

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2011 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2009</u> and ending <u>12/31/2009</u>			
A This return/report is for:	☐ a multiemployer plan;	☐ a multiple-employer plan; or	
	☒ a single-employer plan;	☐ a DFE (specify) ____	
B This return/report is:	☐ the first return/report;	☐ the final return/report;	
	☒ an amended return/report;	☐ a short plan year return/report (less than 12 months).	
C If the plan is a collectively-bargained plan, check here.	☐		
D Check box if filing under:	☒ Form 5558;	☐ automatic extension;	☐ the DFVC program;
	☐ special extension (enter description)		

Part II	Basic Plan Information —enter all requested information		
1a Name of plan	<u>EMPLOYEE SAVINGS INCENTIVE THRIFT PLAN OF FORBES MANAGEMENT COMPANY INC.</u>	1b Three-digit plan number (PN) ▶	<u>002</u>
		1c Effective date of plan	<u>01/01/1960</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan)	<u>FORBES FAMILY HOLDINGS INC.</u> <u>60 FIFTH AVENUE</u> <u>NEW YORK, NY 10011</u>		
	2b Employer Identification Number (EIN)	<u>13-5080380</u>	
	2c Sponsor's telephone number	<u>212-620-2258</u>	
	2d Business code (see instructions)	<u>519100</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.

SIGN HERE	Filed with authorized/valid electronic signature.	05/02/2012	THOMAS CALLAHAN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	05/02/2012	THOMAS CALLAHAN
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") FORBES FAMILY HOLDINGS INC. 60 FIFTH AVENUE NEW YORK, NY 10011	3b Administrator's EIN 13-5080380 3c Administrator's telephone number 212-620-2258
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	335
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	135
b Retired or separated participants receiving benefits.....	6b	8
c Other retired or separated participants entitled to future benefits.....	6c	184
d Subtotal. Add lines 6a , 6b , and 6c	6d	327
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	
f Total. Add lines 6d and 6e	6f	327
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	239
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	3

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 2E 2J

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

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan <u>EMPLOYEE SAVINGS INCENTIVE THRIFT PLAN OF FORBES MANAGEMENT COMPANY INC.</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>FORBES FAMILY HOLDINGS INC.</u>	D Employer Identification Number (EIN) <u>13-5080380</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65	RECORDKEEPER	1186	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

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)

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>AMERICAN FUNDS SERVICE CO</p> <p>95-2566717</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>.35%</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
<p>(b) Service Codes (see instructions)</p> <p>60</p>		
<p>(c) Enter amount of indirect compensation</p> <p>0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>GOLDMAN, SACHS & COMPANY</p> <p>13-5108880</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>.10%</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
<p>(b) Service Codes (see instructions)</p> <p>60</p>		
<p>(c) Enter amount of indirect compensation</p> <p>0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>BOSTON FINANCIAL DATA SVCS</p> <p>04-2526037</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>.20%</p>		

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2011</div> This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2009</u> and ending <u>12/31/2009</u>		
A Name of plan <u>EMPLOYEE SAVINGS INCENTIVE THRIFT PLAN OF FORBES MANAGEMENT COMPANY INC.</u>	B Three-digit plan number (PN)	<div style="border: 1px solid black; padding: 2px;">002</div>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>FORBES FAMILY HOLDINGS INC.</u>	D Employer Identification Number (EIN) <u>13-5080380</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)		
	(2) Participant contributions	1b(2)		
	(3) Other.....	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	3895832	2337618
	(2) U.S. Government securities.....	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other.....	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)	191247	137793
	(9) Value of interest in common/collective trusts.....	1c(9)		
	(10) Value of interest in pooled separate accounts.....	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	21793854	23941805
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	25880933	26417216

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k		

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	25880933	26417216
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	16884	
(B) Participants	2a(1)(B)	337914	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		354798
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	431029	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	14192	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		445221
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		5877308
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		6677327

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	6107202	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		6107202
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	1230	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		1230
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		6108432

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		568895
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		32612

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: ERNST & YOUNG

(2) EIN: 34-6565596

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

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

Part IV Compliance Questions

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

During the plan year:

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

EMPLOYEE SAVINGS INCENTIVE THRIFT PLAN OF FORBES MEDIA LLC

5b(2) EIN(s)	5b(3) PN(s)
34-2065766	001

Report of Independent Auditors

Plan Committee
Employee Savings Incentive Thrift Plan of
Forbes Management Company Inc.

