

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2012 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	<input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or <input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____
B This return/report is:	<input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report; <input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	<input type="checkbox"/>
D Check box if filing under:	<input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program; <input type="checkbox"/> special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>SPRINGER SCIENCE BUSINESS MEDIA 401K PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>03/01/2003</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>03/01/2003</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>03/01/2003</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>SPRINGER SCIENCE BUSINESS MEDIA, LLC</u> <u>233 SPRING STREET</u> <u>NEW YORK, NY 10013</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>04-2509538</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>212-815-0299</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>511130</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>04-2509538</u>	2c Sponsor's telephone number <u>212-815-0299</u>	2d Business code (see instructions) <u>511130</u>	
2b Employer Identification Number (EIN) <u>04-2509538</u>					
2c Sponsor's telephone number <u>212-815-0299</u>					
2d Business code (see instructions) <u>511130</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/11/2013	MONIKA BUDHRAJA
	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 <input type="checkbox"/> Same as Plan Sponsor Name <input type="checkbox"/> Same as Plan Sponsor Address SPRINGER SCIENCE BUSINESS MEDIA, LLC 233 SPRING STREET NEW YORK, NY 10013		3b Administrator's EIN 04-2509538 3c Administrator's telephone number 212-815-0299
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		5 599
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	473
b Retired or separated participants receiving benefits.....	6b	4
c Other retired or separated participants entitled to future benefits.....	6c	181
d Subtotal. Add lines 6a , 6b , and 6c	6d	658
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	1
f Total. Add lines 6d and 6e	6f	659
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	635
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2S 2T 3D 3H b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> 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) <input checked="" type="checkbox"/> R (Retirement Plan Information) (2) <input type="checkbox"/> MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) <input type="checkbox"/> SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) <input checked="" type="checkbox"/> H (Financial Information) (2) <input type="checkbox"/> I (Financial Information – Small Plan) (3) <input type="checkbox"/> A (Insurance Information) (4) <input checked="" type="checkbox"/> C (Service Provider Information) (5) <input type="checkbox"/> D (DFE/Participating Plan Information) (6) <input type="checkbox"/> G (Financial Transaction Schedules)

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

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

A Name of plan <u>SPRINGER SCIENCE BUSINESS MEDIA 401K PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SPRINGER SCIENCE BUSINESS MEDIA, LLC</u>	D Employer Identification Number (EIN) <u>04-2509538</u>

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
FID.INV.INST.OPS.CO.

04-2647786

(b) Enter name and EIN or address of person who provided you disclosure 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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
64 37 65 60	RECORDKEEPER	4456	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
TRP EQUITY INCOME - T. ROWE PRICE S 52-2269240	0.15%	
(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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2012</div> This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan SPRINGER SCIENCE BUSINESS MEDIA 401K PLAN	B Three-digit plan number (PN)	<div style="border: 1px solid black; padding: 2px; color: blue;">001</div>
C Plan sponsor's name as shown on line 2a of Form 5500 SPRINGER SCIENCE BUSINESS MEDIA, LLC	D Employer Identification Number (EIN) 04-2509538	

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1234306	1299659
(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)	280465	406263
(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)	25203497	30791383
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	26718268	32497305

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	26718268	32497305
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	1722860	
(B) Participants	2a(1)(B)	2209436	
(C) Others (including rollovers)	2a(1)(C)	402510	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		4334806
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	134	
(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)	21132	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		21266
(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)	729244	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		729244
(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)		2699416
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		7784732

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2002994	
(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)		2002994
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		-1913
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)	4614	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		4614
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		2005695

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		5779037
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

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

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

(1) Name: BREGANTE COMPANY LLP

(2) EIN: 94-2861940

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

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

Part IV Compliance Questions

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

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

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

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

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

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
---	--	--

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

A Name of plan <u>SPRINGER SCIENCE BUSINESS MEDIA 401K PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SPRINGER SCIENCE BUSINESS MEDIA, LLC</u>	D Employer Identification Number (EIN) <u>04-2509538</u>

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	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> 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?.....	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> 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.....	<input type="checkbox"/> Increase	<input type="checkbox"/> Decrease	<input type="checkbox"/> Both	<input type="checkbox"/> 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?.....	<input type="checkbox"/> Yes	<input type="checkbox"/> No
11 a Does the ESOP hold any preferred stock?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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.).....	<input type="checkbox"/> Yes	<input type="checkbox"/> No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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): _____

**SPRINGER SCIENCE AND BUSINESS MEDIA
401(k) PLAN**

FINANCIAL STATEMENTS

**For the Year Ended
December 31, 2012**

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Independent Auditors' Report

Board of Directors
Springer Science + Business Media, LLC

We were engaged to audit the accompanying financial statements of Springer Science and Business Media 401(k) 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit 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.

