

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 <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>OGILVY & MATHER ACCOUNT BALANCE DEFINED BENEFIT PENSION PLAN</u>	1b Three-digit plan number (PN) ► <u>003</u> 1c Effective date of plan <u>01/01/1989</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>OGILVY GROUP, INC. & SUBSIDIARIES</u> <u>636 11TH AVENUE</u> <u>NEW YORK, NY 10036</u>	2b Employer Identification Number (EIN) <u>13-2555496</u> 2c Sponsor's telephone number <u>212-237-6560</u> 2d Business code (see instructions) <u>541800</u>

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

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/11/2013</u>	<u>GERRI STONE</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		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 5847
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	2805
b Retired or separated participants receiving benefits.....	6b	35
c Other retired or separated participants entitled to future benefits.....	6c	3431
d Subtotal. Add lines 6a , 6b , and 6c	6d	6271
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	17
f Total. Add lines 6d and 6e	6f	6288
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	154
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: 1A 1C 1G 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) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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

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

A Name of plan <u>OGILVY & MATHER ACCOUNT BALANCE DEFINED BENEFIT PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>OGILVY GROUP, INC. & SUBSIDIARIES</u>	D Employer Identification Number (EIN) <u>13-2555496</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2012</u>	
2 Assets:	
a Market value	2a <u>245469797</u>
b Actuarial value	2b <u>251445982</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>39</u> <u>3587327</u>
b For terminated vested participants.....	3b <u>3640</u> <u>137768706</u>
c For active participants:	
(1) Non-vested benefits.....	3c(1) <u>1479400</u>
(2) Vested benefits.....	3c(2) <u>96571457</u>
(3) Total active	3c(3) <u>2171</u> <u>98050857</u>
d Total	3d <u>5850</u> <u>239406890</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)	☐
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>7.05 %</u>
6 Target normal cost.....	6 <u>10372255</u>

Statement by Enrolled Actuary

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

SIGN HERE		<u>10/07/2013</u>
Signature of actuary		Date
<u>JAMES T. GORDON III</u>		<u>11-06176</u>
Type or print name of actuary		Most recent enrollment number
<u>MERCER</u>		<u>212-345-7224</u>
Firm name		Telephone number (including area code)
<u>1166 AVENUE OF THE AMERICAS</u> <u>NEW YORK, NY 10036</u>		
Address of the firm		

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

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

Schedule SB (Form 5500) 2012
v. 120126

Part II Beginning of Year Carryover Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	5590345	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	5590345	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of <u>-0.80</u> %	0	0
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		4359377
b	Interest on (a) using prior year's effective interest rate of <u>6.26</u> % except as otherwise provided (see instructions)		-34875
c	Total available at beginning of current plan year to add to prefunding balance		4324502
d	Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages			
14	Funding target attainment percentage	14	105.02 %
15	Adjusted funding target attainment percentage	15	105.02 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	92.87 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
09/13/2013	700000				
			Totals ►	18(b)	700000
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	623507
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No		
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No		
c If line 20a is "Yes," see instructions and complete the following table as applicable:		
Liquidity shortfall as of end of quarter of this plan year		
(1) 1st	(2) 2nd	(3) 3rd
0		0
		0
(4) 4th		0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 5.54%	2nd segment: 6.85%	3rd segment: 7.52 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 61
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	10372255	
b Excess assets, if applicable, but not greater than line 31a	31b	10372255	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	0	0	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	0	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35)	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	623507	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	623507	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	OMB No. 1210-0110
		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 OGILVY & MATHER ACCOUNT BALANCE DEFINED BENEFIT PENSION PLAN	B Three-digit plan number (PN) ▶	003
C Plan sponsor's name as shown on line 2a of Form 5500 OGILVY GROUP, INC. & SUBSIDIARIES	D Employer Identification Number (EIN) 13-2555496	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

JPMORGAN CHASE BANK, NA

13-4994650

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21	TRUSTEE	40033	Yes ☒ No ☐	Yes ☒ No ☐	136815	Yes ☒ No ☐

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 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 OGILVY & MATHER ACCOUNT BALANCE DEFINED BENEFIT PENSION PLAN	B Three-digit plan number (PN) ►	003
C Plan sponsor's name as shown on line 2a of Form 5500 OGILVY GROUP, INC. & SUBSIDIARIES	D Employer Identification Number (EIN) 13-2555496	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	13290000	700000
	(2) Participant contributions	1b(2)		
	(3) Other.....	1b(3)	706	549
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
	(2) U.S. Government securities.....	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other.....	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)		
	(9) Value of interest in common/collective trusts.....	1c(9)		
	(10) Value of interest in pooled separate accounts.....	1c(10)		
	(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)	232468193	258742438
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	245758899	259442987

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 through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	245758899	259442987
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	700000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		700000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	3815905	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		3815905
(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)	1456036	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1456036
(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)		
(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)		17277201
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		23249142

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	9525021	
(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)		9525021
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)	40033	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		40033
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		9565054

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		13684088
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) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

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

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

(2) EIN: 13-3274930

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

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

Part IV Compliance Questions

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

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.).....

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.).....

	Yes	No	Amount
4a		X	
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.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		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.		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.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>OGILVY & MATHER ACCOUNT BALANCE DEFINED BENEFIT PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>OGILVY GROUP, INC. & SUBSIDIARIES</u>	D Employer Identification Number (EIN) <u>13-2555496</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>13-4994650</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>97</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☒ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (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
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☒ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

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: 37% Investment-Grade Debt: 58% High-Yield Debt: 0% Real Estate: 3% Other: 2%

- 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):

**OGILVY & MATHER ACCOUNT BALANCE
DEFINED BENEFIT PENSION PLAN**

**FINANCIAL STATEMENTS
AS OF DECEMBER 31, 2012 AND 2011
AND FOR THE YEARS ENDED
DECEMBER 31, 2012 AND 2011
AND SUPPLEMENTAL SCHEDULES
TOGETHER WITH
INDEPENDENT AUDITOR'S REPORT**

OGILVY & MATHER
ACCOUNT BALANCE DEFINED BENEFIT PENSION PLAN
INDEX TO FINANCIAL STATEMENTS AND SCHEDULES
DECEMBER 31, 2012 AND 2011

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FINANCIAL STATEMENTS:	
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Form 5500, Schedule H, Part IV, line 4i - Schedule of Assets (Held at End of Year) - December 31, 2012	14
Form 5500, Schedule H, line 4j - Schedule of Reportable Transactions - Year Ended December 31, 2012	15

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



INDEPENDENT AUDITOR'S REPORT

**To the Participants and Plan Committee of the
Ogilvy & Mather Account Balance
Defined Benefit Pension Plan:**

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Ogilvy & Mather Account Balance Defined Benefit Pension Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 10, which was certified by JPMorgan Chase Bank, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2012 and 2011, and for the years then ended, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

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

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

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

Bencivenga Ward & Company, CPAs, P.C.

Bencivenga Ward & Company, CPA's, P.C.

