

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>05/01/2012</u> and ending <u>12/31/2012</u>	
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 <u>YP HOLDINGS LLC RETIREMENT SAVINGS 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>05/01/2012</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>05/01/2012</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>05/01/2012</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>YP HOLDINGS LLC</u> <u>2247 NORTHLAKE PKWY</u> <u>TUCKER, GA 30084</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>80-0803728</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>770-656-7035</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>519100</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>80-0803728</u>	2c Sponsor's telephone number <u>770-656-7035</u>	2d Business code (see instructions) <u>519100</u>	
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2c Sponsor's telephone number <u>770-656-7035</u>					
2d Business code (see instructions) <u>519100</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. Signature of plan administrator	10/15/2013 Date	TERI MILLER Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address EMPLOYEE BENEFITS COMMITTEE 2247 NORTHLAKE PARKWAY TUCKER, GA 30084		3b Administrator's EIN 80-0803728 3c Administrator's telephone number 770-656-7035
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 4205
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	4045
b Retired or separated participants receiving benefits.....	6b	1
c Other retired or separated participants entitled to future benefits.....	6c	356
d Subtotal. Add lines 6a , 6b , and 6c	6d	4402
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	2
f Total. Add lines 6d and 6e	6f	4404
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	3934
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	186
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2R 2T 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) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE C (Form 5500) 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 **05/01/2012** and ending **12/31/2012**

A Name of plan YP HOLDINGS LLC RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 YP HOLDINGS LLC	D Employer Identification Number (EIN) 80-0803728

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
FIDELITY INVESTMENTS 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 71 60	RECORDKEEPER	178308	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> (d) Enter name and EIN (address) of source of indirect compensation </div> <div style="width: 40%;"> (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. </div> </div>		
PIM TOTAL RT INST - BOSTON FINANCIA P.O. BOX 8480 BOSTON, MA 02266	0.02%	
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> (a) Enter service provider name as it appears on line 2 </div> <div style="width: 20%;"> (b) Service Codes (see instructions) </div> <div style="width: 20%;"> (c) Enter amount of indirect compensation </div> </div>		
FIDELITY INVESTMENTS INSTITUT	60	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> (d) Enter name and EIN (address) of source of indirect compensation </div> <div style="width: 40%;"> (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. </div> </div>		
T ROWE PRICE 4515 PAINTERS MILL RD OWINGS MILLS, MD 21117	0.03%	
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> (a) Enter service provider name as it appears on line 2 </div> <div style="width: 20%;"> (b) Service Codes (see instructions) </div> <div style="width: 20%;"> (c) Enter amount of indirect compensation </div> </div>		
FIDELITY INVESTMENTS INSTITUT	60	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> (d) Enter name and EIN (address) of source of indirect compensation </div> <div style="width: 40%;"> (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. </div> </div>		
T ROWE PRICE 4515 PAINTERS MILL RD OWINGS MILLS, MD 21117	0.03%	

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 INSTITUT	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.
T ROWE PRICE 4515 PAINTERS MILL RD OWINGS MILLS, MD 21117	0.03%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	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.
HARBOR 111 S. WACKER DR, 34TH FLOOR CHICAGO, IL 60606	0.04%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	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.
HARBOR 111 S. WACKER DR, 34TH FLOOR CHICAGO, IL 60606	0.04%

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 INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
FPA	11400 W. OLYMPIC BLVD SUITE 1200 LOS ANGELES, CA 90064	6.00
(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		
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
HUSSMAN	225 PICTORIA DRIVE, SUITE 450 CINCINNATI, OH 45246	12.00
(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		
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
ING	7337 E. DOUBLETREE RANCH RD SCOTTSDALE, AZ 85258	12.00
(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 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 INSTITUT	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.	
PRIME CAP ODYSSEY 2020 E. FINANCIAL WAY, SUITE 100 GLENORA, CA 91741	15.00	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	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.	
BLACKROCK FUNDS 40 EAST 52ND STREET NEW YORK, NY 10022	16.00	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	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.	
ROYCE 745 FIFTH AVENUE SUITE 2400 NEW YORK, NY 10151	16.00	

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 INSTITUT	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.
YACKTMAN	EIGHT TOWER BRIDGE, 161 WASHINGTON CONSHOHOCKEN, PA 19428	16.00
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	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.
WESTCORE	1225 17TH STREET 26TH FLOOR DENVER, CO 80202	0.30%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	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.
JANUS NO LOAD	151 DETROIT ST. DENVER, CO 80206	0.35%

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 INSTITUT	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.	
JANUS NO LOAD 151 DETROIT ST. DENVER, CO 80206	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	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.	
JANUS NO LOAD 151 DETROIT ST. DENVER, CO 80206	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	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.	
JANUS NO LOAD 151 DETROIT ST. DENVER, CO 80206	0.35%	

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 INSTITUT	60	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</p> <p>JANUS NO LOAD 151 DETROIT ST. DENVER, CO 80206</p> </div> <div style="width: 40%;"> <p style="text-align: center;">(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p style="text-align: center;">0.35%</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p style="text-align: center;">(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUT</p> </div> <div style="width: 20%;"> <p style="text-align: center;">(b) Service Codes (see instructions)</p> <p style="text-align: center;">60</p> </div> <div style="width: 20%;"> <p style="text-align: center;">(c) Enter amount of indirect compensation</p> <p style="text-align: center;">0</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</p> <p>JANUS NO LOAD 151 DETROIT ST. DENVER, CO 80206</p> </div> <div style="width: 40%;"> <p style="text-align: center;">(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p style="text-align: center;">0.35%</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p style="text-align: center;">(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUT</p> </div> <div style="width: 20%;"> <p style="text-align: center;">(b) Service Codes (see instructions)</p> <p style="text-align: center;">60</p> </div> <div style="width: 20%;"> <p style="text-align: center;">(c) Enter amount of indirect compensation</p> <p style="text-align: center;">0</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</p> <p>OAKMARK TWO NORTH LASALLE STREET SUITE 500 CHICAGO, IL 60602</p> </div> <div style="width: 40%;"> <p style="text-align: center;">(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p style="text-align: center;">0.35%</p> </div> </div>		

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 INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
OAKMARK TWO NORTH LASALLE STREET SUITE 500 CHICAGO, IL 60602	0.35%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
HARBOR INVESTOR CL 111 S. WACKER DR, 34TH FLOOR CHICAGO, IL 60606	0.35%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
LOOMIS SAYLES 399 BOYLSTON STREET, 8TH FL BOSTON, MA 02116	0.35%	

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 INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
LOOMIS SAYLES 399 BOYLSTON STREET, 8TH FL BOSTON, MA 02116		0.35%
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.		
<hr/>		
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
GABELLI/WESTWOOD 401 THEODORE FREMD. AVE. RYE, NY 10580		0.35%
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.		
<hr/>		
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
PIMCO 1633 BROADWAY NEW YORK, NY 10019		0.375%
(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 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 INSTITUT	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.
PIMCO 1633 BROADWAY NEW YORK, NY 10019	0.375%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	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.
PIMCO 1633 BROADWAY NEW YORK, NY 10019	0.375%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	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.
PERMANENT PORTFOLIO 600 MONTGOMERY ST. SUITE 4100 SAN FRANCISCO, CA 94111	0.38%	

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 INSTITUT	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.
ARTISAN	875 EAST WISCONSIN AVENUE SUITE 800 MILWAUKEE, WI 53202	0.40%
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	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.
ARTISAN	875 EAST WISCONSIN AVENUE SUITE 800 MILWAUKEE, WI 53202	0.40%
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	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.
SCOUT	803 WEST MICHIGAN SUITE A MILWAUKEE, WI 53233	0.40%

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 INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
PIMCO 1633 BROADWAY NEW YORK, NY 10019	0.40%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
PIMCO 1633 BROADWAY NEW YORK, NY 10019	0.40%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
PIMCO 1633 BROADWAY NEW YORK, NY 10019	0.40%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
PIMCO 1633 BROADWAY NEW YORK, NY 10019	0.40%	

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 INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
PIMCO 1633 BROADWAY NEW YORK, NY 10019	0.40%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
PIMCO 1633 BROADWAY NEW YORK, NY 10019	0.40%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
PIMCO 1633 BROADWAY NEW YORK, NY 10019	0.40%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
PIMCO 1633 BROADWAY NEW YORK, NY 10019	0.40%	

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 INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
INVESCO	11 GREENWAY PLAZA SUITE 100 HOUSTON, TX 77046	0.40%
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
MANNING & NAPIER	290 WOODCLIFF DR. FAIRPORT, NY 14450	0.40%
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
WELLS FARGO	525 MARKET ST. SAN FRANCISCO, CA 94105	0.40%

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 INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
WELLS FARGO 525 MARKET ST. SAN FRANCISCO, CA 94105		0.40%
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
CHASE GROWTH 300 PRESTON AVENUE SUITE 500 CHARLOTTESVILLE, VA 22902		0.40%
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
DOUBLELINE FUNDS 777 EAST WISCONSIN AVENUE MILWAUKEE, WI 53202		0.40%

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 INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
IVY 6300 LAMAR AVE OVERLAND PARK, KS 66202	0.40%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
LAZARD 30 ROCKEFELLER PLAZA, 57TH FL. NEW YORK, NY 10112	0.40%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
WINTERGREEN 333 ROUTE 46 WEST, SUITE 204 MOUNTAIN LAKES, NJ 07046	0.40%	

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 INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
ACADIAN FUNDS SEI ATTN FIANA ROBINS OAKS, PA 19456	0.40%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
BUFFALO FUNDS 615 E. MICHIGAN STREET MILWAUKEE, WI 53202	0.40%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
BUFFALO FUNDS 615 E. MICHIGAN STREET MILWAUKEE, WI 53202	0.40%	

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 INSTITUT	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.
CAUSEWAY CAPITAL FDS SEI INVESTMENTS P. O. BOX 1100 OAKS, PA 19456	0.40%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	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.
DRIEHAUS CAPITAL MGT 25 EAST ERIE STREET CHICAGO, IL 60611	0.40%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	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.
FAM 384 NORTH GRAND STREET COBLESKILL, NY 12043	0.40%	

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 INSTITUT	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.
MATTHEW 25 FUND	P.O. BOX 2479 JENKINTOWN, PA 19046	0.40%
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	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.
MATTHEWS ASIAN FDS	4 EMBARCADERO CENTER SUITE 550 SAN FRANCISCO, CA 94111	0.40%
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	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.
PARNASSUS	ONE MARKET STREET STEUART TOWER SUI SAN FRANCISCO, CA 94105	0.40%

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 INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
WEITZ 1125 SOUTH 103RD STREET OMAHA, NE 68124	0.40%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
WESTCORE 1225 17TH STREET 26TH FLOOR DENVER, CO 80202	0.40%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
YACKTMAN EIGHT TOWER BRIDGE, 161 WASHINGTON CONSHOHOCKEN, PA 19428	0.40%	

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 INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
FEDERATED INSTL	4000 ERICSSON DRIVE WARRENDALE, PA 15086	0.40%
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
AMANA MUTUAL	1300 NORTH STATE STREET BELLINGHAM, WA 98225	0.40%
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
AMANA MUTUAL	1300 NORTH STATE STREET BELLINGHAM, WA 98225	0.40%

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 INSTITUT	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.
ARTIO GLOBAL FDS P.O. BOX 4664, GRAND CENTRAL STATIO NEW YORK, NY 10163	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	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.
BARON ASSET 767 5TH AVENUE 49TH FLOOR NEW YORK, NY 10153	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	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.
GUGGENHEIM INVESTOR 9601 BLACKWELL RD., STE. 500 ROCKVILLE, MD 20850	0.40%	

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 INSTITUT	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.
MARSICO	803 WEST MICHIGAN STREET SUITE A MILWAUKEE, WI 53233	0.40%
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	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.
MERGER FUND	U.S. BANCORP FUND SERVICES, LLC, MK MILWAUKEE, WI 53202	0.40%
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	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.
MUTUALS.COM	615 EAST MICHIGAN STREET MILWAUKEE, WI 53202	0.40%

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 INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
ROYCE 745 FIFTH AVENUE SUITE 2400 NEW YORK, NY 10151	0.40%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
ROYCE 745 FIFTH AVENUE SUITE 2400 NEW YORK, NY 10151	0.40%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
TCW FUNDS 865 SOUTH FIGUERA STREET, 22ND FLOO LOS ANGELES, CA 90017	0.40%	

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 INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
THIRD AVENUE 622 THIRD AVENUE 32 FLOOR NEW YORK, NY 10017	0.40%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
TOCQUEVILLE 40 W 57TH STREET 19TH FL NEW YORK, NY 10019	0.40%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
WILLIAM BLAIR 222 WEST ADAMS STREET, 12TH FLOOR CHICAGO, IL 60606	0.40%	

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 INSTITUT	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.
PIMCO 1633 BROADWAY NEW YORK, NY 10019	0.10% + 1.00%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	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.
FIRST EAGLE 1345 AVENUE OF THE AMERICAS 43RD FL NEW YORK, NY 10105	12.00 + 1.00%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	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.
GABELLI/WESTWOOD 401 THEODORE FREMD. AVE. RYE, NY 10580	12.00 + 1.00%	

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 INSTITUT	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.
IVA	717 FIFTH AVENUE 10TH FL NEW YORK, NY 10022	12.00 + 1.00%
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	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.
VAN ECK	335 MADISON AVE, 19TH FLOOR NEW YORK, NY 10017	12.00 + 0.25%
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	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.
COMPAK DYNAMIC FUND	8105 IRVINE CENTER DRIVE #1100 IRVINE, CA 92618	12.00 + 0.25%

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 INSTITUT	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.
IVY 6300 LAMAR AVE OVERLAND PARK, KS 66202	12.00 + 0.25%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	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.
VIRTUS 101 MUNSON ST. STE. 3 GREENFIELD, MA 01301	12.00 + 0.25%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	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.
LEGG MASON 55 WATER ST. FLOOR 32 NEW YORK, NY 10041	12.00 + 0.25%	

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 INSTITUT	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.
DELAWARE/VOYAGEUR	2005 MARKET STREET PHILADELPHIA, PA 19103	16.00 + 1.00%
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	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.
BLACKROCK FUNDS	40 EAST 52ND STREET NEW YORK, NY 10022	16.00 + 1.00%
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	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.
THORNBURG	2300 NORTH RIDGETOP RD SANTA FE, NM 87506	16.00 + 1.00%

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 INSTITUT	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.
GABELLI/WESTWOOD 401 THEODORE FREMD. AVE. RYE, NY 10580	16.00 + 0.25%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	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.
BLACKROCK FUNDS 40 EAST 52ND STREET NEW YORK, NY 10022	16.00 + 0.25%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	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.
GOLDMAN SACHS 71 S. WACKER DRIVE, 4TH FLOOR CHICAGO, IL 60606	16.00 + 0.25%	

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 INSTITUT	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.	
PUTNAM ONE POST OFFICE SQUARE MAILZONE G3C BOSTON, MA 02109	16.00 + 0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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 D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan 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.
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For calendar plan year 2012 or fiscal plan year beginning 05/01/2012 and ending 12/31/2012

A Name of plan <u>YP HOLDINGS LLC RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>YP HOLDINGS LLC</u>	D Employer Identification Number (EIN) <u>80-0803728</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>FID MGD INC PORT</u>			
b Name of sponsor of entity listed in (a): <u>FIDELITY MANAGEMENT TRUST COMPANY</u>			
c EIN-PN <u>04-3022712-024</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>47999334</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PYR COR LFC 2000 U</u>			
b Name of sponsor of entity listed in (a): <u>FIDELITY MANAGEMENT TRUST COMPANY</u>			
c EIN-PN <u>20-4659714-085</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>643423</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PYR COR LFC 2005 U</u>			
b Name of sponsor of entity listed in (a): <u>FIDELITY MANAGEMENT TRUST COMPANY</u>			
c EIN-PN <u>20-4659714-086</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>230920</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PYR COR LFC 2010 U</u>			
b Name of sponsor of entity listed in (a): <u>FIDELITY MANAGEMENT TRUST COMPANY</u>			
c EIN-PN <u>20-4659714-087</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1654024</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PYR COR LFC 2015 U</u>			
b Name of sponsor of entity listed in (a): <u>FIDELITY MANAGEMENT TRUST COMPANY</u>			
c EIN-PN <u>20-4659714-088</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>10662579</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PYR COR LFC 2045 U</u>			
b Name of sponsor of entity listed in (a): <u>FIDELITY MANAGEMENT TRUST COMPANY</u>			
c EIN-PN <u>20-4659714-094</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>4213834</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PYR COR LFC 2020 U</u>			
b Name of sponsor of entity listed in (a): <u>FIDELITY MANAGEMENT TRUST COMPANY</u>			
c EIN-PN <u>20-4659714-089</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>21932891</u>	

a Name of MTIA, CCT, PSA, or 103-12 IE: [PYR COR LFC 2050 U](#)**b** Name of sponsor of entity listed in (a): [FIDELITY MANAGEMENT TRUST COMPANY](#)

c EIN-PN 20-4659714-095	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1769428
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a Name of MTIA, CCT, PSA, or 103-12 IE: [PYR COR LFC 2025 U](#)**b** Name of sponsor of entity listed in (a): [FIDELITY MANAGEMENT TRUST COMPANY](#)

c EIN-PN 20-4659714-090	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 22993475
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a Name of MTIA, CCT, PSA, or 103-12 IE: [PYR COR LFC 2055 U](#)**b** Name of sponsor of entity listed in (a): [FIDELITY MANAGEMENT TRUST COMPANY](#)

c EIN-PN 20-4659714-114	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 40465
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a Name of MTIA, CCT, PSA, or 103-12 IE: [PYR COR LFC 2030 U](#)**b** Name of sponsor of entity listed in (a): [FIDELITY MANAGEMENT TRUST COMPANY](#)

c EIN-PN 20-4659714-091	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 16564710
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a Name of MTIA, CCT, PSA, or 103-12 IE: [PYR COR LFC 2035 U](#)**b** Name of sponsor of entity listed in (a): [FIDELITY MANAGEMENT TRUST COMPANY](#)

c EIN-PN 20-4659714-092	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 10001737
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a Name of MTIA, CCT, PSA, or 103-12 IE: [PYR COR LFC 2040 U](#)**b** Name of sponsor of entity listed in (a): [FIDELITY MANAGEMENT TRUST COMPANY](#)

c EIN-PN 20-4659714-093	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6545334
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

