Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
O'BRIEN & GERE INCENTIVE SAVINGS AND RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 12/15/1976

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
OBRIEN & GERE LIMITED

P.O. BOX 4873
SYRACUSE, NY 13221-4873

2b Employer Identification Number (EIN) 16-1284512

2c Sponsor's telephone number 315-956-6100

2d Business code (see instructions) 541330

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/05/2010	PETER KOVAL
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/01/2010	EDWARD ZAWADZKI
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
OBRIEN & GERE LIMITED

P.O. BOX 4873
SYRACUSE, NY 13221-4873

3b Administrator's EIN
16-1284512

3c Administrator's telephone number
315-956-6100

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

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	1056
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**	914
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	147
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1061
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	1061
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	826
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**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2H 2J 3I 2E 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)	X	Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance 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.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

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

A Name of plan
O'BRIEN & GERE INCENTIVE SAVINGS AND RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500.
OBRIEN & GERE LIMITED

D Employer Identification Number (EIN)
16-1284512

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
PRUDENTIAL RETIREMENT INSURANCE & ANNUITY CO.

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-1050034	93629	38848-001	1061	01/01/2009	12/31/2009

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	22774

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

M & T SECURITIES, INC.
285 DELAWARE AVENUE, SUITE 2000
BUFFALO, NY 14202-1885

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	22774	SERVICES TO INSURER OR PLAN	4

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	14349384
5	Current value of plan's interest under this contract in separate accounts at year end	5	38056357

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☒ other ▶ GUARANTEED GENERAL ACCOUNT CONTRACT

b	Balance at the end of the previous year			7b	13652144
c	Additions: (1) Contributions deposited during the year	7c(1)	1072455		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	478045		
	(4) Transferred from separate account	7c(4)	1738996		
	(5) Other (specify below)	7c(5)	320833		
	▶ FORFEITURES, LOAN REPAYMENTS, MISCELLANEOUS, EXCHANGES				
	(6) Total additions			7c(6)	3610329
d	Total of balance and additions (add **b** and **c(6)**)			7d	17262473
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	943570		
	(2) Administration charge made by carrier	7e(2)			
	(3) Transferred to separate account	7e(3)	1727257		
	(4) Other (specify below)	7e(4)	242262		
	▶ FORFEITURES, LOAN INITIATIONS, MISCELLANEOUS, EXCHANGES				
	(5) Total deductions			7e(5)	2913089
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	14349384

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organization(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance
e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug
i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in **c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

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

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

A Name of plan
O'BRIEN & GERE INCENTIVE SAVINGS AND RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
OBRIEN & GERE LIMITED

D Employer Identification Number (EIN)
16-1284512

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(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)

O'BRIEN AND GERE LIMITED

16-1284512

(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?
14 49	NONE	9090	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13 15 50 64	NONE	3400	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

PRUDENTIAL INVESTMENT MANAGEMENT SE

13-4122960

(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?
63	NONE	0	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] 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
PRUDENTIAL INVESTMENT MANAGEMENT SE	63	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.
OPPENHEIMERFUNDS DISTRIBUTOR, INC. 13-2953455	24.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2009 TO 12/31/2009 OPP CAP APPREC CLASS A

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
PRUDENTIAL INVESTMENT MANAGEMENT SE	63	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.
T. ROWE PRICE INVESTMENT SERVICES, 52-1184650	25.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2009 TO 12/31/2009 T ROWE PRICE EQ INC- ADV

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
PRUDENTIAL RETIREMENT INSURANCE AND	15 60 64	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.
BOSTON FINANCIAL DATA SERVICE, INC 04-2526037	35.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2009 TO 4/30/2009 WELLS FAR ADV SM CAP INV

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
PRUDENTIAL RETIREMENT INSURANCE AND	15 60 64	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.	
OPPENHEIMERFUNDS SERVICES 13-2527171	0.000 BPS AND $12.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2009 TO 4/30/2009 OPP CAP APPREC CLASS A	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
PRUDENTIAL RETIREMENT INSURANCE AND	15 60 64	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.	
OPPENHEIMERFUNDS SERVICES 13-2527171	0.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 5/1/2009 TO 12/31/2009 OPP CAP APPREC CLASS A	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
PRUDENTIAL RETIREMENT INSURANCE AND	15 60 64	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.	
T ROWE PRICE INVESTMENT SERVICES IN 52-1184650	10.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2009 TO 4/30/2009 T ROWE PRICE EQ INC- ADV	

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan 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

2009

This Form is Open to Public Inspection.

