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;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

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

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

Part II Basic Plan Information—enter all requested information

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

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1995

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

UNITED TALENT AGENCY INC.

9336 CIVIC CENTER DRIVE
BEVERLY HILLS, CA 90210

2b Employer Identification Number (EIN) 95-4312582

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

2d Business code (see instructions) 711410

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/11/2013	JEFFREY R. DALLA BETTA
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/11/2013	JEFFREY R. DALLA BETTA
	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)
MCCREADY & KEENE, INC.

MCCREADY & KEENE, INC.

7941 CASTLEWAY DR.
INDIANAPOLIS, IN 46250

Preparer's telephone number (optional) 800-261-9618

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

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**	443
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**	360
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	69
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	429
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	429
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	338
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	18
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 2F 2G 2J 2K 2R 2T 3D 3H

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] 2 **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
UNITED TALENT AGENCY INC. 401K PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
95-4312582

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

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

1 Coverage Information:

(a) Name of insurance carrier

AMERICAN UNITED LIFE INSURANCE COMPANY

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
35-0145825	60895	K00043	338	03/01/2012	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	

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	2476429
5	Current value of plan's interest under this contract in separate accounts at year end	5	

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

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

(3) ☐ other (specify) ▶

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

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

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

(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP ANNUITY CONTRACT

b	Balance at the end of the previous year			7b	0
c	Additions: (1) Contributions deposited during the year	7c(1)	475661		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	32107		
	(4) Transferred from separate account	7c(4)			
	(5) Other (specify below)	7c(5)	12435902		
	▶ TRANSFER FROM OUTSIDE SOURCE LOAN REPAY				
	(6) Total additions			7c(6)	12943670
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	12943670
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	79572		
	(2) Administration charge made by carrier	7e(2)	2363		
	(3) Transferred to separate account	7e(3)	10383400		
	(4) Other (specify below)	7e(4)	1906		
	▶ NEW LOANS				
	(5) Total deductions			7e(5)	10467241
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	2476429

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 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
UNITED TALENT AGENCY INC. 401K PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
95-4312582

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

1 Coverage Information:

(a) Name of insurance carrier

NATIONWIDE LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
31-4156830	66869	GAP-54-N706	0	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
24739	5813

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

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

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

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
24739	5813	FEES	3

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

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

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

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

(3) ☐ other (specify) ▶

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

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

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

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

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

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

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

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

m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
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
UNITED TALENT AGENCY INC. 401K PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
95-4312582

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

JOHN SPACH
21650 OXNARD ST, SUITE 1900
WOODLAND HILLS, CA 91367

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

VANESSA DEVERE
21650 OXNARD ST., SUITE 1900
WOODLAND HILLS, CA 91367

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

MARIEANDRE ADA
21650 OXNARD ST., SUITE 1900
WOODLAND HILLS, CA 91367

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

LESLIE MARINO
21650 OXNARD ST., SUITE 1900
WOODLAND HILLS, CA 91367

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

M & T BANK

16-0538020

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

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

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

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

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

(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)

MCCREADY & KEENE, INC.

35-0500670

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 38 50	NONE	18196	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

JHW FINANCIAL SERVICES INC.

4340 REDWOOD HIGHWAY
SUITE A 23
SAN RAFAEL, CA 94903

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
26 27 50	NONE	13557	Yes [X] No [ ]	Yes [ ] No [X]	24739	Yes [ ] No [X]

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

WILMINGTON TRUST RETIREMENT

51-0099033

(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?
18 19 21 25 49 50 51 59 60 61 62 63 65	NONE	4978	Yes [X] No [ ]	Yes [X] No [ ]	1296	Yes [X] 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)

NATIONWIDE

31-4156830

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 18	CUSTODIAL RECORDKEEPER	31459	Yes [X] No [ ]	Yes [ ] No [X]	20377	Yes [ ] No [X]

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

BENEFIT PLANNING INC.

95-2700755

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13	CONTRACT ADMINISTRATOR	0	Yes [X] No [ ]	Yes [ ] No [X]	6185	Yes [ ] No [X]

(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
WILMINGTON TRUST RETIREMENT	49	1296

(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.
WILMINGTON TRUST RETIREMENT 51-0099033	REVENUE SHARING ACCT. FEE

(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
UNITED TALENT AGENCY INC. 401K PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
95-4312582

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

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

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
31-4156830-009	P	0

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

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
UNITED TALENT AGENCY INC. 401K PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
95-4312582

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	32852
(2) Participant contributions	1b(2)	0	41498
(3) Other	1b(3)	22945	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	503633	385314
(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)	1377391	2397450
(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)	327393	389649
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	11787132	11003677
(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)	1502082	2268612
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	2476429
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	15520576	18995481
	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	15520576	18995481

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)	32852	
	(B) Participants	2a(1)(B)	1755848	
	(C) Others (including rollovers)	2a(1)(C)	380332	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		2169032
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	32107	
	(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)	11973	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		44080
	(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)	235044	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		235044
	(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)		2162789
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		4610945
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1048687	
(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)		1048687
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)	49655	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	37698	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		87353
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1136040
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		3474905
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

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

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

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

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 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	X		

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
UNITED TALENT AGENCY INC. 401K PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
95-4312582

Part I Distributions

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

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

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

EIN(s): 31-4156830 27-1228437

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):

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

FINANCIAL STATEMENTS AND SUPPLEMENTARY INFORMATION

DECEMBER 31, 2012 AND 2011

with

REPORT OF INDEPENDENT AUDITORS

Sobul Primes & Schenkel
Certified Public Accountants
A Professional Corporation

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

INDEPENDENT AUDITOR'S REPORT

To the Trustees and Administrators
United Talent Agency, Inc. 401(k) Profit Sharing Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of United Talent Agency, Inc. 401(k) Profit Sharing Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, 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

Plan 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 misstatements, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting our 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 3, which was certified by Wilmington Trust Retirement and Institutional Services Company and Nationwide Life Insurance Company, the custodians of the plan for 2012 and 2011, respectively, except for comparing the information with

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Basis for Disclaimer of Opinion (continued)

the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the custodian holds the plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodians as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the custodians is complete and accurate.

