

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2010</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>01/28/2010</u>	
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 <u>ELLERBE BECKET RETIREMENT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>12/29/1953</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>12/29/1953</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>12/29/1953</u>					
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>THE ELLERBE BECKET COMPANY</u> <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <u>800 LASALLE AVENUE</u> <u>MINNEAPOLIS, MN 55402</u> </div> <div style="width: 45%;"> <u>800 LASALLE AVENUE</u> <u>MINNEAPOLIS, MN 55402</u> </div> </div>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>41-0728085</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>612-376-2000</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>541310</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>41-0728085</u>	2c Sponsor's telephone number <u>612-376-2000</u>	2d Business code (see instructions) <u>541310</u>	
2b Employer Identification Number (EIN) <u>41-0728085</u>					
2c Sponsor's telephone number <u>612-376-2000</u>					
2d Business code (see instructions) <u>541310</u>					

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.	08/27/2010	MICHAEL KATZ
	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

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

Form 5500 (2010)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") THE ELLERBE BECKET COMPANY 800 LASALLE AVENUE MINNEAPOLIS, MN 55402	3b Administrator's EIN 41-0728085 3c Administrator's telephone number 612-376-2000
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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	497
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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	0
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	0
d Subtotal. Add lines 6a , 6b , and 6c	6d	0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	0
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0

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:
 2E 2F 2G 2J 2K 2R 2S 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) ☒ 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)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information 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.	OMB No. 1210-0110
		2010
		This Form is Open to Public Inspection.
For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 01/28/2010		
A Name of plan ELLERBE BECKET RETIREMENT PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 THE ELLERBE BECKET COMPANY	D Employer Identification Number (EIN) 41-0728085	

Part I	Service Provider Information (see instructions)
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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
FIDELITY INV INST OPS CO
04-2647786

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
64 37 65 71 60	RECORDKEEPER	377	Yes ☒ No ☐	Yes ☒ No ☐	0	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 ☐

(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 ☐

(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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
ALGER MIDCAP GRTH I - BOSTON FINANC	0.40%
04-2526037	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
EATON LG CAP VALUE A - PNC GLOBAL I	0.35%
04-2871943	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
MSIF BALANCED P - JPMORGAN INVESTOR	0.35%
22-2382028	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
MSIF SM CO GRTH P - MORGAN STANLEY	0.35%	
13-3799749		
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
MUNDER MDCPCORE GR Y - PNC GLOBAL I	0.25%	
04-2871943		
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
NB GENESIS - TR CL - STATE STREET B ONE LINCOLN STREET BOSTON, MA 02111	0.35%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
PERKINS MID CP VAL T - JANUS SERVIC 43-1804048	0.33%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
TRP DIV GROWTH - T ROWE PRICE INVES 52-1184650	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
TRP UST MONEY FUND - T ROWE PRICE I 52-1184650	0.15%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
VICTORY DIVERS STK A - BISYS FUND S 13-3532663	0.35%	
(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:

<div>SCHEDULE D</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div>		<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2010</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 01/28/2010					
A Name of plan ELLERBE BECKET RETIREMENT PLAN				B Three-digit plan number (PN) ▶ 001	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 THE ELLERBE BECKET COMPANY				D Employer Identification Number (EIN) 41-0728085	
Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)					
a Name of MTIA, CCT, PSA, or 103-12 IE: FIDELITY MANAGED INC PORT					
b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST CO					
c EIN-PN 04-3022712-024		d Entity code C		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year	

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 2010 This Form is Open to Public Inspection
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 01/28/2010		
A Name of plan ELLERBE BECKET RETIREMENT PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 THE ELLERBE BECKET COMPANY	D Employer Identification Number (EIN) 41-0728085	

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)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	633493	0
(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)	298639	0
(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)	335426	0
(9) Value of interest in common/collective trusts.....	1c(9)	4727448	0
(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)	41133224	0
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	174	0

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	47128404	0

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	47128404	0
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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) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)	46943	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		46943
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	198	
(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)	785	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		983
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	228	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	13095	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		13323
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	30347	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	30634	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		-287

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	33563	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		33563
(6) Net investment gain (loss) from common/collective trusts	2b(6)		4398
(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)		-861041
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		-762118

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2805754	
(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)		2805754
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)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	474	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		474
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		2806228

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-3568346
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		43560058

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: GRANT THORNTON, LLP

(2) EIN: 36-6055558

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	
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: 0

- 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)
AECOM RETIREMENT & SAVINGS PLAN TRU	61-1088522	055

