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
NEDERLANDER PRODUCTIONS 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2007

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

NEDERLANDER PRODUCTIONS

1450 BROADWAY, 6TH FLOOR
NEW YORK, NY 10018

2b Employer Identification Number (EIN) 13-2589260

2c Sponsor's telephone number 212-840-5577

2d Business code (see instructions) 711300

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.	10/12/2012	FREIDA BELVISO
	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")
NEDERLANDER PRODUCTIONS

1450 BROADWAY - 6TH FLOOR
NEW YORK, NY 10018

3b Administrator's EIN
13-2589260

3c Administrator's telephone number
212-840-5577

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**	168
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**	140
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	27
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	167
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	167
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	110
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
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 2G 2J 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)		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)			**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
NEDERLANDER PRODUCTIONS 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
NEDERLANDER PRODUCTIONS

D Employer Identification Number (EIN)
13-2589260

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
ING LIFE INSURANCE AND ANNUITY COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
71-0294708	86509	877867	110	07/13/2011	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
5506	0

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

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

SIGNATURE SECURITIES GROUP CORP
29 WEST 38TH STREET, 9TH FLOOR
NEW YORK, NY 10018

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
5506			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	2252597

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 ▶ GROUP PENSION FUNDING

b	Balance at the end of the previous year			7b	3287
c	Additions: (1) Contributions deposited during the year	7c(1)	840		
	(2) Dividends and credits	7c(2)	0		
	(3) Interest credited during the year	7c(3)	7		
	(4) Transferred from separate account	7c(4)	0		
	(5) Other (specify below)	7c(5)			
	▶				
	(6) Total additions			7c(6)	847
d	Total of balance and additions (add **b** and **c(6)**).			7d	4134
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	4118		
	(2) Administration charge made by carrier	7e(2)	1		
	(3) Transferred to separate account	7e(3)	15		
	(4) Other (specify below)	7e(4)			
	▶				
	(5) Total deductions			7e(5)	4134
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 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
NEDERLANDER PRODUCTIONS 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
NEDERLANDER PRODUCTIONS

D Employer Identification Number (EIN)
13-2589260

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: MAP CONTRACT SEPARATE ACCOUNT D

b Name of sponsor of entity listed in (a): ING LIFE INSURANCE AND ANNUITY 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)
71-0294708-000	P	2252597

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)

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
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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
NEDERLANDER PRODUCTIONS 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
NEDERLANDER PRODUCTIONS

D Employer Identification Number (EIN)
13-2589260

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)	0	0
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	1916982	2252597
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	3287	0
(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	1920269	2252597
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	1920269	2252597

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)		
(B) Participants	2a(1)(B)	526596	
(C) Others (including rollovers)	2a(1)(C)	15936	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		542532
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		0
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		-42949
(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		499583
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	167034	
(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)		167034
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)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	221	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		221
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		167255
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		332328
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: ZWICK & BANYAI, PLLC (2) EIN: 38-3187343

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		1000000
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
NEDERLANDER PRODUCTIONS 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
NEDERLANDER PRODUCTIONS

D Employer Identification Number (EIN)
13-2589260

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): 71-0294708

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):

NEDERLANDER PRODUCTIONS 401(k) PLAN
&
SUPPLEMENTAL INFORMATION
FOR THE YEARS ENDED
DECEMBER 31, 2011 AND 2010

NEDERLANDER PRODUCTIONS 401(k) PLAN

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Zwick & Banyai, PLLC

Certified Public Accountants/Business Consultants

Oakland Commons II
20750 Civic Center Dr., Ste. 418
Southfield, MI 48076
Telephone (248) 356-2330
Facsimile (248) 356-2328
E-mail info@zwickcpa.com

