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).

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

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
O'BRIEN & GERE INCENTIVE SAVINGS AND RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 12/15/1976

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

OBRIEN & GERE LIMITED

P.O. BOX 4873
SYRACUSE, NY 13221-4873

2b Employer Identification Number (EIN) 16-1284512

2c Sponsor's telephone number 315-956-6100

2d Business code (see instructions) 541330

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/07/2013	PETER R KOVAL
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/02/2013	EDWARD ZAWADZKI
	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

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	954
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**	889
b	Retired or separated participants receiving benefits	**6b**	1
c	Other retired or separated participants entitled to future benefits	**6c**	193
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1083
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	1083
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1042
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2H 2J 3I 2E 2S 2T 3H 2F 3D 2O

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance 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.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
O'BRIEN & GERE INCENTIVE SAVINGS AND RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
OBRIEN & GERE LIMITED

D Employer Identification Number (EIN)
16-1284512

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier

PRUDENTIAL RETIREMENT INSURANCE & ANNUITY CO.

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
06-1050034	93629	38848-001	1083	01/01/2012	12/31/2012

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	**(b)** Total amount of fees paid
0	36590

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

M & T SECURITIES, INC.
285 DELAWARE AVENUE, SUITE 2000
BUFFALO, NY 14202-1885

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	
	36590	SERVICES TO INSURER OR PLAN	4

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	18238276
5	Current value of plan's interest under this contract in separate accounts at year end	5	58489316

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☒ other ▶ GUARANTEED GENERAL ACCOUNT CONTRACT

b	Balance at the end of the previous year			7b	17454485
c	Additions: (1) Contributions deposited during the year	7c(1)	1227415		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	445783		
	(4) Transferred from separate account	7c(4)	1671811		
	(5) Other (specify below)	7c(5)	404919		
	▶ LOAN REPAYMENTS TRANSFERS IN MISCELLANEOUS IN				
	(6) Total additions			7c(6)	3749928
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	21204413
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	1526983		
	(2) Administration charge made by carrier	7e(2)			
	(3) Transferred to separate account	7e(3)	1251916		
	(4) Other (specify below)	7e(4)	187238		
	▶ LOAN INITIATIONS MISCELLANEOUS OUT				
	(5) Total deductions			7e(5)	2966137
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	18238276

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance

e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug

i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract

m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2012** **This Form is Open to Public Inspection.**

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
O'BRIEN & GERE INCENTIVE SAVINGS AND RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
OBRIEN & GERE LIMITED

D Employer Identification Number (EIN)
16-1284512

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).. . . . . [X] 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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(b) Enter name and EIN or address of person who provided you disclosure 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

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)

O'BRIEN AND GERE LIMITED

16-1284512

(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?
14	NONE	14800	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(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?
13 15 50 60 64	NONE	6050	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] 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
PRUDENTIAL RETIREMENT INSURANCE AND	15 64	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.
PRUDENTIAL RETIREMENT INSURANCE AND 06-1050034	10.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2012 TO 12/31/2012 GUARANTEED INCOME FUND

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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 D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan 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

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
O'BRIEN & GERE INCENTIVE SAVINGS AND RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 003

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
OBRIEN & GERE LIMITED

D Employer Identification Number (EIN)
16-1284512

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: INTERNL GROWTH/ARTISAN

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-259	P	7664860

a Name of MTIA, CCT, PSA, or 103-12 IE: LCV/WELLINGTON MGMT

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-184	P	8272754

a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP GROWTH/ARTISAN

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-185	P	7018713

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP GROWTH/TIMESSQ

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-132	P	3821517

a Name of MTIA, CCT, PSA, or 103-12 IE: LRG CP GRTH/EAT VANCE FD

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-747	P	1192142

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP VALUE/TBCAM

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-410	P	487040

a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP VALUE/CRM FUND

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-440	P	1785519

a Name of MTIA, CCT, PSA, or 103-12 IE: LRGE CP GRWTH/JENNISON FD			
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.			
c EIN-PN 06-1050034-408	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	6352864
a Name of MTIA, CCT, PSA, or 103-12 IE: IFX LT INC & EQUITY FD I			
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.			
c EIN-PN 06-1050034-515	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	198132
a Name of MTIA, CCT, PSA, or 103-12 IE: IFX LT AGG GROWTH FD I			
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.			
c EIN-PN 06-1050034-511	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	64064
a Name of MTIA, CCT, PSA, or 103-12 IE: IFX LT GROWTH FUND I			
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.			
c EIN-PN 06-1050034-512	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	11091
a Name of MTIA, CCT, PSA, or 103-12 IE: IFX LT BALANCED FUND I			
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.			
c EIN-PN 06-1050034-513	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	33565
a Name of MTIA, CCT, PSA, or 103-12 IE: IFX LT CONSERVATIVE FD I			
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.			
c EIN-PN 06-1050034-514	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	16572
a Name of MTIA, CCT, PSA, or 103-12 IE: SA/WF SM CAP VAL STRAT			
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.			
c EIN-PN 06-1050034-269	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	2190428
a Name of MTIA, CCT, PSA, or 103-12 IE: SA/TEMPLETON FOREIGN STGY			
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.			
c EIN-PN 06-1050034-080	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	994327
a Name of MTIA, CCT, PSA, or 103-12 IE: SA/T ROWE PR EQ INC STRAT			
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.			
c EIN-PN 06-1050034-265	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	2278179
a Name of MTIA, CCT, PSA, or 103-12 IE: LIFETIME BALANCED FD			
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.			
c EIN-PN 06-1050034-168	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	8920664

a Name of MTIA, CCT, PSA, or 103-12 IE: DRYDEN S & P 500 INDEX FUND

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-123	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2698837

a Name of MTIA, CCT, PSA, or 103-12 IE: CORE BOND ENHAN INDEX

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-036	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4488048

a Name of MTIA, CCT, PSA, or 103-12 IE: INTERN VAL/LSV ASSET MGT

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-415	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
O'BRIEN & GERE INCENTIVE SAVINGS AND RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
OBRIEN & GERE LIMITED

D Employer Identification Number (EIN)
16-1284512

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	14166	23348
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	41416	1143913
(2) Participant contributions	1b(2)	102460	112809
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	1522846	1618692
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	46907886	58489316
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	17454485	18238276
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	12024060	17874651
	(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	78067319	97501005
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h	7300	0
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	7300	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	78060019	97501005

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)	3327404	
	(B) Participants	2a(1)(B)	4889061	
	(C) Others (including rollovers)	2a(1)(C)	612780	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		8829245
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	67625	
	(F) Other	2b(1)(F)	445783	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		513408
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)	2236436	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		2236436

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		7623878
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		19202967
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	4723857	
(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)		4723857
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)	20000	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		20000
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		4743857
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		14459110
l Transfers of assets:			
(1) To this plan	2l(1)		4981876
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: KANE BOWLES & MOORE P.C. **(2)** EIN: 16-1385225

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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		2000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
O'BRIEN & GERE INCENTIVE SAVINGS AND RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
OBRIEN & GERE LIMITED

D Employer Identification Number (EIN)
16-1284512

Part I Distributions

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

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

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

EIN(s): 22-1211670

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

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

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

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

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

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

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

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

19 If the total number of participants is 1,000 or more, complete lines (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 line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE

O'BRIEN & GERE
INCENTIVE SAVINGS AND RETIREMENT PLAN

DECEMBER 31, 2012 and 2011

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O'BRIEN & GERE INCENTIVE SAVINGS & RETIREMENT PLAN

DECEMBER 31, 2012 and 2011

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CERTIFIED PUBLIC ACCOUNTANTS

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INDEPENDENT AUDITOR'S REPORT

To the Trustees
O'Brien & Gere Incentive Savings and Retirement Plan

Report on the Financial Statements

We have audited the accompanying financial statements of O'Brien & Gere Incentive Savings and Retirement Plan ("Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of O'Brien & Gere Incentive Savings and Retirement Plan as of December 31, 2012 and 2011, and the changes in its net assets available for benefits for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Report on Supplemental Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets held for investment purposes at end of year, together referred to as "supplemental information," is presented for the purpose of additional analysis and are not a required part of the financial statements but are supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Kany Bowles & Moore, P.C.

Liverpool, New York
September 30, 2013

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

O'BRIEN & GERE INCENTIVE SAVINGS AND RETIREMENT PLAN

DECEMBER 31, 2012 and 2011

	2012	2011
ASSETS		
Investments	$ 94,602,243	$ 76,386,431
Receivables		
Notes receivable from participants	1,618,692	1,522,846
Participants contributions	112,809	102,460
Employer contributions	1,143,913	41,416
Cash	23,348	14,166
TOTAL ASSETS	97,501,005	78,067,319
LIABILITIES		
Accounts payable	-	7,300
TOTAL LIABILITIES	-	7,300
NET ASSETS AVAILABLE FOR BENEFITS	$ 97,501,005	$ 78,060,019

See notes to the financial statements.

