

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2010
		This Form is Open to Public Inspection

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

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>OGILVY PUBLIC RELATIONS WORLDWIDE CASH BALANCE PENSION PLAN</u>	1b Three-digit plan number (PN) ► <u>004</u> 1c Effective date of plan <u>08/01/1985</u>
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>OGILVY GROUP, INC. & SUBSIDIARIES</u> <u>636 11TH AVENUE</u> <u>NEW YORK, NY 10036</u>	2b Employer Identification Number (EIN) <u>13-2555496</u> 2c Sponsor's telephone number <u>212-237-6560</u> 2d Business code (see instructions) <u>541800</u>

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

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/16/2012</u>	<u>GERRI STONE</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2010)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") OGILVY GROUP, INC. & SUBSIDIARIES 636 11TH AVENUE NEW YORK, NY 10036	3b Administrator's EIN 13-2555496 3c Administrator's telephone number 212-237-6560
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name OGILVY PUBLIC RELATIONS WORLDWIDE	4b EIN 13-2903744 4c PN 004
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5 Total number of participants at the beginning of the plan year	5	624
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).	
a Active participants.....	6a 0
b Retired or separated participants receiving benefits.....	6b 0
c Other retired or separated participants entitled to future benefits.....	6c 0
d Subtotal. Add lines 6a , 6b , and 6c	6d 0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 0
f Total. Add lines 6d and 6e	6f 0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h 37

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 1A 1C 1G 3H

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

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

a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)
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SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2010 This Form is Open to Public Inspection
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>OGILVY PUBLIC RELATIONS WORLDWIDE CASH BALANCE PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>OGILVY GROUP, INC. & SUBSIDIARIES</u>	D Employer Identification Number (EIN) <u>13-2555496</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1	Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2010</u>
2	Assets:
a	Market value 2a <u>15138787</u>
b	Actuarial value 2b <u>14925125</u>
3	Funding target/participant count breakdown
	(1) Number of participants (2) Funding Target
a	For retired participants and beneficiaries receiving payment 3a <u>5</u> <u>1334851</u>
b	For terminated vested participants 3b <u>248</u> <u>4487201</u>
c	For active participants:
(1)	Non-vested benefits 3c(1) <u>523957</u>
(2)	Vested benefits 3c(2) <u>9490230</u>
(3)	Total active 3c(3) <u>393</u> <u>10014187</u>
d	Total 3d <u>646</u> <u>15836239</u>
4	If the plan is at-risk, check the box and complete items (a) and (b) ☐
a	Funding target disregarding prescribed at-risk assumptions 4a
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor 4b
5	Effective interest rate 5 <u>6.69</u> %
6	Target normal cost 6 <u>1229066</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	<u>10/13/2011</u>
Signature of actuary	Date
<u>LANCE ROTEMAN</u>	<u>11-06604</u>
Type or print name of actuary	Most recent enrollment number
<u>MERCER</u>	<u>212-345-7855</u>
Firm name	Telephone number (including area code)
<u>1166 AVENUE OF THE AMERICAS</u> <u>NEW YORK, NY 10036</u>	
Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

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

Schedule SB (Form 5500) 2010
v.092308.1

Part II Beginning of year carryover and prefunding balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	0	0
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9 Amount remaining (Item 7 minus item 8).....	0	0
10 Interest on item 9 using prior year's actual return of <u>20.45</u> %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Excess contributions (Item 38 from prior year)		1131502
b Interest on (a) using prior year's effective rate of <u>8.11</u> %		91765
c Total available at beginning of current plan year to add to prefunding balance		1223267
d Portion of (c) to be added to prefunding balance.....		0
12 Reduction in balances due to elections or deemed elections.....	0	0
13 Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....	0	0

Part III Funding percentages		
14 Funding target attainment percentage.....	14	94.24 %
15 Adjusted funding target attainment percentage.....	15	94.24 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	109.10 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV Contributions and liquidity shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
10/14/2010	250000				
09/08/2011	1160000				
			Totals ►	18(b)	1410000
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contribution from prior years.....	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	1277722
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?	☐ Yes ☒ No	
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☐ No	
c If 20a is "Yes," see instructions and complete the following table as applicable:		

Liquidity shortfall as of end of Quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: 5.03 %	2nd segment: 6.73 %	3rd segment: 6.82 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 4
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions).....	31	1229066
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	277664	46729
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33).....	34	1275795
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	0	0
36 Additional cash requirement (item 34 minus item 35).....	36	1275795
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	1277722
38 Interest-adjusted excess contributions for current year (see instructions).....	38	1927
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....	39	0
40 Unpaid minimum required contribution for all years	40	0

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

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

<div>A Name of plan</div> <div>OGILVY PUBLIC RELATIONS WORLDWIDE CASH BALANCE PENSION PLAN</div>	<div>B Three-digit plan number (PN)</div> <div>▶</div> <div>004</div>
<div>C Plan sponsor's name as shown on line 2a of Form 5500</div> <div>OGILVY GROUP, INC. & SUBSIDIARIES</div>	<div>D Employer Identification Number (EIN)</div> <div>13-2555496</div>

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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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)

MERCER

13-2834414

(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?
11	NONE	74470	Yes ☐ No ☒	Yes ☐ No ☒		Yes ☐ No ☒

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

JP MORGAN CHASE BANK, N.A.

13-4994650

(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	NONE	9813	Yes ☒ No ☐	Yes ☒ No ☐	3132	Yes ☐ No ☒

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

BENCIVENGA WARD COMPANY CPAS, PC

13-3274930

(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?
10	NONE	13660	Yes ☐ No ☒	Yes ☐ No ☒	0	Yes ☐ No ☒

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

PORTFOLIO EVALUATIONS, INC.

