interest rate swap contracts of the Fixed Benefit Fund at September 30, 2010 and 2009.

(Dollars and notionals in thousands)

	2010					
Counterparties	Notional Amount	Pay	Receive	Maturity Date	Market Value	Unrealized Appreciation/ (Depreciation)
Credit Suisse	**$ 15,310**	**3 Month LIBOR**	**Treasury Bond Index**	**December 2010**	**$ 455**	**$ 455**
JP Morgan	**(137)**	**Swiss Market Index Future Swap**	**Swiss Market Index**	**December 2010**	**200**	**200**
Totals	**$ 15,173**				**$ 655**	**$ 655**
	2009					
JP Morgan	$ 69	Swiss Market Index Future Swap	Swiss Market Index	December 2009	$ (78)	$ (78)

Note 14
FORWARD FOREIGN CURRENCY CONTRACTS - RECEIVABLES

The following summarizes the forward foreign currency contracts of the Fixed Fund at September 30, 2010 and 2009.

	2010			2009		
(Dollars in thousands)	Settlement Date	Fair Market Value	Unrealized Appreciation/ (Depreciation)	Settlement Date	Fair Market Value	Unrealized Appreciation/ (Depreciation)
Currency Sold						
Argentina Peso	**December 2010**	**$ 507**	**$ 2**	December 2009	$ 81	$ -
Australian Dollar	**October 2010**	**125**	**1**	October 2009	224	1
	December 2010	**44,816**	**2,100**	December 2009	43,046	1,434
Brazil Real	**October 2010**	**5,269**	**151**	October 2009	2,266	137
	November 2010	**1,994**	**20**	November 2009	625	3
	December 2010	**1,240**	**55**	February 2010	904	44
British Pound Sterling	**October 2010**	**473**	**(2)**	December 2009	3,577	(82)
	December 2010	**9,076**	**104**			
Canadian Dollar	**November 2010**	**159**	**-**	October 2009	49	-
	December 2010	**14,411**	**119**	November 2009	1,075	31
				December 2009	1,828	14
Chinese Yuan Renminbi	**November 2010**	**828**	**10**	December 2009	12,249	(92)
	December 2010	**13,295**	**48**	March 2010	12,702	(68)
	March 2011	**10,095**	**39**	August 2010	541	(5)
	June 2011	**9,395**	**177**			
	September 2011	**2,461**	**12**			
Czech Koruna	**December 2010**	**1,016**	**75**	December 2009	709	19
Danish Krone	**December 2010**	**62**	**4**	December 2009	185	4
Euro Monetary Unit	**November 2010**	**2,377**	**146**	November 2009	8,342	205
	December 2010	**43,459**	**1,099**	December 2009	5,879	82
Hong Kong Dollar	**December 2010**	**537**	**-**	December 2009	638	-
Hungarian Forint	**December 2010**	**1,243**	**96**	December 2009	556	11
Indian Rupee	**November 2010**	**100**	**-**	December 2009	330	4
	December 2010	**1,899**	**37**			
Indonesian Rupian	**October 2010**	**181**	**21**	December 2009	234	5
	November 2010	**171**	**6**	January 2010	61	(1)
	December 2010	**1,071**	**17**			
	July 2011	**175**	**1**			
Israeli Shekel	**December 2010**	**1,608**	**63**			
Japanese Yen	**December 2010**	**29,263**	**182**	December 2009	26,723	1,079
Malaysian Ringgit	**November 2010**	**250**	**21**	November 2009	52	1
	December 2010	**1,317**	**31**	December 2009	875	16
	February 2011	**35**	**-**			

Note 14

FORWARD FOREIGN CURRENCY CONTRACTS - RECEIVABLES (*continued*)

The following summarizes the forward foreign currency contracts of the Fixed Fund at September 30, 2010 and 2009.

	2010			2009		
(Dollars in thousands)	**Settlement Date**	**Fair Market Value**	**Unrealized Appreciation/ (Depreciation)**	Settlement Date	Fair Market Value	Unrealized Appreciation/ (Depreciation)
Mexican New Peso	**December 2010**	**2,696**	**103**	November 2009	123	(1)
	February 2011	**169**	**2**	December 2009	616	(1)
New Taiwan Dollar	**October 2010**	**67**	**-**	November 2009	53	1
	December 2010	**1,965**	**48**	December 2009	837	19
	January 2011	**46**	**1**			
New Turkish Lira	**December 2010**	**806**	**42**	December 2009	545	3
New Zealand Dollar	**December 2010**	**10,364**	**215**	December 2009	6,717	255
Norwegian Krone	**December 2010**	**21,506**	**1,126**	December 2009	9,026	222
Philippines Peso	**November 2010**	**100**	**-**	December 2009	691	18
	December 2010	**930**	**34**			
Polish Zloty	**December 2010**	**2,774**	**180**	December 2009	1,194	(12)
Russian Ruble (New)	**December 2010**	**3,897**	**36**	December 2009	2,851	104
Singapore Dollar	**December 2010**	**3,217**	**91**	November 2009	115	1
	March 2011	**100**	**-**	December 2009	1,896	36
South African Rand	**December 2010**	**1,262**	**61**	December 2009	130	-
South Korean Won	**November 2010**	**486**	**11**	November 2009	179	5
	December 2010	**2,686**	**114**	December 2009	1,789	72
	January 2011	**301**	**1**			
Swedish Krona	**December 2010**	**45,561**	**3,435**	December 2009	3,794	56
Swiss Franc	**December 2010**	**41,642**	**1,465**	December 2009	33,799	519
Thailand Baht	**December 2010**	**428**	**12**			
US Dollar	**October 2010**	**14,875**	**-**	October 2009	11,034	-
	November 2010	**12,860**	**-**	November 2009	9,291	-
	December 2010	**368,566**	**-**	December 2009	269,700	-
	March 2011	**182**	**-**	March 2010	194	-
	June 2011	**254**	**-**			
Totals		**$ 736,648**	**$ 11,612**		$ 478,325	$ 4,139

