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

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
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
A & E TELEVISION NETWORKS TAX DEFERRED SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1987

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
A & E TELEVISION NETWORKS, LLC.

235 E. 45TH STREET
NEW YORK, NY 10017

2b Employer Identification Number (EIN) 13-3091639

2c Sponsor's telephone number 212-210-1400

2d Business code (see instructions) 515100

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.	10/17/2011	D. TOM TOOKER
	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")
A & E TELEVISION NETWORKS, LLC.

235 E. 45TH STREET
NEW YORK, NY 10017

3b Administrator's EIN
13-3091639

3c Administrator's telephone number
212-210-1400

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

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	876
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**	1114
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	489
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1603
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	1604
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1221
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	26
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

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

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

OMB No. 1210-0110

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
A & E TELEVISION NETWORKS TAX DEFERRED SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500.
A & E TELEVISION NETWORKS, LLC.

D Employer Identification Number (EIN)
13-3091639

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

1 Coverage Information:

(a) Name of insurance carrier
PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY COMPANY

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
06-1050034	93629	041585	1604	01/01/2010	12/31/2010

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	**4**	0
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	17022932

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

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

(3) ☐ other (specify) ▶

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

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

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

(3) ☐ guaranteed investment (4) ☐ other ▶

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

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance
e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug
i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract
m ☐ Other (specify) ▶

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**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	**B** Three-digit plan number (PN) ▶	
A & E TELEVISION NETWORKS TAX DEFERRED SAVINGS PLAN		001
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
A & E TELEVISION NETWORKS, LLC.	13-3091639	

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

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

CAPITAL RESEARCH & MANAGEMENT CO.

95-1411037

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

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

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

NRP ADVISORS, INC.

20-5468980

(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?
27	NONE	23455	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 50	NONE	1200	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

CAPITAL RESEARCH & MANAGEMENT CO.

95-1411037

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64	RECORDKEEPER	731	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

(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
THE PRUDENTIAL INSURANCE COMPANY OF	61 72	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PRUDENTIAL INVESTMENTS, LLC 22-3468527	22.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2010 TO 12/31/2010 PRU JENN MID-CAP GROWTH FUND 74441C808

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

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

OMB No. 1210-0110

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
A & E TELEVISION NETWORKS TAX DEFERRED SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
A & E TELEVISION NETWORKS, LLC.

D Employer Identification Number (EIN)
13-3091639

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

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

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-652	P	6115757

a Name of MTIA, CCT, PSA, or 103-12 IE: TROWE PRICE EQ INC STRAT

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-164	P	10907175

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

b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-3022712-024	C	4460029

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

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
A & E TELEVISION NETWORKS TAX DEFERRED SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
A & E TELEVISION NETWORKS, LLC.

D Employer Identification Number (EIN)
13-3091639

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	4654515	0
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	668179	1460555
(9) Value of interest in common/collective trusts	1c(9)	0	4460029
(10) Value of interest in pooled separate accounts	1c(10)	0	17022932
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	52719812	80905464
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	58042506	103848980
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	58042506	103848980

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)	1781215	
	(B) Participants	2a(1)(B)	5044797	
	(C) Others (including rollovers)	2a(1)(C)	435434	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		7261446
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	42884	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		42884
	(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)	1768851	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		1768851
	(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)		68511
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		2038858
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		8658357
c Other income	2c		25802
d Total income. Add all **income** amounts in column (b) and enter total	2d		19864709
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	8371269	
(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)		8371269
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		6500
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	22863	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		22863
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		8400632
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		11464077
l Transfers of assets:			
(1) To this plan	2l(1)		34342397
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: DELOITTE & TOUCHE, LLP (2) EIN: 13-3891517

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		10000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m	X		
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n	X		

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

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

5b(1) Name of plan(s)	**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
A & E TELEVISION NETWORKS TAX DEFERRED SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
A & E TELEVISION NETWORKS, LLC.

D Employer Identification Number (EIN)
13-3091639

Part I Distributions

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

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

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

EIN(s): 22-1211670 20-3691658

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

A&E Television Networks Tax Deferred Savings Plan

Employer ID No: 13-3091639
Plan Number: 001

Financial Statements as of and for the
Years Ended December 31, 2010 and 2009,
Supplemental Schedule as of December 31, 2010,
and Independent Auditors' Report

A&E TELEVISION NETWORKS TAX DEFERRED SAVINGS PLAN

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NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

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INDEPENDENT AUDITORS' REPORT

To the Plan Administrator and Plan Participants of
A&E Television Networks
Tax Deferred Savings Plan

We were engaged to audit the financial statements and supplemental schedule of A&E Television Networks Tax Deferred Savings Plan (the "Plan") as of December 31, 2010 and 2009, and for the years then ended, listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 9 as of and for the years ended December 31, 2010 and 2009, which was certified by Prudential Bank and Trust and Capital Bank and Trust, the trustees of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that Capital Bank and Trust held the Plan's investment assets and executed investment transactions from January 1, 2009 to June 30, 2010 and that Prudential Bank and Trust held the Plan's investment assets and executed investment transactions from July 1, 2010 to December 31, 2010. The Plan administrator has obtained certifications from the trustees that the information as of and for the years ended December 31, 2010 and 2009, provided to the Plan administrator by the trustees is complete and accurate.

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

As discussed in Note 1 to the financial statements, the Lifetime Entertainment Services Employee Savings Plan ("Lifetime Plan"), an affiliated plan, merged into the Plan effective July 1, 2010.

Deloitte & Touche LLP

October 14, 2011

A&E TELEVISION NETWORKS TAX DEFERRED SAVINGS PLAN

STATEMENTS OF ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2010 AND 2009

	2010	2009
ASSETS:		
Investments — participant-directed investments — at fair value	$102,188,425	$57,374,327
Receivables:		
Employer contributions	126,854	167,413
Participant contributions	60,621	-
Notes receivable from participants	1,160,555	668,179
Total receivables	1,348,030	835,592
ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	104,136,455	58,209,919
ADJUSTMENTS FROM FAIR VALUE TO CONTRACT VALUE FOR FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACTS	5,583	-
ASSETS AVAILABLE FOR BENEFITS	$104,142,038	$58,209,919

See notes to financial statements.

A&E TELEVISION NETWORKS TAX DEFERRED SAVINGS PLAN

STATEMENTS OF CHANGES IN ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

	2010	2009
ADDITIONS:		
Contributions:		
Participant contributions	$ 5,340,852	$ 4,830,364
Employer contributions	1,340,655	1,694,366
Total contributions	7,681,507	6,524,730
Net investment income:		
Net appreciation in fair value of investments	10,739,063	9,920,774
Interest and dividends	1,826,900	883,067
Total net investment income	12,565,963	10,803,841
Interest income on notes receivable from participants	42,884	31,887
Total additions	20,290,354	17,360,458
DEDUCTIONS:		
Benefits paid to participants	(8,177,769)	(2,033,727)
Investment related expenses	(22,863)	(1,581)
Total deductions	(8,200,632)	(2,035,308)
INCREASE IN ASSETS	11,689,722	15,325,150
TRANSFER OF ASSETS FROM LIFETIME PLAN (Note 1)	34,342,397	-
ASSETS AVAILABLE FOR BENEFITS — Beginning of year	58,209,919	42,884,769
ASSETS AVAILABLE FOR BENEFITS — End of year	$104,242,038	$58,209,919

See notes to financial statements.

A&E TELEVISION NETWORKS TAX DEFERRED SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

1. DESCRIPTION OF THE PLAN

The following brief description of the A&E Television Networks Tax Deferred Savings Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General — The Plan, formerly the Arts and Entertainment Tax Deferred Savings Plan, is a defined contribution plan covering substantially all employees of A&E Television Networks (the "Company"), who have completed at least one month of service in an eligibility computation period. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan is administered by the Administrative Committee appointed by the Company's management. The Administrative Committee ("Plan Administrator") has responsibility for oversight of the administration and compliance reporting to governmental agencies. The members meet periodically and make recommendations to the Plan. Effective July 1, 2010, the Plan changed its trustee from Capital Bank and Trust to Prudential Bank and Trust (the "Trustee"). The Plan was managed by Capital Bank and Trust as of December 31, 2009. The Plan is managed by Prudential Bank and Trust as of December 31, 2010 (collectively, the "Trustees").

The Plan merged with an affiliated plan, the Lifetime Entertainment Services Employee Savings Plan ("Lifetime Plan"), effective July 1, 2010. All assets of the Lifetime Plan were transferred into the Plan on June 30, 2010.

Contributions — The Plan requires the Company to make contributions equal to 50% of a participant's annual contribution limited to 6% of an employee's compensation. Employee contributions are limited to the lower of the maximum allowed under the Internal Revenue Code (IRC), $16,500 in 2010 and 2009 or 20% of their compensation. Participants may also contribute amounts representing distributions from other qualified plans. In addition, participants who are age fifty or older by the end of calendar years 2010 and 2009 are permitted to make catch-up contributions of $5,500.

Participant Accounts — Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contributions, rollover contributions, the Company's matching contributions and allocations of Plan earnings; and charged with withdrawals and an allocation of Plan losses and administrative expense. The benefit to which a participant is entitled is the benefit that can be provided from a participant's vested account.

Investments — Participants direct the investment of their contributions into various investment options offered by the Plan. Company contributions are invested based on participant elections. The Plan currently offers twenty-four mutual funds as investment options for participants.

Vesting — Participants are always 100% vested in their contributions, rollover contributions and earnings thereon. Company contributions vest over the first three years of service at a rate of one-third each year. Forfeited balances of terminated participants are used to reduce future employer contributions.

Forfeited Accounts — At December 31, 2010 and 2009, forfeited nonvested accounts totaled $180,945 and $21,362, respectively. During the years ended December 31, 2010 and 2009, employer contributions were reduced by $41,100 and $73,060, respectively, from forfeited nonvested accounts.

Notes Receivable from Participants — Participants have the right, subject to limitations specified in the Plan document, to obtain personal loans from the Plan. Participants may borrow from their fund accounts up to a maximum of $50,000 or 50% of their account balance, whichever is less. The loans are secured by the balance in the participant's account. The term of any loan may not exceed five years (except where the loan will be used to purchase a primary residence). Interest on loans is charged at an interest rate equal to the prime interest rate reported in the Wall Street Journal on the first day of the month during which the loan application is made. Generally, principal and interest is repaid ratably through biweekly payroll deductions.

Withdrawals — Participants can withdraw money from the Plan upon termination of service, disability, death, attainment of age fifty-nine and six months, financial hardship or retirement, subject to limitations set forth in the Plan document. In the event a participant separates from service with Company before their normal retirement date, other than by reason of disability or death, such participant shall be entitled to receive a benefit equal to the portion of the account balance, derived from the participant's salary deferral account, rollover account and vested portion of the Company's contribution account as of the date of the termination. In the event of hardship, participants can withdraw participant contributions and/or the vested portion of Company contributions from the Plan, with the consent of the Administrative Committee.

Normal retirement is at age sixty-five. Distributions from the Plan can be in one lump-sum or rolled over into an Individual Retirement Account or another employer's qualified plan. Participants must begin to make withdrawals from the Plan by April 1st of the calendar year following the later of: (1) a participant's retirement or (2) attainment of age seventy and six months.

In accordance with the Plan document, terminated participants with vested balances of less than $5,000 receive an automatic distribution as soon as administratively feasible following termination. Effective March 28, 2005, the Plan was amended to require distributions between $,000 and $5,000 to be rolled over into an individual retirement plan designated by the Company, unless otherwise directed by the participant. Vested balances of less than $1,000 are paid directly to terminated participants, unless otherwise directed by the participant.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting — The financial statements of the Plan are prepared in accordance with accounting principles generally accepted in the United States of America (GAAP).

Investment Valuation and Income Recognition — The Plan's investments are stated at fair value. Fair value of a financial instrument is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Shares of mutual funds are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year end.

The SA/T. Rowe Price Equity Income Strategy Fund is a fund that invests primarily in U.S. equity securities which are valued at the closing price reported in the active market in which the individual security is traded. The fund's net asset value is determined by the quoted market prices of the underlying securities held by the fund at year end.

The Fidelity Managed Income Portfolio, a common collective trust fund, with underlying investments in corporate bonds, US government securities, asset-backed securities, commercial mortgage securities and investment contracts, is valued at the fair market value of the underlying investments and then adjusted by the issuer to the contract value. Fair value of the contracts are calculated by using a discounted cash flow model that considers recent fee bids as determined by recognized dealers, discount rate and the duration of the underlying portfolio securities. The dealers may consider size of the portfolio, performance of the underlying portfolio, plan cash flow and the fair value to contract value ratio in the bid process. Contract value represents contributions made to the fund, plus earnings, less withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment income at contract value.

The Gibraltar Guaranteed Fund, a stable value fund with underlying investments in high-quality fixed income instruments, is valued at the fair market value of the underlying collateral portfolio and then adjusted to contract value. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and fees.

