Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
M. SHANKEN COMMUNICATIONS, INC & SUBSIDIARIES 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 12/01/1983

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

M. SHANKEN COMMUNICATIONS, INC.

387 PARK AVENUE SOUTH
NEW YORK, NY 10016

2b Employer Identification Number (EIN) 13-3109245

2c Sponsor's telephone number 212-481-8610

2d Business code (see instructions) 511120

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2013	MARY ELLEN MANNION
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2013	MARY ELLEN MANNION
	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 [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	170
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**	155
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	15
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	170
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f Total. Add lines **6d** and **6e**	**6f**	170
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	132
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[ ] Insurance	**(1)**	[ ] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	**(2)**	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	**(3)**	[X] Trust
(4)	[ ] General assets of the sponsor	**(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		**b General Schedules**		
(1)	[X] **R** (Retirement Plan Information)	**(1)**	[X]	**H** (Financial Information)
(2)	[ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	**(2)**	[ ]	**I** (Financial Information – Small Plan)
		(3)	[ ]	**A** (Insurance Information)
		(4)	[X]	**C** (Service Provider Information)
(3)	[ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	**(5)**	[ ]	**D** (DFE/Participating Plan Information)
		(6)	[ ]	**G** (Financial Transaction Schedules)

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

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

A Name of plan
M. SHANKEN COMMUNICATIONS, INC & SUBSIDIARIES 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
M. SHANKEN COMMUNICATIONS, INC.

D Employer Identification Number (EIN)
13-3109245

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

AMERICAN FUNDS

95-1411037

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

PIMCO FUNDS

95-2632339

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

COLUMBIA FUNDS

93-0577450

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

EATON VANCE

04-2718215

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

FEDERATED FUNDS

25-1111467

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

FRANKLIN TEMPLETON

94-3167260

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

GOLDMAN SACHS

13-5108880

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

OPPENHEIMER FUNDS

13-2527171

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

COLUMBIA SELIGMAN FUNDS

13-3180631

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

SENTINEL FUNDS

03-0221140

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

VANGUARD

23-1945930

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

SMITH BARNEY

13-2919773

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)

USI CONSULTING GROUP

06-1053228

(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?
12 15 17 25 34 37 60 61 62 63	NONE	3225	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [ ]

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

SMITH BARNEY-CITIGROUP GLOBAL

13-2919773

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
18 19 27 28 33 51 52 71	NONE	5200	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [ ]

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

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
M. SHANKEN COMMUNICATIONS, INC & SUBSIDIARIES 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
M. SHANKEN COMMUNICATIONS, INC.

D Employer Identification Number (EIN)
13-3109245

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	761	8936
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	809612	2041007
(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)	0	
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	367937	650250
(B) Common	1c(4)(B)	5185918	4933547
(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)	107803	119528
(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)	8638682	9911528
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	15110713	17664796
Liabilities			
g Benefit claims payable	1g	275	2427
h Operating payables	1h	1322	
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	1597	2427
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	15109116	17662369

Part II Income and Expense Statement

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

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)		
(B) Participants	2a(1)(B)	707357	
(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)		707357
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	120	
(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)	5714	
(F) Other	2b(1)(F)	36811	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		42645
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	193926	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	259531	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		453457
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	2097405	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	1973344	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		124061
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	928253	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		928253

		(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)		928931
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		3184704
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	622390	
(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)		622390
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		996
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)	7103	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	962	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		8065
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		631451
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		2553253
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) [X] 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 [X] No

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

(1) Name: LESSER & LEFF, LLC **(2)** EIN: 13-2577905

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
M. SHANKEN COMMUNICATIONS, INC & SUBSIDIARIES 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
M. SHANKEN COMMUNICATIONS, INC.

D Employer Identification Number (EIN)
13-3109245

Part I Distributions

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

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

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

EIN(s): 56-1354495 13-2919773

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

LESSER, LEFF & COMPANY LLP
CERTIFIED PUBLIC ACCOUNTANTS

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OFFICES
WOODBURY, N.Y. - BRONXVILLE, N.Y.

