

|                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                           |                                               |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|
| <b>Form 5500</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security<br>Administration<br><br>Pension Benefit Guaranty Corporation | <b>Annual Return/Report of Employee Benefit Plan</b><br><br>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).<br><br><b>► Complete all entries in accordance with the instructions to the Form 5500.</b> | OMB Nos. 1210-0110<br>1210-0089               |
|                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                           | <b>2009</b>                                   |
|                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                           | <b>This Form is Open to Public Inspection</b> |

|                                                                                                          |                                                                                                                                                                                                                                           |
|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b>                                                                                            | <b>Annual Report Identification Information</b>                                                                                                                                                                                           |
| For calendar plan year 2009 or fiscal plan year beginning <u>01/01/2009</u> and ending <u>12/31/2009</u> |                                                                                                                                                                                                                                           |
| <b>A</b> This return/report is for:                                                                      | <input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or<br><input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____                         |
| <b>B</b> This return/report is:                                                                          | <input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report;<br><input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months). |
| <b>C</b> If the plan is a collectively-bargained plan, check here. . . . .                               | <input type="checkbox"/>                                                                                                                                                                                                                  |
| <b>D</b> Check box if filing under:                                                                      | <input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program;<br><input type="checkbox"/> special extension (enter description)                                 |

|                                                                                                                                                                                                                               |                                                                                                                                                                                                   |
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| <b>Part II</b>                                                                                                                                                                                                                | <b>Basic Plan Information</b> —enter all requested information                                                                                                                                    |
| <b>1a</b> Name of plan<br><u>THE BROWER INSURANCE AGENCY 401K PROFIT SHARING PLAN</u>                                                                                                                                         | <b>1b</b> Three-digit plan number (PN) ► <u>002</u><br><b>1c</b> Effective date of plan <u>01/01/1968</u>                                                                                         |
| <b>2a</b> Plan sponsor's name and address (employer, if for a single-employer plan)<br>(Address should include room or suite no.)<br><u>BROWER INSURANCE AGENCY, LLC</u><br><br><u>P.O. BOX 37</u><br><u>DAYTON, OH 45401</u> | <b>2b</b> Employer Identification Number (EIN)<br><u>31-1453945</u><br><b>2c</b> Sponsor's telephone number<br><u>937-228-4135</u><br><b>2d</b> Business code (see instructions)<br><u>524210</u> |

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

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

|                  |                                                          |                   |                                                              |
|------------------|----------------------------------------------------------|-------------------|--------------------------------------------------------------|
| <b>SIGN HERE</b> | <u>Filed with authorized/valid electronic signature.</u> | <u>10/06/2010</u> | <u>JOHN JACKSON</u>                                          |
|                  | <b>Signature of plan administrator</b>                   | Date              | Enter name of individual signing as plan administrator       |
| <b>SIGN HERE</b> |                                                          |                   |                                                              |
|                  | <b>Signature of employer/plan sponsor</b>                | Date              | Enter name of individual signing as employer or plan sponsor |
| <b>SIGN HERE</b> |                                                          |                   |                                                              |
|                  | <b>Signature of DFE</b>                                  | Date              | Enter name of individual signing as DFE                      |

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

Form 5500 (2009)  
v.092307.1

|                                                                                                                                                                |                                                                                                               |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|
| <b>3a</b> Plan administrator's name and address (if same as plan sponsor, enter "Same")<br>BROWER INSURANCE AGENCY, LLC<br><br>P.O. BOX 37<br>DAYTON, OH 45401 | <b>3b</b> Administrator's EIN<br>31-1453945<br><br><b>3c</b> Administrator's telephone number<br>937-228-4135 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                                                       |                                   |     |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----|
| <b>4</b> 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:<br><br><b>a</b> Sponsor's name | <b>4b</b> EIN<br><br><b>4c</b> PN |     |
| <b>5</b> Total number of participants at the beginning of the plan year                                                                                                                                               | <b>5</b>                          | 162 |
| <b>6</b> Number of participants as of the end of the plan year (welfare plans complete only lines <b>6a</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).                                                                |                                   |     |
| <b>a</b> Active participants.....                                                                                                                                                                                     | <b>6a</b>                         | 159 |
| <b>b</b> Retired or separated participants receiving benefits.....                                                                                                                                                    | <b>6b</b>                         | 0   |
| <b>c</b> Other retired or separated participants entitled to future benefits.....                                                                                                                                     | <b>6c</b>                         | 5   |
| <b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....                                                                                                                                              | <b>6d</b>                         | 164 |
| <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....                                                                                                             | <b>6e</b>                         | 0   |
| <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....                                                                                                                                                               | <b>6f</b>                         | 164 |
| <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....                                                                        | <b>6g</b>                         | 159 |
| <b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....                                                                            | <b>6h</b>                         | 7   |
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) .....                                                                                  | <b>7</b>                          |     |

**8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:  
 2E 2G 2J 2R

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

|                                                                                                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                               |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>9a</b> Plan funding arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor | <b>9b</b> Plan benefit arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> 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) ☒ **R** (Retirement Plan Information)  
 (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary  
 (3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

**b General Schedules**

- (1) ☒ **H** (Financial Information)  
 (2) ☐ **I** (Financial Information – Small Plan)  
 (3) ☐ 0 **A** (Insurance Information)  
 (4) ☒ **C** (Service Provider Information)  
 (5) ☐ **D** (DFE/Participating Plan Information)  
 (6) ☐ **G** (Financial Transaction Schedules)

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                        |                                                |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------|
| <b>SCHEDULE C</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Service Provider Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110                              |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                        | <b>2009</b>                                    |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                        | <b>This Form is Open to Public Inspection.</b> |
| For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009                                                                                                                                |                                                                                                                                                                                                                        |                                                |
| <b>A</b> Name of plan<br>THE BROWER INSURANCE AGENCY 401K PROFIT SHARING PLAN                                                                                                                                             | <b>B</b> Three-digit plan number (PN) ▶                                                                                                                                                                                | 002                                            |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                        |                                                |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br>BROWER INSURANCE AGENCY, LLC                                                                                                                             | <b>D</b> Employer Identification Number (EIN)<br>31-1453945                                                                                                                                                            |                                                |

|               |                                                        |
|---------------|--------------------------------------------------------|
| <b>Part I</b> | <b>Service Provider Information (see instructions)</b> |
|---------------|--------------------------------------------------------|

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

**1 Information on Persons Receiving Only Eligible Indirect Compensation**

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

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

|                                                                                                                   |
|-------------------------------------------------------------------------------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |
|-------------------------------------------------------------------------------------------------------------------|

|                                                                                                                  |
|------------------------------------------------------------------------------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation |
|------------------------------------------------------------------------------------------------------------------|

|                                                                                                                   |
|-------------------------------------------------------------------------------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |
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|                                                                                                                   |
|-------------------------------------------------------------------------------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosures 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)

GENERAL PENSION PLANNING CORP.

