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:
- [ ] Form 5558;
- [ ] automatic extension;
- [X] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
THIRTY FIFTEEN EMPLOYEE STOCK OWNERSHIP PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1994

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
THE BERKLEY GROUP INC.

3015 NORTH OCEAN BLVD, #121
FT. LAUDERDALE, FL 33308

2b Employer Identification Number (EIN)
59-2170299

2c Sponsor's telephone number
954-563-2444

2d Business code (see instructions)
531390

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.	12/20/2010	MARC LANDAU
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

3015 NORTH OCEAN BLVD, #121
FT. LAUDERDALE, FL 33308

3b Administrator's EIN
59-2170299

3c Administrator's telephone number
954-563-2444

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**	4441
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**	2301
b	Retired or separated participants receiving benefits	**6b**	237
c	Other retired or separated participants entitled to future benefits	**6c**	827
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	3365
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	13
f	Total. Add lines **6d** and **6e**	**6f**	3378
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	3378
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	889
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:
2C 2I 2P 2Q 3H 3I

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)		**C** (Service Provider Information)
(5)		**D** (DFE/Participating Plan Information)
(6)		**G** (Financial Transaction Schedules)

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
THIRTY FIFTEEN EMPLOYEE STOCK OWNERSHIP PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
THE BERKLEY GROUP INC.

D Employer Identification Number (EIN)
59-2170299

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	35057	367866
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	115290	16798
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)		
(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)		
(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)	198365510	241202530
	(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	198515857	241587194
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h	2295	351009
i	Acquisition indebtedness	1i	53198680	47480673
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	53200975	47831682
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	145314882	193755512

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)	17814987	
	(B) Participants	2a(1)(B)		
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		17814987
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)		
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		0
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

			(a) Amount	(b) Total
2b	(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)	42837019	
	(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		42837019
	(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)		
c	Other income	2c		
d	Total income. Add all **income** amounts in column (b) and enter total	2d		60652006
	Expenses			
e	Benefit payment and payments to provide benefits:			
	(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	9831539	
	(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)		9831539
f	Corrective distributions (see instructions)	2f		
g	Certain deemed distributions of participant loans (see instructions)	2g		
h	Interest expense	2h		2379752
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)	85	
	(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		85
j	Total expenses. Add all **expense** amounts in column (b) and enter total	2j		12211376
	Net Income and Reconciliation			
k	Net income (loss). Subtract line 2j from line 2d	2k		48440630
l	Transfers of assets:			
	(1) To this plan	2l(1)		
	(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: HANTZMON WEIBEL LLP **(2)** EIN: 54-0618213

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		1300000
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			

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
THIRTY FIFTEEN EMPLOYEE STOCK OWNERSHIP PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
THE BERKLEY GROUP INC.

D Employer Identification Number (EIN)
59-2170299

Part I Distributions

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

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

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

EIN(s): 65-0508509

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** 10935641

b Enter the amount contributed by the employer to the plan for this plan year **6b** 17814987

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** -6879346

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):

THIRTY FIFTEEN EMPLOYEE STOCK OWNERSHIP PLAN

FORT LAUDERDALE, FLORIDA

FINANCIAL REPORT
YEAR ENDED DECEMBER 31, 2009

THIRTY FIFTEEN EMPLOYEE
STOCK OWNERSHIP PLAN

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REPORT OF INDEPENDENT AUDITORS

To the Trustees of
Thirty Fifteen Employee
Stock Ownership Plan
Ft. Lauderdale, Florida

We have audited the accompanying statements of net assets available for benefits of THIRTY FIFTEEN EMPLOYEE STOCK OWNERSHIP PLAN as of December 31, 2009 and 2008, and the related statement of changes in net assets available for benefits for the year ended 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 present fairly, in all material respects, the net assets available for benefits of THIRTY FIFTEEN EMPLOYEE STOCK OWNERSHIP 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 conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplementary information 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. The supplementary information has been subjected to the auditing procedures applied in the audit 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.

