Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
D.E. SHAW & CO. 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1990

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
D.E. SHAW & CO., L.P.

1166 AVENUE OF THE AMERICAS
5TH FLOOR
NEW YORK, NY 10036

2b Employer Identification Number (EIN)
13-3695715

2c Sponsor's telephone number
212-478-0000

2d Business code (see instructions)
523900

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2010	ELLEN M. ANTHONY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with incorrect/unrecognized electronic signature.	10/14/2010	ELIOT GOLDBERG
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

D.E. SHAW & CO., L.P.

1166 AVENUE OF THE AMERICAS
5TH FLOOR
NEW YORK, NY 10036

3b Administrator's EIN: 13-3695715

3c Administrator's telephone number: 212-478-0000

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	1154
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	836
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	242
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1078
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	1078
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	982
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	65
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

2E 2F 2G 2J 2K 3D 3F 3H

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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

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

A Name of plan
D.E. SHAW & CO. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
D.E. SHAW & CO., L.P.

D Employer Identification Number (EIN)
13-3695715

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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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)

THE VANGUARD GROUP, INC.

23-1945930

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 52	NONE	945	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

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

A Name of plan
D.E. SHAW & CO. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
D.E. SHAW & CO., L.P.

D Employer Identification Number (EIN)
13-3695715

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	295434	161571
(2) Participant contributions	1b(2)	214058	11
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	452174	525899
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	47215147	76301912
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	48176813	76989393
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	48176813	76989393

Part II Income and Expense Statement

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

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	4686283	
	(B) Participants	2a(1)(B)	10407100	
	(C) Others (including rollovers)	2a(1)(C)	480184	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		15573567
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	32577	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		32577
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1499822	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		1499822
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		14364521
c Other income	2c		1098
d Total income. Add all **income** amounts in column (b) and enter total	2d		31471585
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2656186	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		2656186
f Corrective distributions (see instructions)	2f		1325
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	1494	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		1494
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2659005
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		28812580
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: ERNST & YOUNG, LLP (2) EIN: 34-6565596

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		100000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

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

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

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

SCHEDULE R
(Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

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

A Name of plan
D.E. SHAW & CO. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
D.E. SHAW & CO., L.P.

D Employer Identification Number (EIN)
13-3695715

Part I Distributions

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

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

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

EIN(s): 23-2186884

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Ernst & Young LLP
5 Times Square
New York, New York 10036-6530
Tel: 212 773 3000

Report of Independent Auditors

To D. E. Shaw & Co., L.P.:

We were engaged to audit the accompanying statement of net assets available for benefits of the D. E. Shaw & Co. 401(k) Plan as of December 31, 2009 and 2008, the related statement of changes in net assets available for benefits for the year ended December 31, 2009 and the supplemental schedule of assets (held at end of year) as of December 31, 2009. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 3, which was certified by Vanguard Fiduciary Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2009 and 2008, and for the year ended December 31, 2009, that the information provided to the plan administrator by the trustee is complete and accurate.

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

Ernst & Young LLP

September 28, 2010

A member firm of Ernst & Young Global Limited

Ernst & Young

D. E. Shaw & Co. 401(k) Plan (EIN: 13-3695715 PN: 001)

Financial Statements and Supplemental Schedule

December 31, 2009 and 2008 and Year Ended December 31, 2009

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Ernst & Young LLP
5 Times Square
New York, New York 10036-6530
Tel: 212 773 3000

Report of Independent Auditors

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

Ernst & Young LLP

September 28, 2010

A member firm of Ernst & Young Global Limited

Statements of Net Assets Available for Benefits

December 31, 2009 and 2008

	December 31, 2009	*2008*
Mutual fund investments at fair value	$ 76,301,912	$ 47,215,147
Employee contributions receivable	11	214,058
Employer contributions receivable	161,571	295,434
Loans to participants	525,899	452,174
Net Assets Available for Benefits	**$ 76,989,393**	**$ 48,176,813**

The accompanying notes are an integral part of these statements.