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 2010 This Form is Open to Public Inspection.
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 01/28/2010

A Name of plan <u>ELLERBE BECKET RETIREMENT 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>THE ELLERBE BECKET COMPANY</u>	D Employer Identification Number (EIN) <u>41-0728085</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>0</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>04-6568107</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	

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) 2010
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):

Financial Statements and Report of Independent
Certified Public Accountants

The Ellerbe Becket Retirement Plan

January 28, 2010

December 31, 2009

December 31, 2008

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Audit • Tax • Advisory

Grant Thornton LLP
175 W Jackson Boulevard, 20th Floor
Chicago, IL 60604-2687
T 312.856.0200
F 312.565.4719
www.GrantThornton.com

Report of Independent Certified Public Accountants

Plan Sponsor
The Ellerbe Becket Retirement Plan

We were engaged to audit the financial statements of The Ellerbe Becket Retirement Plan (the Plan) as of January 28, 2010, December 31, 2009 and December 31, 2008, and for the period from January 1, 2010 to January 28, 2010 and the years ending December 31, 2009 and 2008 and the supplemental schedule as of December 31, 2009, as listed in the accompanying contents. These financial statements and the supplemental 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 D, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such 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 January 28, 2010, December 31, 2009 and December 31, 2008 and for the period from January 1, 2010 to January 28, 2010 and the years ending 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 supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental 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 as established by the American Institute of Certified Public Accountants 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.

GRANT THORNTON LLP

Minneapolis, Minnesota
August 9, 2010

FINANCIAL STATEMENTS

The Ellerbe Becket Retirement Plan

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	January 28, 2010	December 31, 2009	December 31, 2008
ASSETS			
Investments, at fair value			
Mutual funds	\$ -	\$ 38,013,718	\$ 30,249,180
Collective trust	-	4,727,448	5,157,026
Participant loans	-	335,426	352,684
Brokerage	-	4,051,812	3,703,743
Total investments	<u>-</u>	<u>47,128,404</u>	<u>39,462,633</u>
Contributions receivable			
Employer matching	<u>-</u>	<u>-</u>	<u>41,677</u>
Total contributions receivable	<u>-</u>	<u>-</u>	<u>41,677</u>
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	-	47,128,404	39,504,310
Adjustment from fair value to contract value for interest in collective trust relating to fully benefit-responsive investment contracts	<u>-</u>	<u>87,908</u>	<u>278,180</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ -</u></u>	<u><u>\$ 47,216,312</u></u>	<u><u>\$ 39,782,490</u></u>

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

The Ellerbe Becket Retirement Plan

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Period from January 1, 2010 to January 28, 2010	Years ended December 31, 2009	December 31, 2008
ADDITIONS			
Investment income (loss)			
Net appreciation (depreciation) in fair value of investments	\$ (913,770)	\$ 9,926,544	\$ (22,288,905)
Interest and dividends	16,801	619,125	1,465,805
Total investment income (loss)	(896,969)	10,545,669	(20,823,100)
Contributions			
Participant elective deferrals	-	2,633,893	2,337,578
Employer matching	-	656,025	741,440
Participant rollovers	46,943	109,195	158,832
Total contributions	46,943	3,399,113	3,237,850
Total additions, net of investment income (loss)	(850,026)	13,944,782	(17,585,250)
DEDUCTIONS			
Benefits paid to participants	2,805,754	6,506,363	2,426,928
Administrative expenses	474	4,597	6,198
Total deductions	2,806,228	6,510,960	2,433,126
Net increase (decrease) before transfers	(3,656,254)	7,433,822	(20,018,376)
Plan to plan transfer	43,560,058	-	-
NET INCREASE (DECREASE)	(47,216,312)	7,433,822	(20,018,376)
NET ASSETS AVAILABLE FOR BENEFITS			
Beginning of year	47,216,312	39,782,490	59,800,866
End of year	\$ -	\$ 47,216,312	\$ 39,782,490

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

The Ellerbe Becket Retirement Plan

NOTES TO FINANCIAL STATEMENTS

January 28, 2010, December 31, 2009 and December 31, 2008

NOTE A – PLAN DESCRIPTION

The following description of The Ellerbe Becket Retirement Plan (the “Plan”) provides only general information. Participants should refer to the Plan Document for a more complete description of the Plan’s provisions. Effective January 28, 2010, the Ellerbe Becket Retirement merged into the AECOM Technology Corporation Retirement and Savings Plan. No contributions were allowed into the Plan subsequent to December 31, 2009, other than rollover contributions.

