Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] 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
UNITED TALENT AGENCY, INC. 401K PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1995

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

9560 WILSHIRE BLVD
BEVERLY HILLS, CA 90212-2427

2b Employer Identification Number (EIN) 95-4312582

2c Sponsor's telephone number 310-273-6700

2d Business code (see instructions) 711410

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.	10/05/2010	JEFFREY DALLA BETTA
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

9560 WILSHIRE BLVD
BEVERLY HILLS, CA 90212-2427

3b Administrator's EIN
95-4312582

3c Administrator's telephone number
310-273-6700

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**	333
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**	274
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	87
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	361
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	361
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	282
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	40
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

(1)	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

2009

This Form is Open to Public Inspection

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

A Name of plan
UNITED TALENT AGENCY, INC. 401K PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500.
UNITED TALENT AGENCY, INC.

D Employer Identification Number (EIN)
95-4312582

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
NATIONWIDE LIFE INSURANCE INSURANCE COMPANY

(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
31-4156830	66869	GAP54N706	282	01/01/2009	12/31/2009

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 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
47807	10536

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
FINANCIAL WEST GROUP
P.O. BOX 5123
THOUSAND OAKS, CA 91361

(b) Amount of sales and base commissions paid	Fees and other commissions paid		
	(c) Amount	(d) Purpose	(e) Organization code
47807			3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
CALIFORNIA INVESTMENT ANN,9TH FLOOR
4640 ADMIRALTY WAY
MARINA DEL REY, CA 90292

(b) Amount of sales and base commissions paid	Fees and other commissions paid		
	(c) Amount	(d) Purpose	(e) Organization code
	10536	FEES	3

(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	0
5	Current value of plan's interest under this contract in separate accounts at year end	5	8962116

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 ▶

b	Balance at the end of the previous year			7b	
c	Additions: (1) Contributions deposited during the year	7c(1)			
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)			
	(4) Transferred from separate account	7c(4)			
	(5) Other (specify below)	7c(5)			
	▶				
	(6) Total additions			7c(6)	0
d	Total of balance and additions (add **b** and **c(6)**)			7d	0
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)			
	(2) Administration charge made by carrier	7e(2)			
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below)	7e(4)			
	▶				
	(5) Total deductions			7e(5)	0
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	0

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 organization(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)**	0
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)**	0
(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)**	0
(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 **c(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, item 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.**	**2009** **This Form is Open to Public Inspection.**

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

A Name of plan	**B** Three-digit plan number (PN) ▶
UNITED TALENT AGENCY, INC. 401K PROFIT SHARING PLAN	001

C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)
UNITED TALENT AGENCY, INC.	95-4312582

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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

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

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

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

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

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

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

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

(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)

BENEFIT PLANNING, INC.

95-3794697

(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?
12	CONTRACT ADMINISTRATOR	0	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

(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

2009

This Form is Open to Public Inspection.

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

A Name of plan
UNITED TALENT AGENCY, INC. 401K PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
UNITED TALENT AGENCY, INC.

D Employer Identification Number (EIN)
95-4312582

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: QUALIFIED PLANS VARIABLE ACCOUNT

b Name of sponsor of entity listed in (a): NATIONWIDE LIFE INSURANCE CO.

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)
31-4156830-009	P	8962116

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

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

2009

This Form is Open to Public Inspection

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

A Name of plan
UNITED TALENT AGENCY, INC. 401K PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
UNITED TALENT AGENCY, INC.

D Employer Identification Number (EIN)
95-4312582

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	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	46543	28084
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	224444	585226
(2) U.S. Government securities	1c(2)	0	353170
(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)	1296604	1427970
(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)	184156	228697
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	6393841	8962116
(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)	437553	408120
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	8583141	11993383
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	8583141	11993383

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)	28084	
	(B) Participants	2a(1)(B)	1265235	
	(C) Others (including rollovers)	2a(1)(C)	170211	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1463530
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	14205	
	(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)	11727	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		25932
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)	7636	
	(B) Common stock	2b(2)(B)	15052	
	(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)		22688
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	2301121	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		2301121
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		3813271
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	342362	
(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)		342362
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		52025
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	8642	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		8642
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		403029
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		3410242
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: SOBUL, PRIMES & SCHENKEL CPA'S (2) EIN: 95-3661421

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

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

A Name of plan
UNITED TALENT AGENCY, INC. 401K PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
UNITED TALENT AGENCY, INC.

D Employer Identification Number (EIN)
95-4312582

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): 31-4156830 95-7000473

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

UNITED TALENT AGENCY, INC.
401(K) PROFIT SHARING PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTARY INFORMATION

DECEMBER 31, 2009 AND 2008

with

REPORT OF INDEPENDENT AUDITORS

Sobul Primes & Schenkel
Certified Public Accountants
A Professional Corporation

David M. Primes, CPA.CITP
Richard J. Schenkel, CPA
Christopher D. Morris, CPA
Steven H. Levitt, CPA
Jeffrey B. Cameron, CPA
Stephen S. Sobul, Retired

Independent Auditor's Report

To the Trustees and Administrators
United Talent Agency, Inc. 401(k) Profit Sharing Plan

We were engaged to audit the financial statements of United Talent Agency, Inc. 401(k) Profit Sharing Plan as of December 31, 2009 and 2008, and for the year ended December 31, 2009, and the supplemental schedules as of and for the year ended December 31, 2009. These financial statements and schedules are the responsibility of the Plan's management.