31-0737427

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 13                            | NONE                                                                                                     | 2771                                                                          | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                         | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                                                   | 17842                                                                                                                                                                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                 |

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

KENTNER SELLERS, LLP

31-0787612

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 10                            | NONE                                                                                                     | 10225                                                                         | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                         | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                              |                                                                                                                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                            |

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

JOHNSON INVESTMENT COUNCIL

31-1801770

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 27                            | NONE                                                                                                     | 8765                                                                          | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                         | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                              |                                                                                                                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                            |

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

CAPITAL BANK

57-0866395

| <b>(b)</b><br>Service<br>Code(s) | <b>(c)</b><br>Relationship to<br>employer, employee<br>organization, or<br>person known to be<br>a party-in-interest | <b>(d)</b><br>Enter direct<br>compensation paid<br>by the plan. If none,<br>enter -0-. | <b>(e)</b><br>Did service provider<br>receive indirect<br>compensation? (sources<br>other than plan or plan<br>sponsor) | <b>(f)</b><br>Did indirect compensation<br>include eligible indirect<br>compensation, for which the<br>plan received the required<br>disclosures? | <b>(g)</b><br>Enter total indirect<br>compensation received by<br>service provider excluding<br>eligible indirect<br>compensation for which you<br>answered "Yes" to element<br>(f). If none, enter -0-. | <b>(h)</b><br>Did the service<br>provider give you a<br>formula instead of<br>an amount or<br>estimated amount? |
|----------------------------------|----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|
| 28                               | NONE                                                                                                                 | 7798                                                                                   | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                                     | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                                          |                                                                                                                                                                                                          | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                        |

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

EBS ASSET MANAGEMENT

31-1386402

| <b>(b)</b><br>Service<br>Code(s) | <b>(c)</b><br>Relationship to<br>employer, employee<br>organization, or<br>person known to be<br>a party-in-interest | <b>(d)</b><br>Enter direct<br>compensation paid<br>by the plan. If none,<br>enter -0-. | <b>(e)</b><br>Did service provider<br>receive indirect<br>compensation? (sources<br>other than plan or plan<br>sponsor) | <b>(f)</b><br>Did indirect compensation<br>include eligible indirect<br>compensation, for which the<br>plan received the required<br>disclosures? | <b>(g)</b><br>Enter total indirect<br>compensation received by<br>service provider excluding<br>eligible indirect<br>compensation for which you<br>answered "Yes" to element<br>(f). If none, enter -0-. | <b>(h)</b><br>Did the service<br>provider give you a<br>formula instead of<br>an amount or<br>estimated amount? |
|----------------------------------|----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|
| 28                               | NONE                                                                                                                 | 6817                                                                                   | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                                     | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                                          |                                                                                                                                                                                                          | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                        |

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

MORGAN STANLEY SMITH BARNEY

13-2919773

| <b>(b)</b><br>Service<br>Code(s) | <b>(c)</b><br>Relationship to<br>employer, employee<br>organization, or<br>person known to be<br>a party-in-interest | <b>(d)</b><br>Enter direct<br>compensation paid<br>by the plan. If none,<br>enter -0-. | <b>(e)</b><br>Did service provider<br>receive indirect<br>compensation? (sources<br>other than plan or plan<br>sponsor) | <b>(f)</b><br>Did indirect compensation<br>include eligible indirect<br>compensation, for which the<br>plan received the required<br>disclosures? | <b>(g)</b><br>Enter total indirect<br>compensation received by<br>service provider excluding<br>eligible indirect<br>compensation for which you<br>answered "Yes" to element<br>(f). If none, enter -0-. | <b>(h)</b><br>Did the service<br>provider give you a<br>formula instead of<br>an amount or<br>estimated amount? |
|----------------------------------|----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|
| 27                               | NONE                                                                                                                 | 5082                                                                                   | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                                     | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                                          |                                                                                                                                                                                                          | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                        |

**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<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
|                                                         |                                         |                                           |

| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                     |                                                                                                                                                                    |

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
|                                                         |                                         |                                           |

| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                     |                                                                                                                                                                    |

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
|                                                         |                                         |                                           |

| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                     |                                                                                                                                                                    |

**Part II Service Providers Who Fail or Refuse to Provide Information**

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

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

**Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)**  
(complete as many entries as needed)

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN;       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN;       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                              |                                               |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|
| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Financial Information</b><br><br>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).<br><br><b>► File as an attachment to Form 5500.</b> | OMB No. 1210-0110                             |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                              | <b>2009</b>                                   |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                              | <b>This Form is Open to Public Inspection</b> |

|                                                                                                          |                                                                        |            |
|----------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------|
| For calendar plan year 2009 or fiscal plan year beginning <b>01/01/2009</b> and ending <b>12/31/2009</b> |                                                                        |            |
| <b>A</b> Name of plan<br><b>THE BROWER INSURANCE AGENCY 401K PROFIT SHARING PLAN</b>                     | <b>B</b> Three-digit plan number (PN)                                  | <b>002</b> |
|                                                                                                          |                                                                        |            |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><b>BROWER INSURANCE AGENCY, LLC</b>     | <b>D</b> Employer Identification Number (EIN)<br><br><b>31-1453945</b> |            |

|               |                                      |
|---------------|--------------------------------------|
| <b>Part I</b> | <b>Asset and Liability Statement</b> |
|---------------|--------------------------------------|

**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 |
|---------------------------------------------------------------------------------------------------|-----------------|-----------------------|-----------------|
| <b>a</b> Total noninterest-bearing cash .....                                                     | <b>1a</b>       | <b>344</b>            | <b>581</b>      |
| <b>b</b> Receivables (less allowance for doubtful accounts):                                      |                 |                       |                 |
| <b>(1)</b> Employer contributions .....                                                           | <b>1b(1)</b>    | <b>81924</b>          | <b>3924</b>     |
| <b>(2)</b> Participant contributions .....                                                        | <b>1b(2)</b>    | <b>41000</b>          | <b>22148</b>    |
| <b>(3)</b> Other.....                                                                             | <b>1b(3)</b>    | <b>510</b>            | <b>1706</b>     |
| <b>c</b> General investments:                                                                     |                 |                       |                 |
| <b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit) .....  | <b>1c(1)</b>    |                       |                 |
| <b>(2)</b> U.S. Government securities.....                                                        | <b>1c(2)</b>    |                       |                 |
| <b>(3)</b> Corporate debt instruments (other than employer securities):                           |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                        | <b>1c(3)(A)</b> |                       |                 |
| <b>(B)</b> All other.....                                                                         | <b>1c(3)(B)</b> |                       |                 |
| <b>(4)</b> Corporate stocks (other than employer securities):                                     |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                        | <b>1c(4)(A)</b> |                       |                 |
| <b>(B)</b> Common .....                                                                           | <b>1c(4)(B)</b> |                       |                 |
| <b>(5)</b> Partnership/joint venture interests .....                                              | <b>1c(5)</b>    |                       |                 |
| <b>(6)</b> Real estate (other than employer real property) .....                                  | <b>1c(6)</b>    |                       |                 |
| <b>(7)</b> Loans (other than to participants) .....                                               | <b>1c(7)</b>    |                       |                 |
| <b>(8)</b> Participant loans .....                                                                | <b>1c(8)</b>    | <b>246926</b>         | <b>262557</b>   |
| <b>(9)</b> Value of interest in common/collective trusts.....                                     | <b>1c(9)</b>    |                       |                 |
| <b>(10)</b> Value of interest in pooled separate accounts.....                                    | <b>1c(10)</b>   |                       |                 |
| <b>(11)</b> Value of interest in master trust investment accounts .....                           | <b>1c(11)</b>   |                       |                 |
| <b>(12)</b> Value of interest in 103-12 investment entities .....                                 | <b>1c(12)</b>   |                       |                 |
| <b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds).....        | <b>1c(13)</b>   | <b>5186760</b>        | <b>7400539</b>  |
| <b>(14)</b> Value of funds held in insurance company general account (unallocated contracts)..... | <b>1c(14)</b>   |                       |                 |
| <b>(15)</b> Other .....                                                                           | <b>1c(15)</b>   | <b>5650155</b>        | <b>6393239</b>  |

