Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
BGC PARTNERS, INC. DEFERRAL PLAN FOR EMPLOYEES OF BGC PARTNERS, INC., CANTOR FITZGERALD, L.P. AND ITS AFFILIATES

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 10/01/1982

2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)
CANTOR FITZGERALD, L.P. AND BGC PARTNERS, INC. AS CO-SPONSORS

110 EAST 59TH STREET
15TH FLOOR
NEW YORK, NY 10022

2b Employer Identification Number (EIN) 13-3680189

2c Sponsor's telephone number 212-610-2200

2d Business code (see instructions) 523120

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	07/28/2010	JIM FICARRO
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
CANTOR FITZGERALD, L.P. AND BGC PARTNERS, INC. AS CO-SPONSORS

110 EAST 59TH STREET
15TH FLOOR
NEW YORK, NY 10022

3b Administrator's EIN
13-3680189

3c Administrator's telephone number
212-610-2200

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:
a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	2206
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	1731
b	Retired or separated participants receiving benefits	**6b**	27
c	Other retired or separated participants entitled to future benefits	**6c**	676
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	2434
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	2434
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	2162
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	1
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2F 2G 2J 2K 2T 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	X	**R** (Retirement Plan Information)
(2)		**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)		**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	X	**H** (Financial Information)
(2)		**I** (Financial Information – Small Plan)
(3)		**A** (Insurance Information)
(4)	X	**C** (Service Provider Information)
(5)		**D** (DFE/Participating Plan Information)
(6)		**G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2009** **This Form is Open to Public Inspection.**

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
BGC PARTNERS, INC. DEFERRAL PLAN FOR EMPLOYEES OF BGC PARTNERS, INC., CANTOR FITZGERALD, L.P. AND ITS AFFILIATES

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CANTOR FITZGERALD, L.P. AND BGC PARTNERS, INC. AS CO-SPONSORS

D Employer Identification Number (EIN)
13-3680189

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

PROFESSIONAL CAPITAL SERVICES, LLC

1500 MARKET STREET,
SUITE 3310E
PHILADELPHIA, PA 19102

23-3038464

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13 15	CONTRACT ADMINISTRATOR	88455	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

(a) Enter name and EIN or address (see instructions)

BRINKER CAPITAL HOLDINGS, INC.

1055 WESTLAKES DRIVE
SUITE 250
BERWYN, PA 19312

23-2829742

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	INVESTMENT MANAGER	90094	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

(a) Enter name and EIN or address (see instructions)

SECURIAN FINANCIAL SERVICES, INC.

400 ROBERT STREET NORTH
ST. PAUL, MN 55101

41-1486060

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
33	BROKER	45047	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

(a) Enter name and EIN or address (see instructions)

TD AMERITRADE TRUST COMPANY

717 17TH STREET
SUITE 1700
DENVER, CO 80202-3331

84-0519832

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21	TRUSTEE	27028	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN;
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN;
c Position:	
d Address:	**e** Telephone:

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
BGC PARTNERS, INC. DEFERRAL PLAN FOR EMPLOYEES OF BGC PARTNERS, INC., CANTOR FITZGERALD, L.P. AND ITS AFFILIATES

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CANTOR FITZGERALD, L.P. AND BGC PARTNERS, INC. AS CO-SPONSORS

D Employer Identification Number (EIN)
13-3680189

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)	22289	
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	480230	594494
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	1415700	1845144
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	79746269	104579623
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	1151327	2264402
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	82815815	109283663
	Liabilities			
g	Benefit claims payable	1g		86098
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		149622
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	235720
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	82815815	109047943

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	0	
	(B) Participants	2a(1)(B)	11837140	
	(C) Others (including rollovers)	2a(1)(C)	1462389	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		13299529
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	211	
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	68727	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		68938
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)	138231	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		138231
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	-215863	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-215863
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		18866580
c Other income	2c		-94631
d Total income. Add all **income** amounts in column (b) and enter total	2d		32062784
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	5266384	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		5266384
f Corrective distributions (see instructions)	2f		148288
g Certain deemed distributions of participant loans (see instructions)	2g		165360
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	45047	
(2) Contract administrator fees	2i(2)	88455	
(3) Investment advisory and management fees	2i(3)	90094	
(4) Other	2i(4)	27028	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		250624
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		5830656
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		26232128
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [X] Unqualified (2) [ ] Qualified (3) [ ] Disclaimer (4) [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [ ] Yes [X] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: ERNST AND YOUNG (2) EIN: 34-6565596

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. (2) [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		50000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If yes, enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
BGC PARTNERS, INC. DEFERRAL PLAN FOR EMPLOYEES OF BGC PARTNERS, INC., CANTOR FITZGERALD, L.P. AND ITS AFFILIATES

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CANTOR FITZGERALD, L.P. AND BGC PARTNERS, INC. AS CO-SPONSORS

D Employer Identification Number (EIN)
13-3680189

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 84-0519832

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

REPORT OF INDEPENDENT AUDITORS

Investment and Administrative
Committees of the BGC
Partners, Inc. Deferral Plan for
Employees of BGC Partners, Inc.,
Cantor Fitzgerald, L.P. and Their Affiliates

We have audited the accompanying statements of net assets available for benefits of the BGC Partners, Inc. Deferral Plan for Employees of BGC Partners, Inc., Cantor Fitzgerald, L.P. and Their Affiliates (formerly eSpeed, Inc. Deferral Plan for Employees of Cantor Fitzgerald, L.P. and its Affiliates) (the "Plan") as of December 31, 2009 and 2008, and the related statements of changes in net assets available for benefits for the year ended December 31, 2009. 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. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