We were engaged to audit the accompanying statements of net assets available for benefits of the Employee Savings Incentive Thrift Plan of Forbes Management Company Inc. as of December 31, 2009 and 2008, and the related statements of changes in net assets available for benefits for the years then ended, and the supplemental schedule of assets (held at the end of the year) as of December 31, 2009. These financial statements and schedule are the responsibility of the Plan's management.

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

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

Ernst & Young LLP

October 12, 2010

Employee Savings Incentive Thrift Plan of
Forbes Management Company Inc.

EIN: 13-5080380 Plan: #002

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

December 31, 2009

Identity of Issue and Description of Investments	Number of Unit/Shares	Current Value
* Spartan U.S. Equity Index	204,488	\$ 8,062,972
* Fidelity OTC Portfolio	100,912	4,613,714
* Fidelity Diversified International Fund	83,761	2,345,316
* Fidelity Retirement Money Market Portfolio	2,282,650	2,282,650
* Fidelity U.S. Bond Index Fund	180,091	1,991,801
* Fidelity Contrafund	32,702	1,905,896
American Funds Growth Fund of America	50,162	1,359,882
Vanguard Inflation-Protected Securities Fund	67,473	846,788
Goldman Sachs High Yield Fund	87,400	607,431
* Fidelity Freedom 2010 Fund	36,662	458,638
* Fidelity Equity Income II Fund	27,368	446,912
Royce Total Return Fund	38,043	411,247
* Spartan Extended Market Index Fund	6,709	203,950
* Spartan International Index Fund	5,580	186,649
* Vanguard Small-Cap Index Fund	5,504	151,318
* Fidelity Balanced Fund	9,099	148,866
* Fidelity Freedom 2030 Fund	8,247	102,177
* Fidelity Freedom 2025 Fund	5,906	61,364
* Fidelity BrokerageLink	—	54,968
Fidelity Freedom 2020 Fund	2,588	32,479
* Fidelity Freedom 2045 Fund	461	3,906
* Fidelity Freedom 2035 Fund	46	472
* Fidelity Freedom 2040 Fund	4	27
* Participant loans, interest rates ranging from 5% to 10.5%		137,793
		<u>\$ 26,417,216</u>

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

Note: Column historical cost information has not been presented because all investments are participant-directed.

FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULE

Employee Savings Incentive Thrift Plan of
Forbes Management Company Inc.
Years Ended December 31, 2009 and 2008
With Report of Independent Auditors

Ernst & Young LLP

 **ERNST & YOUNG**

Employee Savings Incentive Thrift Plan of
Forbes Management Company Inc.

Financial Statements
and Supplemental Schedule

Years Ended December 31, 2009 and 2008

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Report of Independent Auditors

Plan Committee
Employee Savings Incentive Thrift Plan of
Forbes Management Company Inc.

We were engaged to audit the accompanying statements of net assets available for benefits of the Employee Savings Incentive Thrift Plan of Forbes Management Company Inc. as of December 31, 2009 and 2008, and the related statements of changes in net assets available for benefits for the years then ended, and the supplemental schedule of assets (held at the end of the year) as of December 31, 2009. These financial statements and schedule are the responsibility of the Plan's management.

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

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

Ernst & Young LLP

October 12, 2010

Employee Savings Incentive Thrift Plan of
Forbes Management Company Inc.

