

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 2010 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010			
A This return/report is for:	☐ a multiemployer plan;	☐ a multiple-employer plan; or	
	☒ a single-employer plan;	☐ a DFE (specify) ____	
B This return/report is:	☐ the first return/report;	☐ the final return/report;	
	☒ an amended return/report;	☐ a short plan year return/report (less than 12 months).	
C If the plan is a collectively-bargained plan, check here.	☐		
D Check box if filing under:	☒ Form 5558;	☐ automatic extension;	☐ the DFVC program;
	☐ special extension (enter description)		

Part II	Basic Plan Information —enter all requested information		
1a Name of plan STERLING CONSULTING GROUP LLC 401(K) PROFIT SHARING PLAN & TRUST	1b Three-digit plan number (PN) ►	001	
	1c Effective date of plan	01/01/1993	
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) STERLING CONSULTING GROUP LLC 75 VARICK STREET 8TH FLOOR NEW YORK, NY 10013	2b Employer Identification Number (EIN) 13-3675572	2c Sponsor's telephone number 212-329-4600	2d Business code (see instructions) 541400

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.	10/14/2011	PETER MUNDY
	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") STERLING CONSULTING GROUP LLC 75 VARICK STREET 8TH FLOOR NEW YORK, NY 10013	3b Administrator's EIN 13-3675572 3c Administrator's telephone number 212-329-4600
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	116
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	58
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	43
d Subtotal. Add lines 6a , 6b , and 6c	6d	101
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	101
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	88
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	9

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 2E 2G 2J 2T 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) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2010
		This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010	
A Name of plan STERLING CONSULTING GROUP LLC 401(K) PROFIT SHARING PLAN & TRUST	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 STERLING CONSULTING GROUP LLC	D Employer Identification Number (EIN) 13-3675572

Part I	Service Provider Information (see instructions)
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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	
MERRILL LYNCH, PIERCE, FENNER	WORLD FINANCIAL CENTER 250 VESEY STREET NEW YORK, NY 10281
13-5674085	

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation	
PAYCHEX SECURITIES CORPORATION	
16-1486352	

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

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

MERRILL LYNCH, PIERCE, FENNER

4 WORLD FINANCIAL CENTER
250 VESEY STREET
NEW YORK, NY 10281

13-5674085

(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?
	BROKERAGE		Yes ☒ No ☐	Yes ☐ No ☒	19034	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
MERRILL LYNCH, PIERCE, FENNER	52 59 60 63	19034

(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.
MERRILL LYNCH, PIERCE, FENNER 13-5674085 4 WORLD FINANCIAL CENTER 250 VESEY STREET NEW YORK, NY 10281	

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2010 This Form is Open to Public Inspection
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For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>12/31/2010</u>		
A Name of plan <u>STERLING CONSULTING GROUP LLC 401(K) PROFIT SHARING PLAN & TRUST</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>STERLING CONSULTING GROUP LLC</u>	D Employer Identification Number (EIN) <u>13-3675572</u>	

Part I	Asset and Liability Statement
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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	
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	403057	337384
(2) U.S. Government securities.....	1c(2)	0	
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	
(B) All other.....	1c(3)(B)	0	
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	
(B) Common	1c(4)(B)	0	
(5) Partnership/joint venture interests	1c(5)	0	
(6) Real estate (other than employer real property)	1c(6)	0	
(7) Loans (other than to participants)	1c(7)	0	
(8) Participant loans	1c(8)	56124	102843
(9) Value of interest in common/collective trusts.....	1c(9)	0	0
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	2626585	2796018
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	0	0

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	
(2) Employer real property	1d(2)	0	
e Buildings and other property used in plan operation	1e	0	
f Total assets (add all amounts in lines 1a through 1e)	1f	3085766	3236245

Liabilities

g Benefit claims payable	1g	0	
h Operating payables	1h	0	
i Acquisition indebtedness	1i	0	
j Other liabilities	1j	0	
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	3085766	3236245
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	0	
(B) Participants	2a(1)(B)	0	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		0
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(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)	3993	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		3993
(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)	31131	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		31131
(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)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		378881
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		414005

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	262891	
(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)		262891
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions).....	2g		0
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	635	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		635
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		263526

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		150479
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) ☒ Disclaimer (4) ☐ Adverse

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

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

(1) Name: SAUVIGNE & COMPANY LLP

(2) EIN: 20-5720207

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

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

Part IV Compliance Questions

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

During the plan year:

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

- 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 2010 This Form is Open to Public Inspection.
---	--	--

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

A Name of plan <u>STERLING CONSULTING GROUP LLC 401(K) PROFIT SHARING PLAN & TRUST</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>STERLING CONSULTING GROUP LLC</u>	D Employer Identification Number (EIN) <u>13-3675572</u>

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
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): <u>16-1470238</u>	
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 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

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

Schedule R (Form 5500) 2010
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

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

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): _____

STERLING CONSULTING GROUP LLC 401(k) PROFIT SHARING PLAN AND TRUST
FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009
TOGETHER WITH AUDITORS' REPORT

SAUVIGNE & COMPANY LLP
Certified Public Accountants

STERLING CONSULTING GROUP LLC 401(k) PROFIT SHARING PLAN AND TRUST
FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009
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SAUVIGNE & COMPANY LLP
Certified Public Accountants

711 Third Avenue
Suite 1802, 18th Floor
New York, New York 10017

INDEPENDENT AUDITORS' REPORT

To the Administrator of the
Sterling Consulting Group LLC 401(k) Profit Sharing Plan and Trust:

We were engaged to audit the accompanying statements of net assets available for benefits of the Sterling Consulting Group LLC 401(k) Profit Sharing Plan and Trust (the "Plan") as of December 31, 2010, and 2009, and the related statement of changes in net assets available for benefits for the year ended December 31, 2010, as well as the supplemental schedules of (1) Schedule H, line 4i-Schedule of Assets Held for Investment Purposes, and (2) Schedule H, line 4j-Schedule of Reportable Transactions as of or for the year ended December 31, 2010. These financial statements and supplemental 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 ("ERISA"), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Merrill Lynch, Pierce, Fenner & Smith (the "Custodian" of the Plan) as agent for trustee, Peter Mundy, except for comparing such 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 December 31, 2010 and 2009, and for the years then ended, 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 supplemental schedules as a whole. The form and content of the information included in the financial statements and supplemental 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 ERISA.

