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
ENDEAVOR AGENCY LLC 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/2000

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

WILLIAM MORRIS ENTERTAINMENT, LLC

9560 WILSHIRE BLVD.
BEVERLY HILLS, CA 90212

2b Employer Identification Number (EIN)
26-4798946

2c Sponsor's telephone number
310-285-9000

2d Business code (see instructions)
711410

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2013	DAVID LEFFIN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

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

WILLIAM MORRIS ENTERTAINMENT, LLC

9560 WILSHIRE BLVD.
BEVERLY HILLS, CA 90212

3b Administrator's EIN: 26-4798946

3c Administrator's telephone number: 310-285-9000

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**	144
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**	110
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	28
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	138
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	138
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	138
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:
2A 2E 2F 2H 2J 2S 2T 3D

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE 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
ENDEAVOR AGENCY LLC 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
WILLIAM MORRIS ENTERTAINMENT, LLC

D Employer Identification Number (EIN)
26-4798946

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).. . . . . ☐ Yes ☐ No

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

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

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

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

BEL AIR INVESTMENT ADVISORS LLC

01-0233346

(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?
27 28 50	RECORDKEEPER	44024	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

TANNER MAINSTAIN BLATT GLYNN & JOHN

26-1562285

(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?
10	AUDITOR	15000	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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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

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
ENDEAVOR AGENCY LLC 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
WILLIAM MORRIS ENTERTAINMENT, LLC

D Employer Identification Number (EIN)
26-4798946

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	0	395
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	11185	7588
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	156787	114799
(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)	1566390	1314387
(5) Partnership/joint venture interests	1c(5)	402983	505263
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	4064343	4932609
(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	6201688	6875041
Liabilities			
g Benefit claims payable	1g	14790	28413
h Operating payables	1h	11369	11495
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	26159	39908
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	6175529	6835133

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)		
(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)		0
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		0
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	38391	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	239200	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		277591
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	2481642	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	2599029	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		-117387
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	124683	
(B) Other	2b(5)(B)	434213	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		558896

		(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)		
c Other income	2c		48256
d Total income. Add all **income** amounts in column (b) and enter total	2d		767356
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	47199	
(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)		47199
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	60553	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		60553
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		107752
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		659604
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: TANNER MAINSTAIN BLATT GLYNN & **(2)** EIN: 26-1562285

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		5000000
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		505263
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
ENDEAVOR AGENCY LLC 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
WILLIAM MORRIS ENTERTAINMENT, LLC

D Employer Identification Number (EIN)
26-4798946

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): 95-6998134

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):

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Certified Public Accountants

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INDEPENDENT AUDITORS' REPORT

To the Plan Trustees
Endeavor Agency, LLC 401(k) Profit Sharing Plan

Report on the Financial Statements

We have audited the accompanying financial statements of Endeavor Agency, LLC 401(k) Profit Sharing 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

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted 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 of 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 statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements 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 Plan's internal control.

Financial and Business Advisors
10866 WILSHIRE BOULEVARD • 10TH FLOOR • LOS ANGELES, CA 90024-4300
TEL (310) 446-2700 • FAX (310) 474-0478

Auditor's Responsibility (Continued)

Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of 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 audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Endeavor Agency, LLC 401(k) Profit Sharing Plan as of December 31, 2012 and 2011, and the changes in its net assets available for benefits for the year ended December 31, 2012 in accordance with accounting principles generally accepted in the United States of America.

Report on Supplemental Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule of Assets (Held at End of Year) and Schedule of Reportable Transactions, together referred to as "supplemental schedules," are presented for the purpose of additional analysis and are not a required part of the financial statements but are supplemental 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 audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing 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.

Tanner Mainstain Blatt Glynn & Johnson

TANNER MAINSTAIN BLATT GLYNN & JOHNSON, LLP
CERTIFIED PUBLIC ACCOUNTANTS

Los Angeles, California
October 11, 2013

ENDEAVOR AGENCY, LLC

401 (k) PROFIT SHARING PLAN

FINANCIAL STATEMENTS

FOR THE YEARS ENDED
DECEMBER 31, 2012 AND 2011

ENDEAVOR AGENCY, LLC
401 (K) PROFIT SHARING PLAN
FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2012 AND 2011

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INDEPENDENT AUDITORS' REPORT

To the Plan Trustees
Endeavor Agency, LLC 401(k) Profit Sharing Plan

Report on the Financial Statements

We have audited the accompanying financial statements of Endeavor Agency, LLC 401(k) Profit Sharing 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

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted 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 of 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 statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements 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 Plan's internal control.

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Auditor's Responsibility (Continued)

Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of 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 audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Endeavor Agency, LLC 401(k) Profit Sharing Plan as of December 31, 2012 and 2011, and the changes in its net assets available for benefits for the year ended December 31, 2012 in accordance with accounting principles generally accepted in the United States of America.

Report on Supplemental Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule of Assets (Held at End of Year) and Schedule of Reportable Transactions, together referred to as "supplemental schedules," are presented for the purpose of additional analysis and are not a required part of the financial statements but are supplemental 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 audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing 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.

Tanner Mainstain Blatt Glynn & Johnson

TANNER MAINSTAIN BLATT GLYNN & JOHNSON, LLP
CERTIFIED PUBLIC ACCOUNTANTS

Los Angeles, California
October 11, 2013

ENDEAVOR AGENCY, LLC 401(k) PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

ASSETS	**2012**	**2011**
Cash and cash equivalents	$ 115,194	$ 156,787
Investments, at fair value	6,752,259	6,033,716
Dividends receivable	7,588	11,185
TOTAL ASSETS	6,875,041	6,201,688
LIABILITIES		
Administrative expenses payable	11,495	11,369
TOTAL LIABILITIES	11,495	11,369
NET ASSETS AVAILABLE FOR BENEFITS	$ 6,863,546	$ 6,190,319

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

ENDEAVOR AGENCY, LLC 401(k) PROFIT SHARING PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2012