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2009

Additions		
Net appreciation in fair value of mutual fund investments	$	14,364,521
Employees' contributions		10,405,775
Employers' contributions, net of forfeitures		4,687,381
Rollover contributions		480,184
Dividend income		1,499,822
Loan interest		32,577
Total Additions		**31,470,260**
Deductions		
Distributions and withdrawals		2,657,680
Total Deductions		**2,657,680**
Net Increase		**28,812,580**
Net Assets Available for Benefits:		
Beginning of Year		**48,176,813**
End of Year	**$**	**76,989,393**

The accompanying notes are an integral part of this statement.

Notes to Financial Statements

December 31, 2009 and 2008

1. Description of the Plan

The following description of the D. E. Shaw & Co. 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

a. General

The Plan, which became effective January 1, 1990, is a defined contribution plan which covers all eligible employees or partners of D. E. Shaw & Co., L.P.; D. E. Shaw Research, LLC; D. E. Shaw & Co., Inc.; D. E. Shaw & Co. II, Inc.; D. E. Shaw & Co., L.L.C.; D. E. Shaw Technology Development, LLC; D. E. Shaw & Co. (U.K.), Ltd.; D. E. Shaw Global Services, L.L.C.; and Attenuon, LLC (together the "Plan Companies") who are age twenty-one or older. There is no service requirement to join the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). An employee or partner is eligible to enter the Plan upon meeting the age requirement; once the employee or partner elects to enter the Plan, the election is effective the following pay period. D. E. Shaw & Co., L.P. (the "Administrator" and the "Plan Sponsor") is both the administrator and the sponsor of the Plan.

b. Contributions

Participants can contribute up to 60% of their compensation, as defined, to the Plan. Participant contributions were limited to $16,500 in 2009. Participants who have attained age 50 before the end of the Plan year were eligible to make catch-up contributions of $5,500. A participant may, with consent of the Administrator, make a rollover contribution from a previously qualified plan. The Plan Companies contribute up to 50% of pre-tax or after-tax compensation that a participant contributes to the Plan. Such matching contribution is limited to the lesser of (i) 50% of the participant's contribution or (ii) 6% of such participant's pre-tax compensation for the plan year in 2009. As of December 31, 2009 and 2008, aggregate contributions receivable were approximately $162,000 and $509,000, respectively.

1. Description of the Plan (Continued)

c. Vesting

Participants are always fully vested in their employee contributions and the respective investment income, and gains (losses) thereon. Matching contributions to participants' accounts under the Plan are vested ratably in four 25% installments over four years. If a participant's employment with the Plan Companies terminates and the participant is less than 100% vested, he or she will forfeit the non-vested portion.

d. Forfeitures

For the year ended December 31, 2009, employer contributions were reduced by approximately $212,000 from forfeitures applied. At December 31, 2009, approximately $198,000 was available to reduce future employer contributions or Plan-related administrative expenses.

e. Participant Accounts

Each participant's account is credited (debited) with the participant's and the employers' contributions and the respective investment gains (losses) thereon. Allocations of income and gains (losses) are based on participant account balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

f. Trusteeship

The trustee and Plan recordkeeper is Vanguard Fiduciary Trust Company ("Vanguard"). The Plan's investments are held by the trustee under a trust agreement.

g. Investment Options

Participants may direct employer and employee contributions in any of twenty-five investment options, listed below, each of which invests in shares of a registered investment company. Participants can invest in funds in increments of 1%. Participants may change their designation of investment options on a daily basis.

1. Description of the Plan (Continued)

g. Investment Options (Continued)

Investment securities in which a registered investment company invests are exposed to various risks such as interest rate, market, and credit risks. Due to the level of the 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 the participants' account balances and the amounts reported in the statements of net assets available for benefits.