FORWARD FOREIGN CURRENCY CONTRACTS - PAYABLES

The following summarizes the forward foreign currency contracts of the Fixed Fund at September 30, 2010 and 2009.

	2010			2009		
(Dollars in thousands)	**Settlement Date**	**Fair Market Value**	**Unrealized Appreciation/ (Depreciation)**	Settlement Date	Fair Market Value	Unrealized Appreciation/ (Depreciation)
Currency Purchased						
Australian Dollar	**October 2010**	**$ 283**	**$ (3)**	October 2009	$ 52	$ (1)
	December 2010	**231**	**(8)**	December 2009	416	(19)
Brazil Real	**October 2010**	**5,268**	**(75)**	October 2009	2,488	(54)
British Pound Sterling	**October 2010**	**930**	**(3)**	October 2009	2,115	76
	December 2010	**81,926**	**(1,283)**	December 2009	65,216	2,220
Canadian Dollar	**November 2010**	**671**	**(4)**	November 2009	1,076	(3)
	December 2010	**51,600**	**(1,150)**	December 2009	41,425	(716)
Chinese Yuan Renminbi	**December 2010**	**3,501**	**(10)**	March 2010	194	-
	March 2011	**183**	**-**			
	June 2011	**257**	**(2)**			
Danish Krone	**December 2010**	**1,563**	**(94)**	December 2009	424	(9)
Euro Monetary Unit	**October 2010**	**8,719**	**(460)**	October 2009	5,919	(102)
	November 2010	**6,998**	**(221)**	November 2009	8,341	(123)
	December 2010	**176,689**	**(11,186)**	December 2009	147,738	(2,830)
Hong Kong Dollar	**December 2010**	**19**	**-**	December 2009	191	-
Indian Rupee	**December 2010**	**309**	**(15)**			
Indonesian Rupian	**October 2010**	**181**	**(1)**			
Israeli Shekel	**December 2010**	**24**	**(1)**			
Japanese Yen	**November 2010**	**5,260**	**(124)**	October 2009	421	(3)
	December 2010	**23,222**	**(379)**	December 2009	2,481	(56)
Malaysian Ringgit	**October 2010**	**36**	**-**			
Mexican New Peso	**December 2010**	**262**	**(1)**			

Note 14
FORWARD FOREIGN CURRENCY CONTRACTS - PAYABLES (*continued*)

The following summarizes the forward foreign currency contracts of the Fixed Fund at September 30, 2010 and 2009.

	2010			2009		
(Dollars in thousands)	**Settlement Date**	**Fair Market Value**	**Unrealized Appreciation/ (Depreciation)**	Settlement Date	Fair Market Value	Unrealized Appreciation/ (Depreciation)
New Zealand Dollar	**December 2010**	**10,451**	**(166)**	December 2009	3,939	(236)
Norwegian Krone	**December 2010**	**10,365**	**(213)**	December 2009	555	(10)
Philippines Peso				December 2009	84	(2)
Singapore Dollar	**December 2010**	**287**	**(4)**	December 2009	71	(1)
South African Rand				October 2009	120	3
South Korean Won	**November 2010**	**304**	**(24)**	December 2009	76	(4)
Swedish Krona	**December 2010**	**17,636**	**(1,238)**	December 2009	16,669	(224)
Swiss Franc	**December 2010**	**18,199**	**(307)**	December 2009	2,390	(78)
US Dollar	**October 2010**	**6,172**	**-**	October 2009	2,401	-
	November 2010	**6,022**	**-**	November 2009	10,319	-
	December 2010	**281,895**	**-**	December 2009	146,999	-
	January 2011	**346**	**-**	January 2010	62	-
	February 2011	**202**	**-**	February 2010	860	-
	March 2011	**10,156**	**-**	March 2010	12,770	-
	June 2011	**9,218**	**-**	August 2010	546	-
	July 2011	**174**	**-**			
	September 2011	**2,449**	**-**			
Totals		**$ 742,008**	**$ (16,972)**		$ 476,358	$ (2,172)

Note 15
SECURITIES LENDING

As of September 30, 2010 and 2009, the Plan loaned securities having a fair value of approximately $6.4 million and $114.4 million, respectively, and received $6.6 million and $118.2 million, respectively, of collateral in the form of cash, interests in tri-party accounts and securities for the loans. The following tables summarize the securities loaned and the related collateral:

				Fair Value of Collateral		
(Dollars in thousands) *September 30, 2010*	**Fair Value Securities on Loan**	**Total Collateral**	**Collateral Percent**	**Cash**	**Tri-Party**	**Securities**
Common stocks - international	**$ 2,807**	**$ 2,928**	**104.3%**	**$ 2,916**	**$ 12**	
Common stocks - domestic	**1,786**	**1,832**	**102.6%**	**1,832**	**-**	
Corporate bonds	**1,775**	**1,821**	**102.6%**	**1,821**	**-**	
U.S. government	**7**	**7**	**102.1%**	**7**	**-**	
Total	**$ 6,375**	**$ 6,588**	**103.3%**	**$ 6,576**	**$ 12**	
September 30, 2009						
Common stocks - domestic	$39,205	$ 40,531	103.4%	$ 40,531	$ -	$ -
Corporate bonds	29,206	29,928	102.5%	29,923	-	5
Common stocks - international	27,252	28,565	104.8%	26,069	2,075	421
U.S. Government	18,750	19,136	102.1%	19,136	-	-
Total	$ 114,413	$ 118,160	103.3%	$ 115,659	$ 2,075	$ 426

Note 16
NET APPRECIATION (DEPRECIATION) OF INVESTMENTS

During 2010 and 2009, the Plan's investments (including investments bought, sold, as well as held during the year) appreciated (or depreciated) in value as follows:

September 30, 2010 and 2009

(Dollars in thousands)	**2010**	2009
Commingled funds	**$ 218,965**	$ (20,636)
Corporate bonds	**150,118**	65,622
Derivatives	**83,406**	(38,279)
Equity Securities	**61,883**	(67,377)
Other	**65,878**	(103,183)
Net appreciation (depreciation)	**$ 580,250**	$ (163,853)

INVESTMENT HOLDINGS OF 5 PERCENT OR MORE

During 2010 and 2009, the Plan's investments representing 5 percent or more of the Net Assets Available for Benefits were as follows:

September 30, 2010 and 2009

(Dollars in thousands)	**2010**	2009
Bank of New York Mellon EB Daily Valued, All Country World Index excluding the United States	**$ 586,754**	$ 144,905**
Barclays Global Investors, All Country World Index excluding the United States Active International Equity Fund	**563,425**	515,893
Bank of New York Mellon EB Daily Valued Large Capital Fund	**456,909**	351,201
Federal National Mortgage Association Discount Note	**-***	562,892
Total	**$ 1,607,088**	$ 1,574,891

* *Shown for comparison purposes only as these funds are not greater than 5 percent of Net Assets Available for Benefits at September 30, 2010.*
** *Shown for comparison purposes only as these funds are not greater than 5 percent of Net Assets Available for Benefits at September 30, 2009.*

Note 17
INVESTMENT EXPENSES AND RELATED PARTY TRANSACTIONS

The Plan paid investment managers $47.8 million in fiscal year 2010 and $24.5 million in fiscal year 2009 for fees related to the management of plan investments. The increase in investment managers' fees was primarily due to market performance. In the Statements of Changes in Net Assets Available for Benefits, the investment expenses are netted against the investment income.

BNY Mellon is the Trustee of the Plan, and therefore plan investments that are managed by BNY Mellon and its subsidiaries and affiliates qualify as related party transactions. The investment management fees paid to BNY Mellon were $2.0 million in fiscal year 2010 and $2.5 million in fiscal year 2009.

Barclays Global Investors is an agent of BNY Mellon, Trustee of the Plan, and therefore Plan investments with Barclays Global Investors qualify as related party transactions. The investment management fees paid to Barclays Global Investors were $2.9 million in fiscal year 2010 and $2.2 million in fiscal year 2009.

Note 18
ADMINISTRATIVE EXPENSES AND RELATED PARTY TRANSACTIONS

The Plan incurred administrative expenses of $4.7 million in fiscal year 2010 and $5.8 million in fiscal year 2009. The administrative expenses include the System staff operations, actuarial services and investment consulting services.

The System staff are TVA employees, and the System utilizes other TVA resources in the administration of the Plan. The System reimburses TVA for all expenses incurred on behalf of the Plan. The System paid TVA $3.6 million in fiscal year 2010 and $4.3 million in fiscal year 2009.

Note 19
TERMINATION

The Plan document indicates the Plan can be terminated at any time. In the event the Plan is terminated, the net assets of the Plan will be allocated generally to provide benefits in the following order: (1) Fixed and Variable Fund benefits based upon members' contributions, (2) nonforfeitable benefits based upon TVA's contributions (defined benefit portion of the Plan), and (3) to the extent feasible, cost-of-living increases thereto. The Plan benefits are not guaranteed by the Pension Benefit Guaranty Corporation.