Statements of Net Assets Available for Benefits

	December 31	
	2009	2008
Assets		
Investments, at fair value:		
Mutual funds:		
Spartan U.S. Equity Index	\$ 8,062,972	\$ 7,953,105
Fidelity OTC Portfolio	4,613,714	3,517,708
Fidelity Diversified International Fund	2,345,316	2,361,598
Fidelity Retirement Money Market Portfolio	2,282,650	3,853,496
Fidelity U.S. Bond Index Fund	1,991,801	2,084,488
Fidelity Contrafund	1,905,896	1,701,251
American Funds Growth Fund of America	1,359,882	1,175,790
Vanguard Inflation-Protected Securities Fund	846,788	853,480
Goldman Sachs High Yield Fund	607,431	503,025
Fidelity Freedom 2010 Fund	458,638	385,368
Fidelity Equity Income II Fund	446,912	336,751
Royce Total Return Fund	411,247	326,715
Spartan Extended Market Index Fund	203,950	152,916
Spartan International Index Fund	186,649	147,033
Vanguard Small-Cap Index Fund	151,318	6,389
Fidelity Balanced Fund	148,866	128,550
Fidelity Freedom 2030 Fund	102,177	76,300
Fidelity Freedom 2025 Fund	61,364	57,971
Fidelity BrokerageLink	54,968	42,336
Fidelity Freedom 2020 Fund	32,479	23,721
Fidelity Freedom 2045 Fund	3,906	1,370
Fidelity Freedom 2035 Fund	472	305
Fidelity Freedom 2040 Fund	27	20
Total mutual funds	26,279,423	25,689,686
Participant loans	137,793	191,247
Total investments	26,417,216	25,880,933
Net assets available for benefits	\$ 26,417,216	\$ 25,880,933

See accompanying notes.

Employee Savings Incentive Thrift Plan of
Forbes Management Company Inc.

Statements of Changes in Net Assets Available for Benefits

	Year Ended December 31	
	2009	2008
Contributions:		
Employer	\$ 16,884	\$ 127,900
Employees	337,914	484,172
Total contributions	354,798	612,072
Investment income (loss):		
Interest and dividend income	445,221	734,988
Net realized and unrealized appreciation (depreciation) in fair value of mutual fund investments	5,877,308	(15,005,185)
Total investment income (loss)	6,322,529	(14,270,197)
Net transfer (to) from Employee Savings Incentive Thrift Plan of Forbes Media LLC	(32,612)	250,000
Deductions:		
Benefit and withdrawal payments	6,107,202	10,292,070
Other	1,230	409
Total deductions	6,108,432	10,292,479
Net increase (decrease)	536,283	(23,700,604)
Net assets available for benefits at beginning of year	25,880,933	49,581,537
Net assets available for benefits at end of year	\$ 26,417,216	\$ 25,880,933

See accompanying notes.

Employee Savings Incentive Thrift Plan of
Forbes Management Company Inc.

Notes to Financial Statements

December 31, 2009

1. Organization and Summary of Significant Accounting Policies

Basis of Presentation

The Employee Savings Incentive Thrift Plan of Forbes Management Company Inc. (the "Plan") is a defined contribution plan to which member employees of Forbes Family Holdings Inc. and its subsidiaries ("Forbes," the "Company" and the "Plan Administrator") may contribute up to 25% of their salaries each pay period, subject to certain limitations.

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

Investment Valuation and Income Recognition

All investments of the Plan are held by Fidelity Management Trust Company ("Fidelity"), as trustee to the Plan (the "Trustee"), and are stated at fair value. Fair value is defined as 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 (an exit price). See Note 6 for further discussion of fair value measurements.

Participants can elect to have their contributions invested in various mutual fund investment options. The respective investment managers have complete discretionary authority for the purchase and sale of investments within the funds, and all investment decisions among the funds are made by the participants.

Purchases and sales of securities are reflected on the trade dates. Gains or losses on sales of securities are based on the average cost of securities. Dividend income is recorded on the ex-dividend date. Interest income is recorded on the accrual basis.

Contributions

Contributions from employees are recorded when payroll deductions are made from the salaries of Plan participants.

Employee Savings Incentive Thrift Plan of
Forbes Management Company Inc.

