Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

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

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

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
TICKETS.COM 401(K) RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1996

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

TICKETS.COM

555 ANTON BLVD.
11TH FLOOR
COSTA MESA, CA 92626

2b Employer Identification Number (EIN)
06-1424841

2c Sponsor's telephone number
714-327-5534

2d Business code (see instructions)
541519

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.	09/03/2014	MAUREEN BEDNAREK
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	

5	Total number of participants at the beginning of the plan year	**5**	343
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**	210
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	117
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	327
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	1
f	Total. Add lines **6d** and **6e**.	**6f**	328
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	301
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	16
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:
2F 2G 2J 2K 2S 2T 3D 3H

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

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

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

a Pension Schedules

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

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

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

b General Schedules

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

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

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

(4) [X] **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

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
TICKETS.COM 401(K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
TICKETS.COM

D Employer Identification Number (EIN)
06-1424841

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).. . . . . [X] 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 INSTITUTIONAL

04-2647786

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

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

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

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

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

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

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

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

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

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

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

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)

CETERA ADVISOR NETWORKS LLC

200 N SEPULVEDA BLVD STE 1300
EL SEGUNDO, CA 90245

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 61	ADVISOR	27045	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] No [ ]

(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?
37 60 64 65	RECORDKEEPER	8975	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] 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
CETERA ADVISOR NETWORKS LLC	61	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.
OPP DEVELOPING MKT Y - OPPENHEIMER 13-2953455	$5M+=0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BLKRK EQUITY DIV I - BNY MELLON IN P.O. BOX 9793 PROVIDENCE, RI 02940	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DREY BASIC S&P 500 - DREYFUS TRANS 200 PARK AVENUE NEW YORK, NY 10166	0.15%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DREY SM CAP STK IDX - DREYFUS TRAN 200 PARK AVENUE NEW YORK, NY 10166	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
HEARTLAND SEL VAL IS - ALPS FUND S 20-3247785	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
HEARTLAND VAL PLS IS - ALPS FUND S 20-3247785	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 INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
HTFD INFL PLUS R5 - HARTFORD ADMIN 41-0679409	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
IVY MID CAP GROWTH I - WADDELL & R 43-1244426	0.10%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JPM CORE BOND SELECT - BOSTON FINA 330 W. 9TH STREET KANSAS CITY, MO 66160	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 INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation		**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
NUVEEN MDCP INDEX I - BOSTON FINAN	P.O. BOX 8480 BOSTON, MA 02266	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation		**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
OPP DEVELOPING MKT Y - OFI GLOBAL	TWO WORLD FINANCIAL CENTER 225 LIBERTY STREET, 14TH FLOOR NEW YORK, NY 10281	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation		**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
THORNBURG INT VAL R5 - BOSTON FINA	P.O. BOX 8480 BOSTON, MA 02266	0.25%

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 H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
TICKETS.COM 401(K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
TICKETS.COM

D Employer Identification Number (EIN)
06-1424841

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	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1023242	1168076
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	220076	224701
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	9385140	11781562
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	10628458	13174339
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	10628458	13174339

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)	142233	
(B) Participants	2a(1)(B)	986759	
(C) Others (including rollovers)	2a(1)(C)	23237	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1152229
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	112	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	8009	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		8121
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	762753	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		762753
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		1500341
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		3423444
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	841543	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		841543
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	36020	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		36020
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		877563
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		2545881
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: ANDERSON AND KNUF LLP **(2)** EIN: 32-0081502

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a	X		19923
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

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

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ..... ☐ Yes ☐ No ☐ Not determined

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

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
TICKETS.COM 401(K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
TICKETS.COM

D Employer Identification Number (EIN)
06-1424841

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1**

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 04-6568107

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 a Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

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

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

TICKETS.COM 401(K) RETIREMENT PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES

As of December 31, 2013 and 2012

with

INDEPENDENT AUDITORS' REPORT THEREON

TICKETS.COM 401(K) RETIREMENT PLAN

TABLE OF CONTENTS

Independent Auditors' Report.....1

Financial Statements:

Statements of Net Assets Available for Plan Benefits as of December 31, 2013 and 2012 2

Statement of Changes in Net Assets Available for Plan Benefits for the Year Ended December 31, 2013 3