Valhalla, New York
September 20, 2013

OGILVY & MATHER ACCOUNT BALANCE DEFINED BENEFIT PENSION PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS AS OF DECEMBER 31, 2012 AND 2011

	<u>2012</u>	<u>2011</u>
ASSETS:		
Investments, at fair value:		
Mutual funds	<u>\$ 258,742,438</u>	<u>\$ 232,468,193</u>
Total investments, at fair value	<u>258,742,438</u>	<u>232,468,193</u>
Receivables:		
Employer contribution	700,000	13,290,000
Dividend and interest income	<u>549</u>	<u>706</u>
Total receivables	<u>700,549</u>	<u>13,290,706</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 259,442,987</u></u>	<u><u>\$ 245,758,899</u></u>

See accompanying notes to the financial statements.

OGILVY & MATHER ACCOUNT BALANCE DEFINED BENEFIT PENSION PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS YEARS ENDED DECEMBER 31, 2012 AND 2011

	<u>2012</u>	<u>2011</u>
ADDITIONS:		
Interest and dividend income	\$ 5,271,941	\$ 5,318,490
Net appreciation (depreciation) in fair value of investments	17,277,201	(7,064,981)
Employer contributions	<u>700,000</u>	<u>16,610,000</u>
Total additions	<u>23,249,142</u>	<u>14,863,509</u>
DEDUCTIONS:		
Benefit payments	9,525,021	8,626,220
Administrative expenses	<u>40,033</u>	<u>64,389</u>
Total deductions	<u>9,565,054</u>	<u>8,690,609</u>
INCREASE IN NET ASSETS	13,684,088	6,172,900
NET ASSETS AVAILABLE FOR BENEFITS—		
Beginning of year	<u>245,758,899</u>	<u>239,585,999</u>
End of year	<u><u>\$ 259,442,987</u></u>	<u><u>\$ 245,758,899</u></u>

See accompanying notes to the financial statements.

OGILVY & MATHER ACCOUNT BALANCE DEFINED BENEFIT PENSION PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2012 AND 2011

1. DESCRIPTION OF THE PLAN

The following brief description of the Ogilvy & Mather Account Balance Defined Benefit Pension Plan (the “Plan”) is provided for general information only. Participants should refer to the Plan agreement for more complete information.

General—The Plan is a noncontributory defined benefit plan sponsored by Ogilvy Group, Inc., a wholly-owned subsidiary of WPP Group plc. The Plan provides retirement and death benefits for all participating employees of the Ogilvy Group, Inc., and the following affiliates: A. Eicoff and Company, Ogilvy and Mather Hawaii, BEN Marketing Group LLC, SoHo Square Inc., Leopard Communications, Inc., Ogilvy Public Relations Worldwide, Inc., MAXX Marketing Inc., SoHo Square Public Relations, Inc., and Ogilvy Action, LLC, (prior to January 1, 2007, known as “141 LLC”), (the “Companies”). The Plan has been amended and restated, effective January 1, 2011, to comply with the Heroes Earnings and Assistance Relief Tax Act of 2008 (the “HEART Act”), to incorporate amendments adopted since the prior restatement. JPMorgan Chase Bank (“JPMC”) is the Plan trustee and Mercer Human Resource Consulting (“Mercer”) is the actuary and recordkeeper for the Plan.

Plan Administration—The Plan is administered by the Retirement Plan Committee (the “Plan Administrator”) that is appointed by the Board of Directors. All administrative expenses except legal, accounting and consulting fees, are paid by the Plan. Brokerage fees are included in the cost of investments when purchased and deducted from the proceeds when investments are sold.

Eligibility—All employees of participating employers are eligible to participate following the completion of 12 consecutive months of service in which 1,000 hours of service is credited.

Vesting—Effective January 1, 2008, participants are fully vested after attaining three years of service. Participants are credited with vesting service for service provided to any employer of the WPP controlled group.

Benefits—The retirement benefit is the accumulation of 10% of the participant’s monthly eligible compensation plus interest. Each participant begins to receive retirement benefits from the Plan upon retirement. For Plan purposes, retirement is as follows:

Early Retirement—Early retirement can begin on or after age 55, if vested, or if the participant has 20 years of service at termination.

Normal Retirement—Normal retirement can begin on or after age 62 if the participant has at least three years of service with the Companies or upon attaining age 65, whichever is earlier. Participants with balances less than \$5,000 receive single lump-sum payments. For participants with balances in excess of \$5,000, the Plan offers a choice of five different payment options: a single lump-sum payment, a lifetime annuity, a qualified joint/survivor annuity, joint/survivor annuity or installment payments over a period of one or more years not to exceed 10 years. The Plan also provides for benefits to the beneficiaries of deceased participants as well as to permanently disabled participants.

OGILVY & MATHER ACCOUNT BALANCE DEFINED BENEFIT PENSION PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2012 AND 2011

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting—The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (“GAAP”).

Recent Accounting Pronouncements— In May 2011, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and International Financial Reporting Standards* (ASU 2011-04). ASU 2011-04 was issued to provide a consistent definition of fair value and common requirements for measurement of, and disclosure about, fair value between GAAP and International Financial Reporting Standards. It also expands the disclosures for fair value measurements that are estimated using significant unobservable (Level 3) inputs. This pronouncement was effective for periods beginning after December 15, 2011. The adoption of this pronouncement did not have a material impact on the Plan’s financial statements.

Use of Estimates—The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation and Income Recognition—Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 7 for a discussion of fair value measurements. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation/depreciation includes the Plan’s gains and losses on investments bought and sold as well as held during the year.

Actuarial Present Value of Accumulated Plan Benefits—Accumulated plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan’s provisions to the service employees have rendered. Accumulated Plan benefits include benefits expected to be paid to: (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits under the Plan are based on the participant’s account balance as defined under the Plan. Benefits payable under all circumstances – retirement, death, disability, and termination of employment – are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

OGILVY & MATHER ACCOUNT BALANCE DEFINED BENEFIT PENSION PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

2. SIGNIFICANT ACCOUNTING POLICIES (continued)-

Actuarial Present Value of Accumulated Plan Benefits (continued)- The actuarial present value of accumulated plan benefits is determined by an actuary from Mercer, and is that amount that results from applying actuarial assumptions to adjust the accumulated Plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment. The significant actuarial assumptions used in the valuations as of January 1, 2012 and 2011 (the "valuation dates") were: (a) life expectancy of participants Section 430(h)(3) prescribed separate generational annuitant and nonannuitant mortality tables; (b) retirement age assumptions (varying retirement rates based on graduated scale of retirement ages from age 55 to age 70 and above). Retirement rates range from 12.5% to 30% through age 69, then 100% thereafter; and (c) investment return. The 2012 and 2011 valuations included assumed average rates of return of 5.37% in 2012 and 6.24% in 2011. The interest accumulation rate was updated to 4% per year for years 2012 and 2013, and 4.25% thereafter. The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

Payment of Benefits—Benefit payments to participants are recorded upon distribution.

Subsequent Events—The Plan's management evaluated subsequent events through September 20, 2013, the date the financial statements were available to be issued and no additional disclosures were required.

