

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2011 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>			
A This return/report is for:	☐ a multiemployer plan;	☐ a multiple-employer plan; or	
	☒ a single-employer plan;	☐ a DFE (specify) ____	
B This return/report is:	☐ the first return/report;	☐ the final return/report;	
	☐ an amended return/report;	☐ a short plan year return/report (less than 12 months).	
C If the plan is a collectively-bargained plan, check here.	☐		
D Check box if filing under:	☒ Form 5558;	☐ automatic extension;	☐ the DFVC program;
	☐ special extension (enter description)		

Part II	Basic Plan Information —enter all requested information		
1a Name of plan <u>TICKETS.COM 401(K) RETIREMENT PLAN</u>	1b Three-digit plan number (PN) ►	<u>001</u>	
	1c Effective date of plan	<u>01/01/1996</u>	
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>TICKETS.COM</u> <u>555 ANTON BLVD.</u> <u>11TH FLOOR</u> <u>COSTA MESA, CA 92626</u>	2b Employer Identification Number (EIN) <u>06-1424841</u>	2c Sponsor's telephone number <u>714-327-5534</u>	2d Business code (see instructions) <u>541519</u>

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	<u>Filed with authorized/valid electronic signature.</u>	<u>09/25/2012</u>	<u>MAUREEN BEDNAREK</u>
	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

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

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") TICKETS.COM 555 ANTON BLVD. 11TH FLOOR COSTA MESA, CA 92626	3b Administrator's EIN 06-1424841 3c Administrator's telephone number 714-327-5534
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	456
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	267
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	94
d Subtotal. Add lines 6a , 6b , and 6c	6d	361
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	1
f Total. Add lines 6d and 6e	6f	362
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	323
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	42

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

2F 2G 2J 2K 2S 2T 3D 3H

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

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan TICKETS.COM 401(K) RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 TICKETS.COM	D Employer Identification Number (EIN) 06-1424841

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FID.INV.INST.OPS.CO.

04-2647786

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

FINANCIAL NETWORK INVEST

95-2834236

(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 61	ADVISOR	21597	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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 37 65 60	RECORDKEEPER	7200	Yes ☒ No ☐	Yes ☒ No ☐	0	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 ☐

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FINANCIAL NETWORK INVEST	61	0
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>OPPHMR DEV MKTS Y - OPPENHEIMERFUND</p> <p>13-2953455</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>\$5M+=0.25%</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
<p>(b) Service Codes (see instructions)</p> <p style="text-align: center;">60</p>		
<p>(c) Enter amount of indirect compensation</p> <p style="text-align: center;">0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>BLKRK EQUITY DIV I - BNY MELLON INV P.O. BOX 9793 PROVIDENCE, RI 02940</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.25%</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
<p>(b) Service Codes (see instructions)</p> <p style="text-align: center;">60</p>		
<p>(c) Enter amount of indirect compensation</p> <p style="text-align: center;">0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>DREY BASIC S&P 500 - DREYFUS TRANSF</p> <p>13-5673135</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.15%</p>		

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>DREY SM CAP STK IDX - DREYFUS TRANS</p> <p>13-5673135</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.15%</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
<p>(b) Service Codes (see instructions)</p> <p>60</p>		
<p>(c) Enter amount of indirect compensation</p> <p>0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>HEARTLAND SEL VAL IS - ALPS FUND SE</p> <p>20-3247785</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.25%</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
<p>(b) Service Codes (see instructions)</p> <p>60</p>		
<p>(c) Enter amount of indirect compensation</p> <p>0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>HEARTLAND VAL PLS IS - ALPS FUND SE</p> <p>20-3247785</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.25%</p>		

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>HTFD INFL PLUS R5 - HARTFORD ADMINI</p> <p>41-0679409</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.25%</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
<p>(b) Service Codes (see instructions)</p> <p>60</p>		
<p>(c) Enter amount of indirect compensation</p> <p>0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>JPM CORE BOND SELECT - BOSTON FINAN</p> <p>04-2526037</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.25%</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
<p>(b) Service Codes (see instructions)</p> <p>60</p>		
<p>(c) Enter amount of indirect compensation</p> <p>0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>NUVEEN MDCP INDEX I - US BANCORP FU</p> <p>39-0281260</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.15%</p>		

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>OPPHMR DEV MKTS Y - OPPENHEIMERFUND</p> <p>P.O. BOX 5270 COLORADO, CO 80217</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.25%</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p> </div> <div style="width: 20%;"> <p>(b) Service Codes (see instructions)</p> <p>60</p> </div> <div style="width: 20%;"> <p>(c) Enter amount of indirect compensation</p> <p>0</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>THORNBURG INT VAL R5 - BOSTON FINAN</p> <p>04-2526037</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.25%</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(a) Enter service provider name as it appears on line 2</p> </div> <div style="width: 20%;"> <p>(b) Service Codes (see instructions)</p> </div> <div style="width: 20%;"> <p>(c) Enter amount of indirect compensation</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> </div> </div>		

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 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
		2011
		This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011		
A Name of plan TICKETS.COM 401(K) RETIREMENT PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 TICKETS.COM	D Employer Identification Number (EIN) 06-1424841	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
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)	1248742	1152625
(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)	155677	241847
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	8754058	8069877
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(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	10158477	9464349

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 through 1j)	1k		

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	10158477	9464349
---	-----------	----------	---------

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)	170652	
(B) Participants	2a(1)(B)	1025670	
(C) Others (including rollovers)	2a(1)(C)	2983	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1199305
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	114	
(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)	8958	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		9072
(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)	203697	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		203697
(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)		

		(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)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-487984
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		924090

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1550203	
(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)		1550203
f Corrective distributions (see instructions)	2f		32526
g Certain deemed distributions of participant loans (see instructions).....	2g		6692
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)	28797	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		28797
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1618218

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-694128
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

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

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

(1) Name: ANDERSON AND KNUF LLP

(2) EIN: 32-0081502

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.).....	☒	☐	120040
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.).....	☐	☒	
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.)	☐	☒	
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.).....	☐	☒	
e Was this plan covered by a fidelity bond?.....	☒	☐	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?	☐	☒	
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?	☐	☒	
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?	☐	☒	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	☒	☐	
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.).....	☐	☒	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....	☐	☒	
l Has the plan failed to provide any benefit when due under the plan?	☐	☒	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....	☐	☒	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	☐	☒	