- *Vanguard Prime Money Market Fund:* Seeks to provide current income while maintaining liquidity by investing in high quality, short-term money market instruments.
- *Vanguard Total Bond Market Index Fund:* Seeks to track the performance of the Barclays Capital U.S. Aggregate Float Adjusted Bond Index by investing in a wide spectrum of public, investment-grade, taxable, fixed-income securities, and mortgage-backed and asset-backed securities.
- *Vanguard REIT Index Fund:* Seeks to provide a high level of income and moderate long-term capital appreciation by tracking the performance of Morgan Stanley Capital International ("MSCI") U.S. REIT Index through investments in stocks issued by equity REITs.
- *Vanguard Value Index Fund Investor Shares:* Seeks to track the performance of MSCI U.S. Prime Market Value Index that measures the investment return of large-capitalization value stocks by investing primarily in stocks of large U.S. companies.
- *Long-Term Investment Funds:* These funds seek high total return by investing in a diversified combination stocks and bonds with an asset allocation strategy designed to become more conservative as the participants retirement date nears. Each of the following funds is targeted to investors expected to retire around the year indicated in the fund name:
  - *Vanguard Target Retirement Income*
  - *Vanguard Target Retirement 2005 Fund*
  - *Vanguard Target Retirement 2010 Fund*
  - *Vanguard Target Retirement 2015 Fund*
  - *Vanguard Target Retirement 2020 Fund*
  - *Vanguard Target Retirement 2025 Fund*

1. Description of the Plan (Continued)

g. Investment Options (Continued)

- *Vanguard Target Retirement 2030 Fund*
- *Vanguard Target Retirement 2035 Fund*
- *Vanguard Target Retirement 2040 Fund*
- *Vanguard Target Retirement 2045 Fund*
- *Vanguard Target Retirement 2050 Fund*

- *Vanguard 500 Index Fund Investor Shares:* Seeks to track the performance of the Standard & Poor's 500 Index by investing in large-capitalization stocks in U.S. companies that make up the index.
- *Vanguard Growth Index Fund Investor Shares*: Seeks to track the performance of the MSCI U.S. Prime Market Growth Index that measures the investment return of large-capitalization growth stocks by investing primarily in stocks of large U.S. companies.
- *Vanguard Mid-Cap Value Index Fund Investor Shares*: Seeks to track the performance of the MSCI U.S. Mid-Cap Value Index that measures the investment return of value stocks of mid-sized U.S. companies.
- *Vanguard Mid-Cap Growth Index Fund Investor Shares*: Seeks to track the performance of the MSCI U.S. Mid-Cap Growth Index that measures the investment return of growth stocks of mid-sized U.S. companies.
- *Vanguard Mid-Cap Index Fund*: Seeks to track the performance of the MSCI U.S. Mid-Cap 450 Index that measures the investment return of a diversified index of stocks of medium-sized U.S. companies.
- *Vanguard Small-Cap Growth Index Fund*: Seeks to track the performance of the MSCI U.S. Small-Cap Growth Index that measures the investment return of a diversified index of growth stocks of smaller U.S. companies.
- *Vanguard Small-Cap Value Index Fund*: Seeks to track the performance of the MSCI U.S. Small-Cap Value Index that measures the investment return of a diversified index of value stocks of smaller U.S. companies.
- *Vanguard Small-Cap Index Fund Investor Shares*: Seeks to track the performance of the MSCI U.S. Small-Cap 1750 Index that measures the investment return of a diversified index of stocks of smaller U.S. companies.

1. Description of the Plan (Continued)

g. Investment Options (Continued)

- *Vanguard Balanced Index Fund Investor Shares*: With 60% of its assets, the fund seeks to track the performance of the MSCI U.S. Broad Market Index, which represents 99.5% or more of the total market capitalization of all publicly-traded U.S. common stocks, by investing in the largest 1,200-1,300 stocks in the MSCI U.S. Broad Market Index. With the remaining 40% of assets, the fund seeks to track the performance of the Barclays Capital U.S. Aggregate Float Adjusted Bond Index, by investing in a wide spectrum of public, investment-grade, taxable, fixed-income U.S. securities, as well as mortgage-backed and asset-backed securities.
- *Vanguard Total International Stock Index Fund:* Seeks to track the performance of the MSCI EAFE + Emerging Markets Index by investing in a weighted blend of the stocks in the MSCI Europe Index, MSCI Pacific Index, and MSCI Emerging Markets Index.