3. FUNDING POLICY

Contributions to provide benefits under the Plan are made solely by the Company. The Company's funding policy is to make cash contributions to the Plan in amounts as determined by the Plan's independent actuary that are estimated to remain a constant percentage of employees' compensation each year (approximately 10%), such that all employees' benefits will be fully provided for by the time they retire. The Company's contributions for 2012 and 2011 exceeded the minimum funding requirements of ERISA.

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in the Plan and ERISA.

4. ACCUMULATED PLAN BENEFITS AND CHANGES IN ACCUMULATED PLAN BENEFITS

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

OGILVY & MATHER ACCOUNT BALANCE DEFINED BENEFIT PENSION PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2012 AND 2011

4. ACCUMULATED PLAN BENEFITS AND CHANGES IN ACCUMULATED PLAN BENEFITS (continued)-

The actuarially determined present value of accumulated plan benefits as of January 1, 2012 and 2011 (the "Valuation Dates"), are as follows:

	<u>2012</u>	<u>2011</u>
Vested benefits:		
Inactive participants with deferred benefits	\$ 162,833,547	\$ 148,115,824
Inactive participants receiving benefits	3,950,215	2,295,739
Active participants	<u>118,285,028</u>	<u>87,612,736</u>
Total vested benefits	285,068,790	238,024,299
Nonvested benefits	<u>2,174,438</u>	<u>1,928,865</u>
Total actuarial present value of accumulated plan benefits	<u><u>\$ 287,243,228</u></u>	<u><u>\$ 239,953,164</u></u>

The changes in the actuarial present value of the Plan's accumulated plan benefits for the valuation year ended January 1, 2012 are as follows:

	For the Year Ended <u>January 1, 2012</u>
Actuarial present value of accumulated plan benefits, as of January 1, 2011 benefit information date	<u>\$ 239,953,164</u>
Increase (decrease) during the year attributable to-	
Benefits accumulated	15,733,206
Increase for interest due to the decrease in the discount period	14,681,511
Change in actuarial assumptions	25,501,567
Benefits paid	<u>(8,626,220)</u>
Net increase (decrease)	<u>47,290,064</u>
Actuarial present value of accumulated plan benefits, as of January 1, 2012 benefit information date	<u><u>\$ 287,243,228</u></u>

At January 1, 2012, the actuarial present value of accumulated Plan benefits exceeded net assets available for benefits by approximately \$41,484,000.

OGILVY & MATHER ACCOUNT BALANCE DEFINED BENEFIT PENSION PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

5. PLAN TERMINATION

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

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

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

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

OGILVY & MATHER ACCOUNT BALANCE DEFINED BENEFIT PENSION PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2012 AND 2011

6. INVESTMENTS

The Plan's investments that represented five percent or more of the Plan's net assets available for benefits as of December 31, 2012 and 2011 are as follows:

	<u>2012</u>	<u>2011</u>
PIMCO Total Return Institutional Fund	\$ 81,102,009	\$ 73,489,728
JPMorgan Prime Money Market Fund	63,861,952	40,117,986
PIMCO Real Return Bond Fund	18,186,292	16,646,416
Harbor International Fund	14,182,072	*
MFS Ser TR Value Fund	13,627,643	*

* This investment did not represent 5% or more of the Plan's net assets available for benefits at December 31, 2011.

During the years ended December 31, 2012 and 2011, the entire appreciation (depreciation) in the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) of \$17,277,201 and (\$7,064,981), respectively, were attributable to investments in mutual funds.

7. FAIR VALUE MEASUREMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows: Level 1 inputs consist of unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access; Level 2 inputs include quoted prices for similar assets or liabilities in active markets, quoted prices in markets that are not active or other inputs that are derived principally from, or corroborated by, observable market data by correlation or other means. If the asset or liability has a specific (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability. Level 3 inputs are unobservable and significant to the fair value measurement. These inputs are supported by little or no market activity and require significant management judgment or estimation.

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

OGILVY & MATHER ACCOUNT BALANCE DEFINED BENEFIT PENSION PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2012 AND 2011

7. FAIR VALUE MEASUREMENTS (continued)-

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

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

Assets at Fair Value as of December 31, 2012				
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Mutual funds:				
Blend fund	\$ 7,966,401	\$ -	\$ -	\$ 7,966,401
Bond funds	99,299,233	-	-	99,299,233
Growth funds	29,149,688	-	-	29,149,688
International funds	20,652,724	-	-	20,652,724
Stock funds	32,898,460	-	-	32,898,460
Value fund	4,913,980	-	-	4,913,980
Short-term reserves fund	63,861,952	-	-	63,861,952
Total assets at fair value	\$ 258,742,438	\$ -	\$ -	\$ 258,742,438

Assets at Fair Value as of December 31, 2011				
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Mutual funds:				
Blend fund	\$ 7,190,468	\$ -	\$ -	\$ 7,190,468
Bond funds	95,396,775	-	-	95,396,775
Growth funds	37,044,449	-	-	37,044,449
International funds	7,964,714	-	-	7,964,714
Stock funds	20,614,333	-	-	20,614,333
Value funds	24,139,468	-	-	24,139,468
Short-term reserves fund	40,117,986	-	-	40,117,986
Total assets at fair value	\$ 232,468,193	\$ -	\$ -	\$ 232,468,193

OGILVY & MATHER ACCOUNT BALANCE DEFINED BENEFIT PENSION PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

8. RELATED-PARTY TRANSACTIONS

Certain Plan investments are managed by JPMC. JPMC is the trustee of the Plan and, therefore, these transactions qualify as permitted party-in-interest transactions, which are exempt from the prohibited transaction rules of ERISA.

9. TAX STATUS

The Internal Revenue Service ("IRS") has determined and informed the Company by a letter dated May 4, 2004, that the Plan is designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). The Plan has been amended since receiving the determination letter. However, the Plan Administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

10. INFORMATION CERTIFIED BY THE TRUSTEE (UNAUDITED)

In accordance with 29 CFR 2520.103-5 of the Department of Labor Rules and Regulations for Reporting under ERISA, JPMorgan Chase Bank, the Plan's trustee, has certified the following information, which has not been subject to audit by independent accountants, to be accurate and complete:

- a. Investment balances included in the Statements of Net Assets Available for Benefits at December 31, 2012 and 2011.
- b. Investment income, including interest and dividends and net appreciation (depreciation) in the fair value of investments included in the Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2012 and 2011.
- c. Information included in the accompanying Schedule of Assets (Held at End of Year) and Schedule of Reportable Transactions.