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 G, which was certified by Fidelity Management Trust Company, the trustee of the plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

Independent Auditors' Report (continued)

Disclaimer of Opinion

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

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule titled Schedule of Assets (Held At End of Year), which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

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

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

Bregante + Company LLP

San Francisco, California

October 11, 2013

**SPRINGER SCIENCE AND BUSINESS MEDIA
401(k) PLAN**

**STATEMENT OF CHANGES IN NET ASSETS
AVAILABLE FOR BENEFITS**

For the Year Ended December 31, 2012

Additions to net assets attributed to:

Net investment income:	
Net appreciation in market value of investments	\$ 2,699,416
Interest and dividends	<u>729,378</u>
Net investment income	3,428,794
Interest on notes receivable from participants	21,132
Contributions:	
Participants' contributions	2,209,436
Employer's contributions	1,722,860
Participants' rollovers	<u>402,510</u>
Total contributions	<u>4,334,806</u>
Total additions	7,784,732

Deductions from net assets attributed to:

Benefits paid to participants	2,002,994
Deemed distributions of participant loans	(1,914)
Administrative and investment expenses	<u>4,614</u>
Total deductions	<u>2,005,694</u>
Net increase	5,779,038
Net assets available for benefits, December 31, 2011	<u>26,718,267</u>
Net assets available for benefits, December 31, 2012	<u><u>\$ 32,497,305</u></u>

See accompanying notes and auditors' report.

**SPRINGER SCIENCE AND BUSINESS MEDIA
401(k) PLAN**

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Assets:		
Investments, at fair value:		
Money market funds	\$ 1,299,659	\$ 1,234,306
Mutual funds	<u>30,791,383</u>	<u>25,203,496</u>
Total investments	32,091,042	26,437,802
Receivables:		
Notes receivable from participants	<u>406,263</u>	<u>280,465</u>
Total receivables	<u>406,263</u>	<u>280,465</u>
Total assets	32,497,305	26,718,267
Liabilities	<u>-</u>	<u>-</u>
Net assets available for benefits	<u>\$ 32,497,305</u>	<u>\$ 26,718,267</u>

See accompanying notes and auditors' report.

**SPRINGER SCIENCE AND BUSINESS MEDIA
401(k) PLAN**

NOTES TO FINANCIAL STATEMENTS

December 31, 2012

NOTE A -- Plan description

The following brief description of the Springer Science and Business Media 401(k) Plan (the Plan) sponsored by Springer Science + Business Media, LLC (the Company) provides only general information. Participants should refer to the Plan document or Summary Plan Description for more complete information.

General

The Plan is a defined contribution plan covering all full-time employees of the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The effective date of the Plan was March 1, 2003. The Plan was amended effective April 1, 2011.

Contributions

Participants may make voluntary elective contributions between 1 percent and 50 percent of their annual compensation subject to limitations prescribed by the Internal Revenue Code (the Code), as well as rollover contributions from a qualified plan.

The Company may make a safe harbor non-elective employer contribution to eligible employees with at least 1,000 hours of service in the plan year as determined by the Board of Directors. The contribution is allocated to each respective participant in the ratio that such participant's compensation bears to total eligible compensation. The Company made a contribution of \$1,722,860 for the year ended December 31, 2012.

Plan participants may elect to invest their contributions and the related employer contributions in one or more of 38 available investment vehicles.

Participant accounts

Separate accounts are maintained for each participant (an elective deferral contribution account and an employer contribution account). Each participant's elective contribution account is credited with the participant's elective contribution and an allocation of Plan earnings attributable to the elective account.

Each participant's employer contribution account is credited with the Company's safe harbor non-elective employer contribution, along with an allocation of Plan earnings attributable to the account. Investment direction for each participant's account is provided by the participant.

See auditors' report.

