

|                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                                                         |
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| <b>Form 5500</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security<br>Administration<br><br>Pension Benefit Guaranty Corporation | <b>Annual Return/Report of Employee Benefit Plan</b><br><br>This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).<br><br><p style="text-align: center;">▶ <b>Complete all entries in accordance with the instructions to the Form 5500.</b></p> | OMB Nos. 1210-0110<br>1210-0089<br><br><b>2010</b><br><br><b>This Form is Open to Public Inspection</b> |
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| <b>Part I</b>                                                                                            | <b>Annual Report Identification Information</b>                                                                                                                                                                                           |
| For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>12/31/2010</u> |                                                                                                                                                                                                                                           |
| <b>A</b> This return/report is for:                                                                      | <input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or<br><input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____                         |
| <b>B</b> This return/report is:                                                                          | <input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report;<br><input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months). |
| <b>C</b> If the plan is a collectively-bargained plan, check here. . . . .                               | <input type="checkbox"/>                                                                                                                                                                                                                  |
| <b>D</b> Check box if filing under:                                                                      | <input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program;<br><input type="checkbox"/> special extension (enter description)                                 |

|                                                                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                          |            |                                                       |  |                                                                     |  |                                                             |  |                                                             |  |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|------------|-------------------------------------------------------|--|---------------------------------------------------------------------|--|-------------------------------------------------------------|--|-------------------------------------------------------------|--|
| <b>Part II</b>                                                                                                                                                                                                                                                                                                            | <b>Basic Plan Information</b> —enter all requested information                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                          |            |                                                       |  |                                                                     |  |                                                             |  |                                                             |  |
| <b>1a</b> Name of plan<br><u>OMG RETIREMENT SAVINGS PLAN</u><br><br><b>2a</b> Plan sponsor's name and address (employer, if for a single-employer plan)<br>(Address should include room or suite no.)<br><u>OMG AMERICAS, INC.</u><br><br><u>127 PUBLIC SQUARE</u><br><u>1500 KEY TOWER</u><br><u>CLEVELAND, OH 44114</u> | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;"><b>1b</b> Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2"><b>1c</b> Effective date of plan<br/><u>12/31/1950</u></td> </tr> <tr> <td colspan="2"><b>2b</b> Employer Identification Number (EIN)<br/><u>34-1604066</u></td> </tr> <tr> <td colspan="2"><b>2c</b> Sponsor's telephone number<br/><u>216-781-0083</u></td> </tr> <tr> <td colspan="2"><b>2d</b> Business code (see instructions)<br/><u>325100</u></td> </tr> </table> | <b>1b</b> Three-digit plan number (PN) ▶ | <u>001</u> | <b>1c</b> Effective date of plan<br><u>12/31/1950</u> |  | <b>2b</b> Employer Identification Number (EIN)<br><u>34-1604066</u> |  | <b>2c</b> Sponsor's telephone number<br><u>216-781-0083</u> |  | <b>2d</b> Business code (see instructions)<br><u>325100</u> |  |
| <b>1b</b> Three-digit plan number (PN) ▶                                                                                                                                                                                                                                                                                  | <u>001</u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                          |            |                                                       |  |                                                                     |  |                                                             |  |                                                             |  |
| <b>1c</b> Effective date of plan<br><u>12/31/1950</u>                                                                                                                                                                                                                                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                          |            |                                                       |  |                                                                     |  |                                                             |  |                                                             |  |
| <b>2b</b> Employer Identification Number (EIN)<br><u>34-1604066</u>                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                          |            |                                                       |  |                                                                     |  |                                                             |  |                                                             |  |
| <b>2c</b> Sponsor's telephone number<br><u>216-781-0083</u>                                                                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                          |            |                                                       |  |                                                                     |  |                                                             |  |                                                             |  |
| <b>2d</b> Business code (see instructions)<br><u>325100</u>                                                                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                          |            |                                                       |  |                                                                     |  |                                                             |  |                                                             |  |

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

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

|                  |                                                   |            |                                                              |
|------------------|---------------------------------------------------|------------|--------------------------------------------------------------|
| <b>SIGN HERE</b> | Filed with authorized/valid electronic signature. | 10/12/2011 | JANICE SCHACHT                                               |
|                  | Signature of plan administrator                   | Date       | Enter name of individual signing as plan administrator       |
| <b>SIGN HERE</b> | Filed with authorized/valid electronic signature. | 10/12/2011 | KEITH FEICKS                                                 |
|                  | Signature of employer/plan sponsor                | Date       | Enter name of individual signing as employer or plan sponsor |
| <b>SIGN HERE</b> |                                                   |            |                                                              |
|                  | Signature of DFE                                  | Date       | Enter name of individual signing as DFE                      |

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

Form 5500 (2010)  
v.092307.1

|                                                                                                                                                                                 |                                                                                                               |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|
| <b>3a</b> Plan administrator's name and address (if same as plan sponsor, enter "Same")<br>OMG AMERICAS, INC.<br><br>127 PUBLIC SQUARE<br>1500 KEY TOWER<br>CLEVELAND, OH 44114 | <b>3b</b> Administrator's EIN<br>34-1604066<br><br><b>3c</b> Administrator's telephone number<br>216-781-0083 |
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|                                                                                                                                                                                                                       |                                   |
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| <b>4</b> If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:<br><br><b>a</b> Sponsor's name | <b>4b</b> EIN<br><br><b>4c</b> PN |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|

  

|                                                                         |          |     |
|-------------------------------------------------------------------------|----------|-----|
| <b>5</b> Total number of participants at the beginning of the plan year | <b>5</b> | 441 |
|-------------------------------------------------------------------------|----------|-----|

  

|                                                                                                                                                        |           |     |
|--------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-----|
| <b>6</b> Number of participants as of the end of the plan year (welfare plans complete only lines <b>6a</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ). |           |     |
| <b>a</b> Active participants.....                                                                                                                      | <b>6a</b> | 323 |
| <b>b</b> Retired or separated participants receiving benefits.....                                                                                     | <b>6b</b> | 0   |
| <b>c</b> Other retired or separated participants entitled to future benefits.....                                                                      | <b>6c</b> | 102 |
| <b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....                                                                               | <b>6d</b> | 425 |
| <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....                                              | <b>6e</b> | 0   |
| <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....                                                                                                | <b>6f</b> | 425 |
| <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....         | <b>6g</b> | 422 |
| <b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....             | <b>6h</b> | 0   |

  

|                                                                                                                                      |          |  |
|--------------------------------------------------------------------------------------------------------------------------------------|----------|--|
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) ..... | <b>7</b> |  |
|--------------------------------------------------------------------------------------------------------------------------------------|----------|--|

  

**8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:  
 2E 2F 2G 2J 2K 2T 3D 2R

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

|                                                                                                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                               |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>9a</b> Plan funding arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor | <b>9b</b> Plan benefit arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

  

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

|                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>a Pension Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>R</b> (Retirement Plan Information)<br>(2) <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary<br><br>(3) <input type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary | <b>b General Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>H</b> (Financial Information)<br>(2) <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan)<br>(3) <input type="checkbox"/> <b>A</b> (Insurance Information)<br>(4) <input checked="" type="checkbox"/> <b>C</b> (Service Provider Information)<br>(5) <input checked="" type="checkbox"/> <b>D</b> (DFE/Participating Plan Information)<br>(6) <input type="checkbox"/> <b>G</b> (Financial Transaction Schedules) |
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|                                                                                                                                                                                                                           |                                                                                                                                                                                                                        |                                                |
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| <b>SCHEDULE C</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Service Provider Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110                              |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                        | <b>2010</b>                                    |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                        | <b>This Form is Open to Public Inspection.</b> |
| For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010                                                                                                                                |                                                                                                                                                                                                                        |                                                |
| <b>A</b> Name of plan<br>OMG RETIREMENT SAVINGS PLAN                                                                                                                                                                      | <b>B</b> Three-digit plan number (PN) ▶                                                                                                                                                                                | 001                                            |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                        |                                                |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br>OMG AMERICAS, INC.                                                                                                                                       | <b>D</b> Employer Identification Number (EIN)<br>34-1604066                                                                                                                                                            |                                                |