Sauvigne & Company LLP

October 5, 2011
New York, New York

STERLING CONSULTING GROUP LLC 401(k) PROFIT SHARING PLAN & TRUST
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2010 AND 2009

	<u>2010</u>	<u>2009</u>
ASSETS:		
Cash equivalents	\$ 337,384	\$ 403,057
Investments, in mutual funds, at fair value	2,796,018	2,626,585
Notes receivable from participants	102,843	56,124
Total assets	<u>3,236,245</u>	<u>3,085,766</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 3,236,245</u>	<u>\$ 3,085,766</u>

The accompanying notes to financial statements
are an integral part of these statements.

STERLING CONSULTING GROUP LLC
401(k) PROFIT SHARING PLAN AND TRUST
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2010

	<u>2010</u>
ADDITIONS TO NET ASSETS ATTRIBUTED TO:	
Investment income	\$ 414,005
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:	
Benefit payments	262,891
Administrative expenses	<u>635</u>
Total deductions	<u>263,526</u>
Net increase	150,479
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR	<u>3,085,766</u>
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	<u><u>\$ 3,236,245</u></u>

The accompanying notes to financial statements
are an integral part of these statements.

STERLING CONSULTING GROUP LLC 401(k) PROFIT SHARING PLAN AND TRUST
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

(1) – Plan Description:

Background –

Sterling Consulting Group LLC (the “Company”) is a leading branding consultancy company with offices in New York and San Francisco. The following brief description of the Sterling Consulting Group LLC 401(k) Profit Sharing Plan and Trust (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan agreement for more complete information. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”). During 2008, the Plan was amended and restated to comply with new federal regulations.

The Plan is a defined contribution plan that contains an Internal Revenue Code (“IRC”) 401(k) before-tax contribution feature, established to provide retirement benefits to employees meeting certain eligibility criteria. Participants must be at least 18 years old to be eligible to enroll in the Plan and receive profit sharing contributions. As soon as the age requirement is met, employees of the Company will become eligible to participate in the Plan with entry dates occurring semi-annually on January 1 and July 1.

Contributions –

As of January 1, 2010, participants were no longer able to make contributions to the Plan due to approval of its merger into the Omnicom Group Retirement Savings Plan (“Successor Plan”), as discussed in Note 9 herein.

Participants can make salary deferred contributions up to 15% of his or her compensation however, the salary deferral contributions cannot exceed \$16,500 under IRS regulations. If a Plan participant attains the age of 50 at any time before the end of the calendar year, a catch-up additional deferral may be made not to exceed \$5,500, as limited by the IRS.

The Company does not make matching contributions to the Plan. However, the Company will make discretionary profit sharing contributions to the Plan on behalf of qualifying participants, which will be allocated to the individual accounts of qualifying participants on a pro rata formula in the ratio that each qualifying participant’s compensation for the Plan year bears to the total compensation of all qualifying participants for the Plan year.

Participant Accounts –

Individual accounts are maintained for each Plan participant. Each participant’s account is credited with the participant’s salary deferred contributions, the participant’s qualified rollover contributions, and an allocation of Company discretionary contributions and Plan earnings. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

STERLING CONSULTING GROUP LLC 401(k) PROFIT SHARING PLAN AND TRUST

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

Vesting –

Participants become vested in their profit sharing contributions based on a vesting percentage determined by years of vesting service. A participant must perform 1,000 hours to earn a year of vesting service. In addition, a participant must perform at least 500 hours of service each year to avoid a break in vesting service. The Plan's vesting schedule is as follows:

Years	Vesting percentage
<1	0%
1	0%
2	20%
3	40%
4	60%
5	80%
6	100%

Participant salary deferred, rollover and transfer contributions are each 100% vested immediately.

Payment of Benefits –

Upon termination of service by death, disability or retirement, or severance of employment, or when age 59 ½ is attained, a participant is entitled to receive benefit payments from such participant's individual account attributable to elective deferrals, qualified nonelective contributions and qualified matching contributions.

Participant Loans –

The loan interest rate is determined to be the prime rate plus 1% as of the date the loan is initiated. All loans, other than those used to purchase a participant's principal residence, shall be repaid within 54 months. Loans from the Plan shall be in a minimum amount of \$1,000. The maximum amount of an outstanding loan cannot exceed the lesser of 95% of one-half the vested account balance or 95% of the total vested account balance excluding the Roth elective deferral balance. Under no event shall the loan amount exceed \$50,000 and such amount is reduced by the highest outstanding loan balance during the one-year period ending on the day before the date the loan agreement becomes effective.

Disposition of Forfeitures –

At December 31, 2010 and 2009, forfeited nonvested accounts totaled \$2,839 and \$2,790, respectively. Plan forfeitures are used to reduce future employer contributions or Plan expenses.

STERLING CONSULTING GROUP LLC 401(k) PROFIT SHARING PLAN AND TRUST

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

(2) – Summary of Significant Accounting Policies

Accounting Standards Codification –

On July 1, 2009 the Plan adopted the Financial Accounting Standards Board's Accounting Standards Codification ("ASC"). The ASC does not alter current accounting principles generally accepted in the United States of America ("GAAP"), but rather integrated existing accounting standards with other authoritative guidance. The ASC provides a single source of authoritative GAAP for nongovernmental entities and supersedes all other previously issued non-SEC accounting and reporting guidance. The adoption of the ASC did not have any effect on the results of operations or financial position. Updates to the ASC are issued in the form of Accounting Standards Updates ("ASUs").

Basis of Presentation –

The financial statements have been prepared under the accrual basis of accounting in accordance with GAAP.

Payment of Benefits –

Benefits are recorded when paid.

Plan Expenses –

Certain administrative functions are performed by Paychex Retirement Services. Administrative expenses are paid from the investment fund.

Use of Estimates –

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

Adoption of Recently Issued Accounting Policies –

In 2010, the Company adopted ASU 2010-25, *Plan Accounting – Defined Contribution Pension Plans (Topic 962): Reporting Loans to Participants by Defined Contribution Pension Plans*, which clarified how loans to participants should be classified and measured by defined contribution pension plans. Pursuant to the provisions of this ASU, participant loans have been classified as notes receivable from participants and segregated from plan investments. Further, these loans have been measured at their unpaid balance plus any accrued but unpaid interest which may differ from fair value. The adoption of this ASU did not have a material impact on the financial statements.

