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

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
UNITED TALENT AGENCY, INC. 401K PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1995

2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan)

UNITED TALENT AGENCY, INC.

9560 WILSHIRE BLVD
BEVERLY HILLS, CA 90212-2427

2b Employer Identification Number (EIN) 95-4312582

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

2d Business code (see instructions) 711410

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/10/2012	JEFFREY DALLA BETTA
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

9560 WILSHIRE BLVD
BEVERLY HILLS, CA 90212-2427

3b Administrator's EIN
95-4312582

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

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	373
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**	318
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	116
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	434
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	434
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	289
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	21
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

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

OMB No. 1210-0110

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
UNITED TALENT AGENCY, INC. 401K PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
95-4312582

Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions

Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
NATIONWIDE LIFE INSURANCE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
31-4156830	66869	GAP54N706	289	01/01/2011	12/31/2011

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
73223	16882

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

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

FINANCIAL TELESIS INC
4340 REDWOOD HIGHWAY
SUITE A 23
SAN RAFAEL, CA 94903

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
73223	16882	FEES	3

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	0
5	Current value of plan's interest under this contract in separate accounts at year end	5	11787132

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

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

(3) ☐ other (specify) ▶

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

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

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

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

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

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	0
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	0
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in **c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**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
UNITED TALENT AGENCY, INC. 401K PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
95-4312582

Part I 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

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

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

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

JHW FINANCIAL SERVICES INC

4340 REDWOOD HIGHWAY
SUITE A 23
SAN RAFAEL, CA 94903

(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?
26 27	INVESTMENT ADVISORY	73223	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

NATIONWIDE

ONE NATIONWIDE PLAZA
COLUMBUS, OH 43215

31-4156830

(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?
15 18	CUSTODIAL RECORDKEEPER	47585	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

BENEFIT PLANNING, INC.

4640 ADMIRALTY WAY
NINTH FLOOR
MARINA DEL REY, CA 90292-6630

95-2700755

(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?
13	CONTRACT ADMINISTRATOR	18306	Yes [ ] No [X]	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
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

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
UNITED TALENT AGENCY, INC. 401K PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
95-4312582

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: QUALIFIED PLANS VARIABLE ACCOUNT

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions)
31-4156830-009	P	11785134

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN

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
UNITED TALENT AGENCY, INC. 401K PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
95-4312582

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	31902	22945
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	370775	503633
(2) U.S. Government securities	1c(2)	428206	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)	45548	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	1554732	1377391
(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)	305775	327393
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	10824033	11787132
(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)	995294	1502082
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	14556265	15520576
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	14556265	15520576

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)	22945	
	(B) Participants	2a(1)(B)	1419396	
	(C) Others (including rollovers)	2a(1)(C)	129759	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1572100
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	37117	
	(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)	13230	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		50347
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)	38543	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		38543
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	1627395	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	1697608	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		-70213

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	-106832	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-106832
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1483945
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	501223	
(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)		501223
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	18411	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		18411
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		519634
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		964311
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

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

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

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
UNITED TALENT AGENCY, INC. 401K PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
95-4312582

Part I Distributions

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

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

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

EIN(s): 31-4156830 95-7000473

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

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

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

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

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

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

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

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

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.

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):

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

FINANCIAL STATEMENTS AND SUPPLEMENTARY INFORMATION

DECEMBER 31, 2011 AND 2010

with

REPORT OF INDEPENDENT AUDITORS

Sobul Primes & Schenkel
Certified Public Accountants
A Professional Corporation

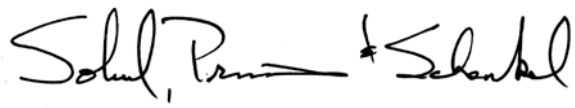
David M. Primes, CPA.CITP
Richard J. Schenkel, CPA
Christopher D. Morris, CPA
Steven H. Levitt, CPA
Jeffrey B. Cameron, CPA
Kyle C. Taylor, CPA
Stephen S. Sobul, Retired

Independent Auditor's Report

We were engaged to audit the financial statements of United Talent Agency, Inc. 401(k) Profit Sharing Plan as of December 31, 2011 and 2010, and for the year ended December 31, 2011, and the supplemental schedules as of and for the year ended December 31, 2011. These financial statements and schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Nationwide Life Insurance Company, the custodian of the plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the custodian holds the plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of and for the years ended December 31, 2011 and 2010, that the information provided to the plan administrator by the custodian is complete and accurate.