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

A Name of plan
O'BRIEN & GERE INCENTIVE SAVINGS AND RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 003

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
OBRIEN & GERE LIMITED

D Employer Identification Number (EIN)
16-1284512

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: DRYDEN S & P 500 INDEX FUND

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-123	P	2320511

a Name of MTIA, CCT, PSA, or 103-12 IE: INTERNL GROWTH/ARTISAN

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-259	P	4775880

a Name of MTIA, CCT, PSA, or 103-12 IE: LC GR/TURNER INV PARTNERS

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-141	P	4406570

a Name of MTIA, CCT, PSA, or 103-12 IE: LCV/WELLINGTON MGMT

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-184	P	6199188

a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP GROWTH/ARTISAN

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-185	P	4179695

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP GROWTH/TIMESSQ

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-132	P	2327692

a Name of MTIA, CCT, PSA, or 103-12 IE: INTERN VAL/LSV ASSET MGT

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-415	P	754297

a Name of MTIA, CCT, PSA, or 103-12 IE: SM CAP VAL/MUNDER CAP FD			
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.			
c EIN-PN 06-1050034-410	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	615218
a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP VALUE/CRM FUND			
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.			
c EIN-PN 06-1050034-440	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	1361705
a Name of MTIA, CCT, PSA, or 103-12 IE: IFX LT INC & EQUITY FD I			
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.			
c EIN-PN 06-1050034-515	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	250645
a Name of MTIA, CCT, PSA, or 103-12 IE: IFX LT AGG GROWTH FD I			
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.			
c EIN-PN 06-1050034-511	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	32847
a Name of MTIA, CCT, PSA, or 103-12 IE: IFX LT BALANCED FUND I			
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.			
c EIN-PN 06-1050034-513	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	9727
a Name of MTIA, CCT, PSA, or 103-12 IE: SA/OFII CAP APPREC STRAT			
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.			
c EIN-PN 06-1050034-322	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	795302
a Name of MTIA, CCT, PSA, or 103-12 IE: SA/WF SM CAP VAL STRAT			
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.			
c EIN-PN 06-1050034-269	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	1023459
a Name of MTIA, CCT, PSA, or 103-12 IE: SA/T ROWE PR EQ INC STRAT			
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.			
c EIN-PN 06-1050034-265	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	1229126
a Name of MTIA, CCT, PSA, or 103-12 IE: LIFETIME BALANCED FD			
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.			
c EIN-PN 06-1050034-168	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	5524067
a Name of MTIA, CCT, PSA, or 103-12 IE: CORE BOND ENHAN INDEX			
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.			
c EIN-PN 06-1050034-036	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	2250428

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

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

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

A Name of plan
O'BRIEN & GERE INCENTIVE SAVINGS AND RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
OBRIEN & GERE LIMITED

D Employer Identification Number (EIN)
16-1284512

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	15331	164358
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	74894	0
(2) Participant contributions	1b(2)	185213	0
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	1461128	1466509
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	27006254	38056357
(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)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	13652144	14349384
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	10715222	10907114
	(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	53110186	64943722
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h	7503	7356
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	7503	7356
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	53102683	64936366

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)	1835542	
	(B) Participants	2a(1)(B)	3991451	
	(C) Others (including rollovers)	2a(1)(C)	52038	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		5879031
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	97926	
	(F) Other	2b(1)(F)	478045	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		575971
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

			(a) Amount	(b) Total
2b	(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)	-182793	
	(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-182793
	(6) Net investment gain (loss) from common/collective trusts	2b(6)		
	(7) Net investment gain (loss) from pooled separate accounts	2b(7)		8849268
	(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)		
c	Other income	2c		
d	Total income. Add all **income** amounts in column (b) and enter total	2d		15121477
	Expenses			
e	Benefit payment and payments to provide benefits:			
	(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3200969	
	(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)		3200969
f	Corrective distributions (see instructions)	2f		
g	Certain deemed distributions of participant loans (see instructions)	2g		77882
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)	8943	
	(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		8943
j	Total expenses. Add all **expense** amounts in column (b) and enter total	2j		3287794
	Net Income and Reconciliation			
k	Net income (loss). Subtract line 2j from line 2d	2k		11833683
l	Transfers of assets:			
	(1) To this plan	2l(1)		
	(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: KANE BOWLES & MOORE P.C. **(2)** EIN: 16-1385225

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		2000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

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

A Name of plan
O'BRIEN & GERE INCENTIVE SAVINGS AND RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
OBRIEN & GERE LIMITED

D Employer Identification Number (EIN)
16-1284512

Part I Distributions

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

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

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

EIN(s): 22-1211670

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

FINANCIAL STATEMENTS
AND SUPPLEMENTAL INFORMATION

O'BRIEN & GERE
INCENTIVE SAVINGS AND RETIREMENT PLAN

DECEMBER 31, 2009 and 2008

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O'BRIEN & GERE INCENTIVE SAVINGS & RETIREMENT PLAN

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CERTIFIED PUBLIC ACCOUNTANTS

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INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator and Participants
O'Brien & Gere Incentive Savings and Retirement Plan

We have audited the accompanying statements of net assets available for benefits of O'Brien & Gere Incentive Savings and Retirement Plan ("Plan"), as of December 31, 2009 and 2008 and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the O'Brien & Gere Incentive Savings and Retirement Plan, as of December 31, 2009 and 2008, and the changes in its net assets available for benefits for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

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

Kane, Bowles & Moore, P.C.