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

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets held at end of year as of December 31, 2009 is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ Ernst & Young, LLP
New York, New York
June 29, 2010

BGC Partners, Inc. Deferral Plan for Employees of BGC Partners, Inc., Cantor Fitzgerald, L.P. and Their Affiliates

Financial Statements
For the Year Ended December 31, 2009

BGC PARTNERS, INC. DEFERRAL PLAN FOR EMPLOYEES OF BGC PARTNERS, INC., CANTOR FITZGERALD, L.P. AND THEIR AFFILIATES FORM 11-K

TABLE OF CONTENTS

	Page
REPORT OF INDEPENDENT AUDITORS	3
AUDITED FINANCIAL STATEMENTS:	
Statements of Net Assets Available for Benefits as of December 31, 2009 and 2008	4
Statement of Changes in Net Assets Available for Benefits for the Year Ended December 31, 2009	5
Notes to Financial Statements as of December 31, 2009 and 2008 and for the Year Ended December 31, 2009	6 –11
SUPPLEMENTAL SCHEDULE:	
Form 5500, Schedule H, Part IV, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2009	13 -14
SIGNATURE	15
EXHIBIT INDEX	16

All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

REPORT OF INDEPENDENT AUDITORS

Investment and Administrative
Committees of the BGC
Partners, Inc. Deferral Plan for
Employees of BGC Partners, Inc.,
Cantor Fitzgerald, L.P. and Their Affiliates

We have audited the accompanying statements of net assets available for benefits of the BGC Partners, Inc. Deferral Plan for Employees of BGC Partners, Inc., Cantor Fitzgerald, L.P. and Their Affiliates (formerly eSpeed, Inc. Deferral Plan for Employees of Cantor Fitzgerald, L.P. and its Affiliates) (the "Plan") as of December 31, 2009 and 2008, and the related statements of changes in net assets available for benefits for the year ended December 31, 2009. 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. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

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

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets held at end of year as of December 31, 2009 is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ Ernst & Young, LLP
New York, New York
June 29, 2010

BGC Partners, Inc. Deferral Plan for Employees of BGC Partners, Inc., Cantor Fitzgerald, L.P. and Their Affiliates
Statements of Net Assets Available for Benefits

	December 31, 2009	December 31, 2008
ASSETS:		
Cash and cash equivalents	$ 594,494	$ 480,230
Participant-directed investments at fair value	108,689,169	82,313,296
Participant contribution receivables	—	22,289
Total assets	109,283,663	82,815,815
LIABILITIES:		
Other liabilities	149,622	—
Total liabilities	149,622	—
NET ASSETS AVAILABLE FOR BENEFITS	$ 109,134,041	$ 82,815,815

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

BGC Partners, Inc. Deferral Plan for Employees of BGC Partners, Inc., Cantor Fitzgerald, L.P. and Their Affiliates
Statement of Changes in Net Assets Available for Benefits

	Year ended December 31, 2009
ADDITIONS:	
Contributions:	
Participant contributions	$ 11,837,140
Rollover contributions	1,462,389
Total contributions	13,299,529
Investment income:	
Net appreciation in fair value of investments	17,211,301
Interest and dividends	1,551,954
Net investment gain	18,763,255
Total additions	32,062,784
DEDUCTIONS:	
Distributions to participants	5,493,934
Administrative expenses	250,624
Total deductions	5,744,558
NET INCREASE IN ASSETS AVAILABLE FOR BENEFITS	26,318,226
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR	82,815,815
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	$ 109,134,041

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

BGC Partners, Inc. Deferral Plan for Employees of BGC Partners, Inc., Cantor Fitzgerald, L.P. and Their Affiliates

Notes to Financial Statements

As of December 31, 2009 and 2008, and for the Year Ended December 31, 2009

1. Description of Plan

The following description of the BGC Partners, Inc. Deferral Plan for Employees of BGC Partners, Inc., Cantor Fitzgerald, L.P. and Their Affiliates (the "Plan"), formerly the eSpeed, Inc. Deferral Plan for Employees of Cantor Fitzgerald, L.P. and its Affiliates, provides general information concerning the Plan. Participants should refer to the Plan document and the Plan's summary plan description for a more complete description of the Plan's provisions.

On April 1, 2008, BGC Partners, LLC, merged with and into eSpeed, Inc. Upon closing of the merger, eSpeed, Inc. was renamed BGC Partners, Inc. The merger had no effect on the financial statements of the Plan and all Plan requirements remain the same. The ticker symbol of eSpeed, Inc. changed from ESPD to BGCP and the name of the eSpeed Stock Fund offered as a participant directed investment changed from the eSpeed Stock Fund to the BGCP Stock Fund.

On February 11, 2009 the name of the Plan was changed to BGC Partners, Inc. Deferral Plan for Employees of BGC Partners, Inc., Cantor Fitzgerald, L.P. and Their Affiliates.

General – The Plan is a defined contribution plan, which is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). The Plan is co-sponsored by Cantor Fitzgerald, L.P. ("CFLP") and BGC Partners, Inc. ("BGC Partners"). CFLP and BGC Partners, as well as their participating domestic affiliates, are collectively referred to as the "Company".