**SPRINGER SCIENCE AND BUSINESS MEDIA
401(k) PLAN**

NOTES TO FINANCIAL STATEMENTS (Continued)

December 31, 2012

NOTE A -- Plan description (continued)

Vesting

Participants are fully and immediately vested in their elective deferral contributions accounts and rollover contribution accounts together with allocated Plan earnings thereon. Participants are also fully and immediately vested in the Company's discretionary contributions.

Notes receivable from participants

Participants may borrow up to the lesser of 50 percent or \$50,000, reduced by the highest outstanding loan balance currently outstanding, from their account balances, subject to plan provisions. The repayment term of the loans may vary from one to five years (with the exception of a loan used to purchase a primary residence, whereby the term of the loan may be up to ten years) with interest payable at a rate comparable for similar types of loans by other lenders. Payments of interest and principal must be made on at least a quarterly basis. Participants may only have two loans outstanding at any given time.

The loans are evidenced by promissory notes and require repayments of principal and interest in accordance with the terms and conditions of the loan agreement. The loans are secured by the participant's interest in the Plan's assets. If a participant terminates service with the Company prior to repayment of the loan, the outstanding balance of the loan becomes due immediately and the amount of any distribution from the Plan is reduced accordingly.

Payment of benefits

Upon separation from service, normal retirement, death or disability, the value of a participant's interest will be paid to the participant or a designated beneficiary as a qualified joint and survivorship annuity benefit or as a single lump-sum payment, unless another distribution option is elected. Withdrawing participants having vested benefits of \$1,000 or less will receive a lump-sum payment.

Plan termination

Although the Company has not expressed an intention to do so, it reserves the right to terminate the Plan at any time or amend the Plan for any reason. However, neither through amendment nor termination, may any part of Plan assets be used for purposes other than the exclusive benefit of the participants.

See auditors' report.

**SPRINGER SCIENCE AND BUSINESS MEDIA
401(k) PLAN**

NOTES TO FINANCIAL STATEMENTS (Continued)

December 31, 2012

NOTE B -- Summary of accounting policies

Basis of accounting

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

Investment valuation and income recognition

The Plan's investments are valued at fair market value as of the Plan's year-end, taking into consideration investment earnings credited, expenses charged, payments made and changes in the value of the assets held in the funds. Fair market value is determined by quoted market prices.

Purchases and sales of the funds are recorded on a trade date basis. Dividend and interest income is recorded on an accrual basis as earned.

Payment of benefits

Benefits are recorded when paid.

Administrative expenses

All expenses relating to the administration of the Plan, including fees paid to Fidelity Management Trust Company (Fidelity) for the management of the Plan's investments, are paid by the Company except for loan origination and maintenance fees and investment management fees.

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 disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

See auditors' report.

**SPRINGER SCIENCE AND BUSINESS MEDIA
401(k) PLAN**

NOTES TO FINANCIAL STATEMENTS (Continued)

December 31, 2012

NOTE C -- Investments

The Plan's investments are held by Fidelity in 38 separate pooled investment funds. Participants may direct their contributions to any of the available mutual funds or money market funds. The investments as of December 31, 2012 are noted on the supplemental schedule.

The following investments represent 5% or more of the Plan's net assets at December 31:

	<u>2012</u>	<u>2011</u>
Fidelity Freedom 2020	\$ 6,069,990	\$ 4,785,001
Fidelity Freedom 2030	\$ 3,421,729	\$ 2,757,756
Fidelity Freedom 2025	\$ 2,109,875	\$ 1,623,595
Fidelity Freedom 2035	\$ 2,211,766	\$ 1,635,888
Fidelity Freedom 2040	\$ 1,765,803	\$ 1,332,065
Fidelity Retirement Money Market	\$ 1,299,659	\$ 1,234,306
Fidelity US Bond Index Advantage	\$ 1,726,004	\$ 1,734,151

NOTE D -- Fair value measurements

In accordance with generally accepted accounting principles, the Plan has categorized all investment assets according to the fair value hierarchy as either: Level 1, observable inputs that are derived from quoted prices (unadjusted) for identical assets or liabilities in an active market; Level 2, quoted prices in non-active markets or in active markets for similar assets or liabilities, inputs other than quoted prices that are observable, and inputs that are not directly observable, but are corroborated by observable market data; or Level 3, unobservable inputs, which cannot be corroborated by external market data.