Independent Auditors' Report

To the Trustees of the Nederlander Productions 401(k) Plan

We were engaged to audit the accompanying statements of net assets available for benefits of the Nederlander Productions 401(k) Plan (the "Plan") as of December 31, 2011 and 2010, and the related statements of changes in net assets available for benefits and the supplemental schedules of Schedule H, line 4i-Schedule of Assets (Held at End of Year) for the years then ended. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 10, which was certified by MetLife Insurance Company and ING Life Insurance and Annuity Company, the custodians of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that ING Life Insurance and Annuity Company held the Plan's investment assets and executed investment transactions as of December 31, 2011 and from July 7, 2010 to December 31, 2010 and that MetLife Insurance Company held the Plan's investments and executed investment for the period from January 1, 2010 to July 6, 2010. The Plan administrator has obtained a certification from the trustees as of and for the years ended December 31, 2011 and 2010 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 no audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The supplemental schedules are presented for the purposes of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, 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.

Zwick & Banyai, PLLC

October 5, 2012

NEDERLANDER PRODUCTIONS 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2011 AND 2010

ASSETS

	2011	2010
Investments, at fair value		
Cash and cash equivalents	$ 516	$ 177
Pooled separate accounts	2,252,081	1,916,805
Fixed account	-	3,287
Total investments	2,252,597	1,920,269
Net Assets Available for Benefits	$ 2,252,597	$ 1,920,269

See accompanying notes to financial statements

NEDERLANDER PRODUCTIONS 401(k) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

ADDITIONS (DEDUCTIONS)

Additions (deductions) to net assets attributed to:

	2011	2010
Investment income:		
Net appreciation (depreciation) in fair value of investment		
Fixed account	$ 7	$ -
Pooled separate accounts	(42,956)	163,897
Total investment income (loss)	(42,949)	163,897
Contributions:		
Participants'	526,596	466,398
Rollover	15,936	12,291
Total contributions	542,532	478,689
Total additions	499,583	642,586

DEDUCTIONS

Deductions from net assets attributed to:

Benefits paid to participants	167,034	13,406
Administration fees	221	250
Total deductions	167,255	13,656
Net increase	332,328	628,930

NET ASSETS AVAILABLE FOR BENEFITS

Beginning of year	1,920,269	1,291,339
End of year	$ 2,252,597	$ 1,920,269

See accompanying notes to financial statements

Note 1 – Description of Plan

The following brief description of the Nederlander Productions 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

General:

The Plan is a defined contribution plan covering eligible employees, as defined in the Plan, of Nederlander Productions and Cal. Ned, Inc. (collectively referred to as the "Company") who are at least 21 years of age and have completed three consecutive full calendar months of employment. The Plan was effective January 1, 2007.

Contributions:

Under the terms of the Plan, participants may contribute up to 75% of pretax compensation, as defined in the Plan, up to the limit in effect for the year ($16,500 in 2011 and 2010) as defined by the Internal Revenue Code ("IRC"). Participants aged 50 or older may make an additional "catch-up" contribution ($5,500 for 2011 and 2010). The Company may make a discretionary matching and/or non-elective contributions. Company matching contributions are allocated to participants who have completed 1,000 hours of service during the Plan year and are employed by the Company on the last day of the Plan year. The Company did not make a matching or non-elective contribution for the years ended December 31, 2011 and 2010.

Participant accounts:

Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contribution and an allocation of Company discretionary contributions and Plan earnings, and charged with withdrawals and allocation of Plan losses. Allocations are based on participant compensation 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.

Investment options:

Participants direct the investment of their contributions into investment options offered by the Plan which include money market accounts, pooled separate accounts and an unallocated insurance contract. Company contributions are invested in each participant's account according to participant's selected allocation. Participants may change or transfer their investment options at any time.

Note 1 – Description of Plan (Continued)

Vesting:

Participants are immediately 100% vested in their voluntary contributions, rollover contributions and related earnings thereon. Vesting in the Company's matching contributions portion of their accounts plus actual earnings thereon is based on years of continuous service. The vesting schedule is as follows:

Years of Service	Vested Percentage
2	20%
3	40%
4	60%
5	80%
6	100%

Payment of benefits:

On termination of service from the Company and due to death, disability or normal retirement at age 65, a participant may elect to receive a lump sum amount equal to the value of the vested interest in his or her account or a monthly annuity. Hardship withdrawals are permitted.