Hantzmon Wiebel LLP

Charlottesville, Virginia
October 14, 2010

THIRTY FIFTEEN
EMPLOYEE STOCK OWNERSHIP PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2009 AND 2008

	2009			2008		
	ALLOCATED	UNALLOCATED	TOTAL	ALLOCATED	UNALLOCATED	TOTAL
ASSETS						
Investment in employer common stock at estimated fair value	$198,480,071	$ 42,722,459	$241,202,530	$158,207,397	$ 40,158,113	$198,365,510
Other receivable	16,798	....	16,798	115,290	....	115,290
Cash	367,866	....	367,866	35,057	....	35,057
Total assets	198,864,735	42,722,459	241,587,194	158,357,744	40,158,113	198,515,857
LIABILITIES						
Loans payable	....	47,480,673	47,480,673	....	53,198,680	53,198,680
Other payable	351,009	....	351,009	2,295	....	2,295
Total liabilities	351,009	47,480,673	47,831,682	2,295	53,198,680	53,200,975
NET ASSETS AVAILABLE (DEFICIT) FOR BENEFITS	$198,513,726	($ 4,758,214)	$193,755,512	$158,355,449	($ 13,040,567)	$145,314,882

(The accompanying notes are an integral part of these financial statements)

THIRTY FIFTEEN
EMPLOYEE STOCK OWNERSHIP PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2009

	ALLOCATED	UNALLOCATED	TOTAL
ADDITIONS			
Employer contributions	$ 9,833,296	$ 7,981,691	$ 17,814,987
Allocation of employer shares of common stock, at estimated fair value (33,438 shares)	6,107,797	....	6,107,797
Other additions	....	116,069	116,069
Net unrealized appreciation in fair value of employer stock	34,164,878	8,672,142	42,837,020
Total additions	50,105,971	16,769,902	66,875,873
DEDUCTIONS			
Interest expense	....	2,379,752	2,379,752
Distribution to participants	9,831,539	....	9,831,539
Allocation of employer shares of common stock, at estimated fair value	....	6,107,797	6,107,797
Other deductions	116,155	....	116,155
Total deductions	9,947,694	8,487,549	18,435,243
NET INCREASE IN NET ASSETS AVAILABLE (DEFICIT) FOR BENEFITS	40,158,277	8,282,353	48,440,630
NET ASSETS AVAILABLE (DEFICIT) FOR BENEFITS			
Beginning of year	158,355,449	(13,040,567)	145,314,882
End of year	$198,513,726	($ 4,758,214)	$193,755,512

(The accompanying notes are an integral part of these financial statements)

THIRTY FIFTEEN
EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

DESCRIPTION OF THE PLAN

The following brief description of the Thirty Fifteen Employee Stock Ownership Plan ("the Plan") is provided for general information purposes only. Participants should refer to the Plan document and Plan amendments for complete information.

The Berkley Group, Inc. ("the Company") established the Plan effective as of January 1, 1994. Effective as of January 1, 1999, the Plan is a combination stock bonus plan and money purchase plan. The purpose of the Plan is to invest in Company stock to increase the financial security of employees and to provide retirement benefits for them.

The Plan, since its inception, has been designed to comply with Sections 401(a), 409, and 4975(e)(7) and the regulations thereunder of the Internal Revenue Code of 1986, as amended (Code), and is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). The Plan is administered by the Trustees of the Plan comprised of certain principal members of management of the Company.

The Plan periodically purchases common stock from an individual shareholder using the proceeds of borrowings from the Company and the shareholder and holds the stock in a trust established under the Plan. The borrowings are to be repaid by fully deductible Company contributions to the trust fund. As the Plan makes each payment of principal and interest, an appropriate percentage of stock will be allocated to eligible employees' accounts in accordance with applicable regulations under the Code.

The borrowings are collateralized by the unallocated shares of stock. The lenders have no rights against shares once they are allocated under the Plan. Accordingly, the financial statements of the Plan as of December 31, 2009 and 2008, and for the year ended December 31, 2009, present separately the assets and liabilities and changes therein pertaining to:

(a) the accounts of employees with rights in allocated stock (Allocated); and
(b) stock not yet allocated to employees (Unallocated).

Eligibility

An employee becomes a participant in the Plan upon completing one hour of service. All employees on January 1, 1994, the effective date of the Plan, became participants. An employee remains a participant until retirement, death, or termination of employment.

NOTES TO FINANCIAL STATEMENTS--(Cont'd)

DESCRIPTION OF THE PLAN--(Cont'd)

Payment of Benefits

No distributions will be made from the Plan until a participant retires, dies (in which case, payment shall be made to his or her beneficiary or, if none, his or her legal representatives), has a permanent disability, or otherwise terminates employment with the Company. If an employee terminates service prior to the full vesting of his account, his non-vested account balance is forfeited unless he or she is reemployed by the end of five years from the date of his or her termination. Distributions are generally made in a lump sum payment of cash at the then fair market value of the stock; however, where the assets of the Plan are invested in Company stock, distributions may, at the discretion of the Company, be made under several different options as described in the Plan.