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

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

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

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

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

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

CHARLES SCHWAB & CO. INC. AND AFFIL

94-1737782

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

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

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

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

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

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

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

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

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**(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)

UBS FINANCIAL SERVICES

13-2638166

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 27 50                         | NONE                                                                                                     | 65195                                                                         | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                         | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                              |                                                                                                                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                            |

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

CHARLES SCHWAB & CO. INC

94-1737782

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 33 50 59 62 71                | NONE                                                                                                     | 1882                                                                          | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                         | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                                                   | 0                                                                                                                                                                                      | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                 |

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

CHARLES SCHWAB BANK

42-1558009

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 49 50 52 25 62 59             | NONE                                                                                                     | 55                                                                            | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                         | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                                                   | 0                                                                                                                                                                                      | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                 |

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

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

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

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

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

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

**Part I Service Provider Information (continued)**

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

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| CHARLES SCHWAB & CO AND AFFILIATES                      | 59                                      | 0                                         |

| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| SEE ATTACHMENT<br><br>11-1111111                                    | SEE ATTACHMENT                                                                                                                                                     |

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

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

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

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

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

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

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

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

|                    |                                                                                                    |
|--------------------|----------------------------------------------------------------------------------------------------|
| <b>a</b> Name:     | <b>b</b> EIN:                                                                                      |
| <b>c</b> Position: |                                                                                                    |
| <b>d</b> Address:  | <b>e</b> Telephone:<br><div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div> |

Explanation:

|                    |                                                                                                    |
|--------------------|----------------------------------------------------------------------------------------------------|
| <b>a</b> Name:     | <b>b</b> EIN:                                                                                      |
| <b>c</b> Position: |                                                                                                    |
| <b>d</b> Address:  | <b>e</b> Telephone:<br><div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div> |

Explanation:

|                    |                                                                                                    |
|--------------------|----------------------------------------------------------------------------------------------------|
| <b>a</b> Name:     | <b>b</b> EIN:                                                                                      |
| <b>c</b> Position: |                                                                                                    |
| <b>d</b> Address:  | <b>e</b> Telephone:<br><div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div> |

Explanation:

|                    |                                                                                                    |
|--------------------|----------------------------------------------------------------------------------------------------|
| <b>a</b> Name:     | <b>b</b> EIN;                                                                                      |
| <b>c</b> Position: |                                                                                                    |
| <b>d</b> Address:  | <b>e</b> Telephone:<br><div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div> |

Explanation:

|                    |                                                                                                    |
|--------------------|----------------------------------------------------------------------------------------------------|
| <b>a</b> Name:     | <b>b</b> EIN;                                                                                      |
| <b>c</b> Position: |                                                                                                    |
| <b>d</b> Address:  | <b>e</b> Telephone:<br><div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div> |

Explanation:

|                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                                                                                              |                                                                                                                                                                 |               |                                                                                                                                                                                  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>SCHEDULE D</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small>                                                                                                              | <b>DFE/Participating Plan Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br><br><b>► File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><div style="text-align: center; font-size: 1.2em; font-weight: bold;">2010</div><br><br><b>This Form is Open to Public Inspection.</b> |               |                                                                                                                                                                                  |
| For calendar plan year 2010 or fiscal plan year beginning <span style="color: blue;">01/01/2010</span> and ending <span style="color: blue;">12/31/2010</span>                                                                                                                                                             |                                                                                                                                                                                                                              |                                                                                                                                                                 |               |                                                                                                                                                                                  |
| <b>A</b> Name of plan<br><span style="color: blue;">OMG RETIREMENT SAVINGS PLAN</span>                                                                                                                                                                                                                                     |                                                                                                                                                                                                                              | <b>B</b> Three-digit plan number (PN) <span style="float: right;">►</span> <span style="color: blue;">001</span>                                                |               |                                                                                                                                                                                  |
| <b>C</b> Plan or DFE sponsor's name as shown on line 2a of Form 5500<br><span style="color: blue;">OMG AMERICAS, INC.</span>                                                                                                                                                                                               |                                                                                                                                                                                                                              | <b>D</b> Employer Identification Number (EIN)<br><span style="color: blue;">34-1604066</span>                                                                   |               |                                                                                                                                                                                  |
| <table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:10%;"><b>Part I</b></td> <td><b>Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)</b><br/>(Complete as many entries as needed to report all interests in DFEs)</td> </tr> </table> |                                                                                                                                                                                                                              |                                                                                                                                                                 | <b>Part I</b> | <b>Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)</b><br>(Complete as many entries as needed to report all interests in DFEs) |
| <b>Part I</b>                                                                                                                                                                                                                                                                                                              | <b>Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)</b><br>(Complete as many entries as needed to report all interests in DFEs)                                             |                                                                                                                                                                 |               |                                                                                                                                                                                  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <span style="color: blue;">SCHWAB STABLE VALUE FUND</span>                                                                                                                                                                                                                  |                                                                                                                                                                                                                              |                                                                                                                                                                 |               |                                                                                                                                                                                  |
| <b>b</b> Name of sponsor of entity listed in (a): <span style="color: blue;">CHARLES SCHWAB BANK</span>                                                                                                                                                                                                                    |                                                                                                                                                                                                                              |                                                                                                                                                                 |               |                                                                                                                                                                                  |
| <b>c</b> EIN-PN <span style="color: blue;">81-0625180-001</span>                                                                                                                                                                                                                                                           | <b>d</b> Entity code <span style="color: blue;">C</span>                                                                                                                                                                     | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="float: right; color: blue;">5501882</span>     |               |                                                                                                                                                                                  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <span style="color: blue;">SCHWAB MANAGED RETIREMENT 2010</span>                                                                                                                                                                                                            |                                                                                                                                                                                                                              |                                                                                                                                                                 |               |                                                                                                                                                                                  |
| <b>b</b> Name of sponsor of entity listed in (a): <span style="color: blue;">CHARLES SCHWAB BANK</span>                                                                                                                                                                                                                    |                                                                                                                                                                                                                              |                                                                                                                                                                 |               |                                                                                                                                                                                  |
| <b>c</b> EIN-PN <span style="color: blue;">81-0625169-001</span>                                                                                                                                                                                                                                                           | <b>d</b> Entity code <span style="color: blue;">C</span>                                                                                                                                                                     | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="float: right; color: blue;">2002768</span>     |               |                                                                                                                                                                                  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <span style="color: blue;">SCHWAB MANAGED RETIREMENT 2020</span>                                                                                                                                                                                                            |                                                                                                                                                                                                                              |                                                                                                                                                                 |               |                                                                                                                                                                                  |
| <b>b</b> Name of sponsor of entity listed in (a): <span style="color: blue;">CHARLES SCHWAB BANK</span>                                                                                                                                                                                                                    |                                                                                                                                                                                                                              |                                                                                                                                                                 |               |                                                                                                                                                                                  |
| <b>c</b> EIN-PN <span style="color: blue;">81-0625169-002</span>                                                                                                                                                                                                                                                           | <b>d</b> Entity code <span style="color: blue;">C</span>                                                                                                                                                                     | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="float: right; color: blue;">5616647</span>     |               |                                                                                                                                                                                  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <span style="color: blue;">SCHWAB MANAGED RETIREMENT 2030</span>                                                                                                                                                                                                            |                                                                                                                                                                                                                              |                                                                                                                                                                 |               |                                                                                                                                                                                  |
| <b>b</b> Name of sponsor of entity listed in (a): <span style="color: blue;">CHARLES SCHWAB BANK</span>                                                                                                                                                                                                                    |                                                                                                                                                                                                                              |                                                                                                                                                                 |               |                                                                                                                                                                                  |
| <b>c</b> EIN-PN <span style="color: blue;">81-0625169-003</span>                                                                                                                                                                                                                                                           | <b>d</b> Entity code <span style="color: blue;">C</span>                                                                                                                                                                     | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="float: right; color: blue;">4503166</span>     |               |                                                                                                                                                                                  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <span style="color: blue;">SCHWAB MANAGED RETIREMENT 2040</span>                                                                                                                                                                                                            |                                                                                                                                                                                                                              |                                                                                                                                                                 |               |                                                                                                                                                                                  |
| <b>b</b> Name of sponsor of entity listed in (a): <span style="color: blue;">CHARLES SCHWAB BANK</span>                                                                                                                                                                                                                    |                                                                                                                                                                                                                              |                                                                                                                                                                 |               |                                                                                                                                                                                  |
| <b>c</b> EIN-PN <span style="color: blue;">81-0625169-004</span>                                                                                                                                                                                                                                                           | <b>d</b> Entity code <span style="color: blue;">C</span>                                                                                                                                                                     | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="float: right; color: blue;">1984582</span>     |               |                                                                                                                                                                                  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <span style="color: blue;">SCHWAB MANAGED RETIREMENT INC</span>                                                                                                                                                                                                             |                                                                                                                                                                                                                              |                                                                                                                                                                 |               |                                                                                                                                                                                  |
| <b>b</b> Name of sponsor of entity listed in (a): <span style="color: blue;">CHARLES SCHWAB BANK</span>                                                                                                                                                                                                                    |                                                                                                                                                                                                                              |                                                                                                                                                                 |               |                                                                                                                                                                                  |
| <b>c</b> EIN-PN <span style="color: blue;">81-0625169-005</span>                                                                                                                                                                                                                                                           | <b>d</b> Entity code <span style="color: blue;">C</span>                                                                                                                                                                     | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="float: right; color: blue;">99794</span>       |               |                                                                                                                                                                                  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <span style="color: blue;">SCHWAB INST LC VAL TRUST CL R</span>                                                                                                                                                                                                             |                                                                                                                                                                                                                              |                                                                                                                                                                 |               |                                                                                                                                                                                  |
| <b>b</b> Name of sponsor of entity listed in (a): <span style="color: blue;">CHARLES SCHWAB BANK</span>                                                                                                                                                                                                                    |                                                                                                                                                                                                                              |                                                                                                                                                                 |               |                                                                                                                                                                                  |
| <b>c</b> EIN-PN <span style="color: blue;">81-0625170-001</span>                                                                                                                                                                                                                                                           | <b>d</b> Entity code <span style="color: blue;">C</span>                                                                                                                                                                     | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="float: right; color: blue;">449313</span>      |               |                                                                                                                                                                                  |

