Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
THE LOS ANGELES LAKERS, INC. RETIREMENT SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 004

1c Effective date of plan 01/01/1991

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

THE LOS ANGELES LAKERS, INC.

555 N. NASH STREET
EL SEGUNDO, CA 90245

2b Employer Identification Number (EIN)
95-3788411

2c Sponsor's telephone number
310-426-6050

2d Business code (see instructions)
711210

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	06/17/2013	DIANE ROGERS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	06/17/2013	DIANE ROGERS
	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

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address

THE LOS ANGELES LAKERS, INC.

555 N. NASH STREET
EL SEGUNDO, CA 90245

3b Administrator's EIN
95-3788411

3c Administrator's telephone number
310-426-6050

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	132
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**	163
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	36
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	199
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	199
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	167
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	3
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
THE LOS ANGELES LAKERS, INC. RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 004

C Plan sponsor's name as shown on line 2a of Form 5500
THE LOS ANGELES LAKERS, INC.

D Employer Identification Number (EIN)
95-3788411

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

1 Coverage Information:

(a) Name of insurance carrier

PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY COMPANY

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
06-1050034	93629	007254	199	01/01/2012	12/31/2012

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	**4**	0
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	6564717

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

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

(3) ☐ other (specify) ▶

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

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

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

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

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

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance

e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug

i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract

m ☐ Other (specify) ▶

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2012** **This Form is Open to Public Inspection.**

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
THE LOS ANGELES LAKERS, INC. RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 004

C Plan sponsor's name as shown on line 2a of Form 5500
THE LOS ANGELES LAKERS, INC.

D Employer Identification Number (EIN)
95-3788411

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

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

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

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

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13 15 37 50 64	NONE	960	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
PRUDENTIAL RETIREMENT INSURANCE AND	15 64	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PRUDENTIAL RETIREMENT INSURANCE AND 06-1050034	40.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2012 TO 12/31/2012 PRINCIPAL PRESERV SEP ACC

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
THE LOS ANGELES LAKERS, INC. RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 004

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
THE LOS ANGELES LAKERS, INC.

D Employer Identification Number (EIN)
95-3788411

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

a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP GROWTH/ARTISAN

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-185	P	1335776

a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP VALUE/WELL MGMT

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-187	P	396020

a Name of MTIA, CCT, PSA, or 103-12 IE: SA/T ROWE PR GR STK STRAT

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-435	P	1854547

a Name of MTIA, CCT, PSA, or 103-12 IE: LARGE CAP VALUE/HERNDON

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-481	P	0

a Name of MTIA, CCT, PSA, or 103-12 IE: SA/WF SM CAP VAL STRAT

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-269	P	276824

a Name of MTIA, CCT, PSA, or 103-12 IE: DRYDEN S & P 500 INDEX FUND

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-123	P	1536535

a Name of MTIA, CCT, PSA, or 103-12 IE: CORE BOND ENHAN INDEX

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-036	P	1165014

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

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

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
THE LOS ANGELES LAKERS, INC. RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 004

C Plan sponsor's name as shown on line 2a of Form 5500
THE LOS ANGELES LAKERS, INC.

D Employer Identification Number (EIN)
95-3788411

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(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)	247507	194855
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	6631095	6564717
(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)	1749416	3286104
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	3151143	3166639

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	11779161	13212315
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	11779161	13212315

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)	140580	
	(B) Participants	2a(1)(B)	878464	
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1019044
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	7509	
	(F) Other	2b(1)(F)	61616	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		69125
	(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)	43732	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		43732
	(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
	(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

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		970633
(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)		354092
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		2456626
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1022484	
(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)		1022484
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	988	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		988
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1023472
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1433154
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: FARBER HASS HURLEY LLP **(2)** EIN: 20-4207759

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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

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

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
THE LOS ANGELES LAKERS, INC. RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 004

C Plan sponsor's name as shown on line 2a of Form 5500
THE LOS ANGELES LAKERS, INC.

D Employer Identification Number (EIN)
95-3788411

Part I Distributions

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

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

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

EIN(s): 22-1211670

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

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

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

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

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

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

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

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (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 line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

FINANCIAL STATEMENTS

THE LOS ANGELES LAKERS, INC.
RETIREMENT SAVINGS PLAN

DECEMBER 31, 2012 AND 2011

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Farber Hass Hurley LLP

Certified Public Accountants

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Valencia, CA 91355
www.fhhcpas.com

Telephone: (661) 257-6671
Facsimile: (661) 257-6674

INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of
The Los Angeles Lakers, Inc. Retirement Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of The Los Angeles Lakers, Inc. Retirement Savings Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

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 C, which was certified by Prudential Retirement Insurance and Annuity Company, the custodian of the Plan, and Prudential Bank & Trust, F.S.B., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian and trustee hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained certifications from the custodian and trustee as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the plan administrator by the custodian and trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental Schedule H, line 4i-Schedule of Assets (Held At End of Year) as of December 31, 2012 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the custodian and 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.

Farber Hass Hurley LLP

Valencia, California
June 10, 2013

THE LOS ANGELES LAKERS, INC. RETIREMENT SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

	2012	2011
ASSETS:		
Investments, at fair value	$ 13,017,460	$ 11,531,654
Notes receivable from participants	194,855	247,507
Net assets available for benefits	$ 13,212,315	$ 11,779,161

The accompanying notes are an integral part of these financial statements.

THE LOS ANGELES LAKERS, INC. RETIREMENT SAVINGS PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2012

Additions to net assets attributed to:		
Investment income:		
Interest and dividend income	$	105,348
Net appreciation in fair value of investments		1,324,725
		1,430,073
Interest income on notes receivable from participants		7,509
Contributions:		
Participant deferrals		878,464
Employer contributions		140,580
		1,019,044
Total additions		2,456,626
Deductions from net assets attributed to:		
Benefits paid to participants		1,022,484
Administrative expenses		988
Total deductions		1,023,472
Net increase		1,433,154
Net assets available for benefits:		
Beginning of year		11,779,161
End of year	$	13,212,315

The accompanying notes are an integral part of this financial statement.