h. Participant Loans

Generally, participants may borrow from their participant accounts a minimum of $1,000 and a maximum which cannot exceed the lesser of $50,000 or 50% of their vested account balance. Loan terms cannot exceed five years unless the loan is for the purchase of the participant's principal residence, in which case the loan terms can extend to ten years. The loans are secured by the balance in the participant's account and bear interest at the prime lending rate in effect on the day the loan is approved, plus 1%. Principal and interest are paid ratably through payroll deductions. There were twenty-eight loans outstanding on December 31, 2009 and twenty-three loans outstanding on December 31, 2008.

i. Payment of Benefits

On termination of service due to disability, retirement, or other termination of employment, a participant may make an affirmative distribution election to receive a lump sum distribution equal to the vested value of the participant's account. In the event of death, the participant's beneficiary will receive the distribution.

1. Description of the Plan (Continued)

i. Payment of Benefits (Continued)

If a participant's vested account balance is less than $1,000 on termination of service, and after receiving all required notices, the participant does not make an affirmative distribution election, the participant will receive a lump-sum distribution as soon as practicable after the participant's termination of employment.

If a participant's vested account balance is more than $1,000 and less than $5,000 on termination of service, and after receiving all required notices, the participant does not make an affirmative distribution election, the distribution will be automatically rolled over by the Plan to an individual retirement account ("IRA") with Vanguard as soon as practicable after the participant's termination of service. If a participant's vested account balance is more than $5,000 on termination of service, and after receiving all required notices, the participant does not make an affirmative distribution election, the participant's funds will be left in the Plan until the participant makes an affirmative distribution election.

Upon attaining age 59 1/2, a participant may request a withdrawal of all or a portion of his or her vested account balance once a year.

A participant who suffers a financial hardship may request a withdrawal of all or a portion of the compensation deferral contributions made on his or her behalf under the Plan. A financial hardship as defined by the Plan is limited to 1) expenses related to tuition for the participant or dependents of the participant; 2) expenses related to the purchase of a principal residence; 3) medical expenses; or 4) expenses related to the need to prevent eviction from a principal residence.

The participant must have obtained all loans and withdrawals available under the Plan before a hardship withdrawal is approved. A participant who takes a hardship withdrawal is not eligible to contribute to the Plan for 6 months following the withdrawal.

j. Expenses

Expenses associated with the administration of the Plan are paid for by the Plan Sponsor, as permitted by the terms of the Plan.

2. Summary of Accounting Policies

a. Basis of Presentation

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

In July 2009, the Financial Accounting Standards Board ("FASB") issued accounting guidance to establish the FASB Accounting Standards Codification ("FASB ASC") as the source of authoritative U.S. generally accepted accounting principles ("U.S. GAAP"). The FASB ASC does not change U.S. GAAP, but provides a reorganization of U.S. GAAP designed to simplify access to all authoritative literature in a topically organized structure.

b. Management Estimates and Assumptions

The Plan's financial statements are prepared in accordance with U.S. GAAP, which require management to use its judgment in making certain estimates. Such estimates may differ from the amounts ultimately realized due to uncertainties inherent in any such process, and the differences may be material.

c. Investments

The Plan determines the fair value of its assets and liabilities based on the fair value hierarchy established in FASB ASC 820 ("Fair Value Measurements," formerly Statement of Financial Accounting Standards No. 157, Fair Value Measurements), which requires the Plan to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. Observable inputs are inputs that market participants would use in pricing the asset or liability developed based on market data obtained from sources independent of the Plan. Unobservable inputs are inputs that reflect the Plan's assumptions about the information market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. The hierarchy gives the highest priority to unadjusted quoted market 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 Fair Value Measurements are described below:

2. Summary of Accounting Policies (Continued)

c. Investments (Continued)

Level 1—Financial instruments with quoted market prices (unadjusted) in active markets for identical assets or liabilities.

Level 2—Financial instruments with observable inputs other than Level 1 prices such as quoted market prices for similar assets or liabilities; quoted market prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3—Financial instruments with unobservable inputs that are supported by little or no market activity and that are significant to the determination of the fair value of the assets or liabilities.