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



September 27, 2012

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

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2011 AND 2010

	2011	2010
ASSETS		
Investments, at fair value		
Pooled separate accounts	$11,787,132	$10,824,033
Brokerage accounts:		
Cash and money market accounts	503,633	213,834
Certificates of deposit	0	156,941
Common stocks and corporate bonds	1,377,391	1,600,280
Mutual funds	1,502,082	995,294
U.S. Government securities	0	428,206
TOTAL INVESTMENTS	15,170,238	14,218,588
Receivables		
Notes receivable from participants	327,393	305,775
Employer QNEC contributions	22,945	31,902
TOTAL RECEIVABLES	350,338	337,677
NET ASSETS AVAILABLE FOR BENEFITS	$15,520,576	$14,556,265

The Accompanying Notes are an Integral Part of These Financial Statements

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

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEAR ENDED DECEMBER 31, 2011

Additions to Net Assets attributed to:		
Investment Income:		
Interest	$ 50,347	
Dividends	38,543	
TOTAL INVESTMENT INCOME		$ 88,890
Contributions:		
Participant contributions, including rollovers	1,549,155	
Employer QNEC	22,945	
TOTAL CONTRIBUTIONS		1,572,100
TOTAL ADDITIONS		1,660,990
Deductions from Net Assets attributed to:		
Net decrease in fair value of investments	177,045	
Benefits paid to participants	501,223	
Brokerage account administrative fees	18,411	
TOTAL DEDUCTIONS		696,679
NET INCREASE		964,311
Net assets available for benefits, beginning of year		14,556,265
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR		$15,520,576

The Accompanying Notes are an Integral Part of These Financial Statements

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

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

NOTE 1 - DESCRIPTION OF PLAN

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

(a) General

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

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

(b) Eligibility

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

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

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

NOTE 1 - DESCRIPTION OF PLAN (continued)

(c) Participant Accounts

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

(d) Vesting

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

(e) Participant Loans

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

(f) Payment of Benefits

Upon termination of service or normal retirement age (defined as the later of when an employee reaches the age of 65 or after the first day of the first plan year in which participation commenced) benefits are paid upon request in accordance with the plan. Additionally, in the event of death, participants become 100% vested in their account balances and benefits are paid in accordance with the plan.

NOTE 1 - DESCRIPTION OF PLAN (continued)

(g) Forfeitures

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

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of Accounting

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

(b) Investments

Investments are 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.

(c) Administration Costs

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

(d) Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

(e) Estimates

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

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(f) Payment of Benefits

Benefits are recorded when paid. At December 31, 2011, the amount of unpaid distributions to terminated employees was $0.

(g) Cash and Cash Equivalents

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

(h) Subsequent Events

In preparing these financial statements, the plan administrator has evaluated events and transactions for potential recognition or disclosure through September 27, 2012, the date the financial statements were available to be issued.

NOTE 3 - INVESTMENTS

(a) Information Certified by Custodian

For 2011 and 2010, the financial information for the pooled separate accounts included in the plan financial statements, except for contributions receivable, contributions, and distributions for withdrawals and terminations, has been derived from information certified as complete and accurate by the custodian, in accordance with Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

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

NOTE 3 - INVESTMENTS (continued)

Investments at Fair Value:	2011	2010
Pooled Separate Accounts	$ 11,787,132	$ 10,824,033
Investment Gains (Losses)	$ (235,109)	$ 1,676,742
Interest	$ 13,230	$ 11,727

(b) Investment Options

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

(c) Investments that Represent 5% of Total Assets

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

	2011	2010
Dreyfus S&P 500 Index Fund	$ 1,120,681	$ 1,186,840
Janus Twenty Fund	807,059	815,761
Nw Money Market Inst.	958,690	996,964
PIMCO Total Return Fund	1,447,601	1,320,165
Apple, Inc.	833,085	N/A

During 2011, the plan's investments (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value by $177,045 as follows:

Pooled separate accounts	$ (235,109)
Common stocks, corporate bonds, and mutual funds held at brokerage accounts	58,064
	$ (177,045)

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.

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 consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, and Level 3 inputs are unobservable and have the lowest priority. The plan uses appropriate valuation techniques based on the available inputs to measure the 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.

Level 1 Fair Value Measurements

The fair value of mutual funds is based on quoted net asset values of the shares held by the plan at year-end. The fair values of common stocks, corporate bonds, and U.S. Government securities are based on the closing price reported on the active market where the individual securities are traded.

Level 3 Fair Value Measurements

Loans to plan participants are valued at amortized cost which approximates fair value.