Note 20
VARIABLE FUND

The Variable Fund is an investment option for eligible members of the Plan. The Employee Account was transferred to the Fidelity Spartan 500 Index Advantage Fund held by Fidelity Investments on August 1, 2006. The Employee Account had been previously invested in the Dreyfus Basic S&P 500 Stock Index Fund. Members' contributions purchase shares at the net asset value of the fund on the date of contribution. If members, upon retirement or termination from employment, elect to withdraw the balance in their accounts, the shares in the mutual fund will be redeemed and the proceeds will be paid. Eligible retired members who elect to receive a monthly annuity benefit redeem shares in the Fidelity Spartan 500 Index Advantage Fund, and the proceeds are used to purchase units in the Retiree Account. This account is invested in a commingled trust fund with the underlying investment in stocks included in the S&P 500 Stock Index. The value of the members' units fluctuates with the value of the net assets in the Retiree Account. The value of the retiree units is also updated annually by an actuarial valuation.

Members can transfer their Variable Fund balance to the Fixed Benefit Fund at various times to provide members with the ability to choose a fixed benefit structure. The Variable Fund benefits are paid entirely from the Variable Fund assets, and the Fixed Benefit Fund assets are not legally available to the Variable Fund. The Variable Fund assets are restricted entirely to the Variable Fund benefits and are not legally available for the funding of Fixed Fund annuity benefits or pension benefits.

Key financial data of the Variable Fund at September 30, 2010 and 2009, are as follows:

(Dollars in thousands)	**2010**	2009
Assets		
Commingled funds	**$77,619**	$75,770
S&P 500 Stock Index Fund	**60,581**	61,642
Total investments at fair value	**138,200**	137,412
Liabilities		
Net payable from the Fixed Benefit Fund	**(491)**	(504)
Net Assets	**$137,709**	$136,908
Investment Income (Loss)		
Net appreciation (depreciation) in fair value of investments	**$ 12,611**	$ (14,102)
Dividends	**1,143**	1,429
Total investment income (loss)	**13,754**	(12,673)
Members' Contributions	**2,438**	2,544
Net Transfers		
To Fixed Benefit Fund	**5,320**	870
For retirement benefits, withdrawals and death benefits	**9,206**	8,482
To 401(k) Plan	**865**	76
Net transfers	**15,391**	9,428
Net Increase (Decrease)	**$ 801**	$ (19,557)

Note 21
PENDING LITIGATION

In March 2010, a group of eight current and former participants in and beneficiaries of the System filed a complaint asserting a purported class-action lawsuit against the six then-current members of the System Board of Directors concerning the amendments to the System Rules that became effective January 1, 2010. In September 2010, the Federal District Court dismissed the complaint, after which the plaintiffs filed an amended complaint against the System and TVA. The amended complaint challenges the actions by the System and TVA to (i) reduce the calculation for cost of living adjustment (COLA) benefits for calendar years 2010 through 2013, (ii) reduce the interest crediting rate for the System's Fixed Fund accounts, (iii) increase the eligibility age to receive COLAs to age 60, and (iv) suspend the TVA contribution requirements for fiscal years 2010 through 2013. In the amended complaint, the plaintiffs allege that the January 1, 2010 amendments (1) breached the System's Rules and Regulations, (2) violated the Administrative Procedures Act, (3) violated the Sunshine Act, (4) violated the plaintiff's constitutional rights, (5) breached the System Board's fiduciary duty to plaintiffs, and (6) breached TVA's duty to make contributions to the System. The plaintiffs are seeking injunctive relief to rescind the amendments and money damages. The System has retained Bradley Arant Boult Cummings LLP to represent it in the lawsuit. Loss contingencies, including claims and legal actions, are recorded as liabilities when the likelihood of loss is probable and an amount of range of loss can be reasonably estimated. Based on the preliminary status of the litigation, the impact, if any, that the litigation might have on the Plan and the System cannot be reasonably estimated.

Note 22
SUBSEQUENT EVENTS

Plan management has evaluated subsequent events for recognition and disclosure through March 30, 2011, which is the date the financial statements were available to be issued.

Crowe Horwath.

Crowe Horwath LLP
Independent Member Crowe Horwath International

REPORT OF INDEPENDENT AUDITORS

Participants and Administrator of
Tennessee Valley Authority Savings and Deferral Retirement Plan
Knoxville, Tennessee

We have audited the accompanying statements of net assets available for benefits of the Tennessee Valley Authority Savings and Deferral Retirement Plan as of September 30, 2010 and 2009, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of September 30, 2010 and 2009, and the changes in net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Crowe Horwath LLP

Crowe Horwath LLP

South Bend, Indiana
March 30, 2011

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

September 30, 2010 and 2009

(Dollars in thousands)	**2010**	2009
Assets		
Investments at fair value		
Domestic equity funds	**$ 592,127**	$ 567,129
Life cycle/Blended funds	**237,066**	184,933
Stable value funds	**171,583**	172,843
Bond funds	**156,596**	134,361
International equity funds	**121,922**	110,397
BrokerageLink funds	**67,705**	60,156
Total Investments at Fair Value	**1,346,999**	1,229,819
Notes receivable		
Participant loans	**27,659**	24,054
Adjustment from fair value to contract value for fully benefit-responsive contracts	**(3,731)**	2,487
Net Assets Available for Benefits	**$ 1,370,927**	$ 1,256,360

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Fiscal Years Ended September 30, 2010 and 2009