In accordance with GAAP, the Fidelity Managed Income Portfolio and Gibraltar Guaranteed Funds are included at fair value in participant-directed investments in the Statements of Assets Available for Benefits; and an additional line item is presented representing the adjustment from fair value to contract value. The Statements of Changes in Assets Available for Benefits are presented on a contract value basis.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Management fees and operating expenses charged to the Plan for investments in the mutual funds are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

Notes Receivable from Participants — Notes receivable from participants are measured at outstanding principal plus accrued but unpaid interest. Delinquent notes receivable are recorded as distributions based on the terms of the Plan document.

Plan Expenses — Investment related expenses (other than management fees and operating expenses as described above) are paid by the Plan. Other expenses of the Plan are paid by the Company, and personnel and facilities of the Company have been used by the Plan at no charge.

Benefit Payments — Benefit payments to participants are recorded upon distribution. At December 31, 2010 and 2009, there were no amounts allocable to accounts of participants who elected to withdraw from the Plan, but have not been paid.

Use of Estimates — The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Risks and Uncertainties — The Plan, through its investments in the Trustee's funds, utilizes various investment securities including mutual funds. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, Plan Management believes it is reasonably possible that changes in the values of investment securities could occur in the near term and such changes could materially affect the amounts reported in the financial statements.

New Accounting Standards

ASU No. 2010-06 — In January 2010, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2010-06, *Fair Value Measurements and Disclosures*, which amends ASC 820, *Fair Value Measurements and Disclosures*, adding new disclosure requirements for Levels 1 and 2, separate disclosures of purchases, sales, issuances, and settlements relating to Level 3 measurements and clarification of existing fair value disclosures. ASU No. 2010-06 was effective for the Plan beginning January 1, 2010, except for the requirement to provide Level 3 activity of purchases, sales, issuances, and settlements on a gross basis, which will be effective for the Plan beginning January 1, 2011. The Plan prospectively adopted the new guidance in 2011, except for the Level 3 reconciliation disclosures, which are required in 2011. The adoption in 2010 did not materially affect, and Plan management does not believe the future adoption will materially affect the Plan's financial statements.

ASU No. 2011-04 — In May 2011, the FASB issued ASU No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*, which amends ASC 820. ASU 2011-04 also requires the categorization by level for items that are only required to be disclosed at fair value and information about transfers between Level 1 and Level 2. In addition, the ASU provides guidance on measuring the fair value of financial instruments managed within a portfolio and the application of premiums and discounts on fair value measurements. The ASU requires additional disclosure for Level 3 measurements regarding the sensitivity of fair value to changes in unobservable inputs and any interrelationships between those inputs. The new guidance is effective for the Plan beginning January 1, 2012. Plan management does not believe the adoption will have a material effect on the statements of assets available for benefits and statements of changes in assets available for benefits and has not determined the impact on the disclosures in the financial statements.

Subsequent Events — For the year ended December 31, 2010, subsequent events were evaluated through October 14, 2011, the date the financial statements were available to be issued.

3. FAIR VALUE MEASUREMENTS

In accordance with GAAP, the Plan classifies its investments into Level 1, which refers to securities valued using quoted prices from active markets for identical assets; Level 2, which refers to securities not traded on an active market but for which observable market inputs are readily available; and Level 3 which refers to securities valued based on significant unobservable inputs. Assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Plan's policy is to recognize significant transfers between levels at the actual date of transfer. The following tables set forth by level, within the fair value hierarchy, a summary of the Plan's investments measured at fair value on a recurring basis at December 31, 2010 and 2009.

	Fair Value of Asset Measurements at December 31, 2010			
	Level 1	Level 2	Level 3	Total
SA/T Rowe Price Equity Income Strategy	$ -	$ 10,907,175	$ -	10,907,175
Prudential Jennison Mid Cap Growth Class Z	11,160,909	-	-	11,160,909
Oppenheimer Developing Markets Y	726,369	-	-	726,369
Fidelity Spartan U.S. Equity Index	6,607,544	-	-	6,607,544
Columbia Small Cap Value I A	1,558,991	-	-	1,558,991
RS Partners A	3,969,902	-	-	3,969,902
Mutual Global Discovery A	5,523,035	-	-	5,523,035
American Funds Growth Fund of America R4	13,893,779	-	-	13,893,779
BlackRock Small Cap Growth Equity Instsl	623,385	-	-	623,385
Fidelity Low-Price Stock Fund	4,746,705	-	-	4,746,705
Janus Balanced Fund Class T	5,170,725	-	-	5,170,725
Total domestic stock mutual funds	53,981,344	10,907,175	-	64,888,519
PIMCO Total Return Institutional Fund	10,702,982	-	-	10,702,982
Total bond funds	10,702,982	-	-	10,702,982
American Century LIVESTRONG Inc Inv	1,492,909	-	-	1,492,909
American Century LIVESTRONG 2015 Inv	464,964	-	-	464,964
American Century LIVESTRONG 2020 Inv	1,428,622	-	-	1,428,622
American Century LIVESTRONG 2025 Inv	317,572	-	-	317,572
American Century LIVESTRONG 2030 Inv	1,016,528	-	-	1,016,528
American Century LIVESTRONG 2035 Inv	1,197,303	-	-	1,197,303
American Century LIVESTRONG 2040 Inv	1,023,779	-	-	1,023,779
American Century LIVESTRONG 2045 Inv	496,539	-	-	496,539
American Century LIVESTRONG 2050 Inv	344,968	-	-	344,968
Total asset allocation mutual funds	7,783,184	-	-	7,783,184
American Funds EuroPacific Growth Fund R4	8,437,954	-	-	8,437,954
Total international stock mutual funds	8,437,954	-	-	8,437,954
Gibraltar Guaranteed Fund [1]	-	6,115,757	-	6,115,757
Fidelity Managed Income Portfolio [2]	-	4,460,029	-	4,460,029
Total stable value funds	-	10,575,786	-	10,575,786
Total investments	$ 80,905,464	$ 21,482,961	$ -	$ 102,388,425

[1] Stated at fair value. The contract value of the fund was $6,157,605 at December 31, 2010 and was certified. However, the fair value was not certified. See Note 9.

[2] Stated at fair value. The contract value of the fund was $4,423,764 at December 31, 2010 and was certified. However, the fair value was not certified. See Note 9.

	Fair Value of Asset Measurements at December 31, 2009			
	Level 1	Level 2	Level 3	Total
American Funds American Balanced Fund A	$ 3,586,860	$ -	$ -	$ 3,586,860
American Growth Fund of America A	9,325,352	-	-	9,325,352
American Funds Income Fund of America A	1,481,452	-	-	1,481,452
American Funds Washington Mutual Fund A	8,719,309	-	-	8,719,309
Columbia Acorn Fund A	6,700,291	-	-	6,700,291
Mutual Global Discovery Fund A	5,713,303	-	-	5,713,303
Oppenheimer Main Street Small Cap Fund A	2,956,856	-	-	2,956,856
Total domestic stock mutual funds	38,483,423	-	-	38,483,423
American Funds 2010 Target Date Fund A	51,596	-	-	51,596
American Funds 2015 Target Date Fund A	479,298	-	-	479,298
American Funds 2020 Target Date Fund A	143,701	-	-	143,701
American Funds 2025 Target Date Fund A	93,016	-	-	93,016
American Funds 2030 Target Date Fund A	234,750	-	-	234,750
American Funds 2035 Target Date Fund A	504,285	-	-	504,285
American Funds 2040 Target Date Fund A	229,901	-	-	229,901
American Funds 2045 Target Date Fund A	150,701	-	-	150,701
American Funds 2050 Target Date Fund A	88,746	-	-	88,746
Total asset allocation mutual funds	1,975,994	-	-	1,975,994
American Funds Europacific Growth Fund A	5,297,018	-	-	5,297,018
Total international stock mutual funds	5,297,018	-	-	5,297,018
American Funds Money Market Fund A	4,654,515	-	-	4,654,515
American Funds US Govt Securities Fund A	6,963,377	-	-	6,963,377
Total money market mutual funds	11,617,892	-	-	11,617,892
Total investments	$ 57,374,327	$ -	$ -	$ 57,374,327

For the year ended December 31, 2010, there were no significant transfers in or out of Levels 1, 2, or 3.

4. INVESTMENTS

The Plan's investments at fair value that represented 5% or more of the Plan's assets available for benefits as of December 31, 2010 and 2009, are as follows:

	2010	2009
PIMCO Total Return Institutional Fund 986,450 shares	$10,702,982	$ -
Prudential Jennison Mid Cap Growth Class Z 393,544 shares	1 ,160,909	-
American Funds Growth Fund of America R4 460,211 shares	1 ,893,779	-
American Funds EuroPacific Growth Fund R4 207,422 shares	,437,954	-
Gibraltar Guaranteed Fund [1] 243,127 shares	,115,757	-
SA/T Rowe Price Equity Income Strategy 303,484 shares	1 ,907,175	-
Mutual Global Discovery A 189,210 shares	,523,035	-
Fidelity Spartan U.S. Equity Index 148,551 shares	,607,544	-
American Funds EuroPacific Growth Fund 138,159 shares	-	5,297,018
Mutual Global Discovery Fund 213,821 shares	-	5,713,303
American Funds U.S. Government Securities Fund 498,096 shares	-	6,963,377
American Funds Growth Fund of America 341,213 shares	-	9,325,352
American Funds Washington Mutual Fund 353,868 shares	-	8,719,309
American Funds American Balanced Fund 221,275 shares	-	3,586,860
Columbia Acorn Fund A 279,411 shares	-	6,700,291
Oppenheimer Main Street Small Cap Fund 178,231 shares	-	2,956,856
American Funds Money Market Fund 4,654,515 shares	-	4,654,515

[1] Stated at fair value. The contract value of the fund was $6,157,605 at December 31, 2010 and was certified. However, the fair value was not certified. See Note 9.

The Plan's mutual fund investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated/(depreciated) in value, as follows:

	2010	2009
PIMCO Total Return Institutional Fund	$ (377,390)	$ -
RS Partners A	923,772	-
Prudential Jennison Mid Cap Growth Class Z	2,138,424	-
American Funds Growth Fund of America R4	2,417,874	-
American Funds EuroPacific Growth Fund R4	1,455,453	-
Gibraltar Guaranteed Fund	64,517	-
Janus Balanced Fund Class T	364,486	-
SA/T Rowe Price Equity Income Strategy	2,016,189	-
Mutual Global Discovery A	693,056	-
Columbia Small Cap Value I A	290,688	-
BlackRock Small Cap Growth Equity Instsl	115,290	-
Oppenheimer Developing Markets Y	92,636	-
American Century LIVESTRONG 2015 Inv	42,349	-
American Century LIVESTRONG 2020 Inv	163,344	-
Fidelity Low-Price Stock Fund	945,773	-
American Century LIVESTRONG 2045 Inv	56,069	-
American Century LIVESTRONG 2050 Inv	54,898	-
American Century LIVESTRONG Inc Inv	145,419	-
American Century LIVESTRONG 2030 Inv	135,587	-
American Century LIVESTRONG 2035 Inv	167,964	-
American Century LIVESTRONG 2040 Inv	162,563	-
American Century LIVESTRONG 2025 Inv	74,299	-
Fidelity Spartan U.S. Equity Index	1,196,547	-
American Funds EuroPacific Growth Fund	(600,224)	1,383,211
Fidelity Advisor Mid Cap — T	-	(78,713)
American Funds Income Fund of America	(84,261)	236,633
American Funds U.S. Government Securities	262,947	(78,155)
American Funds Growth Fund of America	(747,146)	2,311,826
Oppenheimer Main Street Small Cap Fund	(42,421)	793,287
American Funds Washington Mutual Fund	(699,346)	1,205,706
American Funds American Balanced Fund	(141,678)	531,969
Mutual Global Discovery Fund	(201,959)	942,071
American Funds 2010 Target Date Fund	(1,912)	6,028
American Funds 2015 Target Date Fund	(13,480)	85,829
American Funds 2020 Target Date Fund	(6,748)	13,987
American Funds 2025 Target Date Fund	(5,508)	17,382
American Funds 2030 Target Date Fund	(15,293)	44,498
American Funds 2035 Target Date Fund	(41,656)	104,833
American Funds 2040 Target Date Fund	(17,610)	46,252
American Funds 2045 Target Date Fund	(14,601)	28,668
American Funds 2050 Target Date Fund	(8,085)	11,351
Columbia Acorn Fund	(221,763)	94,304
Fidelity Advisor Mid Cap Fund — Institutional	-	2,219,807
Net appreciation in fair value of investments	$10,739,063	$9,920,774

5. STABLE VALUE FUNDS

Fidelity Managed Income Portfolio — The Fidelity Managed Income P ortfolio (the "MIP Fund") is a stable value, collective trust fund sponsored by Fidelity. The beneficial interest of each participant is represented by units. Units are issued and redeemed daily at the Fund's constant net asset value (NAV) of $1 per unit. Distribution to the Fund's unit holders are declared daily from the net investment income and automatically reinvested in the Fund on a monthly basis, when paid. It is the policy of the Fund to use its best efforts to maintain a stable net asset value of $1 per unit, although there is no guarantee that the Fund will be able to maintain this value.