General

The Plan is a defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). The Plan was established effective December 29, 1953 and was most recently amended on April 23, 2008. The policies below reflect all changes from amendments.

Eligibility

Employees of The Ellerbe Becket Company (“Plan Sponsor” and “Plan Administrator”), Ellerbe Becket, Inc., and Ellerbe Becket Construction Services, Inc. (collectively the “Company”) who are age 21 or older and are not independent contractors, leased employees, nonresident aliens or members of certain unions, are eligible to participate in the Plan. Employees are immediately eligible for discretionary employer matching and profit sharing contributions when they become participants in the Plan.

Funding Policy

The Plan permits participant elective deferrals subject to limits established by law. These contributions are based on compensation as defined in the Plan. Elective deferrals may be made for up to 50% of the participant’s eligible compensation for non-highly compensated employees, as defined in the plan. Highly compensated employees may make deferrals up to 25% of the participant’s eligible compensation. Participants may also make rollover and catch-up contributions to the Plan. All contributions are subject to certain limitations contained in the Plan and as defined by ERISA.

Employer matching contributions are provided for under the Plan and equal 50% of the first 6% of a participant’s eligible compensation contributed to the Plan.

The Company may also make an additional discretionary profit sharing contribution to the Plan each year. Any additional discretionary contribution is allocated among participants who were credited with at least 1,000 hours of service during the Plan year and who are employed by the Company on the last day of the Plan year. Participants who retired on or after normal retirement date or early retirement date, died or became disabled during the Plan year and are not employed on the last day of the Plan year are also eligible for additional discretionary contributions, if any. There were no discretionary profit sharing contributions during the period January 1, 2010 to January 28, 2010 or the years ended December 31, 2009 and 2008.

The Ellerbe Becket Retirement Plan

NOTES TO FINANCIAL STATEMENTS – CONTINUED

January 28, 2010, December 31, 2009 and December 31, 2008

NOTE A – PLAN DESCRIPTION – Continued

Vesting

Participant elective deferral contributions and rollover contributions are 100% vested regardless of length of service. Employer matching and profit sharing contributions vest ratably on an annual basis over three years of service. Participants will also become 100% vested upon attainment of normal retirement date, death or disability, regardless of years of service.

Participants' Accounts

Participants' accounts are credited with their participant contributions (elective deferral, catch-up, and roll-over), employer matching and an allocation of discretionary profit sharing contributions and Plan earnings and losses. Additional discretionary profit sharing contributions are allocated in the proportion that each individual's credited compensation paid for the Plan year bears to the total credited compensation paid to all eligible individuals for the Plan year. Allocations of Plan earnings and losses are based on participant account balances, as defined in the Plan. The benefit to which a participant is entitled is the vested portion of the participant's account.

Payment of Benefits

On termination of service due to death, disability or retirement, a participant can, at any time, receive a lump-sum distribution equal to all or part of the value of the participant's vested interest in his or her account, net of tax, or is permitted to rollover the entire vested portion to a qualified plan. If the vested account balance does not exceed \$1,000, a lump-sum distribution, net of tax, will be made. If the vested balance is between \$1,000 and \$5,000 and the participant does not specify whether the distribution should be paid directly to an eligible retirement plan or paid directly to the participant, the Plan Administrator can pay the distribution in a direct rollover to an individual retirement plan designated by the Plan Administrator. If the vested balance exceeds \$5,000, a participant may elect to keep the vested account balance in the Plan, receive a lump-sum distribution equal to the value of the participant's vested interest in his or her account, net of tax, or roll over the entire vested portion to a qualified plan.

Plan Termination

Upon termination of the Plan, all amounts credited to a participant's account become 100% vested. Net assets of the Plan would be distributed to the participants as prescribed in the Plan document. Effective January 28, 2010, all assets of the Plan were merged into the AECOM Technology Corporation Retirement Savings Plan.

Investment Options

The Plan allows participants to direct their investments and to make transfers between these accounts and funds daily, except for the participant loan fund. Participant loan transactions are treated as transfers between the investment funds and participant loan fund. The total of all interfund transfers between the investment accounts and funds and the participant loan fund is zero.