**1d** Employer-related investments:

|                                                                      |              | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|--------------|-----------------------|-----------------|
| (1) Employer securities .....                                        | <b>1d(1)</b> |                       |                 |
| (2) Employer real property .....                                     | <b>1d(2)</b> |                       |                 |
| <b>e</b> Buildings and other property used in plan operation .....   | <b>1e</b>    |                       |                 |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | <b>1f</b>    | 11207619              | 14084694        |

**Liabilities**

|                                                                           |           |   |     |
|---------------------------------------------------------------------------|-----------|---|-----|
| <b>g</b> Benefit claims payable .....                                     | <b>1g</b> |   |     |
| <b>h</b> Operating payables .....                                         | <b>1h</b> |   |     |
| <b>i</b> Acquisition indebtedness .....                                   | <b>1i</b> |   |     |
| <b>j</b> Other liabilities .....                                          | <b>1j</b> |   | 225 |
| <b>k</b> Total liabilities (add all amounts in lines 1g through 1j) ..... | <b>1k</b> | 0 | 225 |

**Net Assets**

|                                                           |           |          |          |
|-----------------------------------------------------------|-----------|----------|----------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | <b>1l</b> | 11207619 | 14084469 |
|-----------------------------------------------------------|-----------|----------|----------|

**Part II Income and Expense Statement**

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

**Income****a Contributions:**

|                                                                                                            |                 | (a) Amount | (b) Total |
|------------------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| (1) Received or receivable in cash from: <b>(A)</b> Employers .....                                        | <b>2a(1)(A)</b> | 586        |           |
| <b>(B)</b> Participants .....                                                                              | <b>2a(1)(B)</b> | 685153     |           |
| <b>(C)</b> Others (including rollovers) .....                                                              | <b>2a(1)(C)</b> | 588960     |           |
| (2) Noncash contributions .....                                                                            | <b>2a(2)</b>    |            |           |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |            | 1274699   |

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

|                                                                                                      |                 |       |       |
|------------------------------------------------------------------------------------------------------|-----------------|-------|-------|
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) ..... | <b>2b(1)(A)</b> | 5654  |       |
| <b>(B)</b> U.S. Government securities .....                                                          | <b>2b(1)(B)</b> | 3753  |       |
| <b>(C)</b> Corporate debt instruments .....                                                          | <b>2b(1)(C)</b> | 15639 |       |
| <b>(D)</b> Loans (other than to participants) .....                                                  | <b>2b(1)(D)</b> |       |       |
| <b>(E)</b> Participant loans .....                                                                   | <b>2b(1)(E)</b> | 16969 |       |
| <b>(F)</b> Other .....                                                                               | <b>2b(1)(F)</b> |       |       |
| <b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                        | <b>2b(1)(G)</b> |       | 42015 |

|                                                                                           |                 |       |       |
|-------------------------------------------------------------------------------------------|-----------------|-------|-------|
| (2) Dividends: <b>(A)</b> Preferred stock .....                                           | <b>2b(2)(A)</b> |       |       |
| <b>(B)</b> Common stock .....                                                             | <b>2b(2)(B)</b> | 74704 |       |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                 | <b>2b(2)(C)</b> |       |       |
| <b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> ..... | <b>2b(2)(D)</b> |       | 74704 |

|                 |              |  |  |
|-----------------|--------------|--|--|
| (3) Rents ..... | <b>2b(3)</b> |  |  |
|-----------------|--------------|--|--|

|                                                                                           |                 |        |         |
|-------------------------------------------------------------------------------------------|-----------------|--------|---------|
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                | <b>2b(4)(A)</b> | 304515 |         |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                             | <b>2b(4)(B)</b> | 609030 |         |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result ..... | <b>2b(4)(C)</b> |        | -304515 |

|                                                                                                   |                 | (a) Amount | (b) Total |
|---------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| <b>2b</b> (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....              | <b>2b(5)(A)</b> |            |           |
| (B) Other .....                                                                                   | <b>2b(5)(B)</b> | 2502965    |           |
| (C) Total unrealized appreciation of assets.<br>Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....    | <b>2b(5)(C)</b> |            | 2502965   |
| (6) Net investment gain (loss) from common/collective trusts .....                                | <b>2b(6)</b>    |            |           |
| (7) Net investment gain (loss) from pooled separate accounts .....                                | <b>2b(7)</b>    |            |           |
| (8) Net investment gain (loss) from master trust investment accounts .....                        | <b>2b(8)</b>    |            |           |
| (9) Net investment gain (loss) from 103-12 investment entities .....                              | <b>2b(9)</b>    |            |           |
| (10) Net investment gain (loss) from registered investment<br>companies (e.g., mutual funds)..... | <b>2b(10)</b>   |            | 161936    |
| <b>c</b> Other income.....                                                                        | <b>2c</b>       |            |           |
| <b>d</b> Total income. Add all <b>income</b> amounts in column (b) and enter total.....           | <b>2d</b>       |            | 3751804   |