The following tables set forth, by level within the fair value hierarchy, the plan's investments at fair value as of December 31, 2011 and 2010:

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

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

NOTE 4 - FAIR VALUE MEASUREMENTS (continued)

		Fair Value Measurements at	
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Unobservable Inputs (Level 3)
December 31, 2011			
Mutual funds:			
Index funds	$ 2,169,650	$ 2,169,650	$ 0
Fixed income funds	2,325,904	2,325,904	
Balanced funds	1,306,834	1,306,834	
Growth funds	5,384,287	5,384,287	
Value funds	1,093,715	1,093,715	
Common stock:			
Capital goods	6,557	6,557	
Consumer cyclical	7,741	7,741	
Consumer/Non-cyclical	38,627	38,627	
Energy	31,325	31,325	
Financial	79,513	79,513	
Healthcare	164,769	164,769	
International	3,609	3,609	
Materials	4,073	4,073	
Services	86,018	86,018	
Technology	859,783	859,783	
Transportation	4,767	4,767	
Utilities	90,609	90,609	
Cash equivalents and certificates of deposit	1,512,452	1,512,452	
Notes receivable from participants	327,393	0	327,393
Total assets at fair value	$ 15,497,626	$ 15,170,233	$ 327,393

NOTE 4 - FAIR VALUE MEASUREMENTS (continued)

December 31, 2010

Mutual funds:			
Index funds	$ 1,979,373	1,979,373	
Fixed income funds	2,134,291	2,134,291	
Balanced funds	1,101,856	1,101,856	
Growth funds	4,472,512	4,472,512	
Value funds	1,100,404	1,100,404	
Common stock:			
Capital goods	8,844	8,844	
Consumer cyclical	8,513	8,513	
Consumer/Non-cyclical	22,014	22,014	
Energy	31,664	31,664	
Financial	257,061	257,061	
Healthcare	121,371	121,371	
International	74,427	74,427	
Materials	17,456	17,456	
Services	219,985	219,985	
Technology	810,739	810,739	
Transportation	8,352	8,352	
Utilities	19,854	19,854	
U.S. Government securities	428,206	428,206	
Cash equivalents and certificates of deposit	1,401,669	1,401,669	
Notes receivable from participants	305,775	0	305,775
Total assets at fair value	$ 14,524,366	$ 14,218,591	$ 305,775

NOTE 4 - FAIR VALUE MEASUREMENTS (continued)

The following tables reconcile the beginning and ending balances of fair value measurements using significant unobservable inputs (Level 3) of the participant loan balances for the years ended December 31, 2011 and 2010:

December 31, 2011

Beginning balance	$	305,775
Total gains or losses included in changes in net assets available for benefits		0
Purchases, issuances, sales, and settlements (net):		21,618
Ending balance	$	327,393

December 31, 2010

Beginning balance	$	228,698
Total gains or losses included in changes in net assets available for benefits		0
Purchases, issuances, sales, and settlements (net):		77,077
Ending balance	$	305,775

NOTE 5 - TAX STATUS

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

NOTE 6 - PLAN TERMINATION

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

SUPPLEMENTAL SCHEDULES PROVIDED

PURSUANT TO THE DEPARTMENT OF LABOR RULES AND REGULATIONS

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

SCHEDULE 1 - ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2011

Identity of Issue, Borrower, Lessor or Similar Party	Description	Cost	Current Value
Cash Equivalents & Certificates of Deposit			
Merrill Lynch	Cash		$ 846
Oppenheimer	Advantage Primary Liquidation Fund		9,364
Goldman Sachs	Bank Deposit		101,349
Merrill Lynch	BIF Money Fund		25,226
JP Morgan	Blackrock Provident Institutional Funds		31,011
City National	CNI Charter Prime Money Market Inst.		6,298
JP Morgan	Prime Money Market Fund		139,008
JP Morgan	US Treasury Plus Money Market Fund		190,531
TOTAL CASH EQUIVALENTS & CERTIFICATES OF DEPOSIT			503,633
Pooled Separate Accounts			
Nationwide Life Ins. Co.	Aberdeen Emerging Markets		272,265
Nationwide Life Ins. Co.	American Century Income & Growth Fund		15,226
Nationwide Life Ins. Co.	American Century Int'l Growth Fund		5,629
Nationwide Life Ins. Co.	American Century Real Estate Fund		165,032
Nationwide Life Ins. Co.	American Century Short-Term Govt' Fund		155,140
Nationwide Life Ins. Co.	American Century Ultra Fund		456,060
Nationwide Life Ins. Co.	American Century Value Fund		69,780
Nationwide Life Ins. Co.	Blackrock Health Sciences Opp		98,865
Nationwide Life Ins. Co.	Dreyfus Appreciation Fund		146,138
Nationwide Life Ins. Co.	Dreyfus Opportunity Small Cap		9,453
Nationwide Life Ins. Co.	Dreyfus S&P 500 Index Fund		1,120,681
Nationwide Life Ins. Co.	Federated High-Yield Fund		154,797
Nationwide Life Ins. Co.	Fidelity Advisor Equity Income Fund		133,329
Nationwide Life Ins. Co.	Fidelity Advisor Growth Opp Fund		269,014
Nationwide Life Ins. Co.	Franklin Msf Mutshrsfund		21,312
Nationwide Life Ins. Co.	Franklin Small-Mid Cap Growth Fund		48,087