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

O'BRIEN & GERE INCENTIVE SAVINGS AND RETIREMENT PLAN

YEARS ENDED DECEMBER 31, 2012 and 2011

	2012	2011
ADDITIONS TO NET ASSETS ATTRIBUTED TO		
Investment income		
Net appreciation in fair value of investments		
Participant directed investments	$ 7,623,878	$ -
O'Brien & Gere Limited Common Stock	2,236,436	622,060
Interest and dividend income	445,783	463,266
Interest income on notes receivable from participants	67,625	72,057
Contributions		
Employer	3,327,404	2,052,114
Participant	5,501,841	4,795,690
TOTAL ADDITIONS	19,202,967	8,005,187
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO		
Net depreciation in fair value of participant directed investments	-	600,299
Benefits paid to participants	4,723,857	5,056,456
Administration fees	20,000	7,893
TOTAL DEDUCTIONS	4,743,857	5,664,648
NET INCREASE	14,459,110	2,340,539
ESOP ASSETS TRANSFERRED IN	4,981,876	-
NET ASSETS AVAILABLE FOR BENEFITS AT BEGINNING OF YEAR	78,060,019	75,719,480
NET ASSETS AVAILABLE FOR BENEFITS AT END OF YEAR	$ 97,501,005	$ 78,060,019

See notes to the financial statements.

NOTE A—DESCRIPTION OF THE PLAN

The following brief description of the O'Brien & Gere Incentive Savings and Retirement Plan (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 profit sharing and employee savings plan covering substantially all employees of O'Brien & Gere Limited and Subsidiaries (Company and Plan Sponsor). Generally, employees prior to January 1, 2012 are eligible to make contributions after they have been continuously employed by the Company for thirty days and shall be eligible to participate in the company match contribution. The Plan is subject to the provisions of Employee Retirement Security Act of 1974 (ERISA). On December 15, 2011, the Sponsor's Board of Directors approved a resolution to combine the assets of the ISRP and ESOP into one qualified ERISA plan, which will continue to be known as the O'Brien & Gere Incentive Savings & Retirement Plan ("ISRP") effective January 1, 2012. As a result, the ESOP transferred their assets to the ISRP Plan.

Contributions

Participants may make qualified voluntary and catch up contributions to the Plan under Section 401(k), not to exceed statutory limits. In addition, each participant may make a non-qualified voluntary contribution of up to 10% of the participant's compensation for the Plan year. Unless a participant elects otherwise, a qualified voluntary contribution is automatically withheld at 3% of compensation upon eligibility.

The Plan Sponsor makes matching 401(k) contributions, in the form of cash or Plan Sponsor common stock at its discretion, equal to 100% of the participant's qualified voluntary contributions up to 4% of eligible pay. Employer matching contributions consisted of cash of $2,227,404 and $2,052,114 in 2012 and 2011, respectively.

Discretionary Sponsor Contributions

The Plan Sponsor may make a discretionary annual profit sharing contribution for allocation to participants' accounts on the basis of compensation. There were no discretionary contributions declared by the Plan Sponsor for the Plan year ending December 31, 2012 and 2011.

NOTE A—DESCRIPTION OF THE PLAN (CONTINUED)

ESOP Contributions

As a result of the merger of the ESOP and ISRP, the combined plan has separate ESOP provisions. Generally, employees that have completed a year of service are eligible to participate in the sponsor discretionary profit sharing Employee Stock Ownership contributions. The Plan sponsor may make an ESOP contribution of O'Brien and Gere Limited Company Stock for allocation to participants' accounts on the basis of compensation using a pro-rata formula. The amount of the Sponsor's contribution will be authorized by the Sponsor's Board of Directors but shall not exceed the maximum deductible from the employer's income under Section 404(a) of the Internal Revenue Code. ESOP contributions declared by the Sponsor for the plan year ended December 31, 2012 were $1,100,000. The $1,000,000 ESOP contribution for the plan year ended December 31, 2011 was recognized in the separate ESOP Plan prior to the merger. Participants must be employed on the last day of the plan year to be eligible for the ESOP contribution, unless due to retirement, death or disability.

Participant Accounts

Each participant's account is credited with the participant's and allocations of the Sponsor's contributions and the Plan earnings (losses), and charged with allocations of administrative expenses. Allocations are based on participant account balances, as defined. A separate ESOP sub-account is maintained for each participant to track the ESOP contributions and share of the assets held in the ESOP portion of the Plan.

Investments and Voting Rights

Participants direct the investment of their contributions and employer contributions into various investment options offered by the Plan.

Shares of O'Brien & Gere Limited Common Stock make up 100% of the plan investments within the ESOP portion of the Plan and some of the plan investments within the 401(k) portion of the Plan.

Participants may transfer employer contributions out of company stock, but cannot redirect investments into company stock. Also, diversification of ESOP sub-accounts rules apply.

If the participant does not select an investment account, the administrator will direct the investment.

Stock held by the Plan shall be voted by the Plan Trustee upon the instruction of the Administrative Committee appointed by the Directors of the Company except in stockholder matters which require a greater than majority affirmation vote of stock voted, in which case each participant shall have the right to vote the stock allocated to his account.

Vesting

Participants become 100% vested in their account balances, employee and employer contributions plus actual earnings thereon, upon entering the Plan.

NOTE A—DESCRIPTION OF THE PLAN (CONTINUED)

Notes Receivable from Participants

Participants may, upon application to the administrator, borrow from their accounts (excluding qualified voluntary employee contributions, ESOP contributions and matching contributions invested in employer stock) an amount not in excess of 50%, up to a maximum of $50,000, of their account balances, subject to certain conditions as defined in the Plan document. The loans and interest thereon shall be repaid ratably through payroll deductions over a period generally not to exceed five years. The loans are secured by the balances in the participants' accounts and bear interest at rates commensurate for loans made under similar circumstances.

Payment of Benefits

Participants can receive a final distribution of their account upon termination, retirement, death and disability. In-service withdrawals are permitted under certain circumstances. Additionally, in order to satisfy the ESOP diversification requirements, participants may receive distribution of up to 25% (50% for the final year of participant's diversification election period) of the total shares of Employer Stock held in participant's post-1986 ESOP Sub-Account once participants have reached age 55 and completed 10 years of service.

Generally, distributions over $1,000 can be postponed up to age 65, however, participants may also elect to retain their investment in Company stock for a period of five years following their termination from services.

Single-sum payments, installment payments and direct rollover options are available within the Plan.

Upon retirement under certain circumstances, participants may elect to receive a distribution of company stock from the portion relating to the ESOP sub-account and matching employer contributions that are invested in company stock.

Retirement Age

Normal retirement age is 65; participants may qualify for early retirement after age 59 1/2, with no penalty.

NOTE B—SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value, except for the Guaranteed Income Fund with an insurance company, which is at contract value (see below).

NOTE B—SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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. Net appreciation (depreciation) includes the plan's gains and losses on investments bought and sold as well as held during the year.

Use of Estimates

The preparation of financial statements in accordance with U.S. generally accepted accounting principles requires the Plan Sponsor to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Guaranteed Income Fund With Insurance Company

The Plan entered into a benefit-responsive income contract with Prudential Retirement Insurance and Annuity Company (Prudential) which maintains the contributions in a general account. These contracts are considered evergreen group annuity products with guarantees backed by the full faith and credit of Prudential. Contract value represents deposits made to the contract, plus earnings at guaranteed crediting rates, less withdrawals and fees. Payment obligations represent an insurance claim supported by general assets of Prudential. Expenses are calculated by Prudential and incorporated into the crediting rates. Past interest rates are not an indication of future interest rates. The account is credited daily based on the daily equivalent of the annual effective crediting rate. The contract is included in the financial statement of the plan at contract value.

Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

Certain events limit the ability of the plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the plan documents (including complete or partial plan termination or merger with another plan), (2) changes to the plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the plan sponsor or other plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The plan administrator does not believe that any events which would limit the plan's ability to transact at contract value with participants are probable of occurring.

NOTE B—SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The concept of a value other than Contract Value does not apply to this insurance company issued general account backed evergreen (no maturity date) group annuity spread product, even upon a discontinuance of the contract, in which case Contract Value would be paid no later than 90 days from the date the sponsor provides notice to discontinue. This contract's operation is different than many other evergreen group annuity products in the market by virtue of the fact that a Market Value (Fair Value) Adjustment does not apply upon discontinuance. There are not any specific securities in the general account that back the liabilities of this annuity contract and it would be inappropriate to look to the market value of the securities within the insurer's general account to determine a Fair Value. The plan owns a promise to pay interest at crediting rates which are announced in advance and guaranteed for a specified period of time as outlined in the group annuity contract. This product is not a traditional GIC and therefore there are not any known cash flows that could be discounted. As a result, the amount shown is equal to the Contract Value.