Notes to Financial Statements..... 4-13

Supplemental Schedules:

Schedule H: Schedule of Delinquent Participant Contributions as of December 31, 2013 14-15

Schedule H: Schedule of Assets Held for Investment Purposes as of December 31, 2013 16

Note: All other schedules have been omitted since the information is either disclosed elsewhere in the financial statements or not required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Anderson & Knuf LLP
Certified Public Accountants & Business Advisors

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of the Tickets.com 401(k) Retirement Plan:

Report on the Financial Statements
We were engaged to audit the accompanying financial statements of Tickets.com 401(k) Retirement Plan, which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

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

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

Basis for Disclaimer of Opinion
As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 8, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2013 and 2012, and for the year ended December 31, 2013, that the information provided to the plan administrator by the trustee is complete and accurate.

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

Other Matter
The supplemental Schedules of Delinquent Participant Contributions (Schedule H, Line 4a) and Assets Held at the End of the Year (Schedule H, Line 4i) as of and for the year ended December 31, 2013 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules.

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

Anderson & Knuf LLP

ANDERSON & KNUF, LLP
August 15, 2014
Santa Ana, California

TICKETS.COM 401(K) RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS

	December 31, 2013	December 31, 2012
ASSETS		
Investments, at fair value		
Mutual funds	$11,781,562	$ 9,385,149
Cash and cash equivalents	1,168,076	1,023,242
	12,949,638	10,408,391
Receivables:		
Contributions receivable from participants	-	16,917
Notes receivable from participants	224,701	220,075
	224,701	236,992
Net assets available for plan benefits	$ 13,174,339	$ 10,645,383

See accompanying notes to financial statements

TICKETS.COM 401(k) RETIREMENT PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS

	Year Ended December 31, 2013
Additions:	
Contributions:	
Employer	$ 142,233
Participant	969,834
Participant rollover	23,237
Total contributions	1,135,304
Investment income:	
Net gain in fair value of investments	1,500,341
Interest and dividends	762,753
Participant loan interest	8,121
Total investment income	2,271,215
Total additions	3,406,519
Deductions:	
Benefits paid to participants	772,147
Deemed distributions of participant loans	69,396
Administrative expenses	36,020
Total deductions	877,563
Net increase	2,528,956
Net assets available for plan benefits, beginning of year	10,645,383
Net assets available for plan benefits, end of year	$ 13,174,339

See accompanying notes to financial statements

NOTE 1 – DESCRIPTION OF THE PLAN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following description of the Tickets.com 401(k) Retirement Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan documents as amended, for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan established effective January 1, 1996 by Tickets.com (the "Company") under provisions of Section 401(a) of the Internal Revenue Code ("IRC"), which includes a qualified cash or deferred arrangement as described in Section 401(k) of the IRC, for the benefit of the Company's employees. All employees of the Company who have completed 90 days of service and attained the age of 21 are eligible to participate in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Basis of Accounting

The plan maintains its accounting records on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Use of Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's administrator to make estimates and assumptions that affect the reported amounts of assets, liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the amounts of revenue and expenses during the reporting periods. Actual results could differ from those estimates.

Investment Valuation

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

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

NOTE 1 – DESCRIPTION OF THE PLAN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, (continued)

Plan Administration

The Company is the Plan Administrator. Fidelity Investments, and its subsidiary, Fidelity Management Trust Company (the "Trustee") is the custodian of the Plan's assets and the Trustee, respectively.

Contributions

Participants may contribute to the Plan through tax deferred salary deductions in an amount not to exceed the statutory maximum stated in the IRC. Participants over age 50 may make catch-up contributions limited by provisions in the IRC. With certain limitations, participants may also contribute distributions from other qualified plans ("rollovers"). The plan received $23,237 in rollover contributions during the year ended December 31, 2013.

The Company makes matching contributions to the participant accounts on a discretionary basis, typically 1% of the employee's earnings. The Company also makes matching contributions to the participant accounts on a discretionary basis. Effective January 1, 2012 only participants who are employed by the Company on the last day of the contribution period (fiscal year) will qualify for the discretionary matching contribution. The Company made $142,233 in matching contributions for the year ended December 31, 2013.