Liverpool, New York
September 10, 2010

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

O'BRIEN & GERE INCENTIVE SAVINGS AND RETIREMENT PLAN

DECEMBER 31, 2009 and 2008

	2009	2008
ASSETS		
Investments	$64,779,364	$52,834,748
Contributions receivable		
Participant	-	185,213
Employer	-	74,894
Cash	164,358	15,331
TOTAL ASSETS	64,943,722	53,110,186
LIABILITIES		
Accounts payable	7,356	7,503
TOTAL LIABILITIES	7,356	7,503
NET ASSETS AVAILABLE FOR BENEFITS	$64,936,366	$53,102,683

See notes to the financial statements.

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

O'BRIEN & GERE INCENTIVE SAVINGS AND RETIREMENT PLAN

YEARS ENDED DECEMBER 31, 2009 and 2008

	2009	2008
ADDITIONS TO NET ASSETS ATTRIBUTED TO		
Net appreciation in fair value of investments		
Participant directed investments	$ 9,327,313	$ -
O'Brien & Gere Limited Common Stock	-	859,199
Interest on loans to participants	97,926	112,399
Employer contributions	1,835,542	1,819,044
Participant contributions	4,043,489	4,560,219
TOTAL ADDITIONS	15,304,270	7,350,861
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO		
Net depreciation in fair value of		
Participant directed investments	-	16,005,729
O'Brien & Gere Limited Common Stock	182,793	
Benefit payments	3,278,851	3,554,605
Administration fees	8,943	9,064
TOTAL DEDUCTIONS	3,470,587	19,569,398
NET INCREASE (DECREASE)	11,833,683	(12,218,537)
NET ASSETS AVAILABLE FOR BENEFITS AT BEGINNING OF YEAR	53,102,683	65,321,220
NET ASSETS AVAILABLE FOR BENEFITS AT END OF YEAR	$ 64,936,366	$ 53,102,683

See notes to the financial statements.

NOTE A—DESCRIPTION OF THE PLAN

The following description of the O'Brien & Gere Incentive Savings and Retirement Plan (Plan) provides only general information. Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

General

The Plan is a profit sharing and employee savings plan covering substantially all employees of O'Brien & Gere Limited and Subsidiaries (Company and Plan Sponsor). Employees are eligible to make contributions after they have been continuously employed by the Company for thirty days and shall be eligible to participate in the company match contribution. Employees that have completed a year of service are eligible to participate in the Company discretionary profit sharing contribution. The Plan is subject to the provisions of ERISA.

Contributions

Participants may make qualified voluntary and catch up contributions to the Plan under Section 401(k), not to exceed statutory limits. In addition, each participant may make a non-qualified voluntary contribution of up to 10% of the participant's compensation for the Plan year.

The Plan Sponsor makes matching contributions, in the form of cash or Plan Sponsor common stock at its discretion, equal to 100% of the participant's qualified voluntary contributions up to 4% of eligible pay. Employer matching contributions consisted of cash of $658,529 and stock of $1,177,013 in 2009 and cash of $1,819,044 in 2008, respectively.

Discretionary Sponsor Contributions

The Plan Sponsor may make a discretionary annual profit sharing contribution for allocation to participants' accounts on the basis of compensation. There were no discretionary contributions declared by the Plan Sponsor for the Plan years December 31, 2009 and 2008.

Participant Accounts

Each participant's account is credited with the participant's and the Company's contributions and allocations of the Plan earnings, and charged with allocations of administrative expenses. Allocations are based on participant account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investments

Participants direct the investment of their contributions and employer contributions into various investment options offered by the Plan.

NOTE A—DESCRIPTION OF THE PLAN (CONTINUED)

Vesting

Participants become 100% vested in their account balances, employee and employer contributions, upon entering the Plan.

Participant Loans

Participants may, upon applications to the administrator, borrow from their accounts an amount not in excess of 50%, up to a maximum of $50,000, of their account balances, subject to certain conditions as defined in the Plan document. The loans and interest thereon shall be repaid ratably through payroll deductions over a period generally not to exceed five years. The loans are secured by the balances in the participants' accounts and bear interest at rates commensurate for loans made under similar circumstances.

Payment of Benefits

Participants can receive a final distribution of their account upon retirement, death and disability, normally in a single lump sum. Benefits are recorded when paid.

Retirement Age

Normal retirement age is 65; participants may qualify for early retirement after age 59 1/2, with no penalty.

NOTE B—SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan have been prepared on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in accordance with U.S. generally accepted accounting principles requires the Plan Sponsor to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value, except for the Investment Contract with Insurance Company which is at contract value (see below). If available, quoted market prices are used to value investments. The fair value of the assets, held by mutual funds, is determined by the net asset value of the fund. Participant loans are valued at their outstanding balance, which approximates fair value. See Note D for further discussion of fair value measurements.

NOTE B—SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investment Valuation and Income Recognition (Continued)

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

Investment Contract with Insurance Company

The guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. Contract value, as reported to the Plan by Prudential, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to the schedule maturity date.