The guaranteed income fund does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

	2012	2011
Average Yields		
Based on actual earnings and interest rate credited to participants		
January 1 - June 30	1.31	2.85
July 1 - December 31	1.25	2.90

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Plan Expenses

All reasonable expenses of the administrator or trustee incurred in the performance of their duties hereunder or under the Plan may be paid by the employer at the employer's discretion. Any expenses not paid by the employer are expenses of the Plan.

Administrative Expenses

Administrative expenses of the Plan are paid out of Plan assets. Administrative expenses were $20,000 and $7,893 for the years ended December 31, 2012 and 2011, respectively.

NOTE B—SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Date of Management's Review

The Plan Administrator has evaluated subsequent events through September 30, 2013, the date the financial statements were available to be issued.

NOTE C—INVESTMENTS

The following table represents the investments in this Plan:

		December 31			
		2012		2011	
		Number of Shares	Fair Values	Number of Shares	Fair Values
*	O'Brien & Gere Limited Common Stock	184,274	$ 17,874,651	140,320	$ 12,024,060
*	Prudential Retirement and Investment Services				
*	Core Bond Enhanced Index	203,764	4,488,048	172,999	3,648,526
*	Lifetime Balanced Fund	402,000	8,920,664	358,440	7,039,687
*	SA/ T Rowe Price Equity Income Fund	54,715	2,278,179	46,979	1,672,258
*	Large-Cap Val Wellington Mgmt Fund	554,539	8,272,754	513,687	6,738,148
*	Dryden S&P 500 Index Fund	27,318	2,698,837	28,453	2,425,451
*	Oppenheimer Cap Appreciation Fund	-	-	-	-
*	Large-Cap Growth/Eaton Vance Fund	117,074	1,192,142	101,182	911,246
*	Mid-Capital Growth/Artisan Partners Fund	362,194	7,018,713	361,606	5,841,930
*	Small Capital Growth/Times Square Fund	100,559	3,821,517	99,196	3,323,082
*	International Growth/Artisan Partners Fund	461,856	7,664,860	451,385	6,005,831
*	Mid-Capital Value/CRM Fund	120,118	1,785,519	111,483	1,409,824
*	Small Cap Value/Munder Cap Fund	47,324	487,040	53,101	461,081
*	International Value/LSV Asset Mgt Fund	-	-	-	-
*	Income Flex Lifetime Balanced Fund	2,902	33,565	2,007	20,740
*	Income Flex Lifetime Income and Equity Fund	15,928	198,132	13,726	157,618
*	Income Flex Lifetime Aggressive Growth Fund	5,847	64,064	5,640	54,399
*	Income Flex Lifetime Growth Fund	973	11,091	781	7,911
*	Inome Flex Lifetime Conservative Fund	1,386	16,572	1,304	14,057
*	SA/Wells Fargo Advantage Small Cap Val Fund	38,282	2,190,428	31,840	1,602,037
*	SA/Templeton Foreign Strategy	37,685	994,327	29,076	649,443
*	Large Cap Growth Jennison Fund	396,162	6,352,864	355,644	4,924,617
	Total at Fair Value	3,134,900	76,363,967	2,878,849	58,931,946
*	Guaranteed Income Fund (Contract Value)	503,019	18,238,276	493,795	17,454,485
	TOTAL INVESTMENTS	3,637,919	$ 94,602,243	3,372,644	$ 76,386,431

* Party-in-interest

NOTE C—INVESTMENTS (CONTINUED)

Gains and losses (realized and unrealized) included in changes in net assets available for benefits for the years ended December 31, 2012 and 2011, are reported in net appreciation (depreciation) in fair value of investments as follows:

	2012	2011
Pooled Separate Accounts	$ 7,623,878	$ (600,299)
O'Brien & Gere Limited Common Stock	2,236,436	622,060
	$ 9,860,314	$ 21,761

Nonparticipant-Directed Investments

Information about the net assets and significant components of the changes in net assets relating to the O'Brien and Gere Limited Common Stock, a nonparticipant directed investment, is as follows at December 31:

	2012	2011
Net Assets:		
O'Brien & Gere Limited Common Stock	$ 17,874,651	$ 12,024,060
Changes in Net Assets:		
ESOP O'Brien & Gere Limited Common Stock transferred	$ 3,973,288	$ -
Contributions	1,000,000	-
Net appreciation	2,236,436	622,060
Benefit paid to participants	(589,451)	(857,454)
Transfers to participant-directed investments	(769,672)	(192,680)

NOTE D—FAIR VALUE MEASUREMENTS

The accounting standards establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described as follows:

NOTE D—FAIR VALUE MEASUREMENTS (CONTINUED)

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

Level 2 Inputs to the valuation methodology include:

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

If the asset or liability has a specific (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 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. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Pooled separate accounts: Valued as computed by custodian which represents the pooled market value of underlying assets adjusted for capital gain and dividends which are automatically reinvested and deduction of administrative fee (Net Unit Value).

O'Brien & Gere Limited Common Stock: Value is determined by an independent appraisal at the beginning of the year and historically adjusted for current period earnings or losses, monthly from January to March 31. The Board of Directors of the Company resolved in April 2011 to set the stock price annually to be utilized for all subsequent stock transactions and benefit payments. (Net Asset Value per Share).

Guaranteed income fund: Valued at contract value. See Note B for valuation method.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan Administrator 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.

NOTE D—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:

2012	Level 1	Level 2	Level 3	Total
Pooled separate accounts - fair value	$ -	-	58,489,316	$ 58,489,316
Guaranteed income funds - contract value	-	-	18,238,276	18,238,276
O'Brien & Gere Limited Common Stock - fair value	-	-	17,874,651	17,874,651
Total assets	$ -	$ -	$ 94,602,243	$ 94,602,243

2011	Level 1	Level 2	Level 3	Total
Pooled separate accounts - fair value	$ -	-	46,907,886	$ 46,907,886
Guaranteed income funds - contract value	-	-	17,454,485	17,454,485
O'Brien & Gere Limited Common Stock - fair value	-	-	12,024,060	12,024,060
Total assets	$ -	$ -	$ 76,386,431	$ 76,386,431

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

	2012	2011
Balance, beginning of year	$ 76,386,431	$ 74,240,375
Contributions	7,716,399	6,703,928
ESOP plan assets transferred	4,981,876	-
Distributions	(4,723,857)	(5,056,456)
Realized net gain	1,869,911	1,389,475
Unrealized net appreciation (depreciation) on investments	7,990,403	(1,367,714)
Interest and dividends	513,408	535,320
Administrative fees	(20,000)	(8,900)
Net transfer to notes receivable from participants	(112,328)	(49,597)
Balance, end of year	$ 94,602,243	$ 76,386,431

NOTE E—RELATED-PARTY TRANSACTIONS

Certain Plan investments are shares of pooled separate accounts managed by Prudential Retirement Insurance and Annuity Company, custodian of the Plan's assets and, therefore, these transactions qualify as party-in-interest transactions.

Investments and activity in shares of O'Brien & Gere Limited Stock, which is the plan sponsor, qualify as party-in-interest transactions.

Kane, Bowles & Moore, P.C. provides audit services to the Plan and are paid a reasonable fee for such services. These transactions qualify as party-in-interest transactions and are considered to be exempt.

NOTE F—PLAN TERMINATION

Although it has not expressed any intent to do so, the Plan Sponsor has the right, under the Plan to discontinue its contributions at any time, withdraw from the Plan and to terminate the Plan, subject to the provisions of ERISA.

NOTE G—TAX STATUS

The Plan Sponsor obtained its latest favorable determination letter on November 21, 2008 under Section 401(a) of the Internal Revenue Code in which the Internal Revenue Service stated the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code.

The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

Accounting principles generally accepted in the United States of America require 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, 2012, 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 has been audited by the Internal Revenue Service for the period ended December 31, 2010 and the return has been accepted as filed with no changes. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

NOTE H—RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rates, market and credit risks. The investment in O'Brien & Gere Limited Common Stock is also exposed to concentration risk. Due to the level of risk associated with these investments and the level of uncertainty related to changes in the value of the investments, it is at least reasonably possible that changes in values of investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits and the statement of changes in net assets available for benefits.

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

O'BRIEN & GERE INCENTIVE SAVINGS & RETIREMENT PLAN

DECEMBER 31, 2012

EIN: 16-1284512
Plan No.: 003
Schedule H, Line 4. i.