Independent Auditors' Report

To The M. Shanken Communications, Inc.
401(k) Profit Sharing Plan and Participants

Report on the Financial Statements

We have audited the accompanying financial statements of M. Shanken Communications Inc. 401(k) Profit Sharing Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011 and the related statement of changes in net assets available for benefits for the year ended December 21, 2012 and the related notes to the financial statements.

Management's Responsibility for the Financial Statement

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 our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statement in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the financial statement referred to above presents fairly, in all material respects, net assets available for benefits of the Plan as of December 31, 2012 and 2011 and the changes in net assets available for the year ended December 31, 2012, in accordance with accounting principles generally accepted in the United States of America.

Report on Supplementary Information

Our audits were conducted for the purpose of forming an option on the financial statements as a whole. The supplemental schedule of assets held for investment purposes are end of year are presented for the purpose of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of their financial statements and certain additional procedure, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statement or to the financial statements themselves, and other additional procedures in accordance with audit standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole. The schedules of assets held for investment purposes do not disclose the historical cost of investments, which are held by the Plan's trustee. Disclosure of this information is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Lesser Leff & Company LLP

September 23, 2013
New York, New York

M. SHANKEN COMMUNICATIONS, INC.
401(K) & PROFIT SHARING PLAN

FINANCIAL STATEMENT

DECEMBER 31, 2012

LESSER, LEFF & COMPANY LLP
CERTIFIED PUBLIC ACCOUNTANTS

LESSER, LEFF & COMPANY LLP
CERTIFIED PUBLIC ACCOUNTANTS

675 THIRD AVENUE
NEW YORK, N. Y. 10017
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OFFICES
WOODBURY, N.Y. - BRONXVILLE, N.Y.

Independent Auditors' Report

To The M. Shanken Communications, Inc.
401(k) Profit Sharing Plan and Participants

Report on the Financial Statements

We have audited the accompanying financial statements of M. Shanken Communications Inc. 401(k) Profit Sharing Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011 and the related statement of changes in net assets available for benefits for the year ended December 21, 2012 and the related notes to the financial statements.

Management's Responsibility for the Financial Statement

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 our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statement in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the financial statement referred to above presents fairly, in all material respects, net assets available for benefits of the Plan as of December 31, 2012 and 2011 and the changes in net assets available for the year ended December 31, 2012, in accordance with accounting principles generally accepted in the United States of America.

Report on Supplementary Information

Our audits were conducted for the purpose of forming an option on the financial statements as a whole. The supplemental schedule of assets held for investment purposes are end of year are presented for the purpose of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of their financial statements and certain additional procedure, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statement or to the financial statements themselves, and other additional procedures in accordance with audit standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole. The schedules of assets held for investment purposes do not disclose the historical cost of investments, which are held by the Plan's trustee. Disclosure of this information is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Lesser Leff & Company LLP

September 23, 2013
New York, New York

M. SHANKEN COMMUNICATIONS INC.
401(K) & PROFIT SHARING PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2012 AND 2011

ASSETS

	2012	2011
INVESTMENTS - At Fair Value		
Registered Investment Companies	$ 9,873,066	$ 8,600,220
Cohen & Steers Management Fund	38,127	38,127
Zweig Fund	335	335
Morgan Stanley Investments in Common and Preferred Stocks	5,583,797	5,553,855
Cash and Cash Equivalents	2,041,007	809,612
TOTAL INVESTMENTS	17,536,332	15,002,149
RECEIVABLES		
Participant Loans	119,528	107,803
Other	8,936	761
TOTAL RECEIVABLES	128,464	108,564
TOTAL ASSETS	17,664,796	15,110,713

LIABILITIES

Benefit Claim Payable	2,427	275
Payables	--	1,322
NET ASSETS AVAILABLE FOR BENEFITS	$ 17,662,369	$ 15,109,116

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

LESSER, LEFF & COMPANY LLP
CERTIFIED PUBLIC ACCOUNTANTS

M. SHANKEN COMMUNICATIONS INC.
401(K) & PROFIT SHARING PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2012 AND 2011

