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
VEVO 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 07/01/2009

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

VEVO LLC

4 TIMES SQUARE, 25TH FLOOR
NEW YORK, NY 10036

2b Employer Identification Number (EIN)
90-0459202

2c Sponsor's telephone number
212-331-2380

2d Business code (see instructions)
312140

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	ALAN PRICE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2013	ALAN PRICE
	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:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	140
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**	139
b	Retired or separated participants receiving benefits	**6b**	
c	Other retired or separated participants entitled to future benefits	**6c**	17
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	156
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	156
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	114
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	12
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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
VEVO 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
VEVO LLC

D Employer Identification Number (EIN)
90-0459202

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)	7247	7735
(2) Participant contributions	1b(2)	16781	17266
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	15235	20165
(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)	1739044	3004880
(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	1778307	3050046
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k		
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	1778307	3050046

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)	355856	
	(B) Participants	2a(1)(B)	858766	
	(C) Others (including rollovers)	2a(1)(C)	41071	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1255693
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)	660	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		660
	(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)	57072	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		57072
	(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)		
	(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)		

		(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)		253505
c Other income	2c		5
d Total income. Add all **income** amounts in column (b) and enter total	2d		1566935
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	293135	
(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)		293135
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	2058	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	3	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		2061
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		295196
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1271739
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: MCGLADREY LLP **(2)** EIN: 42-0714325

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		41549
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		200000
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
VEVO 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
VEVO LLC

D Employer Identification Number (EIN)
90-0459202

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**

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): 27-4411131

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):

VEVO 401(k) Plan

Financial Report

December 31, 2012

Contents

Independent Auditor's Report	1 - 2
Financial Statements:	
Statements of Net Assets Available for Benefits	3
Statement of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements	5 - 11
Supplementary Information:	
Schedule H, Part IV, Line 4(i) - Schedule of Assets (Held at End of Year)	12
Schedule H, Item 4(a) - Schedule of Delinquent Participant Contributions	13

McGladrey

Independent Auditor's Report

To the Plan Sponsor and Participants
VEVO 401(k) Plan
New York, New York

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the VEVO 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

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 3, which was certified or provided by Verisight Trust Company, the trustee of the Plan, except for comparing this 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 assets and executes transactions. The Plan Administrator has obtained certifications from the trustee as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the Plan Administrator by the 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.

Member of the RSM International network of independent accounting, tax and consulting firms.

Other Matter

The supplemental schedules, Schedule H, Part IV, Line 4(i) - Schedule of Assets (Held at End of Year) and Schedule H, Item 4(a) - Schedule of Delinquent Participant Contributions, as of December 31, 2012, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purposes of additional analysis and are not a required part of the financial statements. The supplemental schedules are the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the 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 or provided 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.

McGladrey LLP

New York, New York
October 11, 2013

VEVO 401(k) Plan

Statements of Net Assets Available for Benefits
December 31, 2012 and 2011

	2012	2011
ASSETS		
Investments, at fair value:		
Mutual funds	**$ 2,830,412**	$ 1,648,665
Money market fund	**174,468**	90,379
Total investments, at fair value	**3,004,880**	1,739,044
Receivables:		
Participant contributions	**17,266**	16,781
Employer contributions	**7,735**	7,247
Notes receivable from participants	**20,165**	15,235
Total receivables	**45,166**	39,263
Net assets available for benefits	**$ 3,050,046**	$ 1,778,307

See Notes to Financial Statements.

VEVO 401(k) Plan

Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2012

Additions to Net Assets Attributed to:	
Investment income:	
Net appreciation in fair value of investments	$ 243,568
Interest and dividends	67,014
Total investment income	310,582
Interest income on notes receivable from participants	660
Contributions:	
Participants	858,766
Employer	355,856
Rollovers	41,071
Total contributions	1,255,693
Total additions	1,566,935
Deductions From Net Assets Attributed to:	
Benefits paid to participants	293,135
Other deductions	2,061
Total deductions	295,196
Net increase in net assets available for benefits	1,271,739
Net Assets Available for Benefits:	
Beginning	1,778,307
Ending	$ 3,050,046

See Notes to Financial Statements.

Note 1. Description of the Plan

The following description of the VEVO 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General: The Plan is a defined contribution plan effective as of July 1, 2009 and is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

UMG Recordings, Inc. (“UMG”) administered the Plan from the inception through December 31, 2012. VEVO LLC (the “Company” or “Sponsor”) assumed the responsibility of administering the Plan as of January 1, 2013.

