Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

D Check box if filing under:
- [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
ACTIVE INTERNATIONAL EMPLOYEE STOCK OWNERSHIP PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/1998

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

ONE BLUE HILL PLAZA
PEARL RIVER, NY 10965-8705

2b Employer Identification Number (EIN)
13-3242591

2c Sponsor's telephone number
845-735-1700

2d Business code (see instructions)
541800

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.	10/14/2010	GARY STEINBECK
	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")
ACTIVE MEDIA SERVICES, INC.

ONE BLUE HILL PLAZA
PEARL RIVER, NY 10965-8705

3b Administrator's EIN
13-3242591

3c Administrator's telephone number
845-735-1700

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**	522
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**	342
b	Retired or separated participants receiving benefits	**6b**	165
c	Other retired or separated participants entitled to future benefits	**6c**	0
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	507
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	507
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	485
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	10
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:
2I 2K 2P 3H 3I

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

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

A Name of plan
ACTIVE INTERNATIONAL EMPLOYEE STOCK OWNERSHIP PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
ACTIVE MEDIA SERVICES, INC.

D Employer Identification Number (EIN)
13-3242591

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

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	31169202	30294314
	(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	31169202	30294314
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i	13116389	9304173
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	13116389	9304173
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	18052813	20990141

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)	4572967	
	(B) Participants	2a(1)(B)		
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		4572967
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		0
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

			(a) Amount	(b) Total
2b	(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)	665809	
	(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		665809
	(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		5238776
	Expenses			
e	Benefit payment and payments to provide benefits:			
	(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1540697	
	(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)		1540697
f	Corrective distributions (see instructions)	2f		
g	Certain deemed distributions of participant loans (see instructions)	2g		
h	Interest expense	2h		760751
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)		
	(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		0
j	Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2301448
	Net Income and Reconciliation			
k	Net income (loss). Subtract line 2j from line 2d	2k		2937328
l	Transfers of assets:			
	(1) To this plan	2l(1)		
	(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: EISNERAMPER LLP **(2)** EIN: 13-1639826

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		5000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	**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**			
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
ACTIVE INTERNATIONAL EMPLOYEE STOCK OWNERSHIP PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
ACTIVE MEDIA SERVICES, INC.

D Employer Identification Number (EIN)
13-3242591

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): 13-3242591

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):

EISNERAMPER
ACCOUNTANTS & ADVISORS

ACTIVE INTERNATIONAL EMPLOYEE STOCK OWNERSHIP PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

DECEMBER 31, 2009 and 2008

ACTIVE INTERNATIONAL EMPLOYEE STOCK OWNERSHIP PLAN

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INDEPENDENT AUDITORS' REPORT

To the Plan Committee/Participants
Active International Employee Stock Ownership Plan

We have audited the accompanying statements of net assets available (deficit) for plan benefits of the Active International Employee Stock Ownership Plan (the "Plan") as of December 31, 2009 and 2008, and the related statements of changes in net assets available (deficit) for plan benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available (deficit) for plan benefits of the Active International Employee Stock Ownership Plan as of December 31, 2009 and 2008, and the changes in net assets available (deficit) for plan benefits for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets held for investment purposes as of December 31, 2009 is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

EisnerAmper LLP

New York, New York
October 7, 2010

ACTIVE INTERNATIONAL EMPLOYEE STOCK OWNERSHIP PLAN

Statement of Net Assets Available (Deficit) for Plan Benefits
December 31, 2009

	Allocated	Unallocated	Total
ASSETS			
Investment in Company's Class B common stock, at fair value	**$ 24,627,926**	**$ 5,666,388**	**$ 30,294,314***
LIABILITIES			
Loan payable		(9,304,173)	(9,304,173)
Net assets available (deficit) for plan benefits	**$ 24,627,926**	**$ (3,637,785)**	**$ 20,990,141**

*Represents more than 5% of net assets available for plan benefits.

See notes to financial statements

ACTIVE INTERNATIONAL EMPLOYEE STOCK OWNERSHIP PLAN

Statement of Net Assets Available (Deficit) for Plan Benefits
December 31, 2008

	Allocated	Unallocated	Total
ASSETS			
Investment in Company's Class B common stock, at fair value	$ 23,144,695	$ 8,024,507	$ 31,169,202*
LIABILITIES			
Loan payable		(13,116,389)	(13,116,389)
Net assets available (deficit) for plan benefits	$ 23,144,695	$ (5,091,882)	$ 18,052,813

*Represents more than 5% of net assets available for plan benefits.