	Jan - Jun 2009	Jul - Dec 2009	2008
Average Yields:			
Based on actual earnings	3.70	3.05	3.70
Based on interest rate credited to participants	3.45	2.80	3.70

Administrative Expenses

Administrative expenses of the Plan are paid out of Plan assets. Administrative expenses were $8,943 and $9,064 for the years ended December 31, 2009 and 2008, respectively.

Subsequent Events

The Plan Administrator has evaluated subsequent events through September 10, 2010, the date the financial statements were available to be issued.

NOTE C—INVESTMENTS

The following table represents the investments.

		December 31			
		2009		2008	
		Number of Shares	Fair Values	Number of Shares	Fair Values
*	O'Brien & Gere Limited Common Stock	135,948	$ 10,907,114	130,977	$ 10,715,222
*	Prudential Retirement and Investment Services				
*	Core Bond Enhanced Index	122,447	2,250,428	93,701	1,617,604
*	Lifetime Balanced Fund	321,419	5,524,067	312,317	4,366,542
*	T Rowe Price Equity Income Fund	39,377	1,229,126	37,953	948,821
*	Large-Cap Val Wellington Mgmt Fund	546,087	6,199,188	513,179	4,617,156
*	Dryden S&P 500 Index Fund	32,376	2,320,511	31,343	1,777,224
*	Oppenheimer Cap Appreciation Fund	19,362	795,302	17,222	491,802
*	Large Growth Turner Inv Fund	442,616	4,406,570	416,220	3,017,214
*	Mid-Capital Growth/Artisan Partners Fund	337,465	4,179,695	332,538	2,743,016
*	Small Capital Growth/Times Square Fund	83,501	2,327,692	74,281	1,498,313
*	International Growth/Artisan Partners Fund	350,083	4,775,880	325,965	3,154,720
*	Mid-Capital Value/CRM Fund	117,737	1,361,705	123,711	1,115,399
*	Small Cap Value/Munder Cap Fund	80,236	615,218	93,603	541,362
*	International Value/LSV Asset Mgt Fund	71,484	754,297	59,849	488,942
*	Income Flex Lifetime Balanced Fund	1,055	9,727	-	-
*	Income Flex Lifetime Income and Equity Fund	24,602	250,645	22,805	200,781
*	Income Flex Lifetime Aggressive Growth Fund	3,780	32,847	1,200	8,370
*	Wells Fargo Advantage Small Cap Value Fund	22,469	1,023,459	13,948	418,987
*	Participant Loan Receivables	-	1,466,509	-	1,461,128
	Total at Fair Value	2,752,044	50,429,980	2,600,812	39,182,603
*	Guaranteed Income Fund (Contract Value)	430,567	14,349,384	423,462	13,652,145
	TOTAL INVESTMENTS	3,182,611	$ 64,779,364	3,024,274	$ 52,834,748

* Party-in-interest

NOTE D—FAIR VALUE MEASUREMENTS

Accounting Standards Codification No. 820 (ASC No. 820), *Fair Value Measurements and Disclosures*, 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 No. 820 are described as follows:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liability in active markets that the Plan has the ability to access.

NOTE D—FAIR VALUE MEASUREMENTS (CONTINUED)

Level 2 Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specific (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurements.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value.

Mutual funds: Fair value is based on quoted net asset values of the shares held by the Plan at year end.

O'Brien & Gere Limited Common Stock: Valued as determined by an independent appraisal at the beginning of the year and adjusted for current period earnings or losses.

Guaranteed investment contract: Valued at contract value. See Note B for valuation method.

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

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan Administrator 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.

NOTE D—FAIR VALUE MEASUREMENTS (CONTINUED)

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 and pooled separate accounts	$ 38,056,357	$ -	$ -	$ 38,056,357
O'Brien & Gere Ltd. Common Stock	-	-	10,907,114	10,907,114
Guaranteed investment contract	-	-	14,349,384	14,349,384
Participant loans	-	-	1,466,509	1,466,509
Total assets at fair value	$ 38,056,357	$ -	$ 26,723,007	$ 64,779,364

2008	Level 1	Level 2	Level 3	Total
Mutual funds and pooled separate accounts	$ 27,006,253	$ -	$ -	$ 27,006,253
O'Brien & Gere Ltd. Common Stock	-	-	10,715,222	10,715,222
Guaranteed investment contract	-	-	13,652,145	13,652,145
Participant loans	-	-	1,461,128	1,461,128
Total assets at fair value	$ 27,006,253	$ -	$ 25,828,495	$ 52,834,748

The following table sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31:

2009	O'Brien & Gere Ltd. Common Stock	Guaranteed Investment Contract	Participant Loans
Balance, beginning of year	$ 10,715,222	$ 13,652,145	$ 1,461,128
Issuances and settlements (net)	374,685	219,194	5,381
Total gains or losses (realized and unrealized included in changes in net assets available for benefits)	(182,793)	478,045	-
Balance, end of year	$ 10,907,114	$ 14,349,384	$ 1,466,509

NOTE D—FAIR VALUE MEASUREMENTS (CONTINUED)