	2012	2011
INVESTMENT INCOME		
Net Appreciation (Depreciation) in Fair Value of Investments	$ 1,857,184	$(964,686)
Gain on (Loss) Sale of Securities	124,061	(58,342)
Interest	42,645	45,811
Dividends	453,457	299,255
	2,477,347	(677,962)
Administrative Expense	8,065	8,244
NET INVESTMENT (LOSS) INCOME	2,469,282	(686,206)
CONTRIBUTIONS		
Employee's	707,357	678,009
TOTAL CONTRIBUTIONS	707,357	678,009
TOTAL (Decrease) Increase	3,176,639	(8,197)
Benefits Paid Directly to Participants	623,386	374,880
Net Increase (Decrease) in Assets Available	2,553,253	(383,077)
Net Assets Available for Benefits - Beginning	15,109,116	15,492,193
Net Assets Available for Benefits - END	$ 17,662,369	$ 15,109,116

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

LESSER, LEFF & COMPANY LLP
CERTIFIED PUBLIC ACCOUNTANTS

M. SHANKEN COMMUNICATIONS INC.
401(K) & PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2012 AND 2011

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The plans financial statements are prepared on the accrual basis of accounting, except for the cash basis recording of benefits paid.

INVESTMENTS

The investments are presented at fair value, based on the quoted market prices of the underlying securities within each fund at December 31, 2012 and 2011.

USE OF ESTIMATES

The preparation of the financial statements in conformity with generally accepted accounting principles requires plan management to make estimates and assumptions that affect the reported amounts of Plan assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

ELIGIBILITY

An employee of the company is eligible to participate in the plan.

An eligible employee over the age of 21 can join the plan on December 1 coincident with or next following the date on which he or she completes 1,000 hours of service.

CONTRIBUTIONS

The Companies contributions, if any, will be placed into trust funds for the benefit of Plan Participants. The contribution is allocated to each participant in the same proportion that his or hers compensation bears to the total compensation of all eligible participants. The maximum amount allocated to the participants is limited to 3% of each participant's compensation. If the contribution for the year exceeds this amount there are various steps as explained in the plan description to allocate the remaining contribution.

M. SHANKEN COMMUNICATIONS INC.
401(K) & PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2012 AND 2011

BENEFITS

Benefits are payable following a Participants termination of employment due to normal retirement, death or disability. These benefits are payable in a lump sum payment equal to the value of the Participants Individual Account.

If a Participant dies, the amount in the Participants account is then payable in a lump sum to the designated beneficiary. If a Participant is not married, he or she may designate a beneficiary. If the participant is married, he or she must name his or her spouse as the beneficiary unless the spouse consents to the selection of another beneficiary.

If the Participants dies without having named a beneficiary, the beneficiary shall be his or her spouse if then living or, if the participant has no surviving spouse, his or her beneficiary shall be the participant's estate.

If employment terminates for reasons other than retirement, death or disability the participant will receive only the vested percent of his or hers account balance.

PARTICIPANTS ACCOUNTS

Each participant's account is credited with the participant's voluntary contribution, any employer discretionary profit-sharing contribution, and Plan earnings, which are allocated proportionately among all participants base on their balance in each investment of the Plan.

VESTING

Participants are fully vested in their employee contributions plus actual earnings thereon. Vesting in the Company contributions and earnings thereon is based on years of service and is determined as follows:

Years of Service	Vested Percentage
Less Than 2	0%
2	20
3	40
4	60
5	80
6	100

M. SHANKEN COMMUNICATIONS INC.
401(K) & PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2012 AND 2011

ROTH 401(K) DEFERRAL

Beginning November 1, 2012 the plan was amended to provide a new way to save money for the participants, which will not be taxed when they take a plan distribution. The amendment provides the participants the option to elect to roll over an eligible distribution to a designated Roth contribution account.

LOANS

A Participant may borrow from their account an amount, which cannot exceed the lesser of:

(a) $50,000 reduced by the excess, if any, of (i) the highest outstanding balance of loans from the plan during the one-year period ending on the day before the date of the loan over (ii) the outstanding balances of loans from the plan.

(b) 50% of the Participants account

Generally, the loan must be repaid within 5 years and the loan shall bear a reasonable rate of interest.

TAX STATUS

The Plan has obtained its latest determined letter July 13, 1992 in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code.