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

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

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>TICKETS.COM 401(K) RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>TICKETS.COM</u>	D Employer Identification Number (EIN) <u>06-1424841</u>

Part I	Distributions
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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	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

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

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

- 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): _____

TICKETS.COM 401(K) RETIREMENT PLAN

**FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULES**

As of December 31, 2011 and 2010

with

INDEPENDENT AUDITORS' REPORT THEREON

TICKETS.COM 401(K) RETIREMENT PLAN

TABLE OF CONTENTS

Independent Auditors' Report.....	1
Financial Statements:	
Statements of Net Assets Available for Plan Benefits as of December 31, 2011 and 2010	2
Statement of Changes in Net Assets Available for Plan Benefits for the Year Ended December 31, 2011	3
Notes to Financial Statements.....	4-12
Supplemental Schedules:	
Schedule H: Schedule of Delinquent Participant Contributions as of December 31, 2011	13-16
Schedule H: Schedule of Assets Held for Investment Purposes as of December 31, 2011	17

Note: All other schedules have been omitted since the information is either disclosed elsewhere in the financial statements or not required by 29 CFR 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.



INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of the Tickets.com 401(k) Retirement Plan:

We were engaged to audit the financial statements of the Tickets.com 401(k) Retirement Plan (the "Plan") as of December 31, 2011, and for the year then ended, and the supplemental schedules as of and for the year ended December 31, 2011 as listed in the accompanying table of contents. These financial statements and schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 8, which was certified by Fidelity Management Trust Company, the trustee and custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of and for the year ended December 31, 2011, that the information provided to the plan administrator by the custodian is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and schedules taken as a whole. The form and content of the information included in the financial statements and schedules, other than that derived from the information certified by the 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.

Anderson & Knuf LLP

ANDERSON & KNUF, LLP

Santa Ana, California
September 24, 2012

TICKETS.COM 401(K) RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS

	<u>December 31, 2011</u>	<u>December 31, 2010</u>
ASSETS		
Investments, at fair value		
Mutual funds	\$ 8,069,928	\$ 8,754,058
Cash and cash equivalents	1,152,625	1,248,742
Participant loans	<u>241,840</u>	<u>155,677</u>
Net assets available for plan benefits	\$ <u>9,464,393</u>	\$ <u>10,158,477</u>

See accompanying notes to financial statements

TICKETS.COM 401(k) RETIREMENT PLAN

**STATEMENT OF CHANGES IN NET ASSETS
AVAILABLE FOR PLAN BENEFITS**

	Year Ended December 31, 2011
Additions:	
Contributions:	
Employer	\$ 170,652
Participant	1,025,670
Participant rollover	<u>2,983</u>
Total contributions	<u>1,199,305</u>
Investment income:	
Net (loss) in fair value of investments	(487,933)
Interest and dividends	203,697
Participant loan interest	<u>9,065</u>
Total investment (loss)	<u>(275,171)</u>
Total additions	<u>924,134</u>
Deductions:	
Benefits paid to participants	1,550,203
Corrective distributions	32,526
Deemed distributions of participant loans	6,692
Administrative expenses	<u>28,797</u>
Total deductions	<u>1,618,218</u>
Net (decrease)	(694,084)
Net assets available for plan benefits, beginning of year	<u>10,158,477</u>
Net assets available for plan benefits, end of year	<u>\$ 9,464,393</u>

See accompanying notes to financial statements

NOTES TO FINANCIAL STATEMENTS

December 31, 2011 and 2010

NOTE 1 – DESCRIPTION OF THE PLAN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following description of the Tickets.com 401(k) Retirement Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan documents as amended, for a more complete description of the Plan’s provisions.

General

The Plan is a defined contribution plan established effective January 1, 1996 by Tickets.com (the “Company”) under provisions of Section 401(a) of the Internal Revenue Code (“IRC”), which includes a qualified cash or deferred arrangement as described in Section 401(k) of the IRC, for the benefit of the Company’s employees. All employees of the Company who have completed 90 days of service and attained the age of 21 are eligible to participate in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Basis of Accounting

The plan maintains its accounting records on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Use of Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan’s administrator to make estimates and assumptions that affect the reported amounts of assets, liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the amounts of revenue and expenses during the reporting periods. Actual results could differ from those estimates.

Investment Valuation

Investments are reported at fair value. Fair value is the price 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. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the plan's gains and losses on investments bought and sold as well as held during the year.

NOTES TO FINANCIAL STATEMENTS

December 31, 2011 and 2010

NOTE 1 – DESCRIPTION OF THE PLAN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, (continued)

Plan Administration

The Company is the Plan Administrator. Fidelity Investments, and its subsidiary, Fidelity Management Trust Company (the “Trustee”) is the custodian of the Plan’s assets and the Trustee, respectively.

Contributions

Participants may contribute to the Plan through tax deferred salary deductions in an amount not to exceed the statutory maximum stated in the IRC. Participants over age 50 may make catch-up contributions limited by provisions in the IRC. With certain limitations, participants may also contribute distributions from other qualified plans (“rollovers”). The plan received \$2,983 in rollover contributions during the year ended December 31, 2011.

The Company makes matching contributions to the participant accounts on a discretionary basis. The Company made \$170,652 in matching contributions for the year ended December 31, 2011.

Plan Amendments

The Company made amendments to the Plan in 2010. The Company directed the Trustee to establish the Loan Interest Rate Update Service (“LIR”) for the Plan. The LIR is an automated process to update Plan loan interest rates for new loans based upon the prime rate as reported by Thomson Reuters. The interest rate on new loans will be prime interest rate as reported by Thomson Reuters plus 1% for both general purpose loans and for loans to purchase a primary residence. The Company makes a discretionary adjustment to the matching contributions at the end of its fiscal year. On the effective date of the amendment, only participants who are employed by the Company on the last day of the contribution period (fiscal year) will qualify for this matching contribution. Both amendments to the Plan adopted in 2010 are effective January 1, 2011.

Investment Options

Participants may direct their salary deferral contributions and the Company’s contributions into a variety of available investment funds made available by the Custodian. All amounts in each participant’s account are invested and reinvested as elected by the participant from among the Plan’s available investment funds.