ADDITIONS TO NET ASSETS ATTRIBUTED TO INVESTMENT INCOME:		
Dividend and interest income	$	277,590
Net appreciation in fair value of investments		441,510
Other income		48,256
TOTAL ADDITIONS		767,356
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants		33,576
Administrative expenses		60,553
TOTAL DEDUCTIONS		94,129
NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS		673,227
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR		6,190,319
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	$	6,863,546

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

NOTE 1 – DESCRIPTION OF PLAN

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

General

The Plan is a 401(k) profit sharing plan which covers substantially all of the Company's full-time employees of the former company, Endeavor Agency LLC. During the year ended December 31, 2009, Endeavor Agency, LLC merged with William Morris Entertainment, LLC, ("WME"), (formerly William Morris Endeavor Entertainment, LLC) a Delaware limited liability company. As a result of the merger, effective January 1, 2009, the Plan agreement was amended and restated for the adoption of the Plan by the new entity, WME. Additionally, as a result of the merger, management elected to freeze participant 401(k) and employer profit sharing contributions to the Plan effective January 1, 2010, and to allow those employees and participants eligible to participate in the Plan to be enrolled in the WME, LLC Employees' Profit Sharing Plan ("the WME Plan"). Furthermore, all participant 401(k) accounts were transferred to the WME Plan in 2010.

The Plan is subject to the provisions of the *Employee Retirement Income Security Act of 1974* (ERISA).

Participant Accounts

Each participant is allocated a pro-rata share of the Plan's earnings based on their account balance as a percentage of total participant account balances. In accordance with the Plan, forfeited balances of terminated participants' undeliverable accounts ("forfeitures") totaling $23,972 were applied to the 2012 expenses in the allocation of net earnings to the profit sharing accounts.

Vesting

Participants vest in their respective account balances plus actual earnings thereon based on years of continuous service according to the following schedule:

Years of Service	Percent Vested
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

NOTE 1 – DESCRIPTION OF PLAN (Continued)

Vesting (Continued)

Participants become 100% vested in employer's contributions at Normal Retirement Age, or if they become disabled or die.

Investment Options

Investments of the Plan are made at the Trustee's discretion and include cash and cash equivalents, mutual funds, common stocks, and an investment in a limited partnership ("LP").

The Plan has a $500,000 capital commitment with its investment in the LP. This LP invests in privately-negotiated transactions and equity funds. The general partner has the right to make capital calls at any time during the investment period and generally does not permit withdrawals. As of December 31, 2012, the Plan had an unfunded commitment to the LP in the amount of $58,767.

The management agreement of the LP provides for compensation to the LP's manager in the form of management fees as a percentage of net assets.

Payment of Benefits

On termination of service due to death, disability, or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her accounts, or annual installments over a period determined by the Plan administrator. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

Other Income

Other income consists of various settlement and other liquidation proceeds that the Plan receives as a result of investments in limited partnerships that have been previously written off. Due to the uncertainty and unpredictability of such proceeds, income on these receipts is recognized in the period received.

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Effects of New Accounting Pronouncements

In May 2011, the Financial Accounting Standards Board ("FASB") issued authoritative guidance, effective January 1, 2012, that clarifies and changes fair value measurement and disclosure requirements. The adoption of this guidance in 2012 did not have a significant impact on the Plan's financial statements.

Income Recognition

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 includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Payment of Benefits

Benefits are recorded when paid.

Cash and Cash Equivalents

Cash and cash equivalents consist of cash at banks and highly liquid investments with maturities of three months or less at the date of purchase. All cash and cash equivalents are held with major U.S. financial institutions. At times, cash at banks may exceed federally insured limits and Management continuously monitors the Plan's exposure to such risk.

Subsequent Events

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

NOTE 3 – INVESTMENTS

The Plan's assets were managed by Bel Air Investment Advisors, LLC who also served as the custodians of the Plan assets along with J.P. Morgan Clearing Corp.

NOTE 3 – INVESTMENTS (Continued)

The following presents investment accounts at December 31 that represent 5% or more of the Plan's net assets:

	2012	2011
Third Ave TR Third Ave Focused Cr Fd Ins	794,270	677,534
Templeton Global Bond Fund Advisor CL	789,590	679,793
Doubleline FDS TR Total Return Bd Fd CL	765,389	699,014
Pimco Total Return Fund Instl Cl	712,428	645,108
Prudential Jennison Natural Resources Fund	401,323	-
Lazard Emerging Markets Portfolio Instl	384,303	314,074
Dodge & Cox Funds Intl Stock Fund	371,792	*
Blackrock FDS All-Cap Energy & Res Port I	*	434,518

*Represents less than 5% of the Plan's net assets.

NOTE 4 – FAIR VALUE MEASUREMENTS

The Plan's investments are carried at fair value in accordance with the Fair Value Measurements Topic of the FASB Accounting Standards Codification. The Fair Value Measurements Topic of the FASB Accounting Standards Codification provides a framework for measuring the fair value of assets and liabilities and provides guidance regarding a fair value hierarchy, which prioritizes information used to measure fair value and the effect of fair value measurements on earnings.

The Fair Value Measurements Topic of the FASB Accounting Standards Codification defines fair value in terms of the price that would be received upon the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement also assumes that the transaction to sell an asset occurs in the principal market for the asset or, in the absence of a principal market, the most advantageous market for the asset. The principal market is the market in which the reporting entity would sell or transfer the asset with the greatest volume and level of activity for the asset.