The Ellerbe Becket Retirement Plan

NOTES TO FINANCIAL STATEMENTS – CONTINUED

January 28, 2010, December 31, 2009 and December 31, 2008

NOTE A – PLAN DESCRIPTION – Continued

Participant Loans

The Plan provides for loans to be made to all participants from their vested account balance. The loan cannot exceed 50% of the participant's vested account balance, with a \$1,000 minimum and a \$50,000 maximum. Participants may not borrow from their matching contribution account or profit sharing contribution account until such time as their vested percentage in those accounts is 100%. Interest charged on these loans is based upon the prime rate or a commercially reasonable rate, as determined by the Plan Administration Committee. Repayments on the loans are made through payroll withholdings, in accordance with the loan agreement. If a participant terminates employment with the Company, any unpaid principal and accrued interest is immediately due and payable.

Forfeitures

Forfeitures of terminated participants' non-vested amounts may be used to offset administrative expenses, reduce employer match contributions and for other uses as defined in the Plan agreement in the Plan year in which the forfeitures occur. No forfeitures were applied during the period ended January 1, 2010 through January 28, 2010. Forfeitures applied during the years ended December 31, 2009 and 2008 were \$138,321 and \$20,970, respectively. At January 28, 2010 there were zero forfeitures available for use as defined by the Plan. At December 31, 2009 and 2008, there were \$6,285 and \$129,299 in forfeitures available for use as defined by the Plan.

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A summary of the significant accounting policies consistently applied in the preparation of the accompanying financial statements follows:

Basis of Accounting

The accompanying financial statements have been prepared using the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America.

Accounting Standards Codification

In June 2009, the FASB issued guidance that established the FASB Accounting Standards Codification, ("ASC" or "Codification") as the source of authoritative accounting principles recognized by the FASB to be applied to nongovernmental entities in the preparation of financial statements in conformity with generally accepted accounting principles. The use of the Codification did not have a significant impact on the financial statements or disclosures as a result of this adoption.

The Ellerbe Becket Retirement Plan

NOTES TO FINANCIAL STATEMENTS – CONTINUED

January 28, 2010, December 31, 2009 and December 31, 2008

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – Continued

Investment Valuation and Income (Loss) Recognition

The Plan's mutual funds are carried at fair value based on the last reported sales price on the last business day of the Plan year. Participant loans are valued at their estimated fair value, consisting of outstanding principal and any related accrued interest. As described in the ASC, 946, *Financial Services – Investment Companies*, investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. As required by the ASC 946, the Statement of Net Assets Available for Benefits presents the fair value of the collective trust fund, as well as the adjustment of the fully benefit-responsive investment contract from fair value to contract 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.

Administrative Expenses

All investment and administrative expenses are paid by the Plan. However, the Company may pay any of such expenses or reimburse the Plan for any expenses.

Net Appreciation (Depreciation) in Fair Value of Investments

Net appreciation (depreciation) in the fair value of investments represents the net realized gains (losses) and the change in net unrealized appreciation (depreciation) of investments. Realized gains (losses) are the difference between the proceeds received and either the cost of the investment sold, determined on an average cost basis, or the fair value at the end of the previous year, whichever is applicable. The change in net unrealized appreciation (depreciation) is the change in the difference between fair value and the cost of investments or the fair value, whichever is applicable, at the end of the year compared to the previous year.

Benefits Paid to Participants

Benefits paid to participants are recorded by the Plan when paid.

Risks and Uncertainties

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

The Ellerbe Becket Retirement Plan

NOTES TO FINANCIAL STATEMENTS – CONTINUED

January 28, 2010, December 31, 2009 and December 31, 2008

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – Continued

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires Plan management to make estimates and assumptions that affect the reported amount of assets, liabilities, and changes therein, and the disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Recent Accounting Pronouncements

In September 2009, the FASB issued ASU No. 2009-12, *Fair Value Measurements and Disclosures: Investments in Certain Entities That Calculate Net Asset per Share (or Its Equivalent)* (“ASU No. 2009-12”), which amended ASC Subtopic 820-10, *Fair Value Measurements and Disclosures – Overall*. The ASU is effective for the first reporting period ending after December 15, 2009, and expands the required disclosures for certain investments with a reported net asset value (NAV). The ASU permits entities holding investments in certain entities that calculate net asset value per share or its equivalent for which the fair value is not readily determinable, to measure the fair value of such investments on the basis of that net asset value per share or its equivalent without adjustment (a practical expedient). The ASU requires enhanced disclosures about the nature and risks of investments within its scope, including the nature of any restrictions on an investor’s ability to redeem its investments at the measurement date, any unfunded commitments, and the investment strategies of the investee. The Plan has adopted ASU No. 2009-12 on a prospective basis for the year ended December 31, 2009. The effect of the adoption of the ASU had no impact on the statements of net assets available for benefits and statement of changes in net assets available for benefits.