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 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning 05/01/2012 and ending 12/31/2012		
A Name of plan YP HOLDINGS LLC RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 YP HOLDINGS LLC	D Employer Identification Number (EIN) 80-0803728	

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	132455
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)	0	3033135
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)	0	5748
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	26187
(B) Common	1c(4)(B)	0	5283361
(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)	0	15490587
(9) Value of interest in common/collective trusts.....	1c(9)	0	145252154
(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)	0	171085942
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	0	2208

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	0	340311777

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	0	340311777
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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)	5810293	
(B) Participants	2a(1)(B)	11522158	
(C) Others (including rollovers)	2a(1)(C)	370950	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		17703401
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	2351	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)	139	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	376563	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		379053
(2) Dividends: (A) Preferred stock	2b(2)(A)	1721	
(B) Common stock	2b(2)(B)	2241187	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	4535832	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		6778740
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	99435610	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	99049890	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		385720
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	-71746	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-71746

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		5135275
(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)		14248084
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		44558527

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	32055109	
(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)		32055109
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		89186
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)	228469	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		228469
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		32372764

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		12185763
l Transfers of assets:			
(1) To this plan.....	2l(1)		328126014
(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: ERNST & YOUNG LLP

(2) EIN: 34-6565596

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		794
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		10000000
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.
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For calendar plan year 2012 or fiscal plan year beginning 05/01/2012 and ending 12/31/2012

A Name of plan <u>YP HOLDINGS LLC RETIREMENT SAVINGS 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>YP HOLDINGS LLC</u>	D Employer Identification Number (EIN) <u>80-0803728</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)?.....	☐ 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
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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): _____

FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULES

YP Holdings LLC Retirement Savings Plan
As of December 31, 2012 and the Period From
May 1, 2012 (Inception) Through December 31, 2012
With Report of Independent Auditors

Ernst & Young LLP



YP Holdings LLC Retirement Savings Plan
Financial Statements and Supplemental Schedules

As of December 31, 2012 and the Period From
May 1, 2012 (Inception) Through December 31, 2012

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Report of Independent Auditors

The Plan Administrator
YP Holdings LLC Retirement Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of YP Holdings LLC Retirement Savings Plan, which comprise the statement of net assets available for benefits as of December 31, 2012, and the related statement of changes in net assets available for benefits for the period from May 1, 2012 (inception) through December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the certified investment information described in Note 3, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the entity that certified the investment information meets the requirements of 29 CFR 2520.103-8. The Plan administrator has obtained a certification as of December 31, 2012 and for the period from May 1, 2012 (inception) through December 31, 2012, stating that the investment information provided to the Plan administrator is complete and accurate.

Disclaimer of Opinion on Financial Statements

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.

Disclaimer of Opinion on Supplemental Schedules

The accompanying supplemental schedules of assets (held at end of year) as of December 31, 2012 and delinquent participant contributions for the period then ended are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules referred to above.

Report on Compliance of Form and Content with Department of Labor's Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the certified investment information, have been audited by us in accordance with auditing standards generally accepted in the United States 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.

Ernst & Young LLP

October 15, 2013

YP Holdings LLC Retirement Savings Plan
Statement of Net Assets Available For Benefits

December 31, 2012

Assets

Noninterest-bearing cash	\$ 132,455
Investments, at fair value	324,688,735
Receivables:	
Participant contributions	773,486
Employer contributions	372,365
Notes receivable from participants	<u>15,583,983</u>
	<u>16,729,834</u>
Net assets reflecting investments at fair value	341,551,024
Adjustment from fair value to contract value for fully benefit-responsive investment contracts held by collective trust	<u>(1,373,612)</u>
Net assets available for benefits	<u><u>\$ 340,177,412</u></u>

See accompanying notes.

YP Holdings LLC Retirement Savings Plan

Statement of Changes in Net Assets Available for Benefits

Period From May 1, 2012 (Inception) Through December 31, 2012

Additions

Investment income:

Net appreciation in fair value of investments	\$ 20,425,936
Interest and dividends	4,642,647
	<u>25,068,583</u>

Interest income on notes receivable from participants	377,525
---	---------

Contributions:

Participant	12,295,644
Employer	6,182,658
Rollover	370,950
	<u>18,849,252</u>

Total additions	<u>44,295,360</u>
-----------------	-------------------

Deductions

Benefit payments	32,056,372
Administrative expenses	192,101
Total deductions	<u>32,248,473</u>
Net increase before transfer	<u>12,046,887</u>

Transfer from AT&T Retirement Savings Plan	328,130,525
--	-------------

Net assets available for benefits:

Beginning of year	—
End of year	<u><u>\$ 340,177,412</u></u>

See accompanying notes.

YP Holdings LLC Retirement Savings Plan

Notes to Financial Statements

December 31, 2012

1. Description of Plan

The following description of the YP Holdings LLC Retirement Savings Plan (the Plan) provides general information about the Plan's provisions. YP Holdings LLC (YP or the Company) is the Plan sponsor. The Plan has detailed provisions covering participant eligibility, participant contributions, participant withdrawals, participant loans, employer contributions and related vesting of employer contributions, and Plan expenses. Participants should refer to the Plan document and summary plan description for a more complete description of the Plan's provisions, including participant eligibility, participant allotments from pay, and related vesting of contributions. Copies of the Plan document and summary plan description may be obtained from the Plan sponsor.

General

In connection with the sale of AT&T Inc.'s (AT&T) Advertising Solutions and Interactive businesses to YP, the fair value of approximately \$328,131,000 of participant accounts and balances were transferred in June 2012 from the AT&T Retirement Savings Plan to the YP Holdings LLC Retirement Savings Plan.

The Plan is a defined contribution plan covering substantially all management employees, bargaining unit employees and non-management nonunion employees who are employed by participating employers of the Plan sponsor, subject to certain exclusions as defined in the Plan document. Eligible participants are automatically enrolled in the Plan unless they affirmatively decline to participate.

The Compensation Committee (the Committee) is responsible for the general administration of the Plan. Fidelity Management Trust Company is the trustee and record keeper of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Contributions

Each year, participants may contribute up to 50% of pretax or after-tax annual compensation, as defined in the Plan document. If automatically enrolled, a participant's deferral is set at 3% of eligible compensation and will automatically increase by 1% each year until such percentage equals 6%. Basic deferrals are limited to 6% of compensation. Any deferrals exceeding this limitation is designated a supplementary deferral. Participants may also contribute amounts representing distributions from other qualified plans (rollovers). Participants who have attained age 50 before the end of the year are eligible to make catch-up contributions.

YP Holdings LLC Retirement Savings Plan

Notes to Financial Statements (continued)

1. Description of Plan (continued)

The Company makes a matching contribution equal to 80% of the participant's basic deferral contribution, subject to certain service requirements. Additional discretionary non-elective contributions may be made at the discretion of the Company's Board of Managers. There were no discretionary non-elective contributions during 2012. All contributions are subject to certain limitations of the Internal Revenue Code (the Code).

Participants direct their elective contributions into various investment options offered by the Plan and can change their investment options on a daily basis. Participants that are automatically enrolled have their contributions invested in the applicable lifecycle fund based on their age until they change their election. The Company's contributions are invested in the same manner as that of the participant's elective contributions.

Prior to the effective date of the Plan, AT&T matching contributions were made solely in the form of shares of AT&T's common stock held in an Employee Stock Ownership Plan (ESOP) which was a component of the predecessor plan. The Plan did not hold any direct investment in shares of AT&T common stock or in an ESOP at December 31, 2012.

Participant Accounts

Each participant's account is credited with the participant's contributions, the Company's matching contributions and allocations of plan earnings, and is charged with an allocation of administrative expenses. Plan earnings are allocated based on the participant's share of net earnings or losses of their respective elected investment options. Allocations of administrative expenses are based on the participant's account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's matching contributions is based on years of continuous service. A participant is 100% vested after three years of credited service. Accelerated vesting can occur upon certain circumstances.

YP Holdings LLC Retirement Savings Plan

Notes to Financial Statements (continued)

1. Description of Plan (continued)

Forfeitures

Upon termination of employment, participants forfeit their nonvested balances. If a participant is rehired within a five year period, the forfeited contributions are reinstated. Forfeited balances of terminated participants' nonvested accounts may be used to pay administrative expenses or to reduce future Company contributions. Unallocated forfeited balances as of December 31, 2012, totaled \$148,575, and no forfeitures were used during 2012 to reduce Company contributions or pay administrative expenses.

Participant Loans

Participants may borrow from their accounts a minimum amount of \$1,000 up to a maximum equal to the lesser of the following:

- \$50,000, reduced by the excess, if any, of (a) the highest outstanding loan balance for all loans to the participant from all YP plans within the preceding 12-month period; and (b) the outstanding balance on the date the loan is to be made
- 50% of their vested account balance, excluding such Participant's dividend account
- 50% of the participant's vested accrued benefit under all qualified plans of YP
- 100% of the participant's vested account balance, excluding such Participant's LESOP Share Sub-accounts and Dividend Account

The maximum loan term is five years or may be up to ten years for the purchase of a primary residence. A participant may not have more than three loans outstanding at any point in time. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates at the date of issuance as determined by the Plan administrator. Principal and interest are paid ratably through monthly payroll deductions. If the loan is not repaid, it will automatically be treated as a distribution to the participant. Interest rates on loans outstanding during 2012 ranged from 4.25% to 9.25%.

YP Holdings LLC Retirement Savings Plan

Notes to Financial Statements (continued)

1. Description of Plan (continued)

Payment of Benefits

Upon separation from service with the Company due to death, disability, retirement or termination, a participant whose vested account balance exceeds \$1,000 may elect to receive either a lump-sum payment or may elect installment payments on an annual basis. A participant whose vested account balance is \$1,000 or less and has not commenced receiving installment payments will automatically receive an immediate lump-sum distribution equal to their vested account balance.

In-service withdrawals are available in certain limited circumstances, as defined by the Plan document. Hardship withdrawals are allowed for participants incurring an immediate and heavy financial need, as defined by the Plan document. Hardship withdrawals are strictly regulated by the Internal Revenue Service (IRS) and a participant must exhaust all available loan options and available distributions prior to requesting a hardship withdrawal.

Administrative Expenses

The Plan's administrative expenses are paid by either the Plan or the Company, as provided by the Plan's provisions. Administrative expenses paid by the Plan include fees related to the administration and operation of the Plan. Expenses relating to purchases, sales or transfers of the Plan's investments are charged to the particular investment fund to which the expenses relate. Any other administrative expenses of the Plan are paid by the Company.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event the Plan terminates, participants will become 100% vested in their accounts.

YP Holdings LLC Retirement Savings Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes and supplemental schedules. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments held by the Plan are stated at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's administrator determines the Plan's valuation policies utilizing information provided by the investment advisers and trustee. See Note 4 for further discussion and disclosures related to fair value measurements.

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

The Fidelity Managed Income Portfolio (MIP Fund) invests in fully benefit-responsive investment contracts. This fund is recorded at fair value (see Note 4); however, since these contracts are fully benefit-responsive, an adjustment is reflected in the statement of net assets available for benefits to present these investments at contract value. Contract value is the relevant measurement attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the Plan.

Notes Receivable From Participants

Notes receivable from participants represent participant loans that are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. Related fees are recorded as administrative expenses

YP Holdings LLC Retirement Savings Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

and are recorded when they are incurred. No allowance for credit losses has been recorded as of December 31, 2012. If a participant ceases to make loan repayments and the Plan administrator deems the participant loan to be a distribution, the participant loan balance is reduced and a benefit payment is recorded.

Payment of Benefits

Benefits are recorded when paid.

New Accounting Pronouncements

In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2011-04, *Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRS* (ASU 2011-04). ASU 2011-04 amended Accounting Standards Codification (ASC) 820, Fair Value Measurement, to converge the fair value measurement guidance in U.S. GAAP and International Financial Reporting Standards (IFRS). Some of the amendments clarify the application of existing fair value measurements requirements, while other amendments change a particular principle in ASC 820. In addition, disclosures are not required for non-public entities, as defined in ASC 820. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. Adoption of ASU 2011-04 did not have an effect on the Plan's net assets available for benefits or its changes in net assets available for benefits.

3. Investments

Individual investments that represent 5% or more of the Plan's net assets available for benefits are as follows at December 31, 2012:

Vanguard Institutional Index Fund	\$ 46,339,919
Pimco Total Return Fund	37,912,772
American Funds Fundamental Investors Fund	23,309,591
Fidelity Managed Income Portfolio (at fair value)	47,999,334
Fidelity Spartan Extended Market Index Fund	24,925,627
Pyramis Core Lifecycle 2020	21,932,891
Pyramis Core Lifecycle 2025	22,993,475

YP Holdings LLC Retirement Savings Plan

Notes to Financial Statements (continued)

3. Investments (continued)

During 2012, the Plan's investments (including investments purchased, sold as well as held during the year) appreciated in fair value as follows:

Self-directed brokerage accounts	\$ 778,635
Common/collective trust funds	3,426,271
Mutual funds	13,727,243
AT&T stock	2,493,787
	<u>\$ 20,425,936</u>

All investment information disclosed in the accompanying financial statements and supplemental schedule of assets (held at end of year), including investments held, notes receivable from participants, and the adjustment from fair value to contract value for fully benefit-responsive investment contracts held by a collective trust at December 31, 2012, and net appreciation in fair value of investments, interest, dividends, and interest income on notes receivable from participants for the period from May 1, 2012 (inception) through December 31, 2012, was obtained or derived from information provided to the Plan administrator and certified as complete and accurate by Fidelity Management Trust Company, the trustee of the Plan.

During 2012, participant could invest their contributions in one or more of the 18 funds in 1% increments, including Fidelity BrokerageLink®, which is a self-directed brokerage account that provides the participants the option to invest in a broad range mutual funds, common and preferred stock.

4. Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e., an exit price). The fair value hierarchy 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 and liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

Level 1 – Unadjusted quoted prices in active markets that are accessible to the reporting entity at the measurement date for identical assets and liabilities.

YP Holdings LLC Retirement Savings Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

Level 2 – Inputs other than quoted prices in active markets for identical assets and liabilities that are observable either directly or indirectly for substantially the full term of the asset or liability. Level 2 inputs include the following:

- Quoted prices for similar assets and liabilities in active markets
- Quoted prices for identical or similar assets or liabilities in markets that are not active
- Observable inputs other than quoted prices that are used in the valuation of the asset or liabilities (e.g., interest rate and yield curve quotes at commonly quoted intervals)
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 – Unobservable inputs for the asset or liability (i.e., supported by little or no market activity). Level 3 inputs include management's own assumption about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

The level in the fair value hierarchy within which the fair value measurement is classified is determined based on the lowest level input that is significant to the fair value measurement in its entirety.

Following is a description of the valuation techniques and inputs used for each major class of assets measured at fair value by the Plan.

Mutual funds are valued at the daily closing price as reported by the fund. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Common/collective trust funds are valued at quoted redemption values that represent the net asset values of units held at year-end and are classified as Level 2 investments. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities.

YP Holdings LLC Retirement Savings Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

Preferred and common stock are valued at the closing price reported on the active market on which the individual securities are traded.

The MIP Fund is a collective trust fund, however because it invests in underlying GICS (see Note 2), it reports fair value based on the underlying assets as determined by the issuer of the MIP Fund. Net asset value for the MIP fund represents contract value. At December 31, 2012, the underlying assets had a fair value of \$47,999,334 and a contract value of \$46,625,722.

YP Holdings LLC Retirement Savings Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets carried at fair value.

	Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
U.S. Blend funds	\$ 127,263,776	\$ —	\$ —	\$ 127,263,776
U.S. Bond Funds	38,515,404	—	—	38,515,404
U.S. Value funds	1,703,554	—	—	1,703,554
U.S. Growth funds	1,222,659	—	—	1,222,659
U.S. Market Neutral	301,430	—	—	301,430
U.S. Diversified funds	199,872	—	—	199,872
U.S. Moderate funds	161,645	—	—	161,645
U.S. Conservative funds	160,275	—	—	160,275
U.S. Real Estate funds	20,543	—	—	20,543
U.S. World funds	20,265	—	—	20,265
Other	1,110,762	—	—	1,110,762
Total mutual funds	170,680,185	—	—	170,680,185
Common collective trusts:				
Target funds	—	97,252,971	—	97,252,971
Managed income portfolio (at fair value)	—	47,999,334	—	47,999,334
Other	—	405,760	—	405,760
Total common collective trusts	—	145,658,065	—	145,658,065
Common stock	5,283,465	—	—	5,283,465
Preferred stock	26,188	—	—	26,188
Interest bearing cash	3,032,876	—	—	3,032,876
Other	7,956	—	—	7,956
Total assets at fair value	\$ 179,030,670	\$ 145,658,065	\$ —	\$ 324,688,735

YP Holdings LLC Retirement Savings Plan

Notes to Financial Statements (continued)

5. Reconciliation of Financial Statements to the Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2012 to the Form 5500:

Net assets available for benefits per the financial statements	\$ 340,177,412
Participant contributions receivable	(773,486)
Employer contributions receivable	(372,365)
Adjustment from fair value to contract value for fully benefit-responsive investment contracts at December 31, 2012	1,373,612
Amounts deemed as distributions	(93,396)
Net assets available for benefits per the Form 5500	<u>\$ 340,311,777</u>

The following is a reconciliation of the net increase in net assets available for benefits per the financial statements for the period from May 1, 2012 (inception) through December 31, 2012 to the Form 5500:

Net increase per the financial statements	\$ 12,046,887
Participant contributions receivable	(773,486)
Employer contributions receivable	(372,365)
Interest income on amounts deemed as distributions	(962)
Amounts deemed as distributions	(87,923)
Adjustment from fair value to contract value for fully benefit-responsive investment contracts at December 31, 2012	1,373,612
Total income per the Form 5500	<u>\$ 12,185,763</u>

The following is a reconciliation of assets transferred in per the financial statements for the period from May 1, 2012 (inception) through December 31, 2012, to the Form 5500:

Assets transferred in per the financial statements	\$ 328,130,525
Amounts deemed as distributions prior to asset transfer	(4,511)
Assets transferred in per the Form 5500	<u>\$ 328,126,014</u>

YP Holdings LLC Retirement Savings Plan

Notes to Financial Statements (continued)

7. Risks and Uncertainties

The Plan invests in various investment securities that are exposed to various risks such as interest rate, market volatility, 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 statement of net assets available for benefits.