NOTE A - DESCRIPTION OF THE PLAN

The following description of The Los Angeles Lakers, Inc. Retirement Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

1. General

The Plan is a defined contribution plan established on January 1, 1991, by The Los Angeles Lakers, Inc. (the "Company") under the provisions of Section 401(a) of the Internal Revenue Code ("IRC"). The Plan provides for a qualified cash or deferred arrangement as described in Section 401(k) of the IRC, for the benefit of all eligible employees of The Los Angeles Lakers, Inc., LAL Women's Basketball, LLC, JB Family Investments LLC, LAL D Team LLC, and Los Angeles Lakers Youth Foundation (collectively, the "Employer"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

2. Eligibility and Enrollment

An employee who is part of an eligible class, as defined in the Plan document, is eligible for participation in the Plan upon completion of six months of service in which at least 500 hours are worked and attainment of age 21. Certain job classes, as defined in the Plan document, are eligible to make contributions but are not eligible to receive Employer contributions under the Plan. Upon eligibility, the Employer will automatically withhold 3.5% of an employee's compensation as tax-deferred contributions, unless the employee affirmatively elects another percentage or not to contribute at all. The Employer will automatically increase an employee's tax deferred contributions by an additional 1% upon each anniversary of eligibility, up to a maximum of 10%, unless the employee makes an affirmative election against the increase or the employee is a highly compensated employee.

3. Participant Accounts

Separate accounts are maintained for each participant's elective deferrals, employee rollovers and Employer contributions. Plan earnings are allocated to the participant's fund account balances on an individually directed basis in accordance with the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

4. Contributions

Participants may elect to contribute, on a tax-deferred basis and/or an after-tax basis, from 1% to 30% of eligible compensation, up to the maximum deferral per Section 402(g)(1) of the IRC of $17,000 for the year ended December 31, 2012. Employer contributions to the Plan are discretionary, as provided in the Plan document.

NOTE A - DESCRIPTION OF THE PLAN (Continued)

4. Contributions (Continued)

During the year ended December 31, 2012 the Employer made matching contributions for the first 3.5% of a participant's compensation, subject to an annual maximum of $1,400 per participant, totaling $140,580. The Employer ceased making matching contributions effective July 1, 2011 and resumed effective January 1, 2012. In addition, the Employer may elect to contribute additional discretionary matching contributions, qualified matching contributions, or qualified non-elective contributions, none of which were elected to be made during the year ended December 31, 2012.

5. Vesting

Participants are 100% vested in their employee deferrals, rollover contributions, Employer qualified non-elective and Employer qualified matching contributions plus actual earnings thereon. However, vesting in the Employer matching contributions portion of their accounts plus earnings thereon is based on years of continuous service as follows:

Years of Service	Percentage
Less than 2	0%
2	25%
3	50%
4 or more	100%

6. Notes Receivable from Participants

Participants may borrow a minimum of $1,000 up to the lesser of $50,000 or 50% of their vested balance. Participants may only have one note receivable outstanding at any time. All notes receivable shall bear a reasonable rate of interest as determined by the plan administrator. Notes receivable must be repaid within five years of the date of issuance in accordance with terms established by the plan administrator. Notes receivable for the purchase of a principal residence may be paid back over a reasonable period of time that may not exceed ten years.

7. Payment of Benefits

Benefits are payable to a participant or beneficiary upon termination of employment, retirement, total and permanent disability, or death, as specified by the Plan. Distributions from the Plan for terminated employees are made in the form of a lump-sum cash payment, installment payments, or terminated employees may request a transfer of their vested balance to another qualified plan, regardless of the balance in their account. In-service withdrawals are permitted if certain criteria are met.

NOTE A - DESCRIPTION OF THE PLAN (Continued)

8. Forfeited Accounts

At December 31, 2012, non-vested forfeited accounts totaled $22,993. These accounts will be reallocated to participants in the Plan on a pro rata basis, as provided in the Plan document.

9. Investment Options

Participants may direct participant and Employer contributions as desired, in any of a variety of investment options held by Prudential Retirement Insurance and Annuity Company and Prudential Bank & Trust, F.S.B. (collectively "Prudential"). Participants may change their investment options daily.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Presentation

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Statements of Net Assets Available for Benefits present the fair value of the investment contracts, which equals contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a fair value basis.

2. Recent Accounting Pronouncements

In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2011-04, *Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and International Financial Reporting Standards* (IFRS). ASU 2011-04 amended Accounting Standards Codification (ASC) 820, to converge the fair value measurement guidance in GAAP and IFRS. Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC 820. In addition, ASU 2011-04 requires additional fair value disclosures, although certain of these new disclosures will not be required for nonpublic entities. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. Plan management believes the effect that the provisions of ASU 2011-04 will have on the Plan's financial statements will not be material.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3. Plan Administration

The Employer is the plan sponsor and the plan administrator. The plan administrator is responsible for carrying out the duties imposed under ERISA.

4. Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results could differ from those estimates.

5. Investment Valuation and Income Recognition

The Plan's 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. Plan management determines the Plan's valuation policies utilizing information provided by the investment advisers, custodians and insurance company. See Note D for further 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/depreciation includes gains and losses on investments bought and sold as well as held during the year.

6. Administrative Expenses

Substantially all expenses of maintaining the Plan are paid by the plan sponsor.

7. Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2012 or 2011. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

8. Benefit Payments

Benefits are recorded when paid.

NOTE C - INVESTMENTS AND CERTIFICATION BY CUSTODIAN AND TRUSTEE

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the information certified by Prudential, the custodian and trustee, as complete and accurate, except for comparing such information certified by the custodian and trustee to information included in the Plan's financial statements and supplemental schedule.

Total investments and notes receivable from participants held and certified by Prudential in the accompanying statements of net assets available for benefits were $13,212,315 and $11,779,161, as of December 31, 2012 and 2011, respectively. Net investment income certified by Prudential in the accompanying statement of changes in net assets available for plan benefits was $1,430,073 for the year ended December 31, 2012. Interest income on notes receivable from participants certified by Prudential in the accompanying statement of changes in net assets available for plan benefits was $7,509 for the year ended December 31, 2012.