Voting Rights

Each participant is entitled to exercise voting rights attributable to the shares allocated to his or her account and is notified by the Trustee prior to the time that such rights are to be exercised. The Trustee is not permitted to vote any share for which instructions have not been given by a participant. The Trustee is required, however, to vote any unallocated shares on behalf of the collective best interest of plan participants and beneficiaries.

Plan Termination

The Company reserves the right to amend or terminate the Plan and the Trust Agreement (in whole or in part) at any time by action of the Board of Directors. Upon such termination of the Plan, the interest of each participant in the trust fund will be distributed to such participant or his or her beneficiary at the time prescribed by the Plan terms and the Code.

Participant Accounts

The Plan is a defined contribution plan under which a separate individual account is established for each participant. Each participant's account is credited as of the last day of each Plan year with an allocation of shares of the Company's stock released by the Trustee from the unallocated account, forfeitures of terminated participants' non-vested amounts, employer contributions, and Plan earnings. Common stock shares, non-vested forfeited amounts, and employer contribution allocations are based on a participant's eligible compensation, relative to total eligible compensation. Plan earnings are allocated to each participant's account based on a ratio of the participant's beginning-of-the-year account balance to all participants' beginning-of-the-year account balances.

NOTES TO FINANCIAL STATEMENTS--(Cont'd)

DESCRIPTION OF THE PLAN--(Cont'd)

Vesting

If a participant's employment with the Company ends for any reason other than retirement, permanent disability, or death, he or she will vest in the balances in his or her account based on total years of service with the Company. Participants are 100% vested after seven years of service.

Put Option

Under Federal income tax regulations, the employer stock that is held by the Plan and its participants and is not readily tradable on an established market, or is subject to trading limitations, includes a put option. The put option is a right to demand that the Company buy any shares of its stock distributed to participants for which there is no market. The put price is representative of the fair market value of the stock. The Company can pay for the purchase over a period of five years as set forth in the Plan. The purpose of the put option is to ensure that the participant has the ability to ultimately obtain cash.

Diversification

Diversification is offered to participants close to retirement so that they may have the opportunity to move part of the value of their investment in Company stock into investments which are more diversified. Participants who are at least 55 years of age with at least 10 years of participation in the Plan may elect to diversify a portion of their account. Participants should refer to the Plan Agreement for more complete information. For the year ended December 31, 2009, diversified amounts distributed were $2,647,785 under this provision. Subsequent to the year ended December 31, 2009, the Plan distributed $1,588,078 under this provision.

Forfeitures

The non-vested portion of the account balance of a terminated employee with a vested balance exceeding $5,000 remains in that individual's account for a period of five years following the end of the year of termination. If, after those five years, the individual is not re-employed, the non-vested amounts are forfeited and reallocated to active participants.

The non-vested portion of the account balance of a terminated employee with a vested balance below $5,000 remains in that individual's account for a period of one year following the end of the year of termination. If, after that year, the individual is not re-employed, the non-vested amounts are forfeited and reallocated to active participants.

NOTES TO FINANCIAL STATEMENTS--(Cont'd)

DESCRIPTION OF THE PLAN--(Cont'd)

Forfeitures--(Cont'd)

The non-vested portion of account balances of terminated employees without any vested interest is forfeited and reallocated to active participants at the close of the year of termination based on relative compensation.

During the year ended December 31, 2009, cash forfeitures amounted to $2,214,602 and 21,188 shares of Company stock were forfeited from the accounts of terminated participants. These forfeitures were first used to restore the previously forfeited balances of participants rehired during the plan year and to make prior year adjustments.

All forfeited accounts have been reallocated to active participants in accordance with Plan provisions.

Subsequent Events

The Plan has evaluated subsequent events through October 14, 2010, the date the financial statements were available to be issued.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates. Significant estimates include the fair value of the employer common stock.

Investment Valuation

The common shares of the Company are valued at estimated fair value on December 31, 2009 and 2008. Fair value is determined by annual independent appraisals. See the **FAIR VALUE MEASUREMENTS** note for further discussion of fair value measurements.

Operating Expenses

All expenses of maintaining the Plan are paid by the Company.

NOTES TO FINANCIAL STATEMENTS--(Cont'd)

CASH

The Plan maintains a cash balance in the form of a checking account. Non-insured amounts are subject to risk of loss.