The levels of fair value inputs used to measure the Plan's investments are characterized in accordance with the fair value hierarchy. Where inputs for an asset or liability fall in more than one level in the fair value hierarchy, the investment is classified in its entirety based on the lowest level input that is significant to that investment's fair value measurement. Management uses judgment and considers factors specific to the investment in determining the significance of an input to a fair value measurement. The three levels of the fair value hierarchy and investments that fall into each of the levels are described below:

NOTE 4 – FAIR VALUE MEASUREMENT (Continued)

- **Level 1:** Level 1 inputs are unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities. The Plan uses Level 1 inputs for investments in publicly traded unrestricted securities for which it does not have a controlling interest. Such investments are valued at the closing price on the measurement date. Additionally, actively traded mutual funds held by the plan are valued using the net asset value of shares held by the Plan on the measurement date.
- **Level 2:** Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. The Plan did not value any of its investments using Level 2 inputs as of December 31, 2012 or December 31, 2011.
- **Level 3:** Level 3 inputs are unobservable and cannot be corroborated by observable market data. Investments valued using Level 3 inputs include investments in LP's. The Plan's investments in the LP's are carried at fair value in accordance with the Fair Value Measurements Topic of the FASB Accounting Standards Codification. The LP's have no quoted market values and are recorded based upon management's estimates of fair value, which is determined as the amount that the Plan expects to receive if it were to liquidate its investments in the LP's as of valuation date. As a practical expedient, such valuations are equivalent to the Plan's ownership interests in the capital of the LP's to which a proportionate share of net assets of the LP's is attributed (net asset value). Net asset values of the LP's are obtained from their audited financial statements.

The level of input used for valuing securities is not necessarily indicative of the risks associated with investing in those securities.

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

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

	Assets at Fair Value as of December 31, 2012			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual Funds	$ 4,932,609	$ -	$ -	$ 4,932,609
Common Stocks	1,314,387	-	-	1,314,387
Investment in Limited Partnership	-	-	505,263	505,263
Total	$ 6,246,996	$ -	$ 505,263	$ 6,752,259

NOTE 4 – FAIR VALUE MEASUREMENT (Continued)

	Assets at Fair Value as of December 31, 2011			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual Funds	$ 4,064,343	$ -	$ -	$ 4,064,343
Common Stocks	1,566,390	-	-	1,566,390
Investment in Limited Partnership			402,983	402,983
Total	$ 5,630,733	$ -	$ 402,983	$ 6,033,716

The following table sets forth a summary of changes in the fair value of investments measured using Level 3 inputs for the year ended December 31, 2012:

Beginning Balance January 1, 2012	$ 402,983
Transfers into Level 3	-
Transfers out of Level 3	-
Realized and unrealized gains (losses)	126,852
Purchases, issuances, sales, and settlements:	
Purchases	20,659
Issuances	-
Sales	-
Settlements	(45,231)
Ending Balance December 31, 2012	$ 505,263

Realized and unrealized gains and losses are included in net appreciation in fair value of investments in the statement of changes in net assets available for benefits as follows:

Mutual Funds	$ 294,755
Common Stocks	19,903
Investments in Limited Partnerships	126,852
Total	$ 441,510

The change in unrealized gain for the year ended December 31, 2012 for Level 3 investments in the LP still held at December 31, 2012 of $126,852 is reflected in net appreciation in fair value of investments in the statement of changes in net assets available for benefits.

NOTE 5 – EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Fees paid and accrued by the Plan for the year ended December 31, 2012 include $44,024 to Bel Air Investment Advisors, LLC, for brokerage services, $1,004 to Kravitz, Inc. for actuarial and administrative services, and $15,000 to Tanner Mainstain Blatt Glynn & Johnson, LLP for accounting services.

NOTE 6 – TAX STATUS

The Plan obtained its latest determination letter on May 16, 2011, 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. The Plan's management believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code and that the Plan and related trust continue to be tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely would not be sustained upon examination by the Internal Revenue Service or other taxing authorities. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011 and 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2008.

NOTE 7 – 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 possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect individual participants' account balances and the overall amounts reported in the accompanying statement of net assets available for benefits.

NOTE 8 – PLAN TERMINATION

The Company has the right to terminate the Plan subject to the provisions of ERISA. The Company is currently exploring the potential merger of the Plan's assets with the WME Plan, however, as of the date of this report, no formal merger or termination plans have been initiated. In the event of Plan termination, participants will become 100 percent vested in their accounts.

NOTE 9 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of the net assets available for benefits per the financial statements to the form 5500 filed by the Plan with the Internal Revenue Service:

	2012	2011
Net assets available for benefits per the financial statements	$ 6,863,546	$ 6,190,319
Subtract: Accrued benefits payable to participants	(28,413)	(14,790)
NET ASSETS AVAILABLE FOR BENEFITS PER THE FORM 5500	$ 6,835,133	$ 6,175,529

The following is a reconciliation of the net decrease in net assets available for benefits per the financial statements to the form 5500:

Net increase in net assets available for benefits per the financial statements	$ 673,227
Subtract: Accrued benefits payable to participants at December 31, 2012	(28,413)
Add: Accrued benefits payable to participants at December 31, 2011	14,790
NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS PER THE FORM 5500	$ 659,604

Benefits to participants who have elected to withdraw from the Plan but have not been paid as of each year-end are reflected as benefits payable on the Form 5500.