2008	O'Brien & Gere Ltd. Common Stock	Guaranteed Investment Contract	Participant Loans
Balance, beginning of year	$ 10,711,750	$ 11,519,932	$ 1,255,850
Issuances and settlements (net)	(855,727)	1,648,894	205,278
Total gains or losses (realized and unrealized included in changes in net assets available for benefits)	859,199	483,319	-
Balance, end of year	$ 10,715,222	$ 13,652,145	$ 1,461,128

Gains and losses (realized and unrealized) included in changes in net assets available for benefits for the years ended December 31, 2009 and 2008, are reported in net appreciation (depreciation) in fair value of investments as follows:

	2009	2008
Investment Funds	$ 9,327,313	$ (16,005,729)
O'Brien & Gere Limited Common Stock	(182,793)	859,199
	$ 9,144,520	$ (15,146,530)

NOTE E—TAX STATUS

The Plan Sponsor obtained its latest favorable determination letter on November 21, 2008 under Section 401(a) of the Internal Revenue Code in which the Internal Revenue Service stated the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code.

The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

NOTE F—RELATED-PARTY TRANSACTIONS

Certain Plan investments are funds managed by Prudential, the record keeper of the Plan, as agent for the trustee of the Plan and, therefore, these transactions qualify as party-in-interest transactions.

The Plan Sponsor (O'Brien & Gere Limited) provides contributions to the Plan and provides company stock as an investment option, as disclosed in the statement of changes in net assets available for benefits and in the notes to the financial statements. These transactions qualify as party-in-interest.

NOTE G—PLAN TERMINATION

Although it has not expressed any intent to do so, the Plan Sponsor has the right, under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of ERISA.

NOTE H—RISKS AND UNCERTAINTIES

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

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

O'BRIEN & GERE INCENTIVE SAVINGS & RETIREMENT PLAN

DECEMBER 31, 2009

EIN: 16-1284512
Plan No.: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrow, lessor or similar party	Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current Value
*	O'Brien & Gere Limited	135,948 shares of O'Brien & Gere Limited Common Stock	$ 7,297,066	$ 10,907,114
*	Prudential Retirement Ins. & Annuity Co.	Guaranteed Income Fund	**	14,349,384
*	Prudential Retirement Ins. & Annuity Co.	Core Bond Enhanced Index	**	2,250,428
*	Prudential Retirement Ins. & Annuity Co.	Prudential Lifetime Balanced Funds	**	5,524,067
*	Prudential Retirement Ins. & Annuity Co.	T Rowe Price Equity Income Fund	**	1,229,126
*	Prudential Retirement Ins. & Annuity Co.	Large Capital Value/Wellington Mgmt	**	6,199,188
*	Prudential Retirement Ins. & Annuity Co.	Dryden S & P 500 Index Fund	**	2,320,511
*	Prudential Retirement Ins. & Annuity Co.	Oppenheimer Capital Appreciation Fund	**	795,302
*	Prudential Retirement Ins. & Annuity Co.	Large Capital Growth/Turner Investment Partners Fund	**	4,406,570
*	Prudential Retirement Ins. & Annuity Co.	Mid Capital Growth/Artisan Partners	**	4,179,695
*	Prudential Retirement Ins. & Annuity Co.	Small Capital Growth/Times Square Fund	**	2,327,692
*	Prudential Retirement Ins. & Annuity Co.	International Growth/Artisan Partners Fund	**	4,775,880
*	Prudential Retirement Ins. & Annuity Co.	Mid Cap Value/CRM Fund	**	1,361,705
*	Prudential Retirement Ins. & Annuity Co.	Small Cap Value/Munder Capital Fund	**	615,218
*	Prudential Retirement Ins. & Annuity Co.	International Value/LSV Asset Management Fund	**	754,297
*	Prudential Retirement Ins. & Annuity Co.	Income Flex Lifetime Balanced Fund (I)	**	9,727
*	Prudential Retirement Ins. & Annuity Co.	IncomeFlex Lifetime Income and Equity Fund (I)	**	250,645
*	Prudential Retirement Ins. & Annuity Co.	IncomeFlex Lifetime Aggressive Growth Fund (I)	**	32,847
*	Prudential Retirement Ins. & Annuity Co.	Wells Fargo Advantage Small Cap Value Fund (I)	**	1,023,459
*	Various	Participant loans at interest rates from 4.25% to 9.25%	0	1,466,509
				$ 64,779,364

* Identifies party-in-interest.
** Cost is not available.

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

O'BRIEN & GERE INCENTIVE SAVINGS & RETIREMENT PLAN

DECEMBER 31, 2009

EIN: 16-1284512
Plan No.: 003

(a)	(b)	(c)	(d)	(e)
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*	Various	Participant loans at interest rates from 4.25% to 9.25%	0	1,466,509
				$ 64,779,364

* Identifies party-in-interest.
** Cost is not available.

