

<div>Form 5500</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Annual Return/Report of Employee Benefit Plan</div> <div>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).</div> <div>▶ Complete all entries in accordance with the instructions to the Form 5500.</div>	<div>OMB Nos. 1210-0110 1210-0089</div> <div>2009</div> <div>This Form is Open to Public Inspection</div>
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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: <div><div>☐ a multiemployer plan;</div><div>☒ a single-employer plan;</div><div>☐ a multiple-employer plan; or</div><div>☐ a DFE (specify) ____</div></div>
B	This return/report is: <div><div>☐ the first return/report;</div><div>☐ the final return/report;</div><div>☐ an amended return/report;</div><div>☐ a short plan year return/report (less than 12 months).</div></div>
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: <div><div>☐ Form 5558;</div><div>☐ automatic extension;</div><div>☐ the DFVC program;</div><div>☐ special extension (enter description)</div></div>

Part II	Basic Plan Information—enter all requested information
1a	Name of plan ERM GROUP SALARY DEFERRAL PLAN
1b	Three-digit plan number (PN) ▶ 001
1c	Effective date of plan 04/01/1984
2a	Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) ERM GROUP, INC. 350 EAGLEVIEW BLVD SUITE 200 EXTON, PA 19341
2b	Employer Identification Number (EIN) 23-2053856
2c	Sponsor's telephone number 610-524-3500
2d	Business code (see instructions) 541330

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.	07/19/2010	JOHN STIPA
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	07/19/2010	JOHN STIPA
	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") ERM GROUP, INC. 350 EAGLEVIEW BLVD SUITE 200 EXTON, PA 19341	3b Administrator's EIN 23-2053856 3c Administrator's telephone number 610-524-3500
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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
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5 Total number of participants at the beginning of the plan year	5	1753
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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	1135
b Retired or separated participants receiving benefits.....	6b	3
c Other retired or separated participants entitled to future benefits.....	6c	564
d Subtotal. Add lines 6a , 6b , and 6c	6d	1702
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	1702
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	1669
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	107

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2G 2J 3D

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) ☒ 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) ☒ Trust (4) ☐ General assets of the sponsor
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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) ☒ 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) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☐ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)
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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 ERM GROUP SALARY DEFERRAL PLAN	B Three-digit plan number (PN)	001
C Plan sponsor's name as shown on line 2a of Form 5500 ERM GROUP, INC.	D Employer Identification Number (EIN) 23-2053856	

Part I	Asset and Liability Statement
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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)	3348021	2982961
(2) Participant contributions	1b(2)	569704	509683
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(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)	1476280	1435466
(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)	105798570	139876172
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(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	111192575	144804282

Liabilities

g Benefit claims payable	1g	29509581	38576891
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	29509581	38576891

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	81682994	106227391
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	2982961	
(B) Participants	2a(1)(B)	8848177	
(C) Others (including rollovers)	2a(1)(C)	243162	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		12074300

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(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)	106144	
(F) Other	2b(1)(F)	2933466	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		3039610

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(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)		
(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)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(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)		24730652
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		39844562

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	15297565	
(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)		15297565
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	2600	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		2600
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		15300165

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		24544397
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) ☐ 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 ☐ No

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

(1) Name: ARENA SNYDER & DUNLAP LLP

(2) EIN: 23-2334403

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.).....		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.).....		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.)		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.).....		X	
e Was this plan covered by a fidelity bond?.....	X		1250000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		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?		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?		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.).....	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.).....		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?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		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.		X	

- 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)

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

A Name of plan <u>ERM GROUP SALARY DEFERRAL PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ERM GROUP, INC.</u>	D Employer Identification Number (EIN) <u>23-2053856</u>

Part I	Distributions
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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	<u>6230255</u>
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): <u>23-2186884</u>		
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	<u>133</u>

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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule R (Form 5500) 2009
v.092308.1

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): _____

- 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

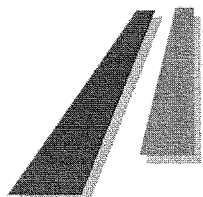
- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding 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): _____



ARENA SNYDER & DUNLAP LLP
CERTIFIED PUBLIC ACCOUNTANTS

July 23, 2010

Harry A. Arena
Kathryn V. Snyder
Jeffrey T. Dunlap

Independent Auditors' Report

To the Plan Administrator
The ERM Group Salary Deferral Plan
Exton, Pennsylvania

We were engaged to audit the financial statements of The ERM Group Salary Deferral Plan ("the Plan") as of December 31, 2009 and 2008, and for the years then ended, and the supplemental schedule as of and for the year ended December 31, 2009 as listed in the accompanying table of contents. These financial statements and schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure Under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 10, which was certified by The Vanguard Fiduciary Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2009 and 2008, that the information provided to the Plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and schedule taken as a whole. The form and content of the information included in the financial statements and schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Arena Snyder & Dunlap LLP