**Expenses**

|                                                                                            |              |        |        |
|--------------------------------------------------------------------------------------------|--------------|--------|--------|
| <b>e</b> Benefit payment and payments to provide benefits:                                 |              |        |        |
| (1) Directly to participants or beneficiaries, including direct rollovers .....            | <b>2e(1)</b> | 822380 |        |
| (2) To insurance carriers for the provision of benefits .....                              | <b>2e(2)</b> |        |        |
| (3) Other .....                                                                            | <b>2e(3)</b> |        |        |
| (4) Total benefit payments. Add lines <b>2e(1)</b> through <b>(3)</b> .....                | <b>2e(4)</b> |        | 822380 |
| <b>f</b> Corrective distributions (see instructions) .....                                 | <b>2f</b>    |        |        |
| <b>g</b> Certain deemed distributions of participant loans (see instructions).....         | <b>2g</b>    |        |        |
| <b>h</b> Interest expense.....                                                             | <b>2h</b>    |        |        |
| <b>i</b> Administrative expenses: (1) Professional fees .....                              | <b>2i(1)</b> | 10444  |        |
| (2) Contract administrator fees .....                                                      | <b>2i(2)</b> | 2921   |        |
| (3) Investment advisory and management fees .....                                          | <b>2i(3)</b> | 34128  |        |
| (4) Other .....                                                                            | <b>2i(4)</b> | 5081   |        |
| (5) Total administrative expenses. Add lines <b>2i(1)</b> through <b>(4)</b> .....         | <b>2i(5)</b> |        | 52574  |
| <b>j</b> Total expenses. Add all <b>expense</b> amounts in column (b) and enter total..... | <b>2j</b>    |        | 874954 |

**Net Income and Reconciliation**

|                                                                               |              |  |         |
|-------------------------------------------------------------------------------|--------------|--|---------|
| <b>k</b> Net income (loss). Subtract line <b>2j</b> from line <b>2d</b> ..... | <b>2k</b>    |  | 2876850 |
| <b>l</b> Transfers of assets:                                                 |              |  |         |
| (1) To this plan.....                                                         | <b>2l(1)</b> |  |         |
| (2) From this plan .....                                                      | <b>2l(2)</b> |  |         |

**Part III Accountant's Opinion**

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

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

(1) ☒ Unqualified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

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

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

(1) Name: KENTNER SELLERS, LLP

(2) EIN: 31-0787612

**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 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|--------|
| <b>a</b> Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....                 |     | X  |        |
| <b>b</b> Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)..... |     | X  |        |
| <b>c</b> Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) .....                                                                                                                            |     | X  |        |
| <b>d</b> Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....                                                                                                                  |     | X  |        |
| <b>e</b> Was this plan covered by a fidelity bond?.....                                                                                                                                                                                                                                                         | X   |    | 500000 |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....                                                                                                                                                                         |     | X  |        |
| <b>g</b> Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? .....                                                                                                                                      |     | X  |        |
| <b>h</b> Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? .....                                                                                                                            |     | X  |        |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....                                                                                                                                                   | X   |    |        |
| <b>j</b> Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....                                                                                    |     | X  |        |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....                                                                                                                                              |     | X  |        |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan? .....                                                                                                                                                                                                                              |     | X  |        |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....                                                                                                                                                                                     |     | X  |        |
| <b>n</b> 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. ....                                                                                                                        |     |    |        |

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

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

**5b(1)** Name of plan(s)

**5b(2)** EIN(s)

**5b(3)** PN(s)

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

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            |                                                |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------|
| <b>SCHEDULE R</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Retirement Plan Information</b><br><br>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).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110                              |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            | <b>2009</b>                                    |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            | <b>This Form is Open to Public Inspection.</b> |

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

|                                                                                                      |                                                                    |
|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>THE BROWER INSURANCE AGENCY 401K PROFIT SHARING PLAN</u>                 | <b>B</b> Three-digit plan number (PN) ▶<br><u>002</u>              |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>BROWER INSURANCE AGENCY, LLC</u> | <b>D</b> Employer Identification Number (EIN)<br><u>31-1453945</u> |

|               |                      |
|---------------|----------------------|
| <b>Part I</b> | <b>Distributions</b> |
|---------------|----------------------|

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

|                                                                                                                                                                                                                                                                    |          |          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|
| <b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....                                                                                                                              | <b>1</b> | <u>0</u> |
| <b>2</b> 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):<br><br>EIN(s): <u>75-3182674</u> |          |          |
| Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.                                                                                                                                                                                                   |          |          |
| <b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....                                                                                                                                    | <b>3</b> |          |

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

|                                                                                                                                                                                                                                                         |                                                                                                                         |                             |                              |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|-----------------------------|------------------------------|
| <b>4</b> Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....                                                                                                                                     | <input type="checkbox"/> Yes                                                                                            | <input type="checkbox"/> No | <input type="checkbox"/> N/A |
| If the plan is a defined benefit plan, go to line 8.                                                                                                                                                                                                    |                                                                                                                         |                             |                              |
| <b>5</b> 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. |                             |                              |
| <b>6 a</b> Enter the minimum required contribution for this plan year .....                                                                                                                                                                             | <b>6a</b>                                                                                                               |                             |                              |
| <b>b</b> Enter the amount contributed by the employer to the plan for this plan year .....                                                                                                                                                              | <b>6b</b>                                                                                                               |                             |                              |
| <b>c</b> 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).....                                                                                                         | <b>6c</b>                                                                                                               |                             |                              |
| If you completed line 6c, skip lines 8 and 9.                                                                                                                                                                                                           |                                                                                                                         |                             |                              |
| <b>7</b> Will the minimum funding amount reported on line 6c be met by the funding deadline? .....                                                                                                                                                      | <input type="checkbox"/> Yes                                                                                            | <input type="checkbox"/> No | <input type="checkbox"/> N/A |
| <b>8</b> 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?..... | <input type="checkbox"/> Yes                                                                                            | <input type="checkbox"/> No | <input type="checkbox"/> N/A |

|                 |                   |
|-----------------|-------------------|
| <b>Part III</b> | <b>Amendments</b> |
|-----------------|-------------------|

|                                                                                                                                                                                                                                |                                   |                                   |                               |                             |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|
| <b>9</b> 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..... | <input type="checkbox"/> Increase | <input type="checkbox"/> Decrease | <input type="checkbox"/> Both | <input type="checkbox"/> No |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|

|                |                                                                                                                                                   |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part IV</b> | <b>ESOPs</b> (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. |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                              |                              |                             |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|
| <b>10</b> Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....                                                       | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>11 a</b> Does the ESOP hold any preferred stock? .....                                                                                                                                    | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>b</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.) ..... | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>12</b> Does the ESOP hold any stock that is not readily tradable on an established securities market? .....                                                                               | <input type="checkbox"/> Yes | <input type="checkbox"/> 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): \_\_\_\_\_

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

|                                                                          |            |  |
|--------------------------------------------------------------------------|------------|--|
| <b>a</b> The current year .....                                          | <b>14a</b> |  |
| <b>b</b> The plan year immediately preceding the current plan year ..... | <b>14b</b> |  |
| <b>c</b> The second preceding plan year .....                            | <b>14c</b> |  |

- 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:

|                                                                                                       |            |  |
|-------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> The corresponding number for the plan year immediately preceding the current plan year ..... | <b>15a</b> |  |
| <b>b</b> The corresponding number for the second preceding plan year .....                            | <b>15b</b> |  |

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

|                                                                                                                                                                        |            |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> Enter the number of employers who withdrew during the preceding plan year .....                                                                               | <b>16a</b> |  |
| <b>b</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 ..... | <b>16b</b> |  |