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

SCHEDULE 1 - ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2011

Identity of Issue, Borrower, Lessor or Similar Party	Description	Cost	Current Value
Pooled Separate Accounts (continued)			
Nationwide Life Ins. Co.	Franklin Templeton Foreign Fund		452,431
Nationwide Life Ins. Co.	Franklin Balance Sheet Investment Fund		60,224
Nationwide Life Ins. Co.	Invesco Dynamic		62,760
Nationwide Life Ins. Co.	Invesco SmallCap Growth Index		153,137
Nationwide Life Ins. Co.	Invesco Value Fund Common Stock		185,543
Nationwide Life Ins. Co.	Invesco Value Fund Growth		130,880
Nationwide Life Ins. Co.	Janus Balanced Fund		373,533
Nationwide Life Ins. Co.	Janus Fund		300,280
Nationwide Life Ins. Co.	Janus Twenty Fund		807,059
Nationwide Life Ins. Co.	Janus Worldwide Fund		189,237
Nationwide Life Ins. Co.	Mfs Total Return Fund		211,897
Nationwide Life Ins. Co.	NeubergerBerman Genesis Fund		460,405
Nationwide Life Ins. Co.	Nw Bd Index		127,882
Nationwide Life Ins. Co.	Nw Govt Bd		89,478
Nationwide Life Ins. Co.	Nw Inv Dest Aggr Sc		492,762
Nationwide Life Ins. Co.	Nw Inv Dest Cnsrv Sc		119,069
Nationwide Life Ins. Co.	Nw Inv Dest Mod Sc		406,424
Nationwide Life Ins. Co.	Nw Inv Dest Mod Aggr Sc		484,516
Nationwide Life Ins. Co.	Nw Inv Dest Mod Cnsrv Sc		306,215
Nationwide Life Ins. Co.	Nw Money Market Inst.		958,690
Nationwide Life Ins. Co.	Nw Money Market Prime		50,129
Nationwide Life Ins. Co.	Nw Mdcap Mkt Indx A		98,149
Nationwide Life Ins. Co.	Nw Smcap Indx A		98,017
Nationwide Life Ins. Co.	Oppenheimer Strategic Income Fund		180,179
Nationwide Life Ins. Co.	Oppenheimer Global Fund		157,515
Nationwide Life Ins. Co.	PIMCO Total Return Fund		1,447,601
Nationwide Life Ins. Co.	Wells Fargo Advantage Comm. Stock Fund		70,564
Nationwide Life Ins. Co.	Wells Fargo Adv. Small Cap Value Fund		108,191
Nationwide Life Ins. Co.	WSTYX Ivy Science & Technology Y		63,557

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

SCHEDULE 1 - ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2011

Identity of Issue, Borrower, Lessor or Similar Party	Description	Cost	Current Value
TOTAL POOLED SEPARATE ACCOUNTS			11,787,132
Common Stocks and Corporate Bonds			
City National	ACE Limited		5,259
City National	AGCO Corp.		3,223
City National	American Water Works Co., Inc.		2,230
City National	Amgen, Inc		2,568
City National	Apache Corp.		2,265
City National; JP Morgan	Apple Inc		833,085
City National	Archer Daniels Midland		3,432
City National	Avon Products Inc		2,446
JP Morgan	Bank of America Corp.		8,340
City National	Barrick Gold Corp.		4,073
City National	Baxter International		3,464
City National	Big Lots Inc		4,531
City National	Celgene Corp.		5,408
JP Morgan	Charming Shoppes Inc		19,600
City National	Chevron Corp.		5,852
Goldman Sachs	Citigroup Inc.		1,316
City National	Comcast Corp.		4,505
City National	Companhia De Bebidas		3,609
City National	Conagra Foods Inc		3,432
City National	ConocoPhililips		2,550
City National	CVS/Caremark Corp.		3,874
City National	East West Bancorp		3,160
City National	Edison International		3,726
City National	EMC Corp.		3,446
City National	Emerson Electric Co		3,354
City National	Exxon Mobil Corp.		7,205
City National	Gilead Sciences Inc.		3,888

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

SCHEDULE 1 - ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2011

Identity of Issue, Borrower, Lessor or Similar Party	Description	Cost	Current Value
Common Stocks and Corporate Bonds (continued)			
Goldman Sachs	Goldman Sachs Group Inc		41,598
JP Morgan	Google Inc.		5,813
City National	Halliburton Company		3,106
City National	Intl. Business Machines Corp.		4,965
JP Morgan	Intuitive Surgical Inc.		138,903
City National	Iron Mountain Inc.		4,466
City National	J.P. Morgan Chase & Co.		2,660
City National	L-3 Communications Hldgs. Inc.		3,334
City National	Mastercard Inc.		4,101
City National	Mattel Inc.		3,886
City National	MetroPCS Communications Inc.		1,562
City National	Microsoft Corp.		1,298
City National	Mylan Inc.		3,648
City National	National Oilwell Varco Inc		2,720
City National	Nike Inc.		3,855
City National	Oracle Corp.		3,719
City National	Peabody Energy Corp		1,324
City National	Pepsico Inc		2,986
City National	Prudential Financial Inc.		3,258
City National	Public Storage		3,362
City National	Qualcomm Inc.		4,103
City National	Shire		3,117
City National	St. Jude Medical Inc		3,773
City National	State Street Corp.		3,023
City National	Target Corp.		4,610
City National	Teco Energy Inc.		2,871