Investments that represent 5% or more of the Plan's net assets available for benefits as of December 31, 2012 and 2011 were as follows:

	2012	2011
Investments at fair value:		
Mid Cap Growth/Artisan Partners Fund	$ 1,335,776	$ 1,055,317
T. Rowe Price Growth Stock	$ 1,854,547	$ 1,383,260
Principal Preservation Separate Account	$ 3,166,639	$ 3,151,143
Eaton Vance Large Cap A	$ -	$ 803,609
Dryden S&P 500 Index Fund	$ 1,536,535	$ 1,647,276
Core Bond Enhanced Index	$ 1,165,014	$ 1,111,440
American Europacific Growth Fund	$ 1,547,318	$ 1,189,824
Invesco Dividend A	$ 1,069,828	$ -

During the year ended December 31, 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

Pooled separate accounts	$ 970,633
Mutual funds	354,092
	$ 1,324,725

NOTE D - FAIR VALUE MEASUREMENTS

FASB 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 to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology 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, 2012 and 2011.

Pooled Separate Accounts: The fair value of units of account in the pooled separate accounts is based on the accumulated values of the underlying investments at the end of the year.

Mutual Funds: Valued at the quoted net asset value (NAV) of shares held by the Plan at year end.

Investment Contract with Insurance Company: Valued at contract value, which represents deposits made to the contract, plus earnings at guaranteed interest rates, less withdrawals and fees. See Note E for further discussion.

NOTE D - FAIR VALUE MEASUREMENTS (Continued)

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.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011:

Assets at Fair Value as of December 31, 2012

	Level 1	*Level 2*	*Level 3*	*Total*
Pooled separate accounts:				
Value funds	$ -	$ 672,844	$ -	$ 672,844
Blend fund	-	1,536,535	-	1,536,535
Growth funds	-	3,190,323	-	3,190,323
Fixed income fund	-	1,165,014	-	1,165,014
Total pooled separate accounts	-	6,564,716	-	6,564,716
Mutual funds:				
Blend fund	1,547,318	-	-	1,547,318
Growth funds	1,517,894	-	-	1,517,894
Value fund	220,893	-	-	220,893
Total mutual funds	3,286,105	-	-	3,286,105
Investment contract with insurance company:				
Balanced fund	-	3,166,639		3,166,639
Total assets at fair value	$ 3,286,105	$ 9,731,355	$ -	$ 13,017,460

NOTE D - FAIR VALUE MEASUREMENTS (Continued)

Assets at Fair Value as of December 31, 2011

	Level 1	*Level 2*	*Level 3*	*Total*
Pooled separate accounts:				
Value funds	$ -	$ 1,433,802	$ -	$ 1,433,802
Blend funds	-	1,647,276	-	1,647,276
Growth funds	-	2,438,577	-	2,438,577
Fixed income fund	-	1,111,440	-	1,111,440
Total pooled separate accounts	-	6,631,095	-	6,631,095
Mutual funds:				
Blend fund	1,189,824	-	-	1,189,824
Growth fund	379,249	-	-	379,249
Value fund	180,343	-	-	180,343
Total mutual funds	1,749,416	-	-	1,749,416
Investment contract with insurance company:				
Balanced fund	-	-	3,151,143	3,151,143
Total assets at fair value	$ 1,749,416	$ 6,631,095	$ 3,151,143	$ 11,531,654

The following table sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2012:

Level 3 Assets for Year Ended December 31, 2012

	Investment Contract with Insurance Company
Balance, beginning of year	$ 3,151,143
Interest income	61,616
Purchases	396,721
Sales	(442,841)
Reclassification to Level 2	(3,166,639)
Balance, end of year	$ -

NOTE E - INVESTMENT CONTRACT WITH INSURANCE COMPANY

In 1995, the Plan entered into a benefit-responsive investment contract with Prudential. The contract is affected directly between the plan sponsor and the issuer. The repayment of principal and interest credited to participants is a financial obligation of the issuer.

As described in Note B, because the investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the investment contract. Contract value, as reported to the Plan by Prudential, represents deposits made under the contract, plus interest earnings at the established crediting rates, less withdrawals and fees. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. Contract value approximated fair value as of December 31, 2012 and 2011.

When establishing interest crediting rates, Prudential considers many factors, including current economic and market conditions and the general interest rate environment. The crediting interest rate may not be less than 1.5% and is evaluated semiannually.

There are no events that would limit the ability of the Plan to transact at contract value paid either immediately or, depending upon the interest rate environment and cash flow levels, over time. Also, there are no events that allow the issuer to terminate the contract which would require the Plan sponsor to settle at an amount different than contract value paid either within ninety days or over time.

Average annual yields for the years ended December 31, 2012 and 2011 are as follows:

	2012	2011
Based on actual earnings	1.85%	2.25%
Based on interest rate credited to participants	1.85%	2.25%

NOTE F - PLAN TERMINATION

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

NOTE G - INCOME TAX STATUS

The Employer adopted a Volume Submitter Plan which received its most recent favorable opinion letter from the Internal Revenue Service (IRS) dated March 31, 2008, which stated that the Plan and related trust are designed in accordance with applicable sections of the IRC. The Plan has been amended since receiving the opinion letter. However, the plan administrator and the Plan's advisors believe that the Plan is currently designed and operated in compliance with the applicable requirements of the IRC. Administration errors, if any, which are insignificant or operational in nature, are handled by the administrator in accordance with applicable IRS correction policies. Therefore, the plan administrator believes that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to December 31, 2009.

NOTE H - RELATED-PARTY TRANSACTIONS

Plan investments are held and managed by Prudential. Prudential is the custodian and trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Notes receivable from participants and the related interest income are also considered party-in-interest transactions.