The trustee for the Plan is TD Ameritrade, Inc. ("TD Ameritrade"). The trustee is responsible for maintaining the assets of the Plan, making distribution payments as directed by the Company and generally performing all other acts deemed necessary or proper to fulfill its responsibility as set forth in the trust agreement pertaining to the Plan. Professional Capital Services, LLC is the Plan's recordkeeper.

Committees – The Plan is supervised by an Administrative Committee and an Investment Committee. Each committee is comprised of seven members who are all employees of the Company.

The Administrative Committee has the authority, in its sole discretion, to interpret the Plan, to develop rules and regulations, to carry out the provisions of the Plan, to make factual determinations, and to resolve questions relating to eligibility for and the amount of benefits.

The Investment Committee has the authority to make and deal with any investment in any manner consistent with the Plan that it deems advisable. The Investment Committee is assisted by an independent, registered investment advisor, Brinker Capital, Inc., in managing the overall investment process and supervision of the Plan's investments. Brinker acts as an investment fiduciary and investment manager in accordance with ERISA Section 3(38).

Eligibility – All employees of the Company are eligible to participate in the Plan upon hire and reaching the age of 21, except for temporary or casual employees unless they have completed 1,000 hours within 12 months, individuals classified by the Company as independent contractors or leased employees, and non-resident aliens who receive no earned income from U.S. sources. Eligibility begins the first day of the following month after these requirements are met.

Participant Contributions – Eligible employees may elect to contribute up to 80% of their compensation to the plan as pre-tax contributions, Roth contributions, and/or after-tax contributions. The combined amount of a participant's pre-tax and Roth contributions may not exceed a statutory limit ($16,500 in 2009 and $15,500 in 2008, subject to adjustment in future years for cost-of-living increases in accordance with the Internal Revenue Code ("IRC")). The Plan also permits rollover contributions. The Plan also permits participants age 50 and over to make catch-up contributions of up to $5,500 for 2009 and $5,000 for 2008. In addition, there are other limitations set forth in the IRC, which the Plan must satisfy. Contributions exceeding the limit will be refunded to the participants. Any contributions in excess of IRC limitations related to the 2009 Plan year were refunded to the participants by March 15, 2010.

Matching Contributions – The Plan allows eligible participants to invest in the BGCP Stock Fund. Prior to 2007, the Company matched contributions to this fund annually with up to $3,000 of BGC Partners' Class A common stock per participant. Effective January 1, 2007, the Company no longer matches participant contributions to the BGCP Stock Fund.

The BGCP Stock Fund, which invests primarily in BGC Partners' Class A common stock, is available only to employees of BGC Partners and of its affiliates that have, with the permission of the BGC Partners Board of Directors, made available the BGCP Stock Fund to their employees. BGC Partners' Class A common stock is retained in this fund regardless of market fluctuations. Shares of BGC Partners' Class A common stock are purchased for the BGCP Stock Fund on the open market or privately at prices not in excess of the market price at the time of purchase.

The trustee of the BGCP Stock Fund has created a unitized portfolio account for the BGC Partners plan account. The portfolio holds approximately 97% BGC Partners' Class A common stock and 3% cash in a TD Ameritrade money market account. The portfolio is

represented within the plan as a dummy ticker (UESPD) and it trades in the plan account similar to a mutual fund for recordkeeping purposes. The purpose of the cash component in the portfolio is to allow for liquidity so that participants can trade in and out of the stock portfolio and not be subject to the three-day settlement of transactions in the underlying stock.

Investment Options – Participants direct the investment of their contributions into the various investment options offered by the Plan. As of December 31, 2009, investment options include the BGCP Stock Fund, money market funds and mutual funds. On the first day of the month following hire date, eligible participants are auto-enrolled in the Plan by the Company at a rate of 2% of compensation invested in the Fidelity Prime Fund Capital Reserves Class A, a money market fund.

Vesting – Participants are vested immediately in their contributions plus earnings thereon. Vesting in the matching contribution portion of their accounts is based on years of service (a plan year in which the employee is credited with 1,000 hours of service). A participant is 100% vested after three years of credited service, 33% being earned in each of the first two years.

Forfeitures – Participant contributions are non-forfeitable at all times. Matching contributions are forfeitable in the event a participant terminates before the participant's matching contribution account is fully vested. The unvested portions are forfeited and applied to future administrative expenses at the discretion of the Administrative Committee. As of December 31, 2009 and 2008, forfeited non-vested accounts totaled $13,963 and $8,600, respectively. The balance at December 31, 2009 is expected to be applied to the payment of Plan expenses.

Participant Accounts – Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contributions, the Company's matching contributions (prior to 2007) and Plan earnings, and charged with withdrawals and allocable Plan losses and expenses (other than expenses paid by the Company). Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Distributions – Payment of benefits begin as soon as practicable following termination of employment. If a participant's account balance is more than $1,000, no distribution will be made prior to normal retirement age (later of age 59 ½ or completion of five years of service) without the participant's written consent. Participants may elect to defer receipt until April 1 following the later of the calendar year in which the participant attains age 70 ½ or the calendar year in which the participant terminates employment with the Company.

Loans to Participants – A participant may generally borrow funds from the Plan in amounts not exceeding the lesser of $50,000 or one-half of the participant's vested account balance. Interest on outstanding loans is charged at a commercially reasonable rate as determined by the Plan Administrator, which may not be less than a commercial bank's prime rate on the first business day of the month in which the loan is made. The principal amount borrowed must be repaid within five years, unless the amounts borrowed are used to purchase a primary residence (in which case, the repayment period may exceed five years). Participant loans were $1,845,144 and $1,415,700 as of December 31, 2009 and 2008, respectively.