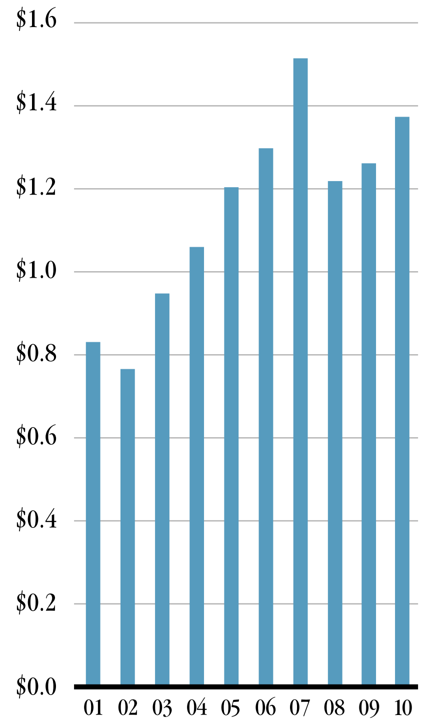
(Dollars in thousands)	**2010**	2009
Investment Income		
Net appreciation (depreciation)	**$ 86,464**	$ (3,779)
Dividends and interest	**20,564**	22,831
Total investment income	**107,028**	19,052
Contributions		
Members	**71,256**	64,300
TVA	**26,648**	23,642
Transfers from annuity funds	**11,794**	13,436
Total contributions	**109,698**	101,378
Total increase	**216,726**	120,430
Benefits, Withdrawals, and Transfers		
Benefits and withdrawals	**93,183**	70,189
Transfers to annuity funds	**8,976**	9,156
Total benefits, withdrawals, and transfers	**102,159**	79,345
Net increase	**114,567**	41,085
Net Assets Available for Benefits		
Beginning of year	**1,256,360**	1,215,275
End of year	**$ 1,370,927**	$ 1,256,360

The accompanying notes are an integral part of the financial statements.

401(k) PLAN

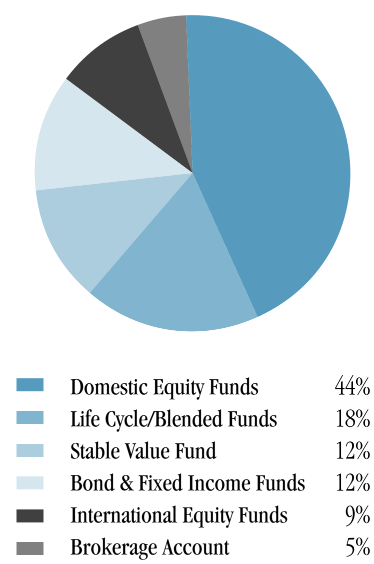
Net Assets Available For Benefits

(in billions)



401(k) PLAN ASSET ALLOCATION

(September 30, 2010)



These charts are unaudited and intended for informational purposes only.

NOTES TO FINANCIAL STATEMENTS

Note 1
GENERAL PLAN DESCRIPTION

The TVA Savings and Deferral Retirement Plan [401(k) Plan] is a defined contribution plan for members of the System funded by participants' after-tax contributions and before-tax salary deferrals. Additionally, participants receive employer matching contributions provided by TVA. Investment options for the after-tax, before-tax, Roth, and matching contributions comprise over 290 eligible funds. A detailed description of the 401(k) Plan and the various investment options offered is available from the TVA Retirement System.

Vesting

Participants who contribute to the 401(k) Plan are immediately vested in their own contributions and become vested in TVA matching contributions upon completion of three years of actual service. Actual service is defined as the length of time spent as a member of the TVA Retirement System, not including credit for unused sick leave, forfeited annual leave, or pre-TVA employment military service. Upon completion of this service requirement, a member may withdraw matching contributions only upon retirement, disability, or termination of TVA employment. Upon death, matching contributions may be withdrawn without regard to the vesting requirement.

Forfeitures

If a participant ceases to be an employee for any reason other than death prior to completing three years of actual service, the entire amount of that participant's matching contributions account is forfeited as of the termination date. Forfeitures are used to reduce TVA's matching contributions to the 401(k) Plan. The amount of forfeitures used to reduce TVA's matching contributions totaled $376 thousand in fiscal year 2010 and $205 thousand in fiscal year 2009.

Termination

In the event the 401(k) Plan terminates, the net assets will be distributed to participants in proportion to their respective accounts in the 401(k) Plan. In the event the 401(k) Plan terminates, payment of nonforfeitable benefits based on contributions and gains and losses thereon to participants' accounts will be assured.

Note 2
SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The Financial Statements are prepared on the accrual basis of accounting. Benefits are recognized at the time of payment.

Adoption of New Accounting Standards

In September 2010, the FASB issued guidance that participant loans should be classified as notes receivable from participants in the financial statements of a defined contribution pension plan, measured at the outstanding principal amount plus accrued but unpaid interest. This provision was early adopted for fiscal year 2010 and applied retrospectively to fiscal year 2009. Participant loans were previously presented with Investments at Fair Value. The effect of adopting this standard in 2010 was not material to the Plan's financial statements.