TAX STATUS

The Plan obtained its latest determination letter on April 16, 2002, 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. The Plan has been amended since receiving the determination letter. However, the Plan Administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, they believe that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

In 2009, the Plan adopted accounting guidance regarding the recognition, measurement, presentation, and disclosure of uncertain tax positions in the financial statements. Tax positions taken or expected to be taken in the course of preparing the Plan's Annual Return/Report of Employee Benefit Plan, including the position that the Plan qualifies as a qualified exempt plan, are required to be evaluated to determine whether the tax positions are "more-likely-than-not" to be upheld under regulatory review. The adoption of this new guidance did not have a material impact on the Plan's financial statements. The Plan does not have any uncertain tax positions at December 31, 2009, which require disclosure or accrual.

ADMINISTRATION OF PLAN ASSETS

The Plan's assets, which consist principally of the Company's common shares, are held by the Trustee of the Plan.

Company contributions are held and managed by the Trustee, which invests cash received and interest and dividend income, and makes distributions to participants. The Trustee also administers the payment of interest and principal on the loans, which is reimbursed by the Trustee through contributions as determined by the Company.

Certain administrative functions are performed by officers or employees of the Company or its subsidiaries. No such officer or employee received compensation from the Plan. Any administrative expenses for the Trustee's fees are paid directly by the Company.

NOTES TO FINANCIAL STATEMENTS--(Cont'd)

INVESTMENT IN STOCK

The Plan's investment in Company common shares at December 31 is as follows:

	2009		2008	
	ALLOCATED	UNALLOCATED	ALLOCATED	UNALLOCATED
Number of shares	1,086,609	233,891	1,053,171	267,329
Cost	$ 62,743,366	$38,075,246	$ 57,323,981	$ 43,494,631
Estimated fair value	$198,480,071	$42,722,459	$158,207,397	$ 40,158,113

FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, provides the 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 are described as follows:

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 market 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.

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

NOTES TO FINANCIAL STATEMENTS--(Cont'd)

FAIR VALUE MEASUREMENTS--(Cont'd)

The asset's or liability's fair value measurement level within the fair value hierarchy is based upon 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 as of December 31, 2009 and 2008.

Company stock is appraised by an independent evaluation consultant and is consistent with industry standards and guidelines. This appraisal was based upon a combination of the market and income valuation techniques consistent with prior years. The appraiser took into account historical and projected cash flow and net income and market comparables.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2009:

	LEVEL 1	LEVEL 2	LEVEL 3	TOTAL
Company stock	$ 0	$ 0	$241,202,530	$241,202,530
Total assets at fair value	$ 0	$ 0	$241,202,530	$241,202,530

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2008:

	LEVEL 1	LEVEL 2	LEVEL 3	TOTAL
Company stock	$ 0	$ 0	$198,365,510	$198,365,510
Total assets at fair value	$ 0	$ 0	$198,365,510	$198,365,510

NOTES TO FINANCIAL STATEMENTS--(Cont'd)

FAIR VALUE MEASUREMENTS--(Cont'd)

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

	COMPANY STOCK
Balance, beginning of the year	$198,365,510
Net unrealized appreciation	42,837,020
Balance, end of year	$241,202,530
The amount of total gains or losses for the period included in changes in net assets attributable to the change in unrealized gains or losses relating to assets still held at the reporting date	$ 42,837,020

Gains and losses (realized and unrealized) included in changes in net assets for the period above are reported in net appreciation in fair value of company stock in the Statement of Changes in Net Assets Available for Benefits.

LOANS PAYABLE

At December 31, loans payable consisted of the following:

TERM NOTES	2009	2008
In 2003, the Plan entered into a $50,956,239 term loan agreement with the selling shareholder. The proceeds of the loan were used to purchase employer common stock. Unallocated shares are collateral for the loan. Through March 2005, the loan called for interest only payments. On June 30, 2005, an amended and restated agreement, effective April 1, 2005, provided for quarterly installments of $500,000 of principal plus interest at prime plus 1.5%. Effective July 1, 2008, the note was assigned from the selling shareholder to the parent company. The note with the parent company states a fixed annual interest rate of 4.6% to be computed on a 360-day year based on the actual number of days outstanding. Fixed payments of principal in the amount of $1,085,129 plus outstanding interest are payable on the last day of September, December, March, and June of each year. Any unpaid principal and interest is due on June 30, 2018	$37,180,881	$ 41,521,398

NOTES TO FINANCIAL STATEMENTS--(Cont'd)

LOANS PAYABLE--(Cont'd)