See notes to financial statements

ACTIVE INTERNATIONAL EMPLOYEE STOCK OWNERSHIP PLAN

Statement of Changes in Net Assets Available (Deficit) for Plan Benefits
Year Ended December 31, 2009

	Allocated	Unallocated	Total
Additions to net assets:			
Allocation of 139,475 shares of Class B common stock of Company at fair value	$ 2,538,445		$ 2,538,445
Employer contributions		$ 4,572,967	4,572,967
Net unrealized appreciation in fair value of investment in Company stock	485,483	180,326	665,809
Total additions to net assets	3,023,928	4,753,293	7,777,221
Deductions from net assets:			
Interest expense		760,751	760,751
Allocation of 139,475 shares of Class B common stock of Company at fair value		2,538,445	2,538,445
Distributions to participants	1,540,697		1,540,697
Total deductions from net assets	1,540,697	3,299,196	4,839,893
Net increase in net assets	1,483,231	1,454,097	2,937,328
Net assets available (deficit) for plan benefits at beginning of year	23,144,695	(5,091,882)	18,052,813
Net assets available (deficit) for plan benefits at end of year	$ 24,627,926	$ (3,637,785)	$ 20,990,141

See notes to financial statements

ACTIVE INTERNATIONAL EMPLOYEE STOCK OWNERSHIP PLAN

Statement of Changes in Net Assets Available (Deficit) for Plan Benefits
Year Ended December 31, 2008

	Allocated	Unallocated	Total
Additions to net assets:			
Allocation of 139,475 shares of Class B common stock of Company at fair value	$ 2,482,655		$ 2,482,655
Employer contributions		$ 4,572,967	4,572,967
Total additions to net assets	2,482,655	4,572,967	7,055,622
Deductions from net assets:			
Net unrealized depreciation in fair value of investment in Company stock	116,079	59,029	175,108
Interest expense		969,737	969,737
Allocation of 139,475 shares of Class B common stock of Company at fair value		2,482,655	2,482,655
Distributions to participants	1,614,374		1,614,374
Total deductions from net assets	1,730,453	3,511,421	5,241,874
Net increase in net assets	752,202	1,061,546	1,813,748
Net assets available (deficit) for plan benefits at beginning of year	22,392,493	(6,153,428)	16,239,065
Net assets available (deficit) for plan benefits at end of year	$ 23,144,695	$ (5,091,882)	$ 18,052,813

See notes to financial statements

NOTE A - DESCRIPTION OF THE PLAN

The following description of the Active International Employee Stock Ownership Plan (the "Plan" or the "ESOP") provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

[1] General:

Active Media Services, Inc. (the "Company" or the "Sponsor") established the Plan in August 1998. The Plan operates as a leveraged employee stock ownership plan, also known as an ESOP, and is designed to comply with Section 4975(e)(7) and the regulations thereunder of the Internal Revenue Code of 1986, as amended (the "Code"). The Plan is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). A Plan Committee appointed by the Company's Board of Directors administers the Plan. The trust department of an independent third-party bank is the Plan's Trustee.

The Plan purchased the Company's Class B common stock using proceeds of a $45 million loan (the "Acquisition Loan") from the Sponsor. The Sponsor financed the Acquisition Loan by using a combination of its cash and by entering into a loan arrangement with certain financial institutions. The shares of the Company's Class B common stock acquired with the Acquisition Loan were placed in a separate account (the "Loan Suspense Account") and were pledged as collateral to the lenders that loaned the Company the funds to lend to the Plan. On June 30, 2007, the loan was repaid in full by the Company.

Contributions to the Plan by the Company, along with dividends received, if any, on the Company's Class B common stock, are used to repay the Acquisition Loan and interest on such loan. The Class B common stock was entitled to an annual preferential dividend at the rate of approximately $1.30 per share through August 2007, after which such dividends ceased in their entirety. As the Acquisition Loan is repaid, a certain amount of the Company's Class B common stock is allocated from the Loan Suspense Account to eligible participants' accounts. The number of shares to be transferred is determined by multiplying the number of shares in the unreleased share account by a fraction, the numerator of which is the principal and interest payments during the applicable accounting period and the denominator of which is the sum of the numerator plus the total projected principal and interest payments during the remainder of the term of the Acquisition Loan. Released shares are allocated to participants' accounts in the following order: 1) reinvested dividends on allocated shares are based on participants' beginning of the year share balance (less shares sold for distribution during the year) in proportion to the total of all beginning of the year allocated shares (less the total of all shares sold for distribution during the year); 2) a 100% match of participants' contributions to their Active International 401(k) Savings Plan, up to 6% of compensation, limited by the annual compensation limit as determined by the Internal Revenue Service; and 3) regular share allocation based on participants' individual compensation to total compensation, limited by the annual compensation limit as determined by the Internal Revenue Service, multiplied by the total shares released less shares allocated in steps one and two. Shares released from the Loan Suspense Account immediately ceased to be collateral to the lenders that loaned the Company the funds to lend to the Plan. Accordingly, the accompanying financial statements of the Plan present separately the assets and liabilities and changes therein pertaining to:

a. the accounts of plan participants with vested rights in allocated stock ("Allocated"), and
b. stock not yet allocated to participants ("Unallocated").