22-3189064

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	NONE	24000	Yes ☐ No ☒	Yes ☐ No ☒	0	Yes ☐ No ☒

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

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

(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
JP MORGAN CHASE BANK, N.A.	26	3132

(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.
J.P. MORGAN ASSET MANAGEMENT 245 PARK AVENUE NEW YORK, NY 10167	REVENUE SHARE ON MUTUAL FUNDS

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2010
		This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010		
A Name of plan OGILVY PUBLIC RELATIONS WORLDWIDE CASH BALANCE PENSION PLAN	B Three-digit plan number (PN) ►	004
C Plan sponsor's name as shown on line 2a of Form 5500 OGILVY GROUP, INC. & SUBSIDIARIES	D Employer Identification Number (EIN) 13-2555496	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	750000	1160000
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	14424030	14186188
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	15174030	15346188

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		15346188
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	15346188

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	15174030	0
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	1410000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)	28624	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1438624
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	189023	
(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)		189023
(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)	119538	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		119538
(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)		
(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)		1099065
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		2846250

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2547890	
(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)		2547890
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)	92389	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	33813	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		126202
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		2674092

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		172158
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		15346188

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: BENCIVENGA WARD & COMPANY CPAS, PC

(2) EIN: 13-3274930

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

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

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)
OGILVY & MATHER ACCOUNT BALANCE DEFINED BENEFIT PENSION PLAN	13-2555496	003

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2010
		This Form is Open to Public Inspection.

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

A Name of plan <u>OGILVY PUBLIC RELATIONS WORLDWIDE CASH BALANCE PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>OGILVY GROUP, INC. & SUBSIDIARIES</u>	D Employer Identification Number (EIN) <u>13-2555496</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>13-2571744</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>17</u>

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

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

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

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

Schedule R (Form 5500) 2010
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

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

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

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

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

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

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

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

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

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

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

- a** Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%
- b** Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more
- c** What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____



BENCIVENGA WARD & COMPANY CPAs, PC

A Registered Professional Services Firm

Independent Auditor's Report

To the Participants and Plan Administrator of the Ogilvy Public Relations Worldwide Cash Balance Pension Plan:

We were engaged to audit the financial statements of Ogilvy Public Relations Worldwide Cash Balance Plan (the "Plan") as of December 31, 2010 and 2009, and for the year ended December 31, 2010, and the supplemental schedules as of and for the year ended December 31, 2010, as listed in the accompanying index. 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 11, which was certified by JP Morgan Chase Bank, the trustee 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 the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the trustee as of and for the years ended December 31, 2010, and 2009, that the information provided to the Plan Administrator by the trustee 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 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.

As discussed in Note 13 to the financial statements, management determined subsequent to the issuance of the financial statements that the assets of the Plan were transferred to the Ogilvy & Mather Account Balance Defined Benefit Pension Plan effective on December 31, 2010. Accordingly, the financial statements have been restated to reflect this transfer of assets.

Bencivenga Ward & Company, CPAs, PC

Bencivenga Ward & Company, CPAs, PC

Valhalla, New York

September 29, 2011

October 3, 2012, with respect to Note 13 to the Financial Statements

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration
Pension Benefit Guaranty Corporation**Single-Employer Defined Benefit Plan
Actuarial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2010**This Form is Open to Public Inspection**For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010▶ **Round off amounts to nearest dollar.**▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan Ogilvy Public Relations Worldwide Cash Balance Pension Plan		B Three-digit plan number (PN) ▶ 004
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Ogilvy & Mather		D Employer Identification Number (EIN) 13-2903744
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B ☐ Other		
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500		

Part I Basic Information

1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2010</u>			
2 Assets:			
a Market value	2a	15,138,787	
b Actuarial value	2b	14,925,125	
3 Funding target/participant count breakdown			
		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	5	1,334,851
b For terminated vested participants	3b	248	4,487,201
c For active participants:			
(1) Non-vested benefits	3c(1)		523,957
(2) Vested benefits	3c(2)		9,490,230
(3) Total active	3c(3)	393	10,014,187
d Total	3d	646	15,836,239
4 If the plan is at-risk, check the box and complete items (a) and (b) ☐			
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	4b		
5 Effective interest rate	5	6.69 %	
6 Target normal cost	6	1,229,066	

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

**SIGN
HERE**Lance Roteman LPR

10/13/2011

Signature of actuary

Date

11-06604

Lance Roteman

Type or print name of actuary

Most recent enrollment number

(212) 345-7855

MERCER

Telephone number (including area code)

166 Avenue of the Americas

Firm name

New York

NY 10036

Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

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

Schedule SB (Form 5500) 2010
v.092308.1

Part II Beginning of year carryover and prefunding balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	0	0
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9 Amount remaining (Item 7 minus item 8)	0	0
10 Interest on item 9 using prior year's actual return of <u>20.45</u> %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Excess contributions (Item 38 from prior year)		1,131,502
b Interest on (a) using prior year's effective rate of <u>8.11</u> %		91,765
c Total available at beginning of current plan year to add to prefunding balance		1,223,267
d Portion of (c) to be added to prefunding balance		0
12 Reduction in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	0	0

Part III Funding percentages

14 Funding target attainment percentage	14	94.24 %
15 Adjusted funding target attainment percentage	15	94.24 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	109.10 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
10/14/2010	250,000				
09/08/2011	1,160,000				
Totals ►			18(b)	1,410,000	18(c) 0

19 Discounted employer contributions - see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contribution from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	1,277,722

20 Quarterly contributions and liquidity shortfalls:**a** Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No**b** If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No**c** If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:			
a Segment rates:	1st segment: 5.03 %	2nd segment: 6.73 %	3rd segment: 6.82 %
			☐ N/A, full yield curve used
b Applicable month (enter code)			21b 4
22 Weighted average retirement age			22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.	27

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a)	29	0
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions)	31	1,229,066
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	277,664	46,729
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33)	34	1,275,795
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	0	0
36 Additional cash requirement (item 34 minus item 35)	36	1,275,795
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	37	1,277,722
38 Interest-adjusted excess contributions for current year (see instructions)	38	1,927
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)	39	0
40 Unpaid minimum required contribution for all years	40	0

Schedule SB, Line 19 –Discounted employer contributions

Date	Amount contributed	Plan year	Applicable effective interest rate	Discounted value of January 1, 2010
10/14/2010	\$ 250,000	2010	6.69%	\$ 237,631
09/08/2011	1,160,000	2010	6.69%	1,040,091
Total	1,410,000			1,277,722

Schedule SB, Line 22 — Description of Weighted Average Retirement Age

Each employee is assumed to retire in accordance with the table of retirement rates. The proportion of employees expected to retire at each potential retirement age is shown below. The average retirement age is 62.