11. RISKS AND UNCERTAINTIES

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

OGILVY & MATHER ACCOUNT BALANCE DEFINED BENEFIT PENSION PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

11. RISKS AND UNCERTAINTIES (continued)-

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

**ADDITIONAL INFORMATION REQUIRED
FOR FORM 5500**

OGILVY & MATHER ACCOUNT BALANCE DEFINED BENEFIT PENSION PLAN

Form 5500, Schedule H, line 4i
Schedule of Assets (Held at End of Year)
December 31, 2012

EIN: 13-2555496

PN: 003

		(c) Description of Investment, including			
(b) Identity of Issue, Borrower,		Maturity Date, Rate of Interest,		(e) Current	
(a)	Lessor or Similar Party	Collateral, Par or Maturity Value	(d) Cost	Value	
	Allianz NFJ Small Cap Value Fund	Mutual Fund	\$ 8,346,249	\$	7,966,401
	Diamond Hill Long/Short Fund	Mutual Fund	4,662,468		4,913,980
	Harbor International Fund	Mutual Fund	13,281,081		14,182,072
*	JPMorgan Prime Money Market Fund	Mutual Fund	63,861,952		63,861,952
	Lazard Emerging Markets Fund	Mutual Fund	4,363,268		4,986,629
	Mainstay Large Cap Growth Fund	Mutual Fund	12,565,014		12,125,996
	MFS Ser Tr Value Fund	Mutual Fund	13,505,653		13,627,643
	Munder Mid Cap Core Growth Fund	Mutual Fund	5,365,249		8,158,299
	PIMCO Real Return Bond Fund	Mutual Fund	16,236,774		18,186,292
	PIMCO Total Return Institutional Fund	Mutual Fund	76,372,064		81,102,009
	T. Rowe Price Real Estate Fund	Mutual Fund	8,491,032		8,884,930
	Vanguard Bond Index Fund	Mutual Fund	10,885		10,932
	Vanguard Index Small Cap Growth Fund	Mutual Fund	6,506,564		8,865,393
	Vanguard Institutional Index Fund	Mutual Fund	8,220,079		8,854,915
	Vanguard Mid Cap Index Fund	Mutual Fund	1,153,596		1,530,972
	Vanguard Total International Stock Fund	Mutual Fund	1,411,046		1,484,023
TOTAL ASSETS (HELD AT END OF YEAR)			\$ 244,352,974	\$	258,742,438

* Party-in-interest

See accompanying Independent Auditor's Report.

OGILVY & MATHER ACCOUNT BALANCE DEFINED BENEFIT PENSION PLAN

Form 5500, Schedule H, line 4j
Schedule of Reportable Transactions
Year Ended December 31, 2012

EIN: 13-2555496

PN: 003

(a) Identity of Party Involved	(b) Description of asset (include interest rate and maturity in the case of a loan)	(c) Purchase Price	(d) Selling Price	(f) Expense Incurred with Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
* JPMorgan Prime Money Market Fund	Mutual Fund	\$ 82,528,030	\$ 131,796,297	\$ -	\$ 131,796,297	\$ 82,528,030	\$ -
* JPMorgan Prime Money Market Fund	Mutual Fund					131,796,297	-
* Artio Global International Equity Fund	Mutual Fund		11,726,257		11,526,837	11,726,257	199,420
* Dodge & Cox Stock Fund	Mutual Fund		13,146,603		11,539,039	13,146,603	1,607,564
* Growth Fund of America	Mutual Fund		12,528,735		10,951,665	12,528,735	1,577,070
* Harbor International Fund	Mutual Fund	13,281,081				13,281,081	
* MFS Ser Tr Value Fund	Mutual Fund	13,505,654				13,505,654	
* Mainstay Large Cap Growth Fund	Mutual Fund	12,565,014				12,565,014	
* Vanguard Total Bond Mkt Index Fund	Mutual Fund	53,980				53,980	
* Vanguard Total Bond Mkt Index Fund	Mutual Fund		5,318,157		5,303,723	5,318,157	14,434
* Vanguard 500 Index Fund	Mutual Fund	20,158				20,158	
* Vanguard 500 Index Fund	Mutual Fund		4,196,493		4,087,876	4,196,493	108,617

* Transactions or a series of transactions in excess of 5% of the current value of the Plan's assets as of the beginning of the plan year as defined in section 2520.103-6 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA

See accompanying Independent Auditor's Report.

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

Each employee is assumed to retire in accordance with the table of retirement rates. The proportion of employees expected to retire at each potential retirement age is shown below. The average retirement age is 61.

(A) Retirement age	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) x (D)
55	12.5%	10,000	1250.00	68,750
56	12.5%	8,750	1093.75	61,250
57	12.5%	7,656	957.03	54,551
58	12.5%	6,699	837.40	48,569
59	12.5%	5,862	732.73	43,231
60	12.5%	5,129	641.14	38,468
61	12.5%	4,488	560.99	34,221
62	15.0%	3,927	589.04	36,521
63	12.5%	3,338	417.24	26,286
64	12.5%	2,921	365.08	23,365
65	25.0%	2,556	638.90	41,528
66	30.0%	1,917	575.01	37,951
67	30.0%	1,342	402.51	26,968
68	30.0%	939	281.75	19,159
69	30.0%	657	197.23	13,609
70	100.0%	460	460.20	32,214
Total			10,000.00	606,641
Average				60.66

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Actuarial Assumptions for January 1, 2012 Funding Valuation**

Discount rate sponsor elections		
• Segment rates or full yield curve	Segment	
• Look-back months	4	
• Use stabilized rates – funding	Yes	
• Use stabilized rates – Section 436 benefit restrictions	N/A	
	<u>Stabilized rates</u>	<u>Nonstabilized rates</u>
• First 5 years	5.54%	2.06%
• Next 15 years	6.85%	5.25%
• Over 20 years	7.52%	6.32%
Mortality sponsor elections		
• Healthy participants	Section 430(h)(3) prescribed separate generational annuitant and nonannuitant mortality tables. These tables are based on the RP-2000 mortality tables projected with mortality improvement to the valuation year plus 7 and 15 years based on Scale AA.	
• Pre-1995 disabilities	N/A	
• Post-1994 disabilities	N/A	
417(e) lump sums	Liabilities are determined based on the underlying annuity used by the plan to determine the lump sum amount, rather than valuing the lump sum payment. This annuity is valued based on funding interest rates rather than 417(e) rates and prescribed unisex mortality.	
Cash balance plans		
• Interest accumulation rate	4.00% per year for years 2012 and 2013, 4.25% per year thereafter.	
• Whipsaw calculations	No	
• Annuity conversion		
– Mortality table	N/A	
– Interest rate basis	N/A	
Other economic assumptions		
• Salary increases	See table of sample rates.	
• Flat-dollar benefit increases	N/A	
• Social Security wage base	3.50% per year. Applies to legacy OPR grandfathered participants only.	
• Inflation	N/A	
• Expected investment return	6.23% per year for 2010, 6.24% per year for 2011 and 5.37% per year for 2012	
• Expenses	Administrative expenses are assumed to be the same as the prior year. For this purpose, prior year expenses are rounded up to the next \$5,000.	
Demographic assumptions		
• Withdrawal	See table of sample rates.	
• Disability incidence	Included in withdrawal assumption.	