Plan Amendments and Other Changes

During the Plan year ended December 31, 2013 the following changes and amendments were made to the Plan:

- The Plan Administrator selected the Fidelity Advisor Freedom Fund Default Service to invest participant contributions to a retirement age appropriate Fidelity Advisor Freedom Fund ("contribution default fund") if any participant contribution and/or loan payment has been received by the Trustee that has not been directed otherwise by the participant.
- The Company directed the custodian and Trustee enroll in the Participant Disclosure Service to assist the Plan Administrator in meeting its responsibilities under Labor Regulations §2550.404a-5 to provide certain disclosures to participants and eligible Company employees. Among the services provided are Initial and Annual Notices, Quarterly Disclosures, Website Information, and additional information upon request, as well as Change Notifications as requested by the Company.
- Effective November 15, 2013 the Ivy Mid Cap Growth Fund Class One was added to the Plan's investment options, replacing Fidelity Advisor Mid Cap II Fund – Institutional Class. Participant investments in the Fidelity Advisor Mid Cap II fund were transferred in full to the Ivy Mid Cap Growth Fund Class One on the effective date.

NOTE 1 – DESCRIPTION OF THE PLAN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, (continued)

Investment Options

Participants may direct their salary deferral contributions and the Company's contributions into a variety of available investment funds made available by the Custodian. All amounts in each participant's account are invested and reinvested as elected by the participant from among the Plan's available investment funds.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution and, (b) Plan earnings (losses), and charged with an allocation of administrative expenses. Allocations are based on participant earnings or 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.

Vesting

Participants are always 100% vested in amounts they contribute to the Plan, and in the investment earnings on those contributions. Matching employer contributions are vested based on years of service with the Company. Participants with less than one year of service are not vested. Vesting begins with the anniversary of one year of service at 33% vesting, two years at 66% vesting and 100% vesting at three years.

Benefits

Upon termination of service including death, disability, or retirement, a participant may elect to receive an amount equal to the value of the participant's vested interest in his account. These payments may be made in a lump some or taken as an annuity. Hardship withdrawals are permitted for certain specific reasons as defined in the Plan document. Benefits are recorded when paid.

Hardship Withdrawals

A withdrawal from a participant's account may be permitted if the participant has a financial hardship for certain specific reasons as defined in the Plan document. There were no hardship withdrawals for the year ended December 31, 2013.

NOTE 1 – DESCRIPTION OF THE PLAN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, (continued)

Participant Loans

At the discretion of the Plan's trustees, a participant may borrow a maximum of 50% of their vested account balance up to a maximum of $50,000. The term of the loan cannot exceed five years, except when the loan proceeds are used to purchase the participant's primary residence, when special rules apply. Loans made prior to December 31, 2011 earned interest at a rate of return commensurate with the prevailing interest rate charged by persons in the business of lending money for loans which would be made under similar circumstances at the time the loan is made. Effective January 1, 2012 the Trustee, on behalf of the Plan established the Loan Interest Rate Update Service ("LIR") for the Plan. The LIR is an automated process to update Plan loan interest rates for new loans based upon the prime rate as reported by Thomson Reuters. The interest rate on new loans is the prime interest rate as reported by Thomson Reuters plus 1% for both general purpose loans and for loans to purchase a primary residence. The interest rate on all participant loans outstanding at December 31, 2013 was 4.25%. Loan interest income is recognized monthly as interest accrues. Related interest income was $8,121 for the year ended December 31, 2013.

Forfeited Accounts

At December 31, 2013 and 2012, forfeited non-vested accounts totaled $7,713 and $8,718, respectively. These accounts were used to reduce the expenses of the Plan. At December 31, 2013, the Company had no unallocated forfeitures.

General and Administrative Expenses

The Trustee and custodian charge fees for administration, transactions, and brokerage services. Set Up, Administrative Services, Compliance Fees, and tax return preparation are paid by the Company on an annual basis. Other fees are paid by the Plan or the Company on an ad-hoc basis depending on services requested. The Company pays the annual audit fee to an independent accountant. An Asset Based Service Fee of 23 basis points per annum per participant is paid to the Plan's Investment Professional directly from each participant's account on a quarterly basis. Other fees, including distribution and loan set-up fees, are charged to participants on a transactional basis. For 2013, fees paid by the Plan were $36,020, net of forfeitures of $6,000. Brokerage fees paid from participant accounts were $27,045 in 2013.