- 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): \_\_\_\_\_



**THE BROWER INSURANCE AGENCY  
401(K) PROFIT SHARING PLAN**

**FINANCIAL STATEMENTS  
and SUPPLEMENTARY INFORMATION**

**YEARS ENDED DECEMBER 31, 2009 and 2008**

**THE BROWER INSURANCE AGENCY 401(K) PROFIT SHARING PLAN**  
**YEARS ENDED DECEMBER 31, 2009 and 2008**

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**KENTNER SELLERS | LLP**

To the Participants and Trustees of  
The Brower Insurance Agency 401(k) Profit Sharing Plan

Independent Auditors' Report

We have audited the accompanying statements of net assets available for benefits of The Brower Insurance Agency 401(k) Profit Sharing Plan as of December 31, 2009 and 2008, and the related statement of changes in net assets available for benefits and the supplemental schedule of assets (held at end of year) as of December 31, 2009. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States 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 of The Brower Insurance Agency 401(k) Profit Sharing Plan present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2009 and 2008, and the changes in net assets available for benefits for the year ended December 31, 2009, in conformity with accounting principles generally accepted in the United States of America.

Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets held at end of year 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 information is the responsibility of 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.

*Kentner Sellers, LLP*

KENTNER SELLERS, LLP  
September 23, 2010

**THE BROWER INSURANCE AGENCY 401(K) PROFIT SHARING PLAN**  
**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**  
**DECEMBER 31, 2009 and 2008**

---

|                                          | <u>2009</u>                 | <u>2008</u>                 |
|------------------------------------------|-----------------------------|-----------------------------|
| <b>ASSETS:</b>                           |                             |                             |
| Investments, at Fair Value:              |                             |                             |
| Participant-directed:                    |                             |                             |
| Mutual funds                             | \$ 9,278,977                | \$ 5,937,994                |
| Money market funds                       | 686,944                     | 1,487,321                   |
| Certificates of deposit                  | 297,238                     | 282,401                     |
| Common stocks                            | 2,840,215                   | 2,359,418                   |
| Corporate bonds                          | 425,403                     | 302,623                     |
| U.S. government securities               | 111,943                     | 283,901                     |
| Annuities                                | 134,840                     | 146,962                     |
| Real estate investment trusts            | 18,218                      | 36,295                      |
| Participant loans                        | <u>262,557</u>              | <u>246,926</u>              |
| Total Investments                        | <u>14,056,335</u>           | <u>11,083,841</u>           |
| Receivables:                             |                             |                             |
| Employer contributions                   | 3,924                       | 81,924                      |
| Employee contributions                   | 22,148                      | 41,000                      |
| Other                                    | <u>1,706</u>                | <u>510</u>                  |
| Total Receivables                        | <u>27,778</u>               | <u>123,434</u>              |
| Cash                                     | <u>581</u>                  | <u>344</u>                  |
| <b>LIABILITIES:</b>                      |                             |                             |
| Accounts payable                         | <u>225</u>                  | <u>0</u>                    |
| <b>NET ASSETS AVAILABLE FOR BENEFITS</b> | <u><u>\$ 14,084,469</u></u> | <u><u>\$ 11,207,619</u></u> |

See Notes to Financial Statements.

**THE BROWER INSURANCE AGENCY 401(K) PROFIT SHARING PLAN**  
**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**  
**FOR THE YEAR ENDED DECEMBER 31, 2009**

---

**2009**

**ADDITIONS TO NET ASSETS ATTRIBUTED TO:**

Contributions:

|                        |                  |
|------------------------|------------------|
| Employer               | \$ 586           |
| Employee contributions | 685,153          |
| Employee rollovers     | <u>588,960</u>   |
|                        | <u>1,274,699</u> |

Investment income:

|                                                                          |                  |
|--------------------------------------------------------------------------|------------------|
| Net realized and unrealized appreciation<br>in fair value of investments | 2,198,450        |
| Investment income                                                        | 261,686          |
| Participant loan interest                                                | <u>16,969</u>    |
|                                                                          | <u>2,477,105</u> |

|                 |                  |
|-----------------|------------------|
| Total Additions | <u>3,751,804</u> |
|-----------------|------------------|

**DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:**

|                               |               |
|-------------------------------|---------------|
| Benefits paid to participants | 822,380       |
| Administrative expenses       | <u>52,574</u> |

|                  |                |
|------------------|----------------|
| Total Deductions | <u>874,954</u> |
|------------------|----------------|

|                     |           |
|---------------------|-----------|
| <b>NET INCREASE</b> | 2,876,850 |
|---------------------|-----------|

|                                                                  |                   |
|------------------------------------------------------------------|-------------------|
| <b>NET ASSETS AVAILABLE FOR<br/>BENEFITS - Beginning of Year</b> | <u>11,207,619</u> |
|------------------------------------------------------------------|-------------------|

|                                                            |                            |
|------------------------------------------------------------|----------------------------|
| <b>NET ASSETS AVAILABLE FOR<br/>BENEFITS - End of Year</b> | <u><u>\$14,084,469</u></u> |
|------------------------------------------------------------|----------------------------|

**THE BROWER INSURANCE AGENCY 401(K) PROFIT SHARING PLAN**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2009 and 2008**

---

**NOTE A - DESCRIPTION OF THE PLAN**

The following description of the The Brower Insurance Agency 401(k) Profit Sharing Plan is provided for general information purposes only. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan sponsored by Brower Insurance Agency, LLC, (the Plan Sponsor) and covers all eligible employees. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Eligibility

Those employees who have been employed for a year, have completed 1,000 hours of service and are at least 21 years of age are eligible to become participants in the Plan.

A participant is eligible to participate in the 401(k) elective deferrals as of January 1, April 1, July 1, or October 1 which coincides with or next follows the date eligibility requirements are satisfied. A participant is eligible to receive an allocation of profit sharing contributions as of the first day of the plan year during which the eligibility requirements are met.

Contributions

- (a) *Participant's voluntary salary reductions.* Each year participants may contribute to the Plan a percentage of their compensation which is not to exceed Internal Revenue Service limitations. Participants may choose to make Roth 401(k) contributions or traditional 401(k) contributions.
- (b) *A discretionary profit sharing contribution.* The employer may make annual discretionary contributions to the Plan in an amount determined by the Members of the Plan Sponsor. Profit sharing contributions are allocated to members of Brower Insurance Agency, LLC, based on member compensation and member agreements. Profit sharing contributions allocated to non-members of Brower Insurance Agency, LLC, must be not less than the lesser of five percent of that employee's compensation (as defined) or thirty-three and one-third percent of the highest percentage of compensation allocated to any highly compensated employee. There were no employer discretionary profit sharing contributions for the year ended December 31, 2009.
- (c) *A non-elective contribution.* The Company may elect to make a non-elective contribution. Non-elective contributions are allocated to each qualified participant who is not a highly compensated employee in the proportion that each employee's compensation bears to all such qualified participants' compensation. There were no non-elective contributions for the years ended December 31, 2009 and 2008.