8. Related-Party Transactions

The Plan holds shares of mutual funds and units of common/collective trust funds managed by Fidelity Management Trust Company, the trustee of the Plan. These transactions qualify as party-in-interest transactions; however, they are exempt from the prohibited transaction rules under ERISA.

9. Tax Status

The Plan intends to apply for a determination letter from the Internal Revenue Service (IRS) stating that the Plan is qualified under Section 401(a) of the Code. However, the Plan administrator believes that the Plan has been designed to comply with and is operating in accordance with the applicable requirements of the Code and therefore, believes the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States require Plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there were no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

YP Holdings LLC Retirement Savings Plan

Notes to Financial Statements (continued)

10. Subsequent Events

The Plan has evaluated subsequent events through October 15, 2013, the date the financial statements were available to be issued.

Supplemental Schedules

YP Holdings LLC Retirement Savings Plan

EIN #80-0803728 Plan #004

Schedule H, Line 4a – Schedule of Delinquent Participant Contributions

Period From May 1, 2012 (Inception) Through
Year Ended December 31, 2012

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions				Total Fully Corrected Under VFCP and PTE 2002–51
	☒ Check here if Late Participant Loan Repayments are included	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
\$ 794	\$ –	\$ 794	\$ –	\$ –	

YP Holdings LLC Retirement Savings Plan

EIN #80-0803728 Plan #004

Schedule H, Line 4i – Schedule of Assets (Held At End of Year)

December 31, 2012

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Mutual Funds:			
Acadian Emerging Markets Port Instl	6,352.324 shares	**	\$ 122,028
AIM Diversified Dividend Investor CL	10,369.896 shares	**	139,579
Amana Mutual Fund Trust Growth	109.092 shares	**	2,933
Amana Mutual Fund Trust Income	171.248 shares	**	5,864
American Funds EuroPacific Growth Fund	188,484.181 shares	**	7,761,779
American Funds Fundamental Investors	571,593.688 shares	**	23,309,591
Artio Global High Income Fund CL A	986.985 shares	**	10,304
Artisan Global Value FD Invt Shares	1,381.285 shares	**	16,534
Artisan Opportunistic Value	1,906.446 shares	**	21,486
Baron Small Cap Fund	141.683 shares	**	3,715
Blackrock Global Allocation FD CL C	283.401 shares	**	5,209
Blackrock Intl Opportunity SVC Class	274.017 shares	**	9,075
Blackrock Intl Small Cap Equity Inst	706.326 shares	**	24,199
Buffalo Balanced Fund	444.723 shares	**	5,635
Buffalo High Yield	229.506 shares	**	2,623
Causeway International Value Investor	6,479.792 shares	**	84,756
Chase Mid Cap Growth Class A	204.422 shares	**	7,627
Compak Dynamic Asset Allocation CL A	814.017 shares	**	8,181
Delaware Emerging Markets Class C	690.608 shares	**	9,392
DFA Global Real Estate SEC Portfolio	660.284 shares	**	5,949
DFA International Value Port II	31,607.842 shares	**	161,200
DFA Short Term Extended Qual Instl	974.292 shares	**	10,629
DFA TA World EX US Core EQ Portfolio	2,869.701 shares	**	26,057
DFA US Core Equity II	2,055.202 shares	**	25,032
DFA US Large Cap Value Port II	50,275.262 shares	**	547,498
Dimensional ADV US Small Cap Value Port	22,816.455 shares	**	598,019
Dimensional Advisor US Large Capital Val	749.522 shares	**	17,164
Dodge & Cox Internatl Stock Fund	235.123 shares	**	8,145
Doubleline Total RT Bond FD CL N	1,403.672 shares	**	15,904
Driehaus Emerging Markets	1,480.123 shares	**	45,307
Fairholme Fund	992.865 shares	**	31,216

* Party in interest

** Participant-directed investments, cost not required

*** At fair value

YP Holdings LLC Retirement Savings Plan

EIN #80-0803728 Plan #004

Schedule H, Line 4i – Schedule of Assets (Held At End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Mutual Funds (continued):			
FAM Value	273.919 shares	**	\$ 13,389
Federated High Yield Instl Fund	653.519 shares	**	4,156
* Fidelity Aggressive International	290.008 shares	**	4,022
* Fidelity Capital & Income Fund	6,214.595 shares	**	59,039
* Fidelity Contrafund	499.724 shares	**	38,764
* Fidelity Corporate Bond Fund	1,080.036 shares	**	12,366
* Fidelity Disciplined Equity Fund	2,780.397 shares	**	67,758
* Fidelity Diversified International Fund	1,126.854 shares	**	33,738
* Fidelity Emerging Markets Fund	1,092.548 shares	**	25,358
* Fidelity Equity Income Fund	31.498 shares	**	1,482
* Fidelity Floating Rate High Income Fund	2,811.139 shares	**	27,887
* Fidelity Freedom 2025 Fund	103.404 shares	**	1,236
* Fidelity Ginnie Mae Fund	890.537 shares	**	10,455
* Fidelity Growth & Income Fund	2,971.330 shares	**	63,170
* Fidelity High Income Fund	24,686.219 shares	**	230,569
* Fidelity Latin America Fund	85.179 shares	**	3,945
* Fidelity Leveraged Company Stock Fund	504.443 shares	**	16,253
* Fidelity Low Priced Stock Fund	2,555.480 shares	**	100,941
* Fidelity New Markets Income Fund	860.841 shares	**	15,323
* Fidelity New Millennium Fund	93.679 shares	**	2,841
* Fidelity Puritan Fund	3,716.102 shares	**	72,130
* Fidelity Real Estate Income Fund	721.069 shares	**	8,220
* Fidelity Select Biotechnology Fund	865.469 shares	**	95,193
* Fidelity Select Chemicals Fund	60.755 shares	**	7,234
* Fidelity Select Constructn & Housing Fund	108.524 shares	**	5,292
* Fidelity Select Energy Service Fund	41.771 shares	**	2,786
* Fidelity Select Food & Agriculture Fund	172.483 shares	**	13,802
* Fidelity Select Gold Fund	65.813 shares	**	2,434
* Fidelity Select Industrial Materials Fund	65.681 shares	**	4,690
* Fidelity Select Natural Gas Fund	26.410 shares	**	815
* Fidelity Select Natural Resources Fund	398.166 shares	**	12,841
* Fidelity Select Pharmaceutical Fund	107.747 shares	**	1,621

* Party in interest

** Participant-directed investments, cost not required

*** At fair value

YP Holdings LLC Retirement Savings Plan

EIN #80-0803728 Plan #004

Schedule H, Line 4i – Schedule of Assets (Held At End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Mutual Funds (continued):			
* Fidelity Select Software & Computer Fund	56.580 shares	** \$	4,656
* Fidelity Select Technology Fund	134.578 shares	**	13,634
* Fidelity Small Cap Growth Fund	261.143 shares	**	4,123
* Fidelity Small Cap Retirement Fund	1,470.088 shares	**	35,385
* Fidelity Small Cap Value Fund	1,375.734 shares	**	22,259
* Fidelity Spartan Extended Market Index Fund	624,545.913 shares	**	24,925,627
* Fidelity Spartan Global Ex US Index Fund	1,260,190.844 shares	**	13,899,905
* Fidelity Spartan Total Market Index Fund	256,806.008 shares	**	10,585,544
* Fidelity Strategic Income Fund	1,471.193 shares	**	16,727
* Fidelity Total Bond Fund	229.503 shares	**	2,513
First Eagle Sogen Global Class C Fund	111.111 shares	**	5,308
FPA Crescent Instl Fund	1,190.870 shares	**	34,881
Gabelli ABC Fund - Advisor Class Fund	5,780.397 shares	**	57,168
Gabelli Small Cap Growth Fund	409.289 shares	**	15,005
Gabelli Utilities Fund Class C Fund	4,406.124 shares	**	20,621
Goldman Sachs High Yield Class A Fund	1,097.394 shares	**	8,000
Harbor Capital Appreciation Inv CL Fund	2,714.727 shares	**	113,910
Harbor Commodity Ret Strategy FD Instl CL Fund	684.476 shares	**	4,873
Harbor International Fund	357.482 shares	**	22,207
Hussman Strategic Total Return Fund	2,495.843 shares	**	30,225
ING Corporate Leader Trust Fund	1,320.905 shares	**	32,851
IVA worldwide Fund CL C Fund	401.596 shares	**	6,349
IVY High Income Class Y Fund	1,875.733 shares	**	16,019
IVY Science & Technology CL A Fund	143.843 shares	**	5,070
JANUS Balanced Fund	605.432 shares	**	15,880
JANUS Enterprise Fund	42.286 shares	**	2,789
JANUS Mid Cap Value Invst SHS Fund	132.054 shares	**	2,818
JANUS Overseas Fund	315.248 shares	**	10,778
JANUS Short Term Bond Fund	63,394.009 shares	**	195,254
JANUS Triton Fund Fund	1,303.846 shares	**	23,495
Laudus Growth Invt US Large Cap Grwth Fund	1,308.205 shares	**	18,864
Lazard Emerging Mkts Open Class Fund	1,155.493 shares	**	23,145

* Party in interest

** Participant-directed investments, cost not required

*** At fair value

YP Holdings LLC Retirement Savings Plan

EIN #80-0803728 Plan #004

Schedule H, Line 4i – Schedule of Assets (Held At End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Mutual Funds (continued):			
Legg Mason WA Strategies Inc A Fund	2,248.096 shares	**	\$ 16,096
Longleaf Partners Fund	647.062 shares	**	17,076
Loomis Sayles Bond Retail Shares Fund	2,478.409 shares	**	37,325
Loomis Sayles Global Bond Retail Fund	824.151 shares	**	14,142
Manning & Napier International Series Fund	566.087 shares	**	4,925
Marsico Flexible Capital Fund	1,831.485 shares	**	27,234
Matthes Asian Growth & Income Fund	543.183 shares	**	10,109
Matthew 25 Fund	459.877 shares	**	10,200
Merger Fund	15,430.321 shares	**	244,262
Oakmark Fund	130.302 shares	**	6,324
Oakmark Internat'l Fund	1,728.606 shares	**	36,180
Parnassas Equity Income Portfolio Fund	482.095 shares	**	14,077
Permanent Portfolio FD Inc Fund	918.256 shares	**	44,664
PIMCO Emerging Mkts Bond Class D Fund	268.525 shares	**	3,357
PIMCO Foreign Bond Fund CL D (Unhedged) Fund	232.101 shares	**	2,528
PIMCO Fundamental IND EXPLus TR FD CL D Fund	2,589.692 shares	**	14,787
PIMCO High Yield Spectrum FD CL D Fund	310.596 shares	**	3,389
PIMCO Income FD CL D Fund	2,323.192 shares	**	28,715
PIMCO Real Estate Rel Return CL D Fund	903.350 shares	**	4,210
PIMCO Short-term Class D Fund	110.770 shares	**	1,094
PIMCO Total Return Class C Fund	2,849.620 shares	**	32,030
PIMCO Total Return Class D Fund	2,094.511 shares	**	23,542
Pimco Total Return Fund	3,373,022.448 shares	**	37,912,772
PIMCO Unconstrained Bond Fund CL D Fund	7,581.851 shares	**	87,040
Primecap Odyssey Growth Fund	3,325.188 shares	**	57,659
Putnam Capital Spectrum Fund CL A Fund	298.725 shares	**	8,048
Royce Low Priced Stock Fund	76.675 shares	**	1,061
Royce Total Return Fund	1,511.629 shares	**	20,604
Royce Value Plus Investmnt Class Fund	996.933 shares	**	13,788
Rydex Mid Cap Growth H Class Fund	427.632 shares	**	19,286
Scout Mid Cap Fund	253.499 shares	**	3,465
Spartan US Equity Index Fund	293.079 shares	**	14,798

* Party in interest

** Participant-directed investments, cost not required

*** At fair value

YP Holdings LLC Retirement Savings Plan

EIN #80-0803728 Plan #004

Schedule H, Line 4i – Schedule of Assets (Held At End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Mutual Funds (continued):			
T Rowe Price Blue Chip Growth Inc. Fund	621.803 shares	**	\$ 28,373
T Rowe Price Mid Cap Growth Fund	14,692.103 shares	**	829,663
T Rowe Price Real Estate Fund	246.894 shares	**	5,187
TCW Emerging Markets Income Cl N Fund	206.021 shares	**	2,476
The Delafield Fund	517.730 shares	**	15,811
Third Avenue Real Estate Value Invst Fund	205.585 shares	**	5,197
Thornburg Inv Income Builder Fund Cl C Fund	180.591 shares	**	3,399
Van Eck Global Hard Assets Class A Fund	324.359 shares	**	13,789
Vangard Fixed Inc High Yield Corp Fund	6,442.960 shares	**	39,366
Vanguard Global Equity Fund	413.404 shares	**	7,718
Vanguard Index Trust Small Cap Growth Fund	394.414 shares	**	9,872
Vanguard Institutional Index Fund Fund	355,040.752 shares	**	46,339,919
Vanguard Internatl Value Portfolio Fund	1,640.661 shares	**	51,156
Vanguard Utilities Income Fund	1,944.383 shares	**	32,355
Vanguard Wellington Fund	2,630.620 shares	**	89,020
Vanguard/Wellesley Income Fund	3,541.519 shares	**	85,386
Vice Fund	449.236 shares	**	10,004
Virtus Small Mid Cap Cl A Fund	262.693 shares	**	5,146
Weitz Partners Value Fund	1,163.873 shares	**	28,876
Wells Fargo Advantag Income Plus Invt Cl Fund	82.891 shares	**	1,009
Wells Fargo Growth Fund-Investor Class Fund	406.464 shares	**	16,161
Westcore Flexible Income Fund	908.255 shares	**	8,120
Westcore Plus Bond Fund	1,227.853 shares	**	13,801
William Blair Mid Cap Grwth FD CL N Fund	530.934 shares	**	6,716
Wintergreen Fund	96.763 shares	**	1,461
Yacktman Focused Service Class Fund	2,685.997 shares	**	55,117
Yacktman Fund Service Class Fund	3,244.612 shares	**	62,037
			<u>170,680,185</u>

* Party in interest

** Participant-directed investments, cost not required

*** At fair value

YP Holdings LLC Retirement Savings Plan

EIN #80-0803728 Plan #004

Schedule H, Line 4i – Schedule of Assets (Held At End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Common/Collective Trust Funds:			
American Cap AGY Corp Com	4,008.977 units	**	\$ 115,859
Annaly Mortgage Management Inc	1,949.184 units	**	27,367
BP Prudhoe Bay TRY TR Unit BEN INT	1,253.079 units	**	85,886
Cheniere Energy Partners L P Com	550.000 units	**	11,693
Energy Transfer Partners LP UT Ltd	40.000 units	**	1,717
* Fidelity Managed Income Portfolio ***	46,625,721.760 units	**	47,999,334
Kinder Morgan Energy Partners L P	403.831 units	**	32,222
KKR & Co LP Common Units	179.534 units	**	2,734
KKR Finl Hldgs LLC	2,553.108 units	**	26,961
Legacy Resvs LP Unit Ltd Partnership Int	960.749 units	**	22,866
Linn Energy LLC Unit Repstg Ltd	50.000 units	**	1,762
New York Mtg Tr Inc Com Par \$.02	500.000 units	**	3,160
* Pyramis core Lifecycle 2000	58,031.959 units	**	643,575
* Pyramis core Lifecycle 2005	20,636.204 units	**	230,919
* Pyramis core Lifecycle 2010	143,703.173 units	**	1,654,024
* Pyramis core Lifecycle 2015	941,092.619 units	**	10,662,579
* Pyramis core Lifecycle 2020	2,015,890.762 units	**	21,932,891
* Pyramis core Lifecycle 2025	22,993,475.400 units	**	22,993,475
* Pyramis core Lifecycle 2030	1,600,455.043 units	**	16,564,710
* Pyramis core Lifecycle 2035	970,100.589 units	**	10,001,737
* Pyramis core Lifecycle 2040	646,772.179 units	**	6,545,334
* Pyramis core Lifecycle 2045	415,975.740 units	**	4,213,834
* Pyramis core Lifecycle 2050	177,475.272 units	**	1,769,428
* Pyramis core Lifecycle 2055	3,810.241 units	**	40,465
Realty Income Corp (Maryland)	212.990 units	**	8,564
Sunoco Logistics Partners LP	335.854 units	**	16,702
Two Harbors Investment Corp Com	200.000 units	**	2,216
Universal Health Rlty Income TR SBI Cert. of Dep.	909.928 units	**	46,051
			<u>145,658,065</u>