Notes to Financial Statements (continued)

1. Organization and Summary of Significant Accounting Policies (continued)

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Recently Adopted Accounting Pronouncements

In September 2006, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards ("SFAS") No. 157, *Fair Value Measurements*, which is currently codified as Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures*. This standard clarifies the definition of fair value for financial reporting, establishes a framework for measuring fair value, and requires additional disclosures about the use of fair value measurements. ASC 820 is effective for financial statements issued for fiscal years beginning after November 15, 2007. Additionally, in October 2008, the FASB issued FASB Staff Position ("FSP") 157-3, *Determining the Fair Value of a Financial Asset When the Market for That Asset Is Not Active*, which is currently codified as ASC 820-10-35. ASC 820-10-35 clarifies the application of ASC 820 in markets that are not active, and provides an example to illustrate key consideration in determining the fair value of a financial asset when the market for an asset is not active. The guidance in ASC 820-10-35 was effective upon issuance, including prior periods for which financial statements had not been issued. The Plan adopted ASC 820 effective January 1, 2008, and the disclosures do not have any material impact on the financial statements.

In April 2009, the FASB issued FASB Staff Position 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly*, which is currently codified as ASC 820-10-65. ASC 820-10-65 supersedes ASC 820-10-35, and amends ASC 820 to provide additional guidance on estimating fair value when the volume and level of activity for an asset or liability have significantly decreased in relation to normal market activity for the asset or liability. ASC 820-10-65 also provides additional guidance on circumstances that may indicate that a transaction is not orderly, and on defining major categories of debt and equity securities in meeting the disclosure requirements of ASC 820. ASC 820-10-65 is effective for reporting periods ending after June 15, 2009. The Plan adopted ASC 820-10-65 effective January 1, 2009, and the disclosures do not have any material impact on the financial statements.

Employee Savings Incentive Thrift Plan of
Forbes Management Company Inc.

Notes to Financial Statements (continued)

1. Organization and Summary of Significant Accounting Policies (continued)

In May 2009, the FASB issued SFAS No. 165, *Subsequent Events*, which was codified into ASC 855, *Subsequent Events*, to provide general standards of accounting for and disclosure of events that occur after the balance sheet date, but before financial statements are issued or are available to be issued. ASC 855 was amended in February 2010. The Plan has adopted ASC 855, as amended. Management evaluated subsequent events for the Plan through October 12, 2010, the date the financial statements were available to be issued, and concluded that there were no subsequent events to be disclosed.

Recent Accounting Pronouncements

In January 2010, the FASB issued Accounting Standards Update (“ASU”) 2010-06, *Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements*. ASU 2010-06 amends existing disclosure guidance related to fair value measurements. Specifically, ASU 2010-06 requires details of significant asset or liability transfers in and out of Level 1 and Level 2 measurements within the fair value hierarchy, and inclusion of gross purchases, sales, issuances, and settlements within the rollforward of assets and liabilities valued using Level 3 inputs within the fair value hierarchy. In addition, ASU 2010-06 clarifies and increases existing disclosure requirements related to the disaggregation of fair value disclosures and the inputs used in arriving at fair values for assets and liabilities valued using Level 2 and Level 3 inputs within the fair value hierarchy; however, these two requirements have been deferred. ASU 2010-06 is effective for the first interim or annual period beginning after December 15, 2009, except for the gross presentation of the Level 3 rollforward, which is required for annual reporting periods beginning after December 15, 2010, and for interim periods within those years. Plan management is currently evaluating the effect that the provisions of ASU 2010-06 will have on the Plan’s financial statements.

2. Plan Description

The following brief description of the Plan is provided for general information purposes only. Participants should refer to the Plan agreement for more complete information.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

Employee Savings Incentive Thrift Plan of
Forbes Management Company Inc.

Notes to Financial Statements (continued)

2. Plan Description (continued)

For a description of the Plan's investment options, other than the Fidelity BrokerageLink, refer to the prospectus supplied by Fidelity, and for Fidelity BrokerageLink refer to the 401K.com website.