TICKETS.COM 401(K) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2011 and 2010

NOTE 1 – DESCRIPTION OF THE PLAN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, (continued)

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution and, (b) Plan earnings (losses), and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are always 100% vested in amounts they contribute to the Plan, and in the investment earnings on those contributions. Matching employer contributions are vested based on years of service with the Company. Participants with less than one year of service are not vested. Vesting begins with the anniversary of one year of service at 33% vesting, two years at 66% vesting and 100% vesting at three years.

Benefits

Upon termination of service including death, disability, or retirement, a participant may elect to receive an amount equal to the value of the participant's vested interest in his account. These payments may be made in a lump sum or taken as an annuity. Hardship withdrawals are permitted for certain specific reasons as defined in the Plan document. Benefits are recorded when paid.

Hardship Withdrawals

A withdrawal from a participant's account may be permitted if the participant has a financial hardship for certain specific reasons as defined in the Plan document. There was \$5,511 of hardship withdrawals for the year ended December 31, 2011.

Participant Loans

At the discretion of the Plan's trustees, a participant may borrow a maximum of 50% of their vested account balance up to a maximum of \$50,000. The term of the loan cannot exceed five years, except when the loan proceeds are used to purchase the participant's primary residence, when special rules apply. Loans bear interest at a rate of return commensurate with the prevailing interest rate charged by persons in the business of lending money for loans which would be made under similar circumstances at the time the loan is made. Interest rates on participant loans range from 4.25% to 10.25%. Loan interest income is recognized monthly as interest accrues. Related interest income was \$9,065 for the year ended December 31, 2011.

TICKETS.COM 401(K) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2011 and 2010

NOTE 1 – DESCRIPTION OF THE PLAN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, (continued)

Forfeited Accounts

At December 31, 2011 and 2010, forfeited nonvested accounts totaled \$11,118 and \$5,773, respectively. These accounts were used to reduce the expenses of the Plan. At December 31, 2011, the Company had no unallocated forfeitures.

General and Administrative Expenses

The Trustee and custodian charge fees for administration, transactions, and brokerage services. Set Up, Administrative Services, Compliance Fees, and tax return preparation are paid by the Company on an annual basis. Other fees are paid by the Plan or the Company on an ad-hoc basis depending on services requested. The Company pays the annual audit fee to an independent accountant. An Asset Based Service Fee of 23 basis points per annum per participant is paid to the Plan's Investment Professional directly from each participant's account on a quarterly basis. Other fees, including distribution and loan set-up fees, are charged to participants on a transactional basis. For 2011 fees paid by the Plan were \$28,797, net of forfeitures of \$27,497. Brokerage fees paid from participant accounts were \$21,597 in 2011.

Date of Management's Review

Subsequent events were evaluated through September 24, 2012, which is the date the financial statements were issued.

NOTE 2 – INCOME TAX STATUS

The Company adopted a standardized form of a prototype plan sponsored by Fidelity Management and Research Company, an affiliate of Fidelity Management Trust Company (the "Prototype Plan"). The Prototype Plan received an opinion letter dated March 31, 2008 from the Internal Revenue Service which stated that the Prototype Plan, as then designed was in compliance with the applicable requirements of the IRC. The Prototype Plan opinion letter has been relied upon by this Plan. The Plan Administrator, and the Sponsor's tax advisor, believe the Plan is currently designed and being operated in compliance with the applicable provisions of the IRC.

NOTE 3 – PLAN TERMINATION

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

TICKETS.COM 401(K) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2011 and 2010

NOTE 4 – FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

		Fair Value Measurements Using:	
		Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 3)
	<u>Fair Value</u>		
<u>December 31, 2011</u>			
Mutual funds	\$ 8,069,928	\$ 8,069,928	\$ -
Cash and cash equivalents	1,152,625	1,152,625	-
Participant loans	<u>241,840</u>	<u>-</u>	<u>241,840</u>
Total	\$ <u>9,464,393</u>	\$ <u>9,222,553</u>	\$ <u>241,840</u>
<u>December 31, 2010</u>			
Mutual funds	\$ 8,754,058	\$ 8,754,058	\$ -
Cash and cash equivalents	1,248,742	1,248,742	-
Participant loans	<u>155,677</u>	<u>-</u>	<u>155,677</u>
Total	\$ <u>10,158,477</u>	\$ <u>10,002,800</u>	\$ <u>155,677</u>

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consists of unadjusted quoted prices in active markets for identical assets and have the highest priority, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. No Level 2 inputs were available to the Plan, and Level 3 inputs were only used when Level 1 or Level 2 inputs were not available.

NOTES TO FINANCIAL STATEMENTS

December 31, 2011 and 2010

NOTE 4 – FAIR VALUE MEASUREMENTS (continued)**Level 1 Fair Value Measurements**

The fair value of cash and cash equivalents is assumed to be its carrying value due to the highly liquid nature of this asset. The fair value of mutual funds is based on quoted net asset values of shares held by the Plan at year-end.

Level 3 Fair Value Measurements

The fair value of participant loans approximates the amortized cost of the loans because the loans are secured by each respective participant's account balance. The following table provides further details of the Level 3 fair value measurements.

	Participant Loans
<u>December 31, 2011</u>	
Beginning balance	\$ 155,677
Loans made to participants	203,557
Repayments	(126,459)
Interest earned	9,065
Ending balance	\$ <u>241,840</u>
<u>December 31, 2010</u>	
Beginning balance	\$ 118,779
Loans made to participants	130,373
Repayments	(100,955)
Interest earned	7,480
Ending balance	\$ <u>155,677</u>

NOTE 5 – MARKET RISK

The value of the Plan's investments is subject to market risk associated with the potential fluctuation in the values of the underlying securities. The Plan provides for investment in any combination of mutual funds with different investment strategies. These investment securities are exposed to various risks, such as interest rate, market, and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the Statement of Net Assets available for Plan Benefits and the Statements of Changes in Net Assets Available for Plan benefits.

TICKETS.COM 401(K) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2011 and 2010

NOTE 6– RELATED PARTY TRANSACTIONS

The following entities are considered parties-in-interest under ERISA:

<u>Party-in-Interest</u>	<u>Function or Services Provided</u>	<u>Compensation Received for the Year Ended December 31, 2011</u>
Tickets.com, Inc.	Plan Sponsor and Administrator	\$ -
Sageview Advisory Group	Investment Advisor	21,597
Fidelity Investments	Custodian and Trustee	<u>7,200</u>
	Total	<u>\$ 28,797</u>

All of these transactions are considered exempt party-in-interest transactions under ERISA.