(A) Retirement Age	(B) Number of Employees Expected to Retire	(C) (A) X (B)
50	20,000	1,000,000
51	19,600	999,600
52	19,208	998,816
53	18,824	997,672
54	18,447	996,138
55	18,078	994,290
56	17,717	992,152
57	17,363	989,691
58	17,015	986,870
59	16,675	983,825
60	81,707	4,902,420
61	73,537	4,485,757
62	165,457	10,258,334
63	49,637	3,127,131
64	44,673	2,859,136
65	402,061	26,133,972
Total	1,000,000	61,705,797
Average		61.7

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Actuarial assumptions****Discount rate sponsor elections**

Segment rates or full yield curve	Segment
Look-back months	4
1st 5 years	5.03%
Next 15 years	6.73%
Over 20 years	6.82%

Mortality sponsor elections

Healthy participants	Section 430(h)(3) 2010 PPA prescribed separate generational annuitant and nonannuitant mortality tables
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417(e) lump sums

Liabilities are determined based on the underlying annuity used by the plan to determine the lump sum amount, rather than valuing the lump sum payment. This annuity is valued based on funding interest rates rather than 417(e) rates and unisex generational mortality.

Cash balance plans

Interest accumulation rate	4.50%
Whipsaw calculations	No

Other economic assumptions

Salary increases	4.00% per year
Social Security wage base	3.50% per year
Inflation	2.50% per year
Expected Investment Return	5.20% per year for years 2008 through 2010
Expenses	\$170,000 added to current year normal cost

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Demographic assumptions**

Withdrawal

Attained age	Percentage	
	Male	Female
25	14.90%	22.40%
30	10.40	14.90
35	7.30	10.40
40	4.30	7.40
45	2.60	4.30
50	0.00	2.40
55	0.00	0.90
60	0.00	0.00

100% withdrawal is assumed during the first year of service. For participants with six or more years of service, the rates of withdrawal are shown above for sample ages.

Years of Service	Rate of Withdrawal
1	25.00%
2	20.00
3	15.00
4	10.00
5	5.00

For participants with few than six years of service, the rates shown in the table above are added to those described in the previous table.

Disability incidence

Not applicable

Retirement age

Attained age	Table of Retirement Rates
50-59	2.00%
60	10.00%
61	10.00%
62	25.00%
63	10.00%
64	10.00%
65 and above	100.00%

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Benefit commencement age for**

Future vested deferred

Grandfathered participants – Age at termination

Cash Balance participants – 50% age at termination;
50% age 65

Current vested deferred

Grandfathered participants – Attained age at normal
retirement dateCash Balance participants – Attained age at valuation
date for new vested deferred participants; age 65 for
continuing vested deferred participants

Spouse assumptions

Male participants**Female participants**

Percentage married

100%

100%

Spouse age difference

3 years younger

3 years older

Form of payment**Lump sum****Single life**

Active retirements

100%

0%

Future vested deferred

100%

0%

Future deaths

100%

0%

Current vested deferred

100%

0%

**Unpredictable contingent event
assumptions** Not applicable**Actuarial methods****Asset methods – effective January 1, 2008**

We used financial data submitted by the trustee as of the valuation date without further audit. Customarily, this information would not be verified by a plan's actuary. We have reviewed the information for internal consistency and we have no reason to doubt its substantial accuracy.

The market value is the amount reported in the year end trustee statement plus discounted receivable contributions.

The asset valuation method is an annual average of the adjusted market value over the last 24 months preceding the valuation date. The adjusted market value is the market value at each determination date adjusted to the valuation date based on actual cash flows and expected interest at the lesser of the expected rate of return and the third segment rate. This amount is adjusted to be no greater than 110 percent and no less than 90 percent of the fair market value, as defined in IRC Section 430.

A characteristic of this asset valuation method is that, over time, it is slightly more likely to produce an actuarial value of assets that is less than the market value of assets than an actuarial value that is greater than market.

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

Participant methods – effective January 1, 2008

Participants or former participants are included or excluded from the valuation as described below:

- Participants included: The plan sponsor provides us with data on all employees as of the valuation date, but only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities.
- Participants excluded: No actuarial liability is included for nonvested participants who terminated prior to the valuation date. For this purpose, participants with a break in service on the valuation date are treated as terminated participants.
- Transferred participants: The liabilities for employees who have transferred into another plan of the plan sponsor have been included with the liabilities for terminated vested participants.

Minimum funding method

The funding target for minimum funding calculations is computed using the traditional unit credit method of funding. The objective under this method is to fund each participant's benefits under the plan as they accrue. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

- An individual's **accrued liability** is the present value of benefits based on credited service and average pay as of the beginning of the plan year, and an individual's **normal cost** is the present value of the benefit deemed to accrue in the plan year. If multiple decrements are used, the accrued liability and the normal cost for an individual are the sum of the component accrued liabilities and normal costs associated with the various anticipated separation dates.
- The plan's **target normal cost** is the sum of the individual normal costs, and the plan's **funding target liability** is the sum of the accrued liabilities for all participants under the plan.

Maximum deductible contribution method

Calculations of maximum deductible contributions include the excess of the accrued liability computed using the projected unit credit method over the minimum funding target liability. The objective of the projected unit credit method is to fund each participant's benefits under the plan as they accrue, taking into consideration future compensation increases. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

- An individual's **projected accrued liability** is the present value of benefits based on credited service as of the beginning of the plan year and projected compensation that would be used in the

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

calculation of the benefit on each expected separation date. If multiple decrements are used, the accrued liability for an individual is the sum of the component accrued liabilities associated with the various anticipated separation dates.