* Party in interest

** Participant-directed investments, cost not required

*** At fair value

YP Holdings LLC Retirement Savings Plan

EIN #80-0803728 Plan #004

Schedule H, Line 4i – Schedule of Assets (Held At End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Common Stock:			
A123 Systems Com	163.000 shares	**	\$ 3
ABBOTT Laboratories NFS IS A Specialist	225.000 shares	**	14,738
Abiomed Inc.	1,000.000 shares	**	13,440
Acadia Pharmaceuticals Inc	200.000 shares	**	930
ACME Packet Inc Com	250.000 shares	**	5,530
Activision Blizzard Inc Com	332.771 shares	**	3,534
Advanced Cell Technology Inc.	10,000.000 shares	**	560
Advanced Micro Devices Inc.	1,000.000 shares	**	2,400
Air Lease Corp	200.000 shares	**	4,300
Air Products & Chem	75.000 shares	**	6,302
Akamai Tech NFS LLC	600.000 shares	**	24,546
ALCOA Inc NFS	2,433.015 shares	**	21,119
Allergan Inc NFS LLC	30.000 shares	**	2,752
ALPS ETF TR Alerian MLP ETF	637.560 shares	**	10,169
Altria Group Inc NFS LLC	678.676 shares	**	21,338
Amazon.com Inc.	58.000 shares	**	14,550
Ambient Corp Com NEW	10.000 shares	**	30
American Express Co	223.364 shares	**	12,839
American Intl Group Inc Com	275.000 shares	**	9,708
American Railcar INDS Inc Com	40.352 shares	**	1,280
American Tower REIT Com	40.000 shares	**	3,091
Americas Petrogas Inc Com	2,450.000 shares	**	7,382
Ameriprise FINL Inc Com	100.000 shares	**	6,263
AMGEN Inc. NFS LLC	90.000 shares	**	7,758
Anadigics Inc NFS LLC	4,000.000 shares	**	10,080
AOL Inc COM USD	1.000 shares	**	30
Apple Computer Inc NFS LLC	1,754.058 shares	**	933,462
Archer Daniels Midland	53.646 shares	**	1,469
ARM Holdings PLC Spons ADR	75.000 shares	**	2,837
Astrazeneca PLC Spns ADR	300.000 shares	**	14,181

* Party in interest

** Participant-directed investments, cost not required

*** At fair value

YP Holdings LLC Retirement Savings Plan

EIN #80-0803728 Plan #004

Schedule H, Line 4i – Schedule of Assets (Held At End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Common Stock (continued):			
Atmos Energy Corp	110.945 shares	** \$	3,896
Autozone Inc	30.000 shares	**	10,633
Avanir Pharmaceuticals CL A	19,500.000 shares	**	51,032
Baidu Com Inc SPON ADR RESTG ORD SHS CL	228.000 shares	**	22,866
Bank of America Corp	12,254.741 shares	**	142,278
Bank of Nova Scotia Halifax	56.153 shares	**	3,250
Barclays Bank PLC IPATH Dow Jones	430.000 shares	**	19,776
Barclays Bank PLC IPATH S&P 500 VIX	32.000 shares	**	1,018
Baytex Energy Corp Com NPV	103.625 shares	**	4,481
Bershire Hathaway Inc DEL CL B	470.000 shares	**	42,159
Best Buy Inc	523.250 shares	**	6,201
Blyth Inc Com	450.574 shares	**	7,006
Boeing Co	478.000 shares	**	36,022
BP PLC SPON ADR REPSNTG	1,258.862 shares	**	52,419
Bristol Meyers Squibb NFS LLC	200.000 shares	**	6,518
Broadcom Corp CL A	387.564 shares	**	12,871
Cablevision SYS Corp NY Group CL A Com	100.000 shares	**	1,494
Calpine Corp Com NEW	300.000 shares	**	5,439
Capital One Financial Corp.	201.360 shares	**	11,665
Cardinal Health Inc NFS LLC	532.502 shares	**	21,928
Carnival Corp Paired CTF 1 Com	545.770 shares	**	20,068
Caterpillar Inc NFS	433.368 shares	**	38,834
Centurytel Inc.	176.056 shares	**	6,887
Changyou Com LTD ADS REPSTG CL A SHS	731.000 shares	**	19,255
Chernie Energy Inc.	1,000.000 shares	**	18,870
Chevrontexaco Corp	141.483 shares	**	15,300
China Metro-Rural Holdings Limited	500.000 shares	**	385
China RITAR PWR Corp	1,000.000 shares	**	420
China Unicom LTD Spons ADR	240.085 shares	**	3,911
China XINIYA Fashion LTD SPON ADS	312.000 shares	**	362

* Party in interest

** Participant-directed investments, cost not required

*** At fair value

YP Holdings LLC Retirement Savings Plan

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Schedule H, Line 4i – Schedule of Assets (Held At End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Common Stock (continued):			
Chorus Ltd ADR	141.000 shares	** \$	1,710
Chubb Corp	56.227 shares	**	4,235
Cisco Sys Inc NFS	1,426.953 shares	**	28,038
Citigroup Inc Com	500.230 shares	**	19,789
Claude Res Inc	2,490.000 shares	**	1,382
Claymore Exchange Traded FD TR 2	306.144 shares	**	6,807
Clean Pwr Concepts	18,750.000 shares	**	94
Clearwire Corp New CL A	1,100.000 shares	**	3,179
Cliffs Nat Res Inc	432.753 shares	**	16,691
Cobalt International Energy Inc Com	300.000 shares	**	7,368
Coca Cola Bottling Co Cons	10.000 shares	**	665
Cocal Cola NFS	405.500 shares	**	14,699
Coinstar Inc.	250.000 shares	**	13,003
ConocoPhillips NFS LC	325.000 shares	**	18,847
Cord Blood Amer Inc Com	5,399.000 shares	**	27
Corning Inc. NFS	900.000 shares	**	11,358
Costco Wholesale Corp	152.318 shares	**	15,038
CPFL Energia S A Sponsored ADR	3,000.000 shares	**	62,880
Cracker Barrel Old CTRY Store Inc Com	400.000 shares	**	25,704
Crocodile Gold Corp Com NPV	1,000.000 shares	**	321
Delcath Systems Inc Com	1,650.000 shares	**	2,030
Dex One Corp Com	1,009.322 shares	**	1,595
Diageo PLC	102.596 shares	**	11,961
Diamond Offshore Drilling Inc.	109.817 shares	**	7,463
Diana Containerships Inc NPV	20.745 shares	**	125
Diana Shipping Inc	542.897 shares	**	3,963
Digital Domain Media Group Inc. Com	75.000 shares	**	2
Direxion SH ETF TR NASDAQ	81.036 shares	**	3,075
Disney Walt Co Del	342.890 shares	**	17,072
Dollar General Corp Com USD	150.000 shares	**	6,614
Donnelley RR & Sons	1,000.000 shares	**	8,990

* Party in interest

** Participant-directed investments, cost not required

*** At fair value

YP Holdings LLC Retirement Savings Plan

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Schedule H, Line 4i – Schedule of Assets (Held At End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Common Stock (continued):			
Dragonwave Inc Com ISN	2,900.000 shares	** \$	9,425
DU Pont E I DE Nemours & Co	607.197 shares	**	27,311
Duke Energy Corp Com NPV	180.201 shares	**	11,497
Dynavax Technologies corp	1.000 shares	**	3
E M C Corp Mass NFS	450.000 shares	**	11,385
Eaton Vance Enhanced Equity	2,683.127 shares	**	28,012
EBAY Inc NFS LLC	200.000 shares	**	10,200
Electronics Arts NFS LLC	194.000 shares	**	2,817
Enbridge Inc.	2.000 shares	**	87
Ericsson L M Tel Co ADR CL B SEK 10	500.000 shares	**	5,050
Exelon Corp	600.000 shares	**	17,844
Express Scripts HLDG Co Com	200.000 shares	**	10,800
Exxon Mobil Corp	230.260 shares	**	19,929
Ezcorp Inc Com	350.000 shares	**	6,962
Facebook Inc. Com USD	1,371.000 shares	**	36,496
Family Dollar Stores Inc.	51.000 shares	**	3,234
Fannie Mae	1,070.000 shares	**	273
Fifth Third Bancorp	1,106.167 shares	**	16,814
First Solar Inc Com	53.000 shares	**	1,635
First TR Exch Traded Alphasex FD II Asia	2,058.665 shares	**	57,519
FNB Corp N C Com	73.000 shares	**	847
Force Energy Corp Com	500.000 shares	**	3
Ford Mtr Co Del Com	3,411.015 shares	**	44,173
France Telecom SA Spons ADR	3,735.151 shares	**	41,273
Freeport McMoran Copper & Gold CL B	904.807 shares	**	30,944
Friedfinder Networks Inc Com	2,000.000 shares	**	1,240
Frontier Communications Corp	900.000 shares	**	3,852
Gamco Global Gold Nat Res & Income	321.755 shares	**	4,118
Gamco Nat Res Gold & Income Trust Com	2,316.799 shares	**	31,647
Gamestop Corp New CL A	165.388 shares	**	4,150
Garmin Ltd SHS	200.000 shares	**	8,150
General Electric Co NFS	3,791.293 shares	**	79,579

* Party in interest

** Participant-directed investments, cost not required

*** At fair value

YP Holdings LLC Retirement Savings Plan

EIN #80-0803728 Plan #004

Schedule H, Line 4i – Schedule of Assets (Held At End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Common Stock (continued):			
General Motors Co Com	200.000 shares	** \$	5,766
Genetic Technologies Ltd.	125.000 shares	**	273
Glaxosmithkline PLC Sponsored ADR	300.000 shares	**	13,041
Google Inc CL A	20.000 shares	**	14,148
Great Panther Silver Ltd Com	2,800.000 shares	**	4,284
Great Wall BLDRS LTD Com	1,600.000 shares	**	27
Green Mtn Coffee Inc.	111.000 shares	**	4,589
Hain Celestial Group Inc.	200.000 shares	**	10,844
Hecla Mining Co	150.582 shares	**	878
Heinz H J Co	57.642 shares	**	3,325
Hewlett-Packard Co DE	50.000 shares	**	713
HKT Trust and HKT Ltd Share Stapled	8.000 shares	**	8
Home Depot Inc NFS	320.000 shares	**	19,792
Honeywell Intl Inc	103.392 shares	**	6,562
Horizon Technology Fin Corp Com	314.676 shares	**	4,695
Hormel George A & Co	108.425 shares	**	3,384
Immunogen Inc. NFS LLC	15.000 shares	**	191
Inovio Biomedical Corp	9,008.000 shares	**	4,504
Intel Corp NFS LLC	2,916.177 shares	**	60,132
INTL Business Mach	325.146 shares	**	62,282
INTL Paper Co	150.000 shares	**	5,976
Ipass Inc	1,000.000 shares	**	1,830
Ishares Comex gold Trust Ishares ETF	4,000.000 shares	**	65,116
Ishares Inc MSCI Brazil Free Index FU	1.690 shares	**	95
Ishares Silver TR Ishares	1,086.000 shares	**	31,896
Ishares TR 1-3 yr Treas Index FD	235.545 shares	**	19,885
Ishares TR Dow Jones U S Energy Sector	300.000 shares	**	12,252
Ishares TR Dow Jones U S FINL SVCS	150.000 shares	**	8,897
Ishares TR FTSE XINHAU HK China 25	711.217 shares	**	28,769
Ishares TR Lehman U S Aggregate BD FD	107.910 shares	**	11,987

* Party in interest

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*** At fair value

YP Holdings LLC Retirement Savings Plan

EIN #80-0803728 Plan #004

Schedule H, Line 4i – Schedule of Assets (Held At End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Common Stock (continued):			
Ishares TR MSCI EAFE Index FD	506.000 shares	**	\$ 28,771
Ishares TR MSCI EAFE Small Cap Index FD	295.000 shares	**	12,009
Ishares TR MSCI EAFE Value Index FD	419.000 shares	**	20,380
Ishares TR MSCI Emerging Mkts	1,320.000 shares	**	58,542
Ishares TR S&P 500/Barra Value Index FD	433.000 shares	**	28,747
Ishares TR S&P Midcap 400 Index FD	296.000 shares	**	30,103
Ishares TR S&P Midcap 400/Barra	343.000 shares	**	30,232
Ishares TR U S Treas Inflation	49.663 shares	**	6,030
Ishares Trust S&P Smallcap 600 Index	376.000 shares	**	29,366
Itonis Inc.	500.000 shares	**	5
J P Morgan Chase & Co	1,879.787 shares	**	82,652
Jammin Java Corp Com	500.000 shares	**	42
Jetblue Awys Corp NFS	50.000 shares	**	286
Johnson & Johnson NFS	603.709 shares	**	42,320
Johnson CTLS Inc	857.719 shares	**	26,306
Juniper Networks Inc.	200.000 shares	**	3,934
Kellogg Company NFS	250.000 shares	**	13,963
Kimberly Clark Corp NFS	56.925 shares	**	4,806
Knight Cap Group Inc.	470.000 shares	**	1,650
Kodiak Oil & Gas Corp	1,018.000 shares	**	9,009
Kraft Foods Group Inc Com	259.000 shares	**	11,777
Kratos Defense & SEC Solutions Com	350.000 shares	**	1,761
Krispy Kreme Doughnuss Inc.	400.000 shares	**	3,752
Lamar Advertising Co CL A	18.946 shares	**	734
Lattice Semiconductor Corp	1,000.000 shares	**	3,990
Leucadia Natl Corp	329.223 shares	**	7,832
Lifelock Inc Com	200.000 shares	**	1,626
Lilly ELI & Co	130.768 shares	**	6,449
Lincoln National Corp	102.471 shares	**	2,654
Lionbridge Tech Inc.	900.000 shares	**	3,618

* Party in interest

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*** At fair value

YP Holdings LLC Retirement Savings Plan

EIN #80-0803728 Plan #004

Schedule H, Line 4i – Schedule of Assets (Held At End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Common Stock (continued):			
Livewire Ergogenics Inc Com	1,500.000 shares	**	\$ 344
Lockheed Martin corp NFS LLC	20.000 shares	**	1,846
Lodgenet Entmt Corp	444.000 shares	**	23
Lone Star Gold Inc Com	100.000 shares	**	3
Lorillard Inc Com	100.000 shares	**	11,667
Luxottica Group S P A	100.000 shares	**	4,135
Main Str Cap Corp Com	1,038.403 shares	**	31,682
Market Vectors ETF TR Gold Miners ETF	454.597 shares	**	21,089
Market Vectors ETF TR JR Gold Mines ETF	72.721 shares	**	1,439
Marvell Technology Group Ltd	300.000 shares	**	2,178
Mastercard Inc CL A	70.552 shares	**	34,661
Mcdonalds Corp	705.043 shares	**	62,192
Medtronic Inc	400.000 shares	**	16,408
Merck & Co Inc	125.231 shares	**	5,127
MGM Mirage NFS	100.000 shares	**	1,164
Microsemi Corp	9.000 shares	**	189
Microsoft Corp	1,477.714 shares	**	39,470
Modelez Intl Inc Com	783.668 shares	**	19,947
Molycorp Inc.	237.000 shares	**	2,237
Monsanto Co	212.705 shares	**	20,133
Morgan Stanley China A Share fund Inc.	300.000 shares	**	7,215
Mustang Alliances Inc.	215.000 shares	**	2
National Grid Transco PLC	40.000 shares	**	2,298
Net SVGS Link Inc	13,500.000 shares	**	14
Netflix Com Inc.	180.000 shares	**	16,666
NII HLDGS Inc.	350.000 shares	**	2,496
Nike Inc Class B NFS	605.922 shares	**	31,266
Nokia Corp ADR	1,668.000 shares	**	6,589
Nordstrom Inc	200.000 shares	**	10,700
Northrop Grumman Corp Holding Corp Co.	12.409 shares	**	839
Novacopper Inc Com	370.000 shares	**	670
Novagold Resources	2,225.000 shares	**	10,035

* Party in interest

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*** At fair value

YP Holdings LLC Retirement Savings Plan

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Schedule H, Line 4i – Schedule of Assets (Held At End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Common Stock (continued):			
Novartis AG ADR	174.000 shares	** \$	11,014
Novus Robotics Inc Com	38.000 shares	**	2
Occidental Petroleum Corp	20.139 shares	**	1,543
Opentable Inc Com	50.000 shares	**	2,440
Oracle Corp	393.034 shares	**	13,096
Originoil Inc Com	5,500.000 shares	**	4,400
Pandora Media Inc Com	275.000 shares	**	2,525
Patriot Coal Corp Com	200.000 shares	**	15
PCCW Ltd New	200.000 shares	**	88
PDL Biopharma Inc. Com	509.572 shares	**	3,587
Peabody Eneary Corp	200.000 shares	**	5,322
Pengrowth Energy Corp Com	1,284.690 shares	**	6,385
Pepsico Inc	275.678 shares	**	18,865
Pfizer Inc	236.709 shares	**	5,936
Philip Morris Intl Inc.	262.366 shares	**	21,944
Phillips 66 Com	100.000 shares	**	5,310
Polyone Corp	20.000 shares	**	4,084
Potash Corp SASK Inc	2.027 shares	**	82
Powershares DB Commodity Index	600.000 shares	**	16,668
Powershares Exchange Traded FD TR FINL	2,698.934 shares	**	49,337
Powershares QQQ TR Unit SER 1	105.925 shares	**	6,899
Powerwave Technologies Inc.	13,000.000 shares	**	4,030
PPG Industries	16.000 shares	**	2,166
Proctor & Gamble Co	110.168 shares	**	7,479
Proshares TR II Proshares Ultra DJ	800.000 shares	**	23,456
Proshares TR II Proshares Ultrashort	200.000 shares	**	10,154
Proshares TR II Proshares Ultrashort	300.000 shares	**	5,703
Proshares TR Short Real Estate FD	200.000 shares	**	5,600
Proshares TR Short Russell 2000	1,000.000 shares	**	24,320
Proshares TR Short S&P 500 Proshares	4.000 shares	**	136