SUPPLEMENTAL SCHEDULES

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

ENDEAVOR AGENCY, LLC 401(K) PROFIT SHARING PLAN

EIN: 26-4798946
PN: 002
PLAN YEAR: 01/01/12 TO 12/31/12

(A)	(B) Identity of issuer, 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
*	JP Morgan Clearing Corp	3M Company	$ 11,901	$ 14,856
*	JP Morgan Clearing Corp	Alexion Pharmaceuticals, Inc.	$ 5,456	$ 5,624
*	JP Morgan Clearing Corp	Alliance Data System Corp.	$ 9,776	$ 10,857
*	JP Morgan Clearing Corp	Altisource Portfolio Solutions SA US LI	$ 2,930	$ 3,033
*	JP Morgan Clearing Corp	Altria Group, Inc.	$ 14,503	$ 17,606
*	JP Morgan Clearing Corp	Amazon.com, Inc.	$ 10,051	$ 11,289
*	JP Morgan Clearing Corp	American Express Co.	$ 14,637	$ 20,118
*	JP Morgan Clearing Corp	Amgen, Inc.	$ 19,702	$ 25,860
*	JP Morgan Clearing Corp	Apple, Inc.	$ 24,331	$ 37,252
*	JP Morgan Clearing Corp	AstraZeneca Plc Sponsored	$ 16,765	$ 18,435
*	JP Morgan Clearing Corp	AT&T Corporation	$ 14,241	$ 17,192
*	JP Morgan Clearing Corp	Boeing Co.	$ 21,286	$ 24,492
*	JP Morgan Clearing Corp	Cabot Oil & Gas Corp.	$ 6,194	$ 6,715
*	JP Morgan Clearing Corp	Campbell Soup Co.	$ 18,562	$ 19,189
*	JP Morgan Clearing Corp	Catamaran Corp. Co.	$ 12,549	$ 12,934
*	JP Morgan Clearing Corp	Chevron Corporation	$ 14,544	$ 17,302
*	JP Morgan Clearing Corp	Chipotle Mexican Grill, Inc.	$ 10,503	$ 7,436
*	JP Morgan Clearing Corp	Cisco Systems, Inc.	$ 11,867	$ 12,084
*	JP Morgan Clearing Corp	Coca Cola Company (The)	$ 19,287	$ 19,938
*	JP Morgan Clearing Corp	Conocophillips	$ 16,502	$ 19,137
*	JP Morgan Clearing Corp	Continental Resources, Inc.	$ 11,605	$ 11,391
*	JP Morgan Clearing Corp	Covidien PLC	$ 12,341	$ 13,569

* Party-in-interest

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

ENDEAVOR AGENCY, LLC 401(K) PROFIT SHARING PLAN

EIN: 26-4798946
PN: 002
PLAN YEAR: 01/01/12 TO 12/31/12

(A)	(B) Identity of issuer, 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
*	JP Morgan Clearing Corp	Diageo PLC-Sponsored	$ 12,805	$ 19,819
*	JP Morgan Clearing Corp	Discovery Communications, Inc.	$ 6,468	$ 10,237
*	JP Morgan Clearing Corp	Discovery Holding Co.	$ 3,062	$ 3,174
*	JP Morgan Clearing Corp	Dominion Resources, Inc.	$ 10,785	$ 11,137
*	JP Morgan Clearing Corp	E I Du Pont De Nemours & Co.	$ 13,156	$ 14,393
*	JP Morgan Clearing Corp	Ebay, Inc.	$ 8,227	$ 9,180
*	JP Morgan Clearing Corp	Edwards Lifesciences Corp.	$ 8,104	$ 7,214
*	JP Morgan Clearing Corp	Eli Lilly & Co.	$ 16,598	$ 22,687
*	JP Morgan Clearing Corp	EMC Corp.	$ 13,677	$ 14,547
*	JP Morgan Clearing Corp	Everbank Financial Corp.	$ 2,291	$ 2,311
*	JP Morgan Clearing Corp	Exxon Mobil Corp.	$ 19,249	$ 19,474
*	JP Morgan Clearing Corp	Fastenal Co.	$ 9,351	$ 9,097
*	JP Morgan Clearing Corp	Fleetcor Technologies, Inc.	$ 4,945	$ 7,243
*	JP Morgan Clearing Corp	Fresh Market, Inc.	$ 8,077	$ 7,213
*	JP Morgan Clearing Corp	Gartner, Inc.	$ 5,645	$ 5,983
*	JP Morgan Clearing Corp	General Electric Co.	$ 14,221	$ 19,521
*	JP Morgan Clearing Corp	General Mills, Inc.	$ 20,029	$ 20,210
*	JP Morgan Clearing Corp	Genuine Parts Co.	$ 11,176	$ 14,305
*	JP Morgan Clearing Corp	Gilead Sciences, Inc.	$ 6,174	$ 6,243
*	JP Morgan Clearing Corp	Glaxosmithkline PLC	$ 18,848	$ 18,475
*	JP Morgan Clearing Corp	H J Heinz Co.	$ 15,493	$ 17,881
*	JP Morgan Clearing Corp	HCP, Inc.	$ 14,128	$ 18,064

* Party-in-interest

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

ENDEAVOR AGENCY, LLC 401(K) PROFIT SHARING PLAN

EIN: 26-4798946
PN: 002
PLAN YEAR: 01/01/12 TO 12/31/12

(A)	(B) Identity of issuer, 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
*	JP Morgan Clearing Corp	Health Care REIT, Inc.	$ 14,087	$ 18,387
*	JP Morgan Clearing Corp	HSBC Holdings PLC	$ 14,301	$ 19,636
*	JP Morgan Clearing Corp	IDEXX Laboratories Corp.	$ 4,839	$ 5,104
*	JP Morgan Clearing Corp	Intel Corp.	$ 14,290	$ 13,197
*	JP Morgan Clearing Corp	Intuitive Surgical, Inc.	$ 14,478	$ 12,259
*	JP Morgan Clearing Corp	Johnson & Johnson	$ 16,733	$ 18,927
*	JP Morgan Clearing Corp	JPMorgan Chase & Co.	$ 24,389	$ 25,942
*	JP Morgan Clearing Corp	Kansas City Southern	$ 9,202	$ 10,435
*	JP Morgan Clearing Corp	Kimberly Clark Corp.	$ 13,985	$ 16,886
*	JP Morgan Clearing Corp	Kraft Foods, Inc.	$ 5,730	$ 7,412
*	JP Morgan Clearing Corp	Linkedin Corporation	$ 3,781	$ 4,019
*	JP Morgan Clearing Corp	Mastercard, Inc.	$ 11,526	$ 12,282
*	JP Morgan Clearing Corp	McDonalds Corp.	$ 14,944	$ 15,437
*	JP Morgan Clearing Corp	Merck & Co., Inc.	$ 32,195	$ 37,869
*	JP Morgan Clearing Corp	Microsoft Corp.	$ 36,842	$ 38,729
*	JP Morgan Clearing Corp	Mondelez International, Inc.	$ 10,867	$ 12,472
*	JP Morgan Clearing Corp	Monsanto Co.	$ 18,565	$ 21,296
*	JP Morgan Clearing Corp	Motorola Solutions, Inc.	$ 14,433	$ 16,704
*	JP Morgan Clearing Corp	Nextera Energy, Inc.	$ 14,089	$ 17,989
*	JP Morgan Clearing Corp	Occidental Peteroleum Corp.	$ 14,548	$ 11,492
*	JP Morgan Clearing Corp	Philip Morris International, Inc.	$ 11,836	$ 15,473
*	JP Morgan Clearing Corp	Price T Rowe Group, Inc.	$ 6,605	$ 6,837