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

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

Sobul, Primes & Schenkel

September 3, 2010

UNITED TALENT AGENCY, INC. 401(k) PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2009 AND 2008

	2009	2008
ASSETS		
Cash and cash equivalents	$ 585,226	$ 224,444
Investments, at fair value		
Pooled separate accounts	8,962,115	6,393,841
Brokerage accounts:		
Common stocks and corporate bonds	1,338,156	1,105,491
Mutual funds	851,105	628,665
Participant loans	228,697	184,156
TOTAL INVESTMENTS	11,380,073	8,312,153
Receivables		
Employer QNEC contributions	28,084	46,543
NET ASSETS AVAILABLE FOR BENEFITS	$11,993,383	$ 8,583,140

The Accompanying Notes are an Integral Part of These Financial Statements

UNITED TALENT AGENCY, INC. 401(k) PROFIT SHARING PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEAR ENDED DECEMBER 31, 2009

Additions to Net Assets attributed to:		
Investment Income:		
Interest	$ 25,932	
Dividends	22,688	
Net appreciation in fair value of investments held in:		
Pooled separate accounts	1,676,742	
Brokerage accounts	624,380	
TOTAL INVESTMENT INCOME		$ 2,349,742
Contributions:		
Participant contributions, including rollovers	1,435,446	
Employer QNEC	28,084	
TOTAL CONTRIBUTIONS		1,463,530
TOTAL ADDITIONS		3,813,272
Deductions from Net Assets attributed to:		
Benefits paid to participants	394,387	
Brokerage account administrative fees	8,642	
TOTAL DEDUCTIONS		403,029
NET INCREASE		3,410,243
Net assets available for benefits, beginning of year		8,583,140
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR		$11,993,383

The Accompanying Notes are an Integral Part of These Financial Statements

UNITED TALENT AGENCY, INC. 401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2009 AND 2008

NOTE 1 - DESCRIPTION OF PLAN

The following description of the United Talent Agency, Inc. 401(k) Profit Sharing Plan (the "plan") provides only general information. Participants should refer to the plan agreement for a more complete description of the plan's provisions.

(a) General

The plan is a 401(k) retirement savings plan covering all employees ("participants") of United Talent Agency, Inc. (the "company"), except those who are members of collective bargaining units and certain other administrative staff. Under the plan, participants may defer a portion of their annual compensation, but not to exceed the maximum amount as determined by the Internal Revenue Code. The company has the right to make a discretionary matching contribution of up to 15% of annual compensation. The plan was established with an effective date of January 1, 1995, and provides for benefits upon retirement, permanent disability, death and severance from the company.

The plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Trust Fund is administered by the company through their contract administrator, Benefit Planning, Inc. The majority of the participants direct the investment of their accounts based on a choice of investment vehicles as approved by the trustees of the plan; certain participants fully direct the investments of their accounts.

(b) Eligibility

Employees are generally eligible to participate in the plan upon employment and the attainment of twenty-one years of age (subject to entry dates of January 1 and July 1 of the plan year). However, employees must complete six months of continuous employment to participate in matching or other company contributions. Eligible employees may elect not to participate in the plan. Certain classes of employees are excluded from participation in the plan.

NOTE 1 - DESCRIPTION OF PLAN (continued)

(c) Participant Accounts

Each participant's account is credited with the participant's contribution and allocation of the plan's earnings, including any unrealized appreciation or depreciation on investment assets. At the end of each plan year, if the company makes a matching contribution it is allocated to employees making elective pre-tax contributions who are credited with at least 1,000 hours of service and who are employed on the last day of the plan year. Additionally, the company may make a qualified nonelective contribution ("QNEC") to the plan which is allocated to the accounts of nonhighly compensated employees who were plan participants as of the beginning of the plan year.

(d) Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in the company's contribution portion of their accounts, plus actual earnings thereon, is based upon years of continuous service. A participant is 20% vested after two years of credited service. Vesting increases 20% every following year until fully vested after six years.

(e) Participant Loans

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum of $50,000 or 50% of their account balance, whichever is less. The loans are secured by the balance in the participant's account and bear interest at the prevailing U.S. prime rate at the time of borrowing plus 1%. Principal and interest are repaid ratably through payroll deductions.

NOTE 1 - DESCRIPTION OF PLAN (continued)

(f) Payment of Benefits

Upon termination of service or normal retirement (defined as employee's 65th birthday or five years after the first day of the first plan year in which participation commenced, whichever is later) benefits are paid upon request in accordance with the plan. Additionally, in the event of death, participants become 100% vested in their account balances and benefits are paid in accordance with the plan.

(g) Forfeitures

When certain terminations of participation in the plan occur, the nonvested portion of the participant's account, as defined by the plan, represents a forfeiture. Forfeitures are utilized to reduce the employer contributions for the plan year.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of Accounting

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

(b) Investments

Investments are carried at market value. The change during the year in the fair market value of the investments is reflected in the statement of changes in net assets available for plan benefits. Income from investments is recorded as earned. Purchases and sales of securities are recorded on the trade-date basis.