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrow, lessor or similar party	Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current Value
*	O'Brien & Gere Limited Common Stock	184,275 shares of O'Brien & Gere Limited Common Stock	$ 11,509,831	$ 17,874,651
*	Prudential Retirement & Investment Services	Guaranteed Income Fund	18,238,276	18,238,276
*	Prudential Retirement & Investment Services	Core Bond Enhanced Index	3,986,406	4,488,048
*	Prudential Retirement & Investment Services	Prudential Lifetime Balanced Funds	7,220,867	8,920,664
*	Prudential Retirement & Investment Services	T Rowe Price Equity Income Fund	1,853,623	2,278,179
*	Prudential Retirement & Investment Services	Large Capital Value/Wellington Mgmt	7,149,057	8,272,754
*	Prudential Retirement & Investment Services	Dryden S & P 500 Index Fund	2,145,917	2,698,837
*	Prudential Retirement & Investment Services	Large Capital Growth/Eaton Vance Fund	1,161,573	1,192,142
*	Prudential Retirement & Investment Services	Mid Capital Growth/Artisan Partners	4,660,848	7,018,713
*	Prudential Retirement & Investment Services	Small Capital Growth/Times Square Fund	2,751,334	3,821,517
*	Prudential Retirement & Investment Services	International Growth/Artisan Partners Fund	6,233,380	7,664,860
*	Prudential Retirement & Investment Services	Mid Cap Value/CRM Fund	1,442,721	1,785,519
*	Prudential Retirement & Investment Services	Small Cap Value/Munder Capital Fund	526,384	487,040
*	Prudential Retirement & Investment Services	Income Flex Lifetime Balanced Fund	27,899	33,565
*	Prudential Retirement & Investment Services	IncomeFlex Lifetime Income and Equity Fund	165,335	198,132
*	Prudential Retirement & Investment Services	IncomeFlex Lifetime Aggressive Growth Fund	51,547	64,064
*	Prudential Retirement & Investment Services	IncomeFlex Lifetime Growth Fund	9,281	11,091
*	Prudential Retirement & Investment Services	IncomeFlex Lifetime Conservative Fund	13,971	16,572
*	Prudential Retirement & Investment Services	Wells Fargo Advantage Small Cap Value Fund	1,716,600	2,190,428
*	Prudential Retirement & Investment Services	SA/Templeton Foreign Strategy	835,404	994,327
*	Prudential Retirement & Investment Services	Large Cap Growth Jennison Fund	5,124,375	6,352,864
*	Participant Loans	Participant loans at interest, rates from 4.25% to 8.25%, secured by vested participant balances	$0	1,618,692

* Identifies party-in-interest.

FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE

O'BRIEN & GERE
INCENTIVE SAVINGS AND RETIREMENT PLAN

DECEMBER 31, 2012 and 2011

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O'BRIEN & GERE INCENTIVE SAVINGS & RETIREMENT PLAN

DECEMBER 31, 2012 and 2011

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CERTIFIED PUBLIC ACCOUNTANTS

Kane, Bowles & Moore, P.C.

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INDEPENDENT AUDITOR'S REPORT

To the Trustees
O'Brien & Gere Incentive Savings and Retirement Plan

Report on the Financial Statements

We have audited the accompanying financial statements of O'Brien & Gere Incentive Savings and Retirement Plan ("Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of O'Brien & Gere Incentive Savings and Retirement Plan as of December 31, 2012 and 2011, and the changes in its net assets available for benefits for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Report on Supplemental Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets held for investment purposes at end of year, together referred to as "supplemental information," is presented for the purpose of additional analysis and are not a required part of the financial statements but are supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Kany Bowles & Moore, P.C.

Liverpool, New York
September 30, 2013

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

O'BRIEN & GERE INCENTIVE SAVINGS AND RETIREMENT PLAN

DECEMBER 31, 2012 and 2011

	2012	2011
ASSETS		
Investments	$ 94,602,243	$ 76,386,431
Receivables		
Notes receivable from participants	1,618,692	1,522,846
Participants contributions	112,809	102,460
Employer contributions	1,143,913	41,416
Cash	23,348	14,166
TOTAL ASSETS	97,501,005	78,067,319
LIABILITIES		
Accounts payable	-	7,300
TOTAL LIABILITIES	-	7,300
NET ASSETS AVAILABLE FOR BENEFITS	$ 97,501,005	$ 78,060,019

See notes to the financial statements.

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

O'BRIEN & GERE INCENTIVE SAVINGS AND RETIREMENT PLAN

YEARS ENDED DECEMBER 31, 2012 and 2011

	2012	2011
ADDITIONS TO NET ASSETS ATTRIBUTED TO		
Investment income		
Net appreciation in fair value of investments		
Participant directed investments	$ 7,623,878	$ -
O'Brien & Gere Limited Common Stock	2,236,436	622,060
Interest and dividend income	445,783	463,266
Interest income on notes receivable from participants	67,625	72,057
Contributions		
Employer	3,327,404	2,052,114
Participant	5,501,841	4,795,690
TOTAL ADDITIONS	19,202,967	8,005,187
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO		
Net depreciation in fair value of participant directed investments	-	600,299
Benefits paid to participants	4,723,857	5,056,456
Administration fees	20,000	7,893
TOTAL DEDUCTIONS	4,743,857	5,664,648
NET INCREASE	14,459,110	2,340,539
ESOP ASSETS TRANSFERRED IN	4,981,876	-
NET ASSETS AVAILABLE FOR BENEFITS AT BEGINNING OF YEAR	78,060,019	75,719,480
NET ASSETS AVAILABLE FOR BENEFITS AT END OF YEAR	$ 97,501,005	$ 78,060,019

See notes to the financial statements.

NOTE A—DESCRIPTION OF THE PLAN

The following brief description of the O'Brien & Gere Incentive Savings and Retirement Plan (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 profit sharing and employee savings plan covering substantially all employees of O'Brien & Gere Limited and Subsidiaries (Company and Plan Sponsor). Generally, employees prior to January 1, 2012 are eligible to make contributions after they have been continuously employed by the Company for thirty days and shall be eligible to participate in the company match contribution. The Plan is subject to the provisions of Employee Retirement Security Act of 1974 (ERISA). On December 15, 2011, the Sponsor's Board of Directors approved a resolution to combine the assets of the ISRP and ESOP into one qualified ERISA plan, which will continue to be known as the O'Brien & Gere Incentive Savings & Retirement Plan ("ISRP") effective January 1, 2012. As a result, the ESOP transferred their assets to the ISRP Plan.

Contributions

Participants may make qualified voluntary and catch up contributions to the Plan under Section 401(k), not to exceed statutory limits. In addition, each participant may make a non-qualified voluntary contribution of up to 10% of the participant's compensation for the Plan year. Unless a participant elects otherwise, a qualified voluntary contribution is automatically withheld at 3% of compensation upon eligibility.

The Plan Sponsor makes matching 401(k) contributions, in the form of cash or Plan Sponsor common stock at its discretion, equal to 100% of the participant's qualified voluntary contributions up to 4% of eligible pay. Employer matching contributions consisted of cash of $2,227,404 and $2,052,114 in 2012 and 2011, respectively.

Discretionary Sponsor Contributions

The Plan Sponsor may make a discretionary annual profit sharing contribution for allocation to participants' accounts on the basis of compensation. There were no discretionary contributions declared by the Plan Sponsor for the Plan year ending December 31, 2012 and 2011.

NOTE A—DESCRIPTION OF THE PLAN (CONTINUED)

ESOP Contributions

As a result of the merger of the ESOP and ISRP, the combined plan has separate ESOP provisions. Generally, employees that have completed a year of service are eligible to participate in the sponsor discretionary profit sharing Employee Stock Ownership contributions. The Plan sponsor may make an ESOP contribution of O'Brien and Gere Limited Company Stock for allocation to participants' accounts on the basis of compensation using a pro-rata formula. The amount of the Sponsor's contribution will be authorized by the Sponsor's Board of Directors but shall not exceed the maximum deductible from the employer's income under Section 404(a) of the Internal Revenue Code. ESOP contributions declared by the Sponsor for the plan year ended December 31, 2012 were $1,100,000. The $1,000,000 ESOP contribution for the plan year ended December 31, 2011 was recognized in the separate ESOP Plan prior to the merger. Participants must be employed on the last day of the plan year to be eligible for the ESOP contribution, unless due to retirement, death or disability.

Participant Accounts

Each participant's account is credited with the participant's and allocations of the Sponsor's contributions and the Plan earnings (losses), and charged with allocations of administrative expenses. Allocations are based on participant account balances, as defined. A separate ESOP sub-account is maintained for each participant to track the ESOP contributions and share of the assets held in the ESOP portion of the Plan.

Investments and Voting Rights

Participants direct the investment of their contributions and employer contributions into various investment options offered by the Plan.

Shares of O'Brien & Gere Limited Common Stock make up 100% of the plan investments within the ESOP portion of the Plan and some of the plan investments within the 401(k) portion of the Plan.

Participants may transfer employer contributions out of company stock, but cannot redirect investments into company stock. Also, diversification of ESOP sub-accounts rules apply.

If the participant does not select an investment account, the administrator will direct the investment.

Stock held by the Plan shall be voted by the Plan Trustee upon the instruction of the Administrative Committee appointed by the Directors of the Company except in stockholder matters which require a greater than majority affirmation vote of stock voted, in which case each participant shall have the right to vote the stock allocated to his account.

Vesting

Participants become 100% vested in their account balances, employee and employer contributions plus actual earnings thereon, upon entering the Plan.