Disclaimer of Opinion

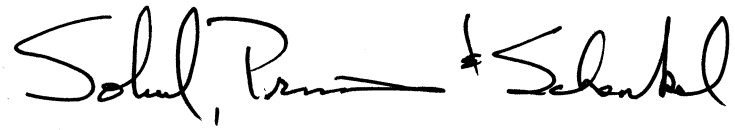
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplementary information contained in schedules 1 through 3, which are the responsibility of plan management, are presented for the purpose of additional analysis and are not a required part of financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis of Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

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

The form and content of the information included in the financial statement and supplemental schedules, other than that derived from the information certified by the custodians, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



September 30, 2013

Member: American Institute of Certified Public Accountants, California Society of Certified Public Accountants
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UNITED TALENT AGENCY, INC. 401(k) PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2012 AND 2011

	2012	2011
ASSETS		
Investments, at fair value		
Pooled separate accounts	$11,003,677	$11,787,132
Investment contract with insurance company	2,476,429	-
Brokerage accounts:		
Cash and money market accounts	385,314	503,633
Common stocks and corporate bonds	2,397,450	1,377,391
Mutual funds	2,268,612	1,502,082
TOTAL INVESTMENTS	18,531,482	15,170,238
Receivables		
Notes receivable from participants	389,649	327,393
Employer QNEC contributions	32,852	22,945
Participant contributions	41,498	0
TOTAL RECEIVABLES	463,999	350,338
NET ASSETS AVAILABLE FOR BENEFITS	$18,995,481	$15,520,576

The Accompanying Notes are an Integral Part of These Financial Statements

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

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEAR ENDED DECEMBER 31, 2012

Additions to Net Assets attributed to:		
TOTAL NET INVESTMENT INCOME		$ 2,441,913
Contributions:		
Participant contributions, including rollovers	$ 2,136,180	
Employer QNEC	32,852	
TOTAL CONTRIBUTIONS		2,169,032
TOTAL ADDITIONS		4,610,945
Deductions from Net Assets attributed to:		
Benefits paid to participants	1,048,687	
Brokerage account administrative fees	87,353	
TOTAL DEDUCTIONS		1,136,040
NET INCREASE		3,474,905
Net assets available for benefits, beginning of year		15,520,576
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR		$18,995,481

The Accompanying Notes are an Integral Part of These Financial Statements

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

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

NOTE 1 - DESCRIPTION OF PLAN

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

(a) General

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

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

(b) Eligibility

Employees are generally eligible to participate in the plan upon employment and the attainment of twenty-one years of age. The entry date of participation for all contributions is the first day of each month coincident with or next following the date on which eligibility requirements are met. However, employees must complete one year of continuous employment to participate in matching or other company contributions. Eligible employees may elect not to participate in the plan. Certain classes of employees are excluded from participation in the plan.

NOTE 1 - DESCRIPTION OF PLAN (continued)

(c) Participant Accounts

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

(d) Vesting

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

(e) Participant Loans

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

(f) Payment of Benefits

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

NOTE 1 - DESCRIPTION OF PLAN (continued)

(g) Forfeitures

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

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of Accounting

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

(b) Investments

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

(c) Investment Contract with Insurance Company

The investment contract with the insurance company is equal to the principal invested plus interest earned ("contract value"). Management is of the opinion that the contract value approximates fair value.

(d) Administration Costs

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

(e) Notes Receivable from Participants

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

(f) Estimates

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

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(g) Payment of Benefits

Benefits are recorded when paid. At December 31, 2012, the amount of unpaid distributions to terminated employees was $51,487.

(h) Cash and Cash Equivalents

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

(i) Date of Management's Review

In preparing these financial statements, the plan administrator has evaluated events and transactions for potential recognition or disclosure through September 30, 2013, the date the financial statements were available to be issued.

NOTE 3 - INVESTMENTS

(a) Information Certified by Custodian

For 2012 and 2011, the financial information for the pooled separate accounts included in the plan financial statements, except for contributions receivable, contributions, and distributions for withdrawals and terminations, has been derived from information certified as complete and accurate by the custodian, in accordance with Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

The following information included in the accompanying financial statements and supporting schedules were obtained from the custodians, Wilmington Trust Retirement and Institutional Services Company ("Wilmington Trust") for 2012 and Nationwide Life Insurance Company ("Nationwide") for 2011.

Investments at Fair Value:	2012	2011
Pooled Separate Accounts	$ 11,003,677	$ 11,787,132
Investment Contract With Insurance Company	$ 2,476,429	$ -
Brokerage Accounts:		
Cash And Money Market Accounts	$ 385,314	$ -
Common Stocks And Corporate Bonds	$ 2,397,450	$ -
Mutual Funds	$ 2,268,612	$ -

NOTE 3 - INVESTMENTS (continued)

	2012	2011
Investment Gains (Losses)	$ 2,086,040	$ (235,109)
Interest & Dividends	$ 355,873	$ 13,230

(b) Investment Options

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

(c) Investments that Represent 5% of Total Assets

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

	2012	2011
Dreyfus S&P 500 Index Fund	N/A	$ 1,120,681
Janus Twenty Fund	N/A	807,059
JPMorgan SmartRetirement 2025 Fund R2	$ 1,036,168	N/A
JPMorgan SmartRetirement 2035 Fund R2	1,109,150	N/A
JPMorgan SmartRetirement 2040 Fund R2	1,327,541	N/A
Nw Money Market Inst.	N/A	958,690
Pimco Total Return R	1,583,187	1,447,601
AUL GTD Benefit Unalloc GRP Ret Annuity Stable Value Fund C	2,476,429	N/A
Apple, Inc.	1,304,356	833,085

During 2012, the plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $2,441,913 as follows:

Pooled separate accounts and investment contract with insurance company	$ 1,806,550
Common stocks, corporate bonds, and mutual funds held at brokerage accounts	635,363
	$ 2,441,913

NOTE 4 - FAIR VALUE MEASUREMENTS

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

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

Level 1 Fair Value Measurements

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

Level 2 Fair Value Measurements

The fair value of the investment contract with insurance company is based on the amounts contributed or transferred to the account plus all accrued interest.