NOTE 7 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for plan benefits per the financial statements at December 31, 2011 and 2010 to Form 5500:

	<u>December 31, 2011</u>	<u>December 31, 2010</u>
Net assets available for plan benefits per the financial statements	\$ 9,464,393	\$ 10,158,477
Lost earnings restored by the Company	(51)	-
Reduction of participant loan balances	<u>7</u>	<u>-</u>
Net assets available for plan benefits per Form 5500	<u>\$ 9,464,349</u>	<u>\$ 10,158,477</u>

The following is a reconciliation of earnings on investments per the financial statements for the year ended December 31, 2011, to Form 5500:

Net (loss) in fair value of investments per the financial statements	(\$ 487,933)
Lost earnings restored by the Company	<u>(51)</u>
Net investment gain (loss) from registered investment companies (e.g. mutual funds) per Form 5500	<u>(\$ 487,984)</u>
Participant loan interest per the financial statements	\$ 9,065
Reduction in interest accrued on participant loans	<u>7</u>
Total interest per Form 5500	<u>\$ 9,072</u>

The differences between the financial statements at December 31, 2011 and the year then ended and Form 5500 are due to circumstances described at Note 10.

TICKETS.COM 401(K) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2011 and 2010

NOTE 8 – INVESTMENTS

The Plan Administrator has elected the method of reporting permitted by 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations of Reporting and Disclosure under ERISA. Accordingly, the State Street Bank and Trust Company, the Trustee until August 31, 2011 and Fidelity Management Trust Company, the Trustee from September 1, 2011, have certified that the following data in the accompanying financial statements and supplemental schedule is complete and accurate.

- Investments at fair value as shown in the Statement of Net Assets Available for Plan Benefits as of December 31, 2011 and December 31, 2010 (Fidelity Management Trust Company);
- Net increase or decrease in assets available for plan benefits as shown in Statement of Changes in Net Assets Available for Plan Benefits for the years ended December 31, 2011 and December 31, 2010 (Fidelity Management Trust Company);
- Schedule H, Line 4i; Schedule of Assets Held for Investment Purposes as of December 31, 2011 (Fidelity Management Trust Company) (except participant loans) and
- Investments that represent five percent or more of the Plan's net assets as reflected below.

The following table presents the fair value of investments in the Plan. Individual investments representing more than 5% of the Plan's net assets as of December 31, 2011 and 2010 are separately identified.

	<u>2011</u> <u>(Unaudited)</u>	<u>2010</u> <u>(Unaudited)</u>
Fidelity Investments: (Fidelity Management Trust Company)		
Mutual Funds		
BlackRock Equity Dividend Fund Class I	\$ 687,661	\$ 665,218
Heartland Value Plus Fund Class I	Less than 5%	627,705
Fidelity Retirement Money Market Portfolio	1,152,625	1,248,742
Fidelity Advisor Strategic Income Fund Class I	487,607	Less than 5%
Fidelity Advisor Mid Cap II Fund Class I	1,082,787	1,560,245
Fidelity Advisor New Insights Fund Class I	1,452,142	1,588,777
Fidelity Advisor Freedom 2030 Class I	680,222	691,878
Fidelity Advisor Freedom 2040 Class I	558,364	573,399
Other mutual funds	3,121,145	3,046,836
Participant loans	241,840	155,677
	<u>\$ 9,464,393</u>	<u>\$10,158,477</u>

NOTES TO FINANCIAL STATEMENTS

December 31, 2011 and 2010

NOTE 9 – TERMINATED PARTICIPANTS

The balance of net assets available for plan benefits at December 31, 2011 includes \$2,047,949 in the vested accounts of 96 participants who are no longer employed by the Company.

NOTE 10 – PROHIBITED TRANSACTIONS

Changes in payroll schedules by the Company instituted in 2011 had the unintended consequence of causing a portion of participant contributions and loan payments to be submitted on an untimely basis. Subsequent to the plan year ended December 31, 2011, those procedures were modified to ensure timeliness under U.S. Department of Labor (“DOL”) regulations.

During the plan year ended December 31, 2011, on twenty occasions, participant contributions and loan payments totaling \$120,040 were not submitted on a timely basis per DOL regulations. These are considered nonexempt prohibited transactions by the DOL. Although the contributions were made during the Plan year and are therefore not considered a payable to the Plan, the Company must reimburse the Plan for the amount of lost earnings from the dates the payments should have been made to the dates the payments were received by the Plan. For this reason, the payments are considered a contribution pending correction under the DOL’s Volunteer Fiduciary Correction Program (“VCFP”). Participant loan balances and participant interest earned must also be adjusted for interest that accrued from the dates the payments should have been made to the dates the payments were received by the Plan. Subsequent to the year ended December 31, 2011, the Company paid the lost earnings of \$51 to the Plan in full. Participant loan balances and participant interest were reduced by \$7.

TICKETS.COM 401(K) RETIREMENT PLAN

EIN 06-1424841

PN 001

SCHEDULE H, LINE 4a

SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

As of December 31, 2011

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Check here if Late Participant Loan Repayments Are included: ☒			\$4,465	
Check here if Late Participant Loan Repayments Are included: ☒			\$5,333	
Check here if Late Participant Loan Repayments Are included: ☒			\$4,464	
Check here if Late Participant Loan Repayments Are included: ☒			\$4,824	
Check here if Late Participant Loan Repayments Are included: ☒			\$4,641	

TICKETS.COM 401(K) RETIREMENT PLAN

EIN 06-1424841

PN 001

SCHEDULE H, LINE 4a

SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

As of December 31, 2011

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Check here if Late Participant Loan Repayments Are included: ☒			\$4,324	
Check here if Late Participant Loan Repayments Are included: ☒			\$4,262	
Check here if Late Participant Loan Repayments Are included: ☒			\$4,082	
Check here if Late Participant Loan Repayments Are included: ☒			\$3,637	
Check here if Late Participant Loan Repayments Are included: ☒			\$3,717	

TICKETS.COM 401(K) RETIREMENT PLAN

EIN 06-1424841

PN 001

SCHEDULE H, LINE 4a

SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

As of December 31, 2011

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Check here if Late Participant Loan Repayments Are included: ☒			\$3,751	
Check here if Late Participant Loan Repayments Are included: ☒			\$3,760	
Check here if Late Participant Loan Repayments Are included: ☒			\$3,857	
Check here if Late Participant Loan Repayments Are included: ☒			\$3,814	
Check here if Late Participant Loan Repayments Are included: ☒			\$3,995	