**THE BROWER INSURANCE AGENCY 401(K) PROFIT SHARING PLAN**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2009 and 2008**

---

**NOTE A - DESCRIPTION OF THE PLAN (Continued)**

Participant Accounts

Each participant's account is credited or charged with the following:

- (a) Employee and employer contributions,
- (b) Rollover contributions,
- (c) Plan earnings,
- (d) Forfeitures, and
- (e) Plan expenses.

Participants direct the investment of all funds in their accounts. Each participant is entitled only to the benefit that can be provided from the participant's vested account. Allocations are based on participant earnings or account balances, as defined.

Investment Options

Upon enrollment in the Plan, a participant may direct elective deferrals and any employer contributions in any of several different mutual fund investment options. Any participant having an account balance exceeding \$5,000 may direct the trustees to establish a Segregated and Individually Directed Account in the participant's name. Amounts transferred to the Segregated and Individually Directed Account are invested at the participant's sole discretion.

Vesting

Participants are 100% vested in employee and rollover contributions and employer non-elective contributions. All other employer contributions vest according to the following schedule:

| <u>Years of Service</u> | <u>Non-Forfeitable<br/>Percentage</u> |
|-------------------------|---------------------------------------|
| Less than 3             | 0%                                    |
| 3 or more               | 100%                                  |

**THE BROWER INSURANCE AGENCY 401(K) PROFIT SHARING PLAN**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2009 and 2008**

---

**NOTE A - DESCRIPTION OF THE PLAN (Continued)**

Forfeited Accounts

Forfeitures will be re-allocated following the date on which a terminated participant incurs five consecutive one-year breaks in service or following the date on which a terminated participant receives payment of his vested account balance. The Plan provides for forfeitures to be applied first to restore any amounts attributable to employer contributions related to a break in service; and finally, the remainder, if any, shall be allocated to participants as though it were a Discretionary Profit Sharing Contribution.

Forfeitures totaled \$23,454 and \$8,748 for 2009 and 2008, respectively.

Loans to Participants

The Plan allows participants to apply for and obtain loans, in an amount as defined in the Plan agreement. Generally, loans must be for at least \$750 and may not be for more than the lesser of 50% of the participant's vested account balance or \$50,000 (reduced by outstanding loans in the previous year). All loans must be repaid within five years unless the loan is used to acquire or construct the participant's primary residence. Interest is charged at a rate typical for the lending business at the time of the loan.

Payment of Benefits

Benefits are recorded when paid. Upon termination of service, a participant may elect to receive:

- (a) A lump sum distribution equal to the value of their account;
- (b) Equal installments over a period of not more than the participant's assumed life expectancy.

Amendments

During 2009, the Plan was amended as follows:

- (a) To amend the Plan to allow employees of Aspen Insurance Agency, who have satisfied the Plan's eligibility requirement to become plan participants as of May 1, 2009, and to be credited with Years of Service performed with the Aspen Insurance Agency.
- (b) To amend the Plan to reflect the provisions of the Pension Protection Act of 2006, the Worker, Retiree and Employer Recovery Act, and certain other provisions of applicable law and the applicable regulations that are generally effective after December 31, 2006.

**THE BROWER INSURANCE AGENCY 401(K) PROFIT SHARING PLAN**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2009 and 2008**

---

**NOTE A - DESCRIPTION OF THE PLAN (Continued)**

Amendments (Continued)

During 2008, the Plan was amended as follows:

- (a) To amend the Plan to allow employees of Consolidated Insurance Agency, Inc., who have satisfied the Plan's eligibility requirement to become plan participants as of January 1, 2009, and to be credited with Years of Service performed with the Consolidated Insurance Company, Inc.
- (b) To amend the Plan to allow in-kind rollovers of participant loans from the qualified retirement plan sponsored by The Consolidated Insurance Agency, Inc.
- (c) To amend the Plan's definition of Optional Method of Payment to include a Qualified Joint and Survivor Annuity with a seventy-five percent survivor annuity to those participants that have a spouse on the Annuity Starting Date in order to comply with the Pension Protection Act of 2006.
- (d) To amend the Plan for the final regulations issued under Section 415 of The Internal Revenue Code.

At January 1, 2010, the Plan was restated in its entirety to incorporate all previous amendments.

**NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Basis of Accounting

The Plan prepares its financial statements using the accrual basis of accounting.

**THE BROWER INSURANCE AGENCY 401(K) PROFIT SHARING PLAN**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2009 and 2008**

---

**NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Accounting Pronouncements - SFAS 168

In June 2009, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standard (SFAS) No. 168, The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles - a replacement of FASB Statement No. 162 (FASB ASC 105-10). SFAS 168 replaces all previously issued accounting standards and establishes the FASB Accounting Standards Codification (FASB ASC) as the source of authoritative accounting principles recognized by the FASB to be applied by nongovernmental entities in the preparation of financial statements in conformity with U.S. GAAP. SFAS 168 is effective for all interim and annual periods ending after September 15, 2009. The FASB ASC is not intended to change existing U.S. GAAP. The adoption of this pronouncement will only result in changes to the Company's financial statement disclosure references. As such, the adoption of this pronouncement has no effect on the Company's financial position, result of operations, or cash flows.

In order to facilitate the transition to the FASB ASC, the Company has elected to show all references to U.S. GAAP as usual along with a parenthetical FASB ASC reference.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note E for discussion of fair value measurements.

Purchases and sales of investments are recorded on a trade-date basis (the date the order to buy or sell is executed). Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Use of Estimates

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

**THE BROWER INSURANCE AGENCY 401(K) PROFIT SHARING PLAN**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2009 and 2008**

---

**NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Administrative Fees

Substantially all administrative fees are paid by the Plan. Plan expenses paid by the Plan include fees for trading and investment management and advisory services and for the audit of the Plan. Certain administrative functions are performed by officers or employees of the Plan Sponsor. No such officer or employee receives compensation from the Plan.

**NOTE C - CONCENTRATION OF CREDIT RISK**

The Company maintains cash balances at financial institutions which insures its customer accounts with the Federal Deposit Insurance Corporation (FDIC) up to \$250,000.

At various times during the year, the Company maintained cash balances in its banks in excess of FDIC insurable limits.