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

SCHEDULE 1 - ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2011

Identity of Issue, Borrower, Lessor or Similar Party	Description	Cost	Current Value
Common Stocks and Corporate Bonds (continued)			
City National	The Mosaic		2,269
City National	Union Pacific Corp.		4,767
City National; JP Morgan	Verizon Communications		84,653
City National	Wal-Mart Stores Inc.		3,287
City National	Waste Management Inc.		2,944
City National	Wells Fargo & Co.		3,307
City National	Willis Group Holdings Ltd.		3,492
JP Morgan	Wynn Resorts Ltd		60,770
TOTAL COMMON STOCKS AND CORPORATE BONDS			1,377,391
Mutual Funds			
JP Morgan	American High Income Tr		33,083
JP Morgan	Artio Global Invt. Fds. International Equity		8,446
Oppenheimer	Artisan Intl Value Fd Inv		19,347
City National	CNI Charter High Yld Bd Fd		13,423
Oppenheimer	Dividend Growthtrust Rising		34,486
City National	Dodge & Cox Intl Stock		27,006
Oppenheimer	Doubleline Fds Tr		33,713
Oppenheimer	Eaton Vance Atlanta Cap SMID		27,202
City National	Eaton Vance Strct		42,377
Oppenheimer	FPA Crescent Portfolio Instl		53,201
Goldman Sachs	GS Credit Strategies Fund		93,146
Goldman Sachs	GS Local Emerging Markets Debt Fund		86,812
JP Morgan	ING Mutual Funds		11,565
JP Morgan	Ishares Trust Barclays Treasury Fund		100,703
Merrill Lynch	Ishares Trust Barclays 20+ Yr		2,910
Merrill Lynch	Ishares Trust Barclays Tips Bo		5,018

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

SCHEDULE 1 - ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2011

Identity of Issue, Borrower, Lessor or Similar Party	Description	Cost	Current Value
Mutual Funds (continued)			
Merrill Lynch	Ishares Trust Barclays 3-7 Yea		10,251
Merrill Lynch	Ishares Trust Barclays MGS Bon		31,881
Merrill Lynch	Ishares Trust JP Morgan Em Bon		6,366
Merrill Lynch	Ishares Trust Iboxx $		21,842
JP Morgan; Merrill Lynch	Ishares Trust MSCI Eafe Index Fund		20,555
JP Morgan	Ishares Trust MSCI Eafe Value Index Fund		8,369
JP Morgan	Ishares Trust MSCI Eafe Growth Index Fund		9,102
JP Morgan	Ishares Trust MSCI Emerging Markets Index Fun		1,935
JP Morgan	Ishares Trust Russell 1000 Growth Index Fund		51,318
JP Morgan	Ishares Trust Russell 1000 Index Fund		13,943
JP Morgan	Ishares Trust Russell 1000 Value Index Fund		48,435
JP Morgan	Ishares Trust Russell 2000 Growth Index Fund		29,565
JP Morgan	Ishares Trust Russell 2000 Value Index Fund		28,028
JP Morgan	Ishares Trust Russell Midcap Growth Index Fund		34,517
JP Morgan	Ishares Trust Russell Midcap Index Fund		10,728
JP Morgan	Ishares Trust Russell Midcap Value Index Fund		33,721
Oppenheimer	IVA Fiduciary Tr		50,831
JP Morgan	Lazard Emerging Markets		8,421
JP Morgan	Legg Mason Clearbridge		11,618
Oppenheimer	Nuveen NWQVL Oppty Class R		24,002
JP Morgan	Oppenheimer International Growth		10,030
Oppenheimer	Osterweis Strategic Income Fd		32,329
Oppenheimer	Parnassus Eqty		53,458
Oppenheimer	Pimco All Asset		32,096
JP Morgan	PIMCO High Yield Cl A		11,206
Merrill Lynch	Powershares Global		2,492
Oppenheimer	Poplar Forest Partners Fund Instl		24,856
JP Morgan	Proshares Tr II Ultrashort Euro		11,294
Oppenheimer	Royce Fund		20,658
City National	Royce Penn. Mutual Fund		10,506