NOTE A—DESCRIPTION OF THE PLAN (CONTINUED)

Notes Receivable from Participants

Participants may, upon application to the administrator, borrow from their accounts (excluding qualified voluntary employee contributions, ESOP contributions and matching contributions invested in employer stock) an amount not in excess of 50%, up to a maximum of $50,000, of their account balances, subject to certain conditions as defined in the Plan document. The loans and interest thereon shall be repaid ratably through payroll deductions over a period generally not to exceed five years. The loans are secured by the balances in the participants' accounts and bear interest at rates commensurate for loans made under similar circumstances.

Payment of Benefits

Participants can receive a final distribution of their account upon termination, retirement, death and disability. In-service withdrawals are permitted under certain circumstances. Additionally, in order to satisfy the ESOP diversification requirements, participants may receive distribution of up to 25% (50% for the final year of participant's diversification election period) of the total shares of Employer Stock held in participant's post-1986 ESOP Sub-Account once participants have reached age 55 and completed 10 years of service.

Generally, distributions over $1,000 can be postponed up to age 65, however, participants may also elect to retain their investment in Company stock for a period of five years following their termination from services.

Single-sum payments, installment payments and direct rollover options are available within the Plan.

Upon retirement under certain circumstances, participants may elect to receive a distribution of company stock from the portion relating to the ESOP sub-account and matching employer contributions that are invested in company stock.

Retirement Age

Normal retirement age is 65; participants may qualify for early retirement after age 59 1/2, with no penalty.

NOTE B—SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value, except for the Guaranteed Income Fund with an insurance company, which is at contract value (see below).

NOTE B—SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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. Net appreciation (depreciation) includes the plan's gains and losses on investments bought and sold as well as held during the year.

Use of Estimates

The preparation of financial statements in accordance with U.S. generally accepted accounting principles requires the Plan Sponsor to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Guaranteed Income Fund With Insurance Company

The Plan entered into a benefit-responsive income contract with Prudential Retirement Insurance and Annuity Company (Prudential) which maintains the contributions in a general account. These contracts are considered evergreen group annuity products with guarantees backed by the full faith and credit of Prudential. Contract value represents deposits made to the contract, plus earnings at guaranteed crediting rates, less withdrawals and fees. Payment obligations represent an insurance claim supported by general assets of Prudential. Expenses are calculated by Prudential and incorporated into the crediting rates. Past interest rates are not an indication of future interest rates. The account is credited daily based on the daily equivalent of the annual effective crediting rate. The contract is included in the financial statement of the plan at contract value.

Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

Certain events limit the ability of the plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the plan documents (including complete or partial plan termination or merger with another plan), (2) changes to the plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the plan sponsor or other plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The plan administrator does not believe that any events which would limit the plan's ability to transact at contract value with participants are probable of occurring.

NOTE B—SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The concept of a value other than Contract Value does not apply to this insurance company issued general account backed evergreen (no maturity date) group annuity spread product, even upon a discontinuance of the contract, in which case Contract Value would be paid no later than 90 days from the date the sponsor provides notice to discontinue. This contract's operation is different than many other evergreen group annuity products in the market by virtue of the fact that a Market Value (Fair Value) Adjustment does not apply upon discontinuance. There are not any specific securities in the general account that back the liabilities of this annuity contract and it would be inappropriate to look to the market value of the securities within the insurer's general account to determine a Fair Value. The plan owns a promise to pay interest at crediting rates which are announced in advance and guaranteed for a specified period of time as outlined in the group annuity contract. This product is not a traditional GIC and therefore there are not any known cash flows that could be discounted. As a result, the amount shown is equal to the Contract Value.

The guaranteed income fund does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

	2012	2011
Average Yields		
Based on actual earnings and interest rate credited to participants		
January 1 - June 30	1.31	2.85
July 1 - December 31	1.25	2.90

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Plan Expenses

All reasonable expenses of the administrator or trustee incurred in the performance of their duties hereunder or under the Plan may be paid by the employer at the employer's discretion. Any expenses not paid by the employer are expenses of the Plan.

Administrative Expenses

Administrative expenses of the Plan are paid out of Plan assets. Administrative expenses were $20,000 and $7,893 for the years ended December 31, 2012 and 2011, respectively.

NOTE B—SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Date of Management's Review

The Plan Administrator has evaluated subsequent events through September 30, 2013, the date the financial statements were available to be issued.

NOTE C—INVESTMENTS

The following table represents the investments in this Plan:

		December 31			
		2012		2011	
		Number of Shares	Fair Values	Number of Shares	Fair Values
*	O'Brien & Gere Limited Common Stock	184,274	$ 17,874,651	140,320	$ 12,024,060
*	Prudential Retirement and Investment Services				
*	Core Bond Enhanced Index	203,764	4,488,048	172,999	3,648,526
*	Lifetime Balanced Fund	402,000	8,920,664	358,440	7,039,687
*	SA/ T Rowe Price Equity Income Fund	54,715	2,278,179	46,979	1,672,258
*	Large-Cap Val Wellington Mgmt Fund	554,539	8,272,754	513,687	6,738,148
*	Dryden S&P 500 Index Fund	27,318	2,698,837	28,453	2,425,451
*	Oppenheimer Cap Appreciation Fund	-	-	-	-
*	Large-Cap Growth/Eaton Vance Fund	117,074	1,192,142	101,182	911,246
*	Mid-Capital Growth/Artisan Partners Fund	362,194	7,018,713	361,606	5,841,930
*	Small Capital Growth/Times Square Fund	100,559	3,821,517	99,196	3,323,082
*	International Growth/Artisan Partners Fund	461,856	7,664,860	451,385	6,005,831
*	Mid-Capital Value/CRM Fund	120,118	1,785,519	111,483	1,409,824
*	Small Cap Value/Munder Cap Fund	47,324	487,040	53,101	461,081
*	International Value/LSV Asset Mgt Fund	-	-	-	-
*	Income Flex Lifetime Balanced Fund	2,902	33,565	2,007	20,740
*	Income Flex Lifetime Income and Equity Fund	15,928	198,132	13,726	157,618
*	Income Flex Lifetime Aggressive Growth Fund	5,847	64,064	5,640	54,399
*	Income Flex Lifetime Growth Fund	973	11,091	781	7,911
*	Inome Flex Lifetime Conservative Fund	1,386	16,572	1,304	14,057
*	SA/Wells Fargo Advantage Small Cap Val Fund	38,282	2,190,428	31,840	1,602,037
*	SA/Templeton Foreign Strategy	37,685	994,327	29,076	649,443
*	Large Cap Growth Jennison Fund	396,162	6,352,864	355,644	4,924,617
	Total at Fair Value	3,134,900	76,363,967	2,878,849	58,931,946
*	Guaranteed Income Fund (Contract Value)	503,019	18,238,276	493,795	17,454,485
	TOTAL INVESTMENTS	3,637,919	$ 94,602,243	3,372,644	$ 76,386,431

* Party-in-interest

NOTE C—INVESTMENTS (CONTINUED)

Gains and losses (realized and unrealized) included in changes in net assets available for benefits for the years ended December 31, 2012 and 2011, are reported in net appreciation (depreciation) in fair value of investments as follows:

	2012	2011
Pooled Separate Accounts	$ 7,623,878	$ (600,299)
O'Brien & Gere Limited Common Stock	2,236,436	622,060
	$ 9,860,314	$ 21,761

Nonparticipant-Directed Investments

Information about the net assets and significant components of the changes in net assets relating to the O'Brien and Gere Limited Common Stock, a nonparticipant directed investment, is as follows at December 31:

	2012	2011
Net Assets:		
O'Brien & Gere Limited Common Stock	$ 17,874,651	$ 12,024,060
Changes in Net Assets:		
ESOP O'Brien & Gere Limited Common Stock transferred	$ 3,973,288	$ -
Contributions	1,000,000	-
Net appreciation	2,236,436	622,060
Benefit paid to participants	(589,451)	(857,454)
Transfers to participant-directed investments	(769,672)	(192,680)

NOTE D—FAIR VALUE MEASUREMENTS

The accounting standards establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described as follows:

NOTE D—FAIR VALUE MEASUREMENTS (CONTINUED)

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

Level 2 Inputs to the valuation methodology include:

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

If the asset or liability has a specific (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 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. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Pooled separate accounts: Valued as computed by custodian which represents the pooled market value of underlying assets adjusted for capital gain and dividends which are automatically reinvested and deduction of administrative fee (Net Unit Value).

O'Brien & Gere Limited Common Stock: Value is determined by an independent appraisal at the beginning of the year and historically adjusted for current period earnings or losses, monthly from January to March 31. The Board of Directors of the Company resolved in April 2011 to set the stock price annually to be utilized for all subsequent stock transactions and benefit payments. (Net Asset Value per Share).

Guaranteed income fund: Valued at contract value. See Note B for valuation method.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan Administrator 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.