NOTE I - 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 could occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

NOTE J - SUBSEQUENT EVENTS

Plan management has evaluated subsequent events through June 10, 2013, the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULE FURNISHED PURSUANT
TO DOL REQUIREMENTS UNDER ERISA
FOR THE YEAR ENDED DECEMBER 31, 2012

THE LOS ANGELES LAKERS, INC. RETIREMENT SAVINGS PLAN

PLAN NUMBER: 004 EIN: 95-3788411

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

AS OF DECEMBER 31, 2012

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
*	Prudential Retirement Ins.	Mid Cap Growth/Artisan Partners Fund	**	$ 1,335,776
*	Prudential Retirement Ins.	Mid Cap Value/Wellington Management	**	396,020
*	Prudential Retirement Ins.	T. Rowe Price Growth Stock	**	1,854,547
*	Prudential Retirement Ins.	Principal Preservation Separate Account	**	3,166,639
*	Prudential Retirement Ins.	SA/WF Small Cap Value	**	276,824
*	Prudential Retirement Ins.	Dryden S&P 500 Index Fund	**	1,536,535
*	Prudential Retirement Ins.	Core Bond Enhanced Index	**	1,165,014
*	Prudential Mutual Funds	American Europacific Growth Fund	**	1,547,318
*	Prudential Mutual Funds	Invesco Dividend A	**	1,069,828
*	Prudential Mutual Funds	JP Morgan Small Cap Growth Fund	**	448,066
*	Prudential Mutual Funds	Perkins Small Cap Value	**	220,893
		Total Investments		13,017,460
*	Participant Loans	3.25% - 5.00%	-0-	194,855
		Total		$ 13,212,315

* A party-in-interest as defined by ERISA

** Cost omitted for participant directed investments

FINANCIAL STATEMENTS

THE LOS ANGELES LAKERS, INC.
RETIREMENT SAVINGS PLAN

DECEMBER 31, 2012 AND 2011

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INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of
The Los Angeles Lakers, Inc. Retirement Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of The Los Angeles Lakers, Inc. Retirement Savings Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

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 C, which was certified by Prudential Retirement Insurance and Annuity Company, the custodian of the Plan, and Prudential Bank & Trust, F.S.B., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian and trustee hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained certifications from the custodian and trustee as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the plan administrator by the custodian and trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental Schedule H, line 4i-Schedule of Assets (Held At End of Year) as of December 31, 2012 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the custodian and 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.

Farber Hass Hurley LLP

Valencia, California
June 10, 2013

THE LOS ANGELES LAKERS, INC. RETIREMENT SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

	2012	2011
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The accompanying notes are an integral part of these financial statements.

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YEAR ENDED DECEMBER 31, 2012

Additions to net assets attributed to:		
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2. Eligibility and Enrollment

An employee who is part of an eligible class, as defined in the Plan document, is eligible for participation in the Plan upon completion of six months of service in which at least 500 hours are worked and attainment of age 21. Certain job classes, as defined in the Plan document, are eligible to make contributions but are not eligible to receive Employer contributions under the Plan. Upon eligibility, the Employer will automatically withhold 3.5% of an employee's compensation as tax-deferred contributions, unless the employee affirmatively elects another percentage or not to contribute at all. The Employer will automatically increase an employee's tax deferred contributions by an additional 1% upon each anniversary of eligibility, up to a maximum of 10%, unless the employee makes an affirmative election against the increase or the employee is a highly compensated employee.

3. Participant Accounts

Separate accounts are maintained for each participant's elective deferrals, employee rollovers and Employer contributions. Plan earnings are allocated to the participant's fund account balances on an individually directed basis in accordance with the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

4. Contributions

Participants may elect to contribute, on a tax-deferred basis and/or an after-tax basis, from 1% to 30% of eligible compensation, up to the maximum deferral per Section 402(g)(1) of the IRC of $17,000 for the year ended December 31, 2012. Employer contributions to the Plan are discretionary, as provided in the Plan document.

NOTE A - DESCRIPTION OF THE PLAN (Continued)

4. Contributions (Continued)

During the year ended December 31, 2012 the Employer made matching contributions for the first 3.5% of a participant's compensation, subject to an annual maximum of $1,400 per participant, totaling $140,580. The Employer ceased making matching contributions effective July 1, 2011 and resumed effective January 1, 2012. In addition, the Employer may elect to contribute additional discretionary matching contributions, qualified matching contributions, or qualified non-elective contributions, none of which were elected to be made during the year ended December 31, 2012.

5. Vesting

Participants are 100% vested in their employee deferrals, rollover contributions, Employer qualified non-elective and Employer qualified matching contributions plus actual earnings thereon. However, vesting in the Employer matching contributions portion of their accounts plus earnings thereon is based on years of continuous service as follows:

Years of Service	Percentage
Less than 2	0%
2	25%
3	50%
4 or more	100%

6. Notes Receivable from Participants

Participants may borrow a minimum of $1,000 up to the lesser of $50,000 or 50% of their vested balance. Participants may only have one note receivable outstanding at any time. All notes receivable shall bear a reasonable rate of interest as determined by the plan administrator. Notes receivable must be repaid within five years of the date of issuance in accordance with terms established by the plan administrator. Notes receivable for the purchase of a principal residence may be paid back over a reasonable period of time that may not exceed ten years.

7. Payment of Benefits

Benefits are payable to a participant or beneficiary upon termination of employment, retirement, total and permanent disability, or death, as specified by the Plan. Distributions from the Plan for terminated employees are made in the form of a lump-sum cash payment, installment payments, or terminated employees may request a transfer of their vested balance to another qualified plan, regardless of the balance in their account. In-service withdrawals are permitted if certain criteria are met.

NOTE A - DESCRIPTION OF THE PLAN (Continued)

8. Forfeited Accounts

At December 31, 2012, non-vested forfeited accounts totaled $22,993. These accounts will be reallocated to participants in the Plan on a pro rata basis, as provided in the Plan document.

9. Investment Options

Participants may direct participant and Employer contributions as desired, in any of a variety of investment options held by Prudential Retirement Insurance and Annuity Company and Prudential Bank & Trust, F.S.B. (collectively "Prudential"). Participants may change their investment options daily.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Presentation

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Statements of Net Assets Available for Benefits present the fair value of the investment contracts, which equals contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a fair value basis.