Eligibility: As defined in the Plan document, all employees on the payroll of the Company are eligible to participate in the Plan, except for the following:

- Union employees
- Nonresident aliens
- Leased employees
- Temporary employees who work for fewer than 1,000 hours in the year of eligibility determination

Eligible full-time and part-time participants may enroll immediately upon employment and temporary employees must reach 1,000 hours of service in a 12-month period to become eligible to enroll.

Contributions: Each year, non-highly compensated employees, as defined by the Plan, may elect to contribute to their pre-tax accounts on a pre-tax basis ("Pre-Tax Contributions") and/or to their after-tax accounts on an after-tax basis ("After-Tax Contributions") through payroll deductions of 1% to 25% (in the aggregate) of their annual salary (as defined in the Plan), in multiples of 1%, in any combination. Highly compensated employees, as defined by the Plan, may contribute up to 10% (in the aggregate) of their annual salary to their pre-tax and after-tax accounts. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. The Plan, at its discretion, will accept into participants' rollover accounts cash received by participants from a qualified plan within the time prescribed by applicable law ("Rollover Contributions"). Pre-Tax Contributions and After-Tax Contributions are subject to limitations imposed by federal laws for qualified retirement plans.

The Plan provides for matching contributions by the Company payable to the participants' Company match accounts. The Company matches 60% of the participants’ contributions up to the first 6% of the participants' eligible compensation each payroll period. The Company's contributions are subject to limitations imposed by federal laws for qualified retirement plans.

The Plan also provides for profit-sharing contributions by the Company. This contribution is a discretionary contribution and is determined by the Company. Eligible participants must be employed with the Company as of the end of the Plan year to be eligible for profit sharing contributions. There were no profit sharing contributions paid or payable to the Plan as of December 31, 2012.

Participants may elect to have their contributions and matching contributions invested in a variety of investment funds. Investment elections or contribution rate changes can be changed on any business day and must be made in increments of 1%. The Plan currently offers various mutual funds as investment options for participants.

Participant Accounts: Each participant's account is credited and debited with the participant's contributions and withdrawals, as applicable, and an allocation of (a) the Company's matching contribution and (b) Plan earnings. Plan earnings are allocated based on participant account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Note 1. Description of the Plan (Continued)

Vesting: A participant in the Plan shall be 100% vested in his or her Company match account upon participant's death or disability (as defined in the Plan). Upon termination of employment for any other reason, a participant vests in the funds held in his or her Company match account in accordance with the following vesting schedule:

Years of Service	Vested Percentage
Less than 1	0%
At least 1, but less than 2	20%
At least 2, but less than 3	40%
At least 3, but less than 4	60%
At least 4, but less than 5	80%
5 or more	100%

Upon termination of employment for reasons other than the death or disability of a participant who was not fully vested in his or her Company match account, the nonvested portion of the participant's Company match account shall be forfeited. Any account forfeited shall be used to reduce the Company's contributions and to pay reasonable administrative expenses in accordance with the terms of the Plan. Any amount forfeited shall be restored if the participant is reemployed by the Company before incurring a five-year break in service and if the participant repays to the Plan (within five years after his or her reemployment commencement date) an amount in cash equal to the full amount distributed to him or her from the Plan on account of termination of employment, excluding amounts from the after-tax and rollover accounts at the participant's election.

The Plan also allows recognition of service with other employers, specifically, if VEVO LLC directly hires an employee immediately following employment with UMG Recordings, Inc. or Sony Music Entertainment; former employees of Sony Music Entertainment hired on or before January 1, 2010 shall be fully vested.

Notes Receivable From Participants: Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of the value of the vested portion of the participant's accounts. The maximum repayment terms are 5 years for general purpose loans and 15 years for primary residence loans. Applications for loans must be approved by Verisight Trust Company (the "trustee"). The amounts borrowed are transferred from the investment funds in which the participant's accounts are currently invested.

Repayment and interest thereon are credited to the participant's current investment funds through payroll deductions made each pay period. The notes receivable from participants are secured by the vested balance in the participant's account and bear interest at a rate of 4.25% at December 31, 2012 and 2011. The interest rate for notes receivable from participants is based on the prime rate as received by the trustee from *The Wall Street Journal* on the first business day of the month in which the loan is made plus one percentage point.

Payment of Benefits: Upon termination of employment, or for reason of death or disability, the participant or his or her beneficiary shall receive the value of his or her accounts. However, if the termination of employment is for reasons other than death or disability, the participant shall receive only the value of the vested funds in his or her accounts.