See auditors' report.

**SPRINGER SCIENCE AND BUSINESS MEDIA
401(k) PLAN**

NOTES TO FINANCIAL STATEMENTS (Continued)

December 31, 2012

NOTE D -- Fair value measurements (continued)

The Plan does not hold any Level 2 or Level 3 investment assets. The fair value of money market funds and mutual funds is based on quoted net asset values of shares held by the Plan at year end. The following table summarizes the Level 1 investment assets held by the Plan at December 31:

	<u>2012</u>	<u>2011</u>
Money market funds	\$ 1,299,659	\$ 1,234,306
Mutual funds:		
Target funds	19,576,569	15,358,259
Growth funds	4,116,758	3,346,650
Index funds	2,417,437	2,229,199
Select funds	1,652,196	1,786,309
Cap funds	1,204,219	1,005,326
International funds	766,043	638,325
Income funds	635,751	559,865
Value funds	211,297	279,563
Bond funds	<u>211,113</u>	<u>-</u>
 Total mutual funds	 <u>30,791,383</u>	 <u>25,203,496</u>
 Total investments	 <u>\$ 32,091,042</u>	 <u>\$ 26,437,802</u>

NOTE F -- Tax status

The Plan obtained its latest determination letter on October 9, 2003, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Code. The Plan has been amended since receiving the determination letter; however, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code. Therefore, the Plan administrator believes that the Plan is qualified and the related trust is tax-exempt as of the date of the financial statements.

See auditors' report.

**SPRINGER SCIENCE AND BUSINESS MEDIA
401(k) PLAN**

NOTES TO FINANCIAL STATEMENTS (Continued)

December 31, 2012

NOTE F -- Tax status (continued)

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 than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

NOTE G -- 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 H -- Information prepared and certified by custodian

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified to as complete and accurate by the custodian as of December 31:

	<u>2012</u>	<u>2011</u>
Investments, at fair value:		
Money market funds	\$ 1,299,659	\$ 1,234,306
Mutual funds	\$ 30,791,383	\$ 25,203,496
Net investment gain (loss)	\$ 3,428,794	\$ (1,367,297)

See auditors' report.

**SPRINGER SCIENCE AND BUSINESS MEDIA
401(k) PLAN**

NOTES TO FINANCIAL STATEMENTS (Continued)

December 31, 2012

NOTE I -- Subsequent events

The date to which events occurring after December 31, 2012 have been evaluated for possible adjustment to the financial statements or disclosure is October 11, 2013, which is the date on which the financial statements were available to be issued.

See auditors' report.