In September 2009, the FASB issued guidance regarding fair value measurements for certain alternative investments, such as interests in stable value funds. The guidance allows reporting entities to use net asset value per share to estimate the fair value of these investments as a practical expedient. The guidance also requires disclosures by major category of investment about the attributes of the investments, such as the nature of any restrictions on the investor's ability to redeem its investments at the measurement date, any unfunded commitments, and the investment strategies of the investees. These changes became effective for the Plan on October 1, 2009. The adoption of this guidance changed certain financial statement disclosures but did not materially impact the Plan's Net Assets Available for Benefits.

Investment Valuation and Income Recognition

The 401(k) Plan's investments are reported at fair value. Purchases and sales of securities are recorded on a trade date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Fair value is viewed as the price that would be received by the 401(k) Plan for an asset or paid by the 401(k) Plan to transfer a liability (an exit price) in an orderly transaction between market participants on the measurement date in the 401(k) Plan's principal or most advantageous market for the asset or the liability. There is a fair value hierarchy which maximizes the use of observable inputs and minimizes the use of unobservable inputs when measuring fair value. The hierarchy places the highest priority on unadjusted quoted market prices in active markets for identical assets or liabilities (Level 1 inputs) and gives the lowest priority to unobservable inputs (Level 3 inputs). The three levels of inputs within the fair value hierarchy are defined as follows:

> **Level 1 Inputs:** Quoted prices (unadjusted) for identical assets in active markets that the 401(k) Plan has the ability to access at the measurement date.

Level 2 Inputs: Significant observable inputs other than Level 1 such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data such as matrix pricing, yield curves and indices.

Level 3 Inputs: Significant unobservable inputs that reflect the 401(k) Plan's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

In many cases, a valuation technique used to measure fair value includes inputs from multiple levels of fair value hierarchy. The lowest level of significant input determines the placement of the entire fair value measurement in the hierarchy.

The following descriptions of the valuation methods and assumptions used by the 401(k) Plan to estimate the fair value of investments apply to investments held directly by the 401(k) Plan.

Mutual funds: A mutual fund is an investment company that pools the capital of many investors and invests it in stocks, bonds, short-term money market instruments and other securities. The 401(k) Plan offers members mutual funds managed by Fidelity and other investment companies. The 401(k) Plan's investments in any mutual funds are valued at quoted market prices based on their closing net asset values (or unit value) per share.

Since mutual fund holdings are priced by an exchange in an active market, they are classified as Level 1.

Self-directed brokerage link (BrokerageLink): BrokerageLink allows participants to purchase Fidelity funds, other mutual funds not offered by Fidelity, or other investment securities. Participating members open a brokerage account with Fidelity. Each member selects the specific holdings for their account. The System reviews and categorizes the holdings of the BrokerageLink. The BrokerageLink comprises primarily stocks, mutual funds, bonds, certificates of deposit, and exchange-traded options. The fair value hierarchy classification is determined by the category pricing methodologies.

Mutual funds are priced by an exchange in an active market and are therefore classified as Level 1. Stocks are priced based on quoted bid prices in active markets for identical assets, and are therefore classified as Level 1. Bonds in BrokerageLink consist primarily of corporate bonds and U.S. Treasury securities. Corporate bonds are valued based on recent bid prices or the average of recent bid and asked prices, when available (Level 2 inputs). If not available, the bonds are valued through matrix pricing, a mathematical technique commonly used to price debt securities that are not actively traded. This method values debt securities without relying exclusively on quoted prices for a specific security but rather by relying on the security's relationship to other benchmark-quoted securities (Level 2 inputs).

The fair value of U.S. Treasury securities reflects the closing price reported in the active market in which the security is traded (Level 1 inputs).

Certificates of deposit are typically priced using evaluated pricing applications and models that incorporate observable market data such as current interest rates and relative maturities (Level 2 inputs).

Exchange-traded options are generally valued each business day at the official closing price (typically the last reported sales price) on the exchange on which the security is primarily traded. These options are classified as Level 1.

Stable value fund: The fair values of interests in stable value funds are based upon the net asset values of such funds reflecting all investments at fair value, including direct and indirect interests in fully benefit-responsive contracts, as reported by the fund managers (Level 2 inputs).

The stable value fund's investment objective is to seek the preservation of capital and to provide a competitive level of income over time that is consistent with the preservation of capital. There are currently no redemption restrictions on this fund.

Investments measured at fair value on a recurring basis are summarized on the following page.