The ERM Group Salary Deferral Plan
Supplemental Information
December 31, 2009

Schedule H, line 4i - Schedule of Assets (Held at the End of Year)
 EIN# 23-2053856
 Pn# 001

(a)	(b)	(c)	(d)	(e)
Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest collateral, par or maturity value	Cost	Current Value	
* The Vanguard Group	PRIMECAP Fund Investor Shares	\$ 23,360,340	\$ 25,330,958	
* The Vanguard Group	Wellington Fund Investor Shares	23,210,934	23,870,588	
* The Vanguard Group	Windsor II Fund Investor Shares	24,120,699	21,955,258	
* The Vanguard Group	500 Index Fund Investor Shares	12,980,564	12,501,865	
* The Vanguard Group	Total International Stock Index Fund	12,155,532	12,325,924	
* The Vanguard Group	Long-Term Investment Grade Investor Shares	11,222,888	11,304,474	
* The Vanguard Group	Prime Money Market Fund	10,355,940	10,355,940	
* The Vanguard Group	Explorer Fund Investor Shares	8,441,700	7,732,332	
* The Vanguard Group	Extended Market Index Fund Investor Shares	3,998,419	4,183,959	
* The Vanguard Group	Target Retirement 2025 Fund	2,475,742	2,437,586	
* The Vanguard Group	Target Retirement 2035 Fund	2,337,610	2,397,968	
* The Vanguard Group	Target Retirement 2015 Fund	1,546,156	1,614,300	
* The Vanguard Group	Target Retirement 2045 Fund	1,547,146	1,604,628	
* The Vanguard Group	Total Bond Market Index Fund Investor Shares	921,929	927,591	
* The Vanguard Group	Target Retirement Income	820,361	834,801	
* The Vanguard Group	Target Retirement 2005 Fund	492,519	498,000	
		139,988,479	139,876,172	
Participant notes	Maturing January 2010 - October 2024 5.25% to 10.25%	0	1,435,466	
		\$139,988,479	\$141,311,638	

* Represents a party-in-interest.

The ERM Group Salary Deferral Plan

Financial Statements

December 31, 2009 and 2008

The ERM Group Salary Deferral Plan
Financial Statements
December 31, 2009 and 2008

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ARENA SNYDER & DUNLAP LLP
CERTIFIED PUBLIC ACCOUNTANTS

July 23, 2010

Harry A. Arena
Kathryn V. Snyder
Jeffrey T. Dunlap

Independent Auditors' Report

To the Plan Administrator
The ERM Group Salary Deferral Plan
Exton, Pennsylvania

We were engaged to audit the financial statements of The ERM Group Salary Deferral Plan ("the Plan") as of December 31, 2009 and 2008, and for the years then ended, and the supplemental schedule as of and for the year ended December 31, 2009 as listed in the accompanying table of contents. These financial statements and schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure Under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 10, which was certified by The Vanguard Fiduciary Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2009 and 2008, that the information provided to the Plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and schedule taken as a whole. The form and content of the information included in the financial statements and schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Arena Snyder & Dunlap LLP

The ERM Group Salary Deferral Plan
Statements of Net Assets Available for Benefits

	<u>December 31,</u>	
	<u>2009</u>	<u>2008</u>
<u>Assets</u>		
Investments at fair market value:		
Funds invested with The Vanguard Group:		
PRIMECAP Fund Investor Shares	\$ 25,330,958	\$ 18,623,018
Wellington Fund Investor Shares	23,870,588	19,010,847
Windsor II Fund Investor Shares	21,955,258	17,056,539
500 Index Fund Investor Shares	12,501,865	8,872,346
Total International Stock Index Fund	12,325,924	8,370,801
Long-Term Investment Grade Investor Shares	11,304,474	10,529,376
Prime Money Market Fund	10,355,940	10,325,767
Explorer Fund Investor Shares	7,732,332	5,333,888
Extended Market Index Fund Investor Shares	4,183,959	2,526,051
Target Retirement 2025 Fund	2,437,586	1,562,452
Target Retirement 2035 Fund	2,397,968	1,216,303
Target Retirement 2015 Fund	1,614,300	729,881
Target Retirement 2045 Fund	1,604,628	713,083
Total Bond Market Index Fund Investor Shares	927,591	0
Target Retirement Income	834,801	563,283
Target Retirement 2005 Fund	498,000	364,935
Participant notes	<u>1,435,466</u>	<u>1,476,280</u>
Total investments	<u>141,311,638</u>	<u>107,274,850</u>
Receivables:		
Participants' contributions	509,683	569,704
Employer's matching contributions	<u>2,982,961</u>	<u>3,348,021</u>
Total receivables	<u>3,492,644</u>	<u>3,917,725</u>
Net assets available for benefits	<u>\$144,804,282</u>	<u>\$111,192,575</u>