* Party in interest

** Participant-directed investments, cost not required

*** At fair value

YP Holdings LLC Retirement Savings Plan

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Schedule H, Line 4i – Schedule of Assets (Held At End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Common Stock (continued):			
Proshares TR Ultra S&P 500 Proshares	400.000 shares	**	\$ 24,140
Proshares TR Ultrashort QQQ	143.000 shares	**	4,240
Proshares Trust PSHS ULSHT SP500	650.000 shares	**	35,172
Qualcomm Inc NFS LLC	304.865 shares	**	18,859
Quality Distr Inc FLA	675.000 shares	**	4,050
Questcor Phar Inc.	39.419 shares	**	1,053
Quicklogic Corp	6,000.000 shares	**	13,020
Rambus Inc NFS LLC	6,100.000 shares	**	29,707
Raytheon Co Com	15.000 shares	**	863
Regins Finl Corp	1,000.000 shares	**	7,130
Renewable Energy Group Inc Com	324.000 shares	**	1,899
Renren Inc Sponsored ADR RESPTG CL A	200.000 shares	**	690
Research in Motion LTD	12.000 shares	**	142
Riverbed Technology Inc Com	200.000 shares	**	3,944
Rowan Companies PLC Com GBPO.125A	100.000 shares	**	3,127
Royal Carribbean Cruises Ltd	211.518 shares	**	7,192
S&P 500 Depository Receipt	298.000 shares	**	42,438
Sandridge Energy Inc Com	20.000 shares	**	127
Sarepta Therapeutics Inc Com	250.000 shares	**	6,450
Sasol Ltd SPBSRD ADR	250.000 shares	**	10,823
Seacoast BKG Corp FLA Com	100.000 shares	**	161
Seadrill Limited	522.486 shares	**	19,227
Servicesource Intl LLC Com	150.000 shares	**	878
Sherwin Williams Co	25.000 shares	**	3,846
Simulations Plus Inc.	2,637.142 shares	**	11,577
Sirius XM Radio Inc Com	9,960.006 shares	**	28,784
Skyworks Solutions Inc. Com	50.000 shares	**	1,015
SLM Corp Com	81.196 shares	**	1,391
Smith & Wesson Hldg Corp	695.000 shares	**	5,866
Smucker J M Co	352.231 shares	**	30,376
Solazyme Inc	46.000 shares	**	362
Southwest Airlns Co NFS	1,092.194 shares	**	11,184

* Party in interest

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*** At fair value

YP Holdings LLC Retirement Savings Plan

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Schedule H, Line 4i – Schedule of Assets (Held At End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Common Stock (continued):			
SPDR Gold TR Gold SHS	120.000 shares	**	\$ 19,442
SPDR Index SHS FDS DJ Euro Stoxx 50	50.000 shares	**	1,733
SPDR SER TR S&P Divid ETF	28.248 shares	**	1,643
Sprint Corp (FON Group)	600.000 shares	**	3,402
SPX Corp NFS	108.032 shares	**	7,578
Starbucks Corp NFS	760.717 shares	**	40,797
Statoil ASA Spon ADR	100.000 shares	**	2,504
Sturm Ruger & Co Inc.	166.442 shares	**	7,556
Suntrust Banks Inc NFS	500.000 shares	**	14,175
Synovus FINL Corp NFS LLC	1,000.000 shares	**	2,450
Sysco corp NFS LLC	342.323 shares	**	10,838
Tata Mtrs Ltd Sponsored ADR	300.000 shares	**	8,616
Telecom Argentina STET France Telecom	500.000 shares	**	5,690
Telecom Corp of New Zealand A D S	732.095 shares	**	6,870
Tellabs Inc NFS LLC	1.000 shares	**	2
Templeton Dragon Fund Inc.	300.000 shares	**	8,532
Teva Pharmaceutical Inds Ltd ADS	447.032 shares	**	16,692
Thoratec Corp New	250.000 shares	**	9,380
Three D Systems Corp	250.000 shares	**	13,338
Time Warner Cable Inc.	3.000 shares	**	292
Time Warner Inc. Co	15.000 shares	**	717
TIVO Inc.	93.000 shares	**	1,145
Total Fina ELF S A Spon ADR	250.000 shares	**	13,003
Tractor Supply Co	150.334 shares	**	13,284
Transocean LTD Zug Namen-AKT	263.747 shares	**	11,779
Trimble Nav Ltd	200.000 shares	**	11,956
Trinity INDS Inc DEL FRMLY Texas	160.675 shares	**	5,755
Tronox Ltd Com CL A	711.649 shares	**	12,988
True Religion Apparel Inc.	100.000 shares	**	2,542
Turquoise Hill Res Ltd Com	2,450.000 shares	**	18,645
Tyco International Ltd SHS	100.000 shares	**	2,925
UBS AG Jersey BRH E Tracs LFD to Alerian	98.204 shares	**	3,196

* Party in interest

** Participant-directed investments, cost not required

*** At fair value

YP Holdings LLC Retirement Savings Plan

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Schedule H, Line 4i – Schedule of Assets (Held At End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Common Stock (continued):			
Under Armour Inc Cl A	66.000 shares	** \$	3,203
United Parcel Svc Inc.	500.000 shares	**	36,865
Vanguard Index FDS	1,055.649 shares	**	69,462
Vanguard Index FDS S&P 500 ETF SHS	305.000 shares	**	19,883
Vanguard Index FDS Vanguard Small Cap	840.422 shares	**	61,057
Vanguard Index FDS Vanguard Small Cap	247.000 shares	**	19,982
Vanguard Index FDS Vanguard Value	489.262 shares	**	28,769
Vanguard Intl Equity Index FD Inc.	1,414.147 shares	**	62,972
Vanguard Intl Equity Index FDSFTSE ALL	281.496 shares	**	25,585
Vanguard Tax Managed FD Europ Pacific	578.000 shares	**	20,363
Verizon Communications	317.204 shares	**	13,725
Viacom Inc New CL A	323.768 shares	**	17,571
Visa Inc Com Cl A	101.005 shares	**	15,310
VMWare Inc CL A Com	150.000 shares	**	14,121
Vonage Hldgs Corp Com	1,970.000 shares	**	4,669
Vringo Inc Com	2,000.000 shares	**	5,740
Wal-Mart Stores Inc	158.000 shares	**	10,780
Waste Management Inc. NFS LLC	618.545 shares	**	20,870
Weatherford International Ltd	150.000 shares	**	1,679
Wells Fargo & Co	1,024.609 shares	**	35,021
Whole Foods Mkt Inc.	2.000 shares	**	182
Widepoint Corp	5.000 shares	**	2
Wiki Group Inc. Com	350.000 shares	**	8
Windstream Corp Com	1,200.000 shares	**	9,936
Wisdomtree TR Intl Small Cap Divid FD	398.000 shares	**	20,748

* Party in interest

** Participant-directed investments, cost not required

*** At fair value

YP Holdings LLC Retirement Savings Plan

EIN #80-0803728 Plan #004

Schedule H, Line 4i – Schedule of Assets (Held At End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Common Stock (continued):			
Wisdomtree TR Japan Total Divid FD	311.984 shares	** \$	11,506
World Moto Inc. Com	6,900.000 shares	**	1,208
Xerox Corp NFS	500.000 shares	**	3,410
Yahoo Inc. NFS LLC	2,071.000 shares	**	41,213
Zipcar Inc Com	623.000 shares	**	5,134
Zynga Inc Com	270.000 shares	**	637
			<u>5,283,465</u>
Preferred Stock:			
Eagle Hospitality PPTYS TR Inc.	1,410.000 shares	**	3
Entest Biomedical Inc PFD SER B	12.000 shares	**	–
Magnum Hunter RES Corp DEL Cumulative	925.000 shares	**	23,488
Santander Finance Preferred SA	100.000 shares	**	2,697
			<u>26,188</u>
Rights / Warrants:			
American Intl Group Inc WT EXP Corporate Bond	160.000 units	**	2,208
Corporate Bond:			
GE Capital Internotes Unit	5,000.000 units	**	5,748
Interest Bearing Cash:			
* Fidelity Cash Reserves	3,008,079.630 units	**	3,007,821
GE Cap BK Inc. Retail CD Fidelity Fund	25,000.000 units	**	25,055
			<u>3,032,876</u>
Loans to Participants			
	Varying maturity dates with interest rates ranging from 4.25% to 9.25%		<u>15,583,983</u>
			<u><u>\$340,272,718</u></u>

* Party in interest

** Participant-directed investments, cost not required

*** At fair value

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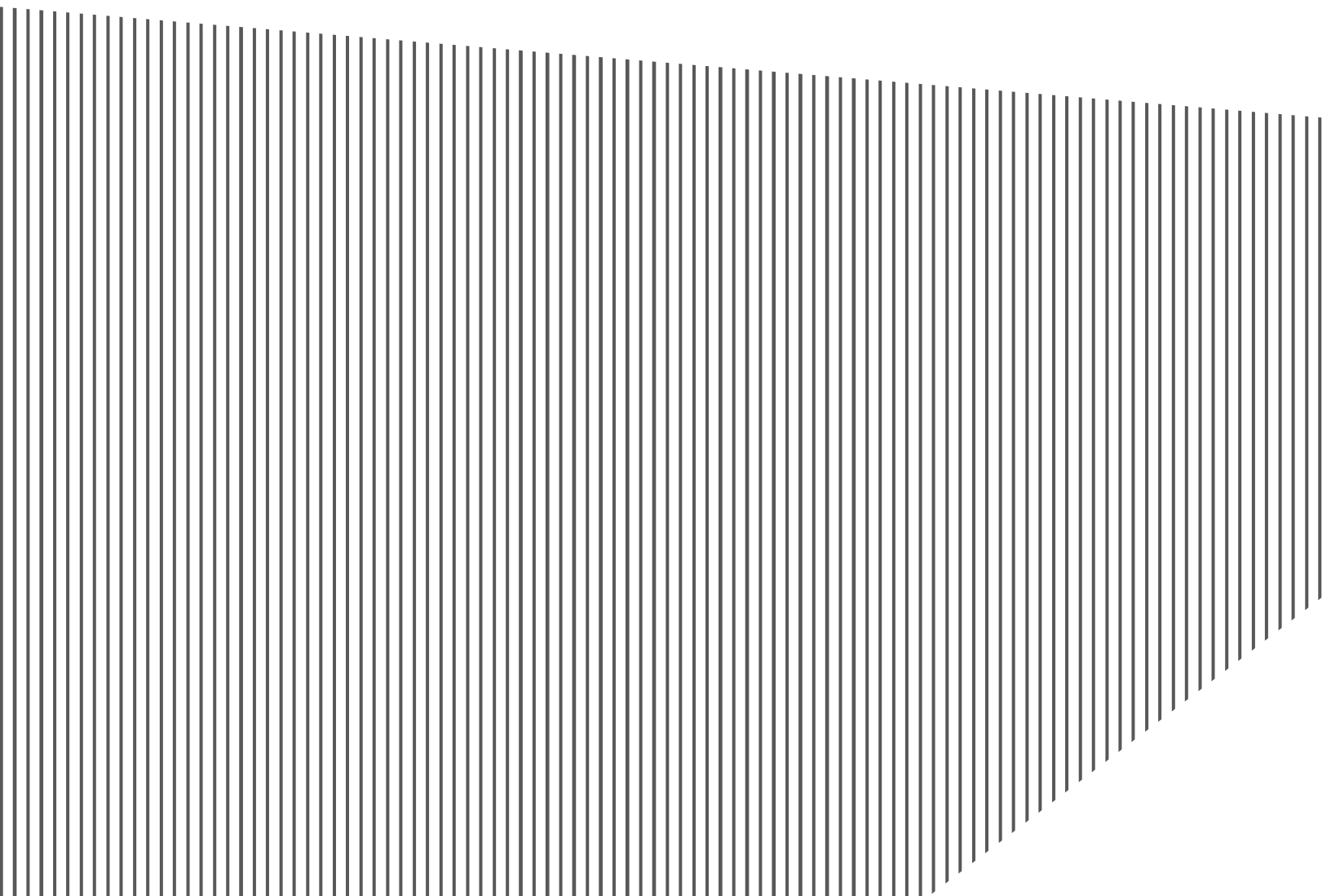
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FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULES

YP Holdings LLC Retirement Savings Plan
As of December 31, 2012 and the Period From
May 1, 2012 (Inception) Through December 31, 2012
With Report of Independent Auditors

Ernst & Young LLP



YP Holdings LLC Retirement Savings Plan
Financial Statements and Supplemental Schedules

As of December 31, 2012 and the Period From
May 1, 2012 (Inception) Through December 31, 2012

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Report of Independent Auditors

The Plan Administrator
YP Holdings LLC Retirement Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of YP Holdings LLC Retirement Savings Plan, which comprise the statement of net assets available for benefits as of December 31, 2012, and the related statement of changes in net assets available for benefits for the period from May 1, 2012 (inception) through December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the certified investment information described in Note 3, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the entity that certified the investment information meets the requirements of 29 CFR 2520.103-8. The Plan administrator has obtained a certification as of December 31, 2012 and for the period from May 1, 2012 (inception) through December 31, 2012, stating that the investment information provided to the Plan administrator is complete and accurate.

Disclaimer of Opinion on Financial Statements

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.

Disclaimer of Opinion on Supplemental Schedules

The accompanying supplemental schedules of assets (held at end of year) as of December 31, 2012 and delinquent participant contributions for the period then ended are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules referred to above.

Report on Compliance of Form and Content with Department of Labor's Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the certified investment information, have been audited by us in accordance with auditing standards generally accepted in the United States 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.

Ernst & Young LLP

October 15, 2013

YP Holdings LLC Retirement Savings Plan
Statement of Net Assets Available For Benefits

December 31, 2012

Assets

Noninterest-bearing cash	\$ 132,455
Investments, at fair value	324,688,735
Receivables:	
Participant contributions	773,486
Employer contributions	372,365
Notes receivable from participants	<u>15,583,983</u>
	<u>16,729,834</u>
Net assets reflecting investments at fair value	341,551,024
Adjustment from fair value to contract value for fully benefit-responsive investment contracts held by collective trust	<u>(1,373,612)</u>
Net assets available for benefits	<u><u>\$ 340,177,412</u></u>

See accompanying notes.

YP Holdings LLC Retirement Savings Plan

Statement of Changes in Net Assets Available for Benefits

Period From May 1, 2012 (Inception) Through December 31, 2012

Additions

Investment income:

Net appreciation in fair value of investments	\$ 20,425,936
Interest and dividends	4,642,647
	<u>25,068,583</u>

Interest income on notes receivable from participants	377,525
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Contributions:

Participant	12,295,644
Employer	6,182,658
Rollover	370,950
	<u>18,849,252</u>

Total additions	<u>44,295,360</u>
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Deductions

Benefit payments	32,056,372
Administrative expenses	192,101
Total deductions	<u>32,248,473</u>
Net increase before transfer	<u>12,046,887</u>

Transfer from AT&T Retirement Savings Plan	328,130,525
--	-------------

Net assets available for benefits:

Beginning of year	—
End of year	<u><u>\$ 340,177,412</u></u>

See accompanying notes.

YP Holdings LLC Retirement Savings Plan

Notes to Financial Statements

December 31, 2012

1. Description of Plan

The following description of the YP Holdings LLC Retirement Savings Plan (the Plan) provides general information about the Plan's provisions. YP Holdings LLC (YP or the Company) is the Plan sponsor. The Plan has detailed provisions covering participant eligibility, participant contributions, participant withdrawals, participant loans, employer contributions and related vesting of employer contributions, and Plan expenses. Participants should refer to the Plan document and summary plan description for a more complete description of the Plan's provisions, including participant eligibility, participant allotments from pay, and related vesting of contributions. Copies of the Plan document and summary plan description may be obtained from the Plan sponsor.

General

In connection with the sale of AT&T Inc.'s (AT&T) Advertising Solutions and Interactive businesses to YP, the fair value of approximately \$328,131,000 of participant accounts and balances were transferred in June 2012 from the AT&T Retirement Savings Plan to the YP Holdings LLC Retirement Savings Plan.

The Plan is a defined contribution plan covering substantially all management employees, bargaining unit employees and non-management nonunion employees who are employed by participating employers of the Plan sponsor, subject to certain exclusions as defined in the Plan document. Eligible participants are automatically enrolled in the Plan unless they affirmatively decline to participate.

The Compensation Committee (the Committee) is responsible for the general administration of the Plan. Fidelity Management Trust Company is the trustee and record keeper of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Contributions

Each year, participants may contribute up to 50% of pretax or after-tax annual compensation, as defined in the Plan document. If automatically enrolled, a participant's deferral is set at 3% of eligible compensation and will automatically increase by 1% each year until such percentage equals 6%. Basic deferrals are limited to 6% of compensation. Any deferrals exceeding this limitation is designated a supplementary deferral. Participants may also contribute amounts representing distributions from other qualified plans (rollovers). Participants who have attained age 50 before the end of the year are eligible to make catch-up contributions.

YP Holdings LLC Retirement Savings Plan

Notes to Financial Statements (continued)

1. Description of Plan (continued)

The Company makes a matching contribution equal to 80% of the participant's basic deferral contribution, subject to certain service requirements. Additional discretionary non-elective contributions may be made at the discretion of the Company's Board of Managers. There were no discretionary non-elective contributions during 2012. All contributions are subject to certain limitations of the Internal Revenue Code (the Code).

Participants direct their elective contributions into various investment options offered by the Plan and can change their investment options on a daily basis. Participants that are automatically enrolled have their contributions invested in the applicable lifecycle fund based on their age until they change their election. The Company's contributions are invested in the same manner as that of the participant's elective contributions.

Prior to the effective date of the Plan, AT&T matching contributions were made solely in the form of shares of AT&T's common stock held in an Employee Stock Ownership Plan (ESOP) which was a component of the predecessor plan. The Plan did not hold any direct investment in shares of AT&T common stock or in an ESOP at December 31, 2012.