FINANCIAL STATEMENTS
AND SUPPLEMENTAL INFORMATION

O'BRIEN & GERE
INCENTIVE SAVINGS AND RETIREMENT PLAN

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CERTIFIED PUBLIC ACCOUNTANTS

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INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator and Participants
O'Brien & Gere Incentive Savings and Retirement Plan

We have audited the accompanying statements of net assets available for benefits of O'Brien & Gere Incentive Savings and Retirement Plan ("Plan"), as of December 31, 2009 and 2008 and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the O'Brien & Gere Incentive Savings and Retirement Plan, as of December 31, 2009 and 2008, and the changes in its net assets available for benefits for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

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

Kane, Bowles & Moore, P.C.

Liverpool, New York
September 10, 2010

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

O'BRIEN & GERE INCENTIVE SAVINGS AND RETIREMENT PLAN

DECEMBER 31, 2009 and 2008

	2009	2008
ASSETS		
Investments	$64,779,364	$52,834,748
Contributions receivable		
Participant	-	185,213
Employer	-	74,894
Cash	164,358	15,331
TOTAL ASSETS	64,943,722	53,110,186
LIABILITIES		
Accounts payable	7,356	7,503
TOTAL LIABILITIES	7,356	7,503
NET ASSETS AVAILABLE FOR BENEFITS	$64,936,366	$53,102,683

See notes to the financial statements.

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

O'BRIEN & GERE INCENTIVE SAVINGS AND RETIREMENT PLAN

YEARS ENDED DECEMBER 31, 2009 and 2008

	2009	2008
ADDITIONS TO NET ASSETS ATTRIBUTED TO		
Net appreciation in fair value of investments		
Participant directed investments	$ 9,327,313	$ -
O'Brien & Gere Limited Common Stock	-	859,199
Interest on loans to participants	97,926	112,399
Employer contributions	1,835,542	1,819,044
Participant contributions	4,043,489	4,560,219
TOTAL ADDITIONS	15,304,270	7,350,861
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO		
Net depreciation in fair value of		
Participant directed investments	-	16,005,729
O'Brien & Gere Limited Common Stock	182,793	
Benefit payments	3,278,851	3,554,605
Administration fees	8,943	9,064
TOTAL DEDUCTIONS	3,470,587	19,569,398
NET INCREASE (DECREASE)	11,833,683	(12,218,537)
NET ASSETS AVAILABLE FOR BENEFITS AT BEGINNING OF YEAR	53,102,683	65,321,220
NET ASSETS AVAILABLE FOR BENEFITS AT END OF YEAR	$ 64,936,366	$ 53,102,683

See notes to the financial statements.

NOTE A—DESCRIPTION OF THE PLAN

The following description of the O'Brien & Gere Incentive Savings and Retirement Plan (Plan) provides only general information. Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

General

The Plan is a profit sharing and employee savings plan covering substantially all employees of O'Brien & Gere Limited and Subsidiaries (Company and Plan Sponsor). Employees are eligible to make contributions after they have been continuously employed by the Company for thirty days and shall be eligible to participate in the company match contribution. Employees that have completed a year of service are eligible to participate in the Company discretionary profit sharing contribution. The Plan is subject to the provisions of ERISA.

Contributions

Participants may make qualified voluntary and catch up contributions to the Plan under Section 401(k), not to exceed statutory limits. In addition, each participant may make a non-qualified voluntary contribution of up to 10% of the participant's compensation for the Plan year.

The Plan Sponsor makes matching contributions, in the form of cash or Plan Sponsor common stock at its discretion, equal to 100% of the participant's qualified voluntary contributions up to 4% of eligible pay. Employer matching contributions consisted of cash of $658,529 and stock of $1,177,013 in 2009 and cash of $1,819,044 in 2008, respectively.

Discretionary Sponsor Contributions

The Plan Sponsor may make a discretionary annual profit sharing contribution for allocation to participants' accounts on the basis of compensation. There were no discretionary contributions declared by the Plan Sponsor for the Plan years December 31, 2009 and 2008.

Participant Accounts

Each participant's account is credited with the participant's and the Company's contributions and allocations of the Plan earnings, and charged with allocations of administrative expenses. Allocations are based on participant account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investments

Participants direct the investment of their contributions and employer contributions into various investment options offered by the Plan.

NOTE A—DESCRIPTION OF THE PLAN (CONTINUED)

Vesting

Participants become 100% vested in their account balances, employee and employer contributions, upon entering the Plan.

Participant Loans

Participants may, upon applications to the administrator, borrow from their accounts an amount not in excess of 50%, up to a maximum of $50,000, of their account balances, subject to certain conditions as defined in the Plan document. The loans and interest thereon shall be repaid ratably through payroll deductions over a period generally not to exceed five years. The loans are secured by the balances in the participants' accounts and bear interest at rates commensurate for loans made under similar circumstances.

Payment of Benefits

Participants can receive a final distribution of their account upon retirement, death and disability, normally in a single lump sum. Benefits are recorded when paid.

Retirement Age

Normal retirement age is 65; participants may qualify for early retirement after age 59 1/2, with no penalty.