FASB Staff Position 157-4, *Disclosures Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly* (FSP), was issued in 2009 and later codified into ASC 820, which expanded disclosures and required that major category for debt and equity securities in the fair value hierarchy table be determined on the basis of the nature and risks of the investments.

Subsequent Events

In May 2009, the FASB issued ASC 855-10, *Subsequent Events*, which requires all entities to evaluate subsequent events through the date that the financial statements are available to be issued and disclose in the notes the date through which the Plan has evaluated subsequent events and whether the financial statements were issued or were available to be issued on the disclosed date. ASC 855-10 is effective for annual periods ending after June 15, 2009 and must be applied prospectively. The Plan adopted ASC 855-10 during 2009, with no impact to the financial statements other than subsequent event footnote disclosures.

The Plan evaluated its January 28, 2010 and December 31, 2009 financial statements for subsequent events through August 9, 2010, the date the financial statements were available to be issued.

The Ellerbe Becket Retirement Plan

NOTES TO FINANCIAL STATEMENTS – CONTINUED

January 28, 2010, December 31, 2009 and December 31, 2008

NOTE C – INVESTMENTS

The fair value of individual investments that represent five percent or more of the Plan's net assets are as follows at December 31:

	<u>2009</u>	<u>2008</u>
<u>Mutual funds</u>		
Alger MidCap Growth Fund Retirement Class; 265,923 and 308,597 and shares	\$3,172,465	\$2,431,746
Fidelity Growth Company Fund; 54,337 and 58,210 shares	3,748,199	2,849,940
Fidelity Equity Income II Fund; 260,842 and 324,083 shares	4,259,542	4,316,648
Fidelity Dividend Growth Fund; 286,222 and 336,901 shares	6,774,880	5,319,666
Fidelity U.S. Bond Index Fund; 421,336 and 415,575 shares	4,660,303	4,484,052
Neuberger Berman Genesis Fund; 86,501 and 102,337 shares	3,395,168	3,181,651
Fidelity Diversified International Fund; 121,278 and 118,607 shares	3,395,788	2,551,230
<u>Collective trust</u>		
Fidelity Managed Income Portfolio Fund; 4,815,356 and 5,435,206 shares*	4,727,448	5,157,026
<u>Brokerage</u>	4,051,812	3,703,743

* Represents estimated fair value. Contract value of this investment was \$4,815,356 and \$5,435,206 as of December 31, 2009 and 2008, respectively.

The Plan's investments (including investments bought, sold and held during the year) appreciated (depreciated) in value primarily due to mutual fund investments.

Fair Value Measurements

Effective January 1, 2008 the Plan adopted ASC 820, *Fair Value Measurements*, which establishes a framework for measuring fair value. That framework provides 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 ASC 820 are described below:

- Level 1: Unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2: Inputs other than quoted prices in active markets for identical assets and liabilities that are observable, either directly or indirectly, such as:
 - Quoted prices in active markets for similar assets or liabilities;
 - Quoted prices for identical or similar assets in markets that are not active;
 - Other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

The Ellerbe Becket Retirement Plan

NOTES TO FINANCIAL STATEMENTS – CONTINUED

January 28, 2010, December 31, 2009 and December 31, 2008

NOTE C – INVESTMENTS – Continued

Level 3: Inputs in which there is little or no market data available, which require the reporting entity to develop its own assumptions and that are significant to the fair value of the assets or liabilities.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2009 and 2008.

Mutual funds: Valued at the net asset value of shares held by the Plan at year end.

Collective trust: Valued at fair value of the underlying investments at year-end.

Participant loans: Valued at amortized cost, which approximates fair value.

Certificates of deposit: Valued based on the fair value of certificates of deposits value relative to similar instruments and current crediting rates.