NOTE D—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:

2012	Level 1	Level 2	Level 3	Total
Pooled separate accounts - fair value	$ -	-	58,489,316	$ 58,489,316
Guaranteed income funds - contract value	-	-	18,238,276	18,238,276
O'Brien & Gere Limited Common Stock - fair value	-	-	17,874,651	17,874,651
Total assets	$ -	$ -	$ 94,602,243	$ 94,602,243

2011	Level 1	Level 2	Level 3	Total
Pooled separate accounts - fair value	$ -	-	46,907,886	$ 46,907,886
Guaranteed income funds - contract value	-	-	17,454,485	17,454,485
O'Brien & Gere Limited Common Stock - fair value	-	-	12,024,060	12,024,060
Total assets	$ -	$ -	$ 76,386,431	$ 76,386,431

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

	2012	2011
Balance, beginning of year	$ 76,386,431	$ 74,240,375
Contributions	7,716,399	6,703,928
ESOP plan assets transferred	4,981,876	-
Distributions	(4,723,857)	(5,056,456)
Realized net gain	1,869,911	1,389,475
Unrealized net appreciation (depreciation) on investments	7,990,403	(1,367,714)
Interest and dividends	513,408	535,320
Administrative fees	(20,000)	(8,900)
Net transfer to notes receivable from participants	(112,328)	(49,597)
Balance, end of year	$ 94,602,243	$ 76,386,431

NOTE E—RELATED-PARTY TRANSACTIONS

Certain Plan investments are shares of pooled separate accounts managed by Prudential Retirement Insurance and Annuity Company, custodian of the Plan's assets and, therefore, these transactions qualify as party-in-interest transactions.

Investments and activity in shares of O'Brien & Gere Limited Stock, which is the plan sponsor, qualify as party-in-interest transactions.

Kane, Bowles & Moore, P.C. provides audit services to the Plan and are paid a reasonable fee for such services. These transactions qualify as party-in-interest transactions and are considered to be exempt.

NOTE F—PLAN TERMINATION

Although it has not expressed any intent to do so, the Plan Sponsor has the right, under the Plan to discontinue its contributions at any time, withdraw from the Plan and to terminate the Plan, subject to the provisions of ERISA.

NOTE G—TAX STATUS

The Plan Sponsor obtained its latest favorable determination letter on November 21, 2008 under Section 401(a) of the Internal Revenue Code in which the Internal Revenue Service stated the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code.

The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

Accounting principles generally accepted in the United States of America require 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, 2012, 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 has been audited by the Internal Revenue Service for the period ended December 31, 2010 and the return has been accepted as filed with no changes. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

NOTE H—RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rates, market and credit risks. The investment in O'Brien & Gere Limited Common Stock is also exposed to concentration risk. Due to the level of risk associated with these investments and the level of uncertainty related to changes in the value of the investments, it is at least reasonably possible that changes in values of investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits and the statement of changes in net assets available for benefits.

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

O'BRIEN & GERE INCENTIVE SAVINGS & RETIREMENT PLAN

DECEMBER 31, 2012

EIN: 16-1284512
Plan No.: 003
Schedule H, Line 4. i.

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrow, lessor or similar party	Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current Value
*	O'Brien & Gere Limited Common Stock	184,275 shares of O'Brien & Gere Limited Common Stock	$ 11,509,831	$ 17,874,651
*	Prudential Retirement & Investment Services	Guaranteed Income Fund	18,238,276	18,238,276
*	Prudential Retirement & Investment Services	Core Bond Enhanced Index	3,986,406	4,488,048
*	Prudential Retirement & Investment Services	Prudential Lifetime Balanced Funds	7,220,867	8,920,664
*	Prudential Retirement & Investment Services	T Rowe Price Equity Income Fund	1,853,623	2,278,179
*	Prudential Retirement & Investment Services	Large Capital Value/Wellington Mgmt	7,149,057	8,272,754
*	Prudential Retirement & Investment Services	Dryden S & P 500 Index Fund	2,145,917	2,698,837
*	Prudential Retirement & Investment Services	Large Capital Growth/Eaton Vance Fund	1,161,573	1,192,142
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*	Prudential Retirement & Investment Services	Small Capital Growth/Times Square Fund	2,751,334	3,821,517
*	Prudential Retirement & Investment Services	International Growth/Artisan Partners Fund	6,233,380	7,664,860
*	Prudential Retirement & Investment Services	Mid Cap Value/CRM Fund	1,442,721	1,785,519
*	Prudential Retirement & Investment Services	Small Cap Value/Munder Capital Fund	526,384	487,040
*	Prudential Retirement & Investment Services	Income Flex Lifetime Balanced Fund	27,899	33,565
*	Prudential Retirement & Investment Services	IncomeFlex Lifetime Income and Equity Fund	165,335	198,132
*	Prudential Retirement & Investment Services	IncomeFlex Lifetime Aggressive Growth Fund	51,547	64,064
*	Prudential Retirement & Investment Services	IncomeFlex Lifetime Growth Fund	9,281	11,091
*	Prudential Retirement & Investment Services	IncomeFlex Lifetime Conservative Fund	13,971	16,572
*	Prudential Retirement & Investment Services	Wells Fargo Advantage Small Cap Value Fund	1,716,600	2,190,428
*	Prudential Retirement & Investment Services	SA/Templeton Foreign Strategy	835,404	994,327
*	Prudential Retirement & Investment Services	Large Cap Growth Jennison Fund	5,124,375	6,352,864
*	Participant Loans	Participant loans at interest, rates from 4.25% to 8.25%, secured by vested participant balances	$0	1,618,692

* Identifies party-in-interest.

FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE

O'BRIEN & GERE
INCENTIVE SAVINGS AND RETIREMENT PLAN

DECEMBER 31, 2012 and 2011

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O'BRIEN & GERE INCENTIVE SAVINGS & RETIREMENT PLAN

DECEMBER 31, 2012 and 2011

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CERTIFIED PUBLIC ACCOUNTANTS

Kane, Bowles & Moore, P.C.

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MEMBERS OF THE AMERICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Trustees
O'Brien & Gere Incentive Savings and Retirement Plan

Report on the Financial Statements

We have audited the accompanying financial statements of O'Brien & Gere Incentive Savings and Retirement Plan ("Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of O'Brien & Gere Incentive Savings and Retirement Plan as of December 31, 2012 and 2011, and the changes in its net assets available for benefits for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Report on Supplemental Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets held for investment purposes at end of year, together referred to as "supplemental information," is presented for the purpose of additional analysis and are not a required part of the financial statements but are supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Kany Bowles & Moore, P.C.

Liverpool, New York
September 30, 2013

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

O'BRIEN & GERE INCENTIVE SAVINGS AND RETIREMENT PLAN

DECEMBER 31, 2012 and 2011

	2012	2011
ASSETS		
Investments	$ 94,602,243	$ 76,386,431
Receivables		
Notes receivable from participants	1,618,692	1,522,846
Participants contributions	112,809	102,460
Employer contributions	1,143,913	41,416
Cash	23,348	14,166
TOTAL ASSETS	97,501,005	78,067,319
LIABILITIES		
Accounts payable	-	7,300
TOTAL LIABILITIES	-	7,300
NET ASSETS AVAILABLE FOR BENEFITS	$ 97,501,005	$ 78,060,019

See notes to the financial statements.

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

O'BRIEN & GERE INCENTIVE SAVINGS AND RETIREMENT PLAN

YEARS ENDED DECEMBER 31, 2012 and 2011

	2012	2011
ADDITIONS TO NET ASSETS ATTRIBUTED TO		
Investment income		
Net appreciation in fair value of investments		
Participant directed investments	$ 7,623,878	$ -
O'Brien & Gere Limited Common Stock	2,236,436	622,060
Interest and dividend income	445,783	463,266
Interest income on notes receivable from participants	67,625	72,057
Contributions		
Employer	3,327,404	2,052,114
Participant	5,501,841	4,795,690
TOTAL ADDITIONS	19,202,967	8,005,187
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO		
Net depreciation in fair value of participant directed investments	-	600,299
Benefits paid to participants	4,723,857	5,056,456
Administration fees	20,000	7,893
TOTAL DEDUCTIONS	4,743,857	5,664,648
NET INCREASE	14,459,110	2,340,539
ESOP ASSETS TRANSFERRED IN	4,981,876	-
NET ASSETS AVAILABLE FOR BENEFITS AT BEGINNING OF YEAR	78,060,019	75,719,480
NET ASSETS AVAILABLE FOR BENEFITS AT END OF YEAR	$ 97,501,005	$ 78,060,019

See notes to the financial statements.

NOTE A—DESCRIPTION OF THE PLAN

The following brief description of the O'Brien & Gere Incentive Savings and Retirement Plan (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 profit sharing and employee savings plan covering substantially all employees of O'Brien & Gere Limited and Subsidiaries (Company and Plan Sponsor). Generally, employees prior to January 1, 2012 are eligible to make contributions after they have been continuously employed by the Company for thirty days and shall be eligible to participate in the company match contribution. The Plan is subject to the provisions of Employee Retirement Security Act of 1974 (ERISA). On December 15, 2011, the Sponsor's Board of Directors approved a resolution to combine the assets of the ISRP and ESOP into one qualified ERISA plan, which will continue to be known as the O'Brien & Gere Incentive Savings & Retirement Plan ("ISRP") effective January 1, 2012. As a result, the ESOP transferred their assets to the ISRP Plan.