SUPPLEMENTAL SCHEDULE

**SPRINGER SCIENCE AND BUSINESS MEDIA
401(k) PLAN**

**Employer Identification Number: 04-2509538
Plan Number: 001**

Line 4i

**SCHEDULE OF ASSETS
(HELD AT END OF YEAR)**

December 31, 2012

(a) Party in Interest	(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
	T.Rowe Price	Equity Income	\$ 40,617	\$ 42,641
*	Fidelity Investment Manager Mutual Funds	Fidelity Magellan	1,047,460	977,725
*	Fidelity Investment Manager Mutual Funds	Fidelity Contrafund	833,880	1,008,979
*	Fidelity Investment Manager Mutual Funds	Fidelity Equity Income	218,591	227,858
*	Fidelity Investment Manager Mutual Funds	Fidelity Growth Company	1,149,316	1,379,775
*	Fidelity Investment Manager Mutual Funds	Fidelity Growth and Income	257,799	215,712
*	Fidelity Investment Manager Mutual Funds	Fidelity Value	180,111	211,297
*	Fidelity Investment Manager Mutual Funds	Fidelity Select Healthcare	342,800	359,008
*	Fidelity Investment Manager Mutual Funds	Fidelity Select Technology	266,312	297,245
*	Fidelity Investment Manager Mutual Funds	Fidelity Select Utilities	104,535	114,284
*	Fidelity Investment Manager Mutual Funds	Fidelity Select Financial	45,181	48,970
*	Fidelity Investment Manager Mutual Funds	Fidelity Blue Chip Growth	470,598	534,567
*	Fidelity Investment Manager Mutual Funds	Fidelity Low Price Stock	483,544	496,503
*	Fidelity Investment Manager Mutual Funds	Fidelity Diversified International	740,249	766,043
*	Fidelity Investment Manager Mutual Funds	Fidelity Mid Cap Stock	392,348	449,833
*	Fidelity Investment Manager Mutual Funds	Fidelity Small Cap Stock	245,489	257,883
*	Fidelity Investment Manager Mutual Funds	Fidelity Freedom Income	353,800	365,252
*	Fidelity Investment Manager Mutual Funds	Fidelity Freedom 2000	263,861	268,385
*	Fidelity Investment Manager Mutual Funds	Fidelity Freedom 2010	557,494	586,528
*	Fidelity Investment Manager Mutual Funds	Fidelity Freedom 2020	5,773,033	6,069,990
*	Fidelity Investment Manager Mutual Funds	Fidelity Freedom 2030	3,295,835	3,421,729
*	Fidelity Investment Manager Mutual Funds	Fidelity Select Natural Resources	677,313	674,041
*	Fidelity Investment Manager Mutual Funds	Fidelity Select Industrials	83,937	93,808
*	Fidelity Investment Manager Mutual Funds	Fidelity Select Consumer Discretionary Index	64,154	64,840
*	Fidelity Investment Manager Mutual Funds	Fidelity Retirement Money Market	1,299,659	1,299,659
*	Fidelity Investment Manager Mutual Funds	Fidelity Freedom 2040	1,694,093	1,765,803
*	Fidelity Investment Manager Mutual Funds	Fidelity Total Bond	213,084	211,113
*	Fidelity Investment Manager Mutual Funds	Fidelity Freedom 2005	141,163	162,545
*	Fidelity Investment Manager Mutual Funds	Fidelity Freedom 2015	1,256,437	1,268,878
*	Fidelity Investment Manager Mutual Funds	Fidelity Freedom 2025	2,082,627	2,109,875
*	Fidelity Investment Manager Mutual Funds	Fidelity Freedom 2035	2,121,978	2,211,766
*	Fidelity Investment Manager Mutual Funds	Fidelity Freedom 2045	898,507	971,434
*	Fidelity Investment Manager Mutual Funds	Fidelity Freedom 2050	666,428	708,391
*	Fidelity Investment Manager Mutual Funds	Spartan Total Market Index Advantage	168,925	174,872
*	Fidelity Investment Manager Mutual Funds	Spartan Extended Market Index Advantage	232,174	236,398
*	Fidelity Investment Manager Mutual Funds	Fidelity 500 Index Advantage	271,524	280,163
*	Fidelity Investment Manager Mutual Funds	Fidelity US Bond Index Advantage	1,720,005	1,726,004
*	Fidelity Investment Manager Mutual Funds	Fidelity Freedom 2055	30,550	31,245
*	Notes receivable from participants (interest rates from 5.25% to 10.00%)		-	406,263
			<u>\$ 30,685,411</u>	<u>\$ 32,497,305</u>

* Party in interest

See auditors' report.

**SPRINGER SCIENCE AND BUSINESS MEDIA
401(k) PLAN**

FINANCIAL STATEMENTS

**For the Year Ended
December 31, 2012**

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Independent Auditors' Report

Board of Directors
Springer Science + Business Media, LLC

We were engaged to audit the accompanying financial statements of Springer Science and Business Media 401(k) 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit 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.

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 G, which was certified by Fidelity Management Trust Company, the trustee of the plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

Independent Auditors' Report (continued)

Disclaimer of Opinion

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

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule titled Schedule of Assets (Held At End of Year), which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

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

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

Bregante + Company LLP

San Francisco, California

October 11, 2013

**SPRINGER SCIENCE AND BUSINESS MEDIA
401(k) PLAN**

**STATEMENT OF CHANGES IN NET ASSETS
AVAILABLE FOR BENEFITS**

For the Year Ended December 31, 2012

Additions to net assets attributed to:

Net investment income:	
Net appreciation in market value of investments	\$ 2,699,416
Interest and dividends	<u>729,378</u>
Net investment income	3,428,794
Interest on notes receivable from participants	21,132
Contributions:	
Participants' contributions	2,209,436
Employer's contributions	1,722,860
Participants' rollovers	<u>402,510</u>
Total contributions	<u>4,334,806</u>
Total additions	7,784,732

Deductions from net assets attributed to:

Benefits paid to participants	2,002,994
Deemed distributions of participant loans	(1,914)
Administrative and investment expenses	<u>4,614</u>
Total deductions	<u>2,005,694</u>
Net increase	5,779,038
Net assets available for benefits, December 31, 2011	<u>26,718,267</u>
Net assets available for benefits, December 31, 2012	<u><u>\$ 32,497,305</u></u>

See accompanying notes and auditors' report.