Participant Accounts

Each participant's account is credited with the participant's contributions, the Company's matching contributions and allocations of plan earnings, and is charged with an allocation of administrative expenses. Plan earnings are allocated based on the participant's share of net earnings or losses of their respective elected investment options. Allocations of administrative expenses are based on the participant's account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's matching contributions is based on years of continuous service. A participant is 100% vested after three years of credited service. Accelerated vesting can occur upon certain circumstances.

YP Holdings LLC Retirement Savings Plan

Notes to Financial Statements (continued)

1. Description of Plan (continued)

Forfeitures

Upon termination of employment, participants forfeit their nonvested balances. If a participant is rehired within a five year period, the forfeited contributions are reinstated. Forfeited balances of terminated participants' nonvested accounts may be used to pay administrative expenses or to reduce future Company contributions. Unallocated forfeited balances as of December 31, 2012, totaled \$148,575, and no forfeitures were used during 2012 to reduce Company contributions or pay administrative expenses.

Participant Loans

Participants may borrow from their accounts a minimum amount of \$1,000 up to a maximum equal to the lesser of the following:

- \$50,000, reduced by the excess, if any, of (a) the highest outstanding loan balance for all loans to the participant from all YP plans within the preceding 12-month period; and (b) the outstanding balance on the date the loan is to be made
- 50% of their vested account balance, excluding such Participant's dividend account
- 50% of the participant's vested accrued benefit under all qualified plans of YP
- 100% of the participant's vested account balance, excluding such Participant's LESOP Share Sub-accounts and Dividend Account

The maximum loan term is five years or may be up to ten years for the purchase of a primary residence. A participant may not have more than three loans outstanding at any point in time. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates at the date of issuance as determined by the Plan administrator. Principal and interest are paid ratably through monthly payroll deductions. If the loan is not repaid, it will automatically be treated as a distribution to the participant. Interest rates on loans outstanding during 2012 ranged from 4.25% to 9.25%.

YP Holdings LLC Retirement Savings Plan

Notes to Financial Statements (continued)

1. Description of Plan (continued)

Payment of Benefits

Upon separation from service with the Company due to death, disability, retirement or termination, a participant whose vested account balance exceeds \$1,000 may elect to receive either a lump-sum payment or may elect installment payments on an annual basis. A participant whose vested account balance is \$1,000 or less and has not commenced receiving installment payments will automatically receive an immediate lump-sum distribution equal to their vested account balance.

In-service withdrawals are available in certain limited circumstances, as defined by the Plan document. Hardship withdrawals are allowed for participants incurring an immediate and heavy financial need, as defined by the Plan document. Hardship withdrawals are strictly regulated by the Internal Revenue Service (IRS) and a participant must exhaust all available loan options and available distributions prior to requesting a hardship withdrawal.

Administrative Expenses

The Plan's administrative expenses are paid by either the Plan or the Company, as provided by the Plan's provisions. Administrative expenses paid by the Plan include fees related to the administration and operation of the Plan. Expenses relating to purchases, sales or transfers of the Plan's investments are charged to the particular investment fund to which the expenses relate. Any other administrative expenses of the Plan are paid by the Company.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event the Plan terminates, participants will become 100% vested in their accounts.

YP Holdings LLC Retirement Savings Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes and supplemental schedules. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments held by the Plan are stated at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's administrator determines the Plan's valuation policies utilizing information provided by the investment advisers and trustee. See Note 4 for further discussion and disclosures related to fair value measurements.

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

The Fidelity Managed Income Portfolio (MIP Fund) invests in fully benefit-responsive investment contracts. This fund is recorded at fair value (see Note 4); however, since these contracts are fully benefit-responsive, an adjustment is reflected in the statement of net assets available for benefits to present these investments at contract value. Contract value is the relevant measurement attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the Plan.

Notes Receivable From Participants

Notes receivable from participants represent participant loans that are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. Related fees are recorded as administrative expenses

YP Holdings LLC Retirement Savings Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

and are recorded when they are incurred. No allowance for credit losses has been recorded as of December 31, 2012. If a participant ceases to make loan repayments and the Plan administrator deems the participant loan to be a distribution, the participant loan balance is reduced and a benefit payment is recorded.

Payment of Benefits

Benefits are recorded when paid.

New Accounting Pronouncements

In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2011-04, *Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRS* (ASU 2011-04). ASU 2011-04 amended Accounting Standards Codification (ASC) 820, Fair Value Measurement, to converge the fair value measurement guidance in U.S. GAAP and International Financial Reporting Standards (IFRS). Some of the amendments clarify the application of existing fair value measurements requirements, while other amendments change a particular principle in ASC 820. In addition, disclosures are not required for non-public entities, as defined in ASC 820. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. Adoption of ASU 2011-04 did not have an effect on the Plan's net assets available for benefits or its changes in net assets available for benefits.

3. Investments

Individual investments that represent 5% or more of the Plan's net assets available for benefits are as follows at December 31, 2012:

Vanguard Institutional Index Fund	\$ 46,339,919
Pimco Total Return Fund	37,912,772
American Funds Fundamental Investors Fund	23,309,591
Fidelity Managed Income Portfolio (at fair value)	47,999,334
Fidelity Spartan Extended Market Index Fund	24,925,627
Pyramis Core Lifecycle 2020	21,932,891
Pyramis Core Lifecycle 2025	22,993,475

YP Holdings LLC Retirement Savings Plan

Notes to Financial Statements (continued)

3. Investments (continued)

During 2012, the Plan's investments (including investments purchased, sold as well as held during the year) appreciated in fair value as follows:

Self-directed brokerage accounts	\$ 778,635
Common/collective trust funds	3,426,271
Mutual funds	13,727,243
AT&T stock	2,493,787
	<u>\$ 20,425,936</u>

All investment information disclosed in the accompanying financial statements and supplemental schedule of assets (held at end of year), including investments held, notes receivable from participants, and the adjustment from fair value to contract value for fully benefit-responsive investment contracts held by a collective trust at December 31, 2012, and net appreciation in fair value of investments, interest, dividends, and interest income on notes receivable from participants for the period from May 1, 2012 (inception) through December 31, 2012, was obtained or derived from information provided to the Plan administrator and certified as complete and accurate by Fidelity Management Trust Company, the trustee of the Plan.

During 2012, participant could invest their contributions in one or more of the 18 funds in 1% increments, including Fidelity BrokerageLink®, which is a self-directed brokerage account that provides the participants the option to invest in a broad range mutual funds, common and preferred stock.

4. Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e., an exit price). The fair value hierarchy 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 and liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

Level 1 – Unadjusted quoted prices in active markets that are accessible to the reporting entity at the measurement date for identical assets and liabilities.

YP Holdings LLC Retirement Savings Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

Level 2 – Inputs other than quoted prices in active markets for identical assets and liabilities that are observable either directly or indirectly for substantially the full term of the asset or liability. Level 2 inputs include the following:

- Quoted prices for similar assets and liabilities in active markets
- Quoted prices for identical or similar assets or liabilities in markets that are not active
- Observable inputs other than quoted prices that are used in the valuation of the asset or liabilities (e.g., interest rate and yield curve quotes at commonly quoted intervals)
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 – Unobservable inputs for the asset or liability (i.e., supported by little or no market activity). Level 3 inputs include management's own assumption about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

The level in the fair value hierarchy within which the fair value measurement is classified is determined based on the lowest level input that is significant to the fair value measurement in its entirety.

Following is a description of the valuation techniques and inputs used for each major class of assets measured at fair value by the Plan.

Mutual funds are valued at the daily closing price as reported by the fund. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Common/collective trust funds are valued at quoted redemption values that represent the net asset values of units held at year-end and are classified as Level 2 investments. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities.

YP Holdings LLC Retirement Savings Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

Preferred and common stock are valued at the closing price reported on the active market on which the individual securities are traded.

The MIP Fund is a collective trust fund, however because it invests in underlying GICS (see Note 2), it reports fair value based on the underlying assets as determined by the issuer of the MIP Fund. Net asset value for the MIP fund represents contract value. At December 31, 2012, the underlying assets had a fair value of \$47,999,334 and a contract value of \$46,625,722.

YP Holdings LLC Retirement Savings Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets carried at fair value.

	Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
U.S. Blend funds	\$ 127,263,776	\$ —	\$ —	\$ 127,263,776
U.S. Bond Funds	38,515,404	—	—	38,515,404
U.S. Value funds	1,703,554	—	—	1,703,554
U.S. Growth funds	1,222,659	—	—	1,222,659
U.S. Market Neutral	301,430	—	—	301,430
U.S. Diversified funds	199,872	—	—	199,872
U.S. Moderate funds	161,645	—	—	161,645
U.S. Conservative funds	160,275	—	—	160,275
U.S. Real Estate funds	20,543	—	—	20,543
U.S. World funds	20,265	—	—	20,265
Other	1,110,762	—	—	1,110,762
Total mutual funds	170,680,185	—	—	170,680,185
Common collective trusts:				
Target funds	—	97,252,971	—	97,252,971
Managed income portfolio (at fair value)	—	47,999,334	—	47,999,334
Other	—	405,760	—	405,760
Total common collective trusts	—	145,658,065	—	145,658,065
Common stock	5,283,465	—	—	5,283,465
Preferred stock	26,188	—	—	26,188
Interest bearing cash	3,032,876	—	—	3,032,876
Other	7,956	—	—	7,956
Total assets at fair value	\$ 179,030,670	\$ 145,658,065	\$ —	\$ 324,688,735

YP Holdings LLC Retirement Savings Plan

Notes to Financial Statements (continued)

5. Reconciliation of Financial Statements to the Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2012 to the Form 5500:

Net assets available for benefits per the financial statements	\$ 340,177,412
Participant contributions receivable	(773,486)
Employer contributions receivable	(372,365)
Adjustment from fair value to contract value for fully benefit-responsive investment contracts at December 31, 2012	1,373,612
Amounts deemed as distributions	(93,396)
Net assets available for benefits per the Form 5500	<u>\$ 340,311,777</u>

The following is a reconciliation of the net increase in net assets available for benefits per the financial statements for the period from May 1, 2012 (inception) through December 31, 2012 to the Form 5500:

Net increase per the financial statements	\$ 12,046,887
Participant contributions receivable	(773,486)
Employer contributions receivable	(372,365)
Interest income on amounts deemed as distributions	(962)
Amounts deemed as distributions	(87,923)
Adjustment from fair value to contract value for fully benefit-responsive investment contracts at December 31, 2012	1,373,612
Total income per the Form 5500	<u>\$ 12,185,763</u>

The following is a reconciliation of assets transferred in per the financial statements for the period from May 1, 2012 (inception) through December 31, 2012, to the Form 5500:

Assets transferred in per the financial statements	\$ 328,130,525
Amounts deemed as distributions prior to asset transfer	(4,511)
Assets transferred in per the Form 5500	<u>\$ 328,126,014</u>

YP Holdings LLC Retirement Savings Plan

Notes to Financial Statements (continued)

7. Risks and Uncertainties

The Plan invests in various investment securities that are exposed to various risks such as interest rate, market volatility, 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 statement of net assets available for benefits.

8. Related-Party Transactions

The Plan holds shares of mutual funds and units of common/collective trust funds managed by Fidelity Management Trust Company, the trustee of the Plan. These transactions qualify as party-in-interest transactions; however, they are exempt from the prohibited transaction rules under ERISA.

9. Tax Status

The Plan intends to apply for a determination letter from the Internal Revenue Service (IRS) stating that the Plan is qualified under Section 401(a) of the Code. However, the Plan administrator believes that the Plan has been designed to comply with and is operating in accordance with the applicable requirements of the Code and therefore, believes the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States require Plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there were no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

YP Holdings LLC Retirement Savings Plan

Notes to Financial Statements (continued)

10. Subsequent Events

The Plan has evaluated subsequent events through October 15, 2013, the date the financial statements were available to be issued.

Supplemental Schedules

YP Holdings LLC Retirement Savings Plan

EIN #80-0803728 Plan #004

Schedule H, Line 4a – Schedule of Delinquent Participant Contributions

Period From May 1, 2012 (Inception) Through
Year Ended December 31, 2012

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions				Total Fully Corrected Under VFCP and PTE 2002–51
	☒ Check here if Late Participant Loan Repayments are included	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
\$ 794	\$ –	\$ 794	\$ –	\$ –	

YP Holdings LLC Retirement Savings Plan

EIN #80-0803728 Plan #004

Schedule H, Line 4i – Schedule of Assets (Held At End of Year)

December 31, 2012

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Mutual Funds:			
Acadian Emerging Markets Port Instl	6,352.324 shares	**	\$ 122,028
AIM Diversified Dividend Investor CL	10,369.896 shares	**	139,579
Amana Mutual Fund Trust Growth	109.092 shares	**	2,933
Amana Mutual Fund Trust Income	171.248 shares	**	5,864
American Funds EuroPacific Growth Fund	188,484.181 shares	**	7,761,779
American Funds Fundamental Investors	571,593.688 shares	**	23,309,591
Artio Global High Income Fund CL A	986.985 shares	**	10,304
Artisan Global Value FD Invt Shares	1,381.285 shares	**	16,534
Artisan Opportunistic Value	1,906.446 shares	**	21,486
Baron Small Cap Fund	141.683 shares	**	3,715
Blackrock Global Allocation FD CL C	283.401 shares	**	5,209
Blackrock Intl Opportunity SVC Class	274.017 shares	**	9,075
Blackrock Intl Small Cap Equity Inst	706.326 shares	**	24,199
Buffalo Balanced Fund	444.723 shares	**	5,635
Buffalo High Yield	229.506 shares	**	2,623
Causeway International Value Investor	6,479.792 shares	**	84,756
Chase Mid Cap Growth Class A	204.422 shares	**	7,627
Compak Dynamic Asset Allocation CL A	814.017 shares	**	8,181
Delaware Emerging Markets Class C	690.608 shares	**	9,392
DFA Global Real Estate SEC Portfolio	660.284 shares	**	5,949
DFA International Value Port II	31,607.842 shares	**	161,200
DFA Short Term Extended Qual Instl	974.292 shares	**	10,629
DFA TA World EX US Core EQ Portfolio	2,869.701 shares	**	26,057
DFA US Core Equity II	2,055.202 shares	**	25,032
DFA US Large Cap Value Port II	50,275.262 shares	**	547,498
Dimensional ADV US Small Cap Value Port	22,816.455 shares	**	598,019
Dimensional Advisor US Large Capital Val	749.522 shares	**	17,164
Dodge & Cox Internatl Stock Fund	235.123 shares	**	8,145
Doubleline Total RT Bond FD CL N	1,403.672 shares	**	15,904
Driehaus Emerging Markets	1,480.123 shares	**	45,307
Fairholme Fund	992.865 shares	**	31,216

* Party in interest

** Participant-directed investments, cost not required

*** At fair value

YP Holdings LLC Retirement Savings Plan

EIN #80-0803728 Plan #004

Schedule H, Line 4i – Schedule of Assets (Held At End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Mutual Funds (continued):			
FAM Value	273.919 shares	**	\$ 13,389
Federated High Yield Instl Fund	653.519 shares	**	4,156
* Fidelity Aggressive International	290.008 shares	**	4,022
* Fidelity Capital & Income Fund	6,214.595 shares	**	59,039
* Fidelity Contrafund	499.724 shares	**	38,764
* Fidelity Corporate Bond Fund	1,080.036 shares	**	12,366
* Fidelity Disciplined Equity Fund	2,780.397 shares	**	67,758
* Fidelity Diversified International Fund	1,126.854 shares	**	33,738
* Fidelity Emerging Markets Fund	1,092.548 shares	**	25,358
* Fidelity Equity Income Fund	31.498 shares	**	1,482
* Fidelity Floating Rate High Income Fund	2,811.139 shares	**	27,887
* Fidelity Freedom 2025 Fund	103.404 shares	**	1,236
* Fidelity Ginnie Mae Fund	890.537 shares	**	10,455
* Fidelity Growth & Income Fund	2,971.330 shares	**	63,170
* Fidelity High Income Fund	24,686.219 shares	**	230,569
* Fidelity Latin America Fund	85.179 shares	**	3,945
* Fidelity Leveraged Company Stock Fund	504.443 shares	**	16,253
* Fidelity Low Priced Stock Fund	2,555.480 shares	**	100,941
* Fidelity New Markets Income Fund	860.841 shares	**	15,323
* Fidelity New Millennium Fund	93.679 shares	**	2,841
* Fidelity Puritan Fund	3,716.102 shares	**	72,130
* Fidelity Real Estate Income Fund	721.069 shares	**	8,220
* Fidelity Select Biotechnology Fund	865.469 shares	**	95,193
* Fidelity Select Chemicals Fund	60.755 shares	**	7,234
* Fidelity Select Constructn & Housing Fund	108.524 shares	**	5,292
* Fidelity Select Energy Service Fund	41.771 shares	**	2,786
* Fidelity Select Food & Agriculture Fund	172.483 shares	**	13,802
* Fidelity Select Gold Fund	65.813 shares	**	2,434
* Fidelity Select Industrial Materials Fund	65.681 shares	**	4,690
* Fidelity Select Natural Gas Fund	26.410 shares	**	815
* Fidelity Select Natural Resources Fund	398.166 shares	**	12,841
* Fidelity Select Pharmaceutical Fund	107.747 shares	**	1,621