In accordance with the procedures established by the Administrative Committee and the terms of the Plan, certain terminated employees may elect to defer final distribution from the Plan. Upon such election, the amount of such participants' vested interest in the Plan is entitled to continue to receive investment income and losses and is held by the trustee until the date of distribution as elected by the participants. Prior to termination of employment, the participant may withdraw amounts from the participant's accounts in accordance with the provisions of the Plan.

Note 1. Description of the Plan (Continued)

Forfeited Accounts: At December 31, 2012 and 2011, forfeited nonvested accounts totaled approximately $72,000 and $21,000, respectively. These accounts may be used to reduce future employer contributions or pay reasonable plan expenses. The Company did not use any forfeitures during 2012 or 2011.

Note 2. Summary of Significant Accounting Policies

The Plan's significant accounting policies are as follows:

Basis of Accounting: The financial statements of the Plan are prepared on the accrual basis of accounting.

Investment Valuation and Income Recognition: The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for a discussion of fair value measurements.

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

Payment of Benefits: Benefits are recorded when paid.

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (“U.S. GAAP”) requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Notes Receivable From Participants: Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are treated as distributions based on the terms of the Plan document.

Recently Adopted Accounting Pronouncement: In May 2011, the Financial Accounting Standards Board (the “FASB”) issued Accounting Standards Update (“ASU”) 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and International Financial Reporting Standards (“IFRSs”).* ASU 2011-04 amended Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures*. This update changes certain fair value measurement principles and enhances the disclosure requirements particularly for Level 3 fair value measurements. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. The adoption did not have a material impact on the Plan’s financial statements.

Recent Accounting Pronouncement: In October 2012, the FASB issued ASU 2012-04, *Technical Corrections and Improvements*. The amendments in this update cover a wide range of topics in the ASC, including plan accounting. These amendments include technical corrections and improvements to the ASC and conforming amendments related to fair value measurements. The amendments in this update will generally be effective for fiscal periods beginning after December 15, 2013, for nonpublic entities, except for amendments in this update where there was no transition guidance, which were immediately effective upon issuance. The adoption of immediately effective amendments was not significant to these financial statements. The impact of adopting ASU 2012-04 on subsequent periods has not yet been determined.

Note 3. Information Certified by the Trustee

The following is a summary of the Plan's asset information as of December 31, 2012 and 2011, and for the year ended December 31, 2012, included throughout the Plan's financial statements and supplemental schedule, that was prepared by or derived from information provided by the trustee and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the trustee that information provided to the Plan Administrator by the trustee related to the following assets is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information which appears throughout the financial statements and supplemental schedule related to the following assets at December 31:

	2012	2011
Investments, at fair value:		
Mutual funds	**$ 2,830,412**	$ 1,648,665
Money market fund	**174,468**	90,379

Verisight Trust Company also certified to the completeness and accuracy of $243,568 of net appreciation in fair value of mutual funds, $67,014 in interest and dividends from mutual funds for the year ended December 31, 2012.

The following table presents the current value of the investments in the Plan at December 31, 2012 and 2011 that were certified by Verisight Trust Company. Single investments representing more than 5% of the Plan's net assets as of December 31, 2012 and 2011 are separately identified.

	2012	2011
Vanguard Target Retirement 2045 Fund	**$ 391,372**	$ 180,962
Vanguard Target Retirement 2040 Fund	**352,284**	281,126
Vanguard Target Retirement 2035 Fund	**285,048**	143,865
Vanguard Growth Index Fund	**268,346**	148,249
Vanguard 500 Index Fund	**264,892**	144,996
Vanguard International Value	**194,378**	129,453
Vanguard Mid Cap Index Fund	**189,188**	108,251
Vanguard Prime Money Market	**174,468**	90,379
Vanguard Target Retirement 2030 Fund	**155,345**	117,456
PIMCO Total Return Institutional [(1)]	**136,364**	91,691
Others	**593,195**	302,616
	$ 3,004,880	$ 1,739,044

[(1)] Represents greater than 5% of the Plan's net assets as of December 31, 2011.

Note 4. Fair Value Measurements

FASB ASC Topic 820, *Fair Value Measurements and Disclosures* ("FASB ASC 820"), provides the framework for measuring fair value. The framework for measuring fair value provides a 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 below:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2: Inputs to the valuation methodology include:

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

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

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

All transfers between fair value hierarchy levels are recognized by the Plan at the end of each reporting period. There were no transfers between Levels 1, 2, and 3 during the year.

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

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

Mutual Funds: Fair values are based on unadjusted quoted prices in active markets for identical assets or liabilities. Level 1 assets primarily include exchange-traded equity securities, mutual funds and U.S. Treasury Bonds. Prices are obtained from readily available sources for market transactions involving identical assets or liabilities and these are classified as Level 1 investments.