The Plan permits full time employees (as defined) to participate in the Plan on the first day of the month following the completion of 30 days of uninterrupted employment provided they have attained age 21.

A separate account is maintained for each participant. Account balances for participants are valued in the form of shares on a daily basis. The value of each share is determined based on quoted market prices at the end of each business day, and each participant is credited with his or her proportionate number of shares.

Each participant's account is credited with participant contributions and earnings thereon. Participant earnings are credited to their accounts based on daily market rates established by the Trustee.

The Company contributes on behalf of each participant a discretionary amount equal to 100% of the first 3% of a participant's base salary limited to \$130,000 of compensation for a maximum match of \$3,900 per participant. On April 1, 2009, the Company ceased making future matching contributions. For the years ended December 31, 2009 and 2008, the Company contributed approximately \$17,000 and \$128,000, respectively.

Employee elective contributions are fully vested upon contribution. The Company's matching contributions vest based on either the employee's number of years of participation in the Plan or the number of years of vesting service, whichever is more favorable to the employee. The vesting schedule based on years of participation in the Plan is as follows: after three full years in the Plan, 60%; after four full years in the Plan, 80%; and after five full years in the Plan, 100%. The vesting schedule based on years of credited service is as follows: after two years of credited service, 20%; after three years of credited service, 40%; after four years of credited service, 60%; after five years of credited service, 80%; and after six years of credited service, 100%. Employer contributions also become fully vested when a participant reaches age 65, becomes permanently disabled, or dies before retirement. Forfeited balances of terminated participants' non-vested accounts are used to reduce future Company contributions. As of December 31, 2009 and 2008, approximately \$106,008 and \$178,000, respectively, in forfeited amounts were available to offset future contributions.

Employee Savings Incentive Thrift Plan of
Forbes Management Company Inc.

Notes to Financial Statements (continued)

2. Plan Description (continued)

Upon retirement, death, or disability, if earlier, or termination of employment in the case of vested benefits, the balance in the participant's account will be paid to the participant or his or her beneficiaries either in a lump sum or in installments.

Administrative expenses related to the Plan are paid for by the Company.

Any participant may request loans for amounts that, when combined, do not exceed the lesser of 50% of the vested value of his or her account or \$50,000. The interest rate shall be determined at the time of the loan application and shall be 1% above the prime rate. The period of repayment for any loan shall not exceed five years, unless the loan is to be used in conjunction with the purchase of the principal residence of the participant in which case the repayment shall not exceed 15 years.

While Forbes has not expressed any intent to terminate the Plan, it is free to do so at any time subject to the provisions of ERISA. In the event of termination, each member employee automatically becomes vested to the extent of the balance in his or her separate account.

3. Investments

All investment information disclosed in the accompanying financial statements and schedule, including investments held at December 31, 2009 and 2008, and net appreciation (depreciation) in fair value of investments and interest and dividend income for the years ended December 31, 2009 and 2008, were obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by the Trustee.

Employee Savings Incentive Thrift Plan of
Forbes Management Company Inc.

Notes to Financial Statements (continued)

3. Investments (continued)

Individual investments that represent 5% or more of the Plan's net assets available for benefits are as follows:

	December 31	
	2009	2008
Spartan U.S. Equity Index	\$ 8,062,972	\$ 7,953,105
Fidelity OTC Portfolio	4,613,714	3,517,708
Fidelity Diversified International Fund	2,345,316	2,361,598
Fidelity Retirement Money Market Portfolio	2,282,650	3,853,496
Fidelity U.S. Bond Index Fund	1,991,801	2,084,488
Fidelity Contrafund	1,905,896	1,701,251
American Funds Growth Fund of America	1,359,882	*

* Investment represents less than 5% of the Plan's net assets available for benefits.

4. Risks and Uncertainties

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

5. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service, dated August 15, 2002, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the "Code") and, therefore, the related trust is exempt from taxation. Subsequent to this determination by the Internal Revenue Service, the Plan was amended. Once qualified, 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, is qualified, and the related trust is tax exempt.