TERM NOTES--(Cont'd)	2009	2008
On July 25, 2006, the Plan entered into a $6,275,850 term loan agreement with the parent company. The proceeds were used to repay the remaining indebtedness of a loan dated December 31, 2001. The agreement provides for principal payments in the amount of $149,425 plus interest at an annual rate of 4.6% on the outstanding balance to be made in equal quarterly installments on the last day of March, June, September, and December of each year, which began on September 30, 2006, and will end on December 31, 2016.....	$ 4,141,941	$ 4,739,641
On July 25, 2006, the Plan entered into a $8,943,805 term loan agreement with the parent company. The proceeds were used to repay the remaining indebtedness of a loan dated January 2, 2003. The agreement provides for principal payments in the amount of $194,948 plus interest at an annual rate of 4.6% on the outstanding balance to be made in equal quarterly installments on the last day of March, June, September, and December of each year, which began on September 30, 2006, and will end in December 2017	6,157,851	6,937,641
Total	$47,480,673	$53,198,680

Maturities of the principal balances of the term notes payable over the next five years and thereafter are as follows:

2010	$ 5,718,007
2011	5,718,007
2012	5,718,007
2013	5,718,007
2014	5,718,007
Thereafter	18,890,638
	$47,480,673

EMPLOYER CONTRIBUTIONS

The Company is obligated to make contributions in cash to the Plan which, when aggregated with the Plan's earnings, equal the amount necessary to enable the Plan to make its regularly scheduled payments of principal and interest due on its term loans. At a minimum, the Company contributes an amount equal to 10% of all participants' eligible compensation for the Plan year. Also, the Board of Directors may, at its discretion, contribute an amount to the Plan in either Company stock or cash.

NOTES TO FINANCIAL STATEMENTS--(Cont'd)

EMPLOYER CONTRIBUTIONS--(Cont'd)

The Employer's ESOP contribution for any Plan year shall not exceed the maximum amount deductible under Code Section 404. During the plan year ended December 31, 2009, the Company contributed $17,814,987, of which $7,981,691 was applied to principal payments and interest payments, and $9,833,296 was contributed in cash. The Money Purchase contribution was $10,935,641, and the Stock Bonus contribution was $6,879,346.

PARTY-IN-INTEREST TRANSACTIONS

Plan investments are shares of The Berkley Group, Inc. common stock. The Berkley Group, Inc. is the Plan Sponsor, and therefore, these transactions qualify as party-in-interest transactions.

RISKS AND UNCERTAINTIES

The Plan invests in the Company's stock. Due to the level of risk associated with this investment, it is reasonably possible that changes in the value of the stock will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

SUBSEQUENT EVENT

Effective January 1, 2010, the Company changed its Plan Administrator and Custodian from Blue Ridge ESOP Associates to Crowe Horwath LLP ("Crowe").

SUPPLEMENTARY SCHEDULE

Financial Schedules

Attach to Schedule H

2009

For calendar plan year 2009

Name of Plan Sponsor as shown on line 2a of Form 5500 The Berkley Group, Inc.

Employer identification number **59-2170299**

Name of Plan Thirty Fifteen Employee Stock Ownership Plan

Three-digit Plan Number **001**

Schedule of Assets (Held at End of Year) --- See Schedule H, Item 4i.

(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	(d) Cost	(e) Current Value
*	The Berkley Group, Inc.	1,320,500 shares of common stock	100,818,612	241,202,530

Financial Schedules

Attach to Schedule H

2009

For calendar plan year 2009

Name of Plan Sponsor as shown on line 2a of Form 5500 The Berkley Group, Inc.

Employer identification number **59-2170299**

Name of Plan Thirty Fifteen Employee Stock Ownership Plan

Three-digit Plan Number **001**

Schedule of Assets (Held at End of Year) --- See Schedule H, Item 4i.

(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	(d) Cost	(e) Current Value
*	The Berkley Group, Inc.	1,320,500 shares of common stock	100,818,612	241,202,530

Attachment to Form 5500 - 2009
Box D - DVFC FILING

EMPLOYER/PLAN SPONSOR:	The Berkley Group, Inc.
E.I.N.:	59-2170299
PLAN NAME:	Thirty Fifteen Employee Stock Ownership Plan
PLAN NUMBER:	001
PLAN YEAR ENDING:	December 31, 2009

Explanation:

It is our intention to participate in the Delinquent Filer Voluntary Compliance Program due to late filing of Forms 5500 for Thirty Fifteen Employee Stock Ownership Plan for the plan year ended December 31, 2009.

A copy of the original and amended Forms 5500, without schedules or attachments, and a check for $830 payable to the U.S. Department of Labor has been sent to the DVFC Program address in Charlotte, NC.