Contributions

Participants may make qualified voluntary and catch up contributions to the Plan under Section 401(k), not to exceed statutory limits. In addition, each participant may make a non-qualified voluntary contribution of up to 10% of the participant's compensation for the Plan year. Unless a participant elects otherwise, a qualified voluntary contribution is automatically withheld at 3% of compensation upon eligibility.

The Plan Sponsor makes matching 401(k) contributions, in the form of cash or Plan Sponsor common stock at its discretion, equal to 100% of the participant's qualified voluntary contributions up to 4% of eligible pay. Employer matching contributions consisted of cash of $2,227,404 and $2,052,114 in 2012 and 2011, respectively.

Discretionary Sponsor Contributions

The Plan Sponsor may make a discretionary annual profit sharing contribution for allocation to participants' accounts on the basis of compensation. There were no discretionary contributions declared by the Plan Sponsor for the Plan year ending December 31, 2012 and 2011.

NOTE A—DESCRIPTION OF THE PLAN (CONTINUED)

ESOP Contributions

As a result of the merger of the ESOP and ISRP, the combined plan has separate ESOP provisions. Generally, employees that have completed a year of service are eligible to participate in the sponsor discretionary profit sharing Employee Stock Ownership contributions. The Plan sponsor may make an ESOP contribution of O'Brien and Gere Limited Company Stock for allocation to participants' accounts on the basis of compensation using a pro-rata formula. The amount of the Sponsor's contribution will be authorized by the Sponsor's Board of Directors but shall not exceed the maximum deductible from the employer's income under Section 404(a) of the Internal Revenue Code. ESOP contributions declared by the Sponsor for the plan year ended December 31, 2012 were $1,100,000. The $1,000,000 ESOP contribution for the plan year ended December 31, 2011 was recognized in the separate ESOP Plan prior to the merger. Participants must be employed on the last day of the plan year to be eligible for the ESOP contribution, unless due to retirement, death or disability.

Participant Accounts

Each participant's account is credited with the participant's and allocations of the Sponsor's contributions and the Plan earnings (losses), and charged with allocations of administrative expenses. Allocations are based on participant account balances, as defined. A separate ESOP sub-account is maintained for each participant to track the ESOP contributions and share of the assets held in the ESOP portion of the Plan.

Investments and Voting Rights

Participants direct the investment of their contributions and employer contributions into various investment options offered by the Plan.

Shares of O'Brien & Gere Limited Common Stock make up 100% of the plan investments within the ESOP portion of the Plan and some of the plan investments within the 401(k) portion of the Plan.

Participants may transfer employer contributions out of company stock, but cannot redirect investments into company stock. Also, diversification of ESOP sub-accounts rules apply.

If the participant does not select an investment account, the administrator will direct the investment.

Stock held by the Plan shall be voted by the Plan Trustee upon the instruction of the Administrative Committee appointed by the Directors of the Company except in stockholder matters which require a greater than majority affirmation vote of stock voted, in which case each participant shall have the right to vote the stock allocated to his account.

Vesting

Participants become 100% vested in their account balances, employee and employer contributions plus actual earnings thereon, upon entering the Plan.

NOTE A—DESCRIPTION OF THE PLAN (CONTINUED)

Notes Receivable from Participants

Participants may, upon application to the administrator, borrow from their accounts (excluding qualified voluntary employee contributions, ESOP contributions and matching contributions invested in employer stock) an amount not in excess of 50%, up to a maximum of $50,000, of their account balances, subject to certain conditions as defined in the Plan document. The loans and interest thereon shall be repaid ratably through payroll deductions over a period generally not to exceed five years. The loans are secured by the balances in the participants' accounts and bear interest at rates commensurate for loans made under similar circumstances.

Payment of Benefits

Participants can receive a final distribution of their account upon termination, retirement, death and disability. In-service withdrawals are permitted under certain circumstances. Additionally, in order to satisfy the ESOP diversification requirements, participants may receive distribution of up to 25% (50% for the final year of participant's diversification election period) of the total shares of Employer Stock held in participant's post-1986 ESOP Sub-Account once participants have reached age 55 and completed 10 years of service.

Generally, distributions over $1,000 can be postponed up to age 65, however, participants may also elect to retain their investment in Company stock for a period of five years following their termination from services.

Single-sum payments, installment payments and direct rollover options are available within the Plan.

Upon retirement under certain circumstances, participants may elect to receive a distribution of company stock from the portion relating to the ESOP sub-account and matching employer contributions that are invested in company stock.

Retirement Age

Normal retirement age is 65; participants may qualify for early retirement after age 59 1/2, with no penalty.

NOTE B—SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value, except for the Guaranteed Income Fund with an insurance company, which is at contract value (see below).

NOTE B—SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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. Net appreciation (depreciation) includes the plan's gains and losses on investments bought and sold as well as held during the year.

Use of Estimates

The preparation of financial statements in accordance with U.S. generally accepted accounting principles requires the Plan Sponsor to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Guaranteed Income Fund With Insurance Company

The Plan entered into a benefit-responsive income contract with Prudential Retirement Insurance and Annuity Company (Prudential) which maintains the contributions in a general account. These contracts are considered evergreen group annuity products with guarantees backed by the full faith and credit of Prudential. Contract value represents deposits made to the contract, plus earnings at guaranteed crediting rates, less withdrawals and fees. Payment obligations represent an insurance claim supported by general assets of Prudential. Expenses are calculated by Prudential and incorporated into the crediting rates. Past interest rates are not an indication of future interest rates. The account is credited daily based on the daily equivalent of the annual effective crediting rate. The contract is included in the financial statement of the plan at contract value.

Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

Certain events limit the ability of the plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the plan documents (including complete or partial plan termination or merger with another plan), (2) changes to the plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the plan sponsor or other plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The plan administrator does not believe that any events which would limit the plan's ability to transact at contract value with participants are probable of occurring.

NOTE B—SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The concept of a value other than Contract Value does not apply to this insurance company issued general account backed evergreen (no maturity date) group annuity spread product, even upon a discontinuance of the contract, in which case Contract Value would be paid no later than 90 days from the date the sponsor provides notice to discontinue. This contract's operation is different than many other evergreen group annuity products in the market by virtue of the fact that a Market Value (Fair Value) Adjustment does not apply upon discontinuance. There are not any specific securities in the general account that back the liabilities of this annuity contract and it would be inappropriate to look to the market value of the securities within the insurer's general account to determine a Fair Value. The plan owns a promise to pay interest at crediting rates which are announced in advance and guaranteed for a specified period of time as outlined in the group annuity contract. This product is not a traditional GIC and therefore there are not any known cash flows that could be discounted. As a result, the amount shown is equal to the Contract Value.

The guaranteed income fund does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

	2012	2011
Average Yields		
Based on actual earnings and interest rate credited to participants		
January 1 - June 30	1.31	2.85
July 1 - December 31	1.25	2.90

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Plan Expenses

All reasonable expenses of the administrator or trustee incurred in the performance of their duties hereunder or under the Plan may be paid by the employer at the employer's discretion. Any expenses not paid by the employer are expenses of the Plan.

Administrative Expenses

Administrative expenses of the Plan are paid out of Plan assets. Administrative expenses were $20,000 and $7,893 for the years ended December 31, 2012 and 2011, respectively.

NOTE B—SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Date of Management's Review

The Plan Administrator has evaluated subsequent events through September 30, 2013, the date the financial statements were available to be issued.