**NOTE D - INVESTMENTS**

As of December 31, 2009 and 2008, the following investments that represent 5% or more of the Plan's net assets are separately identified:

|                                            | <u>2009</u>          | <u>2008</u>          |
|--------------------------------------------|----------------------|----------------------|
| Participant Directed Investments:          |                      |                      |
| Investments at Fair Value as Determined by |                      |                      |
| Quoted Market Price:                       |                      |                      |
| American Funds American Balanced Fund      | \$ 1,223,031         | \$ 992,976           |
| American Funds Growth Fund of America      | 1,098,696            | 834,330              |
| All other investments                      | <u>11,472,051</u>    | <u>9,009,609</u>     |
|                                            | 13,793,778           | 10,836,915           |
| Participant loans                          | <u>262,557</u>       | <u>246,926</u>       |
| Total Investments                          | <u>\$ 14,056,335</u> | <u>\$ 11,083,841</u> |

**THE BROWER INSURANCE AGENCY 401(K) PROFIT SHARING PLAN**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2009 and 2008**

---

**NOTE D - INVESTMENTS (Continued)**

**NET APPRECIATION (DEPRECIATION) IN VALUE**

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

|                                                                 | <u>2009</u>                |
|-----------------------------------------------------------------|----------------------------|
| Investments at Fair Value as Determined by Quoted Market Price: |                            |
| Common stocks                                                   | \$ 473,564                 |
| Mutual funds                                                    | 1,989,946                  |
| Real estate investment trusts and other investments             | <u>(265,060)</u>           |
|                                                                 | <u><u>\$ 2,198,450</u></u> |

**NOTE E - FAIR VALUE MEASUREMENTS**

FASB Statement No. 157 (FASB ASC 820-10), Fair Value Measurements, 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 FASB No. 157 (FASB ASC 820-10) are described below:

Level 1

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

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 specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

**THE BROWER INSURANCE AGENCY 401(K) PROFIT SHARING PLAN**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2009 and 2008**

---

**NOTE E - FAIR VALUE MEASUREMENTS (Continued)**

Level 3

Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level with 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. There have been no changes in the methodologies used at December 31, 2009.

*Common stocks, corporate bonds, U.S. government securities, and Real Estate Investment Trusts:* Valued at the closing price reported on the active market on which the individual securities are traded.

*Mutual Funds and Money Market Funds:* Valued at the net asset value (NAV) of shares held by the Plan at year end.

*Certificates of Deposit:* Valued at the cash value of the certificate as of the end of the plan year.

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

*Annuity:* Valued at the present value of future cash payments.

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

**THE BROWER INSURANCE AGENCY 401(K) PROFIT SHARING PLAN**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2009 and 2008**

---

**NOTE E - 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 and 2008, respectively.

| Assets at Fair Value as of December 31, 2009 |                      |             |                   |                      |
|----------------------------------------------|----------------------|-------------|-------------------|----------------------|
|                                              | Level 1              | Level 2     | Level 3           | Total                |
| Mutual funds                                 | \$ 9,278,977         | \$ 0        | \$ 0              | \$ 9,278,977         |
| Certificates of deposit                      | 297,238              | 0           | 0                 | 297,238              |
| Money market funds                           | 686,944              | 0           | 0                 | 686,944              |
| Common stocks                                | 2,840,215            | 0           | 0                 | 2,840,215            |
| Corporate bonds                              | 425,403              | 0           | 0                 | 425,403              |
| U.S. government securities                   | 111,943              | 0           | 0                 | 111,943              |
| Annuities                                    | 0                    | 0           | 134,840           | 134,840              |
| Real estate investment trusts                | 18,218               | 0           | 0                 | 18,218               |
| Participant loans                            | <u>0</u>             | <u>0</u>    | <u>262,557</u>    | <u>262,557</u>       |
|                                              | <u>\$ 13,658,938</u> | <u>\$ 0</u> | <u>\$ 397,397</u> | <u>\$ 14,056,335</u> |

| Assets at Fair Value as of December 31, 2008 |                      |             |                   |                      |
|----------------------------------------------|----------------------|-------------|-------------------|----------------------|
|                                              | Level 1              | Level 2     | Level 3           | Total                |
| Mutual funds                                 | \$ 5,937,994         | \$ 0        | \$ 0              | \$ 5,937,994         |
| Certificates of deposit                      | 282,401              | 0           | 0                 | 282,401              |
| Money market funds                           | 1,487,321            | 0           | 0                 | 1,487,321            |
| Common stocks                                | 2,359,418            | 0           | 0                 | 2,359,418            |
| Corporate bonds                              | 302,623              | 0           | 0                 | 302,623              |
| U.S. government securities                   | 283,901              | 0           | 0                 | 283,901              |
| Annuities                                    | 0                    | 0           | 146,962           | 146,962              |
| Real estate investment trusts                | 36,295               | 0           | 0                 | 36,295               |
| Participant loans                            | <u>0</u>             | <u>0</u>    | <u>246,926</u>    | <u>246,926</u>       |
|                                              | <u>\$ 10,689,953</u> | <u>\$ 0</u> | <u>\$ 393,888</u> | <u>\$ 11,083,841</u> |

**THE BROWER INSURANCE AGENCY 401(K) PROFIT SHARING PLAN**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2009 and 2008**

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**NOTE E - FAIR VALUE MEASUREMENTS (Continued)**

Level 3 Gains and Losses

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

|                                                    | Level 3 Assets    |                   |
|----------------------------------------------------|-------------------|-------------------|
|                                                    | Annuities         | Participant Loans |
| Balance, beginning of year                         | \$ 146,962        | \$ 246,926        |
| Realized gains/(losses)                            | 6,345             | 0                 |
| Purchases, sales, issuances, and settlements (net) | (18,467)          | 15,631            |
| Balance, end of year                               | <u>\$ 134,840</u> | <u>\$ 262,557</u> |

**NOTE F - CERTIFICATES OF DEPOSIT**

Certificates of deposit at December 31, 2009, consist of amounts on deposit at banks or savings and loan associations, with interest rates ranging from 5.05% to 5.15%, with maturities of five years or less. At December 31, 2009, none of these balances are in excess of federally insured limits.

**NOTE G - BENEFITS PAYABLE**

As of December 31, 2009 and 2008, the vested benefit payable to participants terminated prior to year-end was \$654,740 and \$1,129,705, respectively.

**NOTE H - PARTY-IN-INTEREST TRANSACTIONS**

Certain plan investments are shares of money market funds managed by Charles Schwab & Co., Inc., UBS Financial Services, Paine Webber, and Morgan Stanley SmithBarney. Each of these parties are also Plan custodians and, therefore, these transactions qualify as party-in-interest transactions.

Certain plan participants with Segregated and Individually Directed accounts receive investment advice from another participant in the plan. Commissions related to these services, totaling approximately \$16,100 and \$800 for the plan year ended December 31, 2009 and 2008; respectively, were paid directly from the Segregated and Individually Directed accounts to the individual providing the services. These transactions qualify as party-in-interest transactions.

**THE BROWER INSURANCE AGENCY 401(K) PROFIT SHARING PLAN**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2009 and 2008**

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**NOTE I - INCOME TAX STATUS**

The Plan obtained a favorable tax determination letter on July 17, 2003, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. As noted in Note B, the Plan has been restated as of January 1, 2010. The Plan has filed for a new determination letter but as of the date of this report, a determination had not yet been received. However, the Plan Sponsor believes that the Plan was qualified and the related trust was tax-exempt as of the financial statement date. Therefore, no income taxes have been provided for in the financial statements.

**NOTE J - PLAN TERMINATION**

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

**NOTE K - RISKS AND UNCERTAINTIES**

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

**NOTE L - SUBSEQUENT EVENTS**

Subsequent events were evaluated through September 23, 2010, which is the date the financial statements were available to be issued.