Level 3 Fair Value Measurements

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

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

NOTE 4 - FAIR VALUE MEASUREMENTS (continued)

		Fair Value Measurements at Reporting Date		
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2012				
Mutual funds:				
Balanced funds	$ 5,648,956	$ 5,648,956	$ -	$ -
Fixed income funds	2,253,798	2,253,798		
Growth funds	2,388,484	2,388,484		
Index funds	1,834,181	1,834,181		
Specialty Sector funds	369,772	369,772		
Value funds	777,098	777,098		
Common stock:				
Conglomerate	2,786	2,786		
Consumer Goods	32,690	32,690		
Financial	222,913	222,913		
Healthcare	259,390	259,390		
Industrial Goods	36,381	36,381		
Materials	180,735	180,735		
Services	74,927	74,927		
Technology	1,469,075	1,469,075		
Transportation	3,143	3,143		
Utilities	115,408	115,408		
Cash equivalents and certificates of deposit	385,317	385,317		
Investment contract with insurance company	2,476,429	-	2,476,429	
Notes receivable from participant	389,649	-	-	389,649
Total assets at fair value	$ 18,921,133	$ 16,055,055	$ 2,476,429	$ 389,649

NOTE 4 - FAIR VALUE MEASUREMENTS (continued)

December 31, 2011

Mutual funds:				
Index funds	$ 2,169,650	$ 2,169,650	$ -	$ -
Fixed income funds	2,325,904	2,325,904		
Balanced funds	1,306,834	1,306,834		
Growth funds	5,384,287	5,384,287		
Value funds	1,093,715	1,093,715		
Common stock:				
Capital goods	6,557	6,557		
Consumer cyclical	7,741	7,741		
Consumer/Non-cyclical	38,627	38,627		
Energy	31,325	31,325		
Financial	79,513	79,513		
Healthcare	164,769	164,769		
International	3,609	3,609		
Materials	4,073	4,073		
Services	86,018	86,018		
Technology	859,783	859,783		
Transportation	4,767	4,767		
Utilities	90,609	90,609		
Cash equivalents and certificates of deposit	1,512,452	1,512,452		
Investment contract with insurance company	-	-	-	
Notes receivable from participant	327,393	-	-	327,393
Total assets at fair value	$ 15,497,626	$ 15,170,233	$ -	$ 327,393

NOTE 4 - FAIR VALUE MEASUREMENTS (continued)

The following tables reconcile the beginning and ending balances of fair value measurements using significant unobservable inputs (Level 3) of the participant loan balances for the years ended December 31, 2012 and 2011:

December 31, 2012

Beginning balance	$	327,393
Total gains or losses included in changes in net assets available for benefits		0
Purchases, issuances, sales, and settlements (net):		62,256
Ending balance	$	389,649

December 31, 2011

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

NOTE 5 - INVESTMENT CONTRACT WITH INSURANCE COMPANY

In 2012, the plan entered into a fully benefit-responsive stable value fund with American United Life Insurance Company ("AUL"). The account is credited with actual earnings on the underlying investments and charged for participant withdrawals and administrative expenses. AUL is contractually obligated to repay the principal at a specific interest rate that is guaranteed to the plan.

Because the contract is fully benefit-responsive, contract value is the relevant measurement attribute for the portion of the net assets available for benefits attributable to the investment contract. The investment contract is presented on the face of the statement of net assets available for benefits at contract value which approximates fair value (Note 2).

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The contract value at December 31, 2012 was $2,476,429. The crediting interest rate is based on an agreed-upon formula with the issuer, but it may not be less than 1%.

NOTE 5 - INVESTMENT CONTRACT WITH INSURANCE COMPANY (continued)

Certain events limit the plan's ability to transact at contract value with AUL. Such events include the following: (a) amendments to the plan documents (including complete or partial plan termination or merger with another plan), (b) changes to plan's prohibition on competing investment options or deletions of equity wash provisions, (c) bankruptcy of the plan sponsor or other plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the plan, or (d) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under Employee Retirement Income Security Act of 1974. The plan administrator does not believe that the occurrence of any such value event, which would limit the plan's ability to transact at contract value with plan participants, is probable.

	2012
Average yields:	
Based on actual earnings	1.50%
Based on interest rate credited to participants	1.50%

NOTE 6 - TAX STATUS

The plan is intended to comply with the provisions of Section 401(k) and other applicable provisions of the Internal Revenue Code, and similar provisions of the California Revenue and Taxation Code. The plan has received a favorable determination letter dated March 31, 2008 from the Internal Revenue Service. The plan administrator believes that the plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code.

NOTE 7 - PLAN TERMINATION

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

SUPPLEMENTAL SCHEDULES PROVIDED

PURSUANT TO THE DEPARTMENT OF LABOR RULES AND REGULATIONS

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

SCHEDULE 1 - ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

Identity of Issuer, Borrower, Lessor or Similar Party	Description	Cost	Current Value
Cash Equivalents & Certificates of Deposit			
J.P. Morgan; TD Ameritrade; Wilmington Trust	Corporate Services Pass-Through Account		$ 22,803
City National	Foundation Source Cash		21
J.P. Morgan	J.P. Morgan Chase Cash Account		171,577
Merrill Lynch	Merrill Lynch Cash Account		1,667
Credit Suisse	Pershing Cash & Money Market Account		107,676
TD Ameritrade	TD Asset Management Money Market		11,821
UBS Financial Services	UBS RMA Retirement Money Market		69,749
TOTAL CASH EQUIVALENTS & CERTIFICATES OF DEPOSIT			385,314
Pooled Separate Accounts			
Wilmington Trust	Alger Green Fund A		38,928
Wilmington Trust	AllianceBernstein Small Cap Growth R		99,081
Wilmington Trust	Amer Funds Europac R2		218,028
Wilmington Trust	American Century Inflation Adjusted Bond A		93,683
Wilmington Trust	American Century Mid Cap Value R		106,997
Wilmington Trust	Calvert Equity Portfolio A		118,277
Wilmington Trust	Columbia Largecap Index Fund A		156,909
Wilmington Trust	Columbia Midcap Index A		75,528
Wilmington Trust	Eaton Vance Worldwide Health Science R		28,196
Wilmington Trust	Franklin Utilities Fund R		17,305
Wilmington Trust	Invesco Select Companies Fund R		108,800
Wilmington Trust	Ivy High Income Fund A		268,510
Wilmington Trust	Ivy Mid Cap Growth Fund		71,549
Wilmington Trust	John Hancock Disciplined Value Fund R1 3404		189,468

