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
ACTIVE INTERNATIONAL EMPLOYEE STOCK OWNERSHIP PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/1998

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

ACTIVE MEDIA SERVICES, INC.

ONE BLUE HILL PLAZA
PEARL RIVER, NY 10965-8705

2b Employer Identification Number (EIN)
13-3242591

2c Sponsor's telephone number
845-735-1700

2d Business code (see instructions)
541800

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.	10/15/2013	GARY STEINBECK
	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 [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	476
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**	353
b	Retired or separated participants receiving benefits	**6b**	86
c	Other retired or separated participants entitled to future benefits	**6c**	103
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	542
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	543
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	472
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	10
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:
2I 2K 2P 3H 3I

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] 0 **A** (Insurance Information)
- **(4)** [ ] **C** (Service Provider Information)
- **(5)** [ ] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
ACTIVE INTERNATIONAL EMPLOYEE STOCK OWNERSHIP PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
ACTIVE MEDIA SERVICES, INC.

D Employer Identification Number (EIN)
13-3242591

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)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(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)	19375055	11596175
(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	19375055	11596175
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i	1003590	0
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	1003590	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	18371465	11596175

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)	2430930	
(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)		2430930
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)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	-6903254	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		-6903254

		(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		
d Total income. Add all **income** amounts in column (b) and enter total	2d		-4472324
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2244758	
(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)		2244758
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		58208
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)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		0
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2302966
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-6775290
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: EISNERAMPER LLP **(2)** EIN: 13-1639826

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		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
ACTIVE INTERNATIONAL EMPLOYEE STOCK OWNERSHIP PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
ACTIVE MEDIA SERVICES, INC.

D Employer Identification Number (EIN)
13-3242591

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): 13-3242591

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

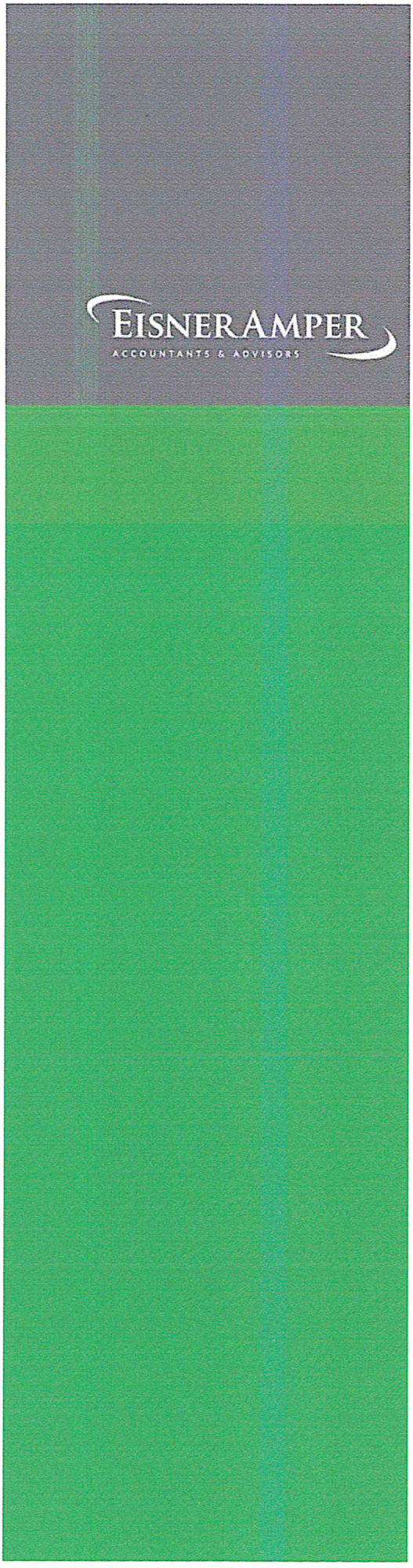
18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding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



ACTIVE INTERNATIONAL EMPLOYEE STOCK OWNERSHIP PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2012 and 2011
(with supplemental schedule)

ACTIVE INTERNATIONAL EMPLOYEE STOCK OWNERSHIP PLAN

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EISNERAMPER
ACCOUNTANTS & ADVISORS

EisnerAmper LLP
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INDEPENDENT AUDITORS' REPORT

To the Plan Committee and Participants
of the Active International Employee Stock Ownership Plan

Report on the Financial Statements

We have audited the accompanying financial statements of the Active International Employee Stock Ownership Plan (the "Plan"), which comprise the statements of net assets available for Plan benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for Plan benefits for the years then ended and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on 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 from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' 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 auditors consider 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. 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 Plan benefits of the Plan as of December 31, 2012 and 2011, and the changes in net assets available for Plan benefits for the years then ended, in accordance with accounting principles generally accepted in the United States of America.