STERLING CONSULTING GROUP LLC 401(k) PROFIT SHARING PLAN AND TRUST

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

(3) Income Tax Status

The Plan obtained its latest determination letter on March 31, 2008, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the IRC. The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

(4) Information Certified by Custodian

The Company has an agreement with Merrill Lynch, Pierce, Fenner & Smith (the "Custodian" of the Plan) for holding the investment assets of the Plan and executing investment transactions. As permitted by 29 CFR Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan elects for the years ended December 31, 2010 and 2009 to have the financial information certified by the Custodian of the Plan as agent for trustee, Peter Mundy. The Plan has received the most recent annual reports of such trust certification from the Custodian that the annual report is complete and accurate and was filed with the Secretary of Labor in accordance with the rules and regulations issued by the Department of Labor.

The following table presents a summary of assets certified by the Plan Custodian at December 31, 2010 and 2009:

	<u>2010</u>	<u>2009</u>
BlackRock Fundamental Growth Fund (Class A)	\$ 477,079 *	\$ 416,844 *
Davis New York Venture Fund (Class A)	444,528 *	430,716 *
BlackRock Value Opportunities Fund (Class A)	396,970 *	344,290 *
Oppenheimer Quest Balanced Value Fund (Class A)	380,428 *	351,558 *
Merrill Lynch Retirement Bank Account	337,384 *	403,057 *
BlackRock Global Allocation Fund (Class A)	308,886 *	355,002 *
Van Kampen Mid Cap Growth (Class A)	264,725 *	218,083 *
Loomis Sayles Core Plus Bond Fund (Class A)	251,707 *	245,970 *
Federated International Leaders (Class A)	137,067	116,691
Notes Receivable from Participants	102,843	56,124
Wells Fargo Advantage Total Return Bond (Class A)	57,819	-
JP Morgan Dynamic Small Cap Fund (Class A)	42,185	31,394
BlackRock International Value Fund (Class A)	34,623	45,321
Evergreen Core Bond Fund (Class A)	-	70,717
	<u>\$ 3,236,245</u>	<u>\$ 3,085,766</u>

* Investment represented 5% or more of the Plan's net assets in applicable year.

STERLING CONSULTING GROUP LLC 401(k) PROFIT SHARING PLAN AND TRUST
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

(5) Reconciliation of Financial Statements to Form 5500

Net assets as of December 31, 2010 and 2009 are \$3,236,245 and \$3,085,766, respectively, and contributions for the years ended December 31, 2010 and 2009 are \$0 and 372,442, respectively, per the Plan's financial statements and are the same as such per the Form 5500 as of or for the periods ending on the dates expressed above.

(6) Termination or Amendment

Although the Company has not expressed any intention of doing so, it has the right at any time to amend or terminate the Plan subject to the provisions of ERISA. No amendment or modification of the Plan shall permit any part of the Plan's trust fund to be used for or diverted to purposes other than for the exclusive benefit of the participants.

(7) Risks and Uncertainties

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

(8) Related-Party Transactions

Certain Plan investments are shares of mutual funds managed by the Plan Custodian, therefore, these transactions qualify as party-in-interest transactions.

(9) Subsequent Events

As directed by the Board of Directors of Omnicom Group Inc., the controlling member of Sterling Consulting Group LLC, the sponsor of the Plan approved the merger of this plan into the Omnicom Group Retirement Savings Plan ("Successor Plan") as of January 1, 2010. As a result, all contributions relating to 2010 and 2011 have been deposited directly into the Successor Plan and all Plan investments were transferred into the Successor Plan on April 13, 2011.

Kathleen Harrell, former trustee to the Plan, terminated employment with the Company effective March 30, 2011. Peter Mundy is now sole trustee to the Plan.

In accordance with ASC 855 *Subsequent Events*, the Plan has evaluated subsequent events through October 5, 2011, the date these financial statements were available to be issued.

STERLING CONSULTING GROUP LLC 401(k) PROFIT SHARING PLAN AND TRUST

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

(10) Fair Value of Financial Instruments, Carried at Fair Value

ASC Topic 820 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction value hierarchy which requires an entity to maximize the use of observable inputs when measuring fair value.

The standard describes three levels of inputs that may be used to measure fair value:

- Level 1 – inputs to the valuation methodology are quoted prices available in active markets for identical investments as of the reporting date;
- Level 2 – inputs to the valuation methodology are other than quoted prices in active markets, which are either directly or indirectly observable as of the reporting date and fair value can be determined through the use of models or other valuation methodologies; and
- Level 3 – inputs to the valuation methodology are unobservable inputs in situations where there is little or no market activity for the asset or liability and the reporting entity makes estimates and assumptions related to the pricing of the asset or liability including assumption regarding risk.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The following is a description of the valuation methodologies used for instruments measured at fair value including the general classification of such instruments pursuant to the valuation hierarchy.

Mutual Funds

These investments are public investment vehicles valued using the Net Asset Value (NAV) provided by the administrator of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus liabilities, and then divided by the number of shares outstanding. The NAV is a quoted price in an active market and classified within level 1 of the valuation hierarchy.

Cash Equivalents

Cash equivalents include all highly liquid investments with a maturity of three months or less at time of purchase. Cash equivalents are categorized within level 1 of the valuation hierarchy.

Participant Loans

In 2009, loans to plan participants were valued at cost plus accrued interest, which approximated fair value and was classified within level 3 of the valuation hierarchy. Pursuant to ASU 2010-25, the amounts are no longer carried at fair value but are instead measured at their unpaid balance plus any accrued but unpaid interest, which may differ from fair value.

STERLING CONSULTING GROUP LLC 401(k) PROFIT SHARING PLAN AND TRUST
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

(10) Fair Value of Financial Instruments, Carried at Fair Value (continued)

Investments measured at fair value on a recurring basis consist of the following types of investments as of December 31, 2010:

	Fair Value at Reporting Date Using			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Assets at Fair Value
Assets:				
Cash equivalents	\$ 337,384	\$ -	\$ -	\$ 337,384
Mutual funds				
Equity funds	1,797,178			1,797,178
Fixed income funds	309,526			309,526
World allocation funds	689,314			689,314
Total mutual funds	2,796,018	-	-	2,796,018
Total assets at FV	\$ 3,133,402	\$ -	\$ -	\$ 3,133,402

The table below sets forth a summary of changes in the fair value of the Plan's level 3 investments assets and liabilities for the year ended December 31, 2010:

	Fair Value Measurement Using Significant Unobservable Inputs (Level 3)
Beginning balance	\$ 56,124
Transfers out of level 3*	(56,124)
Ending balance	\$ -

* See notes related to ASU 2010-25 and fair value of participant loans.