TICKETS.COM 401(K) RETIREMENT PLAN

EIN 06-1424841

PN 001

SCHEDULE H, LINE 4a

SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

As of December 31, 2011

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Check here if Late Participant Loan Repayments Are included: ☒			\$3,975	
Check here if Late Participant Loan Repayments Are included: ☒			\$3,878	
Check here if Late Participant Loan Repayments Are included: ☒			\$3,982	
Check here if Late Participant Loan Repayments Are included: ☒			\$4,126	
Check here if Late Participant Loan Repayments Are included: ☒			\$41,153	

TICKETS.COM 401(K) RETIREMENT PLAN

EIN 06-1424841

PN 001

SCHEDULE H, LINE 4i
SCHEDULE OF ASSETS (HELD AT THE END OF THE YEAR)

As of December 31, 2011

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
	Mutual funds			
*		Dreyfus Small Cap Stock Index Fund	**	\$83,087
*		Thornburg International Value Fund Class R5	**	256,356
*		Oppenheimer Developing Markets Fund Class Y	**	291,991
*		Nuveen Mid Cap Index Fund Class I	**	46,289
*		Dreyfus Basis S&P 500 Stock Index Fund	**	222,426
*		Heartland Inflation Plus R5	**	61,962
*		BlackRock Equity Dividend Fund Class I	**	687,661
*		Heartland Value Plus Fund Class I	**	398,497
*		Heartland Select Value Fund Class I	**	184,479
*		JP Morgan Core Bond Fund Select Class	**	228,582
*		Fidelity Advisor Small Cap Fund Class I	**	460,642
*		Fidelity Advisor Strategic Income Fund Class I	**	487,607
*		Fidelity Advisor Asset Manager 50% Fund Class I	**	89,387
*	Fidelity Investments	Fidelity Advisor Mid Cap II Fund Class I	**	1,082,787
*		Fidelity Advisor Freedom Income Fund Class I	**	44,565
*		Fidelity Advisor New Insights Fund Class I	**	1,452,142
*		Fidelity Advisor Freedom 2005 Class I	**	95
*		Fidelity Advisor Freedom 2010 Class I	**	8,503
*		Fidelity Advisor Freedom 2015 Class I	**	5,085
*		Fidelity Advisor Freedom 2020 Class I	**	286,016
*		Fidelity Advisor Freedom 2025 Class I	**	113,660
*		Fidelity Advisor Freedom 2030 Class I	**	680,222
*		Fidelity Advisor Freedom 2035 Class I	**	138,588
*		Fidelity Advisor Freedom 2040 Class I	**	558,364
*		Fidelity Advisor Freedom 2045 Class I	**	127,538
*		Fidelity Advisor Freedom 2050 Class I	**	73,397
	Cash and cash equivalents			
*	Fidelity Investments	Fidelity Retirement Money Market Portfolio	**	1,152,625
*	Participant loans	Varying maturities, interest rates: 4.25% - 10.25%	\$-0-	<u>241,840</u>
				<u>\$9,464,393</u>

* Represents a party-in-interest

** Cost information omitted with respect to participant directed investment

TICKETS.COM 401(K) RETIREMENT PLAN

**FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULES**

As of December 31, 2011 and 2010

with

INDEPENDENT AUDITORS' REPORT THEREON

TICKETS.COM 401(K) RETIREMENT PLAN

TABLE OF CONTENTS

Independent Auditors' Report.....	1
Financial Statements:	
Statements of Net Assets Available for Plan Benefits as of December 31, 2011 and 2010	2
Statement of Changes in Net Assets Available for Plan Benefits for the Year Ended December 31, 2011	3
Notes to Financial Statements.....	4-12
Supplemental Schedules:	
Schedule H: Schedule of Delinquent Participant Contributions as of December 31, 2011	13-16
Schedule H: Schedule of Assets Held for Investment Purposes as of December 31, 2011	17

Note: All other schedules have been omitted since the information is either disclosed elsewhere in the financial statements or not required by 29 CFR 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.



INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of the Tickets.com 401(k) Retirement Plan:

We were engaged to audit the financial statements of the Tickets.com 401(k) Retirement Plan (the "Plan") as of December 31, 2011, and for the year then ended, and the supplemental schedules as of and for the year ended December 31, 2011 as listed in the accompanying table of contents. These financial statements and schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 8, which was certified by Fidelity Management Trust Company, the trustee and custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of and for the year ended December 31, 2011, that the information provided to the plan administrator by the custodian is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and schedules taken as a whole. The form and content of the information included in the financial statements and schedules, other than that derived from the information certified by the 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.

Anderson & Knuf LLP

ANDERSON & KNUF, LLP

Santa Ana, California
September 24, 2012

TICKETS.COM 401(K) RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS

	<u>December 31, 2011</u>	<u>December 31, 2010</u>
ASSETS		
Investments, at fair value		
Mutual funds	\$ 8,069,928	\$ 8,754,058
Cash and cash equivalents	1,152,625	1,248,742
Participant loans	<u>241,840</u>	<u>155,677</u>
Net assets available for plan benefits	\$ <u>9,464,393</u>	\$ <u>10,158,477</u>

See accompanying notes to financial statements

TICKETS.COM 401(k) RETIREMENT PLAN

**STATEMENT OF CHANGES IN NET ASSETS
AVAILABLE FOR PLAN BENEFITS**

	Year Ended December 31, 2011
Additions:	
Contributions:	
Employer	\$ 170,652
Participant	1,025,670
Participant rollover	<u>2,983</u>
Total contributions	<u>1,199,305</u>
Investment income:	
Net (loss) in fair value of investments	(487,933)
Interest and dividends	203,697
Participant loan interest	<u>9,065</u>
Total investment (loss)	<u>(275,171)</u>
Total additions	<u>924,134</u>
Deductions:	
Benefits paid to participants	1,550,203
Corrective distributions	32,526
Deemed distributions of participant loans	6,692
Administrative expenses	<u>28,797</u>
Total deductions	<u>1,618,218</u>
Net (decrease)	(694,084)
Net assets available for plan benefits, beginning of year	<u>10,158,477</u>
Net assets available for plan benefits, end of year	<u>\$ 9,464,393</u>

See accompanying notes to financial statements

TICKETS.COM 401(K) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2011 and 2010

NOTE 1 – DESCRIPTION OF THE PLAN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following description of the Tickets.com 401(k) Retirement Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan documents as amended, for a more complete description of the Plan’s provisions.