**SPRINGER SCIENCE AND BUSINESS MEDIA
401(k) PLAN**

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Assets:		
Investments, at fair value:		
Money market funds	\$ 1,299,659	\$ 1,234,306
Mutual funds	<u>30,791,383</u>	<u>25,203,496</u>
Total investments	32,091,042	26,437,802
Receivables:		
Notes receivable from participants	<u>406,263</u>	<u>280,465</u>
Total receivables	<u>406,263</u>	<u>280,465</u>
Total assets	32,497,305	26,718,267
Liabilities	<u>-</u>	<u>-</u>
Net assets available for benefits	<u>\$ 32,497,305</u>	<u>\$ 26,718,267</u>

See accompanying notes and auditors' report.

**SPRINGER SCIENCE AND BUSINESS MEDIA
401(k) PLAN**

NOTES TO FINANCIAL STATEMENTS

December 31, 2012

NOTE A -- Plan description

The following brief description of the Springer Science and Business Media 401(k) Plan (the Plan) sponsored by Springer Science + Business Media, LLC (the Company) provides only general information. Participants should refer to the Plan document or Summary Plan Description for more complete information.

General

The Plan is a defined contribution plan covering all full-time employees of the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The effective date of the Plan was March 1, 2003. The Plan was amended effective April 1, 2011.

Contributions

Participants may make voluntary elective contributions between 1 percent and 50 percent of their annual compensation subject to limitations prescribed by the Internal Revenue Code (the Code), as well as rollover contributions from a qualified plan.

The Company may make a safe harbor non-elective employer contribution to eligible employees with at least 1,000 hours of service in the plan year as determined by the Board of Directors. The contribution is allocated to each respective participant in the ratio that such participant's compensation bears to total eligible compensation. The Company made a contribution of \$1,722,860 for the year ended December 31, 2012.

Plan participants may elect to invest their contributions and the related employer contributions in one or more of 38 available investment vehicles.

Participant accounts

Separate accounts are maintained for each participant (an elective deferral contribution account and an employer contribution account). Each participant's elective contribution account is credited with the participant's elective contribution and an allocation of Plan earnings attributable to the elective account.

Each participant's employer contribution account is credited with the Company's safe harbor non-elective employer contribution, along with an allocation of Plan earnings attributable to the account. Investment direction for each participant's account is provided by the participant.

See auditors' report.

**SPRINGER SCIENCE AND BUSINESS MEDIA
401(k) PLAN**

NOTES TO FINANCIAL STATEMENTS (Continued)

December 31, 2012

NOTE A -- Plan description (continued)

Vesting

Participants are fully and immediately vested in their elective deferral contributions accounts and rollover contribution accounts together with allocated Plan earnings thereon. Participants are also fully and immediately vested in the Company's discretionary contributions.

Notes receivable from participants

Participants may borrow up to the lesser of 50 percent or \$50,000, reduced by the highest outstanding loan balance currently outstanding, from their account balances, subject to plan provisions. The repayment term of the loans may vary from one to five years (with the exception of a loan used to purchase a primary residence, whereby the term of the loan may be up to ten years) with interest payable at a rate comparable for similar types of loans by other lenders. Payments of interest and principal must be made on at least a quarterly basis. Participants may only have two loans outstanding at any given time.

The loans are evidenced by promissory notes and require repayments of principal and interest in accordance with the terms and conditions of the loan agreement. The loans are secured by the participant's interest in the Plan's assets. If a participant terminates service with the Company prior to repayment of the loan, the outstanding balance of the loan becomes due immediately and the amount of any distribution from the Plan is reduced accordingly.

Payment of benefits

Upon separation from service, normal retirement, death or disability, the value of a participant's interest will be paid to the participant or a designated beneficiary as a qualified joint and survivorship annuity benefit or as a single lump-sum payment, unless another distribution option is elected. Withdrawing participants having vested benefits of \$1,000 or less will receive a lump-sum payment.