STERLING CONSULTING GROUP LLC 401(k) PROFIT SHARING PLAN AND TRUST

ID # 13-3675572

PLAN #001

SCHEDULE H, ITEM 4i - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

(a)	(b)	(c)	(d)
	Identity of Issue, Borrower, Lessor, or Similar Party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Current Value
*	Merrill Lynch	BlackRock Fundamental Growth Fund (Class A)	\$ 477,079
*	Merrill Lynch	Davis New York Venture Fund (Class A)	444,528
*	Merrill Lynch	BlackRock Value Opportunities Fund (Class A)	396,970
*	Merrill Lynch	Oppenheimer Quest Balanced Value Fund (Class A)	380,428
*	Merrill Lynch	Merrill Lynch Retirement Bank Account	337,384
*	Merrill Lynch	BlackRock Global Allocation Fund (Class A)	308,886
*	Merrill Lynch	Van Kampen Mid Cap Growth (Class A)	264,725
*	Merrill Lynch	Loomis Sayles Core Plus Bond Fund (Class A)	251,707
*	Merrill Lynch	Federated International Leaders (Class A)	137,067
	Participant Loans	Notes Receivable from Participants (prime rate +1%)	102,843
*	Merrill Lynch	Wells Fargo Advantage Total Return Bond (Class A)	57,819
*	Merrill Lynch	JP Morgan Dynamic Small Cap Fund (Class A)	42,185
*	Merrill Lynch	BlackRock International Value Fund (Class A)	34,623
			<u>\$ 3,236,245</u>

* A party in-interest as defined by ERISA

STERLING CONSULTING GROUP LLC 401(k) PROFIT SHARING PLAN AND TRUST

ID #13-3675572

PLAN #001

SCHEDULE H, ITEM 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

(a)	(b)	(c)	(d)	(e)	(g)	(h)
Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Lease Rental	Cost of Asset	Current Value of Asset on Transaction Date

There were no category (i), (ii), (iii)
or (iv) reportable transactions during
the plan year.

STERLING CONSULTING GROUP LLC 401(k) PROFIT SHARING PLAN AND TRUST
FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009
TOGETHER WITH AUDITORS' REPORT

SAUVIGNE & COMPANY LLP
Certified Public Accountants

STERLING CONSULTING GROUP LLC 401(k) PROFIT SHARING PLAN AND TRUST
FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009
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SAUVIGNE & COMPANY LLP
Certified Public Accountants

711 Third Avenue
Suite 1802, 18th Floor
New York, New York 10017

INDEPENDENT AUDITORS' REPORT

To the Administrator of the
Sterling Consulting Group LLC 401(k) Profit Sharing Plan and Trust:

We were engaged to audit the accompanying statements of net assets available for benefits of the Sterling Consulting Group LLC 401(k) Profit Sharing Plan and Trust (the "Plan") as of December 31, 2010, and 2009, and the related statement of changes in net assets available for benefits for the year ended December 31, 2010, as well as the supplemental schedules of (1) Schedule H, line 4i-Schedule of Assets Held for Investment Purposes, and (2) Schedule H, line 4j-Schedule of Reportable Transactions as of or for the year ended December 31, 2010. These financial statements and supplemental 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 ("ERISA"), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Merrill Lynch, Pierce, Fenner & Smith (the "Custodian" of the Plan) as agent for trustee, Peter Mundy, except for comparing such 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 December 31, 2010 and 2009, and for the years then ended, 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 supplemental schedules as a whole. The form and content of the information included in the financial statements and supplemental 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 ERISA.

Sauvigne & Company LLP

October 5, 2011
New York, New York

STERLING CONSULTING GROUP LLC 401(k) PROFIT SHARING PLAN & TRUST
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2010 AND 2009

	<u>2010</u>	<u>2009</u>
ASSETS:		
Cash equivalents	\$ 337,384	\$ 403,057
Investments, in mutual funds, at fair value	2,796,018	2,626,585
Notes receivable from participants	102,843	56,124
Total assets	<u>3,236,245</u>	<u>3,085,766</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 3,236,245</u>	<u>\$ 3,085,766</u>

The accompanying notes to financial statements
are an integral part of these statements.

STERLING CONSULTING GROUP LLC
401(k) PROFIT SHARING PLAN AND TRUST
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2010

	<u>2010</u>
ADDITIONS TO NET ASSETS ATTRIBUTED TO:	
Investment income	\$ 414,005
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:	
Benefit payments	262,891
Administrative expenses	<u>635</u>
Total deductions	<u>263,526</u>
Net increase	150,479
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR	<u>3,085,766</u>
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	<u><u>\$ 3,236,245</u></u>

The accompanying notes to financial statements
are an integral part of these statements.

STERLING CONSULTING GROUP LLC 401(k) PROFIT SHARING PLAN AND TRUST
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

(1) – Plan Description:

Background –

Sterling Consulting Group LLC (the “Company”) is a leading branding consultancy company with offices in New York and San Francisco. The following brief description of the Sterling Consulting Group LLC 401(k) Profit Sharing Plan and Trust (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan agreement for more complete information. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”). During 2008, the Plan was amended and restated to comply with new federal regulations.

The Plan is a defined contribution plan that contains an Internal Revenue Code (“IRC”) 401(k) before-tax contribution feature, established to provide retirement benefits to employees meeting certain eligibility criteria. Participants must be at least 18 years old to be eligible to enroll in the Plan and receive profit sharing contributions. As soon as the age requirement is met, employees of the Company will become eligible to participate in the Plan with entry dates occurring semi-annually on January 1 and July 1.

Contributions –

As of January 1, 2010, participants were no longer able to make contributions to the Plan due to approval of its merger into the Omnicom Group Retirement Savings Plan (“Successor Plan”), as discussed in Note 9 herein.

Participants can make salary deferred contributions up to 15% of his or her compensation however, the salary deferral contributions cannot exceed \$16,500 under IRS regulations. If a Plan participant attains the age of 50 at any time before the end of the calendar year, a catch-up additional deferral may be made not to exceed \$5,500, as limited by the IRS.

The Company does not make matching contributions to the Plan. However, the Company will make discretionary profit sharing contributions to the Plan on behalf of qualifying participants, which will be allocated to the individual accounts of qualifying participants on a pro rata formula in the ratio that each qualifying participant’s compensation for the Plan year bears to the total compensation of all qualifying participants for the Plan year.