Participants ordinarily may direct the withdrawal or transfer of all or a portion of their investment at contract value. Contract value represents contributions made to the Fund, plus earnings, less participant withdrawals. The Fund imposes certain restrictions on the Plan, and the Fund itself may be subject to circumstances that impact its ability to transact at contract value, such as partial or complete legal termination of the Fund or the Plan, tax disqualification of the Fund or the Plan, and certain Fund amendments if issuers' consent is not obtained. Plan management believes that the occurrence of events that would cause the Fund to transact at less than contract value is not probable.

The Fund has no unfunded commitments, no redemption notice period restrictions and no restrictions on the redemption frequency.

The Fund's strategy is to invest in assets (typically fixed-income securities or bond funds and may include derivative instruments such as futures contracts and swap agreements) and enter into "wrapper" contracts issued by third-parties and invest in cash equivalents represented by shares in a money market fund.

Gibraltar Guaranteed Fund — The Gibraltar Guaranteed Fund (the "Fund") is a benefit responsive, stable value collective trust fund sponsored by Prudential Retirement Insurance and Annuity Company ("PRIAC"). It is designed to provide safety of principal and competitive, stable guaranteed returns.

The fair value that is reported is the market value of the assets within the underlying collateral portfolio as of the plan year end date. Under the contract that supports this fund, participants may ordinarily direct the withdrawal or transfer of all or a portion of their account balance at contract value. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and fees. Except for events which may result in termination for cause, as outlined in the investment agreement and the Fund addendum (e.g. plan termination or merger, early retirement incentive, layoffs, etc.), Prudential may not cause the contract to be terminated at an amount other than contract value.

Guaranteed interest rates are declared in advance, net of fund management fees. Interest is credited on contract balances using a single "portfolio rate" approach. A single interest crediting rate is applied to all contributions made to the product regardless of the timing of those contributions. Interest crediting rates are reviewed on a periodic basis for resetting. The minimum guaranteed rate is 0.00%. Principal and accumulated interest is guaranteed by PRIAC.

The Fund has no unfunded commitments, no redemption notice period restrictions and no restrictions on contributions or redemption frequency. The Fund's strategy is to invest in high-quality fixed income securities.

6. FEDERAL INCOME TAX STATUS

The Internal Revenue Service (IRS) has determined and informed the Company by letter dated July 16, 2010, that the Plan and related trust were designed in accordance with the applicable requirements of the IRC. The Plan has been amended since receiving the determination letter, however, the Company and Plan management believe that the Plan is currently designed and operated in compliance with the applicable requirements of the IRC, and the Plan and related trust continue to be tax exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes that the Plan years subsequent to 2007 remain open and subject to audit.

7. PLAN TERMINATION

Although it has not expressed any intention to do so, the Company reserves the right to amend, change or terminate the Plan at any time. If the Plan is terminated, participants will be fully vested in their rights under the Plan and benefits will be distributed in accordance with ERISA regulations.

8. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Prudential Bank and Trust. Prudential Bank and Trust is the Trustee as defined by the Plan and therefore, these transactions qualify as exempt party-in-interest transactions. Fees paid by the Plan for investment management services are included as a reduction of the return earned on each fund. Additionally, certain employees and officers of the Company, who may also be participants in the Plan, perform administrative services for the Plan at no cost.

9. INFORMATION CERTIFIED BY THE TRUSTEES

The following is a summary of the unaudited information regarding the Plan, as of and for the years ended December 31, 2010 and 2009, included in the Plan's financial statements and supplemental schedule, that was prepared by or derived from information prepared by the Trustees and furnished to the Plan Administrator. The Plan Administrator has obtained certification from the Trustees that such information is complete and accurate:

	2010	2009
Statements of assets available for benefits:		
Investments:		
PIMCO Total Return Institutional Fund	$10,702,982	$ -
RS Partners A	,969,902	-
Prudential Jennison Mid Cap Growth Class Z	1 ,160,909	-
American Funds Growth Fund of America R4	1 ,893,779	-
American Funds EuroPacific Growth Fund R4	,437,954	-
Gibraltar Guaranteed Fund [1]	,157,605	-
Janus Balanced Fund Class T	,170,725	-
SA/T Rowe Price Equity Income Strategy	1 ,907,175	-
Mutual Global Discovery A	,523,035	-
Columbia Small Cap Value I A	,558,991	-
BlackRock Small Cap Growth Equity Instsl	623,385	-
Oppenheimer Developing Markets Y	726,369	-
American Century LIVESTRONG 2015 Inv	464,964	-
American Century LIVESTRONG 2020 Inv	1,428,622	-
American Century LIVESTRONG 2025 Inv	317,572	-
Fidelity Low-Price Stock Fund	,746,705	-
American Century LIVESTRONG 2045 Inv	496,539	-
American Century LIVESTRONG 2050 Inv	344,968	-
American Century LIVESTRONG Inc Inv	1,492,909	-
American Century LIVESTRONG 2030 Inv	1,016,528	-
American Century LIVESTRONG 2035 Inv	1,197,303	-
American Century LIVESTRONG 2040 Inv	1,023,779	-
Fidelity Spartan U.S. Equity Index	,607,544	-
Fidelity Managed Income Portfolio [2]	4,423,764	-
American Funds EuroPacific Growth Fund	-	5,297,018
American Funds Income Fund of America	-	1,481,452
American Funds U.S. Government Securities	-	6,963,377
American Funds Growth Fund of America	-	9,325,352
Oppenheimer Main Street Small Cap Fund A	-	2,956,856
American Funds Washington Mutual Fund	-	8,719,309
American Funds American Balanced Fund	-	3,586,860
Mutual Global Discovery Fund A	-	5,713,303

(Continued)

	2010	2009
Columbia Acorn Fund A	$ -	$6,700,291
American Funds Money Market Fund	-	4,654,515
American Funds 2010 Target Date Fund A	-	51,596
American Funds 2015 Target Date Fund A	-	479,298
American Funds 2020 Target Date Fund A	-	143,701
American Funds 2025 Target Date Fund A	-	93,016
American Funds 2030 Target Date Fund A	-	234,750
American Funds 2035 Target Date Fund A	-	504,285
American Funds 2040 Target Date Fund A	-	229,901
American Funds 2045 Target Date Fund A	-	150,701
American Funds 2050 Target Date Fund A		88,746
Notes receivable from participants	1,460,555	668,179
Statements of changes in assets available for benefits:		
Investment income:		
Net appreciation in fair value of investments	10,739,063	9,920,774
Interest and dividends	1,826,900	883,067
Interest income on notes receivable from participants	42,884	31,887

Notes 3 and 4: All investment balances and investment information in these notes has been certified by the trustees, except for the the fair value of the Gibraltar Guaranteed Fund and the Fidelity Managed Income Portfolio, and the classification of each investment in accordance with ASC 820 in Note 3.

Supplemental Schedule: All investment balances, investment information and note receivable information included in the schedule has been certified by the trustees, except for the fair value of the Gibraltar Guaranteed Fund and the Fidelity Managed Income Portfolio.

(1) Stated at contract value. The fair value of the fund was $6,115,757 at December 31, 2010 and has not been certified by the trustees.

(2) Stated at contract value. The fair value of the fund was $4,460,029 at December 31, 2010 and has not been certified by the trustees. (Concluded)

10. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of assets available for benefits per the financial statements at December 31, 2010 and 2009, to Form 5500:

	2010	2009
Amounts available for benefits per the financial statements	$104,142,038	$58,209,919
Less: 2010 employer contributions receivable	(26,854)	(167,413)
Less: 2010 participant contributions receivable	(60,621)	-
Less: Adjustment from contract value to fair value for fully benefit-responsive investment contracts	(5,583)	-
Assets available for benefits per Form 5500	$103,948,980	$58,042,506

The following is a reconciliation of the changes in assets available for benefits per the financial statements for the year ended December 31, 2010 to Form 5500:

Increase in assets per financial statements	$11,689,722
Less: 2010 employer contributions receivable	(226,854)
Less: 2010 participant contributions receivable	(160,621)
Add: 2009 employer contributions receivable	167,413
Less: Adjustment from contract value to fair value for fully benefit-responsive investment contracts	(5,583)
Net income per Form 5500	$11,464,077

* * * * * *

A&E TELEVISION NETWORKS TAX DEFERRED SAVINGS PLAN

EMPLOYER ID NO: 13-3091639
PLAN NO: 001

FORM 5500, SCHEDULE H, PART IV, LINE 4i — SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2010

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
*	Gibraltar Guaranteed Fund	Registered Investment Company	**	$ 6,115,757
	SA/T Rowe Price Equity Income Strategy	Registered Investment Company	**	10,907,175
	PIMCO Total Return Institutional Fund	Registered Investment Company	**	10,702,982
*	Prudential Jennison Mid Cap Growth Class Z	Registered Investment Company	**	11,160,909
	Oppenheimer Developing Markets Y	Registered Investment Company	**	726,369
	Fidelity Spartan U.S. Equity Index	Registered Investment Company	**	6,607,544
	Columbia Small Cap Value I A	Registered Investment Company	**	1,558,991
	RS Partners A	Registered Investment Company	**	3,969,902
	Mutual Global Discovery A	Registered Investment Company	**	5,523,035
*	American Funds Growth Fund of America R4	Registered Investment Company	**	13,893,779
*	American Funds EuroPacific Growth Fund R4	Registered Investment Company	**	8,437,954
	Fidelity Low-Price Stock Fund	Registered Investment Company	**	4,746,705
	Janus Balanced Fund Class T	Registered Investment Company	**	5,170,725
	American Century LIVESTRONG Inc Inv	Registered Investment Company	**	1,492,909
	American Century LIVESTRONG 2015 Inv	Registered Investment Company	**	464,964
	American Century LIVESTRONG 2020 Inv	Registered Investment Company	**	1,428,622
	American Century LIVESTRONG 2025 Inv	Registered Investment Company	**	317,572
	American Century LIVESTRONG 2030 Inv	Registered Investment Company	**	1,016,528
	American Century LIVESTRONG 2035 Inv	Registered Investment Company	**	1,197,303
	American Century LIVESTRONG 2040 Inv	Registered Investment Company	**	1,023,779
	American Century LIVESTRONG 2045 Inv	Registered Investment Company	**	496,539
	American Century LIVESTRONG 2050 Inv	Registered Investment Company	**	344,968
	BlackRock Small Cap Growth Equity Instsl	Registered Investment Company	**	623,385
	Fidelity Managed Income Portfolio	Registered Investment Company	**	4,460,029
*	Notes receivable from participants	Notes receivable from participants (maturing through 4/10/20 at interest rates from 3.25% to 9.25%)	**	1,460,555
				$ 103,848,980

* Permitted party-in-interest
** Cost information is not required for participant-directed investments and therefore is not inclu. ed.

See accompanying independent auditors' report.

A&E Television Networks Tax Deferred Savings Plan

Employer ID No: 13-3091639
Plan Number: 001

Financial Statements as of and for the
Years Ended December 31, 2010 and 2009,
Supplemental Schedule as of December 31, 2010,
and Independent Auditors' Report

A&E TELEVISION NETWORKS TAX DEFERRED SAVINGS PLAN

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NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

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INDEPENDENT AUDITORS' REPORT

To the Plan Administrator and Plan Participants of
A&E Television Networks
Tax Deferred Savings Plan

We were engaged to audit the financial statements and supplemental schedule of A&E Television Networks Tax Deferred Savings Plan (the "Plan") as of December 31, 2010 and 2009, and for the years then ended, listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 9 as of and for the years ended December 31, 2010 and 2009, which was certified by Prudential Bank and Trust and Capital Bank and Trust, the trustees of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that Capital Bank and Trust held the Plan's investment assets and executed investment transactions from January 1, 2009 to June 30, 2010 and that Prudential Bank and Trust held the Plan's investment assets and executed investment transactions from July 1, 2010 to December 31, 2010. The Plan administrator has obtained certifications from the trustees that the information as of and for the years ended December 31, 2010 and 2009, provided to the Plan administrator by the trustees is complete and accurate.

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

As discussed in Note 1 to the financial statements, the Lifetime Entertainment Services Employee Savings Plan ("Lifetime Plan"), an affiliated plan, merged into the Plan effective July 1, 2010.