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

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

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

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

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                              |                                               |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|
| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Financial Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).<br><br><b>► File as an attachment to Form 5500.</b> | OMB No. 1210-0110                             |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                              | <b>2010</b>                                   |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                              | <b>This Form is Open to Public Inspection</b> |

|                                                                                                          |                                                                        |            |
|----------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------|
| For calendar plan year 2010 or fiscal plan year beginning <b>01/01/2010</b> and ending <b>12/31/2010</b> |                                                                        |            |
| <b>A</b> Name of plan<br><b>OMG RETIREMENT SAVINGS PLAN</b>                                              | <b>B</b> Three-digit plan number (PN) ►                                | <b>001</b> |
|                                                                                                          |                                                                        |            |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><b>OMG AMERICAS, INC.</b>               | <b>D</b> Employer Identification Number (EIN)<br><br><b>34-1604066</b> |            |

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

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

| Assets                                                                                             |                 | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------------------------------------|-----------------|-----------------------|-----------------|
| <b>a</b> Total noninterest-bearing cash .....                                                      | <b>1a</b>       |                       |                 |
| <b>b</b> Receivables (less allowance for doubtful accounts):                                       |                 |                       |                 |
| <b>(1)</b> Employer contributions .....                                                            | <b>1b(1)</b>    | 29925                 | 64577           |
| <b>(2)</b> Participant contributions .....                                                         | <b>1b(2)</b>    | 61404                 | 68384           |
| <b>(3)</b> Other .....                                                                             | <b>1b(3)</b>    | 11757                 | 18134           |
| <b>c</b> General investments:                                                                      |                 |                       |                 |
| <b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit) .....   | <b>1c(1)</b>    |                       |                 |
| <b>(2)</b> U.S. Government securities .....                                                        | <b>1c(2)</b>    |                       |                 |
| <b>(3)</b> Corporate debt instruments (other than employer securities):                            |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                         | <b>1c(3)(A)</b> |                       |                 |
| <b>(B)</b> All other .....                                                                         | <b>1c(3)(B)</b> |                       |                 |
| <b>(4)</b> Corporate stocks (other than employer securities):                                      |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                         | <b>1c(4)(A)</b> |                       |                 |
| <b>(B)</b> Common .....                                                                            | <b>1c(4)(B)</b> |                       |                 |
| <b>(5)</b> Partnership/joint venture interests .....                                               | <b>1c(5)</b>    |                       |                 |
| <b>(6)</b> Real estate (other than employer real property) .....                                   | <b>1c(6)</b>    |                       |                 |
| <b>(7)</b> Loans (other than to participants) .....                                                | <b>1c(7)</b>    |                       |                 |
| <b>(8)</b> Participant loans .....                                                                 | <b>1c(8)</b>    | 1035332               | 829331          |
| <b>(9)</b> Value of interest in common/collective trusts .....                                     | <b>1c(9)</b>    | 19382304              | 20158152        |
| <b>(10)</b> Value of interest in pooled separate accounts .....                                    | <b>1c(10)</b>   |                       |                 |
| <b>(11)</b> Value of interest in master trust investment accounts .....                            | <b>1c(11)</b>   |                       |                 |
| <b>(12)</b> Value of interest in 103-12 investment entities .....                                  | <b>1c(12)</b>   |                       |                 |
| <b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds) .....        | <b>1c(13)</b>   | 16920945              | 20363727        |
| <b>(14)</b> Value of funds held in insurance company general account (unallocated contracts) ..... | <b>1c(14)</b>   |                       |                 |
| <b>(15)</b> Other .....                                                                            | <b>1c(15)</b>   | 754734                | 1221577         |

**1d** Employer-related investments:

|                                                                      |       | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|-------|-----------------------|-----------------|
| (1) Employer securities .....                                        | 1d(1) |                       |                 |
| (2) Employer real property .....                                     | 1d(2) |                       |                 |
| <b>e</b> Buildings and other property used in plan operation .....   | 1e    |                       |                 |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | 1f    | 38196401              | 42723882        |

**Liabilities**

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

**Net Assets**

|                                                           |    |          |          |
|-----------------------------------------------------------|----|----------|----------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | 1l | 38196401 | 42723882 |
|-----------------------------------------------------------|----|----------|----------|

**Part II Income and Expense Statement**

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

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

|                                                                                                            |          | (a) Amount | (b) Total |
|------------------------------------------------------------------------------------------------------------|----------|------------|-----------|
| (1) Received or receivable in cash from: <b>(A)</b> Employers .....                                        | 2a(1)(A) | 1850872    |           |
| <b>(B)</b> Participants .....                                                                              | 2a(1)(B) | 2098982    |           |
| <b>(C)</b> Others (including rollovers) .....                                                              | 2a(1)(C) | 33726      |           |
| (2) Noncash contributions .....                                                                            | 2a(2)    |            |           |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | 2a(3)    |            | 3983580   |