PLAN TERMINATION

The Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of the Plan termination, participants will become 100% vested in the employer contributions allocated to their accounts.

M. SHANKEN COMMUNICATIONS INC.
401(K) & PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2012 AND 2011

NEWLY ADOPTED ACCOUNTING STANDARDS

In January 2010, the Financial Accounting Standards Board issued accounting guidance that required new fair value disclosures, including significant transfers in and out of Level 1 and Level 2 fair value measurements and a description of the reasons for the transfers. In addition, the guidance required new disclosures regarding activity in Level 3 fair value measurements, including a gross basis reconciliation. The Plan Sponsor began complying with the new fair value disclosure requirements beginning January 1, 2010, except for the disclosure of activity within Level 3 for value measurements which became effective January 1, 2011. Adoption of the gross presentation of Level 3 activity did not impact the Plan's disclosure as the plan currently does not have Level 3 investments.

In May 2011, FASB issued additional fair value measurement disclosure requirements that were intended to provide a consistent definition of fair value and ensure that the fair value measurement and disclosure requirements are similar between United States (US) generally accepted accounting principles and International Financial Reporting Standards. That update required the categorization by level for financial instruments not measured at fair value but for which disclosure of the fair value is required, disclosure of all transfers between Level 1 and Level 2 and additional disclosures for Level 3 measurements regarding the sensitivity of fair value to changes in unobservable in outs and any interrelationships between those inputs. The guidance is to be applied prospectively and will become effective for annual periods beginning after December 15, 2011 (January 1, 2012 for the Plan).

RISK AND UNCERTANTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risk. 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 participants' account balances and the amounts reported in the statements of net assets available for benefits.

M. SHANKEN COMMUNICATIONS INC.
401(K) & PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2012 AND 2011

FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) Accounting Standards Codifications (ASC) 829, Fair Value Measurements and Disclosures, establishes a framework for measuring fair value. That framework requires disclosures that categorize assets measured at fair value into one of three different levels depending on the observability of the inputs employed in the measurements. Level 1 inputs are quoted prices included within Level 1 for the asset, either directly or indirectly through market-corroborated inputs. Level 3 inputs are unobservable and significant to the fair value measurements.

Following is a description of the valuation methodologies used for assets measured at fair value.

Participant Loans: Valued at the closing amount reported on the Statements of Net Assets Available for Benefits, which approximates fair value.

Common/collective trusts: Valued at stated value by the trustee, which approximates fair value.

Registered Investment Co.: Valued at the net asset value (NAV) of shares held by the Plan at year end.

Self-Directed Brokerage Accounts: Valued at stated value by the trustee, which approximates fair value.

The preceding methods described may produce a fair calculation that may not be indicative of net realizable value or reflected future values.

The following table sets forth by level within the fair value hierarchy the plan's assets at fair value as of

December 31, 2012

Description	Level 1	Level 2	Level 3	Total
Participant Loans	$ --	$ 119,528	$ --	$ 119,528
Registered Investment Co.'s	9,911,528	770,195	--	10,681,723
Self-Directed Brokerage Accounts	5,583,797	1,279,748	--	6,863,545
	$ 15,495,325	$ 2,169,471	$ --	$ 17,664,796

M. SHANKEN COMMUNICATIONS INC.
401(K) & PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2012 AND 2011

FAIR VALUE MEASUREMENTS (CONTINUED)

December 31, 2011

Description	Level 1	Level 2	Level 3	Total
Participant Loans	$ --	$ 107,803	$ --	$ 107,803
Registered Investment Co.'s	8,638,682	775,650	--	9,414,332
Self-Directed Brokerage Accounts	5,553,855	34,723	--	5,588,578
	$ 14,192,537	$ 918,176	$ --	$ 15,110,713

SUBSEQUENT EVENTS

There are no subsequent events affecting the Plan.