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

SCHEDULE 1 - ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

Identity of Issuer, Borrower, Lessor or Similar Party	Description	Cost	Current Value
Pooled Separate Accounts (continued)			
Wilmington Trust	JP Morgan US Equity Fund Sel		$ 358,193
Wilmington Trust	JPMorgan Large Cap Growth-R2		314,580
Wilmington Trust	JPMorgan Mid Cap Value Fund R2		49,441
Wilmington Trust	JPMorgan SmartRetirement 2010 Fund R2		134,938
Wilmington Trust	JPMorgan SmartRetirement 2015 Fund R2		205,339
Wilmington Trust	JPMorgan SmartRetirement 2020 Fund R2		99,994
Wilmington Trust	JPMorgan SmartRetirement 2025 Fund R2		1,036,168
Wilmington Trust	JPMorgan SmartRetirement 2030 Fund R2		882,175
Wilmington Trust	JPMorgan SmartRetirement 2035 Fund R2		1,109,150
Wilmington Trust	JPMorgan SmartRetirement 2040 Fund R2		1,327,541
Wilmington Trust	JPMorgan SmartRetirement 2045 Fund R2		541,443
Wilmington Trust	JPMorgan SmartRetirement 2050 Fund R2		179,122
Wilmington Trust	JPMorgan SmartRetirement Income Fund R2		125,937
Wilmington Trust	Loomis Sayles Sm Gr Ret		27,435
Wilmington Trust	Mfs Growth Fund R2		185,814
Wilmington Trust	Oppenheimer Develop Mktn		240,771
Wilmington Trust	Pimco Total Return R		1,583,187
Wilmington Trust	Principal Inv R/E Securities-AS		159,171
Wilmington Trust	Principal Mid Cap R2		51,114
Wilmington Trust	Principal SmallCap 600 In-R2		144,886
Wilmington Trust	Prudential Jennison Mid-Cap Growth R		109,057
Wilmington Trust	Prudential Jennison Natural Resources R		95,692
Wilmington Trust	Putnam Global Telecommunications Fund M		1,447
Wilmington Trust	Thornburg Intl Value Fd R3		386,908
Wilmington Trust	Victory Small Co Opportunity R		29,781
Wilmington Trust	Wells Fargo Precious Metals Fd Cl A		30,939
Wilmington Trust	William Blair Value Discover - N		2,193
TOTAL POOLED SEPARATE ACCOUNTS			11,003,677

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

SCHEDULE 1 - ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

Identity of Issuer, Borrower, Lessor or Similar Party	Description	Cost	Current Value
Investment Contract with Insurance Company			
Wilmington Trust	AUL GTD Benefit Unalloc GRP Ret Annuity Stable Value Fund C		$ 2,476,429
TOTAL INVESTMENT CONTRACT WITH INSURANCE COMPANY			2,476,429
Common Stocks and Corporate Bonds			
City National	Accenture PLC		3,325
City National	ACE Limited		3,591
City National	Affiliated Managers Group		1,952
TD Ameritrade	Alcoa Inc		1,736
City National; J.P. Morgan	American Electric Power Co		7,682
City National	American Express Co.		4,024
City National	American Water Works Co Inc		4,084
City National	Amgen Inc		3,448
City National; J.P. Morgan; TD Ameritrade; UBS Financial	Apple Inc		1,304,356
City National	AT&T Inc		4,045
J.P. Morgan	Baidu Inc		4,012
J.P. Morgan	Bank of America Corp 8.2%		3,840
TD Ameritrade	Barrick Gold Corp.		3,501
City National	Baxter International		3,000
City National	Bed Bath And Beyond Inc		3,355
J.P. Morgan	Berkshire Hathaway Inc Cl B		31,395
TD Ameritrade	Boeing Company		5,652
City National	Cameron International Corp		3,388
City National	Capital One Financial Corp Com		3,476
City National	Caseys General Stores		4,248
TD Ameritrade	Caterpillar Inc		4,480
City National	Celgene Corp.		4,708
TD Ameritrade	Central Fund Canada Cl A		8,412
City National; TD Ameritrade	Chevron Corp.		8,651
City National; Credit Suisse	Citigroup Inc.		5,143
J.P. Morgan	Coca-Cola Company		3,625

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

SCHEDULE 1 - ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

Identity of Issuer, Borrower, Lessor or Similar Party	Description	Cost	Current Value
Common Stocks and Corporate Bonds (continued)			
TD Ameritrade	Collagen Aesthetics Corp	$	4,920
City National	Comcast Corp.		4,483
TD Ameritrade	Comstock Mining Inc		1,710
City National	Costco Wholesale Corp		4,443
City National	Covidien PLC		3,464
TD Ameritrade	Crimson Exploration Inc		4,110
Credit Suisse	CS Merger Arbitrage Index		34,781
City National; TD Ameritrade	CVS/Caremark Corp.		10,879
City National	Danaher Corp Del		4,472
TD Ameritrade	Dejour Energy Inc		1,087
City National	Dean Foods Co		4,623
J.P. Morgan; TD Ameritrade	Deere & Co.		10,803
TD Ameritrade	Devon Energy Corp		13,010
City National	Directv		4,013
TD Ameritrade	Discovery Laboratories Inc		4,220
TD Ameritrade	Duke Energy Corp		3,190
City National; TD Ameritrade	Ebay Inc		8,925
City National	EMC Corp.		4,554
City National	Exxon Mobil Corp.		8,222
TD Ameritrade	Ford Motor Co		2,590
TD Ameritrade	Fortuna Silver Mines Inc		4,170
TD Ameritrade	Freeport-Mcmoran Copper & Gold Cl B		3,420
TD Ameritrade	General Dynamics Corp		3,464
J.P. Morgan	General Mills		4,042
City National	Gilead Sciences Inc.		4,040
TD Ameritrade	Gold Standard Ventures Corp		1,980
Credit Suisse; TD Ameritrade	Goldman Sachs Group Inc		68,245
City National; J.P. Morgan; TD Ameritrade	Google Inc.		18,392
TD Ameritrade	Great Panther Silver Ltd		2,295
TD Ameritrade	Halcon Resources Corp		6,920
TD Ameritrade	Halozyme Therapeutics Inc		10,065
TD Ameritrade	Hecla Mng Co		28,237