Deloitte & Touche LLP

October 14, 2011

A&E TELEVISION NETWORKS TAX DEFERRED SAVINGS PLAN

STATEMENTS OF ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2010 AND 2009

	2010	2009
ASSETS:		
Investments — participant-directed investments — at fair value	$102,188,425	$57,374,327
Receivables:		
Employer contributions	126,854	167,413
Participant contributions	60,621	-
Notes receivable from participants	1,160,555	668,179
Total receivables	1,348,030	835,592
ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	104,136,455	58,209,919
ADJUSTMENTS FROM FAIR VALUE TO CONTRACT VALUE FOR FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACTS	5,583	-
ASSETS AVAILABLE FOR BENEFITS	$104,142,038	$58,209,919

See notes to financial statements.

A&E TELEVISION NETWORKS TAX DEFERRED SAVINGS PLAN

STATEMENTS OF CHANGES IN ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

	2010	2009
ADDITIONS:		
Contributions:		
Participant contributions	$ 5,340,852	$ 4,830,364
Employer contributions	1,340,655	1,694,366
Total contributions	7,681,507	6,524,730
Net investment income:		
Net appreciation in fair value of investments	10,739,063	9,920,774
Interest and dividends	1,826,900	883,067
Total net investment income	12,565,963	10,803,841
Interest income on notes receivable from participants	42,884	31,887
Total additions	20,290,354	17,360,458
DEDUCTIONS:		
Benefits paid to participants	(8,177,769)	(2,033,727)
Investment related expenses	(22,863)	(1,581)
Total deductions	(8,200,632)	(2,035,308)
INCREASE IN ASSETS	11,689,722	15,325,150
TRANSFER OF ASSETS FROM LIFETIME PLAN (Note 1)	34,342,397	-
ASSETS AVAILABLE FOR BENEFITS — Beginning of year	58,209,919	42,884,769
ASSETS AVAILABLE FOR BENEFITS — End of year	$104,242,038	$58,209,919

See notes to financial statements.

A&E TELEVISION NETWORKS TAX DEFERRED SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

1. DESCRIPTION OF THE PLAN

The following brief description of the A&E Television Networks Tax Deferred Savings Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General — The Plan, formerly the Arts and Entertainment Tax Deferred Savings Plan, is a defined contribution plan covering substantially all employees of A&E Television Networks (the "Company"), who have completed at least one month of service in an eligibility computation period. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan is administered by the Administrative Committee appointed by the Company's management. The Administrative Committee ("Plan Administrator") has responsibility for oversight of the administration and compliance reporting to governmental agencies. The members meet periodically and make recommendations to the Plan. Effective July 1, 2010, the Plan changed its trustee from Capital Bank and Trust to Prudential Bank and Trust (the "Trustee"). The Plan was managed by Capital Bank and Trust as of December 31, 2009. The Plan is managed by Prudential Bank and Trust as of December 31, 2010 (collectively, the "Trustees").

The Plan merged with an affiliated plan, the Lifetime Entertainment Services Employee Savings Plan ("Lifetime Plan"), effective July 1, 2010. All assets of the Lifetime Plan were transferred into the Plan on June 30, 2010.

Contributions — The Plan requires the Company to make contributions equal to 50% of a participant's annual contribution limited to 6% of an employee's compensation. Employee contributions are limited to the lower of the maximum allowed under the Internal Revenue Code (IRC), $16,500 in 2010 and 2009 or 20% of their compensation. Participants may also contribute amounts representing distributions from other qualified plans. In addition, participants who are age fifty or older by the end of calendar years 2010 and 2009 are permitted to make catch-up contributions of $5,500.

Participant Accounts — Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contributions, rollover contributions, the Company's matching contributions and allocations of Plan earnings; and charged with withdrawals and an allocation of Plan losses and administrative expense. The benefit to which a participant is entitled is the benefit that can be provided from a participant's vested account.

Investments — Participants direct the investment of their contributions into various investment options offered by the Plan. Company contributions are invested based on participant elections. The Plan currently offers twenty-four mutual funds as investment options for participants.

Vesting — Participants are always 100% vested in their contributions, rollover contributions and earnings thereon. Company contributions vest over the first three years of service at a rate of one-third each year. Forfeited balances of terminated participants are used to reduce future employer contributions.

Forfeited Accounts — At December 31, 2010 and 2009, forfeited nonvested accounts totaled $180,945 and $21,362, respectively. During the years ended December 31, 2010 and 2009, employer contributions were reduced by $41,100 and $73,060, respectively, from forfeited nonvested accounts.

Notes Receivable from Participants — Participants have the right, subject to limitations specified in the Plan document, to obtain personal loans from the Plan. Participants may borrow from their fund accounts up to a maximum of $50,000 or 50% of their account balance, whichever is less. The loans are secured by the balance in the participant's account. The term of any loan may not exceed five years (except where the loan will be used to purchase a primary residence). Interest on loans is charged at an interest rate equal to the prime interest rate reported in the Wall Street Journal on the first day of the month during which the loan application is made. Generally, principal and interest is repaid ratably through biweekly payroll deductions.

Withdrawals — Participants can withdraw money from the Plan upon termination of service, disability, death, attainment of age fifty-nine and six months, financial hardship or retirement, subject to limitations set forth in the Plan document. In the event a participant separates from service with Company before their normal retirement date, other than by reason of disability or death, such participant shall be entitled to receive a benefit equal to the portion of the account balance, derived from the participant's salary deferral account, rollover account and vested portion of the Company's contribution account as of the date of the termination. In the event of hardship, participants can withdraw participant contributions and/or the vested portion of Company contributions from the Plan, with the consent of the Administrative Committee.

Normal retirement is at age sixty-five. Distributions from the Plan can be in one lump-sum or rolled over into an Individual Retirement Account or another employer's qualified plan. Participants must begin to make withdrawals from the Plan by April 1st of the calendar year following the later of: (1) a participant's retirement or (2) attainment of age seventy and six months.

In accordance with the Plan document, terminated participants with vested balances of less than $5,000 receive an automatic distribution as soon as administratively feasible following termination. Effective March 28, 2005, the Plan was amended to require distributions between $,000 and $5,000 to be rolled over into an individual retirement plan designated by the Company, unless otherwise directed by the participant. Vested balances of less than $1,000 are paid directly to terminated participants, unless otherwise directed by the participant.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting — The financial statements of the Plan are prepared in accordance with accounting principles generally accepted in the United States of America (GAAP).

Investment Valuation and Income Recognition — The Plan's investments are stated at fair value. Fair value of a financial instrument is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Shares of mutual funds are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year end.

The SA/T. Rowe Price Equity Income Strategy Fund is a fund that invests primarily in U.S. equity securities which are valued at the closing price reported in the active market in which the individual security is traded. The fund's net asset value is determined by the quoted market prices of the underlying securities held by the fund at year end.

The Fidelity Managed Income Portfolio, a common collective trust fund, with underlying investments in corporate bonds, US government securities, asset-backed securities, commercial mortgage securities and investment contracts, is valued at the fair market value of the underlying investments and then adjusted by the issuer to the contract value. Fair value of the contracts are calculated by using a discounted cash flow model that considers recent fee bids as determined by recognized dealers, discount rate and the duration of the underlying portfolio securities. The dealers may consider size of the portfolio, performance of the underlying portfolio, plan cash flow and the fair value to contract value ratio in the bid process. Contract value represents contributions made to the fund, plus earnings, less withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment income at contract value.

The Gibraltar Guaranteed Fund, a stable value fund with underlying investments in high-quality fixed income instruments, is valued at the fair market value of the underlying collateral portfolio and then adjusted to contract value. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and fees.

In accordance with GAAP, the Fidelity Managed Income Portfolio and Gibraltar Guaranteed Funds are included at fair value in participant-directed investments in the Statements of Assets Available for Benefits; and an additional line item is presented representing the adjustment from fair value to contract value. The Statements of Changes in Assets Available for Benefits are presented on a contract value basis.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Management fees and operating expenses charged to the Plan for investments in the mutual funds are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

Notes Receivable from Participants — Notes receivable from participants are measured at outstanding principal plus accrued but unpaid interest. Delinquent notes receivable are recorded as distributions based on the terms of the Plan document.

Plan Expenses — Investment related expenses (other than management fees and operating expenses as described above) are paid by the Plan. Other expenses of the Plan are paid by the Company, and personnel and facilities of the Company have been used by the Plan at no charge.

Benefit Payments — Benefit payments to participants are recorded upon distribution. At December 31, 2010 and 2009, there were no amounts allocable to accounts of participants who elected to withdraw from the Plan, but have not been paid.

Use of Estimates — The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Risks and Uncertainties — The Plan, through its investments in the Trustee's funds, utilizes various investment securities including mutual funds. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, Plan Management believes it is reasonably possible that changes in the values of investment securities could occur in the near term and such changes could materially affect the amounts reported in the financial statements.

New Accounting Standards

ASU No. 2010-06 — In January 2010, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2010-06, *Fair Value Measurements and Disclosures*, which amends ASC 820, *Fair Value Measurements and Disclosures*, adding new disclosure requirements for Levels 1 and 2, separate disclosures of purchases, sales, issuances, and settlements relating to Level 3 measurements and clarification of existing fair value disclosures. ASU No. 2010-06 was effective for the Plan beginning January 1, 2010, except for the requirement to provide Level 3 activity of purchases, sales, issuances, and settlements on a gross basis, which will be effective for the Plan beginning January 1, 2011. The Plan prospectively adopted the new guidance in 2011, except for the Level 3 reconciliation disclosures, which are required in 2011. The adoption in 2010 did not materially affect, and Plan management does not believe the future adoption will materially affect the Plan's financial statements.

ASU No. 2011-04 — In May 2011, the FASB issued ASU No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*, which amends ASC 820. ASU 2011-04 also requires the categorization by level for items that are only required to be disclosed at fair value and information about transfers between Level 1 and Level 2. In addition, the ASU provides guidance on measuring the fair value of financial instruments managed within a portfolio and the application of premiums and discounts on fair value measurements. The ASU requires additional disclosure for Level 3 measurements regarding the sensitivity of fair value to changes in unobservable inputs and any interrelationships between those inputs. The new guidance is effective for the Plan beginning January 1, 2012. Plan management does not believe the adoption will have a material effect on the statements of assets available for benefits and statements of changes in assets available for benefits and has not determined the impact on the disclosures in the financial statements.

Subsequent Events — For the year ended December 31, 2010, subsequent events were evaluated through October 14, 2011, the date the financial statements were available to be issued.

3. FAIR VALUE MEASUREMENTS

In accordance with GAAP, the Plan classifies its investments into Level 1, which refers to securities valued using quoted prices from active markets for identical assets; Level 2, which refers to securities not traded on an active market but for which observable market inputs are readily available; and Level 3 which refers to securities valued based on significant unobservable inputs. Assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Plan's policy is to recognize significant transfers between levels at the actual date of transfer. The following tables set forth by level, within the fair value hierarchy, a summary of the Plan's investments measured at fair value on a recurring basis at December 31, 2010 and 2009.

	Fair Value of Asset Measurements at December 31, 2010			
	Level 1	Level 2	Level 3	Total
SA/T Rowe Price Equity Income Strategy	$ -	$ 10,907,175	$ -	10,907,175
Prudential Jennison Mid Cap Growth Class Z	11,160,909	-	-	11,160,909
Oppenheimer Developing Markets Y	726,369	-	-	726,369
Fidelity Spartan U.S. Equity Index	6,607,544	-	-	6,607,544
Columbia Small Cap Value I A	1,558,991	-	-	1,558,991
RS Partners A	3,969,902	-	-	3,969,902
Mutual Global Discovery A	5,523,035	-	-	5,523,035
American Funds Growth Fund of America R4	13,893,779	-	-	13,893,779
BlackRock Small Cap Growth Equity Instsl	623,385	-	-	623,385
Fidelity Low-Price Stock Fund	4,746,705	-	-	4,746,705
Janus Balanced Fund Class T	5,170,725	-	-	5,170,725
Total domestic stock mutual funds	53,981,344	10,907,175	-	64,888,519
PIMCO Total Return Institutional Fund	10,702,982	-	-	10,702,982
Total bond funds	10,702,982	-	-	10,702,982
American Century LIVESTRONG Inc Inv	1,492,909	-	-	1,492,909
American Century LIVESTRONG 2015 Inv	464,964	-	-	464,964
American Century LIVESTRONG 2020 Inv	1,428,622	-	-	1,428,622
American Century LIVESTRONG 2025 Inv	317,572	-	-	317,572
American Century LIVESTRONG 2030 Inv	1,016,528	-	-	1,016,528
American Century LIVESTRONG 2035 Inv	1,197,303	-	-	1,197,303
American Century LIVESTRONG 2040 Inv	1,023,779	-	-	1,023,779
American Century LIVESTRONG 2045 Inv	496,539	-	-	496,539
American Century LIVESTRONG 2050 Inv	344,968	-	-	344,968
Total asset allocation mutual funds	7,783,184	-	-	7,783,184
American Funds EuroPacific Growth Fund R4	8,437,954	-	-	8,437,954
Total international stock mutual funds	8,437,954	-	-	8,437,954
Gibraltar Guaranteed Fund [1]	-	6,115,757	-	6,115,757
Fidelity Managed Income Portfolio [2]	-	4,460,029	-	4,460,029
Total stable value funds	-	10,575,786	-	10,575,786
Total investments	$ 80,905,464	$ 21,482,961	$ -	$ 102,388,425

[1] Stated at fair value. The contract value of the fund was $6,157,605 at December 31, 2010 and was certified. However, the fair value was not certified. See Note 9.