NOTE A - DESCRIPTION OF THE PLAN (CONTINUED)

[2] Vesting:

Allocated stock vests based upon the following schedule:

Number of Completed Years of Service	401(k) Match Vested Percentage	ESOP Vested Percentage
Less than 1 year	0%	0%
1 year but less than 2 years	20%	0%
2 years but less than 3 years	40%	0%
3 years but less than 4 years	60%	33%
4 years but less than 5 years	80%	66%
5 years or more	100%	100%

[3] Eligibility:

Employees of the Company and its participating subsidiaries are generally eligible to participate in the Plan immediately on their date of hire. Employees who are less than 18 years of age, leased or are represented by a collective bargaining group are not eligible to participate in the Plan. Participants who do not have at least 1,000 hours of service during the plan year or are not employed on the last day of the plan year are not eligible for an allocation of stock for that year.

[4] Participant accounts:

The Plan is a defined contribution plan under which a separate individual account is established for each participant. Each participant's account is credited as of the last day of each plan year with an allocation of shares of the Company's common stock released by the Trustee from the unallocated account and forfeitures of terminated participants' nonvested accounts. Only those participants who are eligible employees of the Company as of the last day of the plan year will receive an allocation. Allocations to participants are based on the method described above.

[5] Payment of benefits:

Distribution from the Plan will generally be made when a participant retires, becomes disabled, dies (in which case, payment shall be made to his or her beneficiary or, if none, his or her legal representatives) or otherwise terminates employment with the Company and its participating subsidiaries. Distributions are made in the form of cash or other property with a fair value equal to the participant's account balance. In certain instances, a participant may request a distribution in stock. Participant's account balances will be determined as of the last day of the plan year immediately preceding the date of distribution of the participant's account.

[6] Voting rights:

Each participant has the right to direct the Trustee on how to vote with respect to any corporate matters which involve the approval or disapproval of any corporate merger or consolidation, recapitalization, reclassification, liquidation, dissolution or sale of substantially all of the assets of a trade or business. The Trustee is permitted to vote any shares for which a participant has not given any instructions, as directed by the Plan Committee.

NOTE A - DESCRIPTION OF THE PLAN (CONTINUED)

[7] Plan termination:

The Company expects to continue the Plan indefinitely. However, the Company reserves the right to amend, discontinue, or terminate the Plan at any time by action of its Board of Directors. If the Plan is discontinued or terminated, all affected employees will become fully vested in their accounts. Upon such termination of the Plan, the interest of each participant will be distributed to such participant or his or her beneficiary at the time prescribed by the plan terms and the Code. Upon termination of the Plan, the Trustee will pay all liabilities and expenses of the Plan and sell shares of financed stock held in the Loan Suspense Account to the extent it determines such sale to be necessary in order to repay the loan.

[8] Put option:

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

[9] Forfeitures:

Plan forfeitures are allocated to each participant's account in a method consistent with the allocation of released shares as described above. Forfeitures of terminated nonvested account balances allocated to remaining participants at December 31, 2009 and 2008 totaled 4,182 and 3,018 shares, respectively.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

[1] Basis of accounting:

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

[2] Use of estimates:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires the plan administrator to make estimates and assumptions that affect certain reported amounts of net assets available (deficit) for plan benefits at the date of the financial statements and the changes in net assets available (deficit) for plan benefits during the reporting period and, when applicable, disclosures of contingent assets and liabilities at the date of the financial statements. Actual results may differ from those estimates.

[3] Valuation of investments and income recognition:

The Class B common shares of the Company are valued at estimated fair value on December 31, 2009 and 2008. Fair value is determined by annual independent appraisals (see Note J for discussion of fair value of investments).

Purchases and sales of securities are recorded on a trade-date basis. Realized gains and losses from security transactions are reported on the average cost method.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

[4] Operating expenses:

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

NOTE C - TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated December 10, 2007 that the Plan is qualified and the trust established under the Plan is tax-exempt under the appropriate provisions of the Code.