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

SCHEDULE 1 - ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

Identity of Issuer, Borrower, Lessor or Similar Party	Description	Cost	Current Value
Common Stocks and Corporate Bonds (continued)			
City National	Home Depot Incorporated	$	1,856
TD Ameritrade	Immunocellular Therapeutics		17,280
City National	Intel Corporation		2,887
City National	Intl. Business Machines Corp.		2,299
J.P. Morgan	Intuitive Surgical Inc.		147,111
City National; TD Ameritrade	J.P. Morgan Chase & Co.		11,432
TD Ameritrade	Kellogg Co.		5,585
TD Ameritrade	Lazard Ltd		5,968
TD Ameritrade	Lexicon Pharmaceuticals Inc		2,210
City National	M&T Bank Corp		2,954
City National	Mastercard Inc.		3,930
TD Ameritrade	Matador Resources Co		8,200
J.P. Morgan; TD Ameritrade	Mcdonalds Corp		8,821
TD Ameritrade	McEwen Mining Inc		9,575
TD Ameritrade	Medgenics Inc - Unrestricted		14,880
City National	Merck & Company Inc		3,275
City National	Mylan Inc.		3,294
City National	National Oilwell Varco Inc		5,468
TD Ameritrade	Nextera Energy Inc		3,460
TD Ameritrade	Neostem Inc		1,489
TD Ameritrade	North Amern Palladium Com		1,950
J.P. Morgan	Occidental Petroleum Corp.		11,492
City National	Oracle Corp.		2,666
J.P. Morgan; TD Ameritrade	Pfizer Incorporated		10,032
J.P. Morgan	Philip Morris International		5,437
TD Ameritrade	Platinum Group Metals		1,958
TD Ameritrade	Prana Biotechnology Ltd Adr		5,500
TD Ameritrade	Procter & Gamble Co		6,789
TD Ameritrade	Prospect Capital Corp		2,718
TD Ameritrade	Prospect Global Resources In		1,450
TD Ameritrade	Protalix Biotherapeutics Inc		3,114
City National	Prudential Financial Inc.		5,066
City National	Qualcomm Inc.		5,877

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

SCHEDULE 1 - ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

Identity of Issuer, Borrower, Lessor or Similar Party	Description	Cost	Current Value
Common Stocks and Corporate Bonds (continued)			
City National	Quanta Svcs Inc	$	3,821
J.P. Morgan	Regency Energy Partners LP		4,336
TD Ameritrade	Royal Dutch Shell PLC - ADR A		5,171
TD Ameritrade	Samson Oil & Gas Ltd-Sp ADR		1,155
TD Ameritrade	Sanchez Energy Corp		4,500
City National	Schlumberger Ltd		4,851
TD Ameritrade	Siga Technologies Inc		2,620
TD Ameritrade	Silvercorp Metals Inc		7,715
City National; J.P. Morgan	Starbucks Corp.		8,581
City National	Target Corp.		2,959
TD Ameritrade	Teva Pharmaceutical Industries LTD ADR		3,734
City National	The Mosaic		4,247
City National	Thermo Fisher Scientific Inc		3,189
City National	Travelers Cos Inc		3,591
TD Ameritrade	Ultra Petroleum Corp Cl F		1,813
City National	Union Pacific Corp.		3,143
City National	United Technologies Corp.		3,690
City National	Unitedhealth Group Inc		3,797
City National	US Bancorp - Del		3,513
J.P. Morgan	Vale SA ADR		4,192
City National; J.P. Morgan	Verizon Communications		94,761
City National; TD Ameritrade	Visa Inc Class A Shares		7,124
TD Ameritrade	Vista Gold Corp		2,025
TD Ameritrade	Vodafone Group Plc ADR		5,038
City National	Wabtec		3,502
City National	Wal-Mart Stores Inc.		3,070
City National; TD Ameritrade	Wells Fargo & Co.		9,570
City National	Willis Group Holdings Ltd.		2,189

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

SCHEDULE 1 - ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

Identity of Issuer, Borrower, Lessor or Similar Party	Description	Cost	Current Value
Common Stocks and Corporate Bonds (continued)			
TD Ameritrade	WPX Energy Inc	$	2,232
J.P. Morgan; TD Ameritrade	Yahoo Inc.		107,062
City National; J.P. Morgan	Yum! Brands Inc.		9,296
TD Ameritrade	ZaZa Energy Corp		8,200
TD Ameritrade	Zynga Inc		1,062
City National	3 M Company		2,786
TOTAL COMMON STOCKS AND CORPORATE BONDS			2,397,450
Mutual Funds			
Oppenheimer	Advantage Primary Liq Fund		8,976
Oppenheimer	Altegris Manag Fut Strateg-I		33,481
J.P. Morgan	American High Income F		41,694
Oppenheimer	Artisan Intl Value Fd Inv		26,384
Oppenheimer	BBH Core Select Fund		33,830
Merrill Lynch	Bif Money Fund		23,921
J.P. Morgan	Blackrock Liq Fd Tempfund Ad		15,470
J.P. Morgan	Blackrock Strategic Inc-Inva		14,792
City National	CNI Charter High Yld Bd Fd		6,348
Credit Suisse	Credit Suisse Floating Rate High Income A		5,051
Credit Suisse; J.P. Morgan; Oppenheimer; TD Ameritrade	Doubleline Total Return Bond N		128,803
Oppenheimer	Dreyfus/Standish Global Fx-I		29,404
Oppenheimer	Eaton Vance Atlanta Cap SMID		30,861
UBS Financial Services	EGShares Emerging Markets Consumer		11,189
UBS Financial Services	EGShares India Infrastructure		11,292
J.P. Morgan	Fidelity Advisor Strategic Inc I		50,192
UBS Financial Services	Global X China Consumer Etf		22,900
TD Ameritrade; UBS Financial Services	Global X Uranium Etf		11,718

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

SCHEDULE 1 - ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

Identity of Issuer, Borrower, Lessor or Similar Party	Description	Cost	Current Value
Mutual Funds (continued)			
J.P. Morgan	Greenhaven Continuous Cmdty	$	5,766
Oppenheimer	Guggenheim-Macro Opp Fd-I		36,244
City National; J.P. Morgan	Ing Global Real Estate Fd I		38,733
J.P. Morgan	Invesco Balanced risk Allocation Y		5,015
J.P. Morgan	Ishares Barclays TIPS Bond Fund		121,046
Merrill Lynch	Ishares Barclays 20+ Year Treasury Bond Fund		2,666
Merrill Lynch	Ishares Barclays 3-7 Year Treasury Bond Fund		4,189
Merrill Lynch	Ishares Barclays MBS Fixed Rate		32,073
Merrill Lynch	Ishares Barclays TIPS Bond		5,463
City National; J.P. Morgan; UBS Financial Services	Ishares Gold Trust		30,686
Merrill Lynch	Ishares iBoxx $ Investment Grade Corp		14,761
J.P. Morgan; Merrill Lynch	Ishares Trust MSCI Eafe Index Fund		27,691
J.P. Morgan	Ishares Trust MSCI Eafe Value Index Fund		10,798
J.P. Morgan	Ishares Trust MSCI Eafe Growth Index Fund		11,768
J.P. Morgan	Ishares Trust MSCI Emerging Markets Index Fund		2,705
J.P. Morgan	Ishares Trust Russell 1000 Growth Index Fund		63,984
J.P. Morgan	Ishares Trust Russell 1000 Index Fund		17,017
J.P. Morgan	Ishares Trust Russell 1000 Value Index Fund		61,679
J.P. Morgan	Ishares Trust Russell 2000 Growth Index Fund		36,980
J.P. Morgan	Ishares Trust Russell 2000 Value Index Fund		35,943
J.P. Morgan	Ishares Trust Russell Midcap Growth Index Fund		43,583
J.P. Morgan	Ishares Trust Russell Midcap Index Fund		13,233
J.P. Morgan	Ishares Trust Russell Midcap Value Index Fund		43,458
Oppenheimer	IVA Worldwide Fund I		34,903
Credit Suisse	JPMorgan Alerian MLP Index		24,614
J.P. Morgan	JPMorgan Deposit Account A JPMorgan		171,312
UBS Financial Services	JPMorgan Equity Income Fd-C		10,164
J.P. Morgan	JPMorgan Tr I Prime Money Mkt Fd Resv Cl		17,658
J.P. Morgan	Lazard Emerging Markets		11,919