Money Market Fund: The carrying amount approximates fair value because the instruments are liquid in nature.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes that its valuation methods are appropriate and consistent with those of other market participants, the use of different methodologies or assumptions to determine fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Note 4. Fair Value Measurements (Continued)

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

	Assets at Fair Value as of December 31, 2012			
Description	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**	**Total**
Mutual funds				
Stock funds:				
Large-cap funds	**$ 2,001,840**	**$ -**	**$ -**	**$ 2,001,840**
Mid-cap funds	**293,004**	**-**	**-**	**293,004**
Foreign	**194,378**	**-**	**-**	**194,378**
Small-cap funds	**108,680**	**-**	**-**	**108,680**
Real estate funds	**96,146**			**96,146**
Total stock funds	**2,694,048**	**-**	**-**	**2,694,048**
Intermediate - bond funds	**136,364**	**-**	**-**	**136,364**
Total mutual funds	**2,830,412**	**-**	**-**	**2,830,412**
Money market fund	**174,468**	**-**	**-**	**174,468**
Total assets at fair value	**$ 3,004,880**	**$ -**	**$ -**	**$ 3,004,880**

	Assets at Fair Value as of December 31, 2011			
Description	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Mutual funds				
Stock funds:				
Large-cap funds	$ 1,146,515	$ -	$ -	$ 1,146,515
Mid-cap funds	170,490	-	-	170,490
Foreign	129,453	-	-	129,453
Small-cap funds	59,849	-	-	59,849
Real estate funds	50,667			50,667
Total stock funds	1,556,974	-	-	1,556,974
Intermediate - bond funds	91,691	-	-	91,691
Total mutual funds	1,648,665	-	-	1,648,665
Money market fund	90,379	-	-	90,379
Total assets at fair value	$ 1,739,044	$ -	$ -	$ 1,739,044

Note 5. 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 participants' account balances and the amounts reported in the statements of net assets available for benefits.

Note 6. Tax Status of Plan

The Internal Revenue Service has determined and informed the Company, by a letter dated July 15, 2010, that the Plan is designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). Although the Plan has been amended since receiving the determination letter, the Plan Administrator believes that the Plan is currently being operated in compliance with the applicable requirements of the IRC.

The Plan sponsor's management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax-exempt status and had taken no uncertain tax positions that required adjustments to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements as of December 31, 2012 and 2011 and for the year ended December 31, 2012. All Plan years are subject to income tax examinations by U.S. federal, state or local tax authorities.

Note 7. Plan Termination

Although it has not expressed any intent to do so, the board of directors of 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 Plan termination, participants would become 100% vested in their entire accounts.

Note 8. Related Party Transactions

Some of the Plan's expenses, including trustee, custodial, and certain record-keeping fees, were paid by the Company for the year ended December 31, 2012. Certain personnel and facilities of UMG are used by the Plan at no charge.

Note 9. Prohibited Transactions

During 2012, the Plan sponsor, due to a delay in processing by the third-party administrator, failed to deposit $41,549 of participant contributions and loan repayments within the required timeframe as stated by the DOL regulations. The late contributions and loan repayments were remitted to the Plan prior to December 31, 2012. The Plan sponsor deposited in the amount of $69 to compensate the Plan for lost earnings. The Plan sponsor will file Form 5330 and pay applicable excise tax. The excise tax payments will be made from the Plan sponsor's assets and not from assets of the Plan.

Note 10. Subsequent Events

The Plan Administrator has evaluated subsequent events through October 11, 2013 the date the financial statements were available to be issued.

VEVO 401(k) Plan

Schedule H, Part IV, Line 4(i) - Schedule of Assets (Held at End of Year)
December 31, 2012
See Independent Auditor's Report

Identity of Issuer	Investment Type	Current Value [2]
Columbia Acorn Fund Class Z	Registered Investment Company	$ 103,816
PIMCO Total Return Institutional	Registered Investment Company	136,364
Vanguard FTSE Soc Index Fund	Registered Investment Company	51,872
Vanguard Growth Index Fund	Registered Investment Company	268,346
Vanguard Index Value Fund	Registered Investment Company	96,178
Vanguard 500 Index Fund	Registered Investment Company	264,892
Vanguard International Value	Registered Investment Company	194,378
Vanguard Mid Cap Index Fund	Registered Investment Company	189,188
Vanguard Prime Money Market	Registered Investment Company	174,468
Vanguard Small Cap Index Fund	Registered Investment Company	108,680
Vanguard Target Retirement 2010 Fund	Registered Investment Company	1,535
Vanguard Target Retirement 2015	Registered Investment Company	7,673
Vanguard Target Retirement 2020 Fund	Registered Investment Company	2,105
Vanguard Target Retirement 2025 Fund	Registered Investment Company	1
Vanguard Target Retirement 2030 Fund	Registered Investment Company	155,345
Vanguard Target Retirement 2035 Fund	Registered Investment Company	285,048
Vanguard Target Retirement 2040 Fund	Registered Investment Company	352,284
Vanguard Target Retirement 2045 Fund	Registered Investment Company	391,372
Vanguard Target Retirement 2050 Fund	Registered Investment Company	102,388
Vanguard Target Retirement Income Fund	Registered Investment Company	22,801
Vanguard REIT Index Fund	Registered Investment Company	96,146
Total		3,004,880
[1] Notes receivable from participants		20,165
		$ 3,025,045