NOTE D - ADMINISTRATION OF PLAN ASSETS

The Plan's assets, which consist solely of the Company's Class B common stock, are held by the Trustee of the Plan.

Company contributions are held and managed by the Trustee. The Trustee also administers the payment of interest and principal on the Acquisition Loan from contributions and dividends, if any, made by the Company.

Officers or employees of the Company perform certain administrative functions. No such officer or employee receives compensation from the Plan. Administrative expenses for the Trustee's fees are paid directly by the Company.

NOTE E - INVESTMENTS

The Plan's investments at December 31, 2009 and 2008 are presented in the following table:

	2009		2008	
	Allocated	Unallocated	Allocated	Unallocated
Number of shares	1,353,183	311,340	1,300,264	450,815
Cost	$ 30,554,872	$ 7,030,057	$ 29,359,961	$ 10,179,403
Fair value	$ 24,627,926	$ 5,666,388	$ 23,144,695	$ 8,024,507

During 2009 and 2008, terminated employees of the Company sold 86,556 and 90,188, respectively, of vested shares of Class B common stock to the Company at fair value as determined at the last balance sheet date for $1,540,697 and $1,614,374, respectively.

NOTE F - RISKS AND UNCERTAINTIES

The Plan invests in the Company's Class B common stock, which is exposed to various risks, such as interest rate, market, credit and liquidity. Due to the level of risk associated with the Class B common stock, it is at least reasonably possible that changes in the value of the common stock will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available (deficit) for plan benefits.

NOTE G - LOAN PAYABLE

In August 1998, the Company loaned $45,000,000 to the Plan. The Plan used the proceeds from the loan to purchase 1,985,040 shares of the Company's Class B common stock. The purchase price of these shares was determined by an independent third-party valuation firm. The plan agreement provides for the loan to be repaid over 15 years with annual payments of principal and interest (5.80%) aggregating $4,572,967.

The following is a schedule of future minimum payments at December 31, 2009 for the years shown:

2010	$ 4,033,325
2011	4,267,258
2012	1,003,590
	$ 9,304,173

NOTE H - EMPLOYER CONTRIBUTIONS

The Company is obligated to make contributions in cash or shares of the Company stock as defined in the Plan, which when aggregated with any dividends and interest earnings, equals the amount necessary to enable the Plan to make its regularly scheduled payments of principal and interest due on the Acquisition Loan.

NOTE I - NEW ACCOUNTING PRONOUNCEMENTS

In June 2009, the Financial Accounting Standards Board ("FASB") issued guidance under Accounting Standards Codification ("ASC" or "Codification") 105, "Generally Accepted Accounting Principles" ("GAAP"), which establishes the ASC as the source of authoritative GAAP in the United States of America for non-governmental entities. Rules and interpretive releases of the Securities and Exchange Commission ("SEC") under the authority of federal securities laws are also sources of authoritative GAAP for SEC registrants. The Codification supersedes all existing non-SEC accounting and reporting standards. This guidance and the Codification are effective for financial statements issued for periods after September 15, 2009. The Codification did not change the existing GAAP and hence the adoption did not have an impact on the Plan's financial statements.

In January 2010, the FASB issued a new accounting guidance for "Fair Value Measurements and Disclosures and Improving Disclosures about Fair Value Measurements." The guidance requires entities to disclose (i) separately the amounts of significant transfers in and out of Level 1 and Level 2 and reasons for the transfers; (ii) disclosure on gross basis of purchases, sales, issuances and settlements within Level 3; (iii) disclosures by class of assets and liabilities; and (iv) a description of the valuation techniques and inputs used to measure for both recurring and non-recurring fair value measurements for Level 2 or Level 3. The guidance is effective for interim and annual reporting periods beginning after December 15, 2009 except for the Level 3 disclosure requirements which will be effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. The update is not expected to have a material impact on the Plan's financial statements or disclosures (see Note J for a discussion of fair value of investments).

NOTE J - INVESTMENTS AT FAIR VALUE

Under accounting guidance, fair value accounting is a market-based measurement, not an entity specific measurement. Therefore, a fair value measurement should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering market participant assumptions in fair value measurements, a fair value hierarchy was established, which prioritizes the inputs used in measuring

NOTE J - INVESTMENTS AT FAIR VALUE (CONTINUED)

fair values. The hierarchy gives the highest priority to Level 1 measurements and the lowest priority to Level 3 measurements. The three levels of the fair value hierarchy are described as follows:

Level 1: Observable inputs such as quoted prices in active markets (available in exchange).