(c) Administration Costs

The cost of legal, accounting, and actuarial services necessary to administer the plan, as well as the internal cost to compile the detailed participant data, are absorbed by the company.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

(e) Payment of Benefits

Benefits are recorded when paid. At December 31, 2009, the amount of unpaid distributions to terminated employees was $0.

(f) Cash and Cash Equivalents

Cash and cash equivalents include cash deposits in money market accounts and highly liquid investments with original maturities of three months or less at the time of purchase.

(g) Subsequent Events

In preparing these financial statements, the plan administrator has evaluated events and transactions for potential recognition or disclosure through September 3, 2010, the date the financial statements were available to be issued.

NOTE 3 - INVESTMENTS

(a) Information Certified by Custodian

For 2009 and 2008, the financial information for the pooled separate accounts included in the plan financial statements, except for contributions receivable, contributions, and distributions for withdrawals and terminations, has been derived from information certified as complete and accurate by the custodian, in accordance with Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

NOTE 3 - INVESTMENTS (continued)

(a) Information Certified by Custodian (continued)

The following information included in the accompanying financial statements and supporting schedules was obtained from the custodian, Nationwide Life Insurance Company (Nationwide).

Investments at Fair Value:	2009	2008
Pooled Separate Accounts	$ 8,962,116	$ 6,393,841
Investment Gain (Loss)	$ 1,676,742	$ (3,030,948)
Interest	$ 11,727	$ 13,187

(b) Investment Options

Upon enrollment in the plan, the participants have an option to direct contributions into various investment vehicles. The custodian maintains the contributions in pooled separate accounts and the brokerages maintain contributions in common stocks, mutual funds, and government bonds. The accounts are credited with earnings on the underlying investments and charged for plan withdrawals.

(c) Investments that Represent 5% of Total Assets

The following investments represent 5% or more of the plan's net assets.

	2009	2008
Dreyfus S&P 500 Index Fund	$ 1,011,848	$ 781,180
Janus Twenty Fund	832,563	474,719
Nw Inv Dest Mod Aggr Sc	N/A	482,582
Nw Money Market Inst.	1,228,037	813,850
PIMCO Total Return Fund	N/A	437,591

UNITED TALENT AGENCY, INC. 401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2009 AND 2008

NOTE 4 - TAX STATUS

The plan is intended to comply with the provisions of Section 401(k) and other applicable provisions of the Internal Revenue Code, and similar provisions of the California Revenue and Taxation Code. The plan has received a favorable determination letter dated December 2, 2003 from the Internal Revenue Service. The plan administrator and the plan's tax counsel believe that the plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code.

NOTE 5 - PLAN TERMINATION

Although it has not expressed any intent to do so, the company has the right under the plan to discontinue its discretionary contributions at any time and to terminate the plan subject to the provisions of ERISA. In the event of plan termination, participants will become 100% vested in their accounts.

SUPPLEMENTAL SCHEDULES PROVIDED

PURSUANT TO THE DEPARTMENT OF LABOR RULES AND REGULATIONS

UNITED TALENT AGENCY, INC. 401(k) PROFIT SHARING PLAN

SCHEDULE 1 - ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2009

Identity of Issue, Borrower, Lessor or Similar Party	Description	Cost	Current Value
Cash & Cash Equivalents			
Bear Stearns Securities	Blackrock Provident Institutional Funds		$ 44,646
Bear Stearns Securities	Reserve Primary Fund		1,029
Merrill Lynch	Money Fund		1,744
JP Morgan	Prime Money Market Fund		5,840
JP Morgan	US Treasury Plus Money Market Fund		407,098
City National	CNI Charter Prime Money Market Inst.		9,010
Charles Schwab	Sallie Mae Bank		76,126
Charles Schwab	Schwab Money Market Fund		39,270
Accrued interest			463
TOTAL CASH & CASH EQUIVALENTS			585,226
Pooled Separate Accounts			
Nationwide Life Ins. Co.	Aberdeen Emerging Markets		211,596
Nationwide Life Ins. Co.	Aberdeen Health Science		44,455
Nationwide Life Ins. Co.	Aberdeen Tech & Comm		20,755
Nationwide Life Ins. Co.	American Century Income & Growth Fund		14,709
Nationwide Life Ins. Co.	American Century Int'l Growth Fund		68,274
Nationwide Life Ins. Co.	American Century Real Estate Fund		53,400
Nationwide Life Ins. Co.	American Century Short-Term Govt' Fund		179,539
Nationwide Life Ins. Co.	American Century Ultra Fund		312,132
Nationwide Life Ins. Co.	American Century Value Fund		54,263
Nationwide Life Ins. Co.	Dreyfus Appreciation Fund		70,623
Nationwide Life Ins. Co.	Dreyfus Emerging Leaders Fund		6,847
Nationwide Life Ins. Co.	Dreyfus S&P 500 Index Fund		1,011,848
Nationwide Life Ins. Co.	Federated High-Yield Fund		97,088
Nationwide Life Ins. Co.	Fidelity Advisor Equity Income Fund		125,240