Common stock: Valued at the quoted market price of the common stock at year end.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of:

	December 31, 2009			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Target funds (a)	\$ 2,996,861	\$ -	\$ -	\$ 2,996,861
Value funds (b)	8,988,673	-	-	8,988,673
Index funds (c)	5,685,660	-	-	5,685,660
Stock funds (d)	3,663,195	-	-	3,663,195
Growth funds (e)	12,215,741	-	-	12,215,741
Balanced funds (f)	4,463,588	-	-	4,463,588
Collective trust	-	4,727,448	-	4,727,448
Participant loans	-	-	335,426	335,426
Brokerage:				
Mutual funds:				
Value funds (b)	401,215	-	-	401,215
Index funds (c)	168,152	-	-	168,152
Stock funds (d)	40,413	-	-	40,413
Growth funds (e)	2,313,570	-	-	2,313,570
Balanced funds (f)	140,457	-	-	140,457
Fixed income funds (g)	55,873	-	-	55,873
Interest bearing cash	508,208	-	-	508,208
Common stock	298,639	-	-	298,639
Certificates of deposit	-	125,285	-	125,285
	<u>\$41,940,245</u>	<u>\$4,852,733</u>	<u>\$335,426</u>	<u>\$47,128,404</u>

The Ellerbe Becket Retirement Plan

NOTES TO FINANCIAL STATEMENTS – CONTINUED

January 28, 2010, December 31, 2009 and December 31, 2008

NOTE C – INVESTMENTS – Continued

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of:

	December 31, 2008			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	\$30,249,180	\$ -	\$ -	\$30,249,180
Collective trust	-	5,157,026	-	5,157,026
Participant loans	-	-	352,684	352,684
Brokerage:				
Mutual funds	2,559,557	-	-	2,559,557
Interest bearing cash	814,617	-	-	814,617
Common stock	220,514	-	-	220,514
Certificates of deposit	<u>-</u>	<u>109,055</u>	<u>-</u>	<u>109,055</u>
	<u>\$33,843,868</u>	<u>\$5,266,081</u>	<u>\$352,684</u>	<u>\$39,462,633</u>

- (a) Target funds seek high total return with capital appreciation a secondary objective. These funds use a moderate asset allocation strategy designed for investors expecting to retire at a specific point in time (2010, 2020, etc.). They normally invest in combinations of domestic equity funds, international equity funds, bond funds, and short-term funds. These funds use an asset allocation strategy that becomes increasingly conservative until they reach desired investment levels.
- (b) Value funds seek capital appreciation. These funds normally invest in stocks of U.S. issuers having certain market capitalization. The investments may include common stocks, preferred stocks, securities convertible into U.S. common stocks, U.S. dollar-denominated ADRs, and U.S. dollar-denominated foreign stocks traded on U.S. exchanges.
- (c) Index fund investments seek to track the performance of a benchmark index that measures the investment return of required capitalization of stocks. The fund employs a passive management investment approach designed to track the performance of the identified index. It invests all, or substantially all, of assets in the stocks that make up the index, holding each stock in approximately the same proportion as its weighting in the index.
- (d) Stock funds seek long-term growth of principal and income. The funds generally invest in a diversified portfolio of equity securities issued by U.S. and non-U.S. companies. The funds normally invest in stocks of companies located around the world to take advantage of investment opportunities generated by changes in international trade patterns and economic and political relationships. The funds invest in well established companies based on standards of the applicable market.
- (e) Growth funds seek capital growth by investment in common stocks. The funds invest primarily in common stocks and seek to invest in companies that appear to offer superior opportunities for growth of capital. The funds may invest a percentage of its assets in securities of issuers domiciled outside the United States.

The Ellerbe Becket Retirement Plan

NOTES TO FINANCIAL STATEMENTS – CONTINUED

January 28, 2010, December 31, 2009 and December 31, 2008

NOTE C – INVESTMENTS – Continued

- (f) Balanced funds seek conservation of capital, current income and long-term growth of capital and income. The fund invests in a broad range of securities, including stocks, bonds and securities issued and guaranteed by the U.S. government. The funds may invest in securities of issuers domiciled outside the U.S. The funds may also hold cash or money market instruments.
- (g) Fixed income funds seek to maximum total return. These funds normally invest at least 65% of assets in a diversified portfolio of Fixed-Income Instruments of varying maturities, which may be represented by forwards or derivatives such as options, futures contracts, or swap agreements. They invest primarily in investment-grade debt securities, but may invest up to 10% of total assets in high-yield securities.