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

|                                                                                                      |          |       |       |
|------------------------------------------------------------------------------------------------------|----------|-------|-------|
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) ..... | 2b(1)(A) |       |       |
| <b>(B)</b> U.S. Government securities .....                                                          | 2b(1)(B) |       |       |
| <b>(C)</b> Corporate debt instruments .....                                                          | 2b(1)(C) |       |       |
| <b>(D)</b> Loans (other than to participants) .....                                                  | 2b(1)(D) |       |       |
| <b>(E)</b> Participant loans .....                                                                   | 2b(1)(E) | 47256 |       |
| <b>(F)</b> Other .....                                                                               | 2b(1)(F) |       |       |
| <b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                        | 2b(1)(G) |       | 47256 |

|                                                                                           |          |        |        |
|-------------------------------------------------------------------------------------------|----------|--------|--------|
| (2) Dividends: <b>(A)</b> Preferred stock .....                                           | 2b(2)(A) |        |        |
| <b>(B)</b> Common stock .....                                                             | 2b(2)(B) |        |        |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                 | 2b(2)(C) | 397894 |        |
| <b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> ..... | 2b(2)(D) |        | 397894 |

|                 |       |  |  |
|-----------------|-------|--|--|
| (3) Rents ..... | 2b(3) |  |  |
|-----------------|-------|--|--|

|                                                                                           |          |  |   |
|-------------------------------------------------------------------------------------------|----------|--|---|
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                | 2b(4)(A) |  |   |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                             | 2b(4)(B) |  |   |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result ..... | 2b(4)(C) |  | 0 |

|                                                                                                   |                 | (a) Amount | (b) Total |
|---------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| <b>2b</b> (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....              | <b>2b(5)(A)</b> |            |           |
| (B) Other .....                                                                                   | <b>2b(5)(B)</b> |            |           |
| (C) Total unrealized appreciation of assets.<br>Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....    | <b>2b(5)(C)</b> |            | 0         |
| (6) Net investment gain (loss) from common/collective trusts .....                                | <b>2b(6)</b>    |            | 2011444   |
| (7) Net investment gain (loss) from pooled separate accounts .....                                | <b>2b(7)</b>    |            |           |
| (8) Net investment gain (loss) from master trust investment accounts .....                        | <b>2b(8)</b>    |            |           |
| (9) Net investment gain (loss) from 103-12 investment entities .....                              | <b>2b(9)</b>    |            |           |
| (10) Net investment gain (loss) from registered investment<br>companies (e.g., mutual funds)..... | <b>2b(10)</b>   |            | 2340783   |
| <b>c</b> Other income.....                                                                        | <b>2c</b>       |            | 351222    |
| <b>d</b> Total income. Add all <b>income</b> amounts in column (b) and enter total.....           | <b>2d</b>       |            | 9132179   |

**Expenses**

|                                                                                            |              |         |         |
|--------------------------------------------------------------------------------------------|--------------|---------|---------|
| <b>e</b> Benefit payment and payments to provide benefits:                                 |              |         |         |
| (1) Directly to participants or beneficiaries, including direct rollovers .....            | <b>2e(1)</b> | 4536428 |         |
| (2) To insurance carriers for the provision of benefits .....                              | <b>2e(2)</b> |         |         |
| (3) Other .....                                                                            | <b>2e(3)</b> |         |         |
| (4) Total benefit payments. Add lines <b>2e(1)</b> through <b>(3)</b> .....                | <b>2e(4)</b> |         | 4536428 |
| <b>f</b> Corrective distributions (see instructions) .....                                 | <b>2f</b>    |         |         |
| <b>g</b> Certain deemed distributions of participant loans (see instructions).....         | <b>2g</b>    |         |         |
| <b>h</b> Interest expense.....                                                             | <b>2h</b>    |         |         |
| <b>i</b> Administrative expenses: (1) Professional fees .....                              | <b>2i(1)</b> |         |         |
| (2) Contract administrator fees .....                                                      | <b>2i(2)</b> |         |         |
| (3) Investment advisory and management fees .....                                          | <b>2i(3)</b> | 65195   |         |
| (4) Other .....                                                                            | <b>2i(4)</b> | 3075    |         |
| (5) Total administrative expenses. Add lines <b>2i(1)</b> through <b>(4)</b> .....         | <b>2i(5)</b> |         | 68270   |
| <b>j</b> Total expenses. Add all <b>expense</b> amounts in column (b) and enter total..... | <b>2j</b>    |         | 4604698 |

**Net Income and Reconciliation**

|                                                                               |              |  |         |
|-------------------------------------------------------------------------------|--------------|--|---------|
| <b>k</b> Net income (loss). Subtract line <b>2j</b> from line <b>2d</b> ..... | <b>2k</b>    |  | 4527481 |
| <b>l</b> Transfers of assets:                                                 |              |  |         |
| (1) To this plan.....                                                         | <b>2l(1)</b> |  |         |
| (2) From this plan .....                                                      | <b>2l(2)</b> |  |         |

**Part III Accountant's Opinion**

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

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

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

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

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

(1) Name: **SS&G FINANCIAL SERVICES, INC**

(2) EIN: **34-1945695**

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

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

**Part IV Compliance Questions**

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

During the plan year:

|                                                                                                                                                                                                                                                                                                                 | Yes | No | Amount  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|---------|
| <b>a</b> Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....                 |     | X  |         |
| <b>b</b> Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)..... |     | X  |         |
| <b>c</b> Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) .....                                                                                                                            |     | X  |         |
| <b>d</b> Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....                                                                                                                  |     | X  |         |
| <b>e</b> Was this plan covered by a fidelity bond?.....                                                                                                                                                                                                                                                         | X   |    | 5000000 |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....                                                                                                                                                                         |     | X  |         |
| <b>g</b> Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? .....                                                                                                                                      |     | X  |         |
| <b>h</b> Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? .....                                                                                                                            |     | X  |         |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....                                                                                                                                                   | X   |    |         |
| <b>j</b> Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....                                                                                    |     | X  |         |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....                                                                                                                                              |     | X  |         |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan? .....                                                                                                                                                                                                                              |     | X  |         |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....                                                                                                                                                                                     |     | X  |         |
| <b>n</b> If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. ....                                                                                                                        |     | 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) |
|--------------|-------------|
|              |             |
|              |             |
|              |             |
|              |             |

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            |                                                                                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| <b>SCHEDULE R</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Retirement Plan Information</b><br><br>This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2010</b><br><br><b>This Form is Open to Public Inspection.</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

|                                                                                            |                                                                    |
|--------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>OMG RETIREMENT SAVINGS PLAN</u>                                | <b>B</b> Three-digit plan number (PN) ▶<br><u>001</u>              |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>OMG AMERICAS, INC.</u> | <b>D</b> Employer Identification Number (EIN)<br><u>34-1604066</u> |

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

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

|                                                                                                                                                                                                                                                                    |          |          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|
| <b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....                                                                                                                              | <b>1</b> | <u>0</u> |
| <b>2</b> Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):<br><br>EIN(s): <u>42-1558009</u> |          |          |
| Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.                                                                                                                                                                                                   |          |          |
| <b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....                                                                                                                                    | <b>3</b> |          |

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

|                                                                                                                                                                                                                                                                                                                                                             |                              |                             |                              |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|------------------------------|
| <b>4</b> Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....                                                                                                                                                                                                                                         | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A |
| If the plan is a defined benefit plan, go to line 8.                                                                                                                                                                                                                                                                                                        |                              |                             |                              |
| <b>5</b> If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____<br>If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule. |                              |                             |                              |
| <b>6 a</b> Enter the minimum required contribution for this plan year .....                                                                                                                                                                                                                                                                                 | <b>6a</b>                    |                             |                              |
| <b>b</b> Enter the amount contributed by the employer to the plan for this plan year .....                                                                                                                                                                                                                                                                  | <b>6b</b>                    |                             |                              |
| <b>c</b> Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....                                                                                                                                                                                                             | <b>6c</b>                    |                             |                              |
| If you completed line 6c, skip lines 8 and 9.                                                                                                                                                                                                                                                                                                               |                              |                             |                              |
| <b>7</b> Will the minimum funding amount reported on line 6c be met by the funding deadline? .....                                                                                                                                                                                                                                                          | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A |
| <b>8</b> If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....                                                                                                     | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A |