The shares of registered investment companies are valued at the last reported net asset value on the last business day of the Plan year. Purchases and sales of securities are recorded on a trade date basis. The cost of securities sold is based on average cost. Loans are valued at their outstanding balance amount which approximates fair value.

Investment gains or losses are credited (charged) to participant accounts daily. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Benefits are recorded when paid.

d. Recent Accounting Pronouncements

The Plan adopted amended accounting principles related to accounting for uncertainty in income taxes ("FASB ASC 740-10," formerly FIN 48). The effect of uncertain tax positions is reflected in the Plan's financial statements. The Plan measures such tax positions against the more-likely-than-not threshold, based on whether those positions would be expected to be sustained if examined by the relevant tax authority. With respect to the tax positions that do not meet the more-likely-than-not threshold, the Plan records a corresponding liability (unrecognized tax benefit) in the financial statements. The adoption of FASB ASC 740-10 did not have a material impact on the financial statements. While there can be no assurances that the taxing authority in any jurisdiction will agree with the tax positions adopted, the Plan

2. Summary of Accounting Policies (Continued)

d. Recent Accounting Pronouncements (Continued)

does not expect that any additional assessments would be material to its financial position.

In January 2010, the FASB issued Accounting Standards Update No. 2010-06 ("ASU No. 2010-06"), Fair Value Measurements and Disclosures (Topic 820) - Improving Disclosures about Fair Value Measurements. ASU No. 2010-06 provides amended disclosure requirements related to Fair Value Measurements. ASU No. 2010-06 is effective for financial statements issued for reporting periods beginning after December 15, 2009 for certain disclosures and for reporting periods beginning after December 15, 2010 for other disclosures. Other than the additional disclosures concerning Fair Value Measurements, the adoption of ASU No. 2010-06 is not expected to have a material effect on the Plan's financial statements.

3. Investments

Mutual fund investments, on the statements of net assets available for benefits, and net appreciation in fair value of mutual fund investments, on the statement of changes in net assets available for benefits, have been certified by the trustee as complete and accurate. During the year ended December 31, 2009, the Plan's investments, including gains and losses on investments bought and sold, as well as held during the year, appreciated in value by $14,364,521. The fair values of individual investments comprising the Plan's investments as of December 31, 2009 are as follows:

	December 31, 2009
Vanguard Total International Stock Index Fund	$ 13,898,074
Vanguard 500 Index Fund Investor Shares	13,685,370
Vanguard Total Bond Market Index Fund	8,898,423
Vanguard Prime Money Market Fund	6,646,090
Vanguard Mid-Cap Value Index Fund Investor Shares	5,236,301
Vanguard Small-Cap Growth Index Fund	4,394,760
Vanguard Mid-Cap Growth Index Fund Investor Shares	4,368,892
Vanguard Growth Index Fund Investor Shares	2,942,372
Vanguard REIT Index Fund	2,779,897
Vanguard Target Retirement 2040 Fund	2,166,026
Vanguard Target Retirement 2035 Fund	1,845,090
Vanguard Target Retirement 2030 Fund	1,587,501
Vanguard Value Index Fund Investor Shares	1,460,827
Vanguard Target Retirement 2050 Fund	914,195
Vanguard Mid-Cap Index Fund	878,365
Vanguard Small-Cap Index Fund Investor Shares	790,441
Vanguard Target Retirement 2045 Fund	682,614
Vanguard Balanced Index Fund Investor Shares	680,085
Vanguard Target Retirement 2025 Fund	599,378
Vanguard Target Retirement 2020 Fund	553,458
Vanguard Small-Cap Value Index Fund	368,572
Vanguard Target Retirement Income	361,588
Vanguard Target Retirement 2015 Fund	354,339
Vanguard Target Retirement 2010 Fund	171,853
Vanguard Target Retirement 2005 Fund	37,401
Total Investments	**$ 76,301,912**

3. Investments (Continued)

The fair values of individual investments comprising the Plan's investments as of December 31, 2008 were as follows:

	December 31, 2008
Vanguard 500 Index Fund Investor Shares	$ 8,803,922
Vanguard Total International Stock Index Fund	7,925,445
Vanguard Total Bond Market Index Fund	6,565,786
Vanguard Prime Money Market Fund	5,682,322
Vanguard Mid-Cap Value Index Fund Investor Shares	3,400,698
Vanguard Mid-Cap Growth Index Fund Investor Shares	2,460,766
Vanguard Small-Cap Growth Index Fund	2,382,732
Vanguard Growth Index Fund Investor Shares	1,641,571
Vanguard REIT Index Fund	1,444,398
Vanguard Target Retirement 2035 Fund	1,184,659
Vanguard Target Retirement 2040 Fund	992,278
Vanguard Target Retirement 2030 Fund	915,530
Vanguard Value Index Fund Investor Shares	832,562
Vanguard Target Retirement 2050 Fund	424,394
Vanguard Target Retirement 2020 Fund	349,377
Vanguard Small-Cap Index Fund Investor Shares	348,569
Vanguard Target Retirement 2025 Fund	340,584
Vanguard Mid-Cap Index Fund	310,571
Vanguard Target Retirement 2045 Fund	302,826
Vanguard Balanced Index Fund Investor Shares	280,234
Vanguard Target Retirement Income	194,174
Vanguard Small-Cap Value Index Fund	181,448
Vanguard Target Retirement 2010 Fund	116,362
Vanguard Target Retirement 2015 Fund	100,366
Vanguard Target Retirement 2005 Fund	33,573
Total Investments	**$ 47,215,147**

4. Related Party Transactions

At December 31, 2009 and 2008, the Plan investments were shares of registered investment companies managed by Vanguard. Vanguard is trustee of the Plan and, therefore, these transactions qualified as party-in-interest transactions. Fees paid by the Plan to Vanguard amounted to approximately $1,500 for the year ended December 31, 2009.

5. Plan Termination

Although they have not expressed any intent to do so, the Plan Companies have the right under the Plan to discontinue their contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts, including the matching contribution by the Plan Companies.

6. Income Tax Status

The underlying non-standardized prototype plan has received an opinion letter from the Internal Revenue Service (IRS) dated March 31, 2008 stating that the form of the Plan is qualified under Section 401(a) of the Internal Revenue Code ("Code"), and therefore, the related trust is tax exempt. In accordance with Revenue Procedures 2008-6 and 2005-16, the Plan Sponsor has determined that it is eligible to and has chosen to rely on the current IRS prototype plan opinion letter. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

7. Fair Value Measurements

The Plan's assets recorded at fair value have been categorized based upon a fair value hierarchy in accordance with Fair Value Measurements as previously discussed in Note 2.

7. Fair Value Measurements (Continued)

The following fair value hierarchy table presents information about the Plan's financial instruments measured at fair value as of December 31, 2009:

Table 1a.

	Level 1	*Level 2*	*Level 3*	*Total*
Assets				
Mutual funds	$76,301,912	$ –	$ –	$76,301,912
Loans to participants	–	–	525,899	525,899
Total assets at fair value	$76,301,912	$ –	$525,899	$76,827,811

The following fair value hierarchy table presents information about the Plan's financial instruments measured at fair value as of December 31, 2008:

Table 1b.

	Level 1	*Level 2*	*Level 3*	*Total*
Assets				
Mutual funds	$47,215,147	$ –	$ –	$47,215,147
Loans to participants	–	–	452,174	452,174
Total assets at fair value	$47,215,147	$ –	$452,174	$47,667,321

7. Fair Value Measurements (Continued)

Level 3 Rollforward

Table 2 presents additional information about the Level 3 assets during 2009.

Table 2.

	Loans to participants
Beginning Balance	$452,174
Total Gains/(Losses)	
Change in Unrealized	–
Realized	–
Net Issuances/(Settlements)	73,725
Net Transfers In/(Out)	–
Ending Balance	**$525,899**

Table 3 presents additional information about the Level 3 assets during 2008.

Table 3.