EISNERAMPER
ACCOUNTANTS & ADVISORS

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) as of December 31, 2012 is presented for the purpose of additional analysis and is not a required part of the financial statements, but is supplemental information required by the U.S. Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of 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.

EisnerAmper LLP

New York, New York
October 14, 2013

EISNERAMPER LLP

ACTIVE INTERNATIONAL EMPLOYEE STOCK OWNERSHIP PLAN

Statement of Net Assets Available for Plan Benefits
December 31, 2012

	Allocated	Unallocated	Total
NET ASSETS AVAILABLE FOR PLAN BENEFITS			
Investment in Company's Class B common stock, at fair value	$ 11,596,175	$ -	$ 11,596,175

See notes to financial statements

ACTIVE INTERNATIONAL EMPLOYEE STOCK OWNERSHIP PLAN

Statement of Net Assets Available for Plan Benefits
December 31, 2011

	Allocated	Unallocated	Total
ASSETS			
Investment in Company's Class B common stock, at fair value	$ 18,941,029	$ 434,026	$ 19,375,055
LIABILITIES			
Loan payable		(1,003,590)	(1,003,590)
Net assets available for plan benefits	$ 18,941,029	$ (569,564)	$ 18,371,465

See notes to financial statements

ACTIVE INTERNATIONAL EMPLOYEE STOCK OWNERSHIP PLAN

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

	Allocated	Unallocated	Total
Additions to (deductions from) net assets:			
Net unrealized depreciation in fair value of investment in Company stock	$ (6,728,348)	$ (174,906)	$ (6,903,254)
Allocation of 32,390 shares of Class B common stock of Company at fair value	259,120		259,120
Employer contributions		1,061,798	1,061,798
Employer contributions of treasury shares	1,369,132		1,369,132
	(5,100,096)	886,892	(4,213,204)
Interest expense		(58,208)	(58,208)
Allocation of 32,390 shares of Class B common stock of Company at fair value		(259,120)	(259,120)
Distributions to participants	(2,244,758)		(2,244,758)
	(2,244,758)	(317,328)	(2,562,086)
Net (decrease) increase in net assets	(7,344,854)	569,564	(6,775,290)
Net assets available for plan benefits at beginning of year	18,941,029	(569,564)	18,371,465
Net assets available for plan benefits at end of year	$ 11,596,175	$ -	$ 11,596,175

See notes to financial statements

ACTIVE INTERNATIONAL EMPLOYEE STOCK OWNERSHIP PLAN

Statement of Changes in Net Assets Available for Plan Benefits
Year Ended December 31, 2011

	Allocated	Unallocated	Total
Additions to (deductions from) net assets:			
Net unrealized depreciation in fair value of investment in Company stock	$ (2,038,455)	$ (274,984)	$ (2,313,439)
Allocation of 139,475 shares of Class B common stock of Company at fair value	1,868,965		1,868,965
Employer contributions		4,572,967	4,572,967
	(169,490)	4,297,983	4,128,493
Interest expense		(305,709)	(305,709)
Allocation of 139,475 shares of Class B common stock of Company at fair value		(1,868,965)	(1,868,965)
Distributions to participants	(1,948,271)		(1,948,271)
	(1,948,271)	(2,174,674)	(4,122,945)
Net (decrease) increase in net assets	(2,117,761)	2,123,309	5,548
Net assets available for plan benefits at beginning of year	21,058,790	(2,692,873)	18,365,917
Net assets available for plan benefits at end of year	$ 18,941,029	$ (569,564)	$ 18,371,465

See notes to financial statements

NOTE A - DESCRIPTION OF THE PLAN

The following description of the Active International Employee Stock Ownership Plan (the "Plan" or the "ESOP") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

[1] General:

Active Media Services, Inc. (the "Company" or the "Sponsor") established the Plan in August 1998. The Plan operates as a leveraged employee stock ownership plan, also known as an ESOP, and is designed to comply with Section 4975(e)(7) and the regulations thereunder of the Internal Revenue Code of 1986, as amended (the "Code"). The Plan is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). A plan committee appointed by the Company's Board of Directors administers the Plan. The trust department of an independent third-party bank is the Plan's trustee.