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

SCHEDULE 1 - ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

Identity of Issuer, Borrower, Lessor or Similar Party	Description	Cost	Current Value
Mutual Funds (continued)			
UBS Financial Services	Market Vectors Agribusiness	$	10,024
Merrill Lynch	Market Vectors Emerging Market		7,137
Oppenheimer	Natixis Loomis Say Eq Inc -Y		36,554
City National	Oppenheimer Developing Markets I		50,147
J.P. Morgan	Oppenheimer International Growth		25,491
Credit Suisse; Oppenheimer	PIMCO All Asset All Authority		70,412
J.P. Morgan	PIMCO High Yield A		14,544
City National	PIMCO Commodity RealReturn Strategy Inst		8,497
Merrill Lynch	Powershares Emerging Mar Sov De PT		4,182
Merrill Lynch	Powershares Preferred Portfolio		1,395
TD Ameritrade	Powershares QQQ Nasdaq 100		6,513
TD Ameritrade	Powershares S&P 500 Low Vola		2,768
Oppenheimer	Poplar Forest Partners Fund Instl		37,492
Credit Suisse; Oppenheimer	Prof Managed Osterweis Str I		53,756
Oppenheimer	Royce Premier		28,813
Merrill Lynch	SPDR Barclays High Yield Bond ETF		9,811
Merrill Lynch	SPDR Barclays International Treasury Bond ETF		4,149
TD Ameritrade	ETF Trust		3,265
Credit Suisse	SPDR S&P 500 ETF Trust		73,341
TD Ameritrade	Sprott Physical Gold Trust		10,658
TD Ameritrade	Sprott Physical Silver Trust		9,030
Oppenheimer	TCW Galileo Emrg Mkts Income I		32,526
Credit Suisse	Templeton Global Total Return A		20,921
City National	Touchstone Small Cap Core Y		11,113
J.P. Morgan; Merrill Lynch; TD Ameritrade	Vanguard FTSE Emerging Market		12,958
City National	Vanguard MSCI EAFE ETF		31,707
Merrill Lynch	Vanguard Growth ETF		52,602
Merrill Lynch	Vanguard Intermediate Term B		34,947
Merrill Lynch	Vanguard Short Term Bond		17,575
Merrill Lynch	Vanguard Small Cap Gr ETF		5,253
Merrill Lynch	Vanguard Small Cap Value ETF		3,850

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

SCHEDULE 1 - ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

Identity of Issuer, Borrower, Lessor or Similar Party	Description	Cost	Current Value
Mutual Funds (continued)			
Merrill Lynch	Vanguard Value ETF		$ 50,803
Oppenheimer	Westwood Income Opp Instl Class		47,732
Oppenheimer	Yacktman Service Class		36,289
TOTAL MUTUAL FUNDS			2,268,612
Participant Loans	4.25% - 9.25%	-0-	389,649
Contribution Receivable			74,350
TOTAL ASSETS (HELD AT END OF YEAR)			$ 18,995,481

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

SCHEDULE 2 - REPORTABLE TRANSACTIONS

DECEMBER 31, 2012

Schedule is not applicable as there were no transactions or series of transactions in excess of five percent of the fair value of plan assets as of December 31, 2012.

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

SCHEDULE 3 - PARTY-IN-INTEREST TRANSACTIONS

DECEMBER 31, 2012

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

Nationwide
On Your Side*

Information to Complete Form 5500 Schedule C

Case Name : UNITED TALENT AGENCY 401(K) PROFIT SHARING PLAN
Case Number: 137-00071
Date Range : 01/01/2012 - 12/31/2012
Report created on: 07/08/2013

Detail Report

Payor Name	Payee Name	Amount of Payment	Description	MP	TC
UNITED TALENT AGENCY	NATIONWIDE	$113.00	LOAN MAINTENANCE FEE - NW	D	D
UNITED TALENT AGENCY	NATIONWIDE	$31,345.99	AMC/ASSET FEE	D	D
BENEFIT PLANNING, INC.	NATIONWIDE	$150.00	FIXED PARTICIPANT ACCTG CHARGE	B	I
BENEFIT PLANNING, INC.	NATIONWIDE	$36.13	OVERNIGHT UPS CHARGE	B	I
BENEFIT PLANNING, INC.	NATIONWIDE	$587.40	PER PARTICIPANT FEE	B	I
BENEFIT PLANNING, INC.	NATIONWIDE	$946.50	STATEMENT FEE	B	I
ABERDEEN FUNDS	NATIONWIDE	$424.57	MUTUAL FUND PAYMENTS	N	I
AMERICAN CENTURY INVESTORS, INC.	NATIONWIDE	$1,565.91	MUTUAL FUND PAYMENTS	N	I
BLACKROCK FUNDS	NATIONWIDE	$72.82	MUTUAL FUND PAYMENTS	N	I
DREYFUS CORPORATION	NATIONWIDE	$1,809.42	MUTUAL FUND PAYMENTS	N	I
FEDERATED INVESTORS	NATIONWIDE	$355.07	MUTUAL FUND PAYMENTS	N	I
FIDELITY INVESTMENTS	NATIONWIDE	$715.73	MUTUAL FUND PAYMENTS	N	I
FRANKLIN TEMPLETON DISTRIBUTORS, INC.	NATIONWIDE	$1,132.22	MUTUAL FUND PAYMENTS	N	I
INVESCO INVESTMENTS	NATIONWIDE	$931.03	MUTUAL FUND PAYMENTS	N	I
JANUS FUNDS	NATIONWIDE	$1,853.12	MUTUAL FUND PAYMENTS	N	I
MASSACHUSETTS FINANCIAL SERVICES CO.	NATIONWIDE	$440.24	MUTUAL FUND PAYMENTS	N	I
NATIONWIDE FUNDS GROUP	NATIONWIDE	$4,622.29	MUTUAL FUND PAYMENTS	N	I
NEUBERGER & BERMAN MANAGEMENT, INC.	NATIONWIDE	$646.92	MUTUAL FUND PAYMENTS	N	I
OPPENHEIMER FUNDS	NATIONWIDE	$668.66	MUTUAL FUND PAYMENTS	N	I
PIMCO FUNDS	NATIONWIDE	$2,978.01	MUTUAL FUND PAYMENTS	N	I
WADDELL & REED, INC.	NATIONWIDE	$136.19	MUTUAL FUND PAYMENTS	N	I
WELLS FARGO FUNDS	NATIONWIDE	$304.40	MUTUAL FUND PAYMENTS	N	I
NATIONWIDE	BENEFIT PLANNING, INC.	$6,184.71	ADMINISTRATIVE SERVICES FEE/OV	N	I
NATIONWIDE	JHW FINANCIAL SERVICES INC	$24,738.81	COMPENSATION	N	I