2. Recent Accounting Pronouncements

In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2011-04, *Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and International Financial Reporting Standards* (IFRS). ASU 2011-04 amended Accounting Standards Codification (ASC) 820, to converge the fair value measurement guidance in GAAP and IFRS. Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC 820. In addition, ASU 2011-04 requires additional fair value disclosures, although certain of these new disclosures will not be required for nonpublic entities. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. Plan management believes the effect that the provisions of ASU 2011-04 will have on the Plan's financial statements will not be material.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3. Plan Administration

The Employer is the plan sponsor and the plan administrator. The plan administrator is responsible for carrying out the duties imposed under ERISA.

4. Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results could differ from those estimates.

5. Investment Valuation and Income Recognition

The Plan's 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. Plan management determines the Plan's valuation policies utilizing information provided by the investment advisers, custodians and insurance company. See Note D for further 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/depreciation includes gains and losses on investments bought and sold as well as held during the year.

6. Administrative Expenses

Substantially all expenses of maintaining the Plan are paid by the plan sponsor.

7. Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2012 or 2011. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

8. Benefit Payments

Benefits are recorded when paid.

NOTE C - INVESTMENTS AND CERTIFICATION BY CUSTODIAN AND TRUSTEE

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the information certified by Prudential, the custodian and trustee, as complete and accurate, except for comparing such information certified by the custodian and trustee to information included in the Plan's financial statements and supplemental schedule.

Total investments and notes receivable from participants held and certified by Prudential in the accompanying statements of net assets available for benefits were $13,212,315 and $11,779,161, as of December 31, 2012 and 2011, respectively. Net investment income certified by Prudential in the accompanying statement of changes in net assets available for plan benefits was $1,430,073 for the year ended December 31, 2012. Interest income on notes receivable from participants certified by Prudential in the accompanying statement of changes in net assets available for plan benefits was $7,509 for the year ended December 31, 2012.

Investments that represent 5% or more of the Plan's net assets available for benefits as of December 31, 2012 and 2011 were as follows:

	2012	2011
Investments at fair value:		
Mid Cap Growth/Artisan Partners Fund	$ 1,335,776	$ 1,055,317
T. Rowe Price Growth Stock	$ 1,854,547	$ 1,383,260
Principal Preservation Separate Account	$ 3,166,639	$ 3,151,143
Eaton Vance Large Cap A	$ -	$ 803,609
Dryden S&P 500 Index Fund	$ 1,536,535	$ 1,647,276
Core Bond Enhanced Index	$ 1,165,014	$ 1,111,440
American Europacific Growth Fund	$ 1,547,318	$ 1,189,824
Invesco Dividend A	$ 1,069,828	$ -

During the year ended December 31, 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

Pooled separate accounts	$ 970,633
Mutual funds	354,092
	$ 1,324,725

NOTE D - FAIR VALUE MEASUREMENTS

FASB 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 to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology 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, 2012 and 2011.

Pooled Separate Accounts: The fair value of units of account in the pooled separate accounts is based on the accumulated values of the underlying investments at the end of the year.

Mutual Funds: Valued at the quoted net asset value (NAV) of shares held by the Plan at year end.

Investment Contract with Insurance Company: Valued at contract value, which represents deposits made to the contract, plus earnings at guaranteed interest rates, less withdrawals and fees. See Note E for further discussion.

NOTE D - FAIR VALUE MEASUREMENTS (Continued)

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.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011:

Assets at Fair Value as of December 31, 2012

	Level 1	*Level 2*	*Level 3*	*Total*
Pooled separate accounts:				
Value funds	$ -	$ 672,844	$ -	$ 672,844
Blend fund	-	1,536,535	-	1,536,535
Growth funds	-	3,190,323	-	3,190,323
Fixed income fund	-	1,165,014	-	1,165,014
Total pooled separate accounts	-	6,564,716	-	6,564,716
Mutual funds:				
Blend fund	1,547,318	-	-	1,547,318
Growth funds	1,517,894	-	-	1,517,894
Value fund	220,893	-	-	220,893
Total mutual funds	3,286,105	-	-	3,286,105
Investment contract with insurance company:				
Balanced fund	-	3,166,639		3,166,639
Total assets at fair value	$ 3,286,105	$ 9,731,355	$ -	$ 13,017,460

NOTE D - FAIR VALUE MEASUREMENTS (Continued)

Assets at Fair Value as of December 31, 2011

	Level 1	*Level 2*	*Level 3*	*Total*
Pooled separate accounts:				
Value funds	$ -	$ 1,433,802	$ -	$ 1,433,802
Blend funds	-	1,647,276	-	1,647,276
Growth funds	-	2,438,577	-	2,438,577
Fixed income fund	-	1,111,440	-	1,111,440
Total pooled separate accounts	-	6,631,095	-	6,631,095
Mutual funds:				
Blend fund	1,189,824	-	-	1,189,824
Growth fund	379,249	-	-	379,249
Value fund	180,343	-	-	180,343
Total mutual funds	1,749,416	-	-	1,749,416
Investment contract with insurance company:				
Balanced fund	-	-	3,151,143	3,151,143
Total assets at fair value	$ 1,749,416	$ 6,631,095	$ 3,151,143	$ 11,531,654

The following table sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2012:

Level 3 Assets for Year Ended December 31, 2012

	Investment Contract with Insurance Company
Balance, beginning of year	$ 3,151,143
Interest income	61,616
Purchases	396,721
Sales	(442,841)
Reclassification to Level 2	(3,166,639)
Balance, end of year	$ -

NOTE E - INVESTMENT CONTRACT WITH INSURANCE COMPANY

In 1995, the Plan entered into a benefit-responsive investment contract with Prudential. The contract is affected directly between the plan sponsor and the issuer. The repayment of principal and interest credited to participants is a financial obligation of the issuer.

As described in Note B, because the investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the investment contract. Contract value, as reported to the Plan by Prudential, represents deposits made under the contract, plus interest earnings at the established crediting rates, less withdrawals and fees. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. Contract value approximated fair value as of December 31, 2012 and 2011.

When establishing interest crediting rates, Prudential considers many factors, including current economic and market conditions and the general interest rate environment. The crediting interest rate may not be less than 1.5% and is evaluated semiannually.