- The plan's **projected funding target liability** is the sum of the projected accrued liabilities for all participants under the plan.

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

Plan sponsor elections

Funding interest rate – effective January 1, 2010:

- Segment rates
- 4 months look-back
- No phase-in

Asset Valuation Method

- Annual average of the adjusted market value over the last 24 months preceding the valuation date

Mortality assumption

- 2008 PPA separate static separate generational annuitant and nonannuitant mortality tables

Valuation of lump sums based on Section 417(e) assumptions:

- Lump sum benefit based on annuity substitution liability
- Interest rate used is the same as used to determine funding target liability

Schedule SB, Part V — Summary of Plan Provisions

Plan provisions

Benefits included or excluded

Unless noted below, all benefits provided by the plan are included in this valuation.

- **Plan amendments excluded:** None.
- **IRC Section 436 benefit restrictions:**
 - *Unpredictable contingent event benefits:* This valuation excludes restricted contingent event benefits that occurred before the valuation date but includes contingent event benefits which are expected to occur on or after the valuation date regardless of anticipated funding-based limitations.
 - *Plan amendments:* See above.
 - *Prohibited payments:* Limitations on prohibited benefits (if any) are reflected for annuity starting dates before the valuation date but are ignored for annuity starting dates on or after the valuation date.
 - *Benefit accruals:* The plan's funding target does not reflect any limitation. The target normal cost does not reflect any limitation on benefit accruals.
- **Unpredictable contingent event benefits:** The plan does not have any unpredictable contingent event benefits.
- **IRC Section 415(b) benefit limitations:** The limitations of Internal Revenue Code Section 415(b) have been incorporated into our calculations.
- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60 percent of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.

Schedule SB, Part V — Summary of Plan Provisions

Effective Date	Cash Balance Pension Plan (CBPP) effective January 1, 2002, formerly known as the Defined Benefit Pension Plan (DBPP) adopted August 1, 1985.
Definitions	
Eligibility for Membership	All Employees are eligible to participate in the plan commencing on the January 1 or the July 1 following the completion of either six consecutive months of full-time employment or one Year of Service. A Year of Service is the first twelve months of employment or any subsequent plan year during which an Employee is paid for 1,000 or more hours.
Compensation	Regular salary or wages including bonus, overtime and commissions but excluding moving and relocation expenses, imputed income from group life insurance and executive long term disability benefits, payments related to the exercise of stock options, and other irregular or non-recurring forms of compensation. In no event will compensation be used in excess of the compensation limit defined by Section 401(a)(17) of the Internal Revenue Code. For 2010, the compensation limit is \$245,000.
Five Year Average Compensation	Compensation averaged over the five consecutive Years of Vesting Service which produce the highest average.
Normal Retirement	
Eligibility	Later of the attainment of age 65 or the fifth anniversary of the date he or she became a Participant.
Retirement Benefit	Calculated under (A), (B) or (C), whichever is applicable: (A) For a Participant who is credited with one Hour of Service on or after January 1, 2003 and who is an active Employee of the Company and who has 5 or more Years of Vesting Service on January 1, 2003, an amount equal to sum of the Participant's Retirement Account Balance and his Prior Plan Accrued Benefit but not less than his Grandfathered Accrued Benefit. (B) For a Participant who is credited with one Hour of Service on or after January 1, 2003 and who is an active Employee of the Company and who has less than 5 Years of Vesting Service on January 1, 2003, an amount equal to sum of the Participant's Retirement Account Balance and his Prior Plan Accrued Benefit.

Schedule SB, Part V — Summary of Plan Provisions

(C) For a Participant who was not credited with one Hour of Service on or after January 1, 2003, an amount equal to his Prior Plan Accrued Benefit.

Retirement Account Balance	The sum of the Pay Credits and Interest Credits allocated to the Participant's Retirement Account, as follows:
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Pay Credit:

An annual allocation of 4% of Compensation will be credited to the Participant's Retirement Account as of the last day of each Plan Year beginning on or after January 1, 2003.

Interest Credits:

As of the last day of each Plan Year beginning on or after January 1, 2003, an annual Interest Credit will be paid equal to the lesser of i) 8% and ii) the average rate for ten-year U.S. Treasury bills for the month of November of the previous plan year. Interest Credits are earned until the account is distributed.

The benefit payable will be the annuity equivalent of the Retirement Account Balance at date of determination based on mortality as designated by IRC Section 417(e) and PPA segment interest rates for lump sums for the month of November of the previous Plan Year.

Grandfathered Accrued Benefit	<p>For participants that had 5 years of service as of 1/1/02; an annual amount equal to the greater of the Regular Benefit and the Minimum Benefit, as determined below:</p> <p>Regular Benefit</p> <p>[(2% of Five Year Average Compensation) - (0.65% Social Security Covered Compensation)] x [Years of Benefit Service (up to a maximum of 25)]</p> <p>Minimum Benefit (for employees hired before 1/1/1997)</p> <p>The greater of (A) or (B) below:</p> <p>(A) [3% of Five Year Average Compensation] x [Years of Benefit Service (up to 10) completed before 1/1/1997]</p> <p>(B) [(2.5% of Five Year Average Compensation) - (0.65% Social Security Covered Compensation)] x [Years of Benefit Service (up to a maximum of 20)]</p>
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Schedule SB, Part V — Summary of Plan Provisions

Prior Plan Accrued Benefit	An annual amount calculated in the manner of the Grandfathered Accrued Benefit as if the Participant had terminated employment on December 31, 2002 or, if earlier, on the date his employment actually terminated.
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Pension Benefits at Early Retirement

Eligibility	The third anniversary of the date he or she became a Participant.
Retirement Benefit	The same as the benefits payable for Normal Retirement, with the Grandfathered Accrued Benefit and the Prior Plan Accrued Benefit reduced for commencement of benefits prior to the Participant's Normal Retirement Date. Both benefits shall be reduced 5/9% for each of the first 60 months that the Participant's Early Retirement Date precedes his or her Normal Retirement Date and 5/18% for the next 120 months that the Participant's Early Retirement Date precedes his or her Normal Retirement Date, and thereafter on the basis of mortality determined in accordance with the UP-1984 Table and 8% interest.