[1] Permitted party in interest under ERISA rules.

[2] Cost information is not required for participant-directed investments and, therefore, is not included.

Note: The above information has been certified by Verisight Trust Company, the trustee, as complete and accurate except for Notes Receivable from Participants.

VEVO 401(k) Plan

Schedule H, Item 4(a) - Schedule of Delinquent Participant Contributions
Year Ended December 31, 2012
See Independent Auditor's Report

Participant contributions transferred late to plan:	Total that constitute prohibited non-exempt transactions			Total pending and fully corrected under VFCP and PTE 2002-51
$ 41,549			$ 41,549	
[X] Check here if late participant loan repayments are included:	Contributions not corrected	Contributions corrected outside of VFCP	Contributions corrected or pending correction in VFCP	
2012	$ -	$ 41,549	$ -	$ -

Note: This was corrected in December, 2012 and lost earnings were paid into the Plan by the Company in February, 2013.

Schedule H, line 4i

Schedule of Assets (Held At End of Year)

For the plan year beginning 01/01/2012 - 12/31/2012

Name of plan: VEVO 401(K) PLAN

Employer Identification Number: 90-0459202 Three-digit plan number: 001

(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
	COLUMBIA ACORN Z	MUTUAL FUND	N/A	103,816.02
	PIMCO RETURN INSTITUTIONAL	MUTUAL FUND	N/A	136,364.13
	VANGUARD 500 INDEX	MUTUAL FUND	N/A	264,891.84
	VANGUARD FTSE SOCIAL INDEX	MUTUAL FUND	N/A	51,871.52
	VANGUARD GROWTH INDEX	MUTUAL FUND	N/A	268,345.80
	VANGUARD INTERNATIONAL VALUE	MUTUAL FUND	N/A	194,379.08
	VANGUARD MID CAP INDEX	MUTUAL FUND	N/A	189,188.16
	VANGUARD PRIME MONEY MARKET	MUTUAL FUND	N/A	174,467.87
	VANGUARD REIT INDEX	MUTUAL FUND	N/A	96,145.88
	VANGUARD SMALL CAP INDEX	MUTUAL FUND	N/A	108,679.80
	VANGUARD TARGET RETIREMENT 2010	MUTUAL FUND	N/A	1,535.25
	VANGUARD TARGET RETIREMENT 2015	MUTUAL FUND	N/A	7,672.71
	VANGUARD TARGET RETIREMENT 2020	MUTUAL FUND	N/A	2,104.69
	VANGUARD TARGET RETIREMENT 2025	MUTUAL FUND	N/A	0.87
	VANGUARD TARGET RETIREMENT 2030	MUTUAL FUND	N/A	155,345.46
	VANGUARD TARGET RETIREMENT 2035	MUTUAL FUND	N/A	285,048.52
	VANGUARD TARGET RETIREMENT 2040	MUTUAL FUND	N/A	352,284.10
	VANGUARD TARGET RETIREMENT 2045	MUTUAL FUND	N/A	391,371.84
	VANGUARD TARGET RETIREMENT 2050	MUTUAL FUND	N/A	102,387.89
	VANGUARD TARGET RETIREMENT INCOME	MUTUAL FUND	N/A	22,800.90
	VANGUARD VALUE INDEX	MUTUAL FUND	N/A	96,177.91
	TD BANK USA MMDA	CASH	N/A	0.00
*	PARTICIPANT LOANS	INTEREST RATE - 4.25%	N/A	20,164.68

Schedule H, Line 4

Schedule of Delinquent Participant Contributions

For the Plan Year Beginning 01/01/2012 and Ending 12/31/2012
Name of Plan: VEVO 401(K) PLAN
Employer Identification Number: 90-0459202 Three-digit plan number: 001

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: X	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
$41,549		$41,549		