* Party in interest

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*** At fair value

YP Holdings LLC Retirement Savings Plan

EIN #80-0803728 Plan #004

Schedule H, Line 4i – Schedule of Assets (Held At End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Mutual Funds (continued):			
* Fidelity Select Software & Computer Fund	56.580 shares	** \$	4,656
* Fidelity Select Technology Fund	134.578 shares	**	13,634
* Fidelity Small Cap Growth Fund	261.143 shares	**	4,123
* Fidelity Small Cap Retirement Fund	1,470.088 shares	**	35,385
* Fidelity Small Cap Value Fund	1,375.734 shares	**	22,259
* Fidelity Spartan Extended Market Index Fund	624,545.913 shares	**	24,925,627
* Fidelity Spartan Global Ex US Index Fund	1,260,190.844 shares	**	13,899,905
* Fidelity Spartan Total Market Index Fund	256,806.008 shares	**	10,585,544
* Fidelity Strategic Income Fund	1,471.193 shares	**	16,727
* Fidelity Total Bond Fund	229.503 shares	**	2,513
First Eagle Sogen Global Class C Fund	111.111 shares	**	5,308
FPA Crescent Instl Fund	1,190.870 shares	**	34,881
Gabelli ABC Fund - Advisor Class Fund	5,780.397 shares	**	57,168
Gabelli Small Cap Growth Fund	409.289 shares	**	15,005
Gabelli Utilities Fund Class C Fund	4,406.124 shares	**	20,621
Goldman Sachs High Yield Class A Fund	1,097.394 shares	**	8,000
Harbor Capital Appreciation Inv CL Fund	2,714.727 shares	**	113,910
Harbor Commodity Ret Strategy FD Instl CL Fund	684.476 shares	**	4,873
Harbor International Fund	357.482 shares	**	22,207
Hussman Strategic Total Return Fund	2,495.843 shares	**	30,225
ING Corporate Leader Trust Fund	1,320.905 shares	**	32,851
IVA worldwide Fund CL C Fund	401.596 shares	**	6,349
IVY High Income Class Y Fund	1,875.733 shares	**	16,019
IVY Science & Technology CL A Fund	143.843 shares	**	5,070
JANUS Balanced Fund	605.432 shares	**	15,880
JANUS Enterprise Fund	42.286 shares	**	2,789
JANUS Mid Cap Value Invst SHS Fund	132.054 shares	**	2,818
JANUS Overseas Fund	315.248 shares	**	10,778
JANUS Short Term Bond Fund	63,394.009 shares	**	195,254
JANUS Triton Fund Fund	1,303.846 shares	**	23,495
Laudus Growth Invt US Large Cap Grwth Fund	1,308.205 shares	**	18,864
Lazard Emerging Mkts Open Class Fund	1,155.493 shares	**	23,145

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YP Holdings LLC Retirement Savings Plan

EIN #80-0803728 Plan #004

Schedule H, Line 4i – Schedule of Assets (Held At End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Mutual Funds (continued):			
Legg Mason WA Strategies Inc A Fund	2,248.096 shares	**	\$ 16,096
Longleaf Partners Fund	647.062 shares	**	17,076
Loomis Sayles Bond Retail Shares Fund	2,478.409 shares	**	37,325
Loomis Sayles Global Bond Retail Fund	824.151 shares	**	14,142
Manning & Napier International Series Fund	566.087 shares	**	4,925
Marsico Flexible Capital Fund	1,831.485 shares	**	27,234
Matthes Asian Growth & Income Fund	543.183 shares	**	10,109
Matthew 25 Fund	459.877 shares	**	10,200
Merger Fund	15,430.321 shares	**	244,262
Oakmark Fund	130.302 shares	**	6,324
Oakmark Internat'l Fund	1,728.606 shares	**	36,180
Parnassas Equity Income Portfolio Fund	482.095 shares	**	14,077
Permanent Portfolio FD Inc Fund	918.256 shares	**	44,664
PIMCO Emerging Mkts Bond Class D Fund	268.525 shares	**	3,357
PIMCO Foreign Bond Fund CL D (Unhedged) Fund	232.101 shares	**	2,528
PIMCO Fundamental IND EXPLus TR FD CL D Fund	2,589.692 shares	**	14,787
PIMCO High Yield Spectrum FD CL D Fund	310.596 shares	**	3,389
PIMCO Income FD CL D Fund	2,323.192 shares	**	28,715
PIMCO Real Estate Rel Return CL D Fund	903.350 shares	**	4,210
PIMCO Short-term Class D Fund	110.770 shares	**	1,094
PIMCO Total Return Class C Fund	2,849.620 shares	**	32,030
PIMCO Total Return Class D Fund	2,094.511 shares	**	23,542
Pimco Total Return Fund	3,373,022.448 shares	**	37,912,772
PIMCO Unconstrained Bond Fund CL D Fund	7,581.851 shares	**	87,040
Primecap Odyssey Growth Fund	3,325.188 shares	**	57,659
Putnam Capital Spectrum Fund CL A Fund	298.725 shares	**	8,048
Royce Low Priced Stock Fund	76.675 shares	**	1,061
Royce Total Return Fund	1,511.629 shares	**	20,604
Royce Value Plus Investmnt Class Fund	996.933 shares	**	13,788
Rydex Mid Cap Growth H Class Fund	427.632 shares	**	19,286
Scout Mid Cap Fund	253.499 shares	**	3,465
Spartan US Equity Index Fund	293.079 shares	**	14,798

* Party in interest

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*** At fair value

YP Holdings LLC Retirement Savings Plan

EIN #80-0803728 Plan #004

Schedule H, Line 4i – Schedule of Assets (Held At End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Mutual Funds (continued):			
T Rowe Price Blue Chip Growth Inc. Fund	621.803 shares	**	\$ 28,373
T Rowe Price Mid Cap Growth Fund	14,692.103 shares	**	829,663
T Rowe Price Real Estate Fund	246.894 shares	**	5,187
TCW Emerging Markets Income Cl N Fund	206.021 shares	**	2,476
The Delafield Fund	517.730 shares	**	15,811
Third Avenue Real Estate Value Invst Fund	205.585 shares	**	5,197
Thornburg Inv Income Builder Fund Cl C Fund	180.591 shares	**	3,399
Van Eck Global Hard Assets Class A Fund	324.359 shares	**	13,789
Vangard Fixed Inc High Yield Corp Fund	6,442.960 shares	**	39,366
Vanguard Global Equity Fund	413.404 shares	**	7,718
Vanguard Index Trust Small Cap Growth Fund	394.414 shares	**	9,872
Vanguard Institutional Index Fund Fund	355,040.752 shares	**	46,339,919
Vanguard Internatl Value Portfolio Fund	1,640.661 shares	**	51,156
Vanguard Utilities Income Fund	1,944.383 shares	**	32,355
Vanguard Wellington Fund	2,630.620 shares	**	89,020
Vanguard/Wellesley Income Fund	3,541.519 shares	**	85,386
Vice Fund	449.236 shares	**	10,004
Virtus Small Mid Cap Cl A Fund	262.693 shares	**	5,146
Weitz Partners Value Fund	1,163.873 shares	**	28,876
Wells Fargo Advantag Income Plus Invt Cl Fund	82.891 shares	**	1,009
Wells Fargo Growth Fund-Investor Class Fund	406.464 shares	**	16,161
Westcore Flexible Income Fund	908.255 shares	**	8,120
Westcore Plus Bond Fund	1,227.853 shares	**	13,801
William Blair Mid Cap Grwth FD CL N Fund	530.934 shares	**	6,716
Wintergreen Fund	96.763 shares	**	1,461
Yacktman Focused Service Class Fund	2,685.997 shares	**	55,117
Yacktman Fund Service Class Fund	3,244.612 shares	**	62,037
			<u>170,680,185</u>

* Party in interest

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*** At fair value

YP Holdings LLC Retirement Savings Plan

EIN #80-0803728 Plan #004

Schedule H, Line 4i – Schedule of Assets (Held At End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Common/Collective Trust Funds:			
American Cap AGY Corp Com	4,008.977 units	**	\$ 115,859
Annaly Mortgage Management Inc	1,949.184 units	**	27,367
BP Prudhoe Bay TRY TR Unit BEN INT	1,253.079 units	**	85,886
Cheniere Energy Partners L P Com	550.000 units	**	11,693
Energy Transfer Partners LP UT Ltd	40.000 units	**	1,717
* Fidelity Managed Income Portfolio ***	46,625,721.760 units	**	47,999,334
Kinder Morgan Energy Partners L P	403.831 units	**	32,222
KKR & Co LP Common Units	179.534 units	**	2,734
KKR Finl Hldgs LLC	2,553.108 units	**	26,961
Legacy Resvs LP Unit Ltd Partnership Int	960.749 units	**	22,866
Linn Energy LLC Unit Repstg Ltd	50.000 units	**	1,762
New York Mtg Tr Inc Com Par \$.02	500.000 units	**	3,160
* Pyramis core Lifecycle 2000	58,031.959 units	**	643,575
* Pyramis core Lifecycle 2005	20,636.204 units	**	230,919
* Pyramis core Lifecycle 2010	143,703.173 units	**	1,654,024
* Pyramis core Lifecycle 2015	941,092.619 units	**	10,662,579
* Pyramis core Lifecycle 2020	2,015,890.762 units	**	21,932,891
* Pyramis core Lifecycle 2025	22,993,475.400 units	**	22,993,475
* Pyramis core Lifecycle 2030	1,600,455.043 units	**	16,564,710
* Pyramis core Lifecycle 2035	970,100.589 units	**	10,001,737
* Pyramis core Lifecycle 2040	646,772.179 units	**	6,545,334
* Pyramis core Lifecycle 2045	415,975.740 units	**	4,213,834
* Pyramis core Lifecycle 2050	177,475.272 units	**	1,769,428
* Pyramis core Lifecycle 2055	3,810.241 units	**	40,465
Realty Income Corp (Maryland)	212.990 units	**	8,564
Sunoco Logistics Partners LP	335.854 units	**	16,702
Two Harbors Investment Corp Com	200.000 units	**	2,216
Universal Health Rlty Income TR SBI Cert. of Dep.	909.928 units	**	46,051
			<u>145,658,065</u>

* Party in interest

** Participant-directed investments, cost not required

*** At fair value

YP Holdings LLC Retirement Savings Plan

EIN #80-0803728 Plan #004

Schedule H, Line 4i – Schedule of Assets (Held At End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Common Stock:			
A123 Systems Com	163.000 shares	**	\$ 3
ABBOTT Laboratories NFS IS A Specialist	225.000 shares	**	14,738
Abiomed Inc.	1,000.000 shares	**	13,440
Acadia Pharmaceuticals Inc	200.000 shares	**	930
ACME Packet Inc Com	250.000 shares	**	5,530
Activision Blizzard Inc Com	332.771 shares	**	3,534
Advanced Cell Technology Inc.	10,000.000 shares	**	560
Advanced Micro Devices Inc.	1,000.000 shares	**	2,400
Air Lease Corp	200.000 shares	**	4,300
Air Products & Chem	75.000 shares	**	6,302
Akamai Tech NFS LLC	600.000 shares	**	24,546
ALCOA Inc NFS	2,433.015 shares	**	21,119
Allergan Inc NFS LLC	30.000 shares	**	2,752
ALPS ETF TR Alerian MLP ETF	637.560 shares	**	10,169
Altria Group Inc NFS LLC	678.676 shares	**	21,338
Amazon.com Inc.	58.000 shares	**	14,550
Ambient Corp Com NEW	10.000 shares	**	30
American Express Co	223.364 shares	**	12,839
American Intl Group Inc Com	275.000 shares	**	9,708
American Railcar INDS Inc Com	40.352 shares	**	1,280
American Tower REIT Com	40.000 shares	**	3,091
Americas Petrogas Inc Com	2,450.000 shares	**	7,382
Ameriprise FINL Inc Com	100.000 shares	**	6,263
AMGEN Inc. NFS LLC	90.000 shares	**	7,758
Anadigics Inc NFS LLC	4,000.000 shares	**	10,080
AOL Inc COM USD	1.000 shares	**	30
Apple Computer Inc NFS LLC	1,754.058 shares	**	933,462
Archer Daniels Midland	53.646 shares	**	1,469
ARM Holdings PLC Spons ADR	75.000 shares	**	2,837
Astrazeneca PLC Spns ADR	300.000 shares	**	14,181

* Party in interest

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*** At fair value

YP Holdings LLC Retirement Savings Plan

EIN #80-0803728 Plan #004

Schedule H, Line 4i – Schedule of Assets (Held At End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Common Stock (continued):			
Atmos Energy Corp	110.945 shares	** \$	3,896
Autozone Inc	30.000 shares	**	10,633
Avanir Pharmaceuticals CL A	19,500.000 shares	**	51,032
Baidu Com Inc SPON ADR RESTG ORD SHS CL	228.000 shares	**	22,866
Bank of America Corp	12,254.741 shares	**	142,278
Bank of Nova Scotia Halifax	56.153 shares	**	3,250
Barclays Bank PLC IPATH Dow Jones	430.000 shares	**	19,776
Barclays Bank PLC IPATH S&P 500 VIX	32.000 shares	**	1,018
Baytex Energy Corp Com NPV	103.625 shares	**	4,481
Bershire Hathaway Inc DEL CL B	470.000 shares	**	42,159
Best Buy Inc	523.250 shares	**	6,201
Blyth Inc Com	450.574 shares	**	7,006
Boeing Co	478.000 shares	**	36,022
BP PLC SPON ADR REPSNTG	1,258.862 shares	**	52,419
Bristol Meyers Squibb NFS LLC	200.000 shares	**	6,518
Broadcom Corp CL A	387.564 shares	**	12,871
Cablevision SYS Corp NY Group CL A Com	100.000 shares	**	1,494
Calpine Corp Com NEW	300.000 shares	**	5,439
Capital One Financial Corp.	201.360 shares	**	11,665
Cardinal Health Inc NFS LLC	532.502 shares	**	21,928
Carnival Corp Paired CTF 1 Com	545.770 shares	**	20,068
Caterpillar Inc NFS	433.368 shares	**	38,834
Centurytel Inc.	176.056 shares	**	6,887
Changyou Com LTD ADS REPSTG CL A SHS	731.000 shares	**	19,255
Chernie Energy Inc.	1,000.000 shares	**	18,870
Chevrontexaco Corp	141.483 shares	**	15,300
China Metro-Rural Holdings Limited	500.000 shares	**	385
China RITAR PWR Corp	1,000.000 shares	**	420
China Unicom LTD Spons ADR	240.085 shares	**	3,911
China XINIYA Fashion LTD SPON ADS	312.000 shares	**	362

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*** At fair value

YP Holdings LLC Retirement Savings Plan

EIN #80-0803728 Plan #004

Schedule H, Line 4i – Schedule of Assets (Held At End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Common Stock (continued):			
Chorus Ltd ADR	141.000 shares	** \$	1,710
Chubb Corp	56.227 shares	**	4,235
Cisco Sys Inc NFS	1,426.953 shares	**	28,038
Citigroup Inc Com	500.230 shares	**	19,789
Claude Res Inc	2,490.000 shares	**	1,382
Claymore Exchange Traded FD TR 2	306.144 shares	**	6,807
Clean Pwr Concepts	18,750.000 shares	**	94
Clearwire Corp New CL A	1,100.000 shares	**	3,179
Cliffs Nat Res Inc	432.753 shares	**	16,691
Cobalt International Energy Inc Com	300.000 shares	**	7,368
Coca Cola Bottling Co Cons	10.000 shares	**	665
Cocal Cola NFS	405.500 shares	**	14,699
Coinstar Inc.	250.000 shares	**	13,003
ConocoPhillips NFS LC	325.000 shares	**	18,847
Cord Blood Amer Inc Com	5,399.000 shares	**	27
Corning Inc. NFS	900.000 shares	**	11,358
Costco Wholesale Corp	152.318 shares	**	15,038
CPFL Energia S A Sponsored ADR	3,000.000 shares	**	62,880
Cracker Barrel Old CTRY Store Inc Com	400.000 shares	**	25,704
Crocodile Gold Corp Com NPV	1,000.000 shares	**	321
Delcath Systems Inc Com	1,650.000 shares	**	2,030
Dex One Corp Com	1,009.322 shares	**	1,595
Diageo PLC	102.596 shares	**	11,961
Diamond Offshore Drilling Inc.	109.817 shares	**	7,463
Diana Containerships Inc NPV	20.745 shares	**	125
Diana Shipping Inc	542.897 shares	**	3,963
Digital Domain Media Group Inc. Com	75.000 shares	**	2
Direxion SH ETF TR NASDAQ	81.036 shares	**	3,075
Disney Walt Co Del	342.890 shares	**	17,072
Dollar General Corp Com USD	150.000 shares	**	6,614
Donnelley RR & Sons	1,000.000 shares	**	8,990

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YP Holdings LLC Retirement Savings Plan

EIN #80-0803728 Plan #004

Schedule H, Line 4i – Schedule of Assets (Held At End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Common Stock (continued):			
Dragonwave Inc Com ISN	2,900.000 shares	** \$	9,425
DU Pont E I DE Nemours & Co	607.197 shares	**	27,311
Duke Energy Corp Com NPV	180.201 shares	**	11,497
Dynavax Technologies corp	1.000 shares	**	3
E M C Corp Mass NFS	450.000 shares	**	11,385
Eaton Vance Enhanced Equity	2,683.127 shares	**	28,012
EBAY Inc NFS LLC	200.000 shares	**	10,200
Electronics Arts NFS LLC	194.000 shares	**	2,817
Enbridge Inc.	2.000 shares	**	87
Ericsson L M Tel Co ADR CL B SEK 10	500.000 shares	**	5,050
Exelon Corp	600.000 shares	**	17,844
Express Scripts HLDG Co Com	200.000 shares	**	10,800
Exxon Mobil Corp	230.260 shares	**	19,929
Ezcorp Inc Com	350.000 shares	**	6,962
Facebook Inc. Com USD	1,371.000 shares	**	36,496
Family Dollar Stores Inc.	51.000 shares	**	3,234
Fannie Mae	1,070.000 shares	**	273
Fifth Third Bancorp	1,106.167 shares	**	16,814
First Solar Inc Com	53.000 shares	**	1,635
First TR Exch Traded Alphasex FD II Asia	2,058.665 shares	**	57,519
FNB Corp N C Com	73.000 shares	**	847
Force Energy Corp Com	500.000 shares	**	3
Ford Mtr Co Del Com	3,411.015 shares	**	44,173
France Telecom SA Spons ADR	3,735.151 shares	**	41,273
Freeport McMoran Copper & Gold CL B	904.807 shares	**	30,944
Friedfinder Networks Inc Com	2,000.000 shares	**	1,240
Frontier Communications Corp	900.000 shares	**	3,852
Gamco Global Gold Nat Res & Income	321.755 shares	**	4,118
Gamco Nat Res Gold & Income Trust Com	2,316.799 shares	**	31,647
Gamestop Corp New CL A	165.388 shares	**	4,150
Garmin Ltd SHS	200.000 shares	**	8,150
General Electric Co NFS	3,791.293 shares	**	79,579