Note:
MP - Method of Payment
TC - Type of Compensation

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

SCHEDULE 1 - ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

Identity of Issuer, Borrower, Lessor or Similar Party	Description	Cost	Current Value
Common Stocks and Corporate Bonds (continued)			
TD Ameritrade	Collagen Aesthetics Corp	$	4,920
City National	Comcast Corp.		4,483
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City National	Costco Wholesale Corp		4,443
City National	Covidien PLC		3,464
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TD Ameritrade	Duke Energy Corp		3,190
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City National; J.P. Morgan; TD Ameritrade	Google Inc.		18,392
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TD Ameritrade	Halcon Resources Corp		6,920
TD Ameritrade	Halozyme Therapeutics Inc		10,065
TD Ameritrade	Hecla Mng Co		28,237

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

SCHEDULE 1 - ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

Identity of Issuer, Borrower, Lessor or Similar Party	Description	Cost	Current Value
Common Stocks and Corporate Bonds (continued)			
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TD Ameritrade	Kellogg Co.		5,585
TD Ameritrade	Lazard Ltd		5,968
TD Ameritrade	Lexicon Pharmaceuticals Inc		2,210
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J.P. Morgan; TD Ameritrade	Mcdonalds Corp		8,821
TD Ameritrade	McEwen Mining Inc		9,575
TD Ameritrade	Medgenics Inc - Unrestricted		14,880
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City National	Mylan Inc.		3,294
City National	National Oilwell Varco Inc		5,468
TD Ameritrade	Nextera Energy Inc		3,460
TD Ameritrade	Neostem Inc		1,489
TD Ameritrade	North Amern Palladium Com		1,950
J.P. Morgan	Occidental Petroleum Corp.		11,492
City National	Oracle Corp.		2,666
J.P. Morgan; TD Ameritrade	Pfizer Incorporated		10,032
J.P. Morgan	Philip Morris International		5,437
TD Ameritrade	Platinum Group Metals		1,958
TD Ameritrade	Prana Biotechnology Ltd Adr		5,500
TD Ameritrade	Procter & Gamble Co		6,789
TD Ameritrade	Prospect Capital Corp		2,718
TD Ameritrade	Prospect Global Resources In		1,450
TD Ameritrade	Protalix Biotherapeutics Inc		3,114
City National	Prudential Financial Inc.		5,066
City National	Qualcomm Inc.		5,877

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

SCHEDULE 1 - ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

Identity of Issuer, Borrower, Lessor or Similar Party	Description	Cost	Current Value
Common Stocks and Corporate Bonds (continued)			
City National	Quanta Svcs Inc	$	3,821
J.P. Morgan	Regency Energy Partners LP		4,336
TD Ameritrade	Royal Dutch Shell PLC - ADR A		5,171
TD Ameritrade	Samson Oil & Gas Ltd-Sp ADR		1,155
TD Ameritrade	Sanchez Energy Corp		4,500
City National	Schlumberger Ltd		4,851
TD Ameritrade	Siga Technologies Inc		2,620
TD Ameritrade	Silvercorp Metals Inc		7,715
City National; J.P. Morgan	Starbucks Corp.		8,581
City National	Target Corp.		2,959
TD Ameritrade	Teva Pharmaceutical Industries LTD ADR		3,734
City National	The Mosaic		4,247
City National	Thermo Fisher Scientific Inc		3,189
City National	Travelers Cos Inc		3,591
TD Ameritrade	Ultra Petroleum Corp Cl F		1,813
City National	Union Pacific Corp.		3,143
City National	United Technologies Corp.		3,690
City National	Unitedhealth Group Inc		3,797
City National	US Bancorp - Del		3,513
J.P. Morgan	Vale SA ADR		4,192
City National; J.P. Morgan	Verizon Communications		94,761
City National; TD Ameritrade	Visa Inc Class A Shares		7,124
TD Ameritrade	Vista Gold Corp		2,025
TD Ameritrade	Vodafone Group Plc ADR		5,038
City National	Wabtec		3,502
City National	Wal-Mart Stores Inc.		3,070
City National; TD Ameritrade	Wells Fargo & Co.		9,570
City National	Willis Group Holdings Ltd.		2,189

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

SCHEDULE 1 - ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

Identity of Issuer, Borrower, Lessor or Similar Party	Description	Cost	Current Value
Common Stocks and Corporate Bonds (continued)			
TD Ameritrade	WPX Energy Inc	$	2,232
J.P. Morgan; TD Ameritrade	Yahoo Inc.		107,062
City National; J.P. Morgan	Yum! Brands Inc.		9,296
TD Ameritrade	ZaZa Energy Corp		8,200
TD Ameritrade	Zynga Inc		1,062
City National	3 M Company		2,786
TOTAL COMMON STOCKS AND CORPORATE BONDS			2,397,450
Mutual Funds			
Oppenheimer	Advantage Primary Liq Fund		8,976
Oppenheimer	Altegris Manag Fut Strateg-I		33,481
J.P. Morgan	American High Income F		41,694
Oppenheimer	Artisan Intl Value Fd Inv		26,384
Oppenheimer	BBH Core Select Fund		33,830
Merrill Lynch	Bif Money Fund		23,921
J.P. Morgan	Blackrock Liq Fd Tempfund Ad		15,470
J.P. Morgan	Blackrock Strategic Inc-Inva		14,792
City National	CNI Charter High Yld Bd Fd		6,348
Credit Suisse	Credit Suisse Floating Rate High Income A		5,051
Credit Suisse; J.P. Morgan; Oppenheimer; TD Ameritrade	Doubleline Total Return Bond N		128,803
Oppenheimer	Dreyfus/Standish Global Fx-I		29,404
Oppenheimer	Eaton Vance Atlanta Cap SMID		30,861
UBS Financial Services	EGShares Emerging Markets Consumer		11,189
UBS Financial Services	EGShares India Infrastructure		11,292
J.P. Morgan	Fidelity Advisor Strategic Inc I		50,192
UBS Financial Services	Global X China Consumer Etf		22,900
TD Ameritrade; UBS Financial Services	Global X Uranium Etf		11,718