Plan termination

Although the Company has not expressed an intention to do so, it reserves the right to terminate the Plan at any time or amend the Plan for any reason. However, neither through amendment nor termination, may any part of Plan assets be used for purposes other than the exclusive benefit of the participants.

See auditors' report.

**SPRINGER SCIENCE AND BUSINESS MEDIA
401(k) PLAN**

NOTES TO FINANCIAL STATEMENTS (Continued)

December 31, 2012

NOTE B -- Summary of accounting policies

Basis of accounting

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

Investment valuation and income recognition

The Plan's investments are valued at fair market value as of the Plan's year-end, taking into consideration investment earnings credited, expenses charged, payments made and changes in the value of the assets held in the funds. Fair market value is determined by quoted market prices.

Purchases and sales of the funds are recorded on a trade date basis. Dividend and interest income is recorded on an accrual basis as earned.

Payment of benefits

Benefits are recorded when paid.

Administrative expenses

All expenses relating to the administration of the Plan, including fees paid to Fidelity Management Trust Company (Fidelity) for the management of the Plan's investments, are paid by the Company except for loan origination and maintenance fees and investment management fees.

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 disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

See auditors' report.

**SPRINGER SCIENCE AND BUSINESS MEDIA
401(k) PLAN**

NOTES TO FINANCIAL STATEMENTS (Continued)

December 31, 2012

NOTE C -- Investments

The Plan's investments are held by Fidelity in 38 separate pooled investment funds. Participants may direct their contributions to any of the available mutual funds or money market funds. The investments as of December 31, 2012 are noted on the supplemental schedule.

The following investments represent 5% or more of the Plan's net assets at December 31:

	<u>2012</u>	<u>2011</u>
Fidelity Freedom 2020	\$ 6,069,990	\$ 4,785,001
Fidelity Freedom 2030	\$ 3,421,729	\$ 2,757,756
Fidelity Freedom 2025	\$ 2,109,875	\$ 1,623,595
Fidelity Freedom 2035	\$ 2,211,766	\$ 1,635,888
Fidelity Freedom 2040	\$ 1,765,803	\$ 1,332,065
Fidelity Retirement Money Market	\$ 1,299,659	\$ 1,234,306
Fidelity US Bond Index Advantage	\$ 1,726,004	\$ 1,734,151

NOTE D -- Fair value measurements

In accordance with generally accepted accounting principles, the Plan has categorized all investment assets according to the fair value hierarchy as either: Level 1, observable inputs that are derived from quoted prices (unadjusted) for identical assets or liabilities in an active market; Level 2, quoted prices in non-active markets or in active markets for similar assets or liabilities, inputs other than quoted prices that are observable, and inputs that are not directly observable, but are corroborated by observable market data; or Level 3, unobservable inputs, which cannot be corroborated by external market data.

See auditors' report.

**SPRINGER SCIENCE AND BUSINESS MEDIA
401(k) PLAN**

NOTES TO FINANCIAL STATEMENTS (Continued)

December 31, 2012

NOTE D -- Fair value measurements (continued)

The Plan does not hold any Level 2 or Level 3 investment assets. The fair value of money market funds and mutual funds is based on quoted net asset values of shares held by the Plan at year end. The following table summarizes the Level 1 investment assets held by the Plan at December 31:

	<u>2012</u>	<u>2011</u>
Money market funds	\$ 1,299,659	\$ 1,234,306
Mutual funds:		
Target funds	19,576,569	15,358,259
Growth funds	4,116,758	3,346,650
Index funds	2,417,437	2,229,199
Select funds	1,652,196	1,786,309
Cap funds	1,204,219	1,005,326
International funds	766,043	638,325
Income funds	635,751	559,865
Value funds	211,297	279,563
Bond funds	<u>211,113</u>	<u>-</u>
 Total mutual funds	 <u>30,791,383</u>	 <u>25,203,496</u>
 Total investments	 <u><u>\$ 32,091,042</u></u>	 <u><u>\$ 26,437,802</u></u>

NOTE F -- Tax status

The Plan obtained its latest determination letter on October 9, 2003, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Code. The Plan has been amended since receiving the determination letter; however, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code. Therefore, the Plan administrator believes that the Plan is qualified and the related trust is tax-exempt as of the date of the financial statements.

See auditors' report.