M. SHANKEN COMMUNICATIONS INC.
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
401(k)/PROFIT SHARING PLAN
December 31, 2012

NUMBER OF SHARES	VALUE OF INTEREST IN REGISTERED INVESTMENT COMPANIES	FAIR MARKET VALUE 12/31/12
22,460.589	Eaton Vance Government Obligations (A)	$164,412
59,643.706	Franklin U.S. Government Securities (A)	$405,577
50,346.436	Eaton Vance Income Fund of Boston (A)	$302,079
33,790.663	American Funds Fundamental Investor (A)	$1,377,983
16,939.284	American Funds New Perspective (A)	$529,522
32,955.201	American Funds Europacific Grwth (A)	$1,358,413
128,677.539	PIMCO Total Return (A)	$1,446,336
58,138.749	American Funds AMCAP Fund (A)	$1,261,029
15,384.528	Seligman Communication & Information (A)	$633,073
3,353.942	Vanguard 500 Index	$440,607
31,382.455	IVY Mid Cap Growth (A)	$580,889
13,189.886	BlackRock Global Allocation (A)	$260,368
99.628	MFS Value Fund (A)	$25,341
22,357.172	Columbia Small Cap Value II (A)	$329,321
2,557.331	Columbia Mid-Cap Value (A)	$37,849
30,410.363	Sentinel Small Company (A)	$195,235
30,174.213	Sentinel Balanced (A)	$525,032
		$9,873,066

M. SHANKEN COMMUNICATIONS INC.
401(K) & PROFIT SHARING PLAN

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES

FOR THE YEAR ENDED DECEMBER 31, 2012

Number of Shares	Common Stock	Fair Market Value 12/31/2012
7000	Altria Group	$ 220,080
5000	Boardwalk Pipeline	124,500
3000	Exxon	259,650
12000	Ford Motor Company	155,400
8000	Marathon Oil	245,280
8000	Marathon Petroleum	504,000
15000	Mastee Inc.	373,950
7000	Oak Tree Cap.	318,430
83929	One Liberty Properties	1,702,922
5000	Open Table	244,000
15000	Private Bancorp.	229,800
20000	Retail Oppty Investment	257,038
15000	Yahoo	298,500
	Total Assets Held in Common Stock	$ 4,933,547

Corporate Bonds and Preferred Stocks

350000	Leucadia National Corp.	$ 393,750
10000	Private Bancorp. Inc.	256,500
		650,250
	Grand Total	$ 5,583,797

LESSER, LEFF & COMPANY LLP
CERTIFIED PUBLIC ACCOUNTANTS

M. SHANKEN COMMUNICATIONS INC.
401(K) & PROFIT SHARING PLAN

PURCHASE AND SALES OF ASSETS WITHIN THE SAME YEAR

FOR THE YEAR ENDED DECEMBER 31, 2012

NAME	SALE PRICE	COST PRICE	GAIN (LOSS)
Open Table	$ 181,160	$ 160,178	$ 20,982

M. SHANKEN COMMUNICATIONS INC.
401 (K) PROFIT SHARING PLAN

IDENTIFICATION INVESTMENT THAT REPRESENTS
5% OR MORE OF THE NET ASSETS
AVAILABLE FOR BENEIFTS

	December 31,	
	2012	2011
American Funds Am Cap	$ 1,261,029	$ 1,047,542
American Fundamental Investors	1,377,983	1,171,412
American Europacific	1,358,413	1,083,129
Pioneer Cash Reserves	770,194	809,612
Pimco Total Return	1,446,336	1,209,305
One Liberty Properties	1,702,922	1,283,748
Morgan Stanley Money Funds	1,270,812	---
Total	$ 9,187,689	$ 6,604,748

LESSER, LEFF & COMPANY LLP
CERTIFIED PUBLIC ACCOUNTANTS

M. SHANKEN COMMUNICATIONS INC.
401(K) & PROFIT SHARING PLAN

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES

DECEMBER 31, 2012

	FAIR MARKET VALUE @ 12/31/12
CASH AND CASH EQUIVALENTS	
Morgan Stanley Money Fund	$ 1,270,812
Pioneer Cash Reserves	770,195
	$ 2,041,007

LESSER, LEFF & COMPANY LLP
CERTIFIED PUBLIC ACCOUNTANTS

M. SHANKEN COMMUNICATIONS INC.
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
401(k)/PROFIT SHARING PLAN
December 31, 2011