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

SCHEDULE 1 - ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2011

Identity of Issue, Borrower, Lessor or Similar Party	Description	Cost	Current Value
Mutual Funds (continued)			
Merrill Lynch	Spdr Barcly Cptal Intl		3,706
Merrill Lynch	Spdr Barcly Cptal High		8,959
Oppenheimer	TCW Falileo Emerging Markets		26,090
Oppenheimer	Templeton Global Bd Fd		35,379
Merrill Lynch	Vanguard Small Cap		4,047
Merrill Lynch	Vanguard Value ETF		36,061
Merrill Lynch	Vanguard Growth ETF		49,037
Merrill Lynch	Vanguard MSCI Emerging		2,789
Merrill Lynch	Vanguard Intermediate		16,437
Merrill Lynch	Vanguard Short Term Bond		17,623
Oppenheimer	Wells Fargo Advantage Fds		17,732
Oppenheimer	WHG Income Opportunity Instl Open End		27,431
TOTAL MUTUAL FUNDS			1,502,082
Participant Loans	4.25% - 9.25%	-0-	327,393
Contribution Receivable			22,945
TOTAL ASSETS (HELD AT END OF YEAR)			$ 15,520,576

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

SCHEDULE 2 - REPORTABLE TRANSACTIONS

DECEMBER 31, 2011

Schedule is not applicable as there were no transactions or series of transactions in excess of five percent of the fair value of plan assets as of December 31, 2011.

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

SCHEDULE 3 - PARTY-IN-INTEREST TRANSACTIONS

DECEMBER 31, 2011

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

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

SCHEDULE 1 - ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2011

Identity of Issue, Borrower, Lessor or Similar Party	Description	Cost	Current Value
Cash Equivalents & Certificates of Deposit			
Merrill Lynch	Cash		$ 846
Oppenheimer	Advantage Primary Liquidation Fund		9,364
Goldman Sachs	Bank Deposit		101,349
Merrill Lynch	BIF Money Fund		25,226
JP Morgan	Blackrock Provident Institutional Funds		31,011
City National	CNI Charter Prime Money Market Inst.		6,298
JP Morgan	Prime Money Market Fund		139,008
JP Morgan	US Treasury Plus Money Market Fund		190,531
TOTAL CASH EQUIVALENTS & CERTIFICATES OF DEPOSIT			503,633
Pooled Separate Accounts			
Nationwide Life Ins. Co.	Aberdeen Emerging Markets		272,265
Nationwide Life Ins. Co.	American Century Income & Growth Fund		15,226
Nationwide Life Ins. Co.	American Century Int'l Growth Fund		5,629
Nationwide Life Ins. Co.	American Century Real Estate Fund		165,032
Nationwide Life Ins. Co.	American Century Short-Term Govt' Fund		155,140
Nationwide Life Ins. Co.	American Century Ultra Fund		456,060
Nationwide Life Ins. Co.	American Century Value Fund		69,780
Nationwide Life Ins. Co.	Blackrock Health Sciences Opp		98,865
Nationwide Life Ins. Co.	Dreyfus Appreciation Fund		146,138
Nationwide Life Ins. Co.	Dreyfus Opportunity Small Cap		9,453
Nationwide Life Ins. Co.	Dreyfus S&P 500 Index Fund		1,120,681
Nationwide Life Ins. Co.	Federated High-Yield Fund		154,797
Nationwide Life Ins. Co.	Fidelity Advisor Equity Income Fund		133,329
Nationwide Life Ins. Co.	Fidelity Advisor Growth Opp Fund		269,014
Nationwide Life Ins. Co.	Franklin Msf Mutshrsfund		21,312
Nationwide Life Ins. Co.	Franklin Small-Mid Cap Growth Fund		48,087