The Plan purchased the Company's Class B common stock using proceeds of a $45 million loan (the "Acquisition Loan") from the Sponsor. The Sponsor financed the Acquisition Loan by using a combination of its cash and by entering into a loan arrangement with certain financial institutions. The shares of the Company's Class B common stock acquired with the Acquisition Loan were placed in a separate account (the "Loan Suspense Account") and were pledged as collateral to the lenders that loaned the Company the funds to lend to the Plan. On June 30, 2007, the Company's loan with certain financial institutions was repaid in full.

Contributions to the Plan by the Company, along with dividends received, if any, on the Company's Class B common stock, were used to repay the Acquisition Loan and interest on such loan. The Class B common stock was entitled to an annual preferential dividend at the rate of approximately $1.30 per share through August 2007, after which such dividends ceased in their entirety. As the Acquisition Loan was repaid, a certain amount of the Company's Class B common stock was allocated from the Loan Suspense Account to eligible participants' accounts. The number of shares transferred was determined by multiplying the number of shares in the unreleased share account by a fraction, the numerator of which was the principal and interest payments during the applicable accounting period and the denominator of which was the sum of the numerator plus the total projected principal and interest payments during the remainder of the term of the Acquisition Loan. Released shares were allocated to participants' accounts in the following order: 1) reinvested dividends on allocated shares were based on participants' beginning of the year share balance (less shares sold for distribution during the year) in proportion to the total of all beginning of the year allocated shares (less the total of all shares sold for distribution during the year); 2) a 100% match of participants' contributions to their Active International 401(k) Savings Plan, up to 6% of compensation, limited by the annual compensation limit as determined by the Internal Revenue Service; and 3) regular share allocation based on participants' individual compensation to total compensation, limited by the annual compensation limit as determined by the Internal Revenue Service, multiplied by the total shares released less shares allocated in steps one and two. Shares released from the Loan Suspense Account immediately ceased to be collateral to the lenders that loaned the Company the funds to lend to the Plan. Accordingly, the accompanying financial statements of the Plan present separately the assets and liabilities and changes therein pertaining to:

a. the accounts of plan participants with vested rights in allocated stock ("Allocated"), and
b. stock not yet allocated to participants ("Unallocated").

During 2012, the remaining unallocated shares were released to the allocated accounts. It is the Sponsor's intention to make annual contributions of its Class B Common Stock in amounts necessary to enable the Plan to fully match employees' contributions to the 401(k) plan.

NOTE A - DESCRIPTION OF THE PLAN (CONTINUED)

[2] **Vesting:**

Allocated stock vests based upon the following schedule:

Number of Completed Years of Service	401(k) Match Vested Percentage	ESOP Vested Percentage
Less than 1 year	0%	0%
1 years but less than 2 years	20%	0%
2 years but less than 3 years	40%	0%
3 years but less than 4 years	60%	33%
4 years but less than 5 years	80%	66%
5 years or more	100%	100%

[3] **Eligibility:**

Employees of the Company and its participating subsidiaries are generally eligible to participate in the Plan immediately on their date of hire. Employees who are less than 18 years of age, leased or are represented by a collective bargaining group are not eligible to participate in the Plan. Participants who do not have at least 1,000 hours of service during the plan year or are not employed on the last day of the plan year are not eligible for an allocation of stock for that year.

[4] **Participant accounts:**

The Plan is a defined contribution plan under which a separate individual account is established for each participant. Each participant's account is credited as of the last day of each plan year with an allocation of shares of the Company's common stock released by the trustee from the unallocated account and forfeitures of terminated participants' nonvested accounts. Only those participants who are eligible employees of the Company as of the last day of the plan year will receive an allocation. Allocations to participants are based on the method described above.