[2] Stated at fair value. The contract value of the fund was $4,423,764 at December 31, 2010 and was certified. However, the fair value was not certified. See Note 9.

	Fair Value of Asset Measurements at December 31, 2009			
	Level 1	Level 2	Level 3	Total
American Funds American Balanced Fund A	$ 3,586,860	$ -	$ -	$ 3,586,860
American Growth Fund of America A	9,325,352	-	-	9,325,352
American Funds Income Fund of America A	1,481,452	-	-	1,481,452
American Funds Washington Mutual Fund A	8,719,309	-	-	8,719,309
Columbia Acorn Fund A	6,700,291	-	-	6,700,291
Mutual Global Discovery Fund A	5,713,303	-	-	5,713,303
Oppenheimer Main Street Small Cap Fund A	2,956,856	-	-	2,956,856
Total domestic stock mutual funds	38,483,423	-	-	38,483,423
American Funds 2010 Target Date Fund A	51,596	-	-	51,596
American Funds 2015 Target Date Fund A	479,298	-	-	479,298
American Funds 2020 Target Date Fund A	143,701	-	-	143,701
American Funds 2025 Target Date Fund A	93,016	-	-	93,016
American Funds 2030 Target Date Fund A	234,750	-	-	234,750
American Funds 2035 Target Date Fund A	504,285	-	-	504,285
American Funds 2040 Target Date Fund A	229,901	-	-	229,901
American Funds 2045 Target Date Fund A	150,701	-	-	150,701
American Funds 2050 Target Date Fund A	88,746	-	-	88,746
Total asset allocation mutual funds	1,975,994	-	-	1,975,994
American Funds Europacific Growth Fund A	5,297,018	-	-	5,297,018
Total international stock mutual funds	5,297,018	-	-	5,297,018
American Funds Money Market Fund A	4,654,515	-	-	4,654,515
American Funds US Govt Securities Fund A	6,963,377	-	-	6,963,377
Total money market mutual funds	11,617,892	-	-	11,617,892
Total investments	$ 57,374,327	$ -	$ -	$ 57,374,327

For the year ended December 31, 2010, there were no significant transfers in or out of Levels 1, 2, or 3.

4. INVESTMENTS

The Plan's investments at fair value that represented 5% or more of the Plan's assets available for benefits as of December 31, 2010 and 2009, are as follows:

	2010	2009
PIMCO Total Return Institutional Fund 986,450 shares	$10,702,982	$ -
Prudential Jennison Mid Cap Growth Class Z 393,544 shares	1 ,160,909	-
American Funds Growth Fund of America R4 460,211 shares	1 ,893,779	-
American Funds EuroPacific Growth Fund R4 207,422 shares	,437,954	-
Gibraltar Guaranteed Fund [1] 243,127 shares	,115,757	-
SA/T Rowe Price Equity Income Strategy 303,484 shares	1 ,907,175	-
Mutual Global Discovery A 189,210 shares	,523,035	-
Fidelity Spartan U.S. Equity Index 148,551 shares	,607,544	-
American Funds EuroPacific Growth Fund 138,159 shares	-	5,297,018
Mutual Global Discovery Fund 213,821 shares	-	5,713,303
American Funds U.S. Government Securities Fund 498,096 shares	-	6,963,377
American Funds Growth Fund of America 341,213 shares	-	9,325,352
American Funds Washington Mutual Fund 353,868 shares	-	8,719,309
American Funds American Balanced Fund 221,275 shares	-	3,586,860
Columbia Acorn Fund A 279,411 shares	-	6,700,291
Oppenheimer Main Street Small Cap Fund 178,231 shares	-	2,956,856
American Funds Money Market Fund 4,654,515 shares	-	4,654,515

[1] Stated at fair value. The contract value of the fund was $6,157,605 at December 31, 2010 and was certified. However, the fair value was not certified. See Note 9.

The Plan's mutual fund investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated/(depreciated) in value, as follows:

	2010	2009
PIMCO Total Return Institutional Fund	$ (377,390)	$ -
RS Partners A	923,772	-
Prudential Jennison Mid Cap Growth Class Z	2,138,424	-
American Funds Growth Fund of America R4	2,417,874	-
American Funds EuroPacific Growth Fund R4	1,455,453	-
Gibraltar Guaranteed Fund	64,517	-
Janus Balanced Fund Class T	364,486	-
SA/T Rowe Price Equity Income Strategy	2,016,189	-
Mutual Global Discovery A	693,056	-
Columbia Small Cap Value I A	290,688	-
BlackRock Small Cap Growth Equity Instsl	115,290	-
Oppenheimer Developing Markets Y	92,636	-
American Century LIVESTRONG 2015 Inv	42,349	-
American Century LIVESTRONG 2020 Inv	163,344	-
Fidelity Low-Price Stock Fund	945,773	-
American Century LIVESTRONG 2045 Inv	56,069	-
American Century LIVESTRONG 2050 Inv	54,898	-
American Century LIVESTRONG Inc Inv	145,419	-
American Century LIVESTRONG 2030 Inv	135,587	-
American Century LIVESTRONG 2035 Inv	167,964	-
American Century LIVESTRONG 2040 Inv	162,563	-
American Century LIVESTRONG 2025 Inv	74,299	-
Fidelity Spartan U.S. Equity Index	1,196,547	-
American Funds EuroPacific Growth Fund	(600,224)	1,383,211
Fidelity Advisor Mid Cap — T	-	(78,713)
American Funds Income Fund of America	(84,261)	236,633
American Funds U.S. Government Securities	262,947	(78,155)
American Funds Growth Fund of America	(747,146)	2,311,826
Oppenheimer Main Street Small Cap Fund	(42,421)	793,287
American Funds Washington Mutual Fund	(699,346)	1,205,706
American Funds American Balanced Fund	(141,678)	531,969
Mutual Global Discovery Fund	(201,959)	942,071
American Funds 2010 Target Date Fund	(1,912)	6,028
American Funds 2015 Target Date Fund	(13,480)	85,829
American Funds 2020 Target Date Fund	(6,748)	13,987
American Funds 2025 Target Date Fund	(5,508)	17,382
American Funds 2030 Target Date Fund	(15,293)	44,498
American Funds 2035 Target Date Fund	(41,656)	104,833
American Funds 2040 Target Date Fund	(17,610)	46,252
American Funds 2045 Target Date Fund	(14,601)	28,668
American Funds 2050 Target Date Fund	(8,085)	11,351
Columbia Acorn Fund	(221,763)	94,304
Fidelity Advisor Mid Cap Fund — Institutional	-	2,219,807
Net appreciation in fair value of investments	$10,739,063	$9,920,774

5. STABLE VALUE FUNDS

Fidelity Managed Income Portfolio — The Fidelity Managed Income P ortfolio (the "MIP Fund") is a stable value, collective trust fund sponsored by Fidelity. The beneficial interest of each participant is represented by units. Units are issued and redeemed daily at the Fund's constant net asset value (NAV) of $1 per unit. Distribution to the Fund's unit holders are declared daily from the net investment income and automatically reinvested in the Fund on a monthly basis, when paid. It is the policy of the Fund to use its best efforts to maintain a stable net asset value of $1 per unit, although there is no guarantee that the Fund will be able to maintain this value.

Participants ordinarily may direct the withdrawal or transfer of all or a portion of their investment at contract value. Contract value represents contributions made to the Fund, plus earnings, less participant withdrawals. The Fund imposes certain restrictions on the Plan, and the Fund itself may be subject to circumstances that impact its ability to transact at contract value, such as partial or complete legal termination of the Fund or the Plan, tax disqualification of the Fund or the Plan, and certain Fund amendments if issuers' consent is not obtained. Plan management believes that the occurrence of events that would cause the Fund to transact at less than contract value is not probable.

The Fund has no unfunded commitments, no redemption notice period restrictions and no restrictions on the redemption frequency.

The Fund's strategy is to invest in assets (typically fixed-income securities or bond funds and may include derivative instruments such as futures contracts and swap agreements) and enter into "wrapper" contracts issued by third-parties and invest in cash equivalents represented by shares in a money market fund.

Gibraltar Guaranteed Fund — The Gibraltar Guaranteed Fund (the "Fund") is a benefit responsive, stable value collective trust fund sponsored by Prudential Retirement Insurance and Annuity Company ("PRIAC"). It is designed to provide safety of principal and competitive, stable guaranteed returns.

The fair value that is reported is the market value of the assets within the underlying collateral portfolio as of the plan year end date. Under the contract that supports this fund, participants may ordinarily direct the withdrawal or transfer of all or a portion of their account balance at contract value. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and fees. Except for events which may result in termination for cause, as outlined in the investment agreement and the Fund addendum (e.g. plan termination or merger, early retirement incentive, layoffs, etc.), Prudential may not cause the contract to be terminated at an amount other than contract value.

Guaranteed interest rates are declared in advance, net of fund management fees. Interest is credited on contract balances using a single "portfolio rate" approach. A single interest crediting rate is applied to all contributions made to the product regardless of the timing of those contributions. Interest crediting rates are reviewed on a periodic basis for resetting. The minimum guaranteed rate is 0.00%. Principal and accumulated interest is guaranteed by PRIAC.

The Fund has no unfunded commitments, no redemption notice period restrictions and no restrictions on contributions or redemption frequency. The Fund's strategy is to invest in high-quality fixed income securities.

6. FEDERAL INCOME TAX STATUS

The Internal Revenue Service (IRS) has determined and informed the Company by letter dated July 16, 2010, that the Plan and related trust were designed in accordance with the applicable requirements of the IRC. The Plan has been amended since receiving the determination letter, however, the Company and Plan management believe that the Plan is currently designed and operated in compliance with the applicable requirements of the IRC, and the Plan and related trust continue to be tax exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes that the Plan years subsequent to 2007 remain open and subject to audit.

7. PLAN TERMINATION

Although it has not expressed any intention to do so, the Company reserves the right to amend, change or terminate the Plan at any time. If the Plan is terminated, participants will be fully vested in their rights under the Plan and benefits will be distributed in accordance with ERISA regulations.

8. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Prudential Bank and Trust. Prudential Bank and Trust is the Trustee as defined by the Plan and therefore, these transactions qualify as exempt party-in-interest transactions. Fees paid by the Plan for investment management services are included as a reduction of the return earned on each fund. Additionally, certain employees and officers of the Company, who may also be participants in the Plan, perform administrative services for the Plan at no cost.

9. INFORMATION CERTIFIED BY THE TRUSTEES

The following is a summary of the unaudited information regarding the Plan, as of and for the years ended December 31, 2010 and 2009, included in the Plan's financial statements and supplemental schedule, that was prepared by or derived from information prepared by the Trustees and furnished to the Plan Administrator. The Plan Administrator has obtained certification from the Trustees that such information is complete and accurate:

	2010	2009
Statements of assets available for benefits:		
Investments:		
PIMCO Total Return Institutional Fund	$10,702,982	$ -
RS Partners A	,969,902	-
Prudential Jennison Mid Cap Growth Class Z	1 ,160,909	-
American Funds Growth Fund of America R4	1 ,893,779	-
American Funds EuroPacific Growth Fund R4	,437,954	-
Gibraltar Guaranteed Fund [1]	,157,605	-
Janus Balanced Fund Class T	,170,725	-
SA/T Rowe Price Equity Income Strategy	1 ,907,175	-
Mutual Global Discovery A	,523,035	-
Columbia Small Cap Value I A	,558,991	-
BlackRock Small Cap Growth Equity Instsl	623,385	-
Oppenheimer Developing Markets Y	726,369	-
American Century LIVESTRONG 2015 Inv	464,964	-
American Century LIVESTRONG 2020 Inv	1,428,622	-
American Century LIVESTRONG 2025 Inv	317,572	-
Fidelity Low-Price Stock Fund	,746,705	-
American Century LIVESTRONG 2045 Inv	496,539	-
American Century LIVESTRONG 2050 Inv	344,968	-
American Century LIVESTRONG Inc Inv	1,492,909	-
American Century LIVESTRONG 2030 Inv	1,016,528	-
American Century LIVESTRONG 2035 Inv	1,197,303	-
American Century LIVESTRONG 2040 Inv	1,023,779	-
Fidelity Spartan U.S. Equity Index	,607,544	-
Fidelity Managed Income Portfolio [2]	4,423,764	-
American Funds EuroPacific Growth Fund	-	5,297,018
American Funds Income Fund of America	-	1,481,452
American Funds U.S. Government Securities	-	6,963,377
American Funds Growth Fund of America	-	9,325,352
Oppenheimer Main Street Small Cap Fund A	-	2,956,856
American Funds Washington Mutual Fund	-	8,719,309
American Funds American Balanced Fund	-	3,586,860
Mutual Global Discovery Fund A	-	5,713,303

(Continued)

	2010	2009
Columbia Acorn Fund A	$ -	$6,700,291
American Funds Money Market Fund	-	4,654,515
American Funds 2010 Target Date Fund A	-	51,596
American Funds 2015 Target Date Fund A	-	479,298
American Funds 2020 Target Date Fund A	-	143,701
American Funds 2025 Target Date Fund A	-	93,016
American Funds 2030 Target Date Fund A	-	234,750
American Funds 2035 Target Date Fund A	-	504,285
American Funds 2040 Target Date Fund A	-	229,901
American Funds 2045 Target Date Fund A	-	150,701
American Funds 2050 Target Date Fund A		88,746
Notes receivable from participants	1,460,555	668,179
Statements of changes in assets available for benefits:		
Investment income:		
Net appreciation in fair value of investments	10,739,063	9,920,774
Interest and dividends	1,826,900	883,067
Interest income on notes receivable from participants	42,884	31,887

Notes 3 and 4: All investment balances and investment information in these notes has been certified by the trustees, except for the the fair value of the Gibraltar Guaranteed Fund and the Fidelity Managed Income Portfolio, and the classification of each investment in accordance with ASC 820 in Note 3.