Disability Benefit	Upon the termination of a Participant's employment as the result of a physical or mental disability, the participant shall have a 100% nonforfeitable right to his Retirement Account Balance and shall be entitled to the actuarial equivalent of his Prior Plan Accrued Benefit.
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Vested Benefit

Eligibility	All Participants who terminate after completing three Years of Vesting Service.
Benefit	Same as for Early Retirement.

Pre-retirement Death Benefit

Eligibility	All Participants who die after completing three Years of Vesting Service.
Benefit	<p>Married Participants</p> <p>If the Participant was credited with an Hour of Service on or after January 1, 2003, the surviving spouse shall receive an annuity for life equal to the greater of (A) and (B) below, where:</p> <p>(A) is the sum of i) the Prior Plan Accrued Benefit calculated as of the day prior to the death of the participant in the form of a 50% joint and survivor annuity; and ii) an annuity payable for the life of the</p>

Schedule SB, Part V — Summary of Plan Provisions

spouse that is the actuarial equivalent of the participant's Retirement Account Balance; and
(B) is the amount which would have been payable to the spouse had the participant terminated employment on the day prior to his death and had commenced receiving his Grandfathered Accrued Benefit in the form of a 50% joint and survivor annuity.

If the Participant was not credited with an Hour of Service on or after January 1, 2003, his spouse shall receive an amount equal to that which would have been payable had the participant terminated employment on the day prior to his death, survived to age 50 (or age at death, if later), and commenced receiving his Grandfathered Accrued Benefit in the form of a 50% joint and survivor annuity.

Unmarried Participants

If the Participant was not married when he died, his designated beneficiary shall be entitled to the lump sum equal to the Participant's Retirement Account Balance.

Post-retirement Death Benefit	As provided by the normal form of benefit or by the election of an optional form of benefit.
Form of Benefit	
Normal Form	
For single participants	The normal form of benefit is a single life annuity.
For married participants	The normal form of benefit is a 50% joint and survivor annuity.
Optional Forms	<p>Lump Sum – Under this option, a Participant may elect to receive his or her retirement benefits in a single lump sum payment.</p> <p>Contingent Annuitant Option – Under this option, a Participant may elect to receive reduced monthly installments during his or her lifetime with a percentage designated by the Participant equal to 50%, 66 2/3% or 100% of said income, payable upon the Participant's death.</p> <p>Life and Period Certain Option – Under this option, a Participant may elect to receive a level retirement income payable for his or her lifetime provided that in the event of his or her death within 10 years following the start of payments, his or her benefit will continue to a designated beneficiary for the balance of the chosen period.</p>

Schedule SB, Part V — Summary of Plan Provisions

Plan provision changes since prior valuation

Maximum compensation and maximum benefits were updated from 2009 to 2010.

Schedule SB, Line 24 — Change in Actuarial Assumptions

Interest discounts were updated from 2009 to 2010 in accordance with PPA and the sponsor changed their interest rate election from full yield curve with a two month setback to segment rates with 4 months setback.

Expense normal cost increased from \$110,000 to \$170,000 to reflect our expectations for the current plan year.

Schedule SB, Line 25 — Change in Method

The interest discount to determine the funding target was changed from the full yield curve as of 11/1/2008 to the January 2010 segment interest with 4 months look-back and without phase-in (which yields an equivalent effective interest rate of 6.69%).

Schedule SB, Line 26 — Schedule of Active Participant Data

Years of credited service										
Attained age	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & Up
< 25		27								
25 - 29		101	6							
30 - 34		49	23	3						
35 - 39		37	19	9	1					
40 - 44		32	8	5	5					
45 - 49		19	5	5	1	3				
50 - 54		11	3	2	1	1				
55 - 59		3	1	1		1				
60 - 64		1	5		1	1				1
65 - 69					1		1			
70+										

In each cell, the number is the count of active participants for each age/service combination. Average pay is not shown for plans with less than 1,000 active participants or cells with fewer than 20 participants.

Schedule SB, Line 32 – Schedule of Amortization Bases

The shortfall amortization charge is the sum of the shortfall base amortization for each plan year covered under PPA. Although a shortfall base can be negative, the combined shortfall amortization charge cannot be negative.

Shortfall bases				
Year established		Outstanding balance	Years remaining	Installment
2010	\$	277,664	7	\$ 46,729
Total	\$	277,664		\$ 46,729

**OGILVY PUBLIC RELATIONS WORLDWIDE
CASH BALANCE PENSION PLAN
FINANCIAL STATEMENTS AND SCHEDULES
AS OF DECEMBER 31, 2010 AND 2009
AND FOR THE YEAR ENDED
DECEMBER 31, 2010
TOGETHER WITH INDEPENDENT
AUDITOR'S REPORT**

**OGILVY PUBLIC RELATIONS WORLDWIDE
CASH BALANCE PENSION PLAN
INDEX TO FINANCIAL STATEMENTS AND SCHEDULES
DECEMBER 31, 2010**

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



BENCIVENGA WARD & COMPANY CPAs, PC

A Registered Professional Services Firm

Independent Auditor's Report

To the Participants and Plan Administrator of the Ogilvy Public Relations Worldwide Cash Balance Pension Plan:

We were engaged to audit the financial statements of Ogilvy Public Relations Worldwide Cash Balance Plan (the "Plan") as of December 31, 2010 and 2009, and for the year ended December 31, 2010, and the supplemental schedules as of and for the year ended December 31, 2010, as listed in the accompanying index. 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 11, which was certified by JP Morgan Chase Bank, the trustee 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 the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the trustee as of and for the years ended December 31, 2010, and 2009, that the information provided to the Plan Administrator by the trustee 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 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.