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

|                                                                                                                                                                                                                                |                                   |                                   |                               |                             |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|
| <b>9</b> If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box..... | <input type="checkbox"/> Increase | <input type="checkbox"/> Decrease | <input type="checkbox"/> Both | <input type="checkbox"/> No |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|

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

|                                                                                                                                                                                              |                              |                             |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|
| <b>10</b> Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....                                                       | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>11 a</b> Does the ESOP hold any preferred stock? .....                                                                                                                                    | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>b</b> If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>12</b> Does the ESOP hold any stock that is not readily tradable on an established securities market? .....                                                                               | <input type="checkbox"/> Yes | <input type="checkbox"/> No |

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

Schedule R (Form 5500) 2010  
v.092308.1

**Part V Additional Information for Multiemployer Defined Benefit Pension Plans**

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

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

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

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

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

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

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

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

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

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

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

- a** Enter the percentage of plan assets held as:  
 Stock: \_\_\_\_\_% Investment-Grade Debt: \_\_\_\_\_% High-Yield Debt: \_\_\_\_\_% Real Estate: \_\_\_\_\_% Other: \_\_\_\_\_%
- b** Provide the average duration of the combined investment-grade and high-yield debt:  
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more
- c** What duration measure was used to calculate item 19(b)?  
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): \_\_\_\_\_

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

**OMG Retirement Savings Plan**

December 31, 2010 and 2009

# OMG Retirement Savings Plan

## Audited Financial Statements and Supplemental Schedule

December 31, 2010 and 2009 and  
Year ended December 31, 2010

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**Cleveland Office**

32125 Solon Road  
Cleveland, OH 44139  
www.SSandG.com  
440-248-8787  
440-248-0841 (f)

**Independent Auditors' Report**

Plan Administrator  
OMG Retirement Savings Plan  
Cleveland, Ohio

We were engaged to audit the accompanying statements of net assets available for benefits of OMG Retirement Savings Plan (the "Plan") as of December 31, 2010 and 2009, and the related statement of changes in net assets available for benefits for the year ended December 31, 2010 and the supplemental schedule of assets (held at end of year) as of December 31, 2010. 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 information summarized in Note 3, which was certified by Charles Schwab Trust Company, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements and the 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, 2010 and 2009 and for the year ended December 31, 2010 that the information provided to the Plan Administrator by the Trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the Trustee, have been audited by us in accordance with U.S. generally accepted auditing standards 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.



CERTIFIED PUBLIC ACCOUNTANTS

Cleveland, Ohio  
October 10, 2011

***Providing the  
services that  
bring solutions***

member of:  
OSCPA, PCOAB, the AICPA's  
Center for Audit Quality, and  
The Leading Edge Alliance

OMG Retirement Savings Plan  
Statements of Net Assets Available for Benefits

|                                                                                                              | <b>December 31,</b>  |               |
|--------------------------------------------------------------------------------------------------------------|----------------------|---------------|
|                                                                                                              | <b>2010</b>          | 2009          |
| <b>Assets</b>                                                                                                |                      |               |
| Investments, at fair value                                                                                   | <b>\$ 41,743,456</b> | \$ 37,057,983 |
| Receivables:                                                                                                 |                      |               |
| Contributions:                                                                                               |                      |               |
| Employer                                                                                                     | <b>64,577</b>        | 29,925        |
| Employee                                                                                                     | <b>68,384</b>        | 61,404        |
| Notes receivable from participants                                                                           | <b>829,331</b>       | 1,035,332     |
| Accrued interest and dividends                                                                               | <b>18,134</b>        | 11,757        |
| Total receivables                                                                                            | <b>980,426</b>       | 1,138,418     |
| Net assets available for benefits, at fair value                                                             | <b>42,723,882</b>    | 38,196,401    |
| Adjustment from fair value to contract value for interest in fully<br>benefit-responsive investment contract | <b>(138,378)</b>     | (38,485)      |
| Net assets available for benefits                                                                            | <b>\$ 42,585,504</b> | \$ 38,157,916 |

*See notes to financial statements.*

OMG Retirement Savings Plan  
Statement of Changes in Net Assets Available for Benefits

Year ended December 31, 2010

**Additions**

Investment income:

|                                               |                  |
|-----------------------------------------------|------------------|
| Net appreciation in fair value of investments | \$ 4,492,896     |
| Dividends                                     | 397,894          |
| Interest                                      | 110,660          |
|                                               | <u>5,001,450</u> |

|                                                |        |
|------------------------------------------------|--------|
| Interest on notes receivable from participants | 47,256 |
|------------------------------------------------|--------|

Contributions:

|                 |                  |
|-----------------|------------------|
| Employer        | 1,850,872        |
| Employee        | 2,098,982        |
| Rollovers       | 33,726           |
|                 | <u>3,983,580</u> |
| Total Additions | <u>9,032,286</u> |

**Deductions**

|                         |                  |
|-------------------------|------------------|
| Benefit payments        | 4,536,428        |
| Administrative expenses | 68,270           |
| Total Deductions        | <u>4,604,698</u> |

|              |           |
|--------------|-----------|
| Net increase | 4,427,588 |
|--------------|-----------|

Net assets available for benefits:

|                   |                             |
|-------------------|-----------------------------|
| Beginning of year | <u>38,157,916</u>           |
| End of year       | <u><u>\$ 42,585,504</u></u> |

*See notes to financial statements.*

# OMG Retirement Savings Plan

## Notes to Financial Statements

### **1. Description of the Plan**

The following description of the OMG Retirement Savings Plan (the “Plan”) provides only general information. Participants should refer to the Plan Document for a more complete description of the Plan’s provisions.

#### **General**

The Plan is a defined contribution plan covering substantially all non-union domestic employees of participating subsidiaries of OM Group, Inc. (the “Company”). OMG Americas Inc. is the Plan Sponsor. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”). Employees are eligible to participate in the Plan at commencement of employment.

#### **Contributions**

Participants may contribute up to 50% of pretax annual compensation (“401(k) contributions”), as defined in the Plan and subject to Internal Revenue Service (“IRS”) limitations. The Company matches 100% of participants’ contributions up to the first 3% of contributions, and 50% on the next 2% of participants’ contributions. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions subject to IRS limitations. As of January 1, 2009, participants may contribute up to 10% of after-tax annual compensation (“Roth contributions”), as defined in the Plan and subject to IRS limitations. During 2010, the Company made a discretionary contribution of 3.5% of employee compensation to the Plan.

#### **Participant Accounts**

Each participant’s account is credited with the participant’s pre-tax and after-tax contributions (if any), the participant’s share of any Company contribution, and investment income earned on their account balance. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s account. Participants direct the investment of their account and their share of the Company’s annual contribution into the available investment options.

#### **Vesting**

Participants are immediately vested in their contributions and the Company contributions, plus actual earnings thereon. Prior to January 1, 2008, participants vested in Company contributions ratably over a three year period. Prior to January 1, 2008, upon termination of employment, a participant’s non-vested portion of Company contributions and related earnings were forfeited, with such forfeitures allocated to participants as additional contributions.

# OMG Retirement Savings Plan

## Notes to Financial Statements

### **1. Description of the Plan (continued)**

#### **Forfeitures**

Forfeitures resulting from the distribution of a participants vested account are used to reduce employer contributions. During the year ended December 31, 2010 forfeitures in the amount of \$106,096 were used to reduce employer contributions. At December 31, 2010 and 2009, forfeited non-vested accounts had a balance of \$81,641 and \$14,987, respectively.