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

• Retirement age	Attained age	Percentage
	Under 55	0.0%
	55	12.5%
	56	12.5%
	57	12.5%
	58	12.5%
	59	12.5%
	60	12.5%
	61	12.5%
	62	15.0%
	63	12.5%
	64	12.5%
	65	25.0%
	66	30.0%
	67	30.0%
	68	30.0%
	69	30.0%
	70 and above	100.0%
• Benefit commencement age for		
— Future vested deferred	33% at age 55, 40% at age 62 and 27% at age 65.	
	With respect to the Pre-1/1/2011 account balance and annuity benefits of legacy OPR participants – 25% at valuation age, 45% at age 62 and 30% at age 65.	
— Current vested deferred	33% at age 55, 40% at age 62 and 27% at age 65.	
	With respect to the Pre-1/1/2011 account balance and annuity benefits of legacy OPR participants who terminated since the last valuation – 25% at valuation age, 45% at age 62 and 30% at age 65.	
• Spouse assumptions	<u>Male participants</u>	<u>Female participants</u>
— Percentage married	100%	100%
— Spouse age difference	3 years younger	3 years older

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

Form of payment	<u>Lump sum</u>	<u>Single life</u>
• Active retirements	100%	0%
• Future vested deferred	100%	0%
• Future disabilities	100%	0%
• Future deaths	100%	0%
• Current vested deferred	100%	0%
Unpredictable contingent event assumptions	Not applicable	

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Table of Sample Rates****Salary Increases**

Attained age	Percentage
20	13.41%
25	10.41%
30	8.35%
35	5.76%
40	5.25%
45	4.18%
50	4.21%
55	2.35%
60	1.32%
65	1.32%

Withdrawal Percentages

Service	Attained Age							
	20	25	30	35	40	45	50	54
Year 1	35.0%	35.0%	35.0%	34.0%	31.9%	29.8%	27.7%	26.0%
Year 2	35.0%	35.0%	33.6%	29.8%	27.7%	25.6%	23.5%	22.3%
Year 3	35.0%	35.0%	29.4%	25.6%	23.5%	21.4%	19.7%	18.9%
Year 4	35.0%	32.6%	25.2%	21.4%	19.3%	17.4%	16.4%	15.5%
Year 5	35.0%	30.5%	23.1%	19.3%	17.2%	16.2%	15.1%	14.3%
Year 6	35.0%	28.4%	21.0%	17.2%	16.0%	14.9%	13.9%	13.0%
Year 7	34.0%	26.7%	19.3%	15.5%	14.3%	13.2%	12.2%	11.3%
Year 8	32.6%	25.2%	17.9%	14.1%	12.8%	11.8%	10.7%	9.9%
Year 9	31.3%	23.9%	16.6%	12.8%	11.6%	10.5%	9.5%	8.6%
Year 10+	29.2%	21.8%	14.5%	10.7%	9.5%	8.4%	7.4%	6.5%

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

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

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

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

Participant Methods

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

- **Participants included:** The plan sponsor provides us with data on all employees as of the valuation date, but only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities.
- **Participants excluded:** No actuarial liability is included for nonvested participants who terminated prior to the valuation date. Vested participants with a break in service on the valuation date are treated as terminated participants.
- **Insurance contracts:** The plan does not have any insurance contracts.

Minimum Funding Methods

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

A detailed description of the calculation follows:

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

Schedule SB, Part V — Summary of Plan Provisions**Benefits included or excluded**

Unless noted below, all benefits provided by the plan, as restated and amended through January 1, 2011, are included in this valuation.

- **Most recent plan amendments included:** December 15, 2011
- **Plan amendments excluded:** None.
- **Late retirement increases:** N/A
- **Internal Revenue Code limitations:** The limitations of Internal Revenue Code Section 415(b) and 401(a)(17) have been incorporated into our calculations.
- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60 percent of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.
- **IRC Section 436 benefit restrictions:**
 - *Unpredictable contingent event benefits:* This valuation excludes restricted contingent event benefits that occurred before the valuation date but includes contingent event benefits which are expected to occur on or after the valuation date regardless of anticipated funding-based limitations.
 - *Plan amendments:* See above.
 - *Prohibited payments:* Limitations on prohibited benefits (if any) are reflected for annuity starting dates before the valuation date but are ignored for annuity starting dates on or after the valuation date.
 - *Benefit accruals:* The plan's funding target does not reflect any limitation on benefit accruals. The target normal cost does not reflect any limitation on benefit accruals.
- **Scheduled benefit increases:** Scheduled benefit increases effective after the end of the current plan year are excluded from minimum funding requirements.
- **Unpredictable contingent event benefits:** The plan does not have any unpredictable contingent event benefits.

Schedule SB, Part V — Summary of Plan Provisions**Summary of Major Plan Provisions**

Effective date and plan year	Original plan: January 1, 1989 Restated Plan: January 1, 2011 Plan year: Calendar year
Status of the plan	<p>The plan has ongoing benefit accruals and new employees are eligible to participate in the plan once they satisfy the participation requirements.</p> <p>As of December 31, 2010, the Ogilvy Public Relations Worldwide Cash Balance Pension Plan ("OPR") merged into the Ogilvy & Mather Account Balance Defined Benefit Pension Plan ("O&M"). Benefits accrued through December 31, 2010 for legacy OPR participants will be protected and administered in accordance with most of the OPR plan provisions (please see the "Legacy OPR Plan Provisions" following this section for more detailed information). Starting on January 1, 2011, legacy OPR participants began accruing benefits under the O&M plan formula, with the exception of OPR grandfathered participants.</p>
Significant events that occurred during the year	None.
Definitions	
• Eligibility	All employees of participating employers are eligible to participate following the completion of 12 consecutive months of service in which 1,000 hours of service is credited.
• Vesting	<p>Participants shall become vested upon satisfying one of the following conditions:</p> <ol style="list-style-type: none"> 1) Participants who were members of the Profit Sharing Retirement Plan as of December 31, 1988 are 100% vested on January 1, 1989. 2) Participants hired from January 1, 1986 through December 31, 1988 are 100% vested on the December 31 coincident with or following three years of service. 3) Participants hired on or after January 1, 1989 are 100% vested immediately after attaining five years of service. 4) Beginning on January 1, 2008, participants are 100% vested immediately after attaining three years of service. <p>Participants are credited with vesting service for service provided to any employer of the WPP controlled group.</p>

Schedule SB, Part V — Summary of Plan Provisions

- Pensionable earnings

A Participant's base pay, excluding overtime, bonuses, deferred compensation, severance pay and any other similar earnings. Eligible Compensation includes all 401(k) salary reduction contributions under the Company's Profit Sharing Retirement and 401(k) Plan. Eligible Compensation is limited to \$230,000 effective January 1, 2009.

The compensation of a Participant who is absent because of military leave will be based on the Participant's rate of pay when the leave began or, if the Participant was not receiving a determinable rate of pay when the leave began, the average of the Participant's pay during the shorter of 12 months before his military leave began or his Period of Service. Compensation will be credited under this paragraph only while the Participant's reemployment rights are protected by law.

Schedule SB, Part V — Summary of Plan Provisions

- Interest Credits

Through the 1995 plan year, the rate of interest credited to a given plan year's accrual was given by the set of deferred PBGC interest factors in effect for the month ending prior to the plan year. These rates are shown in the table below:

Plan Year	Applicable Interest Credit Rate	
1989	7.00%	1990-1996
	5.75%	1997-2004
	4.00%	2005 and beyond
1990	6.50%	1991-1997
	5.25%	1998-2005
	4.00%	2006 and beyond
1991	6.75%	1992-1998
	5.50%	1999-2006
	4.00%	2007 and beyond
1992	6.00%	1993-1999
	4.75%	2000-2007
	4.00%	2008 and beyond
1993	5.25%	1994-2000
	4.00%	2001 and beyond
1994	4.00%	All Plan Years
1995	5.50%	1996-2002
	4.25%	2003-2010
	4.00%	2011 and beyond

Effective January 1, 1996, all future benefit accruals are credited with an amount equivalent to an annual interest rate equal to the greater of (i) 4% or (ii) the annual rate of interest on one-year Treasury constant maturities for the November preceding the plan year.