As discussed in Note 13 to the financial statements, management determined subsequent to the issuance of the financial statements that the assets of the Plan were transferred to the Ogilvy & Mather Account Balance Defined Benefit Pension Plan effective on December 31, 2010. Accordingly, the financial statements have been restated to reflect this transfer of assets.

Bencivenga Ward & Company, CPAs, PC

Bencivenga Ward & Company, CPAs, PC

Valhalla, New York

September 29, 2011

October 3, 2012, with respect to Note 13 to the Financial Statements

**OGILVY PUBLIC RELATIONS WORLDWIDE
CASH BALANCE PENSION PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2010 and 2009**

	<u>2010</u>	<u>2009</u>
ASSETS:		
Investments, at fair value:		
Mutual Funds	<u>\$ 14,186,188</u>	<u>\$ 14,424,030</u>
Receivables:		
Employer's contributions	<u>1,160,000</u>	<u>750,000</u>
Total assets	<u>15,346,188</u>	<u>15,174,030</u>
LIABILITIES:		
Asset transferred to affiliate plan - in transit (Note 13)	<u>(15,346,188)</u>	<u>-</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ -</u></u>	<u><u>\$ 15,174,030</u></u>

**OGILVY PUBLIC RELATIONS WORLDWIDE
CASH BALANCE PENSION PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2010**

ADDITIONS:

Investment income:	
Interest and dividend income	\$ 308,561
Net appreciation in fair value of investments	1,099,065
Total investment income	<u>1,407,626</u>
Other additions	28,624
Employer contributions	1,410,000
Total additions	<u>2,846,250</u>

DEDUCTIONS:

Benefit payments	2,547,890
Administrative expenses	92,389
Investment expenses	33,813
Total deductions	<u>2,674,092</u>

NET INCREASE	172,158
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NET ASSETS AVAILABLE FOR BENEFITS—

Beginning of year	15,174,030
Assets transferred to affiliate plan - in transit (Note 13)	<u>(15,346,188)</u>
End of year	<u>\$ -</u>

See accompanying notes to financial statements.

**OGILVY PUBLIC RELATIONS WORLDWIDE
CASH BALANCE PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009**

1. PLAN DESCRIPTION

The following description of the Ogilvy Public Relations Worldwide Cash Balance Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Ogilvy Public Relations Worldwide Cash Balance Pension Plan was amended and restated effective January 1, 2010. The Plan is a noncontributory plan that covers substantially all employees of Ogilvy Public Relations Worldwide, Inc. and SoHo Square Public Relations, Inc. an affiliate, (collectively, the "Company") who have met certain eligibility requirements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, ("ERISA"). The terms and provisions of the Plan as in effect prior to January 1, 2006 and after January 1, 2002 fix and determine rights and obligations with respect to participants whose employment by the Company and Affiliated Companies terminated after January 1, 2002 and prior to January 1, 2006. Effective December 31, 2010, the Plan merged into the Ogilvy & Mather Account Balance Defined Benefit Pension Plan ("Ogilvy Plan"). All assets were transferred to the Ogilvy Plan at December 31, 2010. JPMorgan Chase Bank, NA ("JPMC") is the trustee of the Plan.

Information concerning the Plan and its provisions can be found in the Summary Plan Description. A copy of that document can be obtained from Ogilvy Public Relations Worldwide, Inc.'s company headquarters.

Any individual who was an employee credited with an Hour of Service on or after January 1, 2006 shall be a participant in this Plan on the effective date of restatement. Employees eligible to participate in the Plan are those employees not covered under a negotiated collective bargaining agreement who have attained the age of 21, are not paid on an hourly basis and have completed at least 1,000 hours of service. Eligible employees enter the Plan on either January 1 or July 1 of the applicable year.

Benefits

In general, those employees with five or more years of service as of January 1, 2002, will receive the greater of their accrued benefit under the Final Average Pay formula calculated based on all their Ogilvy Public Relations service or their frozen December 31, 2001 Prior Service Benefit plus their post January 1, 2002 Future Service Benefit. The accrued benefit of those employees who have less than five years of service has been frozen as of December 31, 2001. Their future accruals will be calculated using the cash balance plan only. Under this plan, the benefits are based on a formula that uses annual pay credits and interest credits.

Vesting

A participant is fully vested upon completing three years of vesting service. The Plan provides the ability for the participant to take the lump sum, actuarial equivalent of their age 65 vested benefit (Prior Service Benefit) or the vested account balance (Future Service Benefit) with them if they leave the Company at any age.

OGILVY PUBLIC RELATIONS WORLDWIDE
CASH BALANCE PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Recent Accounting Pronouncements

In January 2010, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update 2010-06, *Improving Disclosures about Fair Value Measurements* (ASU 2010-06). ASU 2010-06 amended Accounting Standards Codification 820, *Fair Value Measurements and Disclosures* (ASC 820), to clarify certain existing fair value disclosures and to require a number of additional disclosures. The guidance in ASU 2010-06 clarified that disclosures should be presented separately for each "class" of assets and liabilities measured at fair value and provided guidance on how to determine the appropriate classes of assets and liabilities to be presented. The adoption did not have a material impact on the Plan's financial condition or results of operations and applicable disclosures are included in these financial statements.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

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 a discussion of fair value measurements.

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

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to the service employees have rendered. Accumulated Plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died and (c) present employees or their beneficiaries. Benefits under the

**OGILVY PUBLIC RELATIONS WORLDWIDE
CASH BALANCE PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009**

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Actuarial Present Value of Accumulated Plan Benefits (continued)

Plan are based on participant's account balance as defined under the Plan. Benefits payable under all circumstances – retirement, death, disability, and termination of employment – are included, to the extent they are deemed attributable to employee service rendered to the valuation date. Benefits under the Plan are based primarily on employees' compensation during the highest five consecutive years of service with the Company. The accumulated plan benefits for active employees presented in Note 5 were based, among other things, on their average compensation during the five years ending on the date as of which the benefit information is presented (the latest valuation date).