#### **Notes Receivable from Participants**

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000, or 50% of their vested account balance. The maximum number of years permitted for repayment is five years. Certain loans originating from businesses acquired by the Company that were assumed by the Plan in 2008 have longer terms as was permitted under the acquired businesses' plan at the time the loans were made. The loans are secured by the balance in the participant's account and bear interest at a fixed rate commensurate with local prevailing rates (currently Prime Rate) as determined by the Plan Administrator at the time the loan is made. Interest rates range from 3.25% to 10.00%. Principal and interest is paid ratably through monthly payroll deductions.

#### **Hardship Withdrawals**

Participants who prove financial hardship may withdraw a portion of their account balance for medical, educational, or housing reasons, as determined by the Plan Administrator, provided any such withdrawal meets the requirements of Section 401(k) of the Internal Revenue Code ("Code").

#### **Payment of Benefits**

Upon termination of employment prior to normal retirement, participants may elect distribution of their account balance or maintain the account balance until retirement. At retirement, participants may elect distribution of their account balance or maintain the account until the age of 70 ½. Distribution of a participant's account is made, at the election of the participant, in a lump sum or installment payments pursuant to procedures adopted by the Company.

#### **Plan Termination**

The Company has the right under the Plan to discontinue its contributions at any time and although it has not expressed intent to do so, to terminate the Plan, subject to the provisions of ERISA. In the event of termination, participants would remain fully vested in all amounts credited to their accounts under the Plan.

# OMG Retirement Savings Plan

## Notes to Financial Statements

### 2. Summary of Accounting Policies

#### Basis of Accounting

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

#### Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 6 for discussion of fair value measurements.

The Plan has adopted "*Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans*". This requires that investment contracts held by a defined-contribution plan be reported at fair value. However, contract value is the relevant measurement attribute for that portion of net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. As required by the above adoption, the Statements of Net Assets Available for Benefits presents the fair value of the investment in the common / collective trusts as well as the adjustment for the fully benefit-responsive investment contracts from fair value to contract value. The Statements of Changes in Net Assets Available for Benefits is prepared on a contract value basis for the years ended December 31, 2010 and 2009.

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

#### Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principle balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are reclassified as distributions based upon the terms of the Plan document.

#### Administrative Charges

The Plan Sponsor pays Charles Schwab Trust Company ("Trustee") fees and other plan expenses, except for brokers' fees, on behalf of the Plan. Fees paid during the year to the Trustee were based on customary and reasonable rates for such services. Brokers' fees are reflected in the net investment return in each participant's account.

# OMG Retirement Savings Plan

## Notes to Financial Statements

### **2. Summary of Accounting Policies (continued)**

#### **Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles (“GAAP”) requires management to make estimates and assumptions in certain circumstances that affect the amounts reported in the accompanying financial statements and notes. Actual results could differ from these estimates.

#### **Payment of Benefits**

Benefits are recorded when paid.

#### **Uncertain tax positions**

GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2007.

#### **Recent Accounting Pronouncements**

In January 2010, the Financial Accounting Standards Board (“FASB”) issued additional guidance related to fair value measurements and the related disclosure requirement. The guidance requires plans to disclose investments that transfer in and out of Level 1 and 2 and the reasons for those transfers (effective in fiscal 2011). Additionally, in the reconciliation of changes in the fair value of investments using significant unobservable inputs (Level 3), plans should present separately information about purchases, sales, issuances and settlements (effective in fiscal 2012). The adoption of this guidance is not expected to have a material impact to the Plan's financial statements.

In September, 2010, the FASB issued guidance to amend GAAP related to the classification and measurement of loans to participants by defined contribution pension benefit plans. Previous guidance required loans to participants to be classified as plan investments, which are generally measured at fair value in accordance with GAAP. The new guidance requires that loans to participants are classified as notes receivable from participants and measured at their unpaid principal balance plus any accrued but unpaid interest. The new guidance is effective for periods ending after December 15, 2010 to be applied retrospectively.

# OMG Retirement Savings Plan

## Notes to Financial Statements

### 2. Summary of Accounting Policies (continued)

#### Evaluation of Subsequent Events

The Company has evaluated subsequent events through October 10, 2011 which is the date the financial statements were available to be issued, and has determined that there were no subsequent events that have occurred through the date that have not already been reflected in the financial statements and/or disclosed in the notes.

### 3. Investments/Notes Receivable from Participants (Unaudited)

All investment and notes receivable from participants information disclosed in the accompanying financial statements and supplemental schedule, including investments and notes receivable from participants held at December 31, 2010 and 2009, net appreciation (depreciation) in fair value of shares of registered investment companies, and interest and dividend income for the year ended December 31, 2010, were obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by the Trustee. As elected by the Plan Administrator, no auditing procedures have been performed on this information except to compare such information to the information included in the accompanying financial statements.

Investments that represent 5% or more of the fair value of the Plan's net assets are as follows:

|                                            | <b>December 31,</b> |              |
|--------------------------------------------|---------------------|--------------|
|                                            | <b>2010</b>         | <b>2009</b>  |
| Schwab Managed Retirement Trust 2020*      | \$ 5,616,647        | \$ 5,080,020 |
| Schwab Stable Value Fund*                  | \$ 5,501,882        | \$ 5,616,059 |
| Schwab Managed Retirement Trust 2030*      | \$ 4,503,166        | \$ 3,553,864 |
| Thornburg International Value I            | \$ 4,200,399        | \$ 3,717,398 |
| Pimco Total Return Fund Instl Class        | \$ 3,894,091        | \$ 3,026,038 |
| Schwab S&P 500 Index Fund - Select Shares* | \$ 3,094,759        | \$ 2,888,021 |
| American Funds Amcap R4                    | \$ 2,494,010        | \$ 2,577,676 |
| Schwab Managed Retirement Trust 2010*      | (a)                 | \$ 3,150,915 |

\* Indicates a party-in-interest to the Plan.

(a) Assets did not represent 5% or more of the fair value at year-end.

# OMG Retirement Savings Plan

## Notes to Financial Statements

### 3. Investments/Notes Receivable from Participants (Unaudited) (continued)

During 2010, the Plan's investments (including investments purchased, sold, and held during the year) appreciated in fair value as follows:

|                          |                     |
|--------------------------|---------------------|
| Mutual funds             | \$ 2,581,345        |
| Common/collective trusts | <u>1,911,551</u>    |
|                          | <u>\$ 4,492,896</u> |

### 4. Related Party Transactions

The assets of the Plan are accounted for by the Trustee. Certain Plan investments are shares of registered investment companies or units of common trust funds managed by Charles Schwab. Investment transactions and fees associated with these transactions between the Plan and Charles Schwab qualify as party-in-interest transactions.

### 5. Income Tax Status

The most recent determination letter received with respect to the Plan from the IRS is dated February 29, 2008, and provides that the Plan is qualified under Section 401(a) of the Code and its related trust is exempt from taxation. Subsequent to this determination by the IRS, the Plan has been amended. Nevertheless, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan Administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan, as amended, continues to be qualified and the related trust continues to be tax exempt.

### 6. Fair Value Measurements

The Accounting Standards Codification ("ASC") *Fair Value Measurements and Disclosures* defines fair value and provides guidance for measuring fair value and expands disclosures about fair value measurements in accordance with GAAP. *Fair Value Measurements and Disclosures* does not require any new fair value measurements, but rather applies to all other accounting pronouncements that require or permit fair value measurements.