Risks and Uncertainties – The Plan provides for various investment options. Investment securities are exposed to various risks such as interest rate, market and credit risk. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that the risk factors could materially affect participants' account balances and the amount reported in the statement of net assets available for Plan benefits and changes therein.

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

2. Summary of Significant Accounting Policies

Basis of Accounting – The Plan's financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). Certain prior period amounts have been reclassified to conform to the current period presentation.

Benefit Payments to Participants and Beneficiaries – Benefits are recorded when disbursed.

Use of Estimates – The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from the estimates and assumptions used. Estimates that are particularly susceptible to change include assumptions used in determining the fair value of investments.

Investment Valuation and Income Recognition – The Plan's investments are stated at fair value. Shares of registered investment companies are valued at quoted market prices, which represent the asset value of shares held by the Plan at year end. The BGCP Stock Fund is composed primarily of the BGC Partner's stock which is valued at quoted market price at the end of the year. Loan receivables are stated at the outstanding balance which approximates fair value. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date. Dividends and interest received by the Plan are reinvested into the respective funds.

Management Fess and Operating Expenses – Management fees and operating expenses charged to the Plan for investments in the mutual funds are deducted from the mutual fund on a daily basis and are not reflected separately. Management fees and operating expenses for the privately managed funds are accrued on a daily basis and are reflected in the daily unitized price and are paid on a quarterly basis. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments. These fees are included in Administrative expenses in the Statement of Changes in Net Assets Available for Benefits.

Cash and Cash Equivalents – Cash and cash equivalents include cash and short-term interest-bearing investments with initial maturities of three months or less. Such amounts, which are recorded at cost plus accrued interest, generally represent participant contributions that are held in money market accounts pending investment in participant-directed investments. The majority of the cash and cash equivalent balances held as of December 31, 2009 have subsequently been invested in participant-directed investments.

New Accounting Pronouncements – In September 2009, the FASB issued Accounting Standards Update 2009-12, Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent) (ASU 2009-12). ASU 2009-12 amended ASC 820 to allow entities to use net asset value (NAV) per share (or its equivalent), as a practical expedient, to measure fair value when the investment does not have a readily determinable fair value and the net asset value is calculated in a manner consistent with investment company accounting. The Plan adopted the guidance in ASU 2009-12 for the reporting period ended December 31, 2009 and has utilized the practical expedient to measure the fair value of investments within the scope of this guidance based on the investment's NAV. In addition, as a result of adopting ASU 2009-12, the Plan has provided additional disclosures regarding the nature and risks of investments within the scope of this guidance (Note 6). Adoption of ASU 2009-12 did not have a material effect on the Plan's net assets available for benefits or its changes in net assets available for benefits

In January 2010, the FASB issued Accounting Standards Update 2010-06, Improving Disclosures about Fair Value Measurements, (ASU 2010-06). ASU 2010-06 amended ASC 820 to clarify certain existing fair value disclosures and require a number of additional disclosures. The guidance in ASU 2010-06 clarified that disclosures should be presented separately for each "class" of assets and liabilities measured at fair value and provided guidance on how to determine the appropriate classes of assets and liabilities to be presented. ASU 2010-06 also clarified the requirement for entities to disclose information about both the valuation techniques and inputs used in estimating Level 2 and Level 3 fair value measurements. In addition, ASU 2010-06 introduced new requirements to disclose the amounts (on a gross basis) and reasons for any significant transfers between Levels 1, 2 and 3 of the fair value hierarchy and present information regarding the purchases, sales, issuances and settlements of Level 3 assets and liabilities on a gross basis. With the exception of the requirement to present changes in Level 3 measurements on a gross basis, which is delayed until 2011, the guidance in ASU 2010-06 becomes effective for reporting periods beginning after December 15, 2009. Plan management is currently evaluating the effect that the provisions of ASU 2010-06 will have on the Plan's financial statements.

3. Exempt Party-In-Interest Transactions

Certain officers and employees of the Company, who are participants in the Plan, perform administrative services related to the operation, record keeping and financial reporting of the Plan. The Company, at its option, pays these and other administrative expenses on behalf of the Plan. The Plan would pay such expenses if the Company discontinued its practice of paying them.

TD Ameritrade manages the BGCP Stock Fund, the TD Bank USA Institutional Money Market Deposit Account and the TD Bank USA Money Market Deposit Account.

The BGCP Stock Fund was valued at $2,264,402 and $1,151,327 as of December 31, 2009 and 2008, respectively . The BGCP Stock Fund comprised 2% and 1% of net assets as of December 31, 2009 and 2008, respectively. The TD Bank USA Institutional Money Market Deposit Account was valued at $158,027 and $10,498 as of December 31, 2009 and 2008, respectively. The TD Bank USA Money Market Deposit Account, which is the account in which uninvested cash is held, was valued at $594,494 and $480,230 as of December 31, 2009 and 2008, respectively.

Although these transactions qualify as party-in-interest transactions, they are specifically exempt in accordance with certain U.S. Department of Labor ("DOL") Prohibited Transaction Class Exemptions.

4. Income Tax Status of Plan

The Plan has received a determination letter from the Internal Revenue Service dated November 26, 2002, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is tax-exempt. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualified status. The plan administrator has indicated that it will take the necessary steps, if any, to maintain the Plan's operations consistent with the Code.