For plan years ending prior to January 1, 1997, interest credits determined above shall be credited annually as of the last day of the plan year to which the applicable interest credit relates.

For plan years beginning on or after January 1, 1997, interest credits determined above shall be credited as of the last day of the calendar month to which the applicable interest credit relates. For purposes of crediting interest monthly, each applicable annual rate of interest shall be converted into a corresponding monthly rate, when compounded monthly, will yield the same amount of interest for the year.

Schedule SB, Part V — Summary of Plan Provisions

<ul style="list-style-type: none"> • Compensation Credits 	<p>An account is established for each Participant at the end of the plan year in which the Participant first becomes eligible. For each plan year ending prior to January 1, 1997, a Participant's Account Balance shall be credited as of the last day of such plan year with a compensation credit equal to 10% of his compensation for that plan year. Effective for plan years beginning on and after January 1, 1997, a Participant's Account shall be credited at the end of each calendar month with a Compensation Credit equal to 10% of his Compensation for that month.</p> <p>Effective January 1, 2007, a participant in the former "141" group shall be credited at the end of each calendar month with a Compensation Credit equal to 10% of his Compensation for that month. Prior to January 1, 2007, a participant in the former "141" group was credited at the end of each calendar month with a Compensation Credit equal to 5% of his Compensation for that month (3% Compensation Credit before 2006).</p> <p>Effective January 1, 2008, a participant in the former BEN marketing group shall be credited at the end of each calendar month with a Compensation Credit equal to 10% of his Compensation for that month. Prior to January 1, 2008, a participant in the former BEN marketing group was credited at the end of each calendar month with a Compensation Credit equal to 3% of his Compensation for that month.</p> <p>Effective January 1, 2008, a participant in the Leopard group shall be credited at the end of each calendar month with a Compensation Credit equal to 5% of his Compensation for that month, plus Interest Credits for each month.</p>
Normal retirement	
<ul style="list-style-type: none"> • Eligibility • Benefit 	<p>Age 65 or age 62 and vested.</p> <p>The monthly retirement benefit payable to a Participant at any retirement date is equal to the actuarial equivalent of his account balance as of such date.</p>
Early retirement	
<ul style="list-style-type: none"> • Eligibility • Benefit 	<p>Age 55 and vested or 20 years of vesting service.</p> <p>The monthly retirement benefit payable to a Participant at any retirement date is equal to the actuarial equivalent of his account balance as of such date.</p>
Late retirement	
<ul style="list-style-type: none"> • Eligibility • Benefit 	<p>After age 65</p> <p>Participants who work past Normal Retirement continue to earn benefits under the plan.</p>

Schedule SB, Part V — Summary of Plan Provisions

Deferred vested	
• Eligibility	Vested
• Benefit	Upon termination of employment, a vested Participant may elect to receive a benefit which is the actuarial equivalent of his account balance, payable as of the later of the date of termination or Early Retirement.
Disability	
• Eligibility	A Participant is fully vested upon permanent disability.
• Benefit	Upon permanent disability, a Participant may elect to receive a benefit which is the actuarial equivalent of his account balance, payable as of the later of the date of permanent disability or Early Retirement.
Pre-retirement death	
• Eligibility	A Participant's account becomes fully vested upon death.
• Benefit	A beneficiary may elect within one year of the Participant's death to receive an immediate benefit which is the actuarial equivalent of the Participant's account balance or the beneficiary may elect to defer receipt of the benefit.
Unpredictable contingent event benefits	
• Event	None
• Eligibility	None
• Benefit	None
Form of benefits	
• Automatic form for unmarried participants	Single Life annuity
• Automatic form for married participants	Qualified Joint & Survivor annuity
• Optional forms	a) Lump sum distribution b) Life annuity c) 50% joint and survivor annuity d) 75% joint and survivor annuity e) 100% joint and survivor annuity f) An annuity for a certain number of years (not to exceed 10).
• Actuarial Equivalence	<u>Annual rate of interest:</u> The applicable interest rates prescribed under Section 417(e)(3) of the Code by the Commissioner of the Internal Revenue Service. <u>Mortality:</u> The applicable mortality table prescribed under Section 417(e)(3) of the Code by the Commissioner of the Internal Revenue Service.
Miscellaneous	
• Maximum compensation	Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. This limit is indexed annually. For 2012, the limit is \$250,000.

Schedule SB, Part V — Summary of Plan Provisions

• Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2012, the limit is \$200,000.
• Administration	Mercer
• Funding medium	Master trust administered by JP Morgan Chase

Legacy OPR Plan Provisions

Definitions	
Eligibility for Membership	All Employees are eligible to participate in the plan commencing on the January 1 or the July 1 following the completion of either six consecutive months of full-time employment or one Year of Service. A Year of Service is the first twelve months of employment or any subsequent plan year during which an Employee is paid for 1,000 or more hours.
Compensation	Regular salary or wages including bonus, overtime and commissions but excluding moving and relocation expenses, imputed income from group life insurance and executive long term disability benefits, payments related to the exercise of stock options, and other irregular or non-recurring forms of compensation. In no event will compensation be used in excess of the compensation limit defined by Section 401(a)(17) of the Internal Revenue Code. For 2012, the compensation limit is \$250,000.
Five Year Average Compensation	Compensation averaged over the five consecutive Years of Vesting Service which produce the highest average.

Schedule SB, Part V — Summary of Plan Provisions

Normal Retirement	
Eligibility	Later of the attainment of age 65 or the fifth anniversary of the date he or she became a Participant.
Retirement Benefit	<p>Calculated under (A), (B) or (C), whichever is applicable:</p> <p>(A) For a Participant who is credited with one Hour of Service on or after January 1, 2003 and who is an active Employee of the Company and who has 5 or more Years of Vesting Service on January 1, 2003, an amount equal to sum of the Participant's Retirement Account Balance and his Prior Plan Accrued Benefit but not less than his Grandfathered Accrued Benefit.</p> <p>(B) For a Participant who is credited with one Hour of Service on or after January 1, 2003 and who is an active Employee of the Company and who has less than 5 Years of Vesting Service on January 1, 2003, an amount equal to sum of the Participant's Retirement Account Balance and his Prior Plan Accrued Benefit.</p> <p>(C) For a Participant who was not credited with one Hour of Service on or after January 1, 2003, an amount equal to his Prior Plan Accrued Benefit.</p>
Retirement Account Balance	<p>The sum of the Pay Credits and Interest Credits allocated to the Participant's Retirement Account, as follows:</p> <p>Pay Credit:</p> <p>An annual allocation of 4% of Compensation will be credited to the Participant's Retirement Account as of the last day of each Plan Year beginning on or after January 1, 2003.</p> <p>Interest Credits:</p> <p>As of the last day of each Plan Year beginning on or after January 1, 2003, an annual Interest Credit will be paid equal to the lesser of i) 8% and ii) the average rate for ten-year U.S. Treasury bills for the month of November of the previous plan year. Interest Credits are earned until the account is distributed.</p> <p>The benefit payable will be the annuity equivalent of the Retirement Account Balance at date of determination based on mortality as designated by IRC Section 417(e) and PPA segment interest rates for lump sums for the month of November of the previous Plan Year.</p>