Level 3 Gains and Losses

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the periods ended:

	January 28, 2010	December 31, 2009	December 31, 2008
<u>Participant loans</u>			
Balance, beginning of period	\$ 335,426	\$352,684	\$373,926
Loan issuances and repayments (net)	(28,163)	(17,258)	(21,242)
Transfers into a qualified plan	(307,263)	-	-
Balance, end of year	<u>\$ -</u>	<u>\$335,426</u>	<u>\$352,684</u>

The following table sets forth additional disclosures for the fair value measurement of investments in certain entities that calculate net asset value per share (or its equivalent) as of December 31, 2009:

<u>Investment type</u>	<u>Fair value</u>	<u>Unfunded commitments</u>	<u>Redemption frequency</u>	<u>Redemption notice period</u>
Collective trust	\$4,727,448	\$ -	Daily	Daily

The Plan is applying the practical expedient as of December 31, 2009 to its investment in Fidelity's Managed Income Portfolio ("MIP"), a collective trust fund. The MIP's investment objective is to seek the preservation of capital and to provide a competitive level of income over time that is consistent with the preservation of capital. Participants' ownership of the MIP is represented as units. Units are issued and redeemed daily at the MIP's constant NAV of \$1 per unit. The MIP allows for daily liquidity with no additional days notice required for redemption. It is the policy of the MIP to use its best efforts to maintain a stable NAV of \$1 per unit, although there is no guarantee that the MIP will be able to maintain this value.

The Ellerbe Becket Retirement Plan

NOTES TO FINANCIAL STATEMENTS – CONTINUED

January 28, 2010, December 31, 2009 and December 31, 2008

NOTE C – INVESTMENTS – Continued

Participants ordinarily may direct the withdrawal or transfer of all or a portion of their investment in the MIP at contract value. Contract value represents contributions made to the MIP, plus earnings, less participant withdrawals and administrative expenses. The MIP imposes certain restrictions on the Plan, and the MIP itself may be subject to circumstances that impact its ability to transact at contract value, as described in the following paragraphs. Plan management believes the occurrence of events that would cause the MIP to transact at less than contract value is not probable.

The MIP invests in assets (typically fixed income securities or bond funds and may include derivative instruments such as futures contracts and swap agreements) and enters into “wrapper” contracts issued by third parties and invests in cash equivalents represented by shares in a money market fund. A wrap contract is an agreement by another party, such as a bank or insurance company, to make payments to the MIP in certain circumstances. Wrap contracts are designed to allow a stable value portfolio to maintain a constant NAV and protect a portfolio in extreme circumstances. In a typical wrap contract, the wrap issuer agrees to pay a portfolio the difference between the contract value and the market value of the underlying assets once the market value has been totally exhausted.

The following events may limit the ability of the Plan to transact at contract value:

- The Plan’s failure to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA.
- Any communication given to Plan participants designed to influence a participant not to invest in the MIP or to transfer assets out of the MIP.
- Any change in law, regulation or administrative ruling applicable to the Plan that could have material adverse effect on the MIP’s cash flow.
- Any transfer of assets from the MIP directly into a competing investment option.
- The establishment of a defined contribution plan that competes with the Plan for employee contributions.
- Complete or partial termination of the Plan or its merge with another plan.
- Any substantive modifications of the MIP or the administration of the MIP that is not consented to by the wrap issuer.
- Any change in law regulation or administrative ruling applicable to a plan investing in the MIP that could have a material adverse effect on the MIP’s cash flow.

The MIP is unlikely to maintain a stable NAV if, for any reason, it cannot obtain or maintain wrap contracts covering all of its underlying assets that are not otherwise invested in money market funds. For example, this could result from the MIP’s inability to promptly find a replacement wrap contract following termination of a wrap contract. The wrap issuer’s ability to meet its contractual obligations under the wrap contracts may be affected by future economic and regulatory developments. In the event that wrap contracts fail to perform as intended, the MIP’s NAV may decline if the market value of its assets declines.

The MIP is presented in the statement of net assets at fair value with an adjustment to contract value.

The Ellerbe Becket Retirement Plan

NOTES TO FINANCIAL STATEMENTS – CONTINUED

January 28, 2010, December 31, 2009 and December 31, 2008

NOTE D – TRUSTEE CERTIFICATION

All Plan assets are held by Fidelity Management Trust Company, trustee of Plan assets. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosures under ERISA, the Plan Administrator has received certifications from the trustee that the statements submitted by them regarding Plan investments at fair value for all investments, except the collective trust which is at contract value and participant loans which are stated at amortized cost, totaling \$0, \$47,216,312 and \$39,740,813 at January 28, 2010, December 31, 2009 and 2008 and investment income (loss) of \$(896,969), \$10,545,669 and \$(20,823,100) and investment transactions for the years then ended are complete and accurate and are in accordance with the books and records of Fidelity Management Trust Company, as trustee.