The actuarial present value of accumulated pan benefits is determined by an actuary from Mercer Human Resource Consulting ("Mercer"), and is that amount that results from applying actuarial assumptions to adjust the accumulated Plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment. The significant actuarial assumptions used in the valuations as of January 1, 2010 and 2009 were: (a) life expectancy of participants (Section 430(h)(3) 2010 Pension Protection Act ("PPA") prescribed separate generational annuitant and nonannuitant mortality tables were used); (b) discount rate election of 6.23% and 6.24% compounded annually for 2010 and 2009 respectively; (c) retirement age assumptions (varying retirement rates based on graduated scale of retirement ages from age 50 to age 65 and above. Retirement rates range from 2% to 25% through age 62, 10% from age 63 to age 64, and 100% thereafter); and (d) the 2010 and 2009 valuations included assumed average rates of return of 4% percent. Interest discounts were updated from 2009 to 2010 in accordance with PPA and the sponsor changed their interest rate election from full yield curve with a two month setback to segment rates with four months setback. Expense normal cost increased from \$110,000 to \$170,000 to reflect expectations for the current Plan year. The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Date of Management's Review

Plan's management evaluated subsequent events through September 29, 2011, the date the financial statements were available to be issued and no additional disclosures were required. After issuance of the financial statements, as discussed in Note 13 to the financial statements, management determined that the assets of the Plan were transferred to an affiliated plan.

OGILVY PUBLIC RELATIONS WORLDWIDE
CASH BALANCE PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009

3. FUNDING POLICY

Contributions to provide benefits under the Plan are made solely by the Company. The Company's funding policy is to make cash contributions to the Plan in amounts as determined by the Plan's independent actuary that are estimated to remain a constant percentage of employees' compensation each year, such that all employees' benefits will be fully provided for by the time they retire. The Company contributions for 2010 and 2009 exceeded the minimum funding requirements of ERISA.

Although it has not expressed any intention 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 set forth in ERISA.

4. FAIR VALUE MEASUREMENTS

FASB *Accounting Standards Codification* (ASC) 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows: Level 1 inputs consist of unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access; Level 2 inputs include quoted prices for similar assets or liabilities in active markets, quoted prices in markets that are not active or other inputs that are derived principally from, or corroborated by, observable for substantially the full term of the asset or liability; and Level 3 inputs are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

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, 2010 and 2009.

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 preceding methods described may produce a fair value calculation 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.

**OGILVY PUBLIC RELATIONS WORLDWIDE
CASH BALANCE PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009**

4. FAIR VALUE MEASUREMENTS (continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2010 and 2009.

Fair Value Measurements Using				
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	Fair Value			
As of December 31, 2010				
Bond fund	\$ 5,028,172	\$ 5,028,172	\$ -	\$ -
Stock Funds	6,289,840	6,289,840	-	-
JPMorgan Prime Money Market	2,868,176	2,868,176	-	-
Total	\$ 14,186,188	\$ 14,186,188	\$ -	\$ -

Fair Value Measurements Using				
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	Fair Value			
As of December 31, 2009				
Bond fund	\$ 5,409,345	\$ 5,409,345	\$ -	\$ -
Stock funds	7,628,356	7,628,356	-	-
JPMorgan Prime Money Market	1,386,329	1,386,329	-	-
Total	\$ 14,424,030	\$ 14,424,030	\$ -	\$ -

Gains and losses (realized and unrealized) included in changes in net assets available for benefits for the year ended December 31, 2010 are reported in net appreciation in fair value of investments.

**OGILVY PUBLIC RELATIONS WORLDWIDE
CASH BALANCE PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009**

5. ACCUMULATED PLAN BENEFITS AND CHANGES IN ACCUMULATED PLAN BENEFITS

Mercer, the actuary for the Plan, determined the actuarial present value of accumulated plan benefits.

The actuarially determined present value of accumulated plan benefits as of January 1, 2010 and 2009 (the "Valuation Dates"), are as follows:

Accumulated Plan Benefits:

	As of January 1,	
	2010	2009
Actuarial present value of accumulated plan benefits -		
Vested benefits for:		
Active participants	\$ 10,187,957	\$ 8,792,134
Participants currently receiving benefits	1,361,825	237,686
Deferred vested participants	4,980,704	6,022,169
Total vested benefits	<u>16,530,486</u>	<u>15,051,989</u>
Nonvested benefits	566,653	605,891
Total actuarial present value of accumulated plan benefits	<u>\$ 17,097,139</u>	<u>\$ 15,657,880</u>

The changes in the actuarial present value of the Plan's accumulated plan benefits for the year ended January 1, 2010 are as follows:

Changes in Accumulated Plan Benefits:

	For the Year Ended January 1, 2010
Actuarial present value of accumulated plan benefits, as of January 1, 2009	<u>\$ 15,657,880</u>
Increase (decrease) during the year attributable to -	
Benefits accumulated	732,276
Increase for interest due to the decrease in the discount period	967,349
Change in actuarial assumptions	26,709
Benefits paid	<u>(287,075)</u>
Net increase	<u>1,439,259</u>
Actuarial present value of accumulated plan benefits, as of January 1, 2010	<u>\$ 17,097,139</u>

**OGILVY PUBLIC RELATIONS WORLDWIDE
CASH BALANCE PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009**

6. PLAN TERMINATION

In the event the Plan terminates, the net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

1. Benefits attributable to employee contributions, taking into account those paid out before termination.
2. Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under Plan provisions in effect at any time during the five years preceding Plan termination.
3. Other vested benefits insured by the Pension Benefit Guaranty Corporation (PBGC) (a U.S. government agency) up to the applicable limitations.
4. All other vested benefits (that is, vested benefits not insured by the PBGC)
5. All nonvested benefits.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, a statutory ceiling exists, which is adjusted periodically, on the amount of an individual's monthly benefit that the PBGC guarantees. That ceiling applies to those pensioners who elect to receive their benefits in the form of a single-life annuity and are at least 65 years old at the time of retirement or plan termination (whichever comes later).