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; and
- inputs that are derived principally from or corroborated by 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: Unobservable inputs in which there is little or no market data. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation. This category generally includes certain private debt and equity instruments and alternative investments.

Assets and liabilities measured at fair value are based on one or more of the following three valuation techniques noted:

A. Market approach: Prices and other relevant information generated by market transactions including identical or comparable assets or liabilities.

B. Income approach: Techniques to convert future amounts to a single present amount based upon market expectations (including present value techniques, option-pricing and excess earnings models).

C. Cost approach: Amount that would be required to replace the service capacity of an asset (replacement cost).

The following table summarizes the Plan's investments measured at fair value on a recurring basis as of December 31, 2009 and 2008:

	December 31,		
	2009	2008	
	Significant Unobservable Inputs (Level 3)	Significant Unobservable Inputs (Level 3)	Valuation Technique
Investment in Sponsor: Company Class B common stock	$ 30,294,314	$ 31,169,202	Independent valuation
Total investments	$ 30,294,314	$ 31,169,202	

The fair value of the Company's Class B common stock held by the Plan is valued at fair value based upon an independent appraisal. The appraisal was based upon a combination of both a market approach and an income approach consistent with prior years. The market approach uses prices and other relevant information

NOTE J - INVESTMENTS AT FAIR VALUE (CONTINUED)

generated by market transactions involving identical or comparable assets or liabilities (including a business). The income approach uses valuation techniques to convert future cash flows or earnings discounted to present value. The measurement is based on the value indicated by current market expectations about those future amounts. Other factors that were taken into consideration included significant material events for the Company and industry.

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

The following table presents changes in the Plan's Level 3 investment representing the investments measured at fair value on a recurring basis for the years ended December 31, 2009 and 2008:

	December 31,	
	2009	**2008**
Beginning balance	**$ 31,169,202**	$ 32,958,684
Net unrealized appreciation (depreciation) in market value	**665,809**	(175,108)
Distributions to participants	**(1,540,697)**	(1,614,374)
Ending balance	**$ 30,294,314**	$ 31,169,202

NOTE K - SUBSEQUENT EVENTS

The Company has evaluated subsequent events through October 7, 2010, the date the financial statements were available to be issued, and no additional disclosures are required.

SUPPLEMENTAL SCHEDULE

ACTIVE INTERNATIONAL EMPLOYEE STOCK OWNERSHIP PLAN

Schedule of Assets Held for Investment Purposes
December 31, 2009

Employer Identification Number: 13-3242591
Plan Number: 002

Identity of Issue	Description of Investment	Cost	Current Value
*Active Media Services, Inc.	1,664,523 shares, Class B common stock	$ 37,584,929	$ 30,294,314

* Indicates a party-in-interest as defined in the Employee Retirement Income Security Act of 1974.

See notes to financial statements

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 Active International Employee Stock Ownership Plan

1b Three-digit plan number (PN) ▸ 002

1c Effective date of plan 01/01/1998

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
Active Media Services, Inc.

One Blue Hill Plaza

Pearl River NY 10965-8705

2b Employer Identification Number (EIN) 13-3242591

2c Sponsor's telephone number (845) 735-1700

2d Business code (see instructions) 541800

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	[signature]	10/12/2010	Gary Steinbeck
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	[signature]	10/12/2010	GARY STEINBECK
	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") SAME	**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**	522
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**	342
b	Retired or separated participants receiving benefits	**6b**	165
c	Other retired or separated participants entitled to future benefits	**6c**	0
d	Subtotal. Add lines **6a, 6b,** and **6c**	**6d**	507
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	507
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	485
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	10
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:

2I 2K 2P 3H 3I

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

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1)	☐ Insurance	(1)	☐ Insurance
(2)	☐ Code section 412(e)(3) insurance contracts	(2)	☐ Code section 412(e)(3) insurance contracts
(3)	☒ Trust	(3)	☒ Trust
(4)	☐ General assets of the sponsor	(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		**b General Schedules**	
(1)	☒ **R** (Retirement Plan Information)	(1)	☒ **H** (Financial Information)
(2)	☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2)	☐ **I** (Financial Information – Small Plan)
		(3)	☐ **A** (Insurance Information)
		(4)	☐ **C** (Service Provider Information)
(3)	☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(5)	☐ **D** (DFE/Participating Plan Information)
		(6)	☐ **G** (Financial Transaction Schedules)

Attachment to 2009 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Active International Employee Stock Ownership Plan **EIN:** 13-3242591
Plan Sponsor's Name Active Media Services, Inc. **PN:** 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
*	Active Media Services, Inc.	1,664,523 shares, Class B common stock	37,584,929	30,294,314