Participant Accounts –

Individual accounts are maintained for each Plan participant. Each participant’s account is credited with the participant’s salary deferred contributions, the participant’s qualified rollover contributions, and an allocation of Company discretionary contributions and Plan earnings. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

STERLING CONSULTING GROUP LLC 401(k) PROFIT SHARING PLAN AND TRUST

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

Vesting –

Participants become vested in their profit sharing contributions based on a vesting percentage determined by years of vesting service. A participant must perform 1,000 hours to earn a year of vesting service. In addition, a participant must perform at least 500 hours of service each year to avoid a break in vesting service. The Plan's vesting schedule is as follows:

Years	Vesting percentage
<1	0%
1	0%
2	20%
3	40%
4	60%
5	80%
6	100%

Participant salary deferred, rollover and transfer contributions are each 100% vested immediately.

Payment of Benefits –

Upon termination of service by death, disability or retirement, or severance of employment, or when age 59 ½ is attained, a participant is entitled to receive benefit payments from such participant's individual account attributable to elective deferrals, qualified nonelective contributions and qualified matching contributions.

Participant Loans –

The loan interest rate is determined to be the prime rate plus 1% as of the date the loan is initiated. All loans, other than those used to purchase a participant's principal residence, shall be repaid within 54 months. Loans from the Plan shall be in a minimum amount of \$1,000. The maximum amount of an outstanding loan cannot exceed the lesser of 95% of one-half the vested account balance or 95% of the total vested account balance excluding the Roth elective deferral balance. Under no event shall the loan amount exceed \$50,000 and such amount is reduced by the highest outstanding loan balance during the one-year period ending on the day before the date the loan agreement becomes effective.

Disposition of Forfeitures –

At December 31, 2010 and 2009, forfeited nonvested accounts totaled \$2,839 and \$2,790, respectively. Plan forfeitures are used to reduce future employer contributions or Plan expenses.

STERLING CONSULTING GROUP LLC 401(k) PROFIT SHARING PLAN AND TRUST
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

(2) – Summary of Significant Accounting Policies

Accounting Standards Codification –

On July 1, 2009 the Plan adopted the Financial Accounting Standards Board's Accounting Standards Codification ("ASC"). The ASC does not alter current accounting principles generally accepted in the United States of America ("GAAP"), but rather integrated existing accounting standards with other authoritative guidance. The ASC provides a single source of authoritative GAAP for nongovernmental entities and supersedes all other previously issued non-SEC accounting and reporting guidance. The adoption of the ASC did not have any effect on the results of operations or financial position. Updates to the ASC are issued in the form of Accounting Standards Updates ("ASUs").

Basis of Presentation –

The financial statements have been prepared under the accrual basis of accounting in accordance with GAAP.

Payment of Benefits –

Benefits are recorded when paid.

Plan Expenses –

Certain administrative functions are performed by Paychex Retirement Services. Administrative expenses are paid from the investment fund.

Use of Estimates –

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

Adoption of Recently Issued Accounting Policies –

In 2010, the Company adopted ASU 2010-25, *Plan Accounting – Defined Contribution Pension Plans (Topic 962): Reporting Loans to Participants by Defined Contribution Pension Plans*, which clarified how loans to participants should be classified and measured by defined contribution pension plans. Pursuant to the provisions of this ASU, participant loans have been classified as notes receivable from participants and segregated from plan investments. Further, these loans have been measured at their unpaid balance plus any accrued but unpaid interest which may differ from fair value. The adoption of this ASU did not have a material impact on the financial statements.

STERLING CONSULTING GROUP LLC 401(k) PROFIT SHARING PLAN AND TRUST

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

(3) Income Tax Status

The Plan obtained its latest determination letter on March 31, 2008, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the IRC. The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

(4) Information Certified by Custodian

The Company has an agreement with Merrill Lynch, Pierce, Fenner & Smith (the "Custodian" of the Plan) for holding the investment assets of the Plan and executing investment transactions. As permitted by 29 CFR Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan elects for the years ended December 31, 2010 and 2009 to have the financial information certified by the Custodian of the Plan as agent for trustee, Peter Mundy. The Plan has received the most recent annual reports of such trust certification from the Custodian that the annual report is complete and accurate and was filed with the Secretary of Labor in accordance with the rules and regulations issued by the Department of Labor.

The following table presents a summary of assets certified by the Plan Custodian at December 31, 2010 and 2009:

	<u>2010</u>	<u>2009</u>
BlackRock Fundamental Growth Fund (Class A)	\$ 477,079 *	\$ 416,844 *
Davis New York Venture Fund (Class A)	444,528 *	430,716 *
BlackRock Value Opportunities Fund (Class A)	396,970 *	344,290 *
Oppenheimer Quest Balanced Value Fund (Class A)	380,428 *	351,558 *
Merrill Lynch Retirement Bank Account	337,384 *	403,057 *
BlackRock Global Allocation Fund (Class A)	308,886 *	355,002 *
Van Kampen Mid Cap Growth (Class A)	264,725 *	218,083 *
Loomis Sayles Core Plus Bond Fund (Class A)	251,707 *	245,970 *
Federated International Leaders (Class A)	137,067	116,691
Notes Receivable from Participants	102,843	56,124
Wells Fargo Advantage Total Return Bond (Class A)	57,819	-
JP Morgan Dynamic Small Cap Fund (Class A)	42,185	31,394
BlackRock International Value Fund (Class A)	34,623	45,321
Evergreen Core Bond Fund (Class A)	-	70,717
	<u>\$ 3,236,245</u>	<u>\$ 3,085,766</u>

* Investment represented 5% or more of the Plan's net assets in applicable year.

STERLING CONSULTING GROUP LLC 401(k) PROFIT SHARING PLAN AND TRUST
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

(5) Reconciliation of Financial Statements to Form 5500

Net assets as of December 31, 2010 and 2009 are \$3,236,245 and \$3,085,766, respectively, and contributions for the years ended December 31, 2010 and 2009 are \$0 and 372,442, respectively, per the Plan's financial statements and are the same as such per the Form 5500 as of or for the periods ending on the dates expressed above.

(6) Termination or Amendment

Although the Company has not expressed any intention of doing so, it has the right at any time to amend or terminate the Plan subject to the provisions of ERISA. No amendment or modification of the Plan shall permit any part of the Plan's trust fund to be used for or diverted to purposes other than for the exclusive benefit of the participants.

(7) Risks and Uncertainties

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

(8) Related-Party Transactions

Certain Plan investments are shares of mutual funds managed by the Plan Custodian, therefore, these transactions qualify as party-in-interest transactions.