**SUPPLEMENTARY  
INFORMATION**

**The Brower Insurance Agency 401(k) Profit Sharing Plan**  
**EIN 31-1453945, PLAN # 002**  
**Form 5500, Schedule H, Part IV, Line 4i**  
**Schedule of Assets (Held at End of Year)**  
**December 31, 2009**

| (a) | (b) Identity of issue, borrower, lessor or similar party   | (c) Description of investment including maturity date, rate of interest, collateral, par or maturity value | (e) Current Value    |
|-----|------------------------------------------------------------|------------------------------------------------------------------------------------------------------------|----------------------|
|     | Federated Auto Cash Mgmt Tr                                | 371,071 shares                                                                                             | \$ 371,071           |
|     | <b>Total Money Market Mutual Funds</b>                     |                                                                                                            | <u>371,071</u>       |
|     | Am Fds American Balanced Fd                                | 75,449 shares                                                                                              | 1,223,031            |
|     | Am Fds Europacific Growth                                  | 14,217 shares                                                                                              | 545,090              |
|     | Am Fds Growth Fd of America                                | 40,201 shares                                                                                              | 1,098,696            |
|     | Am Fds Investment Co. of Amer                              | 20,491 shares                                                                                              | 531,741              |
|     | Am Fds New Perspective Fd                                  | 24,818 shares                                                                                              | 636,346              |
|     | Am Fds Wash Mutual Investors                               | 6,772 shares                                                                                               | 166,869              |
|     | Columbia Small Cap Fd                                      | 37,476 shares                                                                                              | 452,714              |
|     | Delaware Diversified Income                                | 58,897 shares                                                                                              | 548,917              |
|     | Fidelity Adv Freedom 2010 Fd                               | 77 shares                                                                                                  | 816                  |
|     | Fidelity Adv Freedom 2015 Fd                               | 7,304 shares                                                                                               | 76,405               |
|     | Fidelity Adv Freedom 2020 Fd                               | 9,953 shares                                                                                               | 107,494              |
|     | Fidelity Adv Freedom 2025 Fd                               | 33,922 shares                                                                                              | 351,089              |
|     | Fidelity Adv Freedom 2030 Fd                               | 4,414 shares                                                                                               | 47,806               |
|     | Fidelity Adv Freedom 2035 Fd                               | 4,675 shares                                                                                               | 47,728               |
|     | Fidelity Adv Freedom 2040 Fd                               | 21,071 shares                                                                                              | 229,669              |
|     | Fidelity Adv Freedom Income A                              | 1,000 shares                                                                                               | 10,140               |
|     | PIMCO Real Return A                                        | 11,027 shares                                                                                              | 118,983              |
|     | SSGA S&P 500 Index Fund                                    | 8,116 shares                                                                                               | 148,760              |
|     | MFS Value Fund - A                                         | 6,685 shares                                                                                               | 138,851              |
|     | T Rowe Price Growth Stk                                    | 10,397 shares                                                                                              | 286,018              |
|     | Vanguard Mid Cap Index                                     | 16,033 shares                                                                                              | 262,305              |
|     | <b>Total Mutual Funds</b>                                  |                                                                                                            | <u>7,029,468</u>     |
|     | Participant Loans                                          | Maturing 2010 - 2014, interest<br>30 range from 3.25% to 9.25%                                             | 262,557              |
|     | <b>Total Participant Loans</b>                             |                                                                                                            | <u>262,557</u>       |
|     | Segregated and Individually Directed Brokerage Accounts    |                                                                                                            | 5,861,013            |
| *   | Schwab Money Market Fund                                   | 334,246 shares                                                                                             | 334,246              |
| *   | UBS Retirement Money Fund                                  | 50,721 shares                                                                                              | 50,721               |
| *   | Cincinnati Financial Corp.                                 | 5,612 shares                                                                                               | 147,259              |
|     | <b>Total Segregated and Individually Directed Accounts</b> |                                                                                                            | <u>6,393,239</u>     |
|     |                                                            |                                                                                                            | <u>\$ 14,056,335</u> |
| *   | <b>Party-in-interest</b>                                   |                                                                                                            |                      |

Column (d) has been omitted because it is not applicable.

**The Brower Insurance Agency 401(k) Profit Sharing Plan**  
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**December 31, 2009**

| (a) | (b) Identity of issue, borrower, lessor or similar party   | (c) Description of investment including maturity date, rate of interest, collateral, par or maturity value | (e) Current Value    |
|-----|------------------------------------------------------------|------------------------------------------------------------------------------------------------------------|----------------------|
|     | Federated Auto Cash Mgmt Tr                                | 371,071 shares                                                                                             | \$ 371,071           |
|     | <b>Total Money Market Mutual Funds</b>                     |                                                                                                            | <u>371,071</u>       |
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|     | Am Fds Growth Fd of America                                | 40,201 shares                                                                                              | 1,098,696            |
|     | Am Fds Investment Co. of Amer                              | 20,491 shares                                                                                              | 531,741              |
|     | Am Fds New Perspective Fd                                  | 24,818 shares                                                                                              | 636,346              |
|     | Am Fds Wash Mutual Investors                               | 6,772 shares                                                                                               | 166,869              |
|     | Columbia Small Cap Fd                                      | 37,476 shares                                                                                              | 452,714              |
|     | Delaware Diversified Income                                | 58,897 shares                                                                                              | 548,917              |
|     | Fidelity Adv Freedom 2010 Fd                               | 77 shares                                                                                                  | 816                  |
|     | Fidelity Adv Freedom 2015 Fd                               | 7,304 shares                                                                                               | 76,405               |
|     | Fidelity Adv Freedom 2020 Fd                               | 9,953 shares                                                                                               | 107,494              |
|     | Fidelity Adv Freedom 2025 Fd                               | 33,922 shares                                                                                              | 351,089              |
|     | Fidelity Adv Freedom 2030 Fd                               | 4,414 shares                                                                                               | 47,806               |
|     | Fidelity Adv Freedom 2035 Fd                               | 4,675 shares                                                                                               | 47,728               |
|     | Fidelity Adv Freedom 2040 Fd                               | 21,071 shares                                                                                              | 229,669              |
|     | Fidelity Adv Freedom Income A                              | 1,000 shares                                                                                               | 10,140               |
|     | PIMCO Real Return A                                        | 11,027 shares                                                                                              | 118,983              |
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|     | MFS Value Fund - A                                         | 6,685 shares                                                                                               | 138,851              |
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|     | <b>Total Mutual Funds</b>                                  |                                                                                                            | <u>7,029,468</u>     |
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|     | <b>Total Segregated and Individually Directed Accounts</b> |                                                                                                            | <u>6,393,239</u>     |
|     |                                                            |                                                                                                            | <u>\$ 14,056,335</u> |
| *   | <b>Party-in-interest</b>                                   |                                                                                                            |                      |

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