* Party-in-interest

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

ENDEAVOR AGENCY, LLC 401(K) PROFIT SHARING PLAN

EIN: 26-4798946
PN: 002
PLAN YEAR: 01/01/12 TO 12/31/12

(A)	(B) Identity of issuer, 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
*	JP Morgan Clearing Corp	Procter & Gamble Co.	$ 23,812	$ 25,459
*	JP Morgan Clearing Corp	Qualcomm, Inc.	$ 14,412	$ 22,269
*	JP Morgan Clearing Corp	Raytheon Co.	$ 16,375	$ 17,844
*	JP Morgan Clearing Corp	Royal Dutch Shell	$ 14,399	$ 16,305
*	JP Morgan Clearing Corp	Salesforce.com Inc.	$ 14,596	$ 16,810
*	JP Morgan Clearing Corp	SAP AG Sponsored	$ 14,222	$ 20,095
*	JP Morgan Clearing Corp	SBA Communications Corp.	$ 7,258	$ 9,582
*	JP Morgan Clearing Corp	Solarwinds, Inc.	$ 7,137	$ 8,130
*	JP Morgan Clearing Corp	Starbucks Corp.	$ 5,541	$ 5,363
*	JP Morgan Clearing Corp	Stericycle, Inc.	$ 9,630	$ 10,261
*	JP Morgan Clearing Corp	Stryker Corp.	$ 9,513	$ 9,594
*	JP Morgan Clearing Corp	Teradata Corp.	$ 2,669	$ 2,476
*	JP Morgan Clearing Corp	The Travelers Companies, Inc.	$ 13,191	$ 20,110
*	JP Morgan Clearing Corp	Tractor Supply Co.	$ 12,400	$ 11,487
*	JP Morgan Clearing Corp	Transdigm Group Incorporated	$ 6,399	$ 6,818
*	JP Morgan Clearing Corp	Trimble Navigation Ltd.	$ 9,632	$ 10,760
*	JP Morgan Clearing Corp	Ulta Salon Cosmetics & Fragrance Inc.	$ 6,395	$ 6,878
*	JP Morgan Clearing Corp	Under Armour Inc.	$ 3,470	$ 3,397
*	JP Morgan Clearing Corp	Unilever N V New York	$ 14,276	$ 17,618
*	JP Morgan Clearing Corp	United Parcel Svc, Inc.	$ 13,005	$ 14,746
*	JP Morgan Clearing Corp	United Technologies Corp.	$ 12,863	$ 14,352
*	JP Morgan Clearing Corp	Verizon Communications	$ 14,505	$ 17,524

* Party-in-interest

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

ENDEAVOR AGENCY, LLC 401(K) PROFIT SHARING PLAN

EIN: 26-4798946
PN: 002
PLAN YEAR: 01/01/12 TO 12/31/12

(A)	(B) Identity of issuer, 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
*	JP Morgan Clearing Corp	VMWare, Inc.	$ 7,855	$ 6,590
*	JP Morgan Clearing Corp	Vodafone Group	$ 14,359	$ 14,358
*	JP Morgan Clearing Corp	Walt Disney Co.	$ 13,738	$ 17,427
*	JP Morgan Clearing Corp	Workday, Inc.	$ 4,552	$ 4,633
*	JP Morgan Clearing Corp	Delaware SMID Cap Growth Fund	$ 174,502	$ 167,734
*	JP Morgan Clearing Corp	Dodge & Cox Funds International Stock Fund	$ 318,854	$ 371,792
*	JP Morgan Clearing Corp	Lazard Emerging Markets Portfolio - Instl	$ 357,012	$ 384,303
*	JP Morgan Clearing Corp	Matthews Asian Asia Small Fund	$ 170,561	$ 157,110
*	JP Morgan Clearing Corp	Matthews Pacific Tiger Fund	$ 177,056	$ 220,528
*	JP Morgan Clearing Corp	Doubleline Fds Total Return BD	$ 761,131	$ 765,389
*	JP Morgan Clearing Corp	Pimco Total Return Fund Instl CL	$ 667,494	$ 712,428
*	JP Morgan Clearing Corp	Templeton Global Bond Fund Advisor CL	$ 774,418	$ 789,590
*	JP Morgan Clearing Corp	Third Ave Focused	$ 829,583	$ 794,270
*	JP Morgan Clearing Corp	FPA Crescent Portfolio Instl	$ 165,000	$ 168,142
*	JP Morgan Clearing Corp	Prudential Jennison Natural Resources Fund	$ 375,365	$ 401,323
	Rosemont Solebury Co., Investment Fund, L.P.	Investment Limited Partnership	$ 322,735	$ 505,263
	TOTAL		$ 6,244,222	$ 6,752,259

* Party-in-interest

SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS

ENDEAVOR AGENCY, LLC 401(K) PROFIT SHARING PLAN

EIN:26-4798946
PN: 002
PLAN YEAR: 01/01/12 TO 12/31/12

ASSETS SOLD WHERE SERIES OF TRANSACTIONS IS A REPORTABLE 5% TRANSACTION

(A) Identity of party involved	(B) Description of asset (include interest rate and maturity in case of a loan)	(C) Purchase price	(D) Selling Price	(E) Lease rental	(F) Expense incurred with transaction	(G) Cost of asset	(H) Current value of asset on transaction date	(I) Net gain or (loss)
	Blackrock FDS All-Cap Energy & Res Port Ins	79,355	73,292			$ 79,355	$ 73,292	$ (6,062)
	Blackrock FDS All-Cap Energy & Res Port Ins	$ 79,500	$ 73,592			$ 79,500	$ 73,592	$ (5,908)
	Blackrock FDS All-Cap Energy & Res Port Ins	$ 1,943	$ 1,820			$ 1,943	$ 1,820	$ (123)
	Blackrock FDS All-Cap Energy & Res Port Ins	$ 175,004	$ 164,844			$ 175,004	$ 164,844	$ (10,160)
	Blackrock FDS All-Cap Energy & Res Port Ins	$ 65,011	$ 61,816			$ 65,011	$ 61,816	$ (3,194)
	SPDR S&P 500 ETF Trust	$ 330,900	$ 335,514			$ 330,900	$ 335,514	$ 4,613