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

SCHEDULE 1 - ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

Identity of Issuer, Borrower, Lessor or Similar Party	Description	Cost	Current Value
Mutual Funds (continued)			
J.P. Morgan	Greenhaven Continuous Cmdty	$	5,766
Oppenheimer	Guggenheim-Macro Opp Fd-I		36,244
City National; J.P. Morgan	Ing Global Real Estate Fd I		38,733
J.P. Morgan	Invesco Balanced risk Allocation Y		5,015
J.P. Morgan	Ishares Barclays TIPS Bond Fund		121,046
Merrill Lynch	Ishares Barclays 20+ Year Treasury Bond Fund		2,666
Merrill Lynch	Ishares Barclays 3-7 Year Treasury Bond Fund		4,189
Merrill Lynch	Ishares Barclays MBS Fixed Rate		32,073
Merrill Lynch	Ishares Barclays TIPS Bond		5,463
City National; J.P. Morgan; UBS Financial Services	Ishares Gold Trust		30,686
Merrill Lynch	Ishares iBoxx $ Investment Grade Corp		14,761
J.P. Morgan; Merrill Lynch	Ishares Trust MSCI Eafe Index Fund		27,691
J.P. Morgan	Ishares Trust MSCI Eafe Value Index Fund		10,798
J.P. Morgan	Ishares Trust MSCI Eafe Growth Index Fund		11,768
J.P. Morgan	Ishares Trust MSCI Emerging Markets Index Fund		2,705
J.P. Morgan	Ishares Trust Russell 1000 Growth Index Fund		63,984
J.P. Morgan	Ishares Trust Russell 1000 Index Fund		17,017
J.P. Morgan	Ishares Trust Russell 1000 Value Index Fund		61,679
J.P. Morgan	Ishares Trust Russell 2000 Growth Index Fund		36,980
J.P. Morgan	Ishares Trust Russell 2000 Value Index Fund		35,943
J.P. Morgan	Ishares Trust Russell Midcap Growth Index Fund		43,583
J.P. Morgan	Ishares Trust Russell Midcap Index Fund		13,233
J.P. Morgan	Ishares Trust Russell Midcap Value Index Fund		43,458
Oppenheimer	IVA Worldwide Fund I		34,903
Credit Suisse	JPMorgan Alerian MLP Index		24,614
J.P. Morgan	JPMorgan Deposit Account A JPMorgan		171,312
UBS Financial Services	JPMorgan Equity Income Fd-C		10,164
J.P. Morgan	JPMorgan Tr I Prime Money Mkt Fd Resv Cl		17,658
J.P. Morgan	Lazard Emerging Markets		11,919

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

SCHEDULE 1 - ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

Identity of Issuer, Borrower, Lessor or Similar Party	Description	Cost	Current Value
Mutual Funds (continued)			
UBS Financial Services	Market Vectors Agribusiness	$	10,024
Merrill Lynch	Market Vectors Emerging Market		7,137
Oppenheimer	Natixis Loomis Say Eq Inc -Y		36,554
City National	Oppenheimer Developing Markets I		50,147
J.P. Morgan	Oppenheimer International Growth		25,491
Credit Suisse; Oppenheimer	PIMCO All Asset All Authority		70,412
J.P. Morgan	PIMCO High Yield A		14,544
City National	PIMCO Commodity RealReturn Strategy Inst		8,497
Merrill Lynch	Powershares Emerging Mar Sov De PT		4,182
Merrill Lynch	Powershares Preferred Portfolio		1,395
TD Ameritrade	Powershares QQQ Nasdaq 100		6,513
TD Ameritrade	Powershares S&P 500 Low Vola		2,768
Oppenheimer	Poplar Forest Partners Fund Instl		37,492
Credit Suisse; Oppenheimer	Prof Managed Osterweis Str I		53,756
Oppenheimer	Royce Premier		28,813
Merrill Lynch	SPDR Barclays High Yield Bond ETF		9,811
Merrill Lynch	SPDR Barclays International Treasury Bond ETF		4,149
TD Ameritrade	ETF Trust		3,265
Credit Suisse	SPDR S&P 500 ETF Trust		73,341
TD Ameritrade	Sprott Physical Gold Trust		10,658
TD Ameritrade	Sprott Physical Silver Trust		9,030
Oppenheimer	TCW Galileo Emrg Mkts Income I		32,526
Credit Suisse	Templeton Global Total Return A		20,921
City National	Touchstone Small Cap Core Y		11,113
J.P. Morgan; Merrill Lynch; TD Ameritrade	Vanguard FTSE Emerging Market		12,958
City National	Vanguard MSCI EAFE ETF		31,707
Merrill Lynch	Vanguard Growth ETF		52,602
Merrill Lynch	Vanguard Intermediate Term B		34,947
Merrill Lynch	Vanguard Short Term Bond		17,575
Merrill Lynch	Vanguard Small Cap Gr ETF		5,253
Merrill Lynch	Vanguard Small Cap Value ETF		3,850

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

SCHEDULE 1 - ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

Identity of Issuer, Borrower, Lessor or Similar Party	Description	Cost	Current Value
Mutual Funds (continued)			
Merrill Lynch	Vanguard Value ETF		$ 50,803
Oppenheimer	Westwood Income Opp Instl Class		47,732
Oppenheimer	Yacktman Service Class		36,289
TOTAL MUTUAL FUNDS			2,268,612
Participant Loans	4.25% - 9.25%	-0-	389,649
Contribution Receivable			74,350
TOTAL ASSETS (HELD AT END OF YEAR)			$ 18,995,481