5. Investments

The Plan had the following investments, which individually represented 5% or more of the Plan's net assets as of December 31, 2009 and 2008, respectively:

	Fair Value as of December 31,	
	2009	2008
Fidelity Prime Fund Capital Reserves Class, 21,883,061 and 21,549,357 shares, respectively	$ 21,883,061	$ 21,549,357
Dodge and Cox Stock Fund, 88,966 and 83,645 shares, respectively	8,553,180	6,220,708
PIMCO Total Return Institutional, 685,171 and 477,541 shares, respectively	7,399,843	4,842,266
American Funds Europacific Growth Fund, 147,743 and 139,522 shares, respectively	5,655,592	*

* Investment did not represent 5% or more of the Plan's net assets.

During the year ended December 31, 2009, the Plan's investments (including investments bought, sold and held) appreciated as follows:

	Year Ended December 31, 2009
Mutual funds	$ 16,162,852
Common stock fund	1,048,449
Total Plan Net Appreciation	$ 17,211,301

6. Fair Value Measurements

Effective January 1, 2008, the Plan adopted the FASB guidance on fair value measurement, which defines fair value as the price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date.

The FASB guidance establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under the FASB guidance are as follows:

- Level 1measurements—Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.
- Level 2 measurements—Quoted prices in markets that are not active or financial instruments for which all significant inputs are observable, either directly or indirectly.
- Level 3 measurements—Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

The following table sets forth by level within the fair value hierarchy the fair value of the Plan's investments under the FASB guidance as of December 31, 2009.

	Investments at Fair Value as of December 31, 2009			
	Level 1	Level 2	Level 3	Total
Mutual funds (a)				
Balance funds	$ 36,968,303	$ —	$ —	$ 36,968,303
Fixed income funds	27,438,485	—	—	27,438,485
Growth funds	19,718,307	—	—	19,718,307
Value funds	13,837,442	—	—	13,837,442
Other funds	6,459,059	—	—	6,459,059
Total mutual funds	104,421,596	—	—	104,421,596
Common stock fund (a)	2,264,402	—	—	2,264,402
Money market institutional deposit account (b)	158,027	—	—	158,027
Participant loans (b)	—	—	1,845,144	1,845,144
Total Investments at Fair Value	$ 106,844,025	$ —	$ 1,845,144	$ 108,689,169

(a) Valued at the net asset value.
(b) Valued at outstanding balance plus accrued interest, which approximates fair value.

The following table sets forth by level within the fair value hierarchy the fair value of the Plan's investments under the FASB guidance as of December 31, 2008.

	Investments at Fair Value as of December 31, 2008			
	Level 1	Level 2	Level 3	Total
Mutual funds (a)				
Balance funds	$ 27,228,761	$ —	$ —	$ 27,228,761
Fixed income funds	24,241,235	—	—	24,241,235
Growth funds	14,164,944	—	—	14,164,944
Value funds	10,286,491	—	—	10,286,491
Other funds	3,814,340	—	—	3,814,340
Total mutual funds	79,735,771	—	—	79,735,771
Common stock fund (a)	1,151,327	—	—	1,151,327
Money market institutional deposit account (b)	10,498	—	—	10,498
Participant loans (b)	—	—	1,415,700	1,415,700
Total Investments at Fair Value	$ 80,897,596	$ —	$ 1,415,700	$ 82,313,296

(a) Valued at the net asset value.
(b) Valued at outstanding balance plus accrued interest, which approximates fair value.

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 investments for the year ended December 31, 2009.

	Year Ended December 31, 2009
Balance, beginning of year	$ 1,415,700
Purchases, sales, issuances, and settlements (net)	429,444
Balance, end of year	$ 1,845,144

7. Reconciliation of Financial Statements to the Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2009 and 2008, respectively, to the Form 5500:

	December 31, 2009	December 31, 2008
Net assets available for benefits per the financial statements	$109,134,041	$ 82,815,815
Less: Amounts allocated to withdrawing participants	(86,098)	--
Net assets available for benefits per the Form 5500	$109,047,943	$ 82,815,815

The following is a reconciliation of benefits paid to participants per the financial statements for the year ended December 31, 2009 to the Form 5500:

	Year Ended December 31, 2009
Benefits paid to participants per the financial statements	$ 5,493,934
Add: Amounts allocated to withdrawing participants at December 31, 2009	86,098
Less: Amounts allocated to withdrawing participants at December 31, 2008	--
Benefits paid to participants per the Form 5500	$ 5,580,032

Amounts allocated to withdrawing participants are recorded on the Form 5500 for benefits payments that have been processed and approved for payment prior to year-end but not paid as of that date.