UNITED TALENT AGENCY, INC. 401(k) PROFIT SHARING PLAN

SCHEDULE 1 - ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2009

Identity of Issue, Borrower, Lessor or Similar Party	Description	Cost	Current Value
Pooled Separate Accounts (continued)			
Nationwide Life Ins. Co.	Fidelity Advisor Growth Opp Fund		224,550
Nationwide Life Ins. Co.	Frank Msf Mutshrsfund		26,063
Nationwide Life Ins. Co.	Franklin Small-Mid Cap Growth Fund		50,572
Nationwide Life Ins. Co.	Franklin Templeton Foreign Fund		424,168
Nationwide Life Ins. Co.	Franklin Balance Sheet Investment Fund		35,476
Nationwide Life Ins. Co.	Invesco Dynamic		53,037
Nationwide Life Ins. Co.	Invesco SmallCap Growth Index		107,081
Nationwide Life Ins. Co.	Invesco Value Fund Common Stock		127,971
Nationwide Life Ins. Co.	Invesco Value Fund Growth		103,491
Nationwide Life Ins. Co.	Janus Balanced Fund		396,293
Nationwide Life Ins. Co.	Janus Fund		231,635
Nationwide Life Ins. Co.	Janus Twenty Fund		832,563
Nationwide Life Ins. Co.	Janus Worldwide Fund		139,833
Nationwide Life Ins. Co.	Mfs Total Return Fund		36,900
Nationwide Life Ins. Co.	NeubergerBerman Genesis Fund		275,046
Nationwide Life Ins. Co.	Nw Bd Index		39,739
Nationwide Life Ins. Co.	Nw Govt Bd		121,057
Nationwide Life Ins. Co.	Nw Inv Dest Aggr Sc		238,305
Nationwide Life Ins. Co.	Nw Inv Dest Cnsrv Sc		55,369
Nationwide Life Ins. Co.	Nw Inv Dest Mod Sc		226,743
Nationwide Life Ins. Co.	Nw Inv Dest Mod Aggr Sc		576,060
Nationwide Life Ins. Co.	Nw Inv Dest Mod Cnsrv Sc		118,040
Nationwide Life Ins. Co.	Nw Mdcap Mkt Indx A		25,359
Nationwide Life Ins. Co.	Nw Money Market Inst.		1,228,037
Nationwide Life Ins. Co.	Nw Money Market Prime		17,135
Nationwide Life Ins. Co.	Nw Smcap Indx A		41,130
Nationwide Life Ins. Co.	Oppenheimer Strategic Income Fund		90,755
Nationwide Life Ins. Co.	Oppenheimer Global Fund		159,127
Nationwide Life Ins. Co.	PIMCO Total Return Fund		592,434
Nationwide Life Ins. Co.	Wells Fargo Advantage Comm. Stock Fund		32,890

UNITED TALENT AGENCY, INC. 401(k) PROFIT SHARING PLAN

SCHEDULE 1 - ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2009

Identity of Issue, Borrower, Lessor or Similar Party	Description	Cost	Current Value
Pooled Separate Accounts (continued)			
Nationwide Life Ins. Co.	Wells Fargo Adv. Small Cap Value Fund		64,487
TOTAL POOLED SEPARATE ACCOUNTS			8,962,115
Common Stocks and Corporate Bonds			
City National	Abbott Laboratories		2,969
City National	Adobe Systems		2,942
City National	Apache Corp.		4,127
Bear Stearns Securities	Apple Inc		421,720
City National	Automatic Data Processing		2,783
City National	Banco Bradesco		3,171
City National	Barrick Gold Corp.		3,544
City National	Baxter International		4,108
City National	Caterpillar Inc		2,850
City National	Celgene Corp.		3,619
City National	Charles Schwab Corp.		3,105
City National	Chevron Corp.		4,234
City National	China Mobile Ltd.		2,322
Bear Stearns Securities	Citadel Broadcasting Corp		1
Bear Stearns Securities	City National Corp.		2,508
City National	Cognizant Technology Solutions		2,720
City National	Colgate Palmolive Co.		3,697
City National	Conagra Foods Inc.		3,227
City National	Corning Inc.		2,607
City National	CVS/Caremark Corp.		2,899
City National	Dover Corp.		2,913
City National	Edison International		2,956
Bear Stearns Securities	Eastman Kodak Co. 7.25% Due 11/15/2013		20,625

UNITED TALENT AGENCY, INC. 401(k) PROFIT SHARING PLAN

SCHEDULE 1 - ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2009

Identity of Issue, Borrower, Lessor or Similar Party	Description	Cost	Current Value
Common Stocks and Corporate Bonds (continued)			
City National	Electronic Arts		1,686
City National	EMC Corp.		3,494
City National	Emerson Electric		2,769
Bear Stearns Securities	Enerplus Resources Fund		2,411
City National	Exxon Mobil Corp.		3,410
Bear Stearns Securities	Freeport McMoran Copper & Gold		1,606
City National	General Dynamics		2,727
Bear Stearns Securities	General Electric		15,130
City National	Genzyme Corp.		2,696
City National	Gilead Sciences Inc.		3,029
Bear Stearns Securities	Goldman Sachs Group Inc		33,768
Bear Stearns Securities	Google Inc.		46,499
Bear Stearns; City National	Intel Corp.		5,549
City National	International Business Machines Corp.		2,618
Bear Stearns Securities	Intuitive Surgical Inc.		90,996
Bear Stearns; Merrill Lynch; City National	JPMorgan Chase & Co.		21,501
City National	McDonalds Corp.		3,122
Bear Stearns; City National	Microsoft Corp.		23,171
City National	Molson Coors Brewing Co.		2,484
Merrill Lynch	Morgan Stanley		5,004
City National	National Oilwell Varco Inc.		1,764
Bear Stearns Securities	Netflix.Com Inc.		41,355
City National	Nike Inc.		2,973
City National	Nokia Corp.		2,056
City National	Occidental Petroleum Corp.		5,288