There are no events that would limit the ability of the Plan to transact at contract value paid either immediately or, depending upon the interest rate environment and cash flow levels, over time. Also, there are no events that allow the issuer to terminate the contract which would require the Plan sponsor to settle at an amount different than contract value paid either within ninety days or over time.

Average annual yields for the years ended December 31, 2012 and 2011 are as follows:

	2012	2011
Based on actual earnings	1.85%	2.25%
Based on interest rate credited to participants	1.85%	2.25%

NOTE F - PLAN TERMINATION

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

NOTE G - INCOME TAX STATUS

The Employer adopted a Volume Submitter Plan which received its most recent favorable opinion letter from the Internal Revenue Service (IRS) dated March 31, 2008, which stated that the Plan and related trust are designed in accordance with applicable sections of the IRC. The Plan has been amended since receiving the opinion letter. However, the plan administrator and the Plan's advisors believe that the Plan is currently designed and operated in compliance with the applicable requirements of the IRC. Administration errors, if any, which are insignificant or operational in nature, are handled by the administrator in accordance with applicable IRS correction policies. Therefore, the plan administrator believes that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to December 31, 2009.

NOTE H - RELATED-PARTY TRANSACTIONS

Plan investments are held and managed by Prudential. Prudential is the custodian and trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Notes receivable from participants and the related interest income are also considered party-in-interest transactions.

NOTE I - 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 could occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

NOTE J - SUBSEQUENT EVENTS

Plan management has evaluated subsequent events through June 10, 2013, the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULE FURNISHED PURSUANT
TO DOL REQUIREMENTS UNDER ERISA
FOR THE YEAR ENDED DECEMBER 31, 2012

THE LOS ANGELES LAKERS, INC. RETIREMENT SAVINGS PLAN

PLAN NUMBER: 004 EIN: 95-3788411

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

AS OF DECEMBER 31, 2012

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
*	Prudential Retirement Ins.	Mid Cap Growth/Artisan Partners Fund	**	$ 1,335,776
*	Prudential Retirement Ins.	Mid Cap Value/Wellington Management	**	396,020
*	Prudential Retirement Ins.	T. Rowe Price Growth Stock	**	1,854,547
*	Prudential Retirement Ins.	Principal Preservation Separate Account	**	3,166,639
*	Prudential Retirement Ins.	SA/WF Small Cap Value	**	276,824
*	Prudential Retirement Ins.	Dryden S&P 500 Index Fund	**	1,536,535
*	Prudential Retirement Ins.	Core Bond Enhanced Index	**	1,165,014
*	Prudential Mutual Funds	American Europacific Growth Fund	**	1,547,318
*	Prudential Mutual Funds	Invesco Dividend A	**	1,069,828
*	Prudential Mutual Funds	JP Morgan Small Cap Growth Fund	**	448,066
*	Prudential Mutual Funds	Perkins Small Cap Value	**	220,893
		Total Investments		13,017,460
*	Participant Loans	3.25% - 5.00%	-0-	194,855
		Total		$ 13,212,315

* A party-in-interest as defined by ERISA

** Cost omitted for participant directed investments

FINANCIAL STATEMENTS

THE LOS ANGELES LAKERS, INC.
RETIREMENT SAVINGS PLAN

DECEMBER 31, 2012 AND 2011

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INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of
The Los Angeles Lakers, Inc. Retirement Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of The Los Angeles Lakers, Inc. Retirement Savings Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

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 C, which was certified by Prudential Retirement Insurance and Annuity Company, the custodian of the Plan, and Prudential Bank & Trust, F.S.B., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian and trustee hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained certifications from the custodian and trustee as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the plan administrator by the custodian and trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental Schedule H, line 4i-Schedule of Assets (Held At End of Year) as of December 31, 2012 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the custodian and 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.

Farber Hass Hurley LLP

Valencia, California
June 10, 2013

THE LOS ANGELES LAKERS, INC. RETIREMENT SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

	2012	2011
ASSETS:		
Investments, at fair value	$ 13,017,460	$ 11,531,654
Notes receivable from participants	194,855	247,507
Net assets available for benefits	$ 13,212,315	$ 11,779,161

The accompanying notes are an integral part of these financial statements.

THE LOS ANGELES LAKERS, INC. RETIREMENT SAVINGS PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2012

Additions to net assets attributed to:		
Investment income:		
Interest and dividend income	$	105,348
Net appreciation in fair value of investments		1,324,725
		1,430,073
Interest income on notes receivable from participants		7,509
Contributions:		
Participant deferrals		878,464
Employer contributions		140,580
		1,019,044
Total additions		2,456,626
Deductions from net assets attributed to:		
Benefits paid to participants		1,022,484
Administrative expenses		988
Total deductions		1,023,472
Net increase		1,433,154
Net assets available for benefits:		
Beginning of year		11,779,161
End of year	$	13,212,315

The accompanying notes are an integral part of this financial statement.

NOTE A - DESCRIPTION OF THE PLAN

The following description of The Los Angeles Lakers, Inc. Retirement Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

1. General

The Plan is a defined contribution plan established on January 1, 1991, by The Los Angeles Lakers, Inc. (the "Company") under the provisions of Section 401(a) of the Internal Revenue Code ("IRC"). The Plan provides for a qualified cash or deferred arrangement as described in Section 401(k) of the IRC, for the benefit of all eligible employees of The Los Angeles Lakers, Inc., LAL Women's Basketball, LLC, JB Family Investments LLC, LAL D Team LLC, and Los Angeles Lakers Youth Foundation (collectively, the "Employer"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

2. Eligibility and Enrollment

An employee who is part of an eligible class, as defined in the Plan document, is eligible for participation in the Plan upon completion of six months of service in which at least 500 hours are worked and attainment of age 21. Certain job classes, as defined in the Plan document, are eligible to make contributions but are not eligible to receive Employer contributions under the Plan. Upon eligibility, the Employer will automatically withhold 3.5% of an employee's compensation as tax-deferred contributions, unless the employee affirmatively elects another percentage or not to contribute at all. The Employer will automatically increase an employee's tax deferred contributions by an additional 1% upon each anniversary of eligibility, up to a maximum of 10%, unless the employee makes an affirmative election against the increase or the employee is a highly compensated employee.