Supplemental Schedule: All investment balances, investment information and note receivable information included in the schedule has been certified by the trustees, except for the fair value of the Gibraltar Guaranteed Fund and the Fidelity Managed Income Portfolio.

(1) Stated at contract value. The fair value of the fund was $6,115,757 at December 31, 2010 and has not been certified by the trustees.

(2) Stated at contract value. The fair value of the fund was $4,460,029 at December 31, 2010 and has not been certified by the trustees. (Concluded)

10. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of assets available for benefits per the financial statements at December 31, 2010 and 2009, to Form 5500:

	2010	2009
Amounts available for benefits per the financial statements	$104,142,038	$58,209,919
Less: 2010 employer contributions receivable	(26,854)	(167,413)
Less: 2010 participant contributions receivable	(60,621)	-
Less: Adjustment from contract value to fair value for fully benefit-responsive investment contracts	(5,583)	-
Assets available for benefits per Form 5500	$103,948,980	$58,042,506

The following is a reconciliation of the changes in assets available for benefits per the financial statements for the year ended December 31, 2010 to Form 5500:

Increase in assets per financial statements	$11,689,722
Less: 2010 employer contributions receivable	(226,854)
Less: 2010 participant contributions receivable	(160,621)
Add: 2009 employer contributions receivable	167,413
Less: Adjustment from contract value to fair value for fully benefit-responsive investment contracts	(5,583)
Net income per Form 5500	$11,464,077

* * * * * *

A&E TELEVISION NETWORKS TAX DEFERRED SAVINGS PLAN

EMPLOYER ID NO: 13-3091639
PLAN NO: 001

FORM 5500, SCHEDULE H, PART IV, LINE 4i — SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2010

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
*	Gibraltar Guaranteed Fund	Registered Investment Company	**	$ 6,115,757
	SA/T Rowe Price Equity Income Strategy	Registered Investment Company	**	10,907,175
	PIMCO Total Return Institutional Fund	Registered Investment Company	**	10,702,982
*	Prudential Jennison Mid Cap Growth Class Z	Registered Investment Company	**	11,160,909
	Oppenheimer Developing Markets Y	Registered Investment Company	**	726,369
	Fidelity Spartan U.S. Equity Index	Registered Investment Company	**	6,607,544
	Columbia Small Cap Value I A	Registered Investment Company	**	1,558,991
	RS Partners A	Registered Investment Company	**	3,969,902
	Mutual Global Discovery A	Registered Investment Company	**	5,523,035
*	American Funds Growth Fund of America R4	Registered Investment Company	**	13,893,779
*	American Funds EuroPacific Growth Fund R4	Registered Investment Company	**	8,437,954
	Fidelity Low-Price Stock Fund	Registered Investment Company	**	4,746,705
	Janus Balanced Fund Class T	Registered Investment Company	**	5,170,725
	American Century LIVESTRONG Inc Inv	Registered Investment Company	**	1,492,909
	American Century LIVESTRONG 2015 Inv	Registered Investment Company	**	464,964
	American Century LIVESTRONG 2020 Inv	Registered Investment Company	**	1,428,622
	American Century LIVESTRONG 2025 Inv	Registered Investment Company	**	317,572
	American Century LIVESTRONG 2030 Inv	Registered Investment Company	**	1,016,528
	American Century LIVESTRONG 2035 Inv	Registered Investment Company	**	1,197,303
	American Century LIVESTRONG 2040 Inv	Registered Investment Company	**	1,023,779
	American Century LIVESTRONG 2045 Inv	Registered Investment Company	**	496,539
	American Century LIVESTRONG 2050 Inv	Registered Investment Company	**	344,968
	BlackRock Small Cap Growth Equity Instsl	Registered Investment Company	**	623,385
	Fidelity Managed Income Portfolio	Registered Investment Company	**	4,460,029
*	Notes receivable from participants	Notes receivable from participants (maturing through 4/10/20 at interest rates from 3.25% to 9.25%)	**	1,460,555
				$ 103,848,980

* Permitted party-in-interest
** Cost information is not required for participant-directed investments and therefore is not inclu. ed.

See accompanying independent auditors' report.

A&E Television Networks Tax Deferred Savings Plan

Employer ID No: 13-3091639
Plan Number: 001

Financial Statements as of and for the
Years Ended December 31, 2010 and 2009,
Supplemental Schedule as of December 31, 2010,
and Independent Auditors' Report

A&E TELEVISION NETWORKS TAX DEFERRED SAVINGS PLAN

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NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

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INDEPENDENT AUDITORS' REPORT

To the Plan Administrator and Plan Participants of
A&E Television Networks
Tax Deferred Savings Plan

We were engaged to audit the financial statements and supplemental schedule of A&E Television Networks Tax Deferred Savings Plan (the "Plan") as of December 31, 2010 and 2009, and for the years then ended, listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 9 as of and for the years ended December 31, 2010 and 2009, which was certified by Prudential Bank and Trust and Capital Bank and Trust, the trustees of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that Capital Bank and Trust held the Plan's investment assets and executed investment transactions from January 1, 2009 to June 30, 2010 and that Prudential Bank and Trust held the Plan's investment assets and executed investment transactions from July 1, 2010 to December 31, 2010. The Plan administrator has obtained certifications from the trustees that the information as of and for the years ended December 31, 2010 and 2009, provided to the Plan administrator by the trustees is complete and accurate.

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

As discussed in Note 1 to the financial statements, the Lifetime Entertainment Services Employee Savings Plan ("Lifetime Plan"), an affiliated plan, merged into the Plan effective July 1, 2010.

Deloitte & Touche LLP

October 14, 2011

A&E TELEVISION NETWORKS TAX DEFERRED SAVINGS PLAN

STATEMENTS OF ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2010 AND 2009

	2010	2009
ASSETS:		
Investments — participant-directed investments — at fair value	$102,188,425	$57,374,327
Receivables:		
Employer contributions	126,854	167,413
Participant contributions	60,621	-
Notes receivable from participants	1,160,555	668,179
Total receivables	1,348,030	835,592
ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	104,136,455	58,209,919
ADJUSTMENTS FROM FAIR VALUE TO CONTRACT VALUE FOR FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACTS	5,583	-
ASSETS AVAILABLE FOR BENEFITS	$104,142,038	$58,209,919

See notes to financial statements.

A&E TELEVISION NETWORKS TAX DEFERRED SAVINGS PLAN

STATEMENTS OF CHANGES IN ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

	2010	2009
ADDITIONS:		
Contributions:		
Participant contributions	$ 5,340,852	$ 4,830,364
Employer contributions	1,340,655	1,694,366
Total contributions	7,681,507	6,524,730
Net investment income:		
Net appreciation in fair value of investments	10,739,063	9,920,774
Interest and dividends	1,826,900	883,067
Total net investment income	12,565,963	10,803,841
Interest income on notes receivable from participants	42,884	31,887
Total additions	20,290,354	17,360,458
DEDUCTIONS:		
Benefits paid to participants	(8,177,769)	(2,033,727)
Investment related expenses	(22,863)	(1,581)
Total deductions	(8,200,632)	(2,035,308)
INCREASE IN ASSETS	11,689,722	15,325,150
TRANSFER OF ASSETS FROM LIFETIME PLAN (Note 1)	34,342,397	-
ASSETS AVAILABLE FOR BENEFITS — Beginning of year	58,209,919	42,884,769
ASSETS AVAILABLE FOR BENEFITS — End of year	$104,242,038	$58,209,919

See notes to financial statements.

A&E TELEVISION NETWORKS TAX DEFERRED SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

1. DESCRIPTION OF THE PLAN

The following brief description of the A&E Television Networks Tax Deferred Savings Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General — The Plan, formerly the Arts and Entertainment Tax Deferred Savings Plan, is a defined contribution plan covering substantially all employees of A&E Television Networks (the "Company"), who have completed at least one month of service in an eligibility computation period. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan is administered by the Administrative Committee appointed by the Company's management. The Administrative Committee ("Plan Administrator") has responsibility for oversight of the administration and compliance reporting to governmental agencies. The members meet periodically and make recommendations to the Plan. Effective July 1, 2010, the Plan changed its trustee from Capital Bank and Trust to Prudential Bank and Trust (the "Trustee"). The Plan was managed by Capital Bank and Trust as of December 31, 2009. The Plan is managed by Prudential Bank and Trust as of December 31, 2010 (collectively, the "Trustees").

The Plan merged with an affiliated plan, the Lifetime Entertainment Services Employee Savings Plan ("Lifetime Plan"), effective July 1, 2010. All assets of the Lifetime Plan were transferred into the Plan on June 30, 2010.

Contributions — The Plan requires the Company to make contributions equal to 50% of a participant's annual contribution limited to 6% of an employee's compensation. Employee contributions are limited to the lower of the maximum allowed under the Internal Revenue Code (IRC), $16,500 in 2010 and 2009 or 20% of their compensation. Participants may also contribute amounts representing distributions from other qualified plans. In addition, participants who are age fifty or older by the end of calendar years 2010 and 2009 are permitted to make catch-up contributions of $5,500.

Participant Accounts — Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contributions, rollover contributions, the Company's matching contributions and allocations of Plan earnings; and charged with withdrawals and an allocation of Plan losses and administrative expense. The benefit to which a participant is entitled is the benefit that can be provided from a participant's vested account.

Investments — Participants direct the investment of their contributions into various investment options offered by the Plan. Company contributions are invested based on participant elections. The Plan currently offers twenty-four mutual funds as investment options for participants.

Vesting — Participants are always 100% vested in their contributions, rollover contributions and earnings thereon. Company contributions vest over the first three years of service at a rate of one-third each year. Forfeited balances of terminated participants are used to reduce future employer contributions.

Forfeited Accounts — At December 31, 2010 and 2009, forfeited nonvested accounts totaled $180,945 and $21,362, respectively. During the years ended December 31, 2010 and 2009, employer contributions were reduced by $41,100 and $73,060, respectively, from forfeited nonvested accounts.

Notes Receivable from Participants — Participants have the right, subject to limitations specified in the Plan document, to obtain personal loans from the Plan. Participants may borrow from their fund accounts up to a maximum of $50,000 or 50% of their account balance, whichever is less. The loans are secured by the balance in the participant's account. The term of any loan may not exceed five years (except where the loan will be used to purchase a primary residence). Interest on loans is charged at an interest rate equal to the prime interest rate reported in the Wall Street Journal on the first day of the month during which the loan application is made. Generally, principal and interest is repaid ratably through biweekly payroll deductions.

Withdrawals — Participants can withdraw money from the Plan upon termination of service, disability, death, attainment of age fifty-nine and six months, financial hardship or retirement, subject to limitations set forth in the Plan document. In the event a participant separates from service with Company before their normal retirement date, other than by reason of disability or death, such participant shall be entitled to receive a benefit equal to the portion of the account balance, derived from the participant's salary deferral account, rollover account and vested portion of the Company's contribution account as of the date of the termination. In the event of hardship, participants can withdraw participant contributions and/or the vested portion of Company contributions from the Plan, with the consent of the Administrative Committee.

Normal retirement is at age sixty-five. Distributions from the Plan can be in one lump-sum or rolled over into an Individual Retirement Account or another employer's qualified plan. Participants must begin to make withdrawals from the Plan by April 1st of the calendar year following the later of: (1) a participant's retirement or (2) attainment of age seventy and six months.