NOTE E – INCOME TAX STATUS

The Internal Revenue Service has determined and informed the Company by letter dated February 17, 2004, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (the "IRC"). The Plan has been amended since receiving the determination letter. The Plan administrator believes that the Plan is designed and is currently being operated in compliance with applicable provisions of the IRC.

NOTE F – RELATED PARTIES

Certain Plan investments are mutual funds managed by Fidelity Management Trust Company, and therefore, these transactions qualify as party-in-interest transactions.

The Ellerbe Becket Company has been designated as the Plan Administrator and certain employees of the Company provide administrative services to the Plan. These services are provided at no cost to the Plan.

NOTE G – RECONCILIATIONS OF THE FINANCIAL STATEMENTS TO THE FORM 5500

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

	December 31, 2009	December 31, 2008
Net assets available for benefits per the financial statements	\$47,216,312	\$39,782,490
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	<u>(87,908)</u>	<u>(278,180)</u>
Net assets available for benefits per the Form 5500	<u>\$47,128,404</u>	<u>\$39,504,310</u>

The Ellerbe Becket Retirement Plan

NOTES TO FINANCIAL STATEMENTS – CONTINUED

January 28, 2010, December 31, 2009 and December 31, 2008

NOTE G – RECONCILIATIONS OF THE FINANCIAL STATEMENTS TO THE FORM 5500 –
Continued

The following is a reconciliation of total additions per the financial statements to the total income (loss) per the Form 5500 for the period:

	January 1, 2010 to January 28, <u>2010</u>	January 1, 2009 to December 31, <u>2009</u>	January 1, 2008 to December 31, <u>2008</u>
Total additions, net of investment income (loss) per the financial statements	\$(850,026)	\$13,944,782	\$(17,585,250)
Prior year adjustment from contract value to fair value for fully benefit-responsive investment contracts	87,908	278,180	55,648
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	<u>-</u>	<u>(87,908)</u>	<u>(278,180)</u>
Total income (loss) per the Form 5500	\$ <u>(762,118)</u>	\$ <u>14,135,054</u>	\$ <u>(17,807,782)</u>

SUPPLEMENTAL SCHEDULE

The Ellerbe Becket Retirement Plan

EIN #: 41-0728085

Plan #: 001

SCHEDULE H, LINE 4(i) – SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2009

(a)	(b) Identity of issuer, borrower, lessor or similar party (c) Description of investment	(e) Current value
	<u>Mutual funds</u>	
*	Fidelity Dividend Growth Fund	\$ 6,774,880
*	Fidelity U.S. Bond Index Fund	4,660,303
*	Fidelity Equity Income II Fund	4,259,542
*	Fidelity Growth Company Fund	3,748,199
*	Fidelity Diversified International Fund	3,395,788
	Neuberger Berman Genesis Fund	3,395,168
	Alger MidCap Growth Fund Retirement Class	3,172,465
	Morgan Stanley Institutional Fund Trust Balanced Portfolio Fund Portfolio – Class B Fund	1,602,422
	Morgan Stanley Institutional Fund Trust Small Company Growth	1,422,855
*	Spartan U.S. Equity Index Fund	1,025,357
*	Freedom 2020 Fund	947,637
*	Freedom 2040 Fund	744,213
*	Freedom 2030 Fund	734,092
*	Fidelity Value Fund	470,849
*	Fidelity Freedom 2010 Fund	364,328
	Munder Mid-Cap Growth – Class Y Fund	325,952
	T. Rowe Price Dividend Growth Fund	267,407
	T. Rowe Price US Treasury Money Fund	186,093
	Perkins Mid Cap Value - Class T Fund	151,102
	Eaton Vance Large Cap Value - Class A Fund	140,522
*	Fidelity Freedom 2000 Fund	137,959
*	Fidelity Freedom 2035 Fund	21,074
*	Fidelity Freedom 2045 Fund	17,995
*	Fidelity Freedom Income Fund	17,953
*	Fidelity Freedom 2025 Fund	16,567
*	Fidelity Freedom 2050 Fund	10,437
*	Fidelity Freedom 2015 Fund	2,559
		<hr/> 38,013,718
	<u>Collective trust</u>	
*	Fidelity Managed Income Portfolio Fund	4,727,448
	<u>Brokerage</u>	4,051,812
	<u>Participant loans</u>	
*	Participant loans with interest rates ranging from 3.25% to 13%	<hr/> 335,426
		<hr/> <hr/> \$ 47,128,404

* Denotes a party-in-interest