ASSETS ACQUIRED WHERE SERIES OF TRANSACTIONS IS A REPORTABLE 5% TRANSACTION

(A) Identity of party involved	(B) Description of asset (include interest rate and Maturity in case of a loan)	(C) Units Purchased	(D) Price	(E) Lease rental	(F) Expense incurred with transaction	(G) Cost of asset	(H) Current value of asset on transaction date	(I) Net Unrealized Gain or (Loss)
	Prudential Jennison Natural Resources Fund	8,628.741	$43.50			$ 375,365	$ 375,365	$ -
	SPDR S&P 500 ETF Trust	2,380.000	$139.03			$ 330,900	$ 330,900	$ -

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

ENDEAVOR AGENCY, LLC 401(K) PROFIT SHARING PLAN

EIN: 26-4798946
PN: 002
PLAN YEAR: 01/01/12 TO 12/31/12

(A)	(B) Identity of issuer, 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
*	JP Morgan Clearing Corp	3M Company	$ 11,901	$ 14,856
*	JP Morgan Clearing Corp	Alexion Pharmaceuticals, Inc.	$ 5,456	$ 5,624
*	JP Morgan Clearing Corp	Alliance Data System Corp.	$ 9,776	$ 10,857
*	JP Morgan Clearing Corp	Altisource Portfolio Solutions SA US LI	$ 2,930	$ 3,033
*	JP Morgan Clearing Corp	Altria Group, Inc.	$ 14,503	$ 17,606
*	JP Morgan Clearing Corp	Amazon.com, Inc.	$ 10,051	$ 11,289
*	JP Morgan Clearing Corp	American Express Co.	$ 14,637	$ 20,118
*	JP Morgan Clearing Corp	Amgen, Inc.	$ 19,702	$ 25,860
*	JP Morgan Clearing Corp	Apple, Inc.	$ 24,331	$ 37,252
*	JP Morgan Clearing Corp	AstraZeneca Plc Sponsored	$ 16,765	$ 18,435
*	JP Morgan Clearing Corp	AT&T Corporation	$ 14,241	$ 17,192
*	JP Morgan Clearing Corp	Boeing Co.	$ 21,286	$ 24,492
*	JP Morgan Clearing Corp	Cabot Oil & Gas Corp.	$ 6,194	$ 6,715
*	JP Morgan Clearing Corp	Campbell Soup Co.	$ 18,562	$ 19,189
*	JP Morgan Clearing Corp	Catamaran Corp. Co.	$ 12,549	$ 12,934
*	JP Morgan Clearing Corp	Chevron Corporation	$ 14,544	$ 17,302
*	JP Morgan Clearing Corp	Chipotle Mexican Grill, Inc.	$ 10,503	$ 7,436
*	JP Morgan Clearing Corp	Cisco Systems, Inc.	$ 11,867	$ 12,084
*	JP Morgan Clearing Corp	Coca Cola Company (The)	$ 19,287	$ 19,938
*	JP Morgan Clearing Corp	Conocophillips	$ 16,502	$ 19,137
*	JP Morgan Clearing Corp	Continental Resources, Inc.	$ 11,605	$ 11,391
*	JP Morgan Clearing Corp	Covidien PLC	$ 12,341	$ 13,569

* Party-in-interest

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

ENDEAVOR AGENCY, LLC 401(K) PROFIT SHARING PLAN

EIN: 26-4798946
PN: 002
PLAN YEAR: 01/01/12 TO 12/31/12

(A)	(B) Identity of issuer, 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
*	JP Morgan Clearing Corp	Diageo PLC-Sponsored	$ 12,805	$ 19,819
*	JP Morgan Clearing Corp	Discovery Communications, Inc.	$ 6,468	$ 10,237
*	JP Morgan Clearing Corp	Discovery Holding Co.	$ 3,062	$ 3,174
*	JP Morgan Clearing Corp	Dominion Resources, Inc.	$ 10,785	$ 11,137
*	JP Morgan Clearing Corp	E I Du Pont De Nemours & Co.	$ 13,156	$ 14,393
*	JP Morgan Clearing Corp	Ebay, Inc.	$ 8,227	$ 9,180
*	JP Morgan Clearing Corp	Edwards Lifesciences Corp.	$ 8,104	$ 7,214
*	JP Morgan Clearing Corp	Eli Lilly & Co.	$ 16,598	$ 22,687
*	JP Morgan Clearing Corp	EMC Corp.	$ 13,677	$ 14,547
*	JP Morgan Clearing Corp	Everbank Financial Corp.	$ 2,291	$ 2,311
*	JP Morgan Clearing Corp	Exxon Mobil Corp.	$ 19,249	$ 19,474
*	JP Morgan Clearing Corp	Fastenal Co.	$ 9,351	$ 9,097
*	JP Morgan Clearing Corp	Fleetcor Technologies, Inc.	$ 4,945	$ 7,243
*	JP Morgan Clearing Corp	Fresh Market, Inc.	$ 8,077	$ 7,213
*	JP Morgan Clearing Corp	Gartner, Inc.	$ 5,645	$ 5,983
*	JP Morgan Clearing Corp	General Electric Co.	$ 14,221	$ 19,521
*	JP Morgan Clearing Corp	General Mills, Inc.	$ 20,029	$ 20,210
*	JP Morgan Clearing Corp	Genuine Parts Co.	$ 11,176	$ 14,305
*	JP Morgan Clearing Corp	Gilead Sciences, Inc.	$ 6,174	$ 6,243
*	JP Morgan Clearing Corp	Glaxosmithkline PLC	$ 18,848	$ 18,475
*	JP Morgan Clearing Corp	H J Heinz Co.	$ 15,493	$ 17,881
*	JP Morgan Clearing Corp	HCP, Inc.	$ 14,128	$ 18,064