Forfeited Accounts:

Terminated participants' non-vested account balances shall be used to restore forfeitures, reduce Company contributions (or reallocate Company contributions), or to pay Plan expenses. As of December 31, 2011, there were 14 terminated participants still active in the Plan. These participants had a cumulative vested balance of $96,936. The Plan did not have a forfeiture balance during 2011.

Administrative expenses:

The Company absorbs most costs of the Plan (legal fees, audit fees, third party administration fees), however, the remaining costs are not deemed material to the financial statements presented. Investment fees and charges are absorbed by the Plan.

Note 2 – Summary of Significant Accounting Policies

Basis of accounting:

The accompanying financial statements have been prepared using the accrual method of accounting.

Use of estimates:

The preparation of financial statements in conformity with generally accepted accounting principles in the United States of America requires the Plan administrator to make estimates and assumptions that affect certain reported amounts of plan assets, liabilities and changes therein, and disclosures of contingent assets and liabilities. Actual results could differ from those estimates.

Note 2 – Summary of Significant Accounting Policies (continued)

Investment valuation and income recognition:

Investments in pooled separate accounts are reported at fair value, as measured by quoted market prices for the underlying securities and are based on the net asset value of the shares held by the Plan at year end. Stable Value products include guaranteed investment contracts (GIC) issued by insurance companies and other financial institutions, synthetic GICs with similar characteristics, and, at times, a stable value collective investment fund.

The Plan has unallocated insurance contracts maintained in segregated accounts. The accounts are credited with earnings on the underlying investments and charged for Plan withdrawals. Investment contracts are valued at contract value, which approximates fair value for 2011 and 2010. The average yield on the contract was 2.26% and 2.52% at December 31, 2011 and December 31, 2010, respectively.

Benefits:

Benefits to participants are recorded when paid.

Note 3 – Fair Value Measurements

The Plan uses the three-level hierarchy for the recognition and disclosure of fair value measurements. The categorization of assets and liabilities within this hierarchy is based upon the lowest level of the input that is significant to the measurement of fair value. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs. The three levels of the fair value hierarchy consist of the following:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices in active markets for identical assets or liabilities that the Plan has the ability to access at the measurement date.

Level 2 Inputs to the valuation methodology are quoted market prices for similar assets and liabilities in active markets, quoted prices in markets that are not active or inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the instrument.

Level 3 Inputs to the valuation methodology are unobservable inputs based upon management's best estimates of inputs market participants could use in pricing the asset or liability at the measurement date, including the assumption of risk.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

While 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.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2011 and 2010.

Note 3 – Fair Value Measurements (continued)

Pooled Separate Accounts:
Pooled separate accounts are stated at fair value as determined by observable Level 1 quoted pricing inputs or by quoted prices for similar assets in active or non-active markets. While some pooled separate accounts may have publicaly quoted pricing inputs (Level 1), the account values of separate accounts are not publicly quoted and are therefore classified as Level 2 investments.

The following tables set forth by level, within the hierarchy, the Plan's assets measured at fair value on a recurring basis as of December 31, 2011 and 2010:

Investments Assets at Fair Value
as of December 31, 2011

	Quoted Prices in Active Markets for Identical Assets (Level 1)	*Significant Other Observable Conditions (Level 2)*	*Significant Unobservable Conditions (Level 3)*	*Total*
Collective Trust Funds	$ 516	$ -	$ -	$ 516
Pooled Separate Accounts	-	2,252,081	-	2,252,081
Total Investments at Fair Value	$ 516	$ 2,252,081	$ -	$ 2,252,597