SUPPLEMENTAL SCHEDULE

BGC Partners, Inc. Deferral Plan for Employees of BGC Partners, Inc., Cantor Fitzgerald, L.P. and Their Affiliates
Form 5500, Schedule H, Part IV, Line 4i- Schedule of Assets Held at End of Year
As of December 31, 2009

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	**Description of Investment**	**Cost**	**Current Value**
*	Cash and Cash Equivalents	Cash Equivalent	**	
	TD Bank USA Money Market Deposit Account			$ 594,494
	Participant-Directed Investments			
	Aberdeen Emerging Markets Fund Class A	Registered Investment Co.	**	244,138
	Alger Smallcap Growth Fund Class A	Registered Investment Co.	**	198,648
	Alps Listed Private Equity Class A	Registered Investment Co.	**	157,056
	American Funds Europacific Growth Fund	Registered Investment Co.	**	5,655,592
	American Funds The Growth Fund of America	Registered Investment Co.	**	3,585,946
	American Funds The Income Fund of America	Registered Investment Co.	**	3,180,742
	Aston/River Road Small Cap Value Fund CL	Registered Investment Co.	**	177,836
	Aston/Amro Small Cap Fund Class N	Registered Investment Co.	**	9,523
*	BGCP Stock Portfolio	Unitized Portfolio Account	**	2,264,402
	Blackrock Inflation Protected Bond Investment	Registered Investment Co.	**	135,295
	Calamos Growth Fund Class A	Registered Investment Co.	**	2,691,774
	CGM Focus Fund	Registered Investment Co.	**	3,115,327
	CGM Realty FD	Registered Investment Co.	**	1,086,629
	Columbia Acorn Fund Class Z	Registered Investment Co.	**	409,956
	CRM Mid Cap Value Investor	Registered Investment Co.	**	459,925
	Delaware Value Fund Class A	Registered Investment Co.	**	653,624
	Direxion Community Trends Strategy Fund	Registered Investment Co.	**	47,436
	Dodge and Cox Stock Fund	Registered Investment Co.	**	8,553,180
	Dreyfus Bond Market Index Fund	Registered Investment Co.	**	837,722
	Dreyfus Greater China Fund Class A	Registered Investment Co.	**	89,152
	Dreyfus International Stock Index Fund	Registered Investment Co.	**	361,542
	DWS RREEF Global Real Estate Securities	Registered Investment Co.	**	91,015
	Eaton Vance Large Cap Value Fund Class A	Registered Investment Co.	**	453,357
	William Blair International Growth N	Registered Investment Co.	**	561,211
	Federated Government Obligations Fund IS	Registered Investment Co.	**	44,844
	Federated Intermediate Corporate Bond Fund	Registered Investment Co.	**	260,201
	Fidelity Capital and Income Fund Retail	Registered Investment Co.	**	1,051,128
	Fidelity ContraFund	Registered Investment Co.	**	2,287,734
	Fidelity Low Priced Stock Fund	Registered Investment Co.	**	1,466,033
	Fidelity Prime Fund Capital Reserves Class	Registered Investment Co.	**	21,883,061
	Fidelity Spartan 500 Index Fund Investor	Registered Investment Co.	**	341,704
	First Eagle Overseas Fund Class A	Registered Investment Co.	**	1,308,924
	Goldman Sachs Enhanced Income Fund Class	Registered Investment Co.	**	31,326
	Goldman Sachs Mid Cap Value Fund Class A	Registered Investment Co.	**	1,519,237
	Janus Contrarian Fund Class T	Registered Investment Co.	**	4,956,679
	Janus Forty Fund Class S	Registered Investment Co.	**	716,484
	Janus Global Research Fund Class T	Registered Investment Co.	**	1,790,020
	Janus Overseas Fund Class T	Registered Investment Co.	**	1,434,993
	JPMorgan Hibrdg Stat Market Neutral Fund	Registered Investment Co.	**	126,316
	JPMorgan High Yield Bond Class A	Registered Investment Co.	**	113,090
	Keeley Small Cap Value Fund	Registered Investment Co.	**	662,121
	Lazard Emerging Markets Portfolio Fund O	Registered Investment Co.	**	37,560
	Leuthold Asset Allocation Fund	Registered Investment Co.	**	405,316
	MFS International Value Class A	Registered Investment Co.	**	509,611
	PIMCO Developing Local Markets Fund Class	Registered Investment Co.	**	127,491
	PIMCO Total Return Institutional	Registered Investment Co.	**	7,399,843
	Prudential Jennison Utility Fund Class Z	Registered Investment Co.	**	287,996

	Rivernorth Core Opportunity Fund	Registered Investment Co.	**	407,712
	Sentinel Small Company Fund Class A	Registered Investment Co.	**	1,387,957
	T. Rowe Price Growth Stock Fund Advisor Class	Registered Investment Co.	**	721,222
	TCW Dividend Focused Fund Class N	Registered Investment Co.	**	661,672
	TCW Total Return Bond Fund Class N	Registered Investment Co.	**	200,258
	The Merger Fund	Registered Investment Co.	**	318,201
	Turner Midcap Growth Investor Class	Registered Investment Co.	**	516,212
	U.S. Global Investors Global Resources	Registered Investment Co.	**	2,461,305
	Vanguard Health Care	Registered Investment Co.	**	2,045,925
	Vanguard Institutional Index Fund	Registered Investment Co.	**	4,907,469
	Vanguard Intermediate-Term U.S. Treasury	Registered Investment Co.	**	9,462
	Vanguard Mid Cap Index Fund Signal Shares	Registered Investment Co.	**	2,725,043
	Vanguard Short Term Treasury Admiral Shares	Registered Investment Co.	**	3,732,137
	Vanguard Small Cap Index Fund Signal	Registered Investment Co.	**	2,248,757
	Vanguard U.S. Treasury Long-Term	Registered Investment Co.	**	1,429
	Victory Diversified Stock Class A	Registered Investment Co.	**	346,210
	Wasatch International Opportunities Fund	Registered Investment Co.	**	211,669
	Western Asset Core Plus Intermediary	Registered Investment Co.	**	618
*	TD Bank USA Institutional Money Market Deposit Account	Cash Equivalent	**	158,027
*	Participant loans	Participant Loans (1)		1,845,144
				108,689,169
	TOTAL ASSETS			$109,283,663

---

* Party-in-interest as defined by Erisa.