In accordance with the Plan document, terminated participants with vested balances of less than $5,000 receive an automatic distribution as soon as administratively feasible following termination. Effective March 28, 2005, the Plan was amended to require distributions between $,000 and $5,000 to be rolled over into an individual retirement plan designated by the Company, unless otherwise directed by the participant. Vested balances of less than $1,000 are paid directly to terminated participants, unless otherwise directed by the participant.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting — The financial statements of the Plan are prepared in accordance with accounting principles generally accepted in the United States of America (GAAP).

Investment Valuation and Income Recognition — The Plan's investments are stated at fair value. Fair value of a financial instrument is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Shares of mutual funds are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year end.

The SA/T. Rowe Price Equity Income Strategy Fund is a fund that invests primarily in U.S. equity securities which are valued at the closing price reported in the active market in which the individual security is traded. The fund's net asset value is determined by the quoted market prices of the underlying securities held by the fund at year end.

The Fidelity Managed Income Portfolio, a common collective trust fund, with underlying investments in corporate bonds, US government securities, asset-backed securities, commercial mortgage securities and investment contracts, is valued at the fair market value of the underlying investments and then adjusted by the issuer to the contract value. Fair value of the contracts are calculated by using a discounted cash flow model that considers recent fee bids as determined by recognized dealers, discount rate and the duration of the underlying portfolio securities. The dealers may consider size of the portfolio, performance of the underlying portfolio, plan cash flow and the fair value to contract value ratio in the bid process. Contract value represents contributions made to the fund, plus earnings, less withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment income at contract value.

The Gibraltar Guaranteed Fund, a stable value fund with underlying investments in high-quality fixed income instruments, is valued at the fair market value of the underlying collateral portfolio and then adjusted to contract value. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and fees.

In accordance with GAAP, the Fidelity Managed Income Portfolio and Gibraltar Guaranteed Funds are included at fair value in participant-directed investments in the Statements of Assets Available for Benefits; and an additional line item is presented representing the adjustment from fair value to contract value. The Statements of Changes in Assets Available for Benefits are presented on a contract value basis.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Management fees and operating expenses charged to the Plan for investments in the mutual funds are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

Notes Receivable from Participants — Notes receivable from participants are measured at outstanding principal plus accrued but unpaid interest. Delinquent notes receivable are recorded as distributions based on the terms of the Plan document.

Plan Expenses — Investment related expenses (other than management fees and operating expenses as described above) are paid by the Plan. Other expenses of the Plan are paid by the Company, and personnel and facilities of the Company have been used by the Plan at no charge.

Benefit Payments — Benefit payments to participants are recorded upon distribution. At December 31, 2010 and 2009, there were no amounts allocable to accounts of participants who elected to withdraw from the Plan, but have not been paid.

Use of Estimates — The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Risks and Uncertainties — The Plan, through its investments in the Trustee's funds, utilizes various investment securities including mutual funds. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, Plan Management believes it is reasonably possible that changes in the values of investment securities could occur in the near term and such changes could materially affect the amounts reported in the financial statements.

New Accounting Standards

ASU No. 2010-06 — In January 2010, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2010-06, *Fair Value Measurements and Disclosures*, which amends ASC 820, *Fair Value Measurements and Disclosures*, adding new disclosure requirements for Levels 1 and 2, separate disclosures of purchases, sales, issuances, and settlements relating to Level 3 measurements and clarification of existing fair value disclosures. ASU No. 2010-06 was effective for the Plan beginning January 1, 2010, except for the requirement to provide Level 3 activity of purchases, sales, issuances, and settlements on a gross basis, which will be effective for the Plan beginning January 1, 2011. The Plan prospectively adopted the new guidance in 2011, except for the Level 3 reconciliation disclosures, which are required in 2011. The adoption in 2010 did not materially affect, and Plan management does not believe the future adoption will materially affect the Plan's financial statements.

ASU No. 2011-04 — In May 2011, the FASB issued ASU No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*, which amends ASC 820. ASU 2011-04 also requires the categorization by level for items that are only required to be disclosed at fair value and information about transfers between Level 1 and Level 2. In addition, the ASU provides guidance on measuring the fair value of financial instruments managed within a portfolio and the application of premiums and discounts on fair value measurements. The ASU requires additional disclosure for Level 3 measurements regarding the sensitivity of fair value to changes in unobservable inputs and any interrelationships between those inputs. The new guidance is effective for the Plan beginning January 1, 2012. Plan management does not believe the adoption will have a material effect on the statements of assets available for benefits and statements of changes in assets available for benefits and has not determined the impact on the disclosures in the financial statements.

Subsequent Events — For the year ended December 31, 2010, subsequent events were evaluated through October 14, 2011, the date the financial statements were available to be issued.

3. FAIR VALUE MEASUREMENTS

In accordance with GAAP, the Plan classifies its investments into Level 1, which refers to securities valued using quoted prices from active markets for identical assets; Level 2, which refers to securities not traded on an active market but for which observable market inputs are readily available; and Level 3 which refers to securities valued based on significant unobservable inputs. Assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Plan's policy is to recognize significant transfers between levels at the actual date of transfer. The following tables set forth by level, within the fair value hierarchy, a summary of the Plan's investments measured at fair value on a recurring basis at December 31, 2010 and 2009.

	Fair Value of Asset Measurements at December 31, 2010			
	Level 1	Level 2	Level 3	Total
SA/T Rowe Price Equity Income Strategy	$ -	$ 10,907,175	$ -	10,907,175
Prudential Jennison Mid Cap Growth Class Z	11,160,909	-	-	11,160,909
Oppenheimer Developing Markets Y	726,369	-	-	726,369
Fidelity Spartan U.S. Equity Index	6,607,544	-	-	6,607,544
Columbia Small Cap Value I A	1,558,991	-	-	1,558,991
RS Partners A	3,969,902	-	-	3,969,902
Mutual Global Discovery A	5,523,035	-	-	5,523,035
American Funds Growth Fund of America R4	13,893,779	-	-	13,893,779
BlackRock Small Cap Growth Equity Instsl	623,385	-	-	623,385
Fidelity Low-Price Stock Fund	4,746,705	-	-	4,746,705
Janus Balanced Fund Class T	5,170,725	-	-	5,170,725
Total domestic stock mutual funds	53,981,344	10,907,175	-	64,888,519
PIMCO Total Return Institutional Fund	10,702,982	-	-	10,702,982
Total bond funds	10,702,982	-	-	10,702,982
American Century LIVESTRONG Inc Inv	1,492,909	-	-	1,492,909
American Century LIVESTRONG 2015 Inv	464,964	-	-	464,964
American Century LIVESTRONG 2020 Inv	1,428,622	-	-	1,428,622
American Century LIVESTRONG 2025 Inv	317,572	-	-	317,572
American Century LIVESTRONG 2030 Inv	1,016,528	-	-	1,016,528
American Century LIVESTRONG 2035 Inv	1,197,303	-	-	1,197,303
American Century LIVESTRONG 2040 Inv	1,023,779	-	-	1,023,779
American Century LIVESTRONG 2045 Inv	496,539	-	-	496,539
American Century LIVESTRONG 2050 Inv	344,968	-	-	344,968
Total asset allocation mutual funds	7,783,184	-	-	7,783,184
American Funds EuroPacific Growth Fund R4	8,437,954	-	-	8,437,954
Total international stock mutual funds	8,437,954	-	-	8,437,954
Gibraltar Guaranteed Fund [1]	-	6,115,757	-	6,115,757
Fidelity Managed Income Portfolio [2]	-	4,460,029	-	4,460,029
Total stable value funds	-	10,575,786	-	10,575,786
Total investments	$ 80,905,464	$ 21,482,961	$ -	$ 102,388,425

[1] Stated at fair value. The contract value of the fund was $6,157,605 at December 31, 2010 and was certified. However, the fair value was not certified. See Note 9.

[2] Stated at fair value. The contract value of the fund was $4,423,764 at December 31, 2010 and was certified. However, the fair value was not certified. See Note 9.

	Fair Value of Asset Measurements at December 31, 2009			
	Level 1	Level 2	Level 3	Total
American Funds American Balanced Fund A	$ 3,586,860	$ -	$ -	$ 3,586,860
American Growth Fund of America A	9,325,352	-	-	9,325,352
American Funds Income Fund of America A	1,481,452	-	-	1,481,452
American Funds Washington Mutual Fund A	8,719,309	-	-	8,719,309
Columbia Acorn Fund A	6,700,291	-	-	6,700,291
Mutual Global Discovery Fund A	5,713,303	-	-	5,713,303
Oppenheimer Main Street Small Cap Fund A	2,956,856	-	-	2,956,856
Total domestic stock mutual funds	38,483,423	-	-	38,483,423
American Funds 2010 Target Date Fund A	51,596	-	-	51,596
American Funds 2015 Target Date Fund A	479,298	-	-	479,298
American Funds 2020 Target Date Fund A	143,701	-	-	143,701
American Funds 2025 Target Date Fund A	93,016	-	-	93,016
American Funds 2030 Target Date Fund A	234,750	-	-	234,750
American Funds 2035 Target Date Fund A	504,285	-	-	504,285
American Funds 2040 Target Date Fund A	229,901	-	-	229,901
American Funds 2045 Target Date Fund A	150,701	-	-	150,701
American Funds 2050 Target Date Fund A	88,746	-	-	88,746
Total asset allocation mutual funds	1,975,994	-	-	1,975,994
American Funds Europacific Growth Fund A	5,297,018	-	-	5,297,018
Total international stock mutual funds	5,297,018	-	-	5,297,018
American Funds Money Market Fund A	4,654,515	-	-	4,654,515
American Funds US Govt Securities Fund A	6,963,377	-	-	6,963,377
Total money market mutual funds	11,617,892	-	-	11,617,892
Total investments	$ 57,374,327	$ -	$ -	$ 57,374,327

For the year ended December 31, 2010, there were no significant transfers in or out of Levels 1, 2, or 3.

4. INVESTMENTS

The Plan's investments at fair value that represented 5% or more of the Plan's assets available for benefits as of December 31, 2010 and 2009, are as follows:

	2010	2009
PIMCO Total Return Institutional Fund 986,450 shares	$10,702,982	$ -
Prudential Jennison Mid Cap Growth Class Z 393,544 shares	1 ,160,909	-
American Funds Growth Fund of America R4 460,211 shares	1 ,893,779	-
American Funds EuroPacific Growth Fund R4 207,422 shares	,437,954	-
Gibraltar Guaranteed Fund [1] 243,127 shares	,115,757	-
SA/T Rowe Price Equity Income Strategy 303,484 shares	1 ,907,175	-
Mutual Global Discovery A 189,210 shares	,523,035	-
Fidelity Spartan U.S. Equity Index 148,551 shares	,607,544	-
American Funds EuroPacific Growth Fund 138,159 shares	-	5,297,018
Mutual Global Discovery Fund 213,821 shares	-	5,713,303
American Funds U.S. Government Securities Fund 498,096 shares	-	6,963,377
American Funds Growth Fund of America 341,213 shares	-	9,325,352
American Funds Washington Mutual Fund 353,868 shares	-	8,719,309
American Funds American Balanced Fund 221,275 shares	-	3,586,860
Columbia Acorn Fund A 279,411 shares	-	6,700,291
Oppenheimer Main Street Small Cap Fund 178,231 shares	-	2,956,856
American Funds Money Market Fund 4,654,515 shares	-	4,654,515

[1] Stated at fair value. The contract value of the fund was $6,157,605 at December 31, 2010 and was certified. However, the fair value was not certified. See Note 9.