Investments Assets at Fair Value
as of December 31, 2010

	Quoted Prices in Active Markets for Identical Assets (Level 1)	*Significant Other Observable Conditions (Level 2)*	*Significant Unobservable Conditions (Level 3)*	*Total*
Collective Trust Funds	$ 177	$ -	$ -	$ 177
Pooled Separate Accounts	-	1,916,805	-	1,916,805
Fixed Account	-	3,287	-	3,287
Total Investments at Fair Value	$ 177	$ 1,920,092	$ -	$ 1,920,269

Note 4 - Investments

The fair value of investments represent 5% or more of the Plan's assets at of December 31, 2011 and 2010 are as follows:

	2011	2010
ING Index Solution 2015 Portfolio-Advisor Class	$ 647,643	$ 510,022
ING Index Solution 2025 Portfolio-Advisor Class	650,473	568,484
ING Index Solution 2035 Portfolio-Advisor Class	625,270	468,857
ING Index Solution 2045 Portfolio-Advisor Class	123,339	119,508

Note 5 – 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 the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts and Plan assets will be distributed based upon the participants' account balances at that time.

Note 6 – Federal Income Tax Status

The Plan is based upon a Volume Submitter Profit Sharing 401(k) Plan that received tax exempt status from the Internal Revenue Service on January 11, 2002. The plan obtained its latest determination letter on January 11, 2011, in which the Internal Revenue Service stated that the plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The plan has been amended since receiving the determination letter. However, the plan administrator and the plan's tax counsel believe that the plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

Note 7 – Transactions with Parties in Interest

Certain Plan investments were held by MetLife Insurance Company through July 7, 2010, when the Plan changed custodians to ING Life Insurance and Annuity Company for the remainder of 2010 and throughout 2011, were pooled separate accounts and unallocated insurance contracts issued by MetLife Insurance Company and ING Life Insurance and Annuity Company, the custodians. Therefore, transactions related to these investments qualify as permitted party-in-interest transactions.

Note 8 – Risk and Uncertainties

The plan invests in a variety of investment funds. Investments in general are exposed to various risks, such as interest rate, credit, and overall volatility risk. Due to the level of risk associated with certain investments, it is reasonably possible that change in the values of investments will occur in the near term and that such changes could materially affect amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

Note 9 – Nonexempt Party-in-Interest Transactions

For the Plan year ended December 31, 2010 the Company has late remittances of participant contributions. These remittances were made after the date on which the remittances were required to be made under Department of Regulation Section 2510.3-102. The Company is in the process of filing IRS Form 5330 to report and pay an excise tax with respect to the late remittances as required pursuant to Section 4975 of the Code. In addition, the Company will pay an additional amount to the Trustee/Custodian to reflect foregone earnings that would have been credited to participants' accounts if the late remittances had been made on a timely basis. Such amounts are not material to the Plan's financial statements.

Note 10 – Information Certified by the Trustee/Custodian (Unaudited)

MetLife Insurance Company acted as custodian held the Plan's investments for the period from January 1, 2010 through July 7, 2010, when the Plan switched custodians to ING Life Insurance and Annuity Company for the remainder of 2010 and all of 2011. The following is a summary of the Plan's financial information that is included in the financial statements based on information certified by the Trustee/Custodian as complete and accurate in accordance with Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Security Act of 1974

The fair value of investments at December 31, 2011 and 2010 as reported by the trustee/custodian is:

	2011	2010
Pooled Separate Accounts	$ 2,252,081	$ 1,916,805
Fixed Income Accounts	-	3,287

The investment income reported in statement of changes in net assets available for plan benefits for the year ended December 31, 2011 and December 31, 2010 were certified by ING Life Insurance Company.

The information included in the Supplementary of assets held for investment purposes at end of year were certified by ING Life Insurance and Annuity Company.

Note 11 – Reportable Conditions

During 2010, contributions were allocated to incorrect participant accounts. The Company corrected this discrepancy in 2011.