** Cost information is not required for participant-directed investments and is therefore not included.

(1) Maturing 2010 to 2039 at interest rates of 3% to 10%.

SIGNATURE

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the Administrator of the BGC Partners, Inc. Deferral Plan for Employees of BGC Partners, Inc., Cantor Fitzgerald, L.P. and Their Affiliates has duly caused this annual report for the fiscal year ended December 31, 2009 to be signed on its behalf by the undersigned hereunto duly authorized.

BGC PARTNERS, INC. DEFERRAL PLAN FOR EMPLOYEES OF BGC PARTNERS, INC., CANTOR FITZGERALD, L.P. AND THEIR AFFILIATES

By: /s/ A. Graham Sadler

Name: A. Graham Sadler

Title: Chief Financial Officer
BGC Partners, Inc.

Date: June 29, 2010

Form 5500	Annual Return/Report of Employee Benefit Plan	OMB Nos. 1210-0110 1210-0089
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	2009 This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A This return/report is for: ☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ___

B This return/report is: ☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. ▶ ☐

D Check box if filing under: ☐ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan BGC Partners, Inc. Deferral Plan For Employees of BGC Partners, Inc., Cantor Fitzgerald, L.P. And Its Affiliates

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 10/01/1982

2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)
Cantor Fitzgerald, L.P. AND BGC Partners, Inc. As Co-Sponsors

110 East 59th Street
15th Floor
New York NY 10022

2b Employer Identification Number (EIN) 13-3680189

2c Sponsor's telephone number (212) 610-2200

2d Business code (see instructions) 523120

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
	[signature]	7/22/10	
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
	A. I. Sulla		
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500. Form 5500 (2009) v.092307.1

Plan administrator's name and address (if same as plan sponsor, enter "Same") AME	3b Administrator's EIN 3c Administrator's telephone number

If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: Sponsor's name	4b EIN 4c PN

Total number of participants at the beginning of the plan year	5	2,206
Number of participants as of the end of the plan year (welfare plans complete only lines 6a, 6b, 6c, and 6d).		
Active participants	6a	1,731
Retired or separated participants receiving benefits	6b	27
Other retired or separated participants entitled to future benefits	6c	676
Subtotal. Add lines 6a, 6b, and 6c	6d	2,434
Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e	0
Total. Add lines 6d and 6e	6f	2,434
Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g	2,162
Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h	1
Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	

If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

2F 2G 2J 2K 2T 3H

If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

Plan funding arrangement (check all that apply)		9b Plan benefit arrangement (check all that apply)	
(1)	Insurance	(1)	Insurance
(2)	Code section 412(e)(3) insurance contracts	(2)	Code section 412(e)(3) insurance contracts
(3)	[X] Trust	(3)	[X] Trust
(4)	General assets of the sponsor	(4)	General assets of the sponsor

Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

Pension Schedules		b General Schedules		
(1)	[X] R (Retirement Plan Information)	(1)	[X]	H (Financial Information)
(2)	MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2)		I (Financial Information – Small Plan)
		(3)		A (Insurance Information)
		(4)	[X]	C (Service Provider Information)
(1)	SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(5)		D (DFE/Participating Plan Information)
		(6)		G (Financial Transaction Schedules)

Attachment to 2009 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name BGC Prtnrs Def Pln for Employees of BGC Prtnrs Cantor Fitz **EIN:** 13-3680189
Plan Sponsor's Name Cantor Fitzgerald, L.P. AND BGC Partners, Inc. A **PN:** 001 Co-Sponsors

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Aberdeen	Emerging Markets Fund Class A		244,138
	Alger	Smallcap Growth Fund Class A		198,648
	Alliance	Bernstein International Value C		0
	Alps	Listed Private Equity Class A		157,056
	American Funds	Europacific Growth Fund		5,655,592
	American Funds	The Growth Fund Of America		3,585,946
	American Funds	The income Fund Of America		3,180,742

Attachment to 2009 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name BGC Prtnrs Def Pln for Employees of BGC Prtnrs Cantor Fitz **EIN:** 13-3680189
Plan Sponsor's Name Cantor Fitzgerald, L.P. AND BGC Partners, Inc. A **PN:** Co-Sponsors 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Aston/River Road	Small Cap Value Fund		177,836
	Aston/AMRO	Small Cap Fund Class N		9,523
	Blackrock	Inflation Protected Bond Investment		135,295
	Calamos	Growth Fund Class A		2,691,774
	CGM	Focus Fund		3,115,327
	CGM	Realty Fund		1,086,629
	Columbia	Acorn Fund Class Z		409,956

Attachment to 2009 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name BGC Prtnrs Def Pln for Employees of BGC Prtnrs Cantor Fitz **EIN:** 13-3680189
Plan Sponsor's Name Cantor Fitzgerald, L.P. AND BGC Partners, Inc. A **PN:** Co-Sponsors 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	CRM	Mid Cap Value Investor		459,925
	Delaware	Value Fund Class A		653,624
	Direxion	Community Trends Strategy Fund		47,436
	Dodge & Cox	Stock Fund		8,553,180
	Dreyfus	Bond Market Index Fund		837,722
	Dreyfus	Greater China Fund Class A		89,152
	Dreyfus	International Stock Index Fund		361,542