General

The Plan is a defined contribution plan established effective January 1, 1996 by Tickets.com (the “Company”) under provisions of Section 401(a) of the Internal Revenue Code (“IRC”), which includes a qualified cash or deferred arrangement as described in Section 401(k) of the IRC, for the benefit of the Company’s employees. All employees of the Company who have completed 90 days of service and attained the age of 21 are eligible to participate in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Basis of Accounting

The plan maintains its accounting records on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Use of Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan’s administrator to make estimates and assumptions that affect the reported amounts of assets, liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the amounts of revenue and expenses during the reporting periods. Actual results could differ from those estimates.

Investment Valuation

Investments are reported at fair value. Fair value is the price 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. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the plan's gains and losses on investments bought and sold as well as held during the year.

NOTES TO FINANCIAL STATEMENTS

December 31, 2011 and 2010

NOTE 1 – DESCRIPTION OF THE PLAN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, (continued)

Plan Administration

The Company is the Plan Administrator. Fidelity Investments, and its subsidiary, Fidelity Management Trust Company (the “Trustee”) is the custodian of the Plan’s assets and the Trustee, respectively.

Contributions

Participants may contribute to the Plan through tax deferred salary deductions in an amount not to exceed the statutory maximum stated in the IRC. Participants over age 50 may make catch-up contributions limited by provisions in the IRC. With certain limitations, participants may also contribute distributions from other qualified plans (“rollovers”). The plan received \$2,983 in rollover contributions during the year ended December 31, 2011.

The Company makes matching contributions to the participant accounts on a discretionary basis. The Company made \$170,652 in matching contributions for the year ended December 31, 2011.

Plan Amendments

The Company made amendments to the Plan in 2010. The Company directed the Trustee to establish the Loan Interest Rate Update Service (“LIR”) for the Plan. The LIR is an automated process to update Plan loan interest rates for new loans based upon the prime rate as reported by Thomson Reuters. The interest rate on new loans will be prime interest rate as reported by Thomson Reuters plus 1% for both general purpose loans and for loans to purchase a primary residence. The Company makes a discretionary adjustment to the matching contributions at the end of its fiscal year. On the effective date of the amendment, only participants who are employed by the Company on the last day of the contribution period (fiscal year) will qualify for this matching contribution. Both amendments to the Plan adopted in 2010 are effective January 1, 2011.

Investment Options

Participants may direct their salary deferral contributions and the Company’s contributions into a variety of available investment funds made available by the Custodian. All amounts in each participant’s account are invested and reinvested as elected by the participant from among the Plan’s available investment funds.

TICKETS.COM 401(K) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2011 and 2010

NOTE 1 – DESCRIPTION OF THE PLAN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, (continued)

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution and, (b) Plan earnings (losses), and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are always 100% vested in amounts they contribute to the Plan, and in the investment earnings on those contributions. Matching employer contributions are vested based on years of service with the Company. Participants with less than one year of service are not vested. Vesting begins with the anniversary of one year of service at 33% vesting, two years at 66% vesting and 100% vesting at three years.

Benefits

Upon termination of service including death, disability, or retirement, a participant may elect to receive an amount equal to the value of the participant's vested interest in his account. These payments may be made in a lump sum or taken as an annuity. Hardship withdrawals are permitted for certain specific reasons as defined in the Plan document. Benefits are recorded when paid.

Hardship Withdrawals

A withdrawal from a participant's account may be permitted if the participant has a financial hardship for certain specific reasons as defined in the Plan document. There was \$5,511 of hardship withdrawals for the year ended December 31, 2011.

Participant Loans

At the discretion of the Plan's trustees, a participant may borrow a maximum of 50% of their vested account balance up to a maximum of \$50,000. The term of the loan cannot exceed five years, except when the loan proceeds are used to purchase the participant's primary residence, when special rules apply. Loans bear interest at a rate of return commensurate with the prevailing interest rate charged by persons in the business of lending money for loans which would be made under similar circumstances at the time the loan is made. Interest rates on participant loans range from 4.25% to 10.25%. Loan interest income is recognized monthly as interest accrues. Related interest income was \$9,065 for the year ended December 31, 2011.

TICKETS.COM 401(K) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2011 and 2010

NOTE 1 – DESCRIPTION OF THE PLAN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, (continued)

Forfeited Accounts

At December 31, 2011 and 2010, forfeited nonvested accounts totaled \$11,118 and \$5,773, respectively. These accounts were used to reduce the expenses of the Plan. At December 31, 2011, the Company had no unallocated forfeitures.

General and Administrative Expenses

The Trustee and custodian charge fees for administration, transactions, and brokerage services. Set Up, Administrative Services, Compliance Fees, and tax return preparation are paid by the Company on an annual basis. Other fees are paid by the Plan or the Company on an ad-hoc basis depending on services requested. The Company pays the annual audit fee to an independent accountant. An Asset Based Service Fee of 23 basis points per annum per participant is paid to the Plan's Investment Professional directly from each participant's account on a quarterly basis. Other fees, including distribution and loan set-up fees, are charged to participants on a transactional basis. For 2011 fees paid by the Plan were \$28,797, net of forfeitures of \$27,497. Brokerage fees paid from participant accounts were \$21,597 in 2011.

Date of Management's Review

Subsequent events were evaluated through September 24, 2012, which is the date the financial statements were issued.

NOTE 2 – INCOME TAX STATUS

The Company adopted a standardized form of a prototype plan sponsored by Fidelity Management and Research Company, an affiliate of Fidelity Management Trust Company (the "Prototype Plan"). The Prototype Plan received an opinion letter dated March 31, 2008 from the Internal Revenue Service which stated that the Prototype Plan, as then designed was in compliance with the applicable requirements of the IRC. The Prototype Plan opinion letter has been relied upon by this Plan. The Plan Administrator, and the Sponsor's tax advisor, believe the Plan is currently designed and being operated in compliance with the applicable provisions of the IRC.