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations, and may also depend on the financial condition of the Plan sponsor and the level of benefits guaranteed by the PBGC.

**OGILVY PUBLIC RELATIONS WORLDWIDE
CASH BALANCE PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009**

7. INVESTMENTS

The following presents investments that represent 5 percent or more of the Plan's net assets at December 31, 2010 and 2009.

	<u>2010</u>	<u>2009</u>
JPMorgan Prime Money Market Fund	\$ -	\$ 1,386,329
Vanguard Mid Cap Index Fund	-	1,518,026
Vanguard 500 Index Fund	-	4,411,498
Vanguard Bond Index Fund	-	5,409,345
Vanguard International Stock Index Fund	-	1,698,832

During 2010, the Plan's investments in mutual funds (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$1,099,065.

8. TAX STATUS

The Internal Revenue Service ("IRS") has determined and informed the Company by a letter dated July 15, 2008, that the Plan is designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). The Plan has been amended since receiving the determination letter. However, the Plan Administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

9. RELATED PARTY TRANSACTIONS

The Plan invests in certain cash equivalent investments of an affiliate of JPMC. JPMC acts as trustee for only those investments as defined by the Plan. These transactions qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules of ERISA.

10. RISKS AND UNCERTAINTIES

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

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

**OGILVY PUBLIC RELATIONS WORLDWIDE
CASH BALANCE PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009**

11. INFORMATION CERTIFIED BY THE TRUSTEE (UNAUDITED)

No auditing procedures were performed by the Plan's independent auditors as permitted by 29 CFR Section 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA with respect to the information certified as complete and accurate by the Trustee. All information shown on the Statements of net assets available for benefits, the Statement of changes in net assets available for benefits and the Supplemental schedules, except for the amounts relating to benefits paid directly to participants, accrued administrative expenses, employer contributions received and administrative expenses, were prepared from reports prepared by the Trustee.

12. PLAN MERGER

Effective December 31, 2010, the Plan merged into the Ogilvy & Mather Account Balance Defined Benefit Pension Plan. The assets were transferred at December 31, 2010.

13. RESTATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

Management determined that the assets of the Plan were transferred to the Ogilvy & Mather Account Balance Defined Benefit Pension Plan effective on December 31, 2010. The financial statements have been restated to reflect this transfer of assets at December 31, 2010 resulting in total net assets available for benefits at December 31, 2010 to be zero. The Statement of Changes in Net Assets Available for Benefits has been restated to reflect this transfer of assets as an additional deduction during 2010.

**ADDITIONAL INFORMATION
REQUIRED FOR FORM 5500**

OGILVY PUBLIC RELATIONS WORLDWIDE
CASH BALANCE PENSION PLAN
 Form 5500, Schedule H, line 4i
Schedule of Assets (Held at End of Year)
December 31, 2010

EIN 13-2903744, PN 004

(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
	No assets held at end of year		\$ -	\$ -
	Total Assets (held at end of year)		\$ -	\$ -

See accompanying Independent Auditor's Report.

OGILVY PUBLIC RELATIONS WORLDWIDE
CASH BALANCE PENSION PLAN
Form 5500, Schedule H, line 4j
Schedule of Reportable Transactions
Year Ended December 31, 2010

(a) Identity of Party Involved	(b) Description of asset (include interest rate and maturity in the case of a loan)	(c) Purchase Price		(d) Selling Price	(f) Expense Incurred with Transaction		(g) Cost of Asset		(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
							Asset			
JPMorgan Prime Money Market Fund	Mutual Fund	\$	4,155,040	\$	-	\$	-	\$	4,155,040	\$ -
JPMorgan Prime Money Market Fund	Mutual Fund			2,673,194			2,673,194		2,673,194	-
Vanguard Bond Index Fund	Mutual Fund		188,899						188,899	-
Vanguard Bond Index Fund	Mutual Fund		688,713						688,713	-
Vanguard Bond Index Fund	Mutual Fund			1,378,964			1,355,873		-	23,091
Vanguard 500 Index Fund	Mutual Fund		82,360						82,360	-
Vanguard 500 Index Fund	Mutual Fund			1,240,206			1,152,162		-	88,044

See accompanying Independent Auditor's Report.

OGILVY PUBLIC RELATIONS WORLDWIDE
CASH BALANCE PENSION PLAN
 Form 5500, Schedule H, line 4i
Schedule of Assets (Held at End of Year)
December 31, 2010

EIN 13-2903744, PN 004

(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
	No assets held at end of year		\$	-
	Total Assets (held at end of year)		\$	-

See accompanying Independent Auditor's Report.

OGILVY PUBLIC RELATIONS WORLDWIDE
CASH BALANCE PENSION PLAN
Form 5500, Schedule H, line 4j
Schedule of Reportable Transactions
Year Ended December 31, 2010

(a) Identity of Party Involved	(b) Description of asset (include interest rate and maturity in the case of a loan)	(c) Purchase Price		(d) Selling Price	(f) Expense Incurred with Transaction		(g) Cost of Asset		(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
							Asset			
JPMorgan Prime Money Market Fund	Mutual Fund	\$	4,155,040	\$	-	\$	-	\$	4,155,040	\$ -
JPMorgan Prime Money Market Fund	Mutual Fund			2,673,194			2,673,194		2,673,194	-
Vanguard Bond Index Fund	Mutual Fund		188,899						188,899	-
Vanguard Bond Index Fund	Mutual Fund		688,713						688,713	-
Vanguard Bond Index Fund	Mutual Fund			1,378,964			1,355,873		-	23,091
Vanguard 500 Index Fund	Mutual Fund		82,360						82,360	-
Vanguard 500 Index Fund	Mutual Fund			1,240,206			1,152,162		-	88,044

See accompanying Independent Auditor's Report.