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

SCHEDULE 1 - ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2011

Identity of Issue, Borrower, Lessor or Similar Party	Description	Cost	Current Value
Pooled Separate Accounts (continued)			
Nationwide Life Ins. Co.	Franklin Templeton Foreign Fund		452,431
Nationwide Life Ins. Co.	Franklin Balance Sheet Investment Fund		60,224
Nationwide Life Ins. Co.	Invesco Dynamic		62,760
Nationwide Life Ins. Co.	Invesco SmallCap Growth Index		153,137
Nationwide Life Ins. Co.	Invesco Value Fund Common Stock		185,543
Nationwide Life Ins. Co.	Invesco Value Fund Growth		130,880
Nationwide Life Ins. Co.	Janus Balanced Fund		373,533
Nationwide Life Ins. Co.	Janus Fund		300,280
Nationwide Life Ins. Co.	Janus Twenty Fund		807,059
Nationwide Life Ins. Co.	Janus Worldwide Fund		189,237
Nationwide Life Ins. Co.	Mfs Total Return Fund		211,897
Nationwide Life Ins. Co.	NeubergerBerman Genesis Fund		460,405
Nationwide Life Ins. Co.	Nw Bd Index		127,882
Nationwide Life Ins. Co.	Nw Govt Bd		89,478
Nationwide Life Ins. Co.	Nw Inv Dest Aggr Sc		492,762
Nationwide Life Ins. Co.	Nw Inv Dest Cnsrv Sc		119,069
Nationwide Life Ins. Co.	Nw Inv Dest Mod Sc		406,424
Nationwide Life Ins. Co.	Nw Inv Dest Mod Aggr Sc		484,516
Nationwide Life Ins. Co.	Nw Inv Dest Mod Cnsrv Sc		306,215
Nationwide Life Ins. Co.	Nw Money Market Inst.		958,690
Nationwide Life Ins. Co.	Nw Money Market Prime		50,129
Nationwide Life Ins. Co.	Nw Mdcap Mkt Indx A		98,149
Nationwide Life Ins. Co.	Nw Smcap Indx A		98,017
Nationwide Life Ins. Co.	Oppenheimer Strategic Income Fund		180,179
Nationwide Life Ins. Co.	Oppenheimer Global Fund		157,515
Nationwide Life Ins. Co.	PIMCO Total Return Fund		1,447,601
Nationwide Life Ins. Co.	Wells Fargo Advantage Comm. Stock Fund		70,564
Nationwide Life Ins. Co.	Wells Fargo Adv. Small Cap Value Fund		108,191
Nationwide Life Ins. Co.	WSTYX Ivy Science & Technology Y		63,557

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

SCHEDULE 1 - ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2011

Identity of Issue, Borrower, Lessor or Similar Party	Description	Cost	Current Value
TOTAL POOLED SEPARATE ACCOUNTS			11,787,132
Common Stocks and Corporate Bonds			
City National	ACE Limited		5,259
City National	AGCO Corp.		3,223
City National	American Water Works Co., Inc.		2,230
City National	Amgen, Inc		2,568
City National	Apache Corp.		2,265
City National; JP Morgan	Apple Inc		833,085
City National	Archer Daniels Midland		3,432
City National	Avon Products Inc		2,446
JP Morgan	Bank of America Corp.		8,340
City National	Barrick Gold Corp.		4,073
City National	Baxter International		3,464
City National	Big Lots Inc		4,531
City National	Celgene Corp.		5,408
JP Morgan	Charming Shoppes Inc		19,600
City National	Chevron Corp.		5,852
Goldman Sachs	Citigroup Inc.		1,316
City National	Comcast Corp.		4,505
City National	Companhia De Bebidas		3,609
City National	Conagra Foods Inc		3,432
City National	ConocoPhililips		2,550
City National	CVS/Caremark Corp.		3,874
City National	East West Bancorp		3,160
City National	Edison International		3,726
City National	EMC Corp.		3,446
City National	Emerson Electric Co		3,354
City National	Exxon Mobil Corp.		7,205
City National	Gilead Sciences Inc.		3,888

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

SCHEDULE 1 - ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2011

Identity of Issue, Borrower, Lessor or Similar Party	Description	Cost	Current Value
Common Stocks and Corporate Bonds (continued)			
Goldman Sachs	Goldman Sachs Group Inc		41,598
JP Morgan	Google Inc.		5,813
City National	Halliburton Company		3,106
City National	Intl. Business Machines Corp.		4,965
JP Morgan	Intuitive Surgical Inc.		138,903
City National	Iron Mountain Inc.		4,466
City National	J.P. Morgan Chase & Co.		2,660
City National	L-3 Communications Hldgs. Inc.		3,334
City National	Mastercard Inc.		4,101
City National	Mattel Inc.		3,886
City National	MetroPCS Communications Inc.		1,562
City National	Microsoft Corp.		1,298
City National	Mylan Inc.		3,648
City National	National Oilwell Varco Inc		2,720
City National	Nike Inc.		3,855
City National	Oracle Corp.		3,719
City National	Peabody Energy Corp		1,324
City National	Pepsico Inc		2,986
City National	Prudential Financial Inc.		3,258
City National	Public Storage		3,362
City National	Qualcomm Inc.		4,103
City National	Shire		3,117
City National	St. Jude Medical Inc		3,773
City National	State Street Corp.		3,023
City National	Target Corp.		4,610
City National	Teco Energy Inc.		2,871