NUMBER OF SHARES	VALUE OF INTEREST IN REGISTERED INVESTMENT COMPANIES	FAIR MARKET VALUE 12/31/11
32,110.921	Eaton Vance Government Obligations (A)	$239,869
54,992.743	Franklin U.S. Government Securities (A)	$381,650
55,940.464	Eaton Vance Income Fund of Boston (A)	$316,623
33,100.072	American Funds Fundamental Investor A	$1,171,412
19,228.013	American Funds New Perspective A	$503,005
30,805.721	American Funds Europacific Grwth A	$1,083,129
111,251.601	PIMCO Total Return (A)	$1,209,305
55,631.536	American Funds AMCAP Fund A	$1,047,542
15,045.088	Seligman Communication & Information (A)	$613,840
2,636.050	Vanguard 500 Index	$305,255
21,229.716	Goldman Sachs Growth & Income Strategy	$211,873
106,196.042	Federated Kaufmann Fund (A)	$493,812
22,333.267	Columbia Small Cap Value II (A)	$296,809
1,793.862	Columbia Mid-Cap Value (A)	$22,961
23,758.527	Sentinel Small Company (A)	$172,962
32,209.917	Sentinel Balanced (A)	$530,175
		$8,600,220

M. SHANKEN COMMUNICATIONS INC.
401(K) & PROFIT SHARING PLAN

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES

FOR THE YEAR ENDED DECEMBER 31, 2011

Number of Shares	Common Stock	Fair Market Value 12/31/2011
7000	Altria Group	$ 207,550
5000	Boardwalk Pipeline	138,350
10000	Canadian Oil	227,600
3000	Exxon	254,280
30000	Ford Motor	322,800
20000	Jeffries Group Inc.	275,000
15000	Leucadia Natl Corp.	341,100
10000	Marathon Oil	292,700
10000	Marathon Petroleum	332,900
25000	Martha Stewart Living	110,000
15000	Mastec	260,550
77803	One Liberty Properties	1,283,748
8000	Open Table	313,040
35000	Provate Bancorp	384,300
20000	Retail Oppty Investment	236,800
10000	WMS	205,200
	Total Assets Held in Common Stock	$ 5,185,918

Corporate Bonds and Preferred Stocks

150000	Leucadia National Corp.	$ 157,687
150000	US Treasury Series F – 2011	105,125
150000	Marathon Oil	105,125
		367,937
	Grand Total	$ 5,553,855

LESSER, LEFF & COMPANY LLP
CERTIFIED PUBLIC ACCOUNTANTS

M. SHANKEN COMMUNICATIONS INC.
401(K) & PROFIT SHARING PLAN

PURCHASE AND SALES OF ASSETS WITHIN THE SAME YEAR

FOR THE YEAR ENDED DECEMBER 31, 2011

NAME	SALE PRICE	COST PRICE	GAIN (LOSS)
Alcoa Inc.	$ 125,408	$ 135,934	$(10,526)
Barnes & Noble	233,858	146,723	87,135
Middleburg Financial	115,096	131,693	(16,597)
Research In Motion	141,264	145,541	(4,277)
Toll Brothers	102,410	102,873	(463)
Weyerhaeuser Co.	102,614	102,731	(117)
	$ 820,650	$ 765,495	$(55,155)

LESSER, LEFF & COMPANY LLP
CERTIFIED PUBLIC ACCOUNTANTS

M. SHANKEN COMMUNICATIONS INC.
401 (K) PROFIT SHARING PLAN

IDENTIFICATION INVESTMENT THAT REPRESENTS
5% OR MORE OF THE NET ASSETS
AVAILABLE FOR BENEIFTS

	December 31,	
	2011	2010
American Funds AmCap	$ 1,047,542	$ 1,068,663
American Fundamental Investors	1,171,412	1,076,270
American Europacific	1,083,129	1,221,108
Pioneer Cash Reserves	809,612	890,228
Pimco Total Return	1,209,305	938,929
One Liberty Properties	1,283,748	--
Total	$ 6,604,748	$ 5,195,198

LESSER, LEFF & COMPANY LLP
CERTIFIED PUBLIC ACCOUNTANTS

M. SHANKEN COMMUNICATIONS INC.
401(K) & PROFIT SHARING PLAN

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES

DECEMBER 31, 2011

	FAIR MARKET VALUE @ 12/31/11
CASH AND CASH EQUIVALENTS	
Citigroup Smith Barney Cash Funds	$ 33,962
Pioneer Cash Reserves	775,650
	$ 809,612