* Party-in-interest

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

ENDEAVOR AGENCY, LLC 401(K) PROFIT SHARING PLAN

EIN: 26-4798946
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PLAN YEAR: 01/01/12 TO 12/31/12

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*	JP Morgan Clearing Corp	Health Care REIT, Inc.	$ 14,087	$ 18,387
*	JP Morgan Clearing Corp	HSBC Holdings PLC	$ 14,301	$ 19,636
*	JP Morgan Clearing Corp	IDEXX Laboratories Corp.	$ 4,839	$ 5,104
*	JP Morgan Clearing Corp	Intel Corp.	$ 14,290	$ 13,197
*	JP Morgan Clearing Corp	Intuitive Surgical, Inc.	$ 14,478	$ 12,259
*	JP Morgan Clearing Corp	Johnson & Johnson	$ 16,733	$ 18,927
*	JP Morgan Clearing Corp	JPMorgan Chase & Co.	$ 24,389	$ 25,942
*	JP Morgan Clearing Corp	Kansas City Southern	$ 9,202	$ 10,435
*	JP Morgan Clearing Corp	Kimberly Clark Corp.	$ 13,985	$ 16,886
*	JP Morgan Clearing Corp	Kraft Foods, Inc.	$ 5,730	$ 7,412
*	JP Morgan Clearing Corp	Linkedin Corporation	$ 3,781	$ 4,019
*	JP Morgan Clearing Corp	Mastercard, Inc.	$ 11,526	$ 12,282
*	JP Morgan Clearing Corp	McDonalds Corp.	$ 14,944	$ 15,437
*	JP Morgan Clearing Corp	Merck & Co., Inc.	$ 32,195	$ 37,869
*	JP Morgan Clearing Corp	Microsoft Corp.	$ 36,842	$ 38,729
*	JP Morgan Clearing Corp	Mondelez International, Inc.	$ 10,867	$ 12,472
*	JP Morgan Clearing Corp	Monsanto Co.	$ 18,565	$ 21,296
*	JP Morgan Clearing Corp	Motorola Solutions, Inc.	$ 14,433	$ 16,704
*	JP Morgan Clearing Corp	Nextera Energy, Inc.	$ 14,089	$ 17,989
*	JP Morgan Clearing Corp	Occidental Peteroleum Corp.	$ 14,548	$ 11,492
*	JP Morgan Clearing Corp	Philip Morris International, Inc.	$ 11,836	$ 15,473
*	JP Morgan Clearing Corp	Price T Rowe Group, Inc.	$ 6,605	$ 6,837

* Party-in-interest

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

ENDEAVOR AGENCY, LLC 401(K) PROFIT SHARING PLAN

EIN: 26-4798946
PN: 002
PLAN YEAR: 01/01/12 TO 12/31/12

(A)	(B) Identity of issuer, 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
*	JP Morgan Clearing Corp	Procter & Gamble Co.	$ 23,812	$ 25,459
*	JP Morgan Clearing Corp	Qualcomm, Inc.	$ 14,412	$ 22,269
*	JP Morgan Clearing Corp	Raytheon Co.	$ 16,375	$ 17,844
*	JP Morgan Clearing Corp	Royal Dutch Shell	$ 14,399	$ 16,305
*	JP Morgan Clearing Corp	Salesforce.com Inc.	$ 14,596	$ 16,810
*	JP Morgan Clearing Corp	SAP AG Sponsored	$ 14,222	$ 20,095
*	JP Morgan Clearing Corp	SBA Communications Corp.	$ 7,258	$ 9,582
*	JP Morgan Clearing Corp	Solarwinds, Inc.	$ 7,137	$ 8,130
*	JP Morgan Clearing Corp	Starbucks Corp.	$ 5,541	$ 5,363
*	JP Morgan Clearing Corp	Stericycle, Inc.	$ 9,630	$ 10,261
*	JP Morgan Clearing Corp	Stryker Corp.	$ 9,513	$ 9,594
*	JP Morgan Clearing Corp	Teradata Corp.	$ 2,669	$ 2,476
*	JP Morgan Clearing Corp	The Travelers Companies, Inc.	$ 13,191	$ 20,110
*	JP Morgan Clearing Corp	Tractor Supply Co.	$ 12,400	$ 11,487
*	JP Morgan Clearing Corp	Transdigm Group Incorporated	$ 6,399	$ 6,818
*	JP Morgan Clearing Corp	Trimble Navigation Ltd.	$ 9,632	$ 10,760
*	JP Morgan Clearing Corp	Ulta Salon Cosmetics & Fragrance Inc.	$ 6,395	$ 6,878
*	JP Morgan Clearing Corp	Under Armour Inc.	$ 3,470	$ 3,397
*	JP Morgan Clearing Corp	Unilever N V New York	$ 14,276	$ 17,618
*	JP Morgan Clearing Corp	United Parcel Svc, Inc.	$ 13,005	$ 14,746
*	JP Morgan Clearing Corp	United Technologies Corp.	$ 12,863	$ 14,352
*	JP Morgan Clearing Corp	Verizon Communications	$ 14,505	$ 17,524