Note 12 – Subsequent Events

Management has evaluated the impact of all subsequent events on the Plan through October 5, 2012, the date the financial statements were issued. Subsequent to year-end, the Plan changed its investment custodian. There were no additional subsequent events requiring recognition or disclosure in the financial statements.

SUPPLEMENTAL INFORMATION

NEDERLANDER PRODUCTIONS 401(K) PLAN
SCHEDULE H, line 4i-SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2010

FORM 5500, SCHEDULE H, PART IV, LINE4(i)
EMPLOYER IDENTIFICATION NUMBER: 13-2589260
PLAN NUMBER: 001

{a}	{b} Identity of Issue, Borrower, Lessor, or Similar Party	{c} Description of Investment	{d} Cost**	{e} Current Value
*	ING Money Market Portfolio-Class I	Fixed Account		$ 177
*	ING Small Company Portfolio-Class I	Pooled Separate Account		9,898
	Oppenheimer International Bond Fund–Class A	Pooled Separate Account		14,095
*	ING T. Rowe Price Growth Equity Portfolio-Initial Class	Pooled Separate Account		9,632
*	ING Index Solution 2055 Portfolio-Advisor Class	Pooled Separate Account		6,729
	PIMCO Total Return Fund-Class R	Pooled Separate Account		14,908
*	ING Index Solution 2015 Portfolio-Advisor Class	Pooled Separate Account		510,022
*	ING Index Solution 2025 Portfolio-Advisor Class	Pooled Separate Account		568,483
*	ING Index Solution 2035 Portfolio-Advisor Class	Pooled Separate Account		468,857
*	ING Index Solution 2045 Portfolio-Advisor Class	Pooled Separate Account		119,508
*	ING Russell Large Cap Index Portfolio-Class I	Pooled Separate Account		4,569
*	ING Russell Mid Cap Index Portfolio-Class I	Pooled Separate Account		8,485
	RidgeWorth Large Cap value Equity Fund-Class A Shares	Pooled Separate Account		11,458
	RidgeWorth Mid-Cap Value Equity Fund-Class A Shares	Pooled Separate Account		7,531
	American Funds Capital World Growth and Income FundSM-Class R-3	Pooled Separate Account		13,981
*	ING Fixed Account	Unallocated Insurance Contract		3,287
*	ING American Century Small-Mid Cap Value Portfolio-Initial Class	Pooled Separate Account		6,351
*	ING Van Kapen Equity and Income Portfolio-Initial Class	Pooled Separate Account		831
	American Funds The Growth Fund of America® -Class R-3	Pooled Separate Account		17,309
	American Funds EuroPacific Growth Fund®-Class R-3	Pooled Separate Account		18,633
*	ING T. Rowe Price Equity Income Portfolio-Service Class	Pooled Separate Account		11,891
	Wanger Select	Pooled Separate Account		1,504
	Wanger USA	Pooled Separate Account		1,645
	PIMCO VIT Real Return Portfolio-Administrative Class	Pooled Separate Account		12,838
*	ING Index Solution Income Portfolio	Pooled Separate Account		77,647
		Total Investments		1,920,269

* Denotes party-in-interest
** Cost basis is not required for participant directed investment and therefore is not included

NEDERLANDER PRODUCTIONS 401(K) PLAN
SCHEDULE H, line 4i-SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2011