NOTE 3 – PLAN TERMINATION

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

TICKETS.COM 401(K) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2011 and 2010

NOTE 4 – FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

		Fair Value Measurements Using:	
		Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 3)
	<u>Fair Value</u>		
<u>December 31, 2011</u>			
Mutual funds	\$ 8,069,928	\$ 8,069,928	\$ -
Cash and cash equivalents	1,152,625	1,152,625	-
Participant loans	<u>241,840</u>	<u>-</u>	<u>241,840</u>
Total	\$ <u>9,464,393</u>	\$ <u>9,222,553</u>	\$ <u>241,840</u>
<u>December 31, 2010</u>			
Mutual funds	\$ 8,754,058	\$ 8,754,058	\$ -
Cash and cash equivalents	1,248,742	1,248,742	-
Participant loans	<u>155,677</u>	<u>-</u>	<u>155,677</u>
Total	\$ <u>10,158,477</u>	\$ <u>10,002,800</u>	\$ <u>155,677</u>

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consists of unadjusted quoted prices in active markets for identical assets and have the highest priority, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. No Level 2 inputs were available to the Plan, and Level 3 inputs were only used when Level 1 or Level 2 inputs were not available.

NOTES TO FINANCIAL STATEMENTS

December 31, 2011 and 2010

NOTE 4 – FAIR VALUE MEASUREMENTS (continued)**Level 1 Fair Value Measurements**

The fair value of cash and cash equivalents is assumed to be its carrying value due to the highly liquid nature of this asset. The fair value of mutual funds is based on quoted net asset values of shares held by the Plan at year-end.

Level 3 Fair Value Measurements

The fair value of participant loans approximates the amortized cost of the loans because the loans are secured by each respective participant's account balance. The following table provides further details of the Level 3 fair value measurements.

	Participant Loans
<u>December 31, 2011</u>	
Beginning balance	\$ 155,677
Loans made to participants	203,557
Repayments	(126,459)
Interest earned	9,065
Ending balance	\$ <u>241,840</u>
<u>December 31, 2010</u>	
Beginning balance	\$ 118,779
Loans made to participants	130,373
Repayments	(100,955)
Interest earned	7,480
Ending balance	\$ <u>155,677</u>

NOTE 5 – MARKET RISK

The value of the Plan's investments is subject to market risk associated with the potential fluctuation in the values of the underlying securities. The Plan provides for investment in any combination of mutual funds with different investment strategies. These investment securities are exposed to various risks, such as interest rate, market, and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the Statement of Net Assets available for Plan Benefits and the Statements of Changes in Net Assets Available for Plan benefits.

TICKETS.COM 401(K) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2011 and 2010

NOTE 6– RELATED PARTY TRANSACTIONS

The following entities are considered parties-in-interest under ERISA:

<u>Party-in-Interest</u>	<u>Function or Services Provided</u>	<u>Compensation Received for the Year Ended December 31, 2011</u>
Tickets.com, Inc.	Plan Sponsor and Administrator	\$ -
Sageview Advisory Group	Investment Advisor	21,597
Fidelity Investments	Custodian and Trustee	<u>7,200</u>
	Total	<u>\$ 28,797</u>

All of these transactions are considered exempt party-in-interest transactions under ERISA.

NOTE 7 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for plan benefits per the financial statements at December 31, 2011 and 2010 to Form 5500:

	<u>December 31, 2011</u>	<u>December 31, 2010</u>
Net assets available for plan benefits per the financial statements	\$ 9,464,393	\$ 10,158,477
Lost earnings restored by the Company	(51)	-
Reduction of participant loan balances	<u>7</u>	<u>-</u>
Net assets available for plan benefits per Form 5500	<u>\$ 9,464,349</u>	<u>\$ 10,158,477</u>

The following is a reconciliation of earnings on investments per the financial statements for the year ended December 31, 2011, to Form 5500:

Net (loss) in fair value of investments per the financial statements	(\$ 487,933)
Lost earnings restored by the Company	<u>(51)</u>
Net investment gain (loss) from registered investment companies (e.g. mutual funds) per Form 5500	<u>(\$ 487,984)</u>
Participant loan interest per the financial statements	\$ 9,065
Reduction in interest accrued on participant loans	<u>7</u>
Total interest per Form 5500	<u>\$ 9,072</u>

The differences between the financial statements at December 31, 2011 and the year then ended and Form 5500 are due to circumstances described at Note 10.

TICKETS.COM 401(K) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2011 and 2010

NOTE 8 – INVESTMENTS

The Plan Administrator has elected the method of reporting permitted by 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations of Reporting and Disclosure under ERISA. Accordingly, the State Street Bank and Trust Company, the Trustee until August 31, 2011 and Fidelity Management Trust Company, the Trustee from September 1, 2011, have certified that the following data in the accompanying financial statements and supplemental schedule is complete and accurate.

- Investments at fair value as shown in the Statement of Net Assets Available for Plan Benefits as of December 31, 2011 and December 31, 2010 (Fidelity Management Trust Company);
- Net increase or decrease in assets available for plan benefits as shown in Statement of Changes in Net Assets Available for Plan Benefits for the years ended December 31, 2011 and December 31, 2010 (Fidelity Management Trust Company);
- Schedule H, Line 4i; Schedule of Assets Held for Investment Purposes as of December 31, 2011 (Fidelity Management Trust Company) (except participant loans) and
- Investments that represent five percent or more of the Plan's net assets as reflected below.

The following table presents the fair value of investments in the Plan. Individual investments representing more than 5% of the Plan's net assets as of December 31, 2011 and 2010 are separately identified.

	<u>2011</u> <u>(Unaudited)</u>	<u>2010</u> <u>(Unaudited)</u>
Fidelity Investments: (Fidelity Management Trust Company)		
Mutual Funds		
BlackRock Equity Dividend Fund Class I	\$ 687,661	\$ 665,218
Heartland Value Plus Fund Class I	Less than 5%	627,705
Fidelity Retirement Money Market Portfolio	1,152,625	1,248,742
Fidelity Advisor Strategic Income Fund Class I	487,607	Less than 5%
Fidelity Advisor Mid Cap II Fund Class I	1,082,787	1,560,245
Fidelity Advisor New Insights Fund Class I	1,452,142	1,588,777
Fidelity Advisor Freedom 2030 Class I	680,222	691,878
Fidelity Advisor Freedom 2040 Class I	558,364	573,399
Other mutual funds	3,121,145	3,046,836
Participant loans	241,840	155,677
	<u>\$ 9,464,393</u>	<u>\$10,158,477</u>

NOTES TO FINANCIAL STATEMENTS

December 31, 2011 and 2010

NOTE 9 – TERMINATED PARTICIPANTS

The balance of net assets available for plan benefits at December 31, 2011 includes \$2,047,949 in the vested accounts of 96 participants who are no longer employed by the Company.