NOTE B—SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan have been prepared on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in accordance with U.S. generally accepted accounting principles requires the Plan Sponsor to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value, except for the Investment Contract with Insurance Company which is at contract value (see below). If available, quoted market prices are used to value investments. The fair value of the assets, held by mutual funds, is determined by the net asset value of the fund. Participant loans are valued at their outstanding balance, which approximates fair value. See Note D for further discussion of fair value measurements.

NOTE B—SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investment Valuation and Income Recognition (Continued)

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

Investment Contract with Insurance Company

The guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. Contract value, as reported to the Plan by Prudential, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to the schedule maturity date.

	Jan - Jun 2009	Jul - Dec 2009	2008
Average Yields:			
Based on actual earnings	3.70	3.05	3.70
Based on interest rate credited to participants	3.45	2.80	3.70

Administrative Expenses

Administrative expenses of the Plan are paid out of Plan assets. Administrative expenses were $8,943 and $9,064 for the years ended December 31, 2009 and 2008, respectively.

Subsequent Events

The Plan Administrator has evaluated subsequent events through September 10, 2010, the date the financial statements were available to be issued.

NOTE C—INVESTMENTS

The following table represents the investments.

		December 31			
		2009		2008	
		Number of Shares	Fair Values	Number of Shares	Fair Values
*	O'Brien & Gere Limited Common Stock	135,948	$ 10,907,114	130,977	$ 10,715,222
*	Prudential Retirement and Investment Services				
*	Core Bond Enhanced Index	122,447	2,250,428	93,701	1,617,604
*	Lifetime Balanced Fund	321,419	5,524,067	312,317	4,366,542
*	T Rowe Price Equity Income Fund	39,377	1,229,126	37,953	948,821
*	Large-Cap Val Wellington Mgmt Fund	546,087	6,199,188	513,179	4,617,156
*	Dryden S&P 500 Index Fund	32,376	2,320,511	31,343	1,777,224
*	Oppenheimer Cap Appreciation Fund	19,362	795,302	17,222	491,802
*	Large Growth Turner Inv Fund	442,616	4,406,570	416,220	3,017,214
*	Mid-Capital Growth/Artisan Partners Fund	337,465	4,179,695	332,538	2,743,016
*	Small Capital Growth/Times Square Fund	83,501	2,327,692	74,281	1,498,313
*	International Growth/Artisan Partners Fund	350,083	4,775,880	325,965	3,154,720
*	Mid-Capital Value/CRM Fund	117,737	1,361,705	123,711	1,115,399
*	Small Cap Value/Munder Cap Fund	80,236	615,218	93,603	541,362
*	International Value/LSV Asset Mgt Fund	71,484	754,297	59,849	488,942
*	Income Flex Lifetime Balanced Fund	1,055	9,727	-	-
*	Income Flex Lifetime Income and Equity Fund	24,602	250,645	22,805	200,781
*	Income Flex Lifetime Aggressive Growth Fund	3,780	32,847	1,200	8,370
*	Wells Fargo Advantage Small Cap Value Fund	22,469	1,023,459	13,948	418,987
*	Participant Loan Receivables	-	1,466,509	-	1,461,128
	Total at Fair Value	2,752,044	50,429,980	2,600,812	39,182,603
*	Guaranteed Income Fund (Contract Value)	430,567	14,349,384	423,462	13,652,145
	TOTAL INVESTMENTS	3,182,611	$ 64,779,364	3,024,274	$ 52,834,748

* Party-in-interest

NOTE D—FAIR VALUE MEASUREMENTS

Accounting Standards Codification No. 820 (ASC No. 820), *Fair Value Measurements and Disclosures*, 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 No. 820 are described as follows:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liability in active markets that the Plan has the ability to access.

NOTE D—FAIR VALUE MEASUREMENTS (CONTINUED)

Level 2 Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specific (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurements.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value.

Mutual funds: Fair value is based on quoted net asset values of the shares held by the Plan at year end.

O'Brien & Gere Limited Common Stock: Valued as determined by an independent appraisal at the beginning of the year and adjusted for current period earnings or losses.

Guaranteed investment contract: Valued at contract value. See Note B for valuation method.

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

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan Administrator 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.

NOTE D—FAIR VALUE MEASUREMENTS (CONTINUED)

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 and pooled separate accounts	$ 38,056,357	$ -	$ -	$ 38,056,357
O'Brien & Gere Ltd. Common Stock	-	-	10,907,114	10,907,114
Guaranteed investment contract	-	-	14,349,384	14,349,384
Participant loans	-	-	1,466,509	1,466,509
Total assets at fair value	$ 38,056,357	$ -	$ 26,723,007	$ 64,779,364

2008	Level 1	Level 2	Level 3	Total
Mutual funds and pooled separate accounts	$ 27,006,253	$ -	$ -	$ 27,006,253
O'Brien & Gere Ltd. Common Stock	-	-	10,715,222	10,715,222
Guaranteed investment contract	-	-	13,652,145	13,652,145
Participant loans	-	-	1,461,128	1,461,128
Total assets at fair value	$ 27,006,253	$ -	$ 25,828,495	$ 52,834,748