Schedule SB, Part V — Summary of Plan Provisions

Grandfathered Accrued Benefit	<p>For participants that had 5 years of service as of 1/1/02; an annual amount equal to the greater of the Regular Benefit and the Minimum Benefit, as determined below:</p> <p>Regular Benefit</p> <p>[(2% of Five Year Average Compensation) - (0.65% Social Security Covered Compensation)] x [Years of Benefit Service (up to a maximum of 25)]</p> <p>Minimum Benefit (for employees hired before 1/1/1997)</p> <p>The greater of (A) or (B) below:</p> <p>(A) [3% of Five Year Average Compensation] x [Years of Benefit Service (up to 10) completed before 1/1/1997]</p> <p>(B) [(2.5% of Five Year Average Compensation) - (0.65% Social Security Covered Compensation)] x [Years of Benefit Service (up to a maximum of 20)]</p>
Prior Plan Accrued Benefit	An annual amount calculated in the manner of the Grandfathered Accrued Benefit as if the Participant had terminated employment on December 31, 2002 or, if earlier, on the date his employment actually terminated.
Pension Benefits at Early Retirement	
Eligibility	The third anniversary of the date he or she became a Participant.
Retirement Benefit	The same as the benefits payable for Normal Retirement, with the Grandfathered Accrued Benefit and the Prior Plan Accrued Benefit reduced for commencement of benefits prior to the Participant's Normal Retirement Date. Both benefits shall be reduced 5/9% for each of the first 60 months that the Participant's Early Retirement Date precedes his or her Normal Retirement Date and 5/18% for the next 120 months that the Participant's Early Retirement Date precedes his or her Normal Retirement Date, and thereafter on the basis of mortality determined in accordance with the UP-1984 Table and 8% interest.
Disability Benefit	Upon the termination of a Participant's employment as the result of a physical or mental disability, the participant shall have a 100% nonforfeitable right to his Retirement Account Balance and shall be entitled to the actuarial equivalent of his Prior Plan Accrued Benefit.
Vested Benefit	
Eligibility	All Participants who terminate after completing three Years of Vesting Service.
Benefit	Same as for Early Retirement.

Schedule SB, Part V — Summary of Plan Provisions

Pre-retirement Death Benefit	
Eligibility	All Participants who die after completing three Years of Vesting Service.
Benefit	<p>Married Participants</p> <p>If the Participant was credited with an Hour of Service on or after January 1, 2003, the surviving spouse shall receive an annuity for life equal to the greater of (A) and (B) below, where:</p> <p>(A) is the sum of i) the Prior Plan Accrued Benefit calculated as of the day prior to the death of the participant in the form of a 50% joint and survivor annuity; and ii) an annuity payable for the life of the spouse that is the actuarial equivalent of the participant's Retirement Account Balance; and</p> <p>(B) is the amount which would have been payable to the spouse had the participant terminated employment on the day prior to his death and had commenced receiving his Grandfathered Accrued Benefit in the form of a 50% joint and survivor annuity.</p> <p>If the Participant was not credited with an Hour of Service on or after January 1, 2003, his spouse shall receive an amount equal to that which would have been payable had the participant terminated employment on the day prior to his death, survived to age 50 (or age at death, if later), and commenced receiving his Grandfathered Accrued Benefit in the form of a 50% joint and survivor annuity.</p> <p>Unmarried Participants</p> <p>If the Participant was not married when he died, his designated beneficiary shall be entitled to the lump sum equal to the Participant's Retirement Account Balance.</p>
Post-retirement Death Benefit	As provided by the normal form of benefit or by the election of an optional form of benefit.
Form of Benefit	
Normal Form	
For single participants	The normal form of benefit is a single life annuity.
For married participants	The normal form of benefit is a 50% joint and survivor annuity.
Optional Forms	<p>Lump Sum – Under this option, a Participant may elect to receive his or her retirement benefits in a single lump sum payment.</p> <p>Contingent Annuitant Option – Under this option, a Participant may elect to receive reduced monthly installments during his or her lifetime with a percentage designated by the Participant equal to 50%, 66 2/3%, 75%, or 100% of said income, payable upon the Participant's death.</p> <p>Life and Period Certain Option – Under this option, a Participant may elect to receive a level retirement income payable for his or her lifetime provided that in the event of his or her death within 10 years following the start of payments, his or her benefit will continue to a designated beneficiary for the balance of the chosen period.</p>

Schedule SB, Part V — Summary of Plan Provisions

Plan Provision Changes Since Prior Valuation

- Maximum compensation amounts and maximum benefit amounts under IRS rules were updated from 2011 to 2012.
- Effective December 31, 2011, Ogilvy Healthworld, LLC, withdrew from participation in the plan.

Schedule SB, Line 24 — Change in Actuarial Assumptions

- The interest accumulation rate was updated to 4.00% per year for years 2012 and 2013 and to 4.25% thereafter.
- The salary increase assumption for legacy OPR participants was updated to the legacy O&M assumption.
- The withdrawal rates were updated to better reflect plan experience.
- The retirement rates were updated to better reflect plan experience.
- The benefit commencement age assumption for current and future vested deferred participants was updated to better reflect plan experience.

Schedule SB, Line 26 — Schedule of Active Participant Data

Attained age	Years of credited service									
	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & up
Under 25	72 50,985 2,170	45 52,135 5,025	4							
25-29	154 67,016 3,693	231 67,784 12,242	24 78,040 26,021	5						
30-34	99 100,205 6,451	165 90,156 21,866	86 103,216 46,816	12	2					
35-39	53 127,143 7,484	148 116,798 29,326	137 119,600 64,641	51 131,345 93,993	5	1				
40-44	38 138,845 9,385	100 149,950 41,257	92 135,124 85,380	61 138,834 118,186	20 133,087 126,729	5				
45-49	24 128,963 8,498	50 129,918 30,492	67 133,787 86,396	55 132,078 135,181	10	16	1			
50-54	9 133,032 34,550	25 133,032 34,550	40 130,308 81,829	40 131,495 143,918	15	21 101,870 196,405				
55-59	5 126,966 108,947	18 126,966 108,947	28 126,966 108,947	30 131,113 172,264	5	18	1			
60-64	1 129,380 88,542	3 129,380 88,542	22 129,380 88,542	9 129,380 88,542	6	22 103,143 245,381				2
65-69		4	4	2	1	4				
70 & up			1			2				

In each cell, the top number is the count of active participants for each age/service combination, the middle number is average pay for 2012 limited to \$230,000 (prior pay limited to IRC Section 401(a)(17) limit for 14 grandfathered legacy OPR participants), and the bottom number is average account balance. Average pay and average account balance are not shown for cells with fewer than 20 participants.