NOTE 10 – PROHIBITED TRANSACTIONS

Changes in payroll schedules by the Company instituted in 2011 had the unintended consequence of causing a portion of participant contributions and loan payments to be submitted on an untimely basis. Subsequent to the plan year ended December 31, 2011, those procedures were modified to ensure timeliness under U.S. Department of Labor (“DOL”) regulations.

During the plan year ended December 31, 2011, on twenty occasions, participant contributions and loan payments totaling \$120,040 were not submitted on a timely basis per DOL regulations. These are considered nonexempt prohibited transactions by the DOL. Although the contributions were made during the Plan year and are therefore not considered payable to the Plan, the Company must reimburse the Plan for the amount of lost earnings from the dates the payments should have been made to the dates the payments were received by the Plan. For this reason, the payments are considered a contribution pending correction under the DOL’s Volunteer Fiduciary Correction Program (“VCFP”). Participant loan balances and participant interest earned must also be adjusted for interest that accrued from the dates the payments should have been made to the dates the payments were received by the Plan. Subsequent to the year ended December 31, 2011, the Company paid the lost earnings of \$51 to the Plan in full. Participant loan balances and participant interest were reduced by \$7.

TICKETS.COM 401(K) RETIREMENT PLAN

EIN 06-1424841

PN 001

SCHEDULE H, LINE 4a

SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

As of December 31, 2011

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Check here if Late Participant Loan Repayments Are included: ☒			\$4,465	
Check here if Late Participant Loan Repayments Are included: ☒			\$5,333	
Check here if Late Participant Loan Repayments Are included: ☒			\$4,464	
Check here if Late Participant Loan Repayments Are included: ☒			\$4,824	
Check here if Late Participant Loan Repayments Are included: ☒			\$4,641	

TICKETS.COM 401(K) RETIREMENT PLAN

EIN 06-1424841

PN 001

SCHEDULE H, LINE 4a

SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

As of December 31, 2011

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Check here if Late Participant Loan Repayments Are included: ☒			\$4,324	
Check here if Late Participant Loan Repayments Are included: ☒			\$4,262	
Check here if Late Participant Loan Repayments Are included: ☒			\$4,082	
Check here if Late Participant Loan Repayments Are included: ☒			\$3,637	
Check here if Late Participant Loan Repayments Are included: ☒			\$3,717	

TICKETS.COM 401(K) RETIREMENT PLAN

EIN 06-1424841

PN 001

SCHEDULE H, LINE 4a

SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

As of December 31, 2011

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Check here if Late Participant Loan Repayments Are included: ☒			\$3,751	
Check here if Late Participant Loan Repayments Are included: ☒			\$3,760	
Check here if Late Participant Loan Repayments Are included: ☒			\$3,857	
Check here if Late Participant Loan Repayments Are included: ☒			\$3,814	
Check here if Late Participant Loan Repayments Are included: ☒			\$3,995	

TICKETS.COM 401(K) RETIREMENT PLAN

EIN 06-1424841

PN 001

SCHEDULE H, LINE 4a

SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

As of December 31, 2011

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Check here if Late Participant Loan Repayments Are included: ☒			\$3,975	
Check here if Late Participant Loan Repayments Are included: ☒			\$3,878	
Check here if Late Participant Loan Repayments Are included: ☒			\$3,982	
Check here if Late Participant Loan Repayments Are included: ☒			\$4,126	
Check here if Late Participant Loan Repayments Are included: ☒			\$41,153	

TICKETS.COM 401(K) RETIREMENT PLAN

EIN 06-1424841

PN 001

SCHEDULE H, LINE 4i
SCHEDULE OF ASSETS (HELD AT THE END OF THE YEAR)

As of December 31, 2011

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
	Mutual funds			
*		Dreyfus Small Cap Stock Index Fund	**	\$83,087
*		Thornburg International Value Fund Class R5	**	256,356
*		Oppenheimer Developing Markets Fund Class Y	**	291,991
*		Nuveen Mid Cap Index Fund Class I	**	46,289
*		Dreyfus Basis S&P 500 Stock Index Fund	**	222,426
*		Heartland Inflation Plus R5	**	61,962
*		BlackRock Equity Dividend Fund Class I	**	687,661
*		Heartland Value Plus Fund Class I	**	398,497
*		Heartland Select Value Fund Class I	**	184,479
*		JP Morgan Core Bond Fund Select Class	**	228,582
*		Fidelity Advisor Small Cap Fund Class I	**	460,642
*		Fidelity Advisor Strategic Income Fund Class I	**	487,607
*		Fidelity Advisor Asset Manager 50% Fund Class I	**	89,387
*	Fidelity Investments	Fidelity Advisor Mid Cap II Fund Class I	**	1,082,787
*		Fidelity Advisor Freedom Income Fund Class I	**	44,565
*		Fidelity Advisor New Insights Fund Class I	**	1,452,142
*		Fidelity Advisor Freedom 2005 Class I	**	95
*		Fidelity Advisor Freedom 2010 Class I	**	8,503
*		Fidelity Advisor Freedom 2015 Class I	**	5,085
*		Fidelity Advisor Freedom 2020 Class I	**	286,016
*		Fidelity Advisor Freedom 2025 Class I	**	113,660
*		Fidelity Advisor Freedom 2030 Class I	**	680,222
*		Fidelity Advisor Freedom 2035 Class I	**	138,588
*		Fidelity Advisor Freedom 2040 Class I	**	558,364
*		Fidelity Advisor Freedom 2045 Class I	**	127,538
*		Fidelity Advisor Freedom 2050 Class I	**	73,397
	Cash and cash equivalents			
*	Fidelity Investments	Fidelity Retirement Money Market Portfolio	**	1,152,625
*	Participant loans	Varying maturities, interest rates: 4.25% - 10.25%	\$-0-	<u>241,840</u>
				<u>\$9,464,393</u>

* Represents a party-in-interest

** Cost information omitted with respect to participant directed investment