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

SCHEDULE 1 - ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2011

Identity of Issue, Borrower, Lessor or Similar Party	Description	Cost	Current Value
Common Stocks and Corporate Bonds (continued)			
City National	The Mosaic		2,269
City National	Union Pacific Corp.		4,767
City National; JP Morgan	Verizon Communications		84,653
City National	Wal-Mart Stores Inc.		3,287
City National	Waste Management Inc.		2,944
City National	Wells Fargo & Co.		3,307
City National	Willis Group Holdings Ltd.		3,492
JP Morgan	Wynn Resorts Ltd		60,770
TOTAL COMMON STOCKS AND CORPORATE BONDS			1,377,391
Mutual Funds			
JP Morgan	American High Income Tr		33,083
JP Morgan	Artio Global Invt. Fds. International Equity		8,446
Oppenheimer	Artisan Intl Value Fd Inv		19,347
City National	CNI Charter High Yld Bd Fd		13,423
Oppenheimer	Dividend Growthtrust Rising		34,486
City National	Dodge & Cox Intl Stock		27,006
Oppenheimer	Doubleline Fds Tr		33,713
Oppenheimer	Eaton Vance Atlanta Cap SMID		27,202
City National	Eaton Vance Strct		42,377
Oppenheimer	FPA Crescent Portfolio Instl		53,201
Goldman Sachs	GS Credit Strategies Fund		93,146
Goldman Sachs	GS Local Emerging Markets Debt Fund		86,812
JP Morgan	ING Mutual Funds		11,565
JP Morgan	Ishares Trust Barclays Treasury Fund		100,703
Merrill Lynch	Ishares Trust Barclays 20+ Yr		2,910
Merrill Lynch	Ishares Trust Barclays Tips Bo		5,018

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

SCHEDULE 1 - ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2011

Identity of Issue, Borrower, Lessor or Similar Party	Description	Cost	Current Value
Mutual Funds (continued)			
Merrill Lynch	Ishares Trust Barclays 3-7 Yea		10,251
Merrill Lynch	Ishares Trust Barclays MGS Bon		31,881
Merrill Lynch	Ishares Trust JP Morgan Em Bon		6,366
Merrill Lynch	Ishares Trust Iboxx $		21,842
JP Morgan; Merrill Lynch	Ishares Trust MSCI Eafe Index Fund		20,555
JP Morgan	Ishares Trust MSCI Eafe Value Index Fund		8,369
JP Morgan	Ishares Trust MSCI Eafe Growth Index Fund		9,102
JP Morgan	Ishares Trust MSCI Emerging Markets Index Fun		1,935
JP Morgan	Ishares Trust Russell 1000 Growth Index Fund		51,318
JP Morgan	Ishares Trust Russell 1000 Index Fund		13,943
JP Morgan	Ishares Trust Russell 1000 Value Index Fund		48,435
JP Morgan	Ishares Trust Russell 2000 Growth Index Fund		29,565
JP Morgan	Ishares Trust Russell 2000 Value Index Fund		28,028
JP Morgan	Ishares Trust Russell Midcap Growth Index Fund		34,517
JP Morgan	Ishares Trust Russell Midcap Index Fund		10,728
JP Morgan	Ishares Trust Russell Midcap Value Index Fund		33,721
Oppenheimer	IVA Fiduciary Tr		50,831
JP Morgan	Lazard Emerging Markets		8,421
JP Morgan	Legg Mason Clearbridge		11,618
Oppenheimer	Nuveen NWQVL Oppty Class R		24,002
JP Morgan	Oppenheimer International Growth		10,030
Oppenheimer	Osterweis Strategic Income Fd		32,329
Oppenheimer	Parnassus Eqty		53,458
Oppenheimer	Pimco All Asset		32,096
JP Morgan	PIMCO High Yield Cl A		11,206
Merrill Lynch	Powershares Global		2,492
Oppenheimer	Poplar Forest Partners Fund Instl		24,856
JP Morgan	Proshares Tr II Ultrashort Euro		11,294
Oppenheimer	Royce Fund		20,658
City National	Royce Penn. Mutual Fund		10,506

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

SCHEDULE 1 - ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2011

Identity of Issue, Borrower, Lessor or Similar Party	Description	Cost	Current Value
Mutual Funds (continued)			
Merrill Lynch	Spdr Barcly Cptal Intl		3,706
Merrill Lynch	Spdr Barcly Cptal High		8,959
Oppenheimer	TCW Falileo Emerging Markets		26,090
Oppenheimer	Templeton Global Bd Fd		35,379
Merrill Lynch	Vanguard Small Cap		4,047
Merrill Lynch	Vanguard Value ETF		36,061
Merrill Lynch	Vanguard Growth ETF		49,037
Merrill Lynch	Vanguard MSCI Emerging		2,789
Merrill Lynch	Vanguard Intermediate		16,437
Merrill Lynch	Vanguard Short Term Bond		17,623
Oppenheimer	Wells Fargo Advantage Fds		17,732
Oppenheimer	WHG Income Opportunity Instl Open End		27,431
TOTAL MUTUAL FUNDS			1,502,082
Participant Loans	4.25% - 9.25%	-0-	327,393
Contribution Receivable			22,945
TOTAL ASSETS (HELD AT END OF YEAR)			$ 15,520,576