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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

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

A Name of plan OGILVY & MATHER ACCOUNT BALANCE DEFINED BENEFIT PENSION PLAN	B Three-digit plan number (PN) ►	003
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF OGILVY GROUP, INC. & SUBSIDIARIES	D Employer Identification Number (EIN) 13-2555496	
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500	

Part I Basic Information

1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2012</u>			
2 Assets:			
a Market value	2a	245,469,797	
b Actuarial value	2b	251,445,982	
3 Funding target/participant count breakdown:			
	(1) Number of participants	(2) Funding Target	
a For retired participants and beneficiaries receiving payment.....	3a	39	3,587,327
b For terminated vested participants.....	3b	3,640	137,768,706
c For active participants:			
(1) Non-vested benefits	3c(1)		1,479,400
(2) Vested benefits	3c(2)		96,571,457
(3) Total active.....	3c(3)	2,171	98,050,857
d Total.....	3d	5,850	239,406,890
4 If the plan is in at-risk status, check the box and complete lines (a) and (b). ☐			
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b		
5 Effective interest rate	5	7.05 %	
6 Target normal cost.....	6	10,372,255	

Statement by Enrolled Actuary

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

SIGN HERE		
	Signature of actuary	Date
	JAMES T. GORDON III	11-06176
	Type or print name of actuary	Most recent enrollment number
	MERCER	(212) 345-7224
	Firm name	Telephone number (including area code)
	1166 AVENUE OF THE AMERICAS	
	NEW YORK NY 10036	
	Address of the firm	

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

Part II Beginning of Year Carryover Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	5,590,345	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	5,590,345	0
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of <u>(0.80)</u> %	0	0
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		4,359,377
b Interest on (a) using prior year's effective interest rate of <u>6.26</u> % except as otherwise provided (see instructions)		(34,875)
c Total available at beginning of current plan year to add to prefunding balance		4,324,502
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d - line 12)	0	0

Part III Funding Percentages

14 Funding target attainment percentage	14	105.02 %
15 Adjusted funding target attainment percentage	15	105.02 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	92.87 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

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

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
09/13/2013	700,000				
Totals ▶			18(b)	700,000	18(c) 0

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

a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	623,507

20 Quarterly contributions and liquidity shortfalls:

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

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:			
a Segment rates:	1st segment: 5.54 %	2nd segment: 6.85 %	3rd segment: 7.52 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 4
22 Weighted average retirement age			22 61
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)		31a	10,372,255
b Excess assets, if applicable, but not greater than line 31a		31b	10,372,255
32 Amortization installments:		Outstanding Balance	Installment
a Net shortfall amortization installment.....		0	0
b Waiver amortization installment		0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount		33	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..		34	0
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35).....	36		0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37		623,507
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	623,507
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances		38b	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39		0
40 Unpaid minimum required contributions for all years	40		0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected		☐ 2 plus 7 years	☐ 15 years
b Eligible plan year(s) for which the election in line 41a was made		☐ 2008	☐ 2009 ☐ 2010 ☐ 2011
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

OGILVY & MATHER ACCOUNT BALANCE DEFINED BENEFIT PENSION PLAN

Form 5500, Schedule H, line 4i
Schedule of Assets (Held at End of Year)
December 31, 2012

EIN: 13-2555496

PN: 003

		(c) Description of Investment, including			
(b) Identity of Issue, Borrower,		Maturity Date, Rate of Interest,		(e) Current	
(a)	Lessor or Similar Party	Collateral, Par or Maturity Value	(d) Cost	Value	
	Allianz NFJ Small Cap Value Fund	Mutual Fund	\$ 8,346,249	\$	7,966,401
	Diamond Hill Long/Short Fund	Mutual Fund	4,662,468		4,913,980
	Harbor International Fund	Mutual Fund	13,281,081		14,182,072
*	JPMorgan Prime Money Market Fund	Mutual Fund	63,861,952		63,861,952
	Lazard Emerging Markets Fund	Mutual Fund	4,363,268		4,986,629
	Mainstay Large Cap Growth Fund	Mutual Fund	12,565,014		12,125,996
	MFS Ser Tr Value Fund	Mutual Fund	13,505,653		13,627,643
	Munder Mid Cap Core Growth Fund	Mutual Fund	5,365,249		8,158,299
	PIMCO Real Return Bond Fund	Mutual Fund	16,236,774		18,186,292
	PIMCO Total Return Institutional Fund	Mutual Fund	76,372,064		81,102,009
	T. Rowe Price Real Estate Fund	Mutual Fund	8,491,032		8,884,930
	Vanguard Bond Index Fund	Mutual Fund	10,885		10,932
	Vanguard Index Small Cap Growth Fund	Mutual Fund	6,506,564		8,865,393
	Vanguard Institutional Index Fund	Mutual Fund	8,220,079		8,854,915
	Vanguard Mid Cap Index Fund	Mutual Fund	1,153,596		1,530,972
	Vanguard Total International Stock Fund	Mutual Fund	1,411,046		1,484,023
TOTAL ASSETS (HELD AT END OF YEAR)			\$ 244,352,974	\$	258,742,438

* Party-in-interest

See accompanying Independent Auditor's Report.

OGILVY & MATHER ACCOUNT BALANCE DEFINED BENEFIT PENSION PLAN

Form 5500, Schedule H, line 4j
Schedule of Reportable Transactions
Year Ended December 31, 2012

EIN: 13-2555496

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(a) Identity of Party Involved	(b) Description of asset (include interest rate and maturity in the case of a loan)	(c) Purchase Price	(d) Selling Price	(f) Expense Incurred with Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
* JPMorgan Prime Money Market Fund	Mutual Fund	\$ 82,528,030	\$ 131,796,297	\$ -	\$ 131,796,297	\$ 82,528,030	\$ -
* JPMorgan Prime Money Market Fund	Mutual Fund					131,796,297	-
* Artio Global International Equity Fund	Mutual Fund		11,726,257		11,526,837	11,726,257	199,420
* Dodge & Cox Stock Fund	Mutual Fund		13,146,603		11,539,039	13,146,603	1,607,564
* Growth Fund of America	Mutual Fund		12,528,735		10,951,665	12,528,735	1,577,070
* Harbor International Fund	Mutual Fund	13,281,081				13,281,081	
* MFS Ser Tr Value Fund	Mutual Fund	13,505,654				13,505,654	
* Mainstay Large Cap Growth Fund	Mutual Fund	12,565,014				12,565,014	
* Vanguard Total Bond Mkt Index Fund	Mutual Fund	53,980				53,980	
* Vanguard Total Bond Mkt Index Fund	Mutual Fund		5,318,157		5,303,723	5,318,157	14,434
* Vanguard 500 Index Fund	Mutual Fund	20,158				20,158	
* Vanguard 500 Index Fund	Mutual Fund		4,196,493		4,087,876	4,196,493	108,617

* Transactions or a series of transactions in excess of 5% of the current value of the Plan's assets as of the beginning of the plan year as defined in section 2520.103-6 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA

See accompanying Independent Auditor's Report.