(9) Subsequent Events

As directed by the Board of Directors of Omnicom Group Inc., the controlling member of Sterling Consulting Group LLC, the sponsor of the Plan approved the merger of this plan into the Omnicom Group Retirement Savings Plan ("Successor Plan") as of January 1, 2010. As a result, all contributions relating to 2010 and 2011 have been deposited directly into the Successor Plan and all Plan investments were transferred into the Successor Plan on April 13, 2011.

Kathleen Harrell, former trustee to the Plan, terminated employment with the Company effective March 30, 2011. Peter Mundy is now sole trustee to the Plan.

In accordance with ASC 855 *Subsequent Events*, the Plan has evaluated subsequent events through October 5, 2011, the date these financial statements were available to be issued.

STERLING CONSULTING GROUP LLC 401(k) PROFIT SHARING PLAN AND TRUST

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

(10) Fair Value of Financial Instruments, Carried at Fair Value

ASC Topic 820 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction value hierarchy which requires an entity to maximize the use of observable inputs when measuring fair value.

The standard describes three levels of inputs that may be used to measure fair value:

- Level 1 – inputs to the valuation methodology are quoted prices available in active markets for identical investments as of the reporting date;
- Level 2 – inputs to the valuation methodology are other than quoted prices in active markets, which are either directly or indirectly observable as of the reporting date and fair value can be determined through the use of models or other valuation methodologies; and
- Level 3 – inputs to the valuation methodology are unobservable inputs in situations where there is little or no market activity for the asset or liability and the reporting entity makes estimates and assumptions related to the pricing of the asset or liability including assumption regarding risk.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The following is a description of the valuation methodologies used for instruments measured at fair value including the general classification of such instruments pursuant to the valuation hierarchy.

Mutual Funds

These investments are public investment vehicles valued using the Net Asset Value (NAV) provided by the administrator of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus liabilities, and then divided by the number of shares outstanding. The NAV is a quoted price in an active market and classified within level 1 of the valuation hierarchy.

Cash Equivalents

Cash equivalents include all highly liquid investments with a maturity of three months or less at time of purchase. Cash equivalents are categorized within level 1 of the valuation hierarchy.

Participant Loans

In 2009, loans to plan participants were valued at cost plus accrued interest, which approximated fair value and was classified within level 3 of the valuation hierarchy. Pursuant to ASU 2010-25, the amounts are no longer carried at fair value but are instead measured at their unpaid balance plus any accrued but unpaid interest, which may differ from fair value.

STERLING CONSULTING GROUP LLC 401(k) PROFIT SHARING PLAN AND TRUST
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

(10) Fair Value of Financial Instruments, Carried at Fair Value (continued)

Investments measured at fair value on a recurring basis consist of the following types of investments as of December 31, 2010:

	Fair Value at Reporting Date Using			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Assets at Fair Value
Assets:				
Cash equivalents	\$ 337,384	\$ -	\$ -	\$ 337,384
Mutual funds				
Equity funds	1,797,178			1,797,178
Fixed income funds	309,526			309,526
World allocation funds	689,314			689,314
Total mutual funds	2,796,018	-	-	2,796,018
Total assets at FV	\$ 3,133,402	\$ -	\$ -	\$ 3,133,402

The table below sets forth a summary of changes in the fair value of the Plan's level 3 investments assets and liabilities for the year ended December 31, 2010:

	Fair Value Measurement Using Significant Unobservable Inputs (Level 3)
Beginning balance	\$ 56,124
Transfers out of level 3*	(56,124)
Ending balance	\$ -

* See notes related to ASU 2010-25 and fair value of participant loans.

STERLING CONSULTING GROUP LLC 401(k) PROFIT SHARING PLAN AND TRUST

ID # 13-3675572

PLAN #001

SCHEDULE H, ITEM 4i - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES

FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

(a)	(b)	(c)	(d)
	Identity of Issue, Borrower, Lessor, or Similar Party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Current Value
*	Merrill Lynch	BlackRock Fundamental Growth Fund (Class A)	\$ 477,079
*	Merrill Lynch	Davis New York Venture Fund (Class A)	444,528
*	Merrill Lynch	BlackRock Value Opportunities Fund (Class A)	396,970
*	Merrill Lynch	Oppenheimer Quest Balanced Value Fund (Class A)	380,428
*	Merrill Lynch	Merrill Lynch Retirement Bank Account	337,384
*	Merrill Lynch	BlackRock Global Allocation Fund (Class A)	308,886
*	Merrill Lynch	Van Kampen Mid Cap Growth (Class A)	264,725
*	Merrill Lynch	Loomis Sayles Core Plus Bond Fund (Class A)	251,707
*	Merrill Lynch	Federated International Leaders (Class A)	137,067
	Participant Loans	Notes Receivable from Participants (prime rate +1%)	102,843
*	Merrill Lynch	Wells Fargo Advantage Total Return Bond (Class A)	57,819
*	Merrill Lynch	JP Morgan Dynamic Small Cap Fund (Class A)	42,185
*	Merrill Lynch	BlackRock International Value Fund (Class A)	34,623
			<u>\$ 3,236,245</u>

* A party in-interest as defined by ERISA

STERLING CONSULTING GROUP LLC 401(k) PROFIT SHARING PLAN AND TRUST

ID #13-3675572

PLAN #001

SCHEDULE H, ITEM 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

(a)	(b)	(c)	(d)	(e)	(g)	(h)
Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Lease Rental	Cost of Asset	Current Value of Asset on Transaction Date

There were no category (i), (ii), (iii)
or (iv) reportable transactions during
the plan year.

STERLING CONSULTING GROUP LLC 401(k) PROFIT SHARING PLAN AND TRUST
FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009
TOGETHER WITH AUDITORS' REPORT

SAUVIGNE & COMPANY LLP
Certified Public Accountants

STERLING CONSULTING GROUP LLC 401(k) PROFIT SHARING PLAN AND TRUST
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711 Third Avenue
Suite 1802, 18th Floor
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INDEPENDENT AUDITORS' REPORT

To the Administrator of the
Sterling Consulting Group LLC 401(k) Profit Sharing Plan and Trust:

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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 ("ERISA"), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Merrill Lynch, Pierce, Fenner & Smith (the "Custodian" of the Plan) as agent for trustee, Peter Mundy, except for comparing such 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 December 31, 2010 and 2009, and for the years then ended, 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 supplemental schedules as a whole. The form and content of the information included in the financial statements and supplemental 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 ERISA.

Sauvigne & Company LLP

October 5, 2011
New York, New York

STERLING CONSULTING GROUP LLC 401(k) PROFIT SHARING PLAN & TRUST
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2010 AND 2009

	<u>2010</u>	<u>2009</u>
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NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 3,236,245</u>	<u>\$ 3,085,766</u>

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are an integral part of these statements.