The Plan's mutual fund investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated/(depreciated) in value, as follows:

	2010	2009
PIMCO Total Return Institutional Fund	$ (377,390)	$ -
RS Partners A	923,772	-
Prudential Jennison Mid Cap Growth Class Z	2,138,424	-
American Funds Growth Fund of America R4	2,417,874	-
American Funds EuroPacific Growth Fund R4	1,455,453	-
Gibraltar Guaranteed Fund	64,517	-
Janus Balanced Fund Class T	364,486	-
SA/T Rowe Price Equity Income Strategy	2,016,189	-
Mutual Global Discovery A	693,056	-
Columbia Small Cap Value I A	290,688	-
BlackRock Small Cap Growth Equity Instsl	115,290	-
Oppenheimer Developing Markets Y	92,636	-
American Century LIVESTRONG 2015 Inv	42,349	-
American Century LIVESTRONG 2020 Inv	163,344	-
Fidelity Low-Price Stock Fund	945,773	-
American Century LIVESTRONG 2045 Inv	56,069	-
American Century LIVESTRONG 2050 Inv	54,898	-
American Century LIVESTRONG Inc Inv	145,419	-
American Century LIVESTRONG 2030 Inv	135,587	-
American Century LIVESTRONG 2035 Inv	167,964	-
American Century LIVESTRONG 2040 Inv	162,563	-
American Century LIVESTRONG 2025 Inv	74,299	-
Fidelity Spartan U.S. Equity Index	1,196,547	-
American Funds EuroPacific Growth Fund	(600,224)	1,383,211
Fidelity Advisor Mid Cap — T	-	(78,713)
American Funds Income Fund of America	(84,261)	236,633
American Funds U.S. Government Securities	262,947	(78,155)
American Funds Growth Fund of America	(747,146)	2,311,826
Oppenheimer Main Street Small Cap Fund	(42,421)	793,287
American Funds Washington Mutual Fund	(699,346)	1,205,706
American Funds American Balanced Fund	(141,678)	531,969
Mutual Global Discovery Fund	(201,959)	942,071
American Funds 2010 Target Date Fund	(1,912)	6,028
American Funds 2015 Target Date Fund	(13,480)	85,829
American Funds 2020 Target Date Fund	(6,748)	13,987
American Funds 2025 Target Date Fund	(5,508)	17,382
American Funds 2030 Target Date Fund	(15,293)	44,498
American Funds 2035 Target Date Fund	(41,656)	104,833
American Funds 2040 Target Date Fund	(17,610)	46,252
American Funds 2045 Target Date Fund	(14,601)	28,668
American Funds 2050 Target Date Fund	(8,085)	11,351
Columbia Acorn Fund	(221,763)	94,304
Fidelity Advisor Mid Cap Fund — Institutional	-	2,219,807
Net appreciation in fair value of investments	$10,739,063	$9,920,774

5. STABLE VALUE FUNDS

Fidelity Managed Income Portfolio — The Fidelity Managed Income P ortfolio (the "MIP Fund") is a stable value, collective trust fund sponsored by Fidelity. The beneficial interest of each participant is represented by units. Units are issued and redeemed daily at the Fund's constant net asset value (NAV) of $1 per unit. Distribution to the Fund's unit holders are declared daily from the net investment income and automatically reinvested in the Fund on a monthly basis, when paid. It is the policy of the Fund to use its best efforts to maintain a stable net asset value of $1 per unit, although there is no guarantee that the Fund will be able to maintain this value.

Participants ordinarily may direct the withdrawal or transfer of all or a portion of their investment at contract value. Contract value represents contributions made to the Fund, plus earnings, less participant withdrawals. The Fund imposes certain restrictions on the Plan, and the Fund itself may be subject to circumstances that impact its ability to transact at contract value, such as partial or complete legal termination of the Fund or the Plan, tax disqualification of the Fund or the Plan, and certain Fund amendments if issuers' consent is not obtained. Plan management believes that the occurrence of events that would cause the Fund to transact at less than contract value is not probable.

The Fund has no unfunded commitments, no redemption notice period restrictions and no restrictions on the redemption frequency.

The Fund's strategy is to invest in assets (typically fixed-income securities or bond funds and may include derivative instruments such as futures contracts and swap agreements) and enter into "wrapper" contracts issued by third-parties and invest in cash equivalents represented by shares in a money market fund.

Gibraltar Guaranteed Fund — The Gibraltar Guaranteed Fund (the "Fund") is a benefit responsive, stable value collective trust fund sponsored by Prudential Retirement Insurance and Annuity Company ("PRIAC"). It is designed to provide safety of principal and competitive, stable guaranteed returns.

The fair value that is reported is the market value of the assets within the underlying collateral portfolio as of the plan year end date. Under the contract that supports this fund, participants may ordinarily direct the withdrawal or transfer of all or a portion of their account balance at contract value. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and fees. Except for events which may result in termination for cause, as outlined in the investment agreement and the Fund addendum (e.g. plan termination or merger, early retirement incentive, layoffs, etc.), Prudential may not cause the contract to be terminated at an amount other than contract value.

Guaranteed interest rates are declared in advance, net of fund management fees. Interest is credited on contract balances using a single "portfolio rate" approach. A single interest crediting rate is applied to all contributions made to the product regardless of the timing of those contributions. Interest crediting rates are reviewed on a periodic basis for resetting. The minimum guaranteed rate is 0.00%. Principal and accumulated interest is guaranteed by PRIAC.

The Fund has no unfunded commitments, no redemption notice period restrictions and no restrictions on contributions or redemption frequency. The Fund's strategy is to invest in high-quality fixed income securities.

6. FEDERAL INCOME TAX STATUS

The Internal Revenue Service (IRS) has determined and informed the Company by letter dated July 16, 2010, that the Plan and related trust were designed in accordance with the applicable requirements of the IRC. The Plan has been amended since receiving the determination letter, however, the Company and Plan management believe that the Plan is currently designed and operated in compliance with the applicable requirements of the IRC, and the Plan and related trust continue to be tax exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes that the Plan years subsequent to 2007 remain open and subject to audit.

7. PLAN TERMINATION

Although it has not expressed any intention to do so, the Company reserves the right to amend, change or terminate the Plan at any time. If the Plan is terminated, participants will be fully vested in their rights under the Plan and benefits will be distributed in accordance with ERISA regulations.

8. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Prudential Bank and Trust. Prudential Bank and Trust is the Trustee as defined by the Plan and therefore, these transactions qualify as exempt party-in-interest transactions. Fees paid by the Plan for investment management services are included as a reduction of the return earned on each fund. Additionally, certain employees and officers of the Company, who may also be participants in the Plan, perform administrative services for the Plan at no cost.

9. INFORMATION CERTIFIED BY THE TRUSTEES

The following is a summary of the unaudited information regarding the Plan, as of and for the years ended December 31, 2010 and 2009, included in the Plan's financial statements and supplemental schedule, that was prepared by or derived from information prepared by the Trustees and furnished to the Plan Administrator. The Plan Administrator has obtained certification from the Trustees that such information is complete and accurate:

	2010	2009
Statements of assets available for benefits:		
Investments:		
PIMCO Total Return Institutional Fund	$10,702,982	$ -
RS Partners A	,969,902	-
Prudential Jennison Mid Cap Growth Class Z	1 ,160,909	-
American Funds Growth Fund of America R4	1 ,893,779	-
American Funds EuroPacific Growth Fund R4	,437,954	-
Gibraltar Guaranteed Fund [1]	,157,605	-
Janus Balanced Fund Class T	,170,725	-
SA/T Rowe Price Equity Income Strategy	1 ,907,175	-
Mutual Global Discovery A	,523,035	-
Columbia Small Cap Value I A	,558,991	-
BlackRock Small Cap Growth Equity Instsl	623,385	-
Oppenheimer Developing Markets Y	726,369	-
American Century LIVESTRONG 2015 Inv	464,964	-
American Century LIVESTRONG 2020 Inv	1,428,622	-
American Century LIVESTRONG 2025 Inv	317,572	-
Fidelity Low-Price Stock Fund	,746,705	-
American Century LIVESTRONG 2045 Inv	496,539	-
American Century LIVESTRONG 2050 Inv	344,968	-
American Century LIVESTRONG Inc Inv	1,492,909	-
American Century LIVESTRONG 2030 Inv	1,016,528	-
American Century LIVESTRONG 2035 Inv	1,197,303	-
American Century LIVESTRONG 2040 Inv	1,023,779	-
Fidelity Spartan U.S. Equity Index	,607,544	-
Fidelity Managed Income Portfolio [2]	4,423,764	-
American Funds EuroPacific Growth Fund	-	5,297,018
American Funds Income Fund of America	-	1,481,452
American Funds U.S. Government Securities	-	6,963,377
American Funds Growth Fund of America	-	9,325,352
Oppenheimer Main Street Small Cap Fund A	-	2,956,856
American Funds Washington Mutual Fund	-	8,719,309
American Funds American Balanced Fund	-	3,586,860
Mutual Global Discovery Fund A	-	5,713,303

(Continued)

	2010	2009
Columbia Acorn Fund A	$ -	$6,700,291
American Funds Money Market Fund	-	4,654,515
American Funds 2010 Target Date Fund A	-	51,596
American Funds 2015 Target Date Fund A	-	479,298
American Funds 2020 Target Date Fund A	-	143,701
American Funds 2025 Target Date Fund A	-	93,016
American Funds 2030 Target Date Fund A	-	234,750
American Funds 2035 Target Date Fund A	-	504,285
American Funds 2040 Target Date Fund A	-	229,901
American Funds 2045 Target Date Fund A	-	150,701
American Funds 2050 Target Date Fund A		88,746
Notes receivable from participants	1,460,555	668,179
Statements of changes in assets available for benefits:		
Investment income:		
Net appreciation in fair value of investments	10,739,063	9,920,774
Interest and dividends	1,826,900	883,067
Interest income on notes receivable from participants	42,884	31,887

Notes 3 and 4: All investment balances and investment information in these notes has been certified by the trustees, except for the the fair value of the Gibraltar Guaranteed Fund and the Fidelity Managed Income Portfolio, and the classification of each investment in accordance with ASC 820 in Note 3.

Supplemental Schedule: All investment balances, investment information and note receivable information included in the schedule has been certified by the trustees, except for the fair value of the Gibraltar Guaranteed Fund and the Fidelity Managed Income Portfolio.

(1) Stated at contract value. The fair value of the fund was $6,115,757 at December 31, 2010 and has not been certified by the trustees.

(2) Stated at contract value. The fair value of the fund was $4,460,029 at December 31, 2010 and has not been certified by the trustees. (Concluded)

10. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of assets available for benefits per the financial statements at December 31, 2010 and 2009, to Form 5500:

	2010	2009
Amounts available for benefits per the financial statements	$104,142,038	$58,209,919
Less: 2010 employer contributions receivable	(26,854)	(167,413)
Less: 2010 participant contributions receivable	(60,621)	-
Less: Adjustment from contract value to fair value for fully benefit-responsive investment contracts	(5,583)	-
Assets available for benefits per Form 5500	$103,948,980	$58,042,506

The following is a reconciliation of the changes in assets available for benefits per the financial statements for the year ended December 31, 2010 to Form 5500:

Increase in assets per financial statements	$11,689,722
Less: 2010 employer contributions receivable	(226,854)
Less: 2010 participant contributions receivable	(160,621)
Add: 2009 employer contributions receivable	167,413
Less: Adjustment from contract value to fair value for fully benefit-responsive investment contracts	(5,583)
Net income per Form 5500	$11,464,077

* * * * * *

A&E TELEVISION NETWORKS TAX DEFERRED SAVINGS PLAN

EMPLOYER ID NO: 13-3091639
PLAN NO: 001

FORM 5500, SCHEDULE H, PART IV, LINE 4i — SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2010

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
*	Gibraltar Guaranteed Fund	Registered Investment Company	**	$ 6,115,757
	SA/T Rowe Price Equity Income Strategy	Registered Investment Company	**	10,907,175
	PIMCO Total Return Institutional Fund	Registered Investment Company	**	10,702,982
*	Prudential Jennison Mid Cap Growth Class Z	Registered Investment Company	**	11,160,909
	Oppenheimer Developing Markets Y	Registered Investment Company	**	726,369
	Fidelity Spartan U.S. Equity Index	Registered Investment Company	**	6,607,544
	Columbia Small Cap Value I A	Registered Investment Company	**	1,558,991
	RS Partners A	Registered Investment Company	**	3,969,902
	Mutual Global Discovery A	Registered Investment Company	**	5,523,035
*	American Funds Growth Fund of America R4	Registered Investment Company	**	13,893,779
*	American Funds EuroPacific Growth Fund R4	Registered Investment Company	**	8,437,954
	Fidelity Low-Price Stock Fund	Registered Investment Company	**	4,746,705
	Janus Balanced Fund Class T	Registered Investment Company	**	5,170,725
	American Century LIVESTRONG Inc Inv	Registered Investment Company	**	1,492,909
	American Century LIVESTRONG 2015 Inv	Registered Investment Company	**	464,964
	American Century LIVESTRONG 2020 Inv	Registered Investment Company	**	1,428,622
	American Century LIVESTRONG 2025 Inv	Registered Investment Company	**	317,572
	American Century LIVESTRONG 2030 Inv	Registered Investment Company	**	1,016,528
	American Century LIVESTRONG 2035 Inv	Registered Investment Company	**	1,197,303
	American Century LIVESTRONG 2040 Inv	Registered Investment Company	**	1,023,779
	American Century LIVESTRONG 2045 Inv	Registered Investment Company	**	496,539
	American Century LIVESTRONG 2050 Inv	Registered Investment Company	**	344,968
	BlackRock Small Cap Growth Equity Instsl	Registered Investment Company	**	623,385
	Fidelity Managed Income Portfolio	Registered Investment Company	**	4,460,029
*	Notes receivable from participants	Notes receivable from participants (maturing through 4/10/20 at interest rates from 3.25% to 9.25%)	**	1,460,555
				$ 103,848,980

* Permitted party-in-interest
** Cost information is not required for participant-directed investments and therefore is not inclu. ed.

See accompanying independent auditors' report.