Employee Savings Incentive Thrift Plan of
Forbes Management Company Inc.

Notes to Financial Statements (continued)

6. Fair Value Measurements

ASC 820 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. Fair value is defined as 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 (i.e., an exit price). ASC 820 includes 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 and liabilities (Level 1), and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under ASC 820 are described below:

Level 1 – Unadjusted quoted prices in active markets that are accessible to the reporting entity at the measurement date for identical assets and liabilities.

Level 2 – Inputs other than quoted prices in active markets for identical assets and liabilities that are observable, either directly or indirectly, for substantially the full term of the asset or liability. Level 2 inputs include the following:

- quoted prices for similar assets and liabilities in active markets
- quoted prices for identical or similar assets or liabilities in markets that are not active
- observable inputs other than quoted prices that are used in the valuation of the assets or liabilities (e.g., interest rate and yield curve quotes at commonly quoted intervals)
- inputs that are derived principally from or corroborated by observable market data by correlation or other means

Level 3 – Unobservable inputs for the asset or liability (i.e., supported by little or no market activity). Level 3 inputs include management's own assumption about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

Employee Savings Incentive Thrift Plan of
Forbes Management Company Inc.

Notes to Financial Statements (continued)

6. Fair Value Measurements (continued)

The level in the fair value hierarchy within which the fair value measurement is classified is determined based on the lowest level input that is significant to the fair value measure in its entirety. Following is a description of the valuation methodologies used for assets and liabilities measured at fair value:

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

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

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

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

	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 26,279,423	\$ —	\$ —	\$ 26,279,423
Participant loans	—	—	137,793	137,793
Total assets at fair value	\$ 26,279,423	\$ —	\$ 137,793	\$ 26,417,216

Employee Savings Incentive Thrift Plan of
Forbes Management Company Inc.

Notes to Financial Statements (continued)

6. Fair Value Measurements (continued)

	Level 3 Assets
	Year Ended
	December 31, 2009
	Participant Loans
Balance at beginning of year	\$ 191,247
Realized gains (losses)	—
Unrealized gains (losses) relating to instruments still held at the reporting date	—
Purchases, sales, issuances, and settlements (net)	(53,454)
Balance at end of year	<u>\$ 137,793</u>

Supplemental Schedule

Employee Savings Incentive Thrift Plan of
Forbes Management Company Inc.

EIN: 13-5080380 Plan: #002

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

December 31, 2009

Identity of Issue and Description of Investments	Number of Unit/Shares	Current Value
* Spartan U.S. Equity Index	204,488	\$ 8,062,972
* Fidelity OTC Portfolio	100,912	4,613,714
* Fidelity Diversified International Fund	83,761	2,345,316
* Fidelity Retirement Money Market Portfolio	2,282,650	2,282,650
* Fidelity U.S. Bond Index Fund	180,091	1,991,801
* Fidelity Contrafund	32,702	1,905,896
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Vanguard Inflation-Protected Securities Fund	67,473	846,788
Goldman Sachs High Yield Fund	87,400	607,431
* Fidelity Freedom 2010 Fund	36,662	458,638
* Fidelity Equity Income II Fund	27,368	446,912
Royce Total Return Fund	38,043	411,247
* Spartan Extended Market Index Fund	6,709	203,950
* Spartan International Index Fund	5,580	186,649
* Vanguard Small-Cap Index Fund	5,504	151,318
* Fidelity Balanced Fund	9,099	148,866
* Fidelity Freedom 2030 Fund	8,247	102,177
* Fidelity Freedom 2025 Fund	5,906	61,364
* Fidelity BrokerageLink	—	54,968
Fidelity Freedom 2020 Fund	2,588	32,479
* Fidelity Freedom 2045 Fund	461	3,906
* Fidelity Freedom 2035 Fund	46	472
* Fidelity Freedom 2040 Fund	4	27
* Participant loans, interest rates ranging from 5% to 10.5%		137,793
		<u>\$ 26,417,216</u>

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

Note: Column historical cost information has not been presented because all investments are participant-directed.