FORM 5500, SCHEDULE H, PART IV, LINE4(i)
EMPLOYER IDENTIFICATION NUMBER: 13-2589260
PLAN NUMBER: 001

{a}	{b} Identity of Issue, Borrower, Lessor, or Similar Party	{c} Description of Investment	{d} Cost**	{e} Current Value
*	ING Money Market Portfolio-Class I	Fixed Account		$ 516
*	ING Small Company Portfolio-Class I	Pooled Separate Account		2,953
	Oppenheimer International Bond Fund–Class A	Pooled Separate Account		10,690
*	ING T. Rowe Price Growth Equity Portfolio-Initial Class	Pooled Separate Account		14,408
*	ING Index Solution 2055 Portfolio-Advisor Class	Pooled Separate Account		6,929
	PIMCO Total Return Fund-Class R	Pooled Separate Account		13,823
*	ING Index Solution 2015 Portfolio-Advisor Class	Pooled Separate Account		647,643
*	ING Index Solution 2025 Portfolio-Advisor Class	Pooled Separate Account		650,473
*	ING Index Solution 2035 Portfolio-Advisor Class	Pooled Separate Account		625,270
*	ING Index Solution 2045 Portfolio-Advisor Class	Pooled Separate Account		123,339
*	ING Russell Large Cap Index Portfolio-Class I	Pooled Separate Account		6,332
*	ING Russell Mid Cap Index Portfolio-Class I	Pooled Separate Account		6,211
	RidgeWorth Large Cap value Equity Fund-Class A Shares	Pooled Separate Account		8,807
	RidgeWorth Mid-Cap Value Equity Fund-Class A Shares	Pooled Separate Account		9,054
	American Funds Capital World Growth and Income FundSM-Class R-3	Pooled Separate Account		20,536
	American Funds Fdmnt	Pooled Separate Account		484
*	ING American Century Small-Mid Cap Value Portfolio-Initial Class	Pooled Separate Account		16,799
*	ING Van Kapen Equity and Income Portfolio-Initial Class	Pooled Separate Account		7,299
	American Funds The Growth Fund of America® -Class R-3	Pooled Separate Account		11,977
	American Funds EuroPacific Growth Fund®-Class R-3	Pooled Separate Account		19,273
*	ING T. Rowe Price Equity Income Portfolio-Service Class	Pooled Separate Account		6,159
	Wanger Select	Pooled Separate Account		1,632
	Wanger USA	Pooled Separate Account		2,209
	PIMCO VIT Real Return Portfolio-Administrative Class	Pooled Separate Account		11,756
*	ING Index Solution Income Portfolio	Pooled Separate Account		28,025
		Total Investments		2,252,597

* Denotes party-in-interest
** Cost basis is not required for participant directed investment and therefore is not included

Schedule H, Line 4i
Schedule of Assets (Held At End of Year)

Name of Plan:

► **Nederlander Productions 401(k) Plan**

Employer Identification Number:► **13-2589260**

For plan year (beginning/ending):► **01/01/2011 To 12/31/2011** Plan number:► **001**

(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
*	ING Life Insurance and Annuity Co:	Map Contract Separate Account D:		
		American Funds EuroPacific Growth Fund		19,273.33
		Oppenheimer International Bond Fund		10,690.39
		American Funds Capital World Growth & Inc		20,536.25
		ING American Century Small-Mid Cap Value		16,798.96
		ING Small Company Portfolio		2,953.13
		Wagner Select		1,631.97
		Wagner USA		2,208.68
		ING Russel Mid Cap Index Portfolio		6,211.05
		RidgeWorth Mid-Cap Value Equity Fund		9,053.90
		ING T Rowe Price Growth Equity Portfolio		14,408.40
		American Funds Growth Fund of America		11,976.60
		ING T Rowe Price Equity Income Portfolio		6,159.47
		American Funds Fdmnt		483.73
		ING Russell Large Cap Index Portfolio		6,331.50
		RidgeWorth Large Cap Value Equity Fund		8,807.44
		ING Van Kampen Equity & Inc / Janus Bal		7,298.89
		ING Index Solution 2015 Portfolio		647,642.83
		ING Index Solution 2025 Portfolio		650,472.56
		ING Index Solution 2035 Portfolio		625,270.32
		ING Index Solution 2045 Portfolio		123,339.33
		ING Index Solution Income Portfolio		28,024.86
		ING Index Solution 2055 Portfolio		6,929.15
		PIMCO VIT Real Return Portfolio		11,755.76
		PIMCO Total Return Fund		13,823.29
		ING Money Market Portfolio		515.52
*	Parties-in-interest to the Plan			