STERLING CONSULTING GROUP LLC
401(k) PROFIT SHARING PLAN AND TRUST
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2010

	<u>2010</u>
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Net increase	150,479
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR	<u>3,085,766</u>
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	<u><u>\$ 3,236,245</u></u>

The accompanying notes to financial statements
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STERLING CONSULTING GROUP LLC 401(k) PROFIT SHARING PLAN AND TRUST
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

(1) – Plan Description:

Background –

Sterling Consulting Group LLC (the “Company”) is a leading branding consultancy company with offices in New York and San Francisco. The following brief description of the Sterling Consulting Group LLC 401(k) Profit Sharing Plan and Trust (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan agreement for more complete information. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”). During 2008, the Plan was amended and restated to comply with new federal regulations.

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Contributions –

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Participants can make salary deferred contributions up to 15% of his or her compensation however, the salary deferral contributions cannot exceed \$16,500 under IRS regulations. If a Plan participant attains the age of 50 at any time before the end of the calendar year, a catch-up additional deferral may be made not to exceed \$5,500, as limited by the IRS.

The Company does not make matching contributions to the Plan. However, the Company will make discretionary profit sharing contributions to the Plan on behalf of qualifying participants, which will be allocated to the individual accounts of qualifying participants on a pro rata formula in the ratio that each qualifying participant’s compensation for the Plan year bears to the total compensation of all qualifying participants for the Plan year.

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Individual accounts are maintained for each Plan participant. Each participant’s account is credited with the participant’s salary deferred contributions, the participant’s qualified rollover contributions, and an allocation of Company discretionary contributions and Plan earnings. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

STERLING CONSULTING GROUP LLC 401(k) PROFIT SHARING PLAN AND TRUST

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

Vesting –

Participants become vested in their profit sharing contributions based on a vesting percentage determined by years of vesting service. A participant must perform 1,000 hours to earn a year of vesting service. In addition, a participant must perform at least 500 hours of service each year to avoid a break in vesting service. The Plan's vesting schedule is as follows:

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1	0%
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5	80%
6	100%

Participant salary deferred, rollover and transfer contributions are each 100% vested immediately.

Payment of Benefits –

Upon termination of service by death, disability or retirement, or severance of employment, or when age 59 ½ is attained, a participant is entitled to receive benefit payments from such participant's individual account attributable to elective deferrals, qualified nonelective contributions and qualified matching contributions.

Participant Loans –

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Disposition of Forfeitures –

At December 31, 2010 and 2009, forfeited nonvested accounts totaled \$2,839 and \$2,790, respectively. Plan forfeitures are used to reduce future employer contributions or Plan expenses.

STERLING CONSULTING GROUP LLC 401(k) PROFIT SHARING PLAN AND TRUST
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

(2) – Summary of Significant Accounting Policies

Accounting Standards Codification –

On July 1, 2009 the Plan adopted the Financial Accounting Standards Board's Accounting Standards Codification ("ASC"). The ASC does not alter current accounting principles generally accepted in the United States of America ("GAAP"), but rather integrated existing accounting standards with other authoritative guidance. The ASC provides a single source of authoritative GAAP for nongovernmental entities and supersedes all other previously issued non-SEC accounting and reporting guidance. The adoption of the ASC did not have any effect on the results of operations or financial position. Updates to the ASC are issued in the form of Accounting Standards Updates ("ASUs").

Basis of Presentation –

The financial statements have been prepared under the accrual basis of accounting in accordance with GAAP.

Payment of Benefits –

Benefits are recorded when paid.

Plan Expenses –

Certain administrative functions are performed by Paychex Retirement Services. Administrative expenses are paid from the investment fund.

Use of Estimates –

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

Adoption of Recently Issued Accounting Policies –

In 2010, the Company adopted ASU 2010-25, *Plan Accounting – Defined Contribution Pension Plans (Topic 962): Reporting Loans to Participants by Defined Contribution Pension Plans*, which clarified how loans to participants should be classified and measured by defined contribution pension plans. Pursuant to the provisions of this ASU, participant loans have been classified as notes receivable from participants and segregated from plan investments. Further, these loans have been measured at their unpaid balance plus any accrued but unpaid interest which may differ from fair value. The adoption of this ASU did not have a material impact on the financial statements.

STERLING CONSULTING GROUP LLC 401(k) PROFIT SHARING PLAN AND TRUST

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

(3) Income Tax Status

The Plan obtained its latest determination letter on March 31, 2008, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the IRC. The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

(4) Information Certified by Custodian

The Company has an agreement with Merrill Lynch, Pierce, Fenner & Smith (the "Custodian" of the Plan) for holding the investment assets of the Plan and executing investment transactions. As permitted by 29 CFR Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan elects for the years ended December 31, 2010 and 2009 to have the financial information certified by the Custodian of the Plan as agent for trustee, Peter Mundy. The Plan has received the most recent annual reports of such trust certification from the Custodian that the annual report is complete and accurate and was filed with the Secretary of Labor in accordance with the rules and regulations issued by the Department of Labor.

The following table presents a summary of assets certified by the Plan Custodian at December 31, 2010 and 2009:

	<u>2010</u>	<u>2009</u>
BlackRock Fundamental Growth Fund (Class A)	\$ 477,079 *	\$ 416,844 *
Davis New York Venture Fund (Class A)	444,528 *	430,716 *
BlackRock Value Opportunities Fund (Class A)	396,970 *	344,290 *
Oppenheimer Quest Balanced Value Fund (Class A)	380,428 *	351,558 *
Merrill Lynch Retirement Bank Account	337,384 *	403,057 *
BlackRock Global Allocation Fund (Class A)	308,886 *	355,002 *
Van Kampen Mid Cap Growth (Class A)	264,725 *	218,083 *
Loomis Sayles Core Plus Bond Fund (Class A)	251,707 *	245,970 *
Federated International Leaders (Class A)	137,067	116,691
Notes Receivable from Participants	102,843	56,124
Wells Fargo Advantage Total Return Bond (Class A)	57,819	-
JP Morgan Dynamic Small Cap Fund (Class A)	42,185	31,394
BlackRock International Value Fund (Class A)	34,623	45,321
Evergreen Core Bond Fund (Class A)	-	70,717
	<u>\$ 3,236,245</u>	<u>\$ 3,085,766</u>

* Investment represented 5% or more of the Plan's net assets in applicable year.