NOTE C—INVESTMENTS

The following table represents the investments in this Plan:

		December 31			
		2012		2011	
		Number of Shares	Fair Values	Number of Shares	Fair Values
*	O'Brien & Gere Limited Common Stock	184,274	$ 17,874,651	140,320	$ 12,024,060
*	Prudential Retirement and Investment Services				
*	Core Bond Enhanced Index	203,764	4,488,048	172,999	3,648,526
*	Lifetime Balanced Fund	402,000	8,920,664	358,440	7,039,687
*	SA/ T Rowe Price Equity Income Fund	54,715	2,278,179	46,979	1,672,258
*	Large-Cap Val Wellington Mgmt Fund	554,539	8,272,754	513,687	6,738,148
*	Dryden S&P 500 Index Fund	27,318	2,698,837	28,453	2,425,451
*	Oppenheimer Cap Appreciation Fund	-	-	-	-
*	Large-Cap Growth/Eaton Vance Fund	117,074	1,192,142	101,182	911,246
*	Mid-Capital Growth/Artisan Partners Fund	362,194	7,018,713	361,606	5,841,930
*	Small Capital Growth/Times Square Fund	100,559	3,821,517	99,196	3,323,082
*	International Growth/Artisan Partners Fund	461,856	7,664,860	451,385	6,005,831
*	Mid-Capital Value/CRM Fund	120,118	1,785,519	111,483	1,409,824
*	Small Cap Value/Munder Cap Fund	47,324	487,040	53,101	461,081
*	International Value/LSV Asset Mgt Fund	-	-	-	-
*	Income Flex Lifetime Balanced Fund	2,902	33,565	2,007	20,740
*	Income Flex Lifetime Income and Equity Fund	15,928	198,132	13,726	157,618
*	Income Flex Lifetime Aggressive Growth Fund	5,847	64,064	5,640	54,399
*	Income Flex Lifetime Growth Fund	973	11,091	781	7,911
*	Inome Flex Lifetime Conservative Fund	1,386	16,572	1,304	14,057
*	SA/Wells Fargo Advantage Small Cap Val Fund	38,282	2,190,428	31,840	1,602,037
*	SA/Templeton Foreign Strategy	37,685	994,327	29,076	649,443
*	Large Cap Growth Jennison Fund	396,162	6,352,864	355,644	4,924,617
	Total at Fair Value	3,134,900	76,363,967	2,878,849	58,931,946
*	Guaranteed Income Fund (Contract Value)	503,019	18,238,276	493,795	17,454,485
	TOTAL INVESTMENTS	3,637,919	$ 94,602,243	3,372,644	$ 76,386,431

* Party-in-interest

NOTE C—INVESTMENTS (CONTINUED)

Gains and losses (realized and unrealized) included in changes in net assets available for benefits for the years ended December 31, 2012 and 2011, are reported in net appreciation (depreciation) in fair value of investments as follows:

	2012	2011
Pooled Separate Accounts	$ 7,623,878	$ (600,299)
O'Brien & Gere Limited Common Stock	2,236,436	622,060
	$ 9,860,314	$ 21,761

Nonparticipant-Directed Investments

Information about the net assets and significant components of the changes in net assets relating to the O'Brien and Gere Limited Common Stock, a nonparticipant directed investment, is as follows at December 31:

	2012	2011
Net Assets:		
O'Brien & Gere Limited Common Stock	$ 17,874,651	$ 12,024,060
Changes in Net Assets:		
ESOP O'Brien & Gere Limited Common Stock transferred	$ 3,973,288	$ -
Contributions	1,000,000	-
Net appreciation	2,236,436	622,060
Benefit paid to participants	(589,451)	(857,454)
Transfers to participant-directed investments	(769,672)	(192,680)

NOTE D—FAIR VALUE MEASUREMENTS

The accounting standards establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described as follows:

NOTE D—FAIR VALUE MEASUREMENTS (CONTINUED)

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

Level 2 Inputs to the valuation methodology include:

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

If the asset or liability has a specific (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 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. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Pooled separate accounts: Valued as computed by custodian which represents the pooled market value of underlying assets adjusted for capital gain and dividends which are automatically reinvested and deduction of administrative fee (Net Unit Value).

O'Brien & Gere Limited Common Stock: Value is determined by an independent appraisal at the beginning of the year and historically adjusted for current period earnings or losses, monthly from January to March 31. The Board of Directors of the Company resolved in April 2011 to set the stock price annually to be utilized for all subsequent stock transactions and benefit payments. (Net Asset Value per Share).

Guaranteed income fund: Valued at contract value. See Note B for valuation method.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan Administrator 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.

NOTE D—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:

2012	Level 1	Level 2	Level 3	Total
Pooled separate accounts - fair value	$ -	-	58,489,316	$ 58,489,316
Guaranteed income funds - contract value	-	-	18,238,276	18,238,276
O'Brien & Gere Limited Common Stock - fair value	-	-	17,874,651	17,874,651
Total assets	$ -	$ -	$ 94,602,243	$ 94,602,243

2011	Level 1	Level 2	Level 3	Total
Pooled separate accounts - fair value	$ -	-	46,907,886	$ 46,907,886
Guaranteed income funds - contract value	-	-	17,454,485	17,454,485
O'Brien & Gere Limited Common Stock - fair value	-	-	12,024,060	12,024,060
Total assets	$ -	$ -	$ 76,386,431	$ 76,386,431

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

	2012	2011
Balance, beginning of year	$ 76,386,431	$ 74,240,375
Contributions	7,716,399	6,703,928
ESOP plan assets transferred	4,981,876	-
Distributions	(4,723,857)	(5,056,456)
Realized net gain	1,869,911	1,389,475
Unrealized net appreciation (depreciation) on investments	7,990,403	(1,367,714)
Interest and dividends	513,408	535,320
Administrative fees	(20,000)	(8,900)
Net transfer to notes receivable from participants	(112,328)	(49,597)
Balance, end of year	$ 94,602,243	$ 76,386,431

NOTE E—RELATED-PARTY TRANSACTIONS

Certain Plan investments are shares of pooled separate accounts managed by Prudential Retirement Insurance and Annuity Company, custodian of the Plan's assets and, therefore, these transactions qualify as party-in-interest transactions.

Investments and activity in shares of O'Brien & Gere Limited Stock, which is the plan sponsor, qualify as party-in-interest transactions.

Kane, Bowles & Moore, P.C. provides audit services to the Plan and are paid a reasonable fee for such services. These transactions qualify as party-in-interest transactions and are considered to be exempt.

NOTE F—PLAN TERMINATION

Although it has not expressed any intent to do so, the Plan Sponsor has the right, under the Plan to discontinue its contributions at any time, withdraw from the Plan and to terminate the Plan, subject to the provisions of ERISA.

NOTE G—TAX STATUS

The Plan Sponsor obtained its latest favorable determination letter on November 21, 2008 under Section 401(a) of the Internal Revenue Code in which the Internal Revenue Service stated the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code.

The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

Accounting principles generally accepted in the United States of America require 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, 2012, 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 has been audited by the Internal Revenue Service for the period ended December 31, 2010 and the return has been accepted as filed with no changes. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

NOTE H—RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rates, market and credit risks. The investment in O'Brien & Gere Limited Common Stock is also exposed to concentration risk. Due to the level of risk associated with these investments and the level of uncertainty related to changes in the value of the investments, it is at least reasonably possible that changes in values of investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits and the statement of changes in net assets available for benefits.

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

O'BRIEN & GERE INCENTIVE SAVINGS & RETIREMENT PLAN

DECEMBER 31, 2012

EIN: 16-1284512
Plan No.: 003
Schedule H, Line 4. i.

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrow, lessor or similar party	Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current Value
*	O'Brien & Gere Limited Common Stock	184,275 shares of O'Brien & Gere Limited Common Stock	$ 11,509,831	$ 17,874,651
*	Prudential Retirement & Investment Services	Guaranteed Income Fund	18,238,276	18,238,276
*	Prudential Retirement & Investment Services	Core Bond Enhanced Index	3,986,406	4,488,048
*	Prudential Retirement & Investment Services	Prudential Lifetime Balanced Funds	7,220,867	8,920,664
*	Prudential Retirement & Investment Services	T Rowe Price Equity Income Fund	1,853,623	2,278,179
*	Prudential Retirement & Investment Services	Large Capital Value/Wellington Mgmt	7,149,057	8,272,754
*	Prudential Retirement & Investment Services	Dryden S & P 500 Index Fund	2,145,917	2,698,837
*	Prudential Retirement & Investment Services	Large Capital Growth/Eaton Vance Fund	1,161,573	1,192,142
*	Prudential Retirement & Investment Services	Mid Capital Growth/Artisan Partners	4,660,848	7,018,713
*	Prudential Retirement & Investment Services	Small Capital Growth/Times Square Fund	2,751,334	3,821,517
*	Prudential Retirement & Investment Services	International Growth/Artisan Partners Fund	6,233,380	7,664,860
*	Prudential Retirement & Investment Services	Mid Cap Value/CRM Fund	1,442,721	1,785,519
*	Prudential Retirement & Investment Services	Small Cap Value/Munder Capital Fund	526,384	487,040
*	Prudential Retirement & Investment Services	Income Flex Lifetime Balanced Fund	27,899	33,565
*	Prudential Retirement & Investment Services	IncomeFlex Lifetime Income and Equity Fund	165,335	198,132
*	Prudential Retirement & Investment Services	IncomeFlex Lifetime Aggressive Growth Fund	51,547	64,064
*	Prudential Retirement & Investment Services	IncomeFlex Lifetime Growth Fund	9,281	11,091
*	Prudential Retirement & Investment Services	IncomeFlex Lifetime Conservative Fund	13,971	16,572
*	Prudential Retirement & Investment Services	Wells Fargo Advantage Small Cap Value Fund	1,716,600	2,190,428
*	Prudential Retirement & Investment Services	SA/Templeton Foreign Strategy	835,404	994,327
*	Prudential Retirement & Investment Services	Large Cap Growth Jennison Fund	5,124,375	6,352,864
*	Participant Loans	Participant loans at interest, rates from 4.25% to 8.25%, secured by vested participant balances	$0	1,618,692

* Identifies party-in-interest.