**SPRINGER SCIENCE AND BUSINESS MEDIA
401(k) PLAN**

NOTES TO FINANCIAL STATEMENTS (Continued)

December 31, 2012

NOTE F -- Tax status (continued)

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 than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

NOTE G -- 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 H -- Information prepared and certified by custodian

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified to as complete and accurate by the custodian as of December 31:

	<u>2012</u>	<u>2011</u>
Investments, at fair value:		
Money market funds	\$ 1,299,659	\$ 1,234,306
Mutual funds	\$ 30,791,383	\$ 25,203,496
Net investment gain (loss)	\$ 3,428,794	\$ (1,367,297)

See auditors' report.

**SPRINGER SCIENCE AND BUSINESS MEDIA
401(k) PLAN**

NOTES TO FINANCIAL STATEMENTS (Continued)

December 31, 2012

NOTE I -- Subsequent events

The date to which events occurring after December 31, 2012 have been evaluated for possible adjustment to the financial statements or disclosure is October 11, 2013, which is the date on which the financial statements were available to be issued.

See auditors' report.

SUPPLEMENTAL SCHEDULE

**SPRINGER SCIENCE AND BUSINESS MEDIA
401(k) PLAN**

**Employer Identification Number: 04-2509538
Plan Number: 001**

Line 4i

**SCHEDULE OF ASSETS
(HELD AT END OF YEAR)**

December 31, 2012

(a) Party in Interest	(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
	T.Rowe Price	Equity Income	\$ 40,617	\$ 42,641
*	Fidelity Investment Manager Mutual Funds	Fidelity Magellan	1,047,460	977,725
*	Fidelity Investment Manager Mutual Funds	Fidelity Contrafund	833,880	1,008,979
*	Fidelity Investment Manager Mutual Funds	Fidelity Equity Income	218,591	227,858
*	Fidelity Investment Manager Mutual Funds	Fidelity Growth Company	1,149,316	1,379,775
*	Fidelity Investment Manager Mutual Funds	Fidelity Growth and Income	257,799	215,712
*	Fidelity Investment Manager Mutual Funds	Fidelity Value	180,111	211,297
*	Fidelity Investment Manager Mutual Funds	Fidelity Select Healthcare	342,800	359,008
*	Fidelity Investment Manager Mutual Funds	Fidelity Select Technology	266,312	297,245
*	Fidelity Investment Manager Mutual Funds	Fidelity Select Utilities	104,535	114,284
*	Fidelity Investment Manager Mutual Funds	Fidelity Select Financial	45,181	48,970
*	Fidelity Investment Manager Mutual Funds	Fidelity Blue Chip Growth	470,598	534,567
*	Fidelity Investment Manager Mutual Funds	Fidelity Low Price Stock	483,544	496,503
*	Fidelity Investment Manager Mutual Funds	Fidelity Diversified International	740,249	766,043
*	Fidelity Investment Manager Mutual Funds	Fidelity Mid Cap Stock	392,348	449,833
*	Fidelity Investment Manager Mutual Funds	Fidelity Small Cap Stock	245,489	257,883
*	Fidelity Investment Manager Mutual Funds	Fidelity Freedom Income	353,800	365,252
*	Fidelity Investment Manager Mutual Funds	Fidelity Freedom 2000	263,861	268,385
*	Fidelity Investment Manager Mutual Funds	Fidelity Freedom 2010	557,494	586,528
*	Fidelity Investment Manager Mutual Funds	Fidelity Freedom 2020	5,773,033	6,069,990
*	Fidelity Investment Manager Mutual Funds	Fidelity Freedom 2030	3,295,835	3,421,729
*	Fidelity Investment Manager Mutual Funds	Fidelity Select Natural Resources	677,313	674,041
*	Fidelity Investment Manager Mutual Funds	Fidelity Select Industrials	83,937	93,808
*	Fidelity Investment Manager Mutual Funds	Fidelity Select Consumer Discretionary Index	64,154	64,840
*	Fidelity Investment Manager Mutual Funds	Fidelity Retirement Money Market	1,299,659	1,299,659
*	Fidelity Investment Manager Mutual Funds	Fidelity Freedom 2040	1,694,093	1,765,803
*	Fidelity Investment Manager Mutual Funds	Fidelity Total Bond	213,084	211,113
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* Party in interest

See auditors' report.