[5] **Payment of benefits:**

Distributions from the Plan will generally be made when a participant retires, becomes disabled, dies (in which case, payment shall be made to his or her beneficiary or, if none, his or her legal representatives) or otherwise terminates employment with the Company and its participating subsidiaries. In certain instances, a participant may request a distribution in stock. Participant's account balances will be determined as of the last day of the plan year immediately preceding the date of distribution of the participant's account.

[6] **Voting rights:**

Each participant has the right to direct the trustee how to vote with respect to any corporate matters which involve the approval or disapproval of any corporate merger or consolidation, recapitalization, reclassification, liquidation, dissolution or sale of substantially all of the assets of a trade or business. The trustee is permitted to vote any shares for which a participant has not given any instructions, as directed by the Plan committee.

NOTE A - DESCRIPTION OF THE PLAN (CONTINUED)

[7] Plan termination:

The Company expects to continue the Plan indefinitely. However, the Company reserves the right to amend, discontinue, or terminate the Plan at any time by action of its Board of Directors. If the Plan is discontinued or terminated, all affected employees will become fully vested in their accounts. Upon such termination of the Plan, the interest of each participant will be distributed to such participant or his or her beneficiary at the time prescribed by the Plan's terms and the Code.

[8] Put option:

Under federal income tax regulations, the employer stock that is held by the Plan and its participants and is not readily tradable on an established market, or is subject to trading limitations, includes a put option. The put option is a right to demand that the Company buy any shares of its stock distributed to participants for which there is no market. The put price is representative of the fair value of the stock. The Company can pay for the purchase with interest over a period of five years. The purpose of the put option is to ensure that the participant has the ability to ultimately obtain cash.

[9] Forfeitures:

Plan forfeitures are allocated to each participant's account in a method consistent with the allocation of released shares as described above. Forfeitures of terminated nonvested account balances allocated to remaining participants at December 31, 2012 and 2011 totaled 2,819 and 8,713 shares, respectively.

[10] Diversification:

Active participants may elect to diversify portions of their ESOP stock accounts when the participant has attained the age of 55 years old and has at least ten years of participation in the Plan. Each participant who is eligible to diversify and elects to may diversify up to 25% of the qualified participant's ESOP stock account. Distributions are made in the form of cash or other property with a fair value equal to the participant's account balance.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

[1] Basis of accounting:

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

[2] Use of estimates:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires the Plan administrator to make estimates and assumptions that affect certain reported amounts of net assets available for plan benefits at the date of the financial statements and the changes in net assets available for plan benefits during the reporting period and, when applicable, disclosures of contingent assets and liabilities at the date of the financial statements. Actual results may differ from those estimates.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

[3] Valuation of investments and income recognition:

The Class B common shares of the Company are valued at estimated fair value on December 31, 2012 and 2011. Fair value is determined by annual independent appraisals (see Note I for discussion of fair value of investments).

Purchases and sales of securities are recorded on a trade-date basis. Realized gains and losses from security transactions are reported on the average cost method. Net appreciation/ depreciation include the Plan's gains and losses on investments bought and sold as well as held during the year.

[4] Operating expenses:

All expenses of maintaining the Plan are paid by the Company.

[5] Accounting changes:

In 2012, the Plan adopted Financial Accounting Standards Board ("FASB") Accounting Standards Update ("ASU") No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs* ("ASU 2011-04"), effective for Plan years beginning after December 15, 2011. ASU 2011-04 amends Accounting Standards Codification ("ASC") 820 to converge the fair value measurement guidance in U.S. generally accepted accounting principles ("GAAP") and International Financial Reporting Standards ("IFRSs"). Adoption of ASU 2011-04 did not have a material effect on the financial statements.

Subsequently, the FASB has released an Accounting Standards Update ("ASU") deferring certain fair value disclosures for investments held by a nonpublic employee benefit plan. ASU No. 2013-09, "Fair Value Measurement (Topic 820): Deferral of the Effective Date of Certain Disclosures for Nonpublic Employee Benefit Plans in Update No. 2011-04" ("ASU 2013-09") defers indefinitely the effective date of certain required disclosures in ASU 2011-04 (which was effective for plans with December 31, 2012 year-ends) of quantitative information about the significant unobservable inputs used in Level 3 fair value measurements for investments held by a nonpublic employee benefit plan in its plan sponsor's own nonpublic entity equity securities, including equity securities of it plan sponsor's nonpublic affiliated entities. ASU 2013-09 was effective upon issuance (July 8, 2013).