*Fair Value Measurements and Disclosures* establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobserved inputs (Level 3 measurements). The three levels of the fair value hierarchy under GAAP are described below:

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

# OMG Retirement Savings Plan

## Notes to Financial Statements

### 6. Fair Value Measurements (continued)

Level 2: Input to the valuation methodology include:

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

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

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

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

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

Common/collective trusts: The fair values of participation units held in collective trusts, other than stable value funds, are based on net asset values reported by the fund managers as of the financial statement dates and recent transaction prices (Level 2 inputs). The investment objectives and underlying investments of the collective trusts vary, with some holding diversified portfolios of domestic or international stocks and open-ended mutual funds, some holding securities of U.S. Companies in a particular industry sector, some holding short-term and/or medium-term corporate, government and government agency bonds, and others holding a blend of various domestic stocks, bonds and mutual funds. Each collective trust provides for daily redemptions by the Plan at reported net asset values per share, with no advance notice requirement.

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

Self-directed brokerage accounts: Included within the self-directed brokerage accounts are cash and cash equivalents, common stocks, mutual funds, and unit investment trusts. Common stocks, mutual funds, and unit investment trusts are valued at the closing price reported on the active market on which the individual investments are traded.

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

# OMG Retirement Savings Plan

## Notes to Financial Statements

### 6. Fair Value Measurements (continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2010:

|                                        | <b>Fair Value Measurements at Reporting Date Using</b> |                       |                       |                      |
|----------------------------------------|--------------------------------------------------------|-----------------------|-----------------------|----------------------|
|                                        | <b><u>Level 1</u></b>                                  | <b><u>Level 2</u></b> | <b><u>Level 3</u></b> | <b><u>Total</u></b>  |
| Mutual funds                           |                                                        |                       |                       |                      |
| Bond fund                              | \$ 3,894,091                                           | \$ -                  | \$ -                  | \$ 3,894,091         |
| International global stock fund        | 4,200,399                                              | -                     | -                     | 4,200,399            |
| Large company stock funds              | 6,721,977                                              | -                     | -                     | 6,721,977            |
| Small mid-company stock funds          | <u>5,547,260</u>                                       | <u>-</u>              | <u>-</u>              | <u>5,547,260</u>     |
| Total registered investment companies  | 20,363,727                                             | -                     | -                     | 20,363,727           |
| Common/collective trusts               |                                                        |                       |                       |                      |
| Target/life cycle funds                | -                                                      | 14,206,957            | -                     | 14,206,957           |
| Large company stock fund               | -                                                      | 449,313               | -                     | 449,313              |
| Stable value fund                      | <u>-</u>                                               | <u>5,501,882</u>      | <u>-</u>              | <u>5,501,882</u>     |
| Total common/collective trusts         | -                                                      | 20,158,152            | -                     | 20,158,152           |
| Self-directed brokerage accounts       |                                                        |                       |                       |                      |
| Common stocks                          | 1,019,946                                              | -                     | -                     | 1,019,946            |
| Mutual funds                           | 20,023                                                 | -                     | -                     | 20,023               |
| Unit investment trusts                 | 81,731                                                 | -                     | -                     | 81,731               |
| Cash equivalents                       | <u>99,877</u>                                          | <u>-</u>              | <u>-</u>              | <u>99,877</u>        |
| Total self-directed brokerage accounts | <u>1,221,577</u>                                       | <u>-</u>              | <u>-</u>              | <u>1,221,577</u>     |
| Balance at December 31, 2010           | <u>\$ 21,585,304</u>                                   | <u>\$ 20,158,152</u>  | <u>\$ -</u>           | <u>\$ 41,743,456</u> |

# OMG Retirement Savings Plan

## Notes to Financial Statements

### 6. Fair Value Measurements (continued)

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

|                                        | Fair Value Measurements at Reporting Date Using |                      |                |                      |
|----------------------------------------|-------------------------------------------------|----------------------|----------------|----------------------|
|                                        | <u>Level 1</u>                                  | <u>Level 2</u>       | <u>Level 3</u> | <u>Total</u>         |
| Mutual funds                           |                                                 |                      |                |                      |
| Bond fund                              | \$ 3,026,038                                    | \$ -                 | \$ -           | \$ 3,026,038         |
| International global stock fund        | 3,717,398                                       | -                    | -              | 3,717,398            |
| Large company stock funds              | 6,391,869                                       | -                    | -              | 6,391,869            |
| Small mid-company stock funds          | <u>3,785,640</u>                                | <u>-</u>             | <u>-</u>       | <u>3,785,640</u>     |
| Total registered investment companies  | 16,920,945                                      | -                    | -              | 16,920,945           |
| Common/collective trusts               |                                                 |                      |                |                      |
| Target/life cycle funds                | -                                               | 13,480,730           | -              | 13,480,730           |
| Large company stock fund               | -                                               | 285,515              | -              | 285,515              |
| Stable value fund                      | <u>-</u>                                        | <u>5,616,059</u>     | <u>-</u>       | <u>5,616,059</u>     |
| Total common/collective trusts         | -                                               | 19,382,304           | -              | 19,382,304           |
| Self-directed brokerage accounts       |                                                 |                      |                |                      |
| Common stocks                          | 614,078                                         | -                    | -              | 614,078              |
| Mutual funds                           | 20,173                                          | -                    | -              | 20,173               |
| Unit investment trusts                 | 65,690                                          | -                    | -              | 65,690               |
| Cash equivalents                       | <u>54,793</u>                                   | <u>-</u>             | <u>-</u>       | <u>54,793</u>        |
| Total self-directed brokerage accounts | <u>754,734</u>                                  | <u>-</u>             | <u>-</u>       | <u>754,734</u>       |
| Balance at December 31, 2009           | <u>\$ 17,675,679</u>                            | <u>\$ 19,382,304</u> | <u>\$ -</u>    | <u>\$ 37,057,983</u> |

# OMG Retirement Savings Plan

## Notes to Financial Statements

### 7. Reconciliation of Financial Statements to Form 5500

As discussed in the valuation of investment section of Note 2, the financial statements report the value of the Plan's stable value fund investment at contract value whereas the Form 5500 reports at fair value.

The following is a reconciliation of net assets available for plan benefits per the financial statements to the Form 5500 at December 31:

|                                                                                                | <u>2010</u>          | <u>2009</u>          |
|------------------------------------------------------------------------------------------------|----------------------|----------------------|
| Net assets available for benefits per the financial statements                                 | \$ 42,585,504        | \$ 38,157,916        |
| Adjustment from contract value to fair value for fully benefit-responsive investment contracts | <u>138,378</u>       | <u>38,485</u>        |
| Net assets per the Form 5500                                                                   | <u>\$ 42,723,882</u> | <u>\$ 38,196,401</u> |

The following is a reconciliation of the increase in net assets per the financial statements to the Form 5500 for the year ended December 31, 2010:

|                                                                                                |                     |
|------------------------------------------------------------------------------------------------|---------------------|
| Net increase in net assets per the financial statements                                        | \$ 4,427,588        |
| Adjustment from contract value to fair value for fully benefit-responsive investment contracts | <u>99,893</u>       |
| Net increase in net assets per the Form 5500                                                   | <u>\$ 4,527,481</u> |