Attachment to 2009 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name BGC Prtnrs Def Pln for Employees of BGC Prtnrs Cantor Fitz **EIN:** 13-3680189
Plan Sponsor's Name Cantor Fitzgerald, L.P. AND BGC Partners, Inc. A **PN:** 001 Co-Sponsors

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	DWS RREEF	Global Real Estate Securities Fund		91,015
	Eaton Vance	Large Cap Value Fund Class A		453,357
	Espeed	Stock Portfolio		2,264,402
	Federated	Government Obligations Fund		44,844
	Federated	Intermediate Corporate Bond Fund		260,201
	Fidelity	Capital and Income Fund Retail		1,051,128
	Fidelity	Contrafund		2,287,734

Attachment to 2009 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name BGC Prtnrs Def Pln for Employees of BGC Prtnrs Cantor Fitz **EIN:** 13-3680189
Plan Sponsor's Name Cantor Fitzgerald, L.P. AND BGC Partners, Inc. A **PN:** Co-Sponsors 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Fidelity	Low Priced Stock Fund		1,466,033
	Fidelity	Prime Fund Capital Reserves Class		21,883,061
	Fidelity Spartan	500 Index Fund Investor		341,704
	Fidelity Spartan	Intermediate Treasury		0
	First Eagle	Overseas Fund Class A		1,308,924
	Goldman Sachs	Enhanced Income Fund		31,326
	Goldman Sachs	Mid Cap Value Fund Class A		1,519,237

Attachment to 2009 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name BGC Prtnrs Def Pln for Employees of BGC Prtnrs Cantor Fitz **EIN:** 13-3680189
Plan Sponsor's Name Cantor Fitzgerald, L.P. AND BGC Partners, Inc. Co-Spnsrs **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Janus	Contrarian Fund Class T		4,956,679
	Janus	Forty Fund Class S		716,484
	Janus	Global Research Fund Class T		1,790,020
	Janus	Overseas Fund Class T		1,434,993
	JP Morgan	HIBRDG Stat Market Nuetral Fund		126,316
	JP Morgan	High Yield Bond Class A		113,090
	Keeley	Small Cap Value Fund		662,121

Attachment to 2009 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name BGC Prtnrs Def Pln for Employees of BGC Prtnrs Cantor Fitz **EIN:** 13-3680189
Plan Sponsor's Name Cantor Fitzgerald, L.P. AND BGC Partners, Inc. A **PN:** 001 Co-Sponsors

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Lazard	Emerging Markets Portfolio Fund		37,560
	Leuthold	Asset Allocation Fund		405,316
	Metropolitan West	Low Duration Bond Class		0
	MFS	International Value Class A		509,611
	Pimco	Commodity Real Return Strategy Class		0
	Pimco	Developing Local Markets Fund		127,491
	Pimco	Total Return Institutional (35)		7,399,843

Attachment to 2009 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name BGC Prtnrs Def Pln for Employees of BGC Prtnrs Cantor Fitz **EIN:** 13-3680189
Plan Sponsor's Name Cantor Fitzgerald, L.P. AND BGC Partners, Inc. A **PN:** 003 Co-Sponsors

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Pooled Loan Account			1,845,144
	Principal	High Yield Fund Class A		0
	Prudential	Jennison Utility Fund Class Z		287,996
	Rivernorth	Core Opportunity Fund		407,712
	Sentinel	Small Company Fund Class A		1,387,957
	SSGA	Emerging Markets		0
	T Rowe Price	Growth Stock Fund Advisor Class		721,222

Attachment to 2009 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name BGC Prtnrs Def Pln for Employees of BGC Prtnrs Cantor Fitz **EIN:** 13-3680189
Plan Sponsor's Name Cantor Fitzgerald, L.P. AND BGC Partners, Inc. A **PN:** 001 Co-Sponsors

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	TCW	Dividend Focused Fund Class N		661,672
	TCW	Total Return Bond Fund Class N		200,258
	TD Bank	Instl MMDA FTCIMA		158,027
	TD Bank	USA MMDA		594,494
	The Merger Fund			318,201
	Turner	Midcap Growth Investor Class		516,212
	U.S. Global	Investors Global Resources		2,461,305

Attachment to 2009 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name BGC Prtnrs Def Pln for Employees of BGC Prtnrs Cantor Fitz **EIN:** 13-3680189
Plan Sponsor's Name Cantor Fitzgerald, L.P. AND BGC Partners, Inc. A **PN:** 001 Co-Sponsors

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Vanguard	Health Care		2,045,925
	Vanguard	Institutional Index Fund		4,907,469
	Vanguard	Intermediate-Term U.S. Treas Po		9,462
	Vanguard	Mid Cap Index Fund Signal Share		2,725,043
	Vanguard	Short Term Treasury-Admiral SH		3,732,137
	Vanguard	Small Cap Index Fund Signal Shares		2,248,754
	Vanguard	U.S. Treasury Long-Term		1,429

Attachment to 2009 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name BGC Prtnrs Def Pln for Employees of BGC Prtnrs Cantor Fitz **EIN:** 13-3680189
Plan Sponsor's Name Cantor Fitzgerald, L.P. AND BGC Partners, Inc. A **PN:** 001 Co-Sponsors

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Vanguard	U.S. Treasury Short-Term		0
	Victory	Diversified Stock Class A		346,210
	Wasatch	International Opportnities Fund		211,669
	Westcore	Plus Bond Fund		0
	Western	Asset Core Plus Intermediary Shares		618
	William Blair	International Growth N		561,211