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

The ERM Group Salary Deferral Plan
Statements of Changes in Net Assets Available for Benefits

	<u>Years ended December 31,</u>	
	<u>2009</u>	<u>2008</u>
Additions to net assets attributed to:		
Investment income:		
Net appreciation (depreciation) in fair value of investments	\$ 24,730,652	\$(47,313,758)
Interest and dividend income	<u>3,039,610</u>	<u>4,744,556</u>
Total investment income (loss)	<u>27,770,262</u>	<u>(42,569,202)</u>
Contributions:		
Participants'	8,848,177	9,774,584
Employer's matching	2,982,961	3,357,470
Rollovers	<u>243,162</u>	<u>829,147</u>
Total contributions	<u>12,074,300</u>	<u>13,961,201</u>
Total additions	<u>39,844,562</u>	<u>(28,608,001)</u>
Deductions from net assets attributed to:		
Benefits paid to participants	6,230,255	5,824,211
Administrative fees	<u>2,600</u>	<u>2,622</u>
Total deductions	<u>6,232,855</u>	<u>5,826,833</u>
Net increase (decrease)	33,611,707	(34,434,834)
Net assets available for benefits:		
Beginning of year	<u>111,192,575</u>	<u>145,627,409</u>
End of year	<u>\$144,804,282</u>	<u>\$111,192,575</u>

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

The ERM Group Salary Deferral Plan

Notes to the Financial Statements

December 31, 2009 and 2008

Note 1 - Description of the plan:

The following description of The ERM Group (“the Company”) Salary Deferral Plan (“the Plan”) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan’s provisions.

General:

The Plan is a defined contribution plan covering all full-time employees of the Company who are age twenty-one or older. Part-time employees of the Company may participate if they are age twenty-one or older and have completed at least 1,000 hours of service. The Company, as defined in these financial statements and notes, consists of The ERM Group, Inc. and all subsidiaries and affiliated companies. The Plan is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

Contributions:

Each year, participants may contribute up to fifty percent (50%) of pretax annual compensation, as defined in the Plan, subject to a maximum dollar limit which is set by law. The maximum contribution amount was \$16,500 and \$15,500 for 2009 and 2008, respectively. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Contribution percentages may be changed by participants at any time throughout the year. In accordance with the Plan document, the Company matched forty percent (40%) of participants’ contributions up to fifteen percent (15%) of their compensation until March 2009 when the Plan was amended to change the match to a discretionary contribution. The Company matched forty percent (40%) of participants’ contributions up to fifteen percent (15%) of their compensation through December 31, 2009.

Participant accounts:

Each participant’s account is credited with the participant’s contribution, the Company’s matching contribution, and Plan earnings. Allocations are based on participant compensation or account balances, as defined by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account. The Plan’s allocation requirement is one thousand (1,000) hours of service during the Plan year and being employed by the Company on the last day of the Plan year for the Company’s matching contribution.

Vesting:

Participants are immediately vested in employee-elected salary deferral contributions plus actual earnings thereon. Vesting in the Company’s matching contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A participant is 100% vested after three years of credited service. During 2009 the Plan was amended to provide 100% vesting in employer matching contributions for participants whose employment was terminated in a reduction-in-force during the year ended December 31, 2009.

The ERM Group Salary Deferral Plan

Notes to the Financial Statements

December 31, 2009 and 2008

Note 1 - Description of the plan (continued):

Investment options:

Upon enrollment in the Plan, a participant may direct employee contributions among various mutual fund investment options managed by The Vanguard Group. A participant may change such allocations and investment options daily and may transfer all or a portion of the value of his or her accounts among the various funds.