STERLING CONSULTING GROUP LLC 401(k) PROFIT SHARING PLAN AND TRUST
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

(5) Reconciliation of Financial Statements to Form 5500

Net assets as of December 31, 2010 and 2009 are \$3,236,245 and \$3,085,766, respectively, and contributions for the years ended December 31, 2010 and 2009 are \$0 and 372,442, respectively, per the Plan's financial statements and are the same as such per the Form 5500 as of or for the periods ending on the dates expressed above.

(6) Termination or Amendment

Although the Company has not expressed any intention of doing so, it has the right at any time to amend or terminate the Plan subject to the provisions of ERISA. No amendment or modification of the Plan shall permit any part of the Plan's trust fund to be used for or diverted to purposes other than for the exclusive benefit of the participants.

(7) Risks and Uncertainties

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

(8) Related-Party Transactions

Certain Plan investments are shares of mutual funds managed by the Plan Custodian, therefore, these transactions qualify as party-in-interest transactions.

(9) Subsequent Events

As directed by the Board of Directors of Omnicom Group Inc., the controlling member of Sterling Consulting Group LLC, the sponsor of the Plan approved the merger of this plan into the Omnicom Group Retirement Savings Plan ("Successor Plan") as of January 1, 2010. As a result, all contributions relating to 2010 and 2011 have been deposited directly into the Successor Plan and all Plan investments were transferred into the Successor Plan on April 13, 2011.

Kathleen Harrell, former trustee to the Plan, terminated employment with the Company effective March 30, 2011. Peter Mundy is now sole trustee to the Plan.

In accordance with ASC 855 *Subsequent Events*, the Plan has evaluated subsequent events through October 5, 2011, the date these financial statements were available to be issued.

STERLING CONSULTING GROUP LLC 401(k) PROFIT SHARING PLAN AND TRUST

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

(10) Fair Value of Financial Instruments, Carried at Fair Value

ASC Topic 820 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction value hierarchy which requires an entity to maximize the use of observable inputs when measuring fair value.

The standard describes three levels of inputs that may be used to measure fair value:

- Level 1 – inputs to the valuation methodology are quoted prices available in active markets for identical investments as of the reporting date;
- Level 2 – inputs to the valuation methodology are other than quoted prices in active markets, which are either directly or indirectly observable as of the reporting date and fair value can be determined through the use of models or other valuation methodologies; and
- Level 3 – inputs to the valuation methodology are unobservable inputs in situations where there is little or no market activity for the asset or liability and the reporting entity makes estimates and assumptions related to the pricing of the asset or liability including assumption regarding risk.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The following is a description of the valuation methodologies used for instruments measured at fair value including the general classification of such instruments pursuant to the valuation hierarchy.

Mutual Funds

These investments are public investment vehicles valued using the Net Asset Value (NAV) provided by the administrator of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus liabilities, and then divided by the number of shares outstanding. The NAV is a quoted price in an active market and classified within level 1 of the valuation hierarchy.

Cash Equivalents

Cash equivalents include all highly liquid investments with a maturity of three months or less at time of purchase. Cash equivalents are categorized within level 1 of the valuation hierarchy.

Participant Loans

In 2009, loans to plan participants were valued at cost plus accrued interest, which approximated fair value and was classified within level 3 of the valuation hierarchy. Pursuant to ASU 2010-25, the amounts are no longer carried at fair value but are instead measured at their unpaid balance plus any accrued but unpaid interest, which may differ from fair value.

STERLING CONSULTING GROUP LLC 401(k) PROFIT SHARING PLAN AND TRUST
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

(10) Fair Value of Financial Instruments, Carried at Fair Value (continued)

Investments measured at fair value on a recurring basis consist of the following types of investments as of December 31, 2010:

	Fair Value at Reporting Date Using			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Assets at Fair Value
Assets:				
Cash equivalents	\$ 337,384	\$ -	\$ -	\$ 337,384
Mutual funds				
Equity funds	1,797,178			1,797,178
Fixed income funds	309,526			309,526
World allocation funds	689,314			689,314
Total mutual funds	2,796,018	-	-	2,796,018
Total assets at FV	\$ 3,133,402	\$ -	\$ -	\$ 3,133,402

The table below sets forth a summary of changes in the fair value of the Plan's level 3 investments assets and liabilities for the year ended December 31, 2010:

	Fair Value Measurement Using Significant Unobservable Inputs (Level 3)
Beginning balance	\$ 56,124
Transfers out of level 3*	(56,124)
Ending balance	\$ -

* See notes related to ASU 2010-25 and fair value of participant loans.

STERLING CONSULTING GROUP LLC 401(k) PROFIT SHARING PLAN AND TRUST

ID # 13-3675572

PLAN #001

SCHEDULE H, ITEM 4i - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES

FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

(a)	(b)	(c)	(d)
	Identity of Issue, Borrower, Lessor, or Similar Party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Current Value
*	Merrill Lynch	BlackRock Fundamental Growth Fund (Class A)	\$ 477,079
*	Merrill Lynch	Davis New York Venture Fund (Class A)	444,528
*	Merrill Lynch	BlackRock Value Opportunities Fund (Class A)	396,970
*	Merrill Lynch	Oppenheimer Quest Balanced Value Fund (Class A)	380,428
*	Merrill Lynch	Merrill Lynch Retirement Bank Account	337,384
*	Merrill Lynch	BlackRock Global Allocation Fund (Class A)	308,886
*	Merrill Lynch	Van Kampen Mid Cap Growth (Class A)	264,725
*	Merrill Lynch	Loomis Sayles Core Plus Bond Fund (Class A)	251,707
*	Merrill Lynch	Federated International Leaders (Class A)	137,067
	Participant Loans	Notes Receivable from Participants (prime rate +1%)	102,843
*	Merrill Lynch	Wells Fargo Advantage Total Return Bond (Class A)	57,819
*	Merrill Lynch	JP Morgan Dynamic Small Cap Fund (Class A)	42,185
*	Merrill Lynch	BlackRock International Value Fund (Class A)	34,623
			<u>\$ 3,236,245</u>

* A party in-interest as defined by ERISA

STERLING CONSULTING GROUP LLC 401(k) PROFIT SHARING PLAN AND TRUST

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PLAN #001

SCHEDULE H, ITEM 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

(a)	(b)	(c)	(d)	(e)	(g)	(h)
Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Lease Rental	Cost of Asset	Current Value of Asset on Transaction Date

There were no category (i), (ii), (iii)
or (iv) reportable transactions during
the plan year.