UNITED TALENT AGENCY, INC. 401(k) PROFIT SHARING PLAN

SCHEDULE 1 - ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2009

Identity of Issue, Borrower, Lessor or Similar Party	Description	Cost	Current Value
Common Stocks and Corporate Bonds (continued)			
City National	PG&E Corp.		3,572
Bear Stearns Securities	Penn West Energy Trust		3,168
City National	Petsmart Inc.		2,538
Bear Stearns Securities	Pitney Bowes Inc. 4.625% Due 10/01/2012		21,274
City National	Precision Castparts Corp.		2,759
City National	Prudential Financial Inc.		2,737
City National	SAIC Inc.		2,746
City National	Sealed Air Corp.		2,623
City National	State Street Corp.		2,395
City National	Sysco Corp.		2,235
City National	T Rowe Price Group Inc.		3,994
City National	Target Corp.		2,660
City National	Texas Instruments Inc.		3,388
City National	The Travelers Companies Inc.		2,742
City National	TJX Cos. Inc.		2,741
City National	Transocean Limited		2,898
City National	Unilever PLC		4,147
City National	Union Pacific Corp.		3,195
City National	UnitedHealth Group Inc.		2,743
Charles Schwab	UST Infl Ind 2.0% 01/16		211,706
Charles Schwab	UST Infl Ind 2.0% 07/14		102,082
Charles Schwab	UST Infl Ind 4.25% 01/10		39,874
City National	Verizon Communications		3,810
City National	Wal-Mart Stores Inc.		2,940
Bear Stearns; City National	Walt Disney Co		28,218
City National	Waste Management, Inc.		2,367

UNITED TALENT AGENCY, INC. 401(k) PROFIT SHARING PLAN

SCHEDULE 1 - ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2009

Identity of Issue, Borrower, Lessor or Similar Party	Description	Cost	Current Value
Common Stocks and Corporate Bonds (continued)			
City National	Wellpoint Inc.		2,622
City National	Wells Fargo & Co.		2,698
City National	Willis Group Holdings Ltd.		2,505
Bear Stearns Securities	Wynn Resorts Ltd.		32,026
TOTAL COMMON STOCKS AND CORPORATE BONDS			1,338,156
Mutual Funds			
Bear Stearns Securities	Allianz FDS Multi-Strategy		39,067
Bear Stearns Securities	American High Income Tr.		28,276
Bear Stearns Securities	Artio International Equity		7,377
Merrill Lynch	Blackrock Equity		18,896
Merrill Lynch	Blackrock Global		19,231
Bear Stearns Securities	Causeway International		5,042
Merrill Lynch	CD Amer Express Bk		15,336
Merrill Lynch	CD GE Money Bank		15,253
Merrill Lynch	CD Amer Express Cent Bk		18,211
Merrill Lynch	CD Sallie Mae Bank		25,204
Merrill Lynch	CD Bremer Bk (Alexandria)		3,915
City National Bank	Dodge & Cox Intl Stock		44,214
Bear Stearns Securities	Harding Loevner Funds		5,210
Merrill Lynch	Hartford Growth		23,004
Bear Stearns Securities	ING Mutual Funds		13,775
Bear Stearns Securities	Ishares Trust 1-3 yr Treasury Index Fund		7,135
Bear Stearns Securities	Ishares Trust Barclays Treasury Fund		67,431
Bear Stearns Securities	Ishares Trust MSCI Eafe Index Fund		14,704
Bear Stearns Securities	Ishares Trust MSCI Eafe Value Index Fund		7,853
Bear Stearns Securities	Ishares Trust MSCI Eafe Growth Index Fund		8,599
Bear Stearns Securities	Ishares Trust MSCI Emrg Mkts Index Fund		1,992