Participant notes:

Participants may borrow a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or fifty percent (50%) of their vested account balance. Loan transactions are treated as a transfer to (from) the investment funds from (to) the Participant Notes Funds. Loan terms range from one to five years. Loans taken by the participants that are used to acquire a principal residence may provide for a repayment period exceeding five years. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined by the Plan administrator. Interest rates range from 5.25% to 10.25%. Principal and interest are repaid ratably by the participant through payroll deductions.

Payment of benefits:

On termination of service due to death, disability, or retirement, a participant or beneficiary may elect to receive either the value of the vested interest in their account as a lump-sum distribution or purchase an annuity. For termination of service due to other reasons, a participant will receive the value of the vested interest in their account as a lump-sum distribution.

Note 2 - Summary of accounting policies:

Basis of accounting:

The financial statements of the Plan are prepared under the accrual method of accounting.

Use of estimates:

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

Investment valuation and income recognition:

The Plan's fund investments are stated at fair value, as based on quoted market prices and other observable inputs of the underlying assets, in accordance with SFAS 157 "*Fair Value Measurement*". Participant notes are valued at amortized cost which approximates fair value.

The ERM Group Salary Deferral Plan

Notes to the Financial Statements

December 31, 2009 and 2008

Note 2 - Summary of accounting policies (continued):

Investment valuation and income recognition (continued):

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Realized and unrealized gains and (losses) are included in total investment income (loss) on the statements of changes in net assets available for benefits. Realized and unrealized gains and (losses) were \$27,770,262 and \$(42,569,202) for the years ended December 31, 2009 and 2008, respectively.

Payment of benefits:

Benefits are recorded when paid.

Administrative expenses:

The Plan's administrative expenses are paid by the Company.

Note 3 - Fair value measurements:

The Plan fair values its investments utilizing a hierarchy that prioritizes inputs to the valuation techniques that are used to measure fair value, in accordance with authoritative guidance on fair value measurements and disclosures. Where inputs for an asset fall in more than one level in the fair value hierarchy, the investment is classified in its entirety based on the lowest level input that is significant to that investment's fair value measurement. Assets measured at fair value on a recurring basis are comprised of funds held as available-for-sale securities. The three levels of the fair value hierarchy are described below:

- Level 1 - unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.
- Level 2 - inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 - inputs are unobservable and cannot be corroborated by observable market data.

Fair value of the Plan's fund investments is determined to be Level 1, based on quoted prices in active markets. The underlying investments within each fund may be invested in Level 2 or Level 3.

The ERM Group Salary Deferral Plan

Notes to the Financial Statements

December 31, 2009 and 2008

Note 3 - Fair value measurements (continued):

The following table summarizes the inputs used in valuing the Plan's investments:

	Quoted Prices in Active Markets (Level 1)		Other Significant Observable Inputs (Level 2)		Significant Unobservable Inputs (Level 3)	
	2009	2008	2009	2008	2009	2008
Mutual funds	\$139,876,172	\$105,798,570	\$ -	\$ -	\$ -	\$ -
Participant notes	-	-	-	-	1,435,466	1,476,280
	<u>\$139,876,172</u>	<u>\$105,798,570</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$1,435,466</u>	<u>\$1,476,280</u>

The following table summarizes changes in the Plan's participant notes, valued based on Level 3 inputs:

	<u>Year ended December 31,</u>	
	<u>2009</u>	<u>2008</u>
Balance, beginning of year	\$1,476,280	\$1,213,110
Loans issued	550,198	685,833
Loan repayments	(480,996)	(415,508)
Defaulted/offset loans	<u>(110,016)</u>	<u>(7,155)</u>
Balance, end of year	<u>\$1,435,466</u>	<u>\$1,476,280</u>

The ERM Group Salary Deferral Plan

Notes to the Financial Statements

December 31, 2009 and 2008

Note 4 - Investments:

The Plan's funds were invested with The Vanguard Group as of December 31, 2009 and 2008. The following table presents the current value of the individual investment securities available for benefits:

<u>Investment</u>	<u>December 31,</u>	
	<u>2009</u>	<u>2008</u>
PRIMECAP Fund Investor Shares	\$ 25,330,958 *	\$ 18,623,018 *
Wellington Fund Investor Shares	23,870,588 *	19,010,847 *
Windsor II Fund Investor Shares	21,955,258 *	17,056,539 *
500 Index Fund Investor Shares	12,501,865 *	8,872,346 *
Total International Stock Index Fund	12,325,924 *	8,370,801 *
Long-Term Investment Grade Investor Shares	11,304,474 *	10,529,376 *
Prime Money Market Fund	10,355,940 *	10,325,767 *
Explorer Fund Investor Shares	7,732,332 *	5,333,888
Extended Market Index Fund Investor Shares	4,183,959	2,526,051
Target Retirement 2025 Fund	2,437,586	1,562,452
Target Retirement 2035 Fund	2,397,968	1,216,303
Target Retirement 2015 Fund	1,614,300	729,881
Target Retirement 2045 Fund	1,604,628	713,083
Total Bond Market Index Fund Investor Shares	927,591	0
Target Retirement Income	834,801	563,283
Target Retirement 2005 Fund	498,000	364,935
Participant notes	<u>1,435,466</u>	<u>1,476,280</u>
	<u>\$141,311,638</u>	<u>\$107,274,850</u>

* Current value of individual assets represents five percent (5%) or more of the Plan's net assets available for benefits at year end.

Note 5 - Forfeited accounts:

At December 31, 2009 and 2008, forfeited nonvested accounts totaled \$175,177 and \$186,337, respectively. These accounts will be used to reduce future employer contributions. Reductions of employer contributions from forfeited nonvested accounts were approximately \$151,643 and \$81,086 for the years ended December 31, 2009 and 2008, respectively.

Note 6 - Reportable transactions:

There were no reportable transactions for the years ended December 31, 2009 and 2008, respectively.

The ERM Group Salary Deferral Plan

Notes to the Financial Statements

December 31, 2009 and 2008

Note 7 - Plan termination:

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become one hundred percent (100%) vested in their accounts.

Note 8 - Tax status:

The Plan has received a favorable determination letter, dated August 12, 2003, from the Internal Revenue Service stating that the Plan is qualified under Section 401 of the Internal Revenue Code. The Plan has been amended and restated since receiving the determination letter. However, the Plan Administrator believes that the Plan is currently designed and operates in accordance with applicable requirements of the Internal Revenue Code. Accordingly, no provision for income taxes has been made in the accompanying financial statements.

Note 9 - Risk and uncertainties:

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

Note 10 - Certified information (unaudited):

The Plan Administrator has elected the method of annual reporting compliance permitted by ERISA. The assets of the Plan are held by the trustee, The Vanguard Fiduciary Trust Company. Accordingly, the trustee has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

- a. Investments, as shown in the statements of net assets available for benefits, as of December 31, 2009 and 2008.
- b. Investment activity, including net appreciation (depreciation) in fair value of investments as shown in the statements of changes in net assets available for benefits, for the years ended December 31, 2009 and 2008.
- c. Participant notes, as shown in the statements of net assets available for benefits, as of December 31, 2009 and 2008.

The ERM Group Salary Deferral Plan
Notes to the Financial Statements
December 31, 2009 and 2008

Note 10 - Certified information (unaudited) (continued):

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements.

Note 11 - Party-in-interest transactions:

The Plan investments are shares of mutual funds managed by The Vanguard Group. The Vanguard Group is related to the trustee of the Plan; therefore, these transactions qualify as party-in-interest transactions.

Note 12 - Additional disclosure:

Net assets available for benefits at December 31, 2009 and 2008 include \$38,576,891 and \$29,509,581, respectively, which are allocated to the accounts of persons who have withdrawn from participating in the earnings and operations of the Plan.

The ERM Group Salary Deferral Plan

Notes to the Financial Statements

December 31, 2009 and 2008

Note 13 - Reconciliation to the Form 5500:

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

	<u>2009</u>	<u>December 31,</u> <u>2008</u>
Net assets available for benefits per the financial statements	\$144,804,282	\$111,192,575
Less: amounts allocated to withdrawing participants	<u>(38,576,891)</u>	<u>(29,509,581)</u>
Net assets available for benefits per the Form 5500	<u>\$106,227,391</u>	<u>\$ 81,682,994</u>

	<u>Year ended December 31,</u> <u>2009</u>	<u>2008</u>
Benefits paid to participants per the financial statements	\$ 6,230,255	\$ 5,824,211
Plus: amounts allocated to withdrawing participants at December 31, 2009 and 2008	38,576,891	29,509,581
Less: amounts allocated to withdrawing participants at December 31, 2008 and 2007	<u>(29,509,581)</u>	<u>(43,335,598)</u>
Net benefits per the Form 5500	<u>\$ 15,297,565</u>	<u>\$ (8,001,806)</u>

SUPPLEMENTAL INFORMATION

The ERM Group Salary Deferral Plan

Supplemental Information

December 31, 2009

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

EIN# 23-2053856

Pn# 001

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