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YP Holdings LLC Retirement Savings Plan

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Schedule H, Line 4i – Schedule of Assets (Held At End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Common Stock (continued):			
General Motors Co Com	200.000 shares	** \$	5,766
Genetic Technologies Ltd.	125.000 shares	**	273
Glaxosmithkline PLC Sponsored ADR	300.000 shares	**	13,041
Google Inc CL A	20.000 shares	**	14,148
Great Panther Silver Ltd Com	2,800.000 shares	**	4,284
Great Wall BLDRS LTD Com	1,600.000 shares	**	27
Green Mtn Coffee Inc.	111.000 shares	**	4,589
Hain Celestial Group Inc.	200.000 shares	**	10,844
Hecla Mining Co	150.582 shares	**	878
Heinz H J Co	57.642 shares	**	3,325
Hewlett-Packard Co DE	50.000 shares	**	713
HKT Trust and HKT Ltd Share Stapled	8.000 shares	**	8
Home Depot Inc NFS	320.000 shares	**	19,792
Honeywell Intl Inc	103.392 shares	**	6,562
Horizon Technology Fin Corp Com	314.676 shares	**	4,695
Hormel George A & Co	108.425 shares	**	3,384
Immunogen Inc. NFS LLC	15.000 shares	**	191
Inovio Biomedical Corp	9,008.000 shares	**	4,504
Intel Corp NFS LLC	2,916.177 shares	**	60,132
INTL Business Mach	325.146 shares	**	62,282
INTL Paper Co	150.000 shares	**	5,976
Ipass Inc	1,000.000 shares	**	1,830
Ishares Comex gold Trust Ishares ETF	4,000.000 shares	**	65,116
Ishares Inc MSCI Brazil Free Index FU	1.690 shares	**	95
Ishares Silver TR Ishares	1,086.000 shares	**	31,896
Ishares TR 1-3 yr Treas Index FD	235.545 shares	**	19,885
Ishares TR Dow Jones U S Energy Sector	300.000 shares	**	12,252
Ishares TR Dow Jones U S FINL SVCS	150.000 shares	**	8,897
Ishares TR FTSE XINHAU HK China 25	711.217 shares	**	28,769
Ishares TR Lehman U S Aggregate BD FD	107.910 shares	**	11,987

* Party in interest

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*** At fair value

YP Holdings LLC Retirement Savings Plan

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Schedule H, Line 4i – Schedule of Assets (Held At End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Common Stock (continued):			
Ishares TR MSCI EAFE Index FD	506.000 shares	**	\$ 28,771
Ishares TR MSCI EAFE Small Cap Index FD	295.000 shares	**	12,009
Ishares TR MSCI EAFE Value Index FD	419.000 shares	**	20,380
Ishares TR MSCI Emerging Mkts	1,320.000 shares	**	58,542
Ishares TR S&P 500/Barra Value Index FD	433.000 shares	**	28,747
Ishares TR S&P Midcap 400 Index FD	296.000 shares	**	30,103
Ishares TR S&P Midcap 400/Barra	343.000 shares	**	30,232
Ishares TR U S Treas Inflation	49.663 shares	**	6,030
Ishares Trust S&P Smallcap 600 Index	376.000 shares	**	29,366
Itonis Inc.	500.000 shares	**	5
J P Morgan Chase & Co	1,879.787 shares	**	82,652
Jammin Java Corp Com	500.000 shares	**	42
Jetblue Awys Corp NFS	50.000 shares	**	286
Johnson & Johnson NFS	603.709 shares	**	42,320
Johnson CTLS Inc	857.719 shares	**	26,306
Juniper Networks Inc.	200.000 shares	**	3,934
Kellogg Company NFS	250.000 shares	**	13,963
Kimberly Clark Corp NFS	56.925 shares	**	4,806
Knight Cap Group Inc.	470.000 shares	**	1,650
Kodiak Oil & Gas Corp	1,018.000 shares	**	9,009
Kraft Foods Group Inc Com	259.000 shares	**	11,777
Kratos Defense & SEC Solutions Com	350.000 shares	**	1,761
Krispy Kreme Doughnuts Inc.	400.000 shares	**	3,752
Lamar Advertising Co CL A	18.946 shares	**	734
Lattice Semiconductor Corp	1,000.000 shares	**	3,990
Leucadia Natl Corp	329.223 shares	**	7,832
Lifelock Inc Com	200.000 shares	**	1,626
Lilly ELI & Co	130.768 shares	**	6,449
Lincoln National Corp	102.471 shares	**	2,654
Lionbridge Tech Inc.	900.000 shares	**	3,618

* Party in interest

** Participant-directed investments, cost not required

*** At fair value

YP Holdings LLC Retirement Savings Plan

EIN #80-0803728 Plan #004

Schedule H, Line 4i – Schedule of Assets (Held At End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Common Stock (continued):			
Livewire Ergogenics Inc Com	1,500.000 shares	**	\$ 344
Lockheed Martin corp NFS LLC	20.000 shares	**	1,846
Lodgenet Entmt Corp	444.000 shares	**	23
Lone Star Gold Inc Com	100.000 shares	**	3
Lorillard Inc Com	100.000 shares	**	11,667
Luxottica Group S P A	100.000 shares	**	4,135
Main Str Cap Corp Com	1,038.403 shares	**	31,682
Market Vectors ETF TR Gold Miners ETF	454.597 shares	**	21,089
Market Vectors ETF TR JR Gold Mines ETF	72.721 shares	**	1,439
Marvell Technology Group Ltd	300.000 shares	**	2,178
Mastercard Inc CL A	70.552 shares	**	34,661
Mcdonalds Corp	705.043 shares	**	62,192
Medtronic Inc	400.000 shares	**	16,408
Merck & Co Inc	125.231 shares	**	5,127
MGM Mirage NFS	100.000 shares	**	1,164
Microsemi Corp	9.000 shares	**	189
Microsoft Corp	1,477.714 shares	**	39,470
Modelez Intl Inc Com	783.668 shares	**	19,947
Molycorp Inc.	237.000 shares	**	2,237
Monsanto Co	212.705 shares	**	20,133
Morgan Stanley China A Share fund Inc.	300.000 shares	**	7,215
Mustang Alliances Inc.	215.000 shares	**	2
National Grid Transco PLC	40.000 shares	**	2,298
Net SVGS Link Inc	13,500.000 shares	**	14
Netflix Com Inc.	180.000 shares	**	16,666
NII HLDGS Inc.	350.000 shares	**	2,496
Nike Inc Class B NFS	605.922 shares	**	31,266
Nokia Corp ADR	1,668.000 shares	**	6,589
Nordstrom Inc	200.000 shares	**	10,700
Northrop Grumman Corp Holding Corp Co.	12.409 shares	**	839
Novacopper Inc Com	370.000 shares	**	670
Novagold Resources	2,225.000 shares	**	10,035

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YP Holdings LLC Retirement Savings Plan

EIN #80-0803728 Plan #004

Schedule H, Line 4i – Schedule of Assets (Held At End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Common Stock (continued):			
Novartis AG ADR	174.000 shares	** \$	11,014
Novus Robotics Inc Com	38.000 shares	**	2
Occidental Petroleum Corp	20.139 shares	**	1,543
Opentable Inc Com	50.000 shares	**	2,440
Oracle Corp	393.034 shares	**	13,096
Originoil Inc Com	5,500.000 shares	**	4,400
Pandora Media Inc Com	275.000 shares	**	2,525
Patriot Coal Corp Com	200.000 shares	**	15
PCCW Ltd New	200.000 shares	**	88
PDL Biopharma Inc. Com	509.572 shares	**	3,587
Peabody Eneary Corp	200.000 shares	**	5,322
Pengrowth Energy Corp Com	1,284.690 shares	**	6,385
Pepsico Inc	275.678 shares	**	18,865
Pfizer Inc	236.709 shares	**	5,936
Philip Morris Intl Inc.	262.366 shares	**	21,944
Phillips 66 Com	100.000 shares	**	5,310
Polyone Corp	20.000 shares	**	4,084
Potash Corp SASK Inc	2.027 shares	**	82
Powershares DB Commodity Index	600.000 shares	**	16,668
Powershares Exchange Traded FD TR FINL	2,698.934 shares	**	49,337
Powershares QQQ TR Unit SER 1	105.925 shares	**	6,899
Powerwave Technologies Inc.	13,000.000 shares	**	4,030
PPG Industries	16.000 shares	**	2,166
Proctor & Gamble Co	110.168 shares	**	7,479
Proshares TR II Proshares Ultra DJ	800.000 shares	**	23,456
Proshares TR II Proshares Ultrashort	200.000 shares	**	10,154
Proshares TR II Proshares Ultrashort	300.000 shares	**	5,703
Proshares TR Short Real Estate FD	200.000 shares	**	5,600
Proshares TR Short Russell 2000	1,000.000 shares	**	24,320
Proshares TR Short S&P 500 Proshares	4.000 shares	**	136

* Party in interest

** Participant-directed investments, cost not required

*** At fair value

YP Holdings LLC Retirement Savings Plan

EIN #80-0803728 Plan #004

Schedule H, Line 4i – Schedule of Assets (Held At End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Common Stock (continued):			
Proshares TR Ultra S&P 500 Proshares	400.000 shares	**	\$ 24,140
Proshares TR Ultrashort QQQ	143.000 shares	**	4,240
Proshares Trust PSHS ULSHT SP500	650.000 shares	**	35,172
Qualcomm Inc NFS LLC	304.865 shares	**	18,859
Quality Distr Inc FLA	675.000 shares	**	4,050
Questcor Phar Inc.	39.419 shares	**	1,053
Quicklogic Corp	6,000.000 shares	**	13,020
Rambus Inc NFS LLC	6,100.000 shares	**	29,707
Raytheon Co Com	15.000 shares	**	863
Regins Finl Corp	1,000.000 shares	**	7,130
Renewable Energy Group Inc Com	324.000 shares	**	1,899
Renren Inc Sponsored ADR RESPTG CL A	200.000 shares	**	690
Research in Motion LTD	12.000 shares	**	142
Riverbed Technology Inc Com	200.000 shares	**	3,944
Rowan Companies PLC Com GBPO.125A	100.000 shares	**	3,127
Royal Carribean Cruises Ltd	211.518 shares	**	7,192
S&P 500 Depository Receipt	298.000 shares	**	42,438
Sandridge Energy Inc Com	20.000 shares	**	127
Sarepta Therapeutics Inc Com	250.000 shares	**	6,450
Sasol Ltd SPBSRD ADR	250.000 shares	**	10,823
Seacoast BKG Corp FLA Com	100.000 shares	**	161
Seadrill Limited	522.486 shares	**	19,227
Servicesource Intl LLC Com	150.000 shares	**	878
Sherwin Williams Co	25.000 shares	**	3,846
Simulations Plus Inc.	2,637.142 shares	**	11,577
Sirius XM Radio Inc Com	9,960.006 shares	**	28,784
Skyworks Solutions Inc. Com	50.000 shares	**	1,015
SLM Corp Com	81.196 shares	**	1,391
Smith & Wesson Hldg Corp	695.000 shares	**	5,866
Smucker J M Co	352.231 shares	**	30,376
Solazyme Inc	46.000 shares	**	362
Southwest Airlns Co NFS	1,092.194 shares	**	11,184

* Party in interest

** Participant-directed investments, cost not required

*** At fair value

YP Holdings LLC Retirement Savings Plan

EIN #80-0803728 Plan #004

Schedule H, Line 4i – Schedule of Assets (Held At End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Common Stock (continued):			
SPDR Gold TR Gold SHS	120.000 shares	**	\$ 19,442
SPDR Index SHS FDS DJ Euro Stoxx 50	50.000 shares	**	1,733
SPDR SER TR S&P Divid ETF	28.248 shares	**	1,643
Sprint Corp (FON Group)	600.000 shares	**	3,402
SPX Corp NFS	108.032 shares	**	7,578
Starbucks Corp NFS	760.717 shares	**	40,797
Statoil ASA Spon ADR	100.000 shares	**	2,504
Sturm Ruger & Co Inc.	166.442 shares	**	7,556
Suntrust Banks Inc NFS	500.000 shares	**	14,175
Synovus FINL Corp NFS LLC	1,000.000 shares	**	2,450
Sysco corp NFS LLC	342.323 shares	**	10,838
Tata Mtrs Ltd Sponsored ADR	300.000 shares	**	8,616
Telecom Argentina STET France Telecom	500.000 shares	**	5,690
Telecom Corp of New Zealand A D S	732.095 shares	**	6,870
Tellabs Inc NFS LLC	1.000 shares	**	2
Templeton Dragon Fund Inc.	300.000 shares	**	8,532
Teva Pharmaceutical Inds Ltd ADS	447.032 shares	**	16,692
Thoratec Corp New	250.000 shares	**	9,380
Three D Systems Corp	250.000 shares	**	13,338
Time Warner Cable Inc.	3.000 shares	**	292
Time Warner Inc. Co	15.000 shares	**	717
TIVO Inc.	93.000 shares	**	1,145
Total Fina ELF S A Spon ADR	250.000 shares	**	13,003
Tractor Supply Co	150.334 shares	**	13,284
Transocean LTD Zug Namen-AKT	263.747 shares	**	11,779
Trimble Nav Ltd	200.000 shares	**	11,956
Trinity INDS Inc DEL FRMLY Texas	160.675 shares	**	5,755
Tronox Ltd Com CL A	711.649 shares	**	12,988
True Religion Apparel Inc.	100.000 shares	**	2,542
Turquoise Hill Res Ltd Com	2,450.000 shares	**	18,645
Tyco International Ltd SHS	100.000 shares	**	2,925
UBS AG Jersey BRH E Tracs LFD to Alerian	98.204 shares	**	3,196

* Party in interest

** Participant-directed investments, cost not required

*** At fair value

YP Holdings LLC Retirement Savings Plan

EIN #80-0803728 Plan #004

Schedule H, Line 4i – Schedule of Assets (Held At End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Common Stock (continued):			
Under Armour Inc Cl A	66.000 shares	** \$	3,203
United Parcel Svc Inc.	500.000 shares	**	36,865
Vanguard Index FDS	1,055.649 shares	**	69,462
Vanguard Index FDS S&P 500 ETF SHS	305.000 shares	**	19,883
Vanguard Index FDS Vanguard Small Cap	840.422 shares	**	61,057
Vanguard Index FDS Vanguard Small Cap	247.000 shares	**	19,982
Vanguard Index FDS Vanguard Value	489.262 shares	**	28,769
Vanguard Intl Equity Index FD Inc.	1,414.147 shares	**	62,972
Vanguard Intl Equity Index FDSFTSE ALL	281.496 shares	**	25,585
Vanguard Tax Managed FD Europ Pacific	578.000 shares	**	20,363
Verizon Communications	317.204 shares	**	13,725
Viacom Inc New CL A	323.768 shares	**	17,571
Visa Inc Com Cl A	101.005 shares	**	15,310
VMWare Inc CL A Com	150.000 shares	**	14,121
Vonage Hldgs Corp Com	1,970.000 shares	**	4,669
Vringo Inc Com	2,000.000 shares	**	5,740
Wal-Mart Stores Inc	158.000 shares	**	10,780
Waste Management Inc. NFS LLC	618.545 shares	**	20,870
Weatherford International Ltd	150.000 shares	**	1,679
Wells Fargo & Co	1,024.609 shares	**	35,021
Whole Foods Mkt Inc.	2.000 shares	**	182
Widepoint Corp	5.000 shares	**	2
Wiki Group Inc. Com	350.000 shares	**	8
Windstream Corp Com	1,200.000 shares	**	9,936
Wisdomtree TR Intl Small Cap Divid FD	398.000 shares	**	20,748

* Party in interest

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YP Holdings LLC Retirement Savings Plan

EIN #80-0803728 Plan #004

Schedule H, Line 4i – Schedule of Assets (Held At End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Common Stock (continued):			
Wisdomtree TR Japan Total Divid FD	311.984 shares	** \$	11,506
World Moto Inc. Com	6,900.000 shares	**	1,208
Xerox Corp NFS	500.000 shares	**	3,410
Yahoo Inc. NFS LLC	2,071.000 shares	**	41,213
Zipcar Inc Com	623.000 shares	**	5,134
Zynga Inc Com	270.000 shares	**	637
			<u>5,283,465</u>
Preferred Stock:			
Eagle Hospitality PPTYS TR Inc.	1,410.000 shares	**	3
Entest Biomedical Inc PFD SER B	12.000 shares	**	–
Magnum Hunter RES Corp DEL Cumulative	925.000 shares	**	23,488
Santander Finance Preferred SA	100.000 shares	**	2,697
			<u>26,188</u>
Rights / Warrants:			
American Intl Group Inc WT EXP Corporate Bond	160.000 units	**	2,208
Corporate Bond:			
GE Capital Internotes Unit	5,000.000 units	**	5,748
Interest Bearing Cash:			
* Fidelity Cash Reserves	3,008,079.630 units	**	3,007,821
GE Cap BK Inc. Retail CD Fidelity Fund	25,000.000 units	**	25,055
			<u>3,032,876</u>
Loans to Participants			
	Varying maturity dates with interest rates ranging from 4.25% to 9.25%		<u>15,583,983</u>
			<u><u>\$340,272,718</u></u>

* Party in interest

** Participant-directed investments, cost not required

*** At fair value

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