UNITED TALENT AGENCY, INC. 401(k) PROFIT SHARING PLAN

SCHEDULE 1 - ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2009

Identity of Issue, Borrower, Lessor or Similar Party	Description	Cost	Current Value
Mutual Funds (continued)			
Bear Stearns Securities	Ishares Trust Russell 1000 Gr Index Fund		50,798
Bear Stearns Securities	Ishares Trust Russell 1000 Index Fund		11,342
Bear Stearns Securities	Ishares Trust Russell 1000 Value Index Fund		47,929
Bear Stearns Securities	Ishares Trust Russell 2000 Gr Index Fund		32,334
Bear Stearns Securities	Ishares Trust Russell 2000 Value Index Fund		31,109
Bear Stearns Securities	Ishares Trust Russell Midcap Gr Index Fund		37,450
Bear Stearns Securities	Ishares Trust Russell Midcap Index Fund		9,819
Bear Stearns Securities	Ishares Trust Russell Midcap Value Index Fund		37,062
Merrill Lynch	Jennison Natural		16,636
Bear Stearns Securities	Lazard Emerging Markets		14,151
Bear Stearns Securities	Legg Mason Clearbridge		8,149
Merrill Lynch	Nationwide Investor		29,762
Bear Stearns Securities	Oppenheimer International Bond		7,843
Bear Stearns Securities	Oppenheimer International Growth		7,230
Bear Stearns Securities	PIMCO High Yield Cl A		7,674
City National Bank	Royce Pennsylvania Mutual Fund		26,638
Bear Stearns Securities	Sunamerica Focused Balanced Strategy		34,175
Bear Stearns Securities	Sunamerica Focused Multi-Asset Strategy II		34,339
Bear Stearns Securities	Thornburg Intl Value Fund		5,875
Bear Stearns Securities	Vanguard 500 Index Fund		11,065
TOTAL MUTUAL FUNDS			851,105
Participant Loans	4.25% - 9.25%	-0-	228,697
Contribution Receivable			28,084
TOTAL ASSETS (HELD AT END OF YEAR)			$ 11,993,383

UNITED TALENT AGENCY, INC. 401(k) PROFIT SHARING PLAN

SCHEDULE 2 - REPORTABLE TRANSACTIONS

DECEMBER 31, 2009

Schedule is not applicable as there were no transactions or series of transactions in excess of five percent of the fair value of plan assets as of December 31, 2009.

UNITED TALENT AGENCY, INC. 401(k) PROFIT SHARING PLAN

SCHEDULE 3 - PARTY-IN-INTEREST TRANSACTIONS

DECEMBER 31, 2009

Schedule is not applicable as there were no party-in-interest transactions.

SUPPLEMENTAL SCHEDULES PROVIDED

PURSUANT TO THE DEPARTMENT OF LABOR RULES AND REGULATIONS

UNITED TALENT AGENCY, INC. 401(k) PROFIT SHARING PLAN

SCHEDULE 1 - ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2009

Identity of Issue, Borrower, Lessor or Similar Party	Description	Cost	Current Value
Cash & Cash Equivalents			
Bear Stearns Securities	Blackrock Provident Institutional Funds		$ 44,646
Bear Stearns Securities	Reserve Primary Fund		1,029
Merrill Lynch	Money Fund		1,744
JP Morgan	Prime Money Market Fund		5,840
JP Morgan	US Treasury Plus Money Market Fund		407,098
City National	CNI Charter Prime Money Market Inst.		9,010
Charles Schwab	Sallie Mae Bank		76,126
Charles Schwab	Schwab Money Market Fund		39,270
Accrued interest			463
TOTAL CASH & CASH EQUIVALENTS			585,226
Pooled Separate Accounts			
Nationwide Life Ins. Co.	Aberdeen Emerging Markets		211,596
Nationwide Life Ins. Co.	Aberdeen Health Science		44,455
Nationwide Life Ins. Co.	Aberdeen Tech & Comm		20,755
Nationwide Life Ins. Co.	American Century Income & Growth Fund		14,709
Nationwide Life Ins. Co.	American Century Int'l Growth Fund		68,274
Nationwide Life Ins. Co.	American Century Real Estate Fund		53,400
Nationwide Life Ins. Co.	American Century Short-Term Govt' Fund		179,539
Nationwide Life Ins. Co.	American Century Ultra Fund		312,132
Nationwide Life Ins. Co.	American Century Value Fund		54,263
Nationwide Life Ins. Co.	Dreyfus Appreciation Fund		70,623
Nationwide Life Ins. Co.	Dreyfus Emerging Leaders Fund		6,847
Nationwide Life Ins. Co.	Dreyfus S&P 500 Index Fund		1,011,848
Nationwide Life Ins. Co.	Federated High-Yield Fund		97,088
Nationwide Life Ins. Co.	Fidelity Advisor Equity Income Fund		125,240