LESSER, LEFF & COMPANY LLP
CERTIFIED PUBLIC ACCOUNTANTS

Sponsor: M. Shanken Communications, Inc. **Sponsor EIN: 13-3109245**

Plan Name: M. Shanken Communications, Inc. 401(k) PS Plan **Plan Number: 001**

Schedule H, Attachment for Line 4i - 2010 Form 5500
Schedule of Assets Held at End of Year -12/31/2012

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
		Interest Bearing Cash & Equivalents (Money Markets)		
	Pioneer	Cash Reserves (A)	+	$770,194
	Citigroup Smith Barney	Cash Account	+	$1,270,813
		Total Assets Held in Interest Bearing Cash:		**$2,041,007**
		Registered Investments Companies (Mutual Funds)		
	American Funds	AMCAP Fund	+	$1,261,029
	American Funds	Europacific Growth	+	$1,358,413
	American Funds	Fundamental Investors	+	$1,377,983
	American Funds	New Perspective	+	$529,522
	Columbia Funds	Mid-Cap Value	+	$37,849
	Columbia Funds	Seligman Communication & Information	+	$633,073
	Columbia Funds	Small Cap Value II	+	$329,321
	Eaton Vance	Government Obligations	+	$164,412
	Eaton Vance	Income Fund of Boston	+	$302,079
	IVY Funds	Mid Cap Growth	+	$580,889
	Franklin Templeton	U.S. Government Securities	+	$405,577
	BlackRock Funds	Global Allocation	+	$260,368
	PIMCO Funds	Total Return	+	$1,446,336
	Sentinel Funds	Balanced	+	$525,031
	Sentinel Funds	Small Company	+	$195,235
	Vanguard	500 Index	+	$440,607
	MFS Investments	Value Fund	+	$25,341
	Phoenix Investments	The Zweig Fund	+	$335
	Cohen & Steers	Total Return Realty Fund	+	$38,127
		Total Assets Held at Registered Investment Companies:		**$9,911,528**
		Common Stocks	**Cost**	**Current Value**
	Altria Group	7,000 Shares held by Smith Barney	$126,942	$220,080
	Boardwalk Pipeline	5,000 Shares held by Smith Barney	$150,555	$124,500
	Exxon	3,000 Shares held by Smith Barney	$184,700	$259,650
	Ford Motor Company	12,000 Shares held by Smith Barney	$114,369	$155,400
	Marathon Oil	8,000 Shares held by Smith Barney	$197,041	$245,280
	Marathon Petroleum	8,000 Shares held by Smith Barney	$318,754	$504,000
	Mastec	15,000 Shares held by Smith Barney	$291,952	$373,950
	Oak Tree Capital	7,000 Shares held by Smith Barney	$305,875	$318,430
	One Liberty Properties	83,929 Shares held by Smith Barney	$1,158,363	$1,702,921
	Open Table	5,000 Shares held by Smith Barney	$201,602	$244,000
	Privatbancorp	15,000 Shares held by Smith Barney	$172,118	$229,800
	Retail Oppty Investment	20,000 Shares held by Smith Barney	$230,142	$257,036
	Yahoo	15,000 Shares held by Smith Barney	$244,550	$298,500
		Preferred Stocks & Bonds		
	Leucadia SR Notes	150,000 Shares held by Smith Barney	$150,835	$168,750
	Leucadia SR Notes	100,000 Shares held by Smith Barney	$93,124	$112,500
	Leucadia SR Notes	100,000 Shares held by Smith Barney	$81,500	$112,500
	Private Bank Corp	10,000 Shares held by Smith Barney	$254,725	$256,500
		Total Assets Held in Common and Preferred Stocks:		**$5,583,797**
*	Participant Loan Notes	Interest Rates ranging from 4.25% to 9.25%	-	$119,528
		Total assets held at 12/31/2012		**$17,655,860**

* Represents permitted party-in-interest

\+ Cost information is not presented, as investment is participant directed