Fully Benefit-Responsive Investment Contracts

While the 401(k) Plan investments are presented at fair value in the Statements of Net Assets Available for Benefits, any material difference between the fair value of the 401(k) Plan's direct and indirect interests in fully benefit responsive investment contracts and their contract value is presented as an adjustment line in the Statements of Net Assets Available for Benefits, because contract value is the relevant measurement attribute for that portion of the 401(k) Plan's net assets available for benefits. Contract value represents contributions made to a contract, plus earnings, less participant withdrawals and administrative expenses. Participants in fully benefit-responsive contracts may ordinarily direct the with-

INVESTMENTS AT FAIR VALUE

Investments measured at fair value on a recurring basis at September 30, 2010 and 2009, are summarized below:

	Fair Value Measurements at September 30, 2010, Using			Fair Value Measurements at September 30, 2009, Using		
(Dollars in thousands)	Total	Quoted Prices in Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2	Total	Quoted Prices in Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2
Mutual Funds						
Domestic Equity Funds						
Large Cap	**$ 482,806**	**$ 482,806**		$ 474,839	$ 474,839	
Mid Cap	**78,959**	**78,959**		70,609	70,609	
Small Cap	**30,362**	**30,362**		21,681	21,681	
Life Cycle/Blended Funds						
Life Cycle 5-20 year horizon	**106,283**	**106,283**		78,781	78,781	
Life Cycle 25-40 year horizon	**43,197**	**43,197**		26,525	26,525	
Life Cycle short term horizon	**37,136**	**37,136**		33,012	33,012	
Blended	**50,450**	**50,450**		46,615	46,615	
International Equity Funds	**121,922**	**121,922**		110,397	110,397	
Bond & Fixed Income Funds	**89,698**	**89,698**		59,889	59,889	
Money Market Funds	**66,898**	**66,898**		74,472	74,472	
Brokerage Link Fund						
Stocks	**35,923**	**35,923**		32,716	32,716	
Money Market Funds	**17,296**	**17,296**		15,986	15,986	
Mutual Funds	**13,272**	**13,272**		10,595	10,595	
Bonds	**298**	**29**	**269**	402	16	386
Other	**916**	**25**	**891**	457	20	437
Stable Value Fund	**171,583**		**171,583**	172,843		172,843
Total Investments	**$ 1,346,999**	**$ 1,174,256**	**$ 172,743**	$ 1,229,819	$ 1,056,153	$ 173,666

drawal or transfer of all or a portion of their investment at contract value. The 401(k) Plan holds an indirect interest in such contracts through its investment in a stable value fund.

Risks and Uncertainties

The 401(k) Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, liquidity and credit risks. Due to the level of risk associated with certain investment securities and the sensitivity of certain fair value estimates to changes in valuation, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits and participants' individual account balances.

Tax Status

The Internal Revenue Service (IRS) determined and informed the System in March 2003 that the 401(k) Plan is designed in accordance with the applicable sections of the Internal Revenue Code (IRC). The 401(k) Plan has been amended subsequent to the receipt of the latest IRS determination letter. However, the 401(k) Plan administrator and the 401(k) Plan's tax counsel believe that the 401(k) Plan is currently designed and operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in these financial statements. In accordance with the IRS review cycle, the System submitted an application for an updated determination letter to the IRS during fiscal year 2009. As of September 30, 2010, management has not received a new determination letter from the IRS. Management has been notified that a reviewer has been assigned to the System review and initial inquiries have been received.

As a plan maintained for employees of an agency of the federal government, the 401(k) Plan is a governmental plan within the meaning of Section 3(32) of ERISA. For the most part, governmental plans are excluded from ERISA, which governs private employer defined contribution plans. The 401(k) Plan is also a governmental plan within the meaning of Section 414(d) of the IRC and, as a result, is exempt from the requirements of the IRC that parallel those contained in ERISA.

Management Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date(s) of the financial statements and the reported amounts of revenues and expenses during the reporting period(s). Actual results could differ from those estimates.

Note 3
AMENDMENTS TO THE PROVISIONS OF THE 401(K) PLAN

The Board moved to reduce the 401(k) investment choices from approximately 290 funds to 75 funds effective in October 2010. The reduction of funds is designed to eliminate underutilized funds and simplify investment choices while retaining flexibility.

The Board voted to add Class K shares with lower expense ratios in 29 Fidelity mutual funds to the 401(k) Plan and map all non-Class K shares in the 29 Fidelity mutual funds to the Class K shares. The Class K shares will be expanded to other funds in October 2010.

In compliance with the Worker, Retiree, and Employer Recovery Act of 2008, the Board implemented a one-year moratorium on required minimum distributions (RMDs) for 2009. The law was designed to provide relief to individuals whose retirement plan accounts may have suffered large losses in value, effectively not forcing them to sell assets during a down market. The 401(k) Plan was not required to pay out RMDs for the 2009 distribution calendar year unless a participant receiving RMDs from the 401(k) Plan elected to receive them for 2009.

The 401(k) Plan provisions were also amended to change the definition of wages and salaries in calculating 401(k) Plan matching contributions. TVA matching contributions are made on certain lump-sum payments made in lieu of base wage or salary increases for fiscal years 2010 and 2009 as well as on base wage and salary. Matching contributions are also now made on lump-sum payments for certain TVA performance incentive plans beginning in fiscal year 2000.

Note 4
COMMITMENTS AND CONTINGENCIES

The 401(k) Plan had no existing material commitments or contingencies at September 30, 2010 and 2009.

Note 5
CONTRIBUTIONS

After-tax

Contributions, subject to certain limitations, may be made by payroll deductions or cash payment into the 401(k) Plan. Also, participants are permitted to transfer their fixed and variable funds into the 401(k) Plan, which are classified as Transfers from Annuity Funds on the Statement of Changes in Net Assets Available for Benefits. A member may increase, decrease, transfer or stop contributions at any time.