UNITED TALENT AGENCY, INC. 401(k) PROFIT SHARING PLAN

SCHEDULE 1 - ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2009

Identity of Issue, Borrower, Lessor or Similar Party	Description	Cost	Current Value
Pooled Separate Accounts (continued)			
Nationwide Life Ins. Co.	Fidelity Advisor Growth Opp Fund		224,550
Nationwide Life Ins. Co.	Frank Msf Mutshrsfund		26,063
Nationwide Life Ins. Co.	Franklin Small-Mid Cap Growth Fund		50,572
Nationwide Life Ins. Co.	Franklin Templeton Foreign Fund		424,168
Nationwide Life Ins. Co.	Franklin Balance Sheet Investment Fund		35,476
Nationwide Life Ins. Co.	Invesco Dynamic		53,037
Nationwide Life Ins. Co.	Invesco SmallCap Growth Index		107,081
Nationwide Life Ins. Co.	Invesco Value Fund Common Stock		127,971
Nationwide Life Ins. Co.	Invesco Value Fund Growth		103,491
Nationwide Life Ins. Co.	Janus Balanced Fund		396,293
Nationwide Life Ins. Co.	Janus Fund		231,635
Nationwide Life Ins. Co.	Janus Twenty Fund		832,563
Nationwide Life Ins. Co.	Janus Worldwide Fund		139,833
Nationwide Life Ins. Co.	Mfs Total Return Fund		36,900
Nationwide Life Ins. Co.	NeubergerBerman Genesis Fund		275,046
Nationwide Life Ins. Co.	Nw Bd Index		39,739
Nationwide Life Ins. Co.	Nw Govt Bd		121,057
Nationwide Life Ins. Co.	Nw Inv Dest Aggr Sc		238,305
Nationwide Life Ins. Co.	Nw Inv Dest Cnsrv Sc		55,369
Nationwide Life Ins. Co.	Nw Inv Dest Mod Sc		226,743
Nationwide Life Ins. Co.	Nw Inv Dest Mod Aggr Sc		576,060
Nationwide Life Ins. Co.	Nw Inv Dest Mod Cnsrv Sc		118,040
Nationwide Life Ins. Co.	Nw Mdcap Mkt Indx A		25,359
Nationwide Life Ins. Co.	Nw Money Market Inst.		1,228,037
Nationwide Life Ins. Co.	Nw Money Market Prime		17,135
Nationwide Life Ins. Co.	Nw Smcap Indx A		41,130
Nationwide Life Ins. Co.	Oppenheimer Strategic Income Fund		90,755
Nationwide Life Ins. Co.	Oppenheimer Global Fund		159,127
Nationwide Life Ins. Co.	PIMCO Total Return Fund		592,434
Nationwide Life Ins. Co.	Wells Fargo Advantage Comm. Stock Fund		32,890

UNITED TALENT AGENCY, INC. 401(k) PROFIT SHARING PLAN

SCHEDULE 1 - ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2009

Identity of Issue, Borrower, Lessor or Similar Party	Description	Cost	Current Value
Pooled Separate Accounts (continued)			
Nationwide Life Ins. Co.	Wells Fargo Adv. Small Cap Value Fund		64,487
TOTAL POOLED SEPARATE ACCOUNTS			8,962,115
Common Stocks and Corporate Bonds			
City National	Abbott Laboratories		2,969
City National	Adobe Systems		2,942
City National	Apache Corp.		4,127
Bear Stearns Securities	Apple Inc		421,720
City National	Automatic Data Processing		2,783
City National	Banco Bradesco		3,171
City National	Barrick Gold Corp.		3,544
City National	Baxter International		4,108
City National	Caterpillar Inc		2,850
City National	Celgene Corp.		3,619
City National	Charles Schwab Corp.		3,105
City National	Chevron Corp.		4,234
City National	China Mobile Ltd.		2,322
Bear Stearns Securities	Citadel Broadcasting Corp		1
Bear Stearns Securities	City National Corp.		2,508
City National	Cognizant Technology Solutions		2,720
City National	Colgate Palmolive Co.		3,697
City National	Conagra Foods Inc.		3,227
City National	Corning Inc.		2,607
City National	CVS/Caremark Corp.		2,899
City National	Dover Corp.		2,913
City National	Edison International		2,956
Bear Stearns Securities	Eastman Kodak Co. 7.25% Due 11/15/2013		20,625

UNITED TALENT AGENCY, INC. 401(k) PROFIT SHARING PLAN

SCHEDULE 1 - ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2009

Identity of Issue, Borrower, Lessor or Similar Party	Description	Cost	Current Value
Common Stocks and Corporate Bonds (continued)			
City National	Electronic Arts		1,686
City National	EMC Corp.		3,494
City National	Emerson Electric		2,769
Bear Stearns Securities	Enerplus Resources Fund		2,411
City National	Exxon Mobil Corp.		3,410
Bear Stearns Securities	Freeport McMoran Copper & Gold		1,606
City National	General Dynamics		2,727
Bear Stearns Securities	General Electric		15,130
City National	Genzyme Corp.		2,696
City National	Gilead Sciences Inc.		3,029
Bear Stearns Securities	Goldman Sachs Group Inc		33,768
Bear Stearns Securities	Google Inc.		46,499
Bear Stearns; City National	Intel Corp.		5,549
City National	International Business Machines Corp.		2,618
Bear Stearns Securities	Intuitive Surgical Inc.		90,996
Bear Stearns; Merrill Lynch; City National	JPMorgan Chase & Co.		21,501
City National	McDonalds Corp.		3,122
Bear Stearns; City National	Microsoft Corp.		23,171
City National	Molson Coors Brewing Co.		2,484
Merrill Lynch	Morgan Stanley		5,004
City National	National Oilwell Varco Inc.		1,764
Bear Stearns Securities	Netflix.Com Inc.		41,355
City National	Nike Inc.		2,973
City National	Nokia Corp.		2,056
City National	Occidental Petroleum Corp.		5,288