* Party-in-interest

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

ENDEAVOR AGENCY, LLC 401(K) PROFIT SHARING PLAN

EIN: 26-4798946
PN: 002
PLAN YEAR: 01/01/12 TO 12/31/12

(A)	(B) Identity of issuer, 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
*	JP Morgan Clearing Corp	VMWare, Inc.	$ 7,855	$ 6,590
*	JP Morgan Clearing Corp	Vodafone Group	$ 14,359	$ 14,358
*	JP Morgan Clearing Corp	Walt Disney Co.	$ 13,738	$ 17,427
*	JP Morgan Clearing Corp	Workday, Inc.	$ 4,552	$ 4,633
*	JP Morgan Clearing Corp	Delaware SMID Cap Growth Fund	$ 174,502	$ 167,734
*	JP Morgan Clearing Corp	Dodge & Cox Funds International Stock Fund	$ 318,854	$ 371,792
*	JP Morgan Clearing Corp	Lazard Emerging Markets Portfolio - Instl	$ 357,012	$ 384,303
*	JP Morgan Clearing Corp	Matthews Asian Asia Small Fund	$ 170,561	$ 157,110
*	JP Morgan Clearing Corp	Matthews Pacific Tiger Fund	$ 177,056	$ 220,528
*	JP Morgan Clearing Corp	Doubleline Fds Total Return BD	$ 761,131	$ 765,389
*	JP Morgan Clearing Corp	Pimco Total Return Fund Instl CL	$ 667,494	$ 712,428
*	JP Morgan Clearing Corp	Templeton Global Bond Fund Advisor CL	$ 774,418	$ 789,590
*	JP Morgan Clearing Corp	Third Ave Focused	$ 829,583	$ 794,270
*	JP Morgan Clearing Corp	FPA Crescent Portfolio Instl	$ 165,000	$ 168,142
*	JP Morgan Clearing Corp	Prudential Jennison Natural Resources Fund	$ 375,365	$ 401,323
	Rosemont Solebury Co., Investment Fund, L.P.	Investment Limited Partnership	$ 322,735	$ 505,263
	TOTAL		$ 6,244,222	$ 6,752,259

* Party-in-interest

SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS

ENDEAVOR AGENCY, LLC 401(K) PROFIT SHARING PLAN

EIN:26-4798946
PN: 002
PLAN YEAR: 01/01/12 TO 12/31/12

ASSETS SOLD WHERE SERIES OF TRANSACTIONS IS A REPORTABLE 5% TRANSACTION

(A) Identity of party involved	(B) Description of asset (include interest rate and maturity in case of a loan)	(C) Purchase price	(D) Selling Price	(E) Lease rental	(F) Expense incurred with transaction	(G) Cost of asset	(H) Current value of asset on transaction date	(I) Net gain or (loss)
	Blackrock FDS All-Cap Energy & Res Port Ins	79,355	73,292			$ 79,355	$ 73,292	$ (6,062)
	Blackrock FDS All-Cap Energy & Res Port Ins	$ 79,500	$ 73,592			$ 79,500	$ 73,592	$ (5,908)
	Blackrock FDS All-Cap Energy & Res Port Ins	$ 1,943	$ 1,820			$ 1,943	$ 1,820	$ (123)
	Blackrock FDS All-Cap Energy & Res Port Ins	$ 175,004	$ 164,844			$ 175,004	$ 164,844	$ (10,160)
	Blackrock FDS All-Cap Energy & Res Port Ins	$ 65,011	$ 61,816			$ 65,011	$ 61,816	$ (3,194)
	SPDR S&P 500 ETF Trust	$ 330,900	$ 335,514			$ 330,900	$ 335,514	$ 4,613

ASSETS ACQUIRED WHERE SERIES OF TRANSACTIONS IS A REPORTABLE 5% TRANSACTION

(A) Identity of party involved	(B) Description of asset (include interest rate and Maturity in case of a loan)	(C) Units Purchased	(D) Price	(E) Lease rental	(F) Expense incurred with transaction	(G) Cost of asset	(H) Current value of asset on transaction date	(I) Net Unrealized Gain or (Loss)
	Prudential Jennison Natural Resources Fund	8,628.741	$43.50			$ 375,365	$ 375,365	$ -
	SPDR S&P 500 ETF Trust	2,380.000	$139.03			$ 330,900	$ 330,900	$ -

SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS

ENDEAVOR AGENCY, LLC 401(K) PROFIT SHARING PLAN

EIN:26-4798946
PN: 002
PLAN YEAR: 01/01/12 TO 12/31/12

ASSETS SOLD WHERE SERIES OF TRANSACTIONS IS A REPORTABLE 5% TRANSACTION

(A) Identity of party involved	(B) Description of asset (include interest rate and maturity in case of a loan)	(C) Purchase price	(D) Selling Price	(E) Lease rental	(F) Expense incurred with transaction	(G) Cost of asset	(H) Current value of asset on transaction date	(I) Net gain or (loss)
	Blackrock FDS All-Cap Energy & Res Port Ins	79,355	73,292			$ 79,355	$ 73,292	$ (6,062)
	Blackrock FDS All-Cap Energy & Res Port Ins	$ 79,500	$ 73,592			$ 79,500	$ 73,592	$ (5,908)
	Blackrock FDS All-Cap Energy & Res Port Ins	$ 1,943	$ 1,820			$ 1,943	$ 1,820	$ (123)
	Blackrock FDS All-Cap Energy & Res Port Ins	$ 175,004	$ 164,844			$ 175,004	$ 164,844	$ (10,160)
	Blackrock FDS All-Cap Energy & Res Port Ins	$ 65,011	$ 61,816			$ 65,011	$ 61,816	$ (3,194)
	SPDR S&P 500 ETF Trust	$ 330,900	$ 335,514			$ 330,900	$ 335,514	$ 4,613

ASSETS ACQUIRED WHERE SERIES OF TRANSACTIONS IS A REPORTABLE 5% TRANSACTION

(A) Identity of party involved	(B) Description of asset (include interest rate and Maturity in case of a loan)	(C) Units Purchased	(D) Price	(E) Lease rental	(F) Expense incurred with transaction	(G) Cost of asset	(H) Current value of asset on transaction date	(I) Net Unrealized Gain or (Loss)
	Prudential Jennison Natural Resources Fund	8,628.741	$43.50			$ 375,365	$ 375,365	$ -
	SPDR S&P 500 ETF Trust	2,380.000	$139.03			$ 330,900	$ 330,900	$ -