Before-tax and Roth

Salary deferrals are made through payroll deductions only. A member may increase, decrease, transfer or stop contributions at any time.

Matching

Cash Balance Benefit Structure participants who contributed to the 401(k) Plan received employer matching contributions from TVA equal to 75 cents on every dollar contributed to the 401(k) Plan, with maximum matching contributions of 4.5 percent of fiscal year-to-date earnable compensation. Participants in the Original Benefit Structure received employer matching contributions from TVA of 25 cents on every dollar contributed, with maximum matching contributions of 1.5 percent of fiscal year-to-date earnable compensation.

For calendar year 2010 and 2009, total contributions to the Fixed Fund, Variable Fund and 401(k) Plan, including TVA matching contributions, could not exceed the lesser of $49,000 or 100 percent of calendar year-to-date compensation.

Note 6
WITHDRAWALS

After-tax contributions

Members are permitted to withdraw from any or all of the funds in the 401(k) Plan at any time. Upon retirement, participants in the 401(k) Plan who first became members of the System prior to January 1, 1996, are also permitted to transfer their after-tax 401(k) funds to the System to receive monthly annuity payments, which are classified as Transfers to Annuity Funds on the Statement of Changes in Net Assets Available for Benefits.

Before-tax and Roth contributions

Federal income tax rules restrict withdrawals from the 401(k) Plan while the member is still employed except for the following situations:

- If the member is over age 59½, salary deferral contributions may be withdrawn at any time.
- If the member is under age 59½, salary deferral contributions may be withdrawn only upon the System Board's

approval and only upon a showing of financial hardship. Generally, the only financial needs considered to meet the definition of hardship are: (1) certain deductible medical expenses; (2) purchase of a principal residence; (3) post-secondary tuition and related educational fees; (4) payments necessary to prevent eviction from or foreclosure on the participant's principal residence; (5) payments for funeral or burial expenses for the participant's deceased family members; or (6) expenses to repair damage to the participant's principal residence resulting from casualty loss.

Members may receive the full balance of their funds upon retirement, disability, death or termination, except that a retiree may defer distribution until no later than April 1 of the calendar year after the year in which he or she reaches age 70½. In addition, members may choose, after termination, to receive periodic installment payments from their balance.

Note 7
ADMINISTRATIVE EXPENSES

There were no record-keeping expenses paid to the Trustee, Fidelity Management Trust Company, in fiscal years 2010 and 2009.

Note 8
RELATED PARTY TRANSACTIONS

Fidelity Management Trust Company is the Trustee of the 401(k) Plan, and therefore 401(k) Plan investments in shares of funds managed by subsidiaries and affiliates of the Trustee qualify as related party transactions. Investment management fees are paid from the participants' accounts to Fidelity Investments Institutional Services Company, Inc. for their investments in Fidelity Funds under the 401(k) Plan.

Note 9
PARTICIPANT LOANS

With certain limits, the 401(k) Plan permits loans to participants. Members may borrow a percentage of their vested account balance (maximum $50,000) for up to five years, or 10 years if the loan is to be used to purchase a primary residence. The loan interest rate is the prime rate plus 1 percent at the beginning of the quarter, which was 4.25 percent at September 30, 2010. Such interest is credited directly to the account of the member.

Note 10
INVESTMENT INCOME

During 2010 and 2009, the 401(k) Plan's investments (including investments bought, sold and held during the year) appreciated (depreciated) in value as follows:

September 30, 2010 and 2009

(Dollars in thousands)	**2010**	2009
Mutual Funds	**$ 86,464**	$ (3,779)

The 401(k) Plan's investments also earned dividends and interest income of $20.6 million and $22.8 million for the years ending September 30, 2010 and 2009, respectively.

Note 11
INVESTMENT HOLDINGS OF 5 PERCENT OR MORE

As of September 30, 2010 and 2009, the Plan's investments representing 5 percent or more of the Net Assets Available for Benefits are as follows:

(Dollars in thousands)	**2010**	2009
Fidelity Managed Income Pool II	**$ 171,583**	$ 172,843
Mutual funds of Fidelity Investments		
Fidelity Magellan	**134,696**	137,149
Fidelity Growth Company	**73,707**	67,058

Note 12
SUBSEQUENT EVENTS

Plan management has evaluated subsequent events for recognition and disclosure through March 30, 2011, which is the date the financial statements were available to be issued.

Tennessee Valley Authority
Retirement System
400 West Summit Hill Drive
Knoxville, Tennessee 37902

www.tvars.com

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CONTACT INFORMATION

MAILING ADDRESS
TVA Retirement System
400 W. Summit Hill Dr., WT 8A
Knoxville, TN 37902-1499

E-MAIL ADDRESS
retsvcs@tva.gov

MAIN PHONE NUMBER
Retirement Representative
865-632-2672
800-824-3870 (toll-free)

Monday through Friday
8:00 a.m. to 4:45 p.m. (Eastern)

TTY PHONE NUMBER
For the deaf or speech-impaired
865-632-7576

Monday through Friday
8:00 a.m. to 4:45 p.m. (Eastern)

FAX NUMBER
865-632-8591

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