UNITED TALENT AGENCY, INC. 401(k) PROFIT SHARING PLAN

SCHEDULE 1 - ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2009

Identity of Issue, Borrower, Lessor or Similar Party	Description	Cost	Current Value
Common Stocks and Corporate Bonds (continued)			
City National	PG&E Corp.		3,572
Bear Stearns Securities	Penn West Energy Trust		3,168
City National	Petsmart Inc.		2,538
Bear Stearns Securities	Pitney Bowes Inc. 4.625% Due 10/01/2012		21,274
City National	Precision Castparts Corp.		2,759
City National	Prudential Financial Inc.		2,737
City National	SAIC Inc.		2,746
City National	Sealed Air Corp.		2,623
City National	State Street Corp.		2,395
City National	Sysco Corp.		2,235
City National	T Rowe Price Group Inc.		3,994
City National	Target Corp.		2,660
City National	Texas Instruments Inc.		3,388
City National	The Travelers Companies Inc.		2,742
City National	TJX Cos. Inc.		2,741
City National	Transocean Limited		2,898
City National	Unilever PLC		4,147
City National	Union Pacific Corp.		3,195
City National	UnitedHealth Group Inc.		2,743
Charles Schwab	UST Infl Ind 2.0% 01/16		211,706
Charles Schwab	UST Infl Ind 2.0% 07/14		102,082
Charles Schwab	UST Infl Ind 4.25% 01/10		39,874
City National	Verizon Communications		3,810
City National	Wal-Mart Stores Inc.		2,940
Bear Stearns; City National	Walt Disney Co		28,218
City National	Waste Management, Inc.		2,367

UNITED TALENT AGENCY, INC. 401(k) PROFIT SHARING PLAN

SCHEDULE 1 - ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2009

Identity of Issue, Borrower, Lessor or Similar Party	Description	Cost	Current Value
Common Stocks and Corporate Bonds (continued)			
City National	Wellpoint Inc.		2,622
City National	Wells Fargo & Co.		2,698
City National	Willis Group Holdings Ltd.		2,505
Bear Stearns Securities	Wynn Resorts Ltd.		32,026
TOTAL COMMON STOCKS AND CORPORATE BONDS			1,338,156
Mutual Funds			
Bear Stearns Securities	Allianz FDS Multi-Strategy		39,067
Bear Stearns Securities	American High Income Tr.		28,276
Bear Stearns Securities	Artio International Equity		7,377
Merrill Lynch	Blackrock Equity		18,896
Merrill Lynch	Blackrock Global		19,231
Bear Stearns Securities	Causeway International		5,042
Merrill Lynch	CD Amer Express Bk		15,336
Merrill Lynch	CD GE Money Bank		15,253
Merrill Lynch	CD Amer Express Cent Bk		18,211
Merrill Lynch	CD Sallie Mae Bank		25,204
Merrill Lynch	CD Bremer Bk (Alexandria)		3,915
City National Bank	Dodge & Cox Intl Stock		44,214
Bear Stearns Securities	Harding Loevner Funds		5,210
Merrill Lynch	Hartford Growth		23,004
Bear Stearns Securities	ING Mutual Funds		13,775
Bear Stearns Securities	Ishares Trust 1-3 yr Treasury Index Fund		7,135
Bear Stearns Securities	Ishares Trust Barclays Treasury Fund		67,431
Bear Stearns Securities	Ishares Trust MSCI Eafe Index Fund		14,704
Bear Stearns Securities	Ishares Trust MSCI Eafe Value Index Fund		7,853
Bear Stearns Securities	Ishares Trust MSCI Eafe Growth Index Fund		8,599
Bear Stearns Securities	Ishares Trust MSCI Emrg Mkts Index Fund		1,992

UNITED TALENT AGENCY, INC. 401(k) PROFIT SHARING PLAN

SCHEDULE 1 - ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2009

Identity of Issue, Borrower, Lessor or Similar Party	Description	Cost	Current Value
Mutual Funds (continued)			
Bear Stearns Securities	Ishares Trust Russell 1000 Gr Index Fund		50,798
Bear Stearns Securities	Ishares Trust Russell 1000 Index Fund		11,342
Bear Stearns Securities	Ishares Trust Russell 1000 Value Index Fund		47,929
Bear Stearns Securities	Ishares Trust Russell 2000 Gr Index Fund		32,334
Bear Stearns Securities	Ishares Trust Russell 2000 Value Index Fund		31,109
Bear Stearns Securities	Ishares Trust Russell Midcap Gr Index Fund		37,450
Bear Stearns Securities	Ishares Trust Russell Midcap Index Fund		9,819
Bear Stearns Securities	Ishares Trust Russell Midcap Value Index Fund		37,062
Merrill Lynch	Jennison Natural		16,636
Bear Stearns Securities	Lazard Emerging Markets		14,151
Bear Stearns Securities	Legg Mason Clearbridge		8,149
Merrill Lynch	Nationwide Investor		29,762
Bear Stearns Securities	Oppenheimer International Bond		7,843
Bear Stearns Securities	Oppenheimer International Growth		7,230
Bear Stearns Securities	PIMCO High Yield Cl A		7,674
City National Bank	Royce Pennsylvania Mutual Fund		26,638
Bear Stearns Securities	Sunamerica Focused Balanced Strategy		34,175
Bear Stearns Securities	Sunamerica Focused Multi-Asset Strategy II		34,339
Bear Stearns Securities	Thornburg Intl Value Fund		5,875
Bear Stearns Securities	Vanguard 500 Index Fund		11,065
TOTAL MUTUAL FUNDS			851,105
Participant Loans	4.25% - 9.25%	-0-	228,697
Contribution Receivable			28,084
TOTAL ASSETS (HELD AT END OF YEAR)			$ 11,993,383