NOTE C - TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated September 24, 2013, that the Plan and related trust are designed in accordance with applicable sections of the Code.

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 if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by a government authority. 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 disclosure in the financial statements. The Plan is subject to routine examinations by taxing jurisdictions; however, there are currently no examinations 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 D - ADMINISTRATION OF PLAN ASSETS

The Plan's assets, which consist solely of the Company's Class B common stock, are held by the trustee of the Plan.

Company contributions are held and managed by the trustee. The trustee also administered the payment of interest and principal on the Acquisition Loan from contributions and dividends, if any, made by the Company.

Officers or employees of the Company perform certain administrative functions. No such officer or employee receives compensation from the Plan. Administrative expenses for the trustee's fees are paid directly by the Company.

NOTE E - INVESTMENTS

The Plan's investments at December 31, 2012 and 2011 are presented in the following table:

	2012		2011	
	Allocated	Unallocated	Allocated	Unallocated
Number of shares	**1,449,523**	-	1,413,510	32,390
Cost	**$ 32,730,220**	$ -	$ 31,917,056	$ 731,366
Fair value	**$ 11,596,175**	$ -	$ 18,941,029	$ 434,026

During 2012 and 2011, terminated employees of the Company sold 167,519 and 129,884, respectively, of vested shares of Class B common stock to the Company at fair value as determined at the last balance sheet date for $2,244,758 and $1,948,271, respectively.

The investment in the Company's Class B common stock represents 5% or more of the fair value of the Plan's net assets for both 2012 and 2011.

NOTE F - RISKS AND UNCERTAINTIES

The Plan invests in the Company's Class B common stock, which is exposed to various risks, such as interest rate, market, credit, liquidity, and market perception risks. The fair value of investments and securities are sensitive to changes in economic conditions, delinquencies, and defaults, and may be adversely affected by shifts in the market perception of the issuers. Due to the level of risk associated with the Class B common stock, it is at least reasonably possible that changes in the value of the common stock 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 plan benefits.

NOTE G - LOAN PAYABLE

In August 1998, the Company loaned $45,000,000 to the Plan. The Plan used the proceeds from the loan to purchase 1,985,040 shares of the Company's Class B common stock. The purchase price of these shares was determined by an independent third-party valuation firm. The Plan agreement provided for the loan to be repaid over 15 years with annual payments of principal and interest (5.80%) aggregating $4,572,967, with a remaining payment in 2012 of $1,061,798. The fair value of the loan payable as of December 31, 2011 approximated the carrying value and was determined by using interest rates currently available for issuance of debt with similar terms, maturity dates and nonperformance risk. The loan was repaid in full during 2012.

NOTE H - EMPLOYER CONTRIBUTIONS

The Company was obligated to make contributions in cash or shares of the Company stock as defined in the Plan, which when aggregated with any dividends and interest earnings, equaled the amount necessary to enable the Plan to make its regularly scheduled payments of principal and interest due on the Acquisition Loan.

On December 31, 2012, the Company made a share-based special retirement plan contribution to the ESOP by utilizing 171,142 of its Class B common stock held as treasury shares in order to contribute the amount required to fully match participants' contributions to the Company's 401(k) plans. The value of the contributed shares amounted to $1,369,132.

NOTE I - INVESTMENTS AT FAIR VALUE

FASB's Accounting Standards Codification ("ASC") 820, "Fair Value Measurements and Disclosures", provides the framework for measuring fair value. The framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements), and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described as follows:

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

Level 2 - Inputs to the valuation methodology include (1) quoted prices for similar assets or liabilities in active markets; (2) quoted prices for identical or similar assets or liabilities in inactive markets; (3) inputs other than quoted prices that are observable for the asset or liability, or (4) inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

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

The following table summarizes the Plan's investments measured at fair value on a recurring basis as of December 31, 2012 and 2011:

	December 31,		
	2012	2011	
	Significant Unobservable Inputs (Level 3)	Significant Unobservable Inputs (Level 3)	Valuation Technique
Investment in Sponsor:			
Company Class B common stock	$ 11,596,175	$ 19,375,055	Income and market approach
Total investments	$ 11,596,175	$ 19,375,055	

NOTE I - INVESTMENTS AT FAIR VALUE (CONTINUED)

The fair value of the Company's Class B common stock held by the Plan is valued at fair value based upon an independent appraisal. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities (including a business). The income approach uses valuation techniques to convert future cash flows or earnings discounted to present value. The measurement is based on the value indicated by current market expectations about those future amounts. Other factors that were taken into consideration included significant material events for the Company and industry.

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. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with those used by 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 table presents changes in the Plan's Level 3 investment representing the investments measured at fair value on a recurring basis for the years ended December 31, 2012 and 2011:

	December 31,	
	2012	**2011**
Beginning balance	**$ 19,375,055**	$ 23,636,765
Unrealized depreciation in fair value	**(6,903,254)**	(2,313,439)
Employer share-based special retirement plan contribution	**1,369,132**	
Distributions to participants	**(2,244,758)**	(1,948,271)
Ending balance	**$ 11,596,175**	$ 19,375,055

Unrealized losses included in changes in net assets for the years above are reported in net unrealized depreciation in fair value of investment in Company stock in the statement of changes in net assets available for Plan benefits.

NOTE J - SUBSEQUENT EVENTS

The Company has evaluated subsequent events through October 14, 2013, the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULE

ACTIVE INTERNATIONAL EMPLOYEE STOCK OWNERSHIP PLAN

Schedule H, Part IV, Line 4(i) - Schedule of Assets (Held at End of Year)
December 31, 2012

Employer Identification Number: 13-3242591
Plan Number: 002

Identity of Issuer	Description of Investment	Cost	Current Value
* Active Media Services, Inc.	1,449,523 shares, Class B common stock	$ 32,730,220	$ 11,596,175

* Indicates a party in interest as defined in the Employee Retirement Income Security Act of 1974.

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 ☒ a single-employer plan; ☐ a DFE (specify) ___

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

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

D Check box if filing under: ☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
ACTIVE INTERNATIONAL EMPLOYEE STOCK OWNERSHIP PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/1998

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

ONE BLUE HILL PLAZA

PEARL RIVER NY 10965-8705

2b Employer Identification Number (EIN) 13-3242591

2c Sponsor's telephone number 845-735-1700

2d Business code (see instructions) 541800

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	Signature of plan administrator	10/10/2013 Date	Gary Steinbeck 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 [X] Same as Plan Sponsor Name [X] Same as Plan Sponsor Address	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: **a** Sponsor's name	**4b** EIN	
	4c PN	
5 Total number of participants at the beginning of the plan year	**5**	476
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**	353
b Retired or separated participants receiving benefits	**6b**	86
c Other retired or separated participants entitled to future benefits	**6c**	103
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	542
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f Total. Add lines **6d** and **6e**	**6f**	543
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	472
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	10
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:
2I 2K 2P 3H 3I

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

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[ ] Insurance	(1)	[ ] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	(2)	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	(3)	[X] Trust
(4)	[ ] General assets of the sponsor	(4)	[ ] General assets of the sponsor

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

a Pension Schedules

(1) [X] **R** (Retirement Plan Information)

(2) [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary

(3) [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1) [X] **H** (Financial Information)

(2) [ ] **I** (Financial Information – Small Plan)

(3) [ ] **A** (Insurance Information)

(4) [ ] **C** (Service Provider Information)

(5) [ ] **D** (DFE/Participating Plan Information)

(6) [ ] **G** (Financial Transaction Schedules)

ACTIVE INTERNATIONAL EMPLOYEE STOCK OWNERSHIP PLAN

Schedule H, Part IV, Line 4(i) - Schedule of Assets Held for Investment Purposes
December 31, 2012

Employer Identification Number: 13-3242591
Plan Number: 002

Identity of Issuer	Description of Investment	Cost	Current Value
* Active Media Services, Inc.	1,449,523 shares, Class B common stock	$ 32,730,220	$ 11,596,175

* Indicates a party in interest as defined in the Employee Retirement Income Security Act of 1974.