3. Participant Accounts

Separate accounts are maintained for each participant's elective deferrals, employee rollovers and Employer contributions. Plan earnings are allocated to the participant's fund account balances on an individually directed basis in accordance with the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

4. Contributions

Participants may elect to contribute, on a tax-deferred basis and/or an after-tax basis, from 1% to 30% of eligible compensation, up to the maximum deferral per Section 402(g)(1) of the IRC of $17,000 for the year ended December 31, 2012. Employer contributions to the Plan are discretionary, as provided in the Plan document.

NOTE A - DESCRIPTION OF THE PLAN (Continued)

4. Contributions (Continued)

During the year ended December 31, 2012 the Employer made matching contributions for the first 3.5% of a participant's compensation, subject to an annual maximum of $1,400 per participant, totaling $140,580. The Employer ceased making matching contributions effective July 1, 2011 and resumed effective January 1, 2012. In addition, the Employer may elect to contribute additional discretionary matching contributions, qualified matching contributions, or qualified non-elective contributions, none of which were elected to be made during the year ended December 31, 2012.

5. Vesting

Participants are 100% vested in their employee deferrals, rollover contributions, Employer qualified non-elective and Employer qualified matching contributions plus actual earnings thereon. However, vesting in the Employer matching contributions portion of their accounts plus earnings thereon is based on years of continuous service as follows:

Years of Service	Percentage
Less than 2	0%
2	25%
3	50%
4 or more	100%

6. Notes Receivable from Participants

Participants may borrow a minimum of $1,000 up to the lesser of $50,000 or 50% of their vested balance. Participants may only have one note receivable outstanding at any time. All notes receivable shall bear a reasonable rate of interest as determined by the plan administrator. Notes receivable must be repaid within five years of the date of issuance in accordance with terms established by the plan administrator. Notes receivable for the purchase of a principal residence may be paid back over a reasonable period of time that may not exceed ten years.

7. Payment of Benefits

Benefits are payable to a participant or beneficiary upon termination of employment, retirement, total and permanent disability, or death, as specified by the Plan. Distributions from the Plan for terminated employees are made in the form of a lump-sum cash payment, installment payments, or terminated employees may request a transfer of their vested balance to another qualified plan, regardless of the balance in their account. In-service withdrawals are permitted if certain criteria are met.

NOTE A - DESCRIPTION OF THE PLAN (Continued)

8. Forfeited Accounts

At December 31, 2012, non-vested forfeited accounts totaled $22,993. These accounts will be reallocated to participants in the Plan on a pro rata basis, as provided in the Plan document.

9. Investment Options

Participants may direct participant and Employer contributions as desired, in any of a variety of investment options held by Prudential Retirement Insurance and Annuity Company and Prudential Bank & Trust, F.S.B. (collectively "Prudential"). Participants may change their investment options daily.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Presentation

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Statements of Net Assets Available for Benefits present the fair value of the investment contracts, which equals contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a fair value basis.

2. Recent Accounting Pronouncements

In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2011-04, *Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and International Financial Reporting Standards* (IFRS). ASU 2011-04 amended Accounting Standards Codification (ASC) 820, to converge the fair value measurement guidance in GAAP and IFRS. Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC 820. In addition, ASU 2011-04 requires additional fair value disclosures, although certain of these new disclosures will not be required for nonpublic entities. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. Plan management believes the effect that the provisions of ASU 2011-04 will have on the Plan's financial statements will not be material.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3. Plan Administration

The Employer is the plan sponsor and the plan administrator. The plan administrator is responsible for carrying out the duties imposed under ERISA.

4. Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results could differ from those estimates.

5. Investment Valuation and Income Recognition

The Plan's 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. Plan management determines the Plan's valuation policies utilizing information provided by the investment advisers, custodians and insurance company. See Note D for further 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/depreciation includes gains and losses on investments bought and sold as well as held during the year.

6. Administrative Expenses

Substantially all expenses of maintaining the Plan are paid by the plan sponsor.

7. Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2012 or 2011. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

8. Benefit Payments

Benefits are recorded when paid.

NOTE C - INVESTMENTS AND CERTIFICATION BY CUSTODIAN AND TRUSTEE

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the information certified by Prudential, the custodian and trustee, as complete and accurate, except for comparing such information certified by the custodian and trustee to information included in the Plan's financial statements and supplemental schedule.

Total investments and notes receivable from participants held and certified by Prudential in the accompanying statements of net assets available for benefits were $13,212,315 and $11,779,161, as of December 31, 2012 and 2011, respectively. Net investment income certified by Prudential in the accompanying statement of changes in net assets available for plan benefits was $1,430,073 for the year ended December 31, 2012. Interest income on notes receivable from participants certified by Prudential in the accompanying statement of changes in net assets available for plan benefits was $7,509 for the year ended December 31, 2012.

Investments that represent 5% or more of the Plan's net assets available for benefits as of December 31, 2012 and 2011 were as follows:

	2012	2011
Investments at fair value:		
Mid Cap Growth/Artisan Partners Fund	$ 1,335,776	$ 1,055,317
T. Rowe Price Growth Stock	$ 1,854,547	$ 1,383,260
Principal Preservation Separate Account	$ 3,166,639	$ 3,151,143
Eaton Vance Large Cap A	$ -	$ 803,609
Dryden S&P 500 Index Fund	$ 1,536,535	$ 1,647,276
Core Bond Enhanced Index	$ 1,165,014	$ 1,111,440
American Europacific Growth Fund	$ 1,547,318	$ 1,189,824
Invesco Dividend A	$ 1,069,828	$ -

During the year ended December 31, 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

Pooled separate accounts	$ 970,633
Mutual funds	354,092
	$ 1,324,725

NOTE D - FAIR VALUE MEASUREMENTS

FASB 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 to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology 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, 2012 and 2011.

Pooled Separate Accounts: The fair value of units of account in the pooled separate accounts is based on the accumulated values of the underlying investments at the end of the year.

Mutual Funds: Valued at the quoted net asset value (NAV) of shares held by the Plan at year end.