# OMG Retirement Savings Plan

EIN #34-1604066 Plan #001

## Schedule H, Line 4i—Schedule of Assets (Held at End of Year)

December 31, 2010

| (a) | (b)<br>Identity of Issue, Borrower,<br>Lessor or Similar Party                                       | (c)<br>Description (including maturity dates,<br>rates of interest, collateral par or<br>maturity value) | (e)<br>Current<br>Value |
|-----|------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------|
|     | Thornburg International Value I                                                                      | Registered Investment Company                                                                            | \$ 4,200,399            |
|     | Pimco Total Return Fund Instl Class                                                                  | Registered Investment Company                                                                            | 3,894,091               |
| *   | Schwab S&P 500 Index Fund - Select Shares                                                            | Registered Investment Company                                                                            | 3,094,759               |
|     | American Funds Amcap R4                                                                              | Registered Investment Company                                                                            | 2,494,010               |
|     | JP Morgan Mid-Cap Value Instl                                                                        | Registered Investment Company                                                                            | 1,755,632               |
|     | T. Rowe Price New Horizons                                                                           | Registered Investment Company                                                                            | 1,745,441               |
|     | Davis NY Venture Y                                                                                   | Registered Investment Company                                                                            | 1,133,208               |
|     | Managers Cadence Mid Cap Instl                                                                       | Registered Investment Company                                                                            | 1,124,609               |
|     | Northern Small Cap Value                                                                             | Registered Investment Company                                                                            | 921,578                 |
| *   | Schwab Stable Value Fund                                                                             | Common Collective Trust Fund                                                                             | 5,501,882               |
| *   | Schwab Managed Retirement Trust 2020                                                                 | Common Collective Trust Fund                                                                             | 5,616,647               |
| *   | Schwab Managed Retirement Trust 2030                                                                 | Common Collective Trust Fund                                                                             | 4,503,166               |
| *   | Schwab Managed Retirement Trust 2010                                                                 | Common Collective Trust Fund                                                                             | 2,002,768               |
| *   | Schwab Managed Retirement Trust 2040                                                                 | Common Collective Trust Fund                                                                             | 1,984,582               |
| *   | Schwab Institutional Large Cap Value Trust Fund II                                                   | Common Collective Trust Fund                                                                             | 449,313                 |
| *   | Schwab Managed Retirement Trust Income                                                               | Common Collective Trust Fund                                                                             | 99,794                  |
|     | Other                                                                                                | Self-Directed Brokerage Accounts                                                                         | 1,221,577               |
|     |                                                                                                      |                                                                                                          | <u>\$ 41,743,456</u>    |
| *   | Participants loans (Various maturities through 2024 with interest rates ranging from 3.25% - 10.00%) |                                                                                                          | <u>\$ 829,331</u>       |

\*Indicates party-in-interest to the Plan.

## Schedule H, line 4i - Schedule of Assets (Held at End of Year)

|                       |                             |
|-----------------------|-----------------------------|
| NAME OF PLAN SPONSOR: | OMG Americas, Inc.          |
| NAME OF PLAN:         | OMG Retirement Savings Plan |
| EIN:                  | 34-1604066                  |
| PLAN NUMBER:          | 001                         |

| (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 |
|-----|-----------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|----------|-------------------|
| *   | PARTICIPANT LOANS                                         | Loans (3.25% - 10%)                                                                                         |          | 829,331           |
| *   | SCHWAB STABLE VALUE FUND                                  | Common Collective Trust Fund                                                                                |          | 5,501,882         |
| *   | SCHWAB INST LC VAL TRUST CL R                             | Common Collective Trust Fund                                                                                |          | 449,313           |
| *   | SCHWAB MANAGED RETIREMENT 2010                            | Common Collective Trust Fund                                                                                |          | 2,002,768         |
| *   | SCHWAB MANAGED RETIREMENT 2020                            | Common Collective Trust Fund                                                                                |          | 5,616,647         |
| *   | SCHWAB MANAGED RETIREMENT 2030                            | Common Collective Trust Fund                                                                                |          | 4,503,166         |
| *   | SCHWAB MANAGED RETIREMENT 2040                            | Common Collective Trust Fund                                                                                |          | 1,984,582         |
| *   | SCHWAB MANAGED RETIREMENT INC                             | Common Collective Trust Fund                                                                                |          | 99,794            |
|     | PCRA                                                      | Self-Directed Brokerage Account                                                                             |          | 1,221,577         |
|     | AMERICAN FUNDS AMCAP R4                                   | Registered Investment Company                                                                               |          | 2,494,010         |
|     | DAVIS NY VENTURE Y                                        | Registered Investment Company                                                                               |          | 1,133,208         |
|     | JP MORGAN MIDCAP VALUE INSTL                              | Registered Investment Company                                                                               |          | 1,755,632         |
|     | MANAGERS CADENCE MID CAP INSTL                            | Registered Investment Company                                                                               |          | 1,124,609         |
|     | NORTHERN SMALL CAP VALUE                                  | Registered Investment Company                                                                               |          | 921,578           |
|     | PIMCO TOTAL RETURN FUND                                   | Registered Investment Company                                                                               |          | 3,894,091         |
| *   | SCHWAB S&P 500 INDEX FUND                                 | Registered Investment Company                                                                               |          | 3,094,759         |
|     | T ROWE PRICE NEW HORIZONS                                 | Registered Investment Company                                                                               |          | 1,745,441         |
|     | THORNBURG INTL VALUE I                                    | Registered Investment Company                                                                               |          | 4,200,399         |

**OMG PROFIT-SHARING AND RETIREMENT SA**  
**Schedule C, Part 1, Line 3 - Service Provider Indirect Compensation Information**  
**December 31, 2010**

**EIN: 34-1604066**

**Plan Number: 001**

On average, the rate earned with respect to your plan's mutual fund holding(s) at CSTC in the fund family(ies) listed is 0.25%, as further detailed below:

**Received by Charles Schwab & Co., Inc. (EIN#94-1737782)**

| <b>Fund Family/Provider</b> | <b>EIN</b> | <b>Formula</b>                                           |
|-----------------------------|------------|----------------------------------------------------------|
| Allianz Funds               | 33-0457728 | Rate of 0.01% of average daily balance of asset(s)       |
| American Funds              | 95-1411037 | Rate of 0.30% of average daily balance of asset(s)       |
| Davis Funds                 | 52-1346931 | Rate of 0.08% of average daily balance of asset(s)       |
| JPMorgan                    | 13-2624428 | Rate of 0.32% of average daily balance of asset(s)       |
| Managers Funds              | 06-1298481 | Rate of 0.08% of average daily balance of asset(s)       |
| Northern Funds              | 39-1777365 | Rate of 0.34% of average daily balance of asset(s)       |
| Schwab Funds                | 94-3106735 | Range of 0.02 - 0.30% of average daily balance of assets |
| T. Rowe Price               | 52-2264646 | Rate of 0.13% of average daily balance of asset(s)       |
| Thornburg                   | 85-0301299 | Rate of 0.34% of average daily balance of asset(s)       |

**Received by Charles Schwab Bank (EIN#42-1558009)**

| <b>Fund Family/Provider</b> | <b>EIN</b> | <b>Formula</b>                                           |
|-----------------------------|------------|----------------------------------------------------------|
| Schwab Funds                | 94-3106735 | Range of 0.21 - 0.37% of average daily balance of assets |

On average, the rate earned with respect to your plan's mutual fund holding(s) in plan brokerage account(s) in the fund family(ies) listed is 0.39%, as further detailed below:

**Received by Charles Schwab & Co., Inc. (EIN#94-1737782)**

| <b>Fund Family/Provider</b> | <b>EIN</b> | <b>Formula</b>                                     |
|-----------------------------|------------|----------------------------------------------------|
| Amana                       | 35-6447892 | Rate of 0.40% of average daily balance of asset(s) |
| Gabelli                     | 13-3340139 | Rate of 0.40% of average daily balance of asset(s) |
| ICON Funds                  | 75-2676133 | Rate of 0.40% of average daily balance of asset(s) |
| Lazard                      | 20-4571006 | Rate of 0.40% of average daily balance of asset(s) |
| Matthews Asia Funds         | 94-3250972 | Rate of 0.40% of average daily balance of asset(s) |
| Permanent Portfolio         | 94-2788165 | Rate of 0.40% of average daily balance of asset(s) |
| Quaker                      | 23-2854612 | Rate of 0.40% of average daily balance of asset(s) |
| Schwab Funds                | 94-3106735 | Rate of 0.25% of average daily balance of asset(s) |
| Tocqueville                 | 13-3549887 | Rate of 0.40% of average daily balance of asset(s) |
| U.S. Global Investors       | 74-1619375 | Rate of 0.40% of average daily balance of asset(s) |