	Loans to participants
Beginning Balance	$370,159
Total Gains/(Losses)	
Change in Unrealized	–
Realized	–
Net Issuances/(Settlements)	82,015
Net Transfers In/(Out)	–
Ending Balance	**$452,174**

8. Information Certified by the Trustees

The following information included in the financial statements and supplemental schedule have been certified by the trustee, Vanguard, in accordance with 29 CFR 2520.103-8 of the Department of Labor's rules and regulations for reporting and disclosure under the Employee Retirement Income Security Act of 1974:

- Investments as of December 31, 2009 and 2008
- Investment income for the year ended December 31, 2009
- Schedule of Assets (Held at End of Year) as of December 31, 2009

9. Subsequent Event

The Plan has evaluated events subsequent to year-end through September 28, 2010, the date the Plan's financial statements were available to be issued.

Effective June 25, 2010, D. E. Shaw Global Services, L.L.C. entity name was changed to D. E. Shaw International Operations, L.L.C. Additionally, effective May 1, 2010, eligible employees of D. E. Shaw Staff, L.L.C. were permitted to be covered under the Plan.

Supplemental Schedule

Schedule of Assets Held for Investment Purposes
Schedule H, Line 4i

December 31, 2009

Description of Mutual Fund Investments	*Shares or Units*		*Fair Value*
Vanguard Total International Stock Index Fund	964,474	$	13,898,074
Vanguard 500 Index Fund Investor Shares	133,295		13,685,370
Vanguard Total Bond Market Index Fund	859,751		8,898,423
Vanguard Prime Money Market Fund	6,646,090		6,646,090
Vanguard Mid-Cap Value Index Fund Investor Shares	300,075		5,236,301
Vanguard Small-Cap Growth Index Fund	261,127		4,394,760
Vanguard Mid-Cap Growth Index Fund Investor Shares	229,338		4,368,892
Vanguard Growth Index Fund Investor Shares	107,700		2,942,372
Vanguard REIT Index Fund	187,325		2,779,897
Vanguard Target Retirement 2040 Fund	113,702		2,166,026
Vanguard Target Retirement 2035 Fund	158,786		1,845,090
Vanguard Target Retirement 2030 Fund	82,211		1,587,501
Vanguard Value Index Fund Investor Shares	78,413		1,460,827
Vanguard Target Retirement 2050 Fund	47,839		914,195
Vanguard Mid-Cap Index Fund	53,690		878,365
Vanguard Small-Cap Index Fund Investor Shares	28,754		790,441
Vanguard Target Retirement 2045 Fund	56,790		682,614
Vanguard Balanced Index Fund Investor Shares	35,147		680,085
Vanguard Target Retirement 2025 Fund	52,949		599,378
Vanguard Target Retirement 2020 Fund	27,728		553,458
Vanguard Small-Cap Value Index Fund	28,221		368,572
Vanguard Target Retirement Income	34,144		361,588
Vanguard Target Retirement 2015 Fund	31,330		354,339
Vanguard Target Retirement 2010 Fund	8,375		171,853
Vanguard Target Retirement 2005 Fund	3,406		37,401
Total Mutual Fund Investments *(see Notes below)*			**76,301,912**
Loans to Participants (interest rates ranging from 4.25% to 9.25%, maturity dates ranging from March 2010 to August 2019)			**525,899**
Total Mutual Fund Investments and Loans to Participants		**$**	**76,827,811**

Notes:

1. The mutual fund investments above qualify as party-in-interest transactions.

2. Cost information is not required because mutual fund investments are participant directed.

Schedule of Assets Held for Investment Purposes
Schedule H, Line 4i

December 31, 2009

Description of Mutual Fund Investments	*Shares or Units*		*Fair Value*
Vanguard Total International Stock Index Fund	964,474	$	13,898,074
Vanguard 500 Index Fund Investor Shares	133,295		13,685,370
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Total Mutual Fund Investments *(see Notes below)*			**76,301,912**
Loans to Participants (interest rates ranging from 4.25% to 9.25%, maturity dates ranging from March 2010 to August 2019)			**525,899**
Total Mutual Fund Investments and Loans to Participants		**$**	**76,827,811**

Notes:

1. The mutual fund investments above qualify as party-in-interest transactions.

2. Cost information is not required because mutual fund investments are participant directed.