Investment Contract with Insurance Company: Valued at contract value, which represents deposits made to the contract, plus earnings at guaranteed interest rates, less withdrawals and fees. See Note E for further discussion.

NOTE D - FAIR VALUE MEASUREMENTS (Continued)

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.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011:

Assets at Fair Value as of December 31, 2012

	Level 1	*Level 2*	*Level 3*	*Total*
Pooled separate accounts:				
Value funds	$ -	$ 672,844	$ -	$ 672,844
Blend fund	-	1,536,535	-	1,536,535
Growth funds	-	3,190,323	-	3,190,323
Fixed income fund	-	1,165,014	-	1,165,014
Total pooled separate accounts	-	6,564,716	-	6,564,716
Mutual funds:				
Blend fund	1,547,318	-	-	1,547,318
Growth funds	1,517,894	-	-	1,517,894
Value fund	220,893	-	-	220,893
Total mutual funds	3,286,105	-	-	3,286,105
Investment contract with insurance company:				
Balanced fund	-	3,166,639		3,166,639
Total assets at fair value	$ 3,286,105	$ 9,731,355	$ -	$ 13,017,460

NOTE D - FAIR VALUE MEASUREMENTS (Continued)

Assets at Fair Value as of December 31, 2011

	Level 1	*Level 2*	*Level 3*	*Total*
Pooled separate accounts:				
Value funds	$ -	$ 1,433,802	$ -	$ 1,433,802
Blend funds	-	1,647,276	-	1,647,276
Growth funds	-	2,438,577	-	2,438,577
Fixed income fund	-	1,111,440	-	1,111,440
Total pooled separate accounts	-	6,631,095	-	6,631,095
Mutual funds:				
Blend fund	1,189,824	-	-	1,189,824
Growth fund	379,249	-	-	379,249
Value fund	180,343	-	-	180,343
Total mutual funds	1,749,416	-	-	1,749,416
Investment contract with insurance company:				
Balanced fund	-	-	3,151,143	3,151,143
Total assets at fair value	$ 1,749,416	$ 6,631,095	$ 3,151,143	$ 11,531,654

The following table sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2012:

Level 3 Assets for Year Ended December 31, 2012

	Investment Contract with Insurance Company
Balance, beginning of year	$ 3,151,143
Interest income	61,616
Purchases	396,721
Sales	(442,841)
Reclassification to Level 2	(3,166,639)
Balance, end of year	$ -

NOTE E - INVESTMENT CONTRACT WITH INSURANCE COMPANY

In 1995, the Plan entered into a benefit-responsive investment contract with Prudential. The contract is affected directly between the plan sponsor and the issuer. The repayment of principal and interest credited to participants is a financial obligation of the issuer.

As described in Note B, because the investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the investment contract. Contract value, as reported to the Plan by Prudential, represents deposits made under the contract, plus interest earnings at the established crediting rates, less withdrawals and fees. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. Contract value approximated fair value as of December 31, 2012 and 2011.

When establishing interest crediting rates, Prudential considers many factors, including current economic and market conditions and the general interest rate environment. The crediting interest rate may not be less than 1.5% and is evaluated semiannually.

There are no events that would limit the ability of the Plan to transact at contract value paid either immediately or, depending upon the interest rate environment and cash flow levels, over time. Also, there are no events that allow the issuer to terminate the contract which would require the Plan sponsor to settle at an amount different than contract value paid either within ninety days or over time.

Average annual yields for the years ended December 31, 2012 and 2011 are as follows:

	2012	2011
Based on actual earnings	1.85%	2.25%
Based on interest rate credited to participants	1.85%	2.25%

NOTE F - PLAN TERMINATION

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

NOTE G - INCOME TAX STATUS

The Employer adopted a Volume Submitter Plan which received its most recent favorable opinion letter from the Internal Revenue Service (IRS) dated March 31, 2008, which stated that the Plan and related trust are designed in accordance with applicable sections of the IRC. The Plan has been amended since receiving the opinion letter. However, the plan administrator and the Plan's advisors believe that the Plan is currently designed and operated in compliance with the applicable requirements of the IRC. Administration errors, if any, which are insignificant or operational in nature, are handled by the administrator in accordance with applicable IRS correction policies. Therefore, the plan administrator believes that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to December 31, 2009.

NOTE H - RELATED-PARTY TRANSACTIONS

Plan investments are held and managed by Prudential. Prudential is the custodian and trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Notes receivable from participants and the related interest income are also considered party-in-interest transactions.

NOTE I - 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 could occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

NOTE J - SUBSEQUENT EVENTS

Plan management has evaluated subsequent events through June 10, 2013, the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULE FURNISHED PURSUANT
TO DOL REQUIREMENTS UNDER ERISA
FOR THE YEAR ENDED DECEMBER 31, 2012

THE LOS ANGELES LAKERS, INC. RETIREMENT SAVINGS PLAN

PLAN NUMBER: 004 EIN: 95-3788411

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

AS OF DECEMBER 31, 2012

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
*	Prudential Retirement Ins.	Mid Cap Growth/Artisan Partners Fund	**	$ 1,335,776
*	Prudential Retirement Ins.	Mid Cap Value/Wellington Management	**	396,020
*	Prudential Retirement Ins.	T. Rowe Price Growth Stock	**	1,854,547
*	Prudential Retirement Ins.	Principal Preservation Separate Account	**	3,166,639
*	Prudential Retirement Ins.	SA/WF Small Cap Value	**	276,824
*	Prudential Retirement Ins.	Dryden S&P 500 Index Fund	**	1,536,535
*	Prudential Retirement Ins.	Core Bond Enhanced Index	**	1,165,014
*	Prudential Mutual Funds	American Europacific Growth Fund	**	1,547,318
*	Prudential Mutual Funds	Invesco Dividend A	**	1,069,828
*	Prudential Mutual Funds	JP Morgan Small Cap Growth Fund	**	448,066
*	Prudential Mutual Funds	Perkins Small Cap Value	**	220,893
		Total Investments		13,017,460
*	Participant Loans	3.25% - 5.00%	-0-	194,855
		Total		$ 13,212,315

* A party-in-interest as defined by ERISA

** Cost omitted for participant directed investments