The following table sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31:

2009	O'Brien & Gere Ltd. Common Stock	Guaranteed Investment Contract	Participant Loans
Balance, beginning of year	$ 10,715,222	$ 13,652,145	$ 1,461,128
Issuances and settlements (net)	374,685	219,194	5,381
Total gains or losses (realized and unrealized included in changes in net assets available for benefits)	(182,793)	478,045	-
Balance, end of year	$ 10,907,114	$ 14,349,384	$ 1,466,509

NOTE D—FAIR VALUE MEASUREMENTS (CONTINUED)

2008	O'Brien & Gere Ltd. Common Stock	Guaranteed Investment Contract	Participant Loans
Balance, beginning of year	$ 10,711,750	$ 11,519,932	$ 1,255,850
Issuances and settlements (net)	(855,727)	1,648,894	205,278
Total gains or losses (realized and unrealized included in changes in net assets available for benefits)	859,199	483,319	-
Balance, end of year	$ 10,715,222	$ 13,652,145	$ 1,461,128

Gains and losses (realized and unrealized) included in changes in net assets available for benefits for the years ended December 31, 2009 and 2008, are reported in net appreciation (depreciation) in fair value of investments as follows:

	2009	2008
Investment Funds	$ 9,327,313	$ (16,005,729)
O'Brien & Gere Limited Common Stock	(182,793)	859,199
	$ 9,144,520	$ (15,146,530)

NOTE E—TAX STATUS

The Plan Sponsor obtained its latest favorable determination letter on November 21, 2008 under Section 401(a) of the Internal Revenue Code in which the Internal Revenue Service stated the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code.

The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

NOTE F—RELATED-PARTY TRANSACTIONS

Certain Plan investments are funds managed by Prudential, the record keeper of the Plan, as agent for the trustee of the Plan and, therefore, these transactions qualify as party-in-interest transactions.

The Plan Sponsor (O'Brien & Gere Limited) provides contributions to the Plan and provides company stock as an investment option, as disclosed in the statement of changes in net assets available for benefits and in the notes to the financial statements. These transactions qualify as party-in-interest.

NOTE G—PLAN TERMINATION

Although it has not expressed any intent to do so, the Plan Sponsor has the right, under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of ERISA.

NOTE H—RISKS AND UNCERTAINTIES

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

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

O'BRIEN & GERE INCENTIVE SAVINGS & RETIREMENT PLAN

DECEMBER 31, 2009

EIN: 16-1284512
Plan No.: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrow, lessor or similar party	Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current Value
*	O'Brien & Gere Limited	135,948 shares of O'Brien & Gere Limited Common Stock	$ 7,297,066	$ 10,907,114
*	Prudential Retirement Ins. & Annuity Co.	Guaranteed Income Fund	**	14,349,384
*	Prudential Retirement Ins. & Annuity Co.	Core Bond Enhanced Index	**	2,250,428
*	Prudential Retirement Ins. & Annuity Co.	Prudential Lifetime Balanced Funds	**	5,524,067
*	Prudential Retirement Ins. & Annuity Co.	T Rowe Price Equity Income Fund	**	1,229,126
*	Prudential Retirement Ins. & Annuity Co.	Large Capital Value/Wellington Mgmt	**	6,199,188
*	Prudential Retirement Ins. & Annuity Co.	Dryden S & P 500 Index Fund	**	2,320,511
*	Prudential Retirement Ins. & Annuity Co.	Oppenheimer Capital Appreciation Fund	**	795,302
*	Prudential Retirement Ins. & Annuity Co.	Large Capital Growth/Turner Investment Partners Fund	**	4,406,570
*	Prudential Retirement Ins. & Annuity Co.	Mid Capital Growth/Artisan Partners	**	4,179,695
*	Prudential Retirement Ins. & Annuity Co.	Small Capital Growth/Times Square Fund	**	2,327,692
*	Prudential Retirement Ins. & Annuity Co.	International Growth/Artisan Partners Fund	**	4,775,880
*	Prudential Retirement Ins. & Annuity Co.	Mid Cap Value/CRM Fund	**	1,361,705
*	Prudential Retirement Ins. & Annuity Co.	Small Cap Value/Munder Capital Fund	**	615,218
*	Prudential Retirement Ins. & Annuity Co.	International Value/LSV Asset Management Fund	**	754,297
*	Prudential Retirement Ins. & Annuity Co.	Income Flex Lifetime Balanced Fund (I)	**	9,727
*	Prudential Retirement Ins. & Annuity Co.	IncomeFlex Lifetime Income and Equity Fund (I)	**	250,645
*	Prudential Retirement Ins. & Annuity Co.	IncomeFlex Lifetime Aggressive Growth Fund (I)	**	32,847
*	Prudential Retirement Ins. & Annuity Co.	Wells Fargo Advantage Small Cap Value Fund (I)	**	1,023,459
*	Various	Participant loans at interest rates from 4.25% to 9.25%	0	1,466,509
				$ 64,779,364

* Identifies party-in-interest.
** Cost is not available.