Date of Management's Review

Subsequent events were evaluated through August 15, 2014, which is the date the financial statements were issued.

NOTE 2 – INCOME TAX STATUS

The Company adopted a standardized form of a prototype plan sponsored by Fidelity Management and Research Company, an affiliate of Fidelity Management Trust Company (the "Prototype Plan"). The Prototype Plan received an opinion letter dated March 31, 2008 from the Internal Revenue Service which stated that the Prototype Plan, as then designed was in compliance with the applicable requirements of the IRC. The Prototype Plan opinion letter has been relied upon by this Plan. The Plan Administrator, and the Sponsor's tax advisor, believe the Plan is currently designed and being operated in compliance with the applicable provisions of the IRC.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) upon examination by the Internal Revenue Service, the U.S. Department of Labor (DOL) and other applicable tax authorities. The Plan is subject to routine audits by taxing jurisdictions. Currently, the Plan is under audit by the DOL for the Plan years 2010 through 2013. The outcome of this audit is undetermined. The Plan Administrator believes it is no longer subject to tax examinations for the years prior to 2009 with regards to the IRS and 2006 with regards to the DOL.

NOTE 3 – 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 ERISA. In the event of Plan termination, participants will become 100% vested in their account balances.

NOTE 4 – FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date. The following is a description of the valuation methodology used for the assets at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Mutual funds are valued at the closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. 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. The money market portfolio is considered a cash equivalent whose fair value is its carrying value.

NOTE 4 – FAIR VALUE MEASUREMENTS (continued)

Level 1 Fair Value Measurements

The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at year-end. The fair value of cash and cash equivalents is assumed to be its carrying value due to the highly liquid nature of this asset.

	Fair Value Measurements at the End of the Reporting Periods Using: Quoted Prices in Active Markets for Identical Assets (Level 1)	
	December 31, 2013	December 31, 2012
Mutual funds		
Index funds	$ 4,708,314	$ 3,439,787
Value funds	1,710,954	1,390,439
Bond funds	810,372	862,960
Growth funds	1,454,734	1,215,194
Target date funds	3,097,188	2,476,769
Total mutual funds	11,781,562	9,385,149
Cash and cash equivalents		
Money market portfolio	1,168,076	1,023,242
Total cash and cash equivalents	1,168,076	1,023,242
Total assets at fair value	$ 12,949,638	$ 10,408,391

Gains and losses included changes in net assets available for plan benefits for the year ended December 31, 2013 are reported as net gains in fair value of investments.

NOTE 5 – MARKET RISK

The value of the Plan's investments is subject to market risk associated with the potential fluctuation in the values of the underlying securities. The Plan provides for investment in any combination of mutual funds with different investment strategies. These investment securities are exposed to various risks, such as interest rate, market, and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the Statement of Net Assets available for Plan Benefits and the Statements of Changes in Net Assets Available for Plan benefits.

NOTE 6– RELATED PARTY TRANSACTIONS

The following entities are considered parties-in-interest under ERISA:

Party-in-Interest	Function or Services Provided	Compensation Received for the Year Ended December 31, 2013
Tickets.com, Inc.	Plan Sponsor and Administrator	$ -
Sageview Advisory Group	Investment Advisor	28,545
Fidelity Investments	Custodian and Trustee	7,475
	Total	$ 36,020

All of these transactions are considered exempt party-in-interest transactions under ERISA.

NOTE 7 – RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

The following is a reconciliation of net assets available for plan benefits per the financial statements at December 31, 2013 and 2012 to Schedule H of Form 5500:

	December 31, 2013	December 31, 2012
Net assets available for plan benefits per the financial statements	$ 13,174,339	$ 10,645,383
Receivable: participant contributions	-	(16,917)
Lost earnings restored by the Company	-	(9)
Reduction of participant loan balances	-	1
Net assets available for plan benefits per Schedule H of Form 5500	$ 13,174,339	$ 10,628,458

The participant contributions receivable was the result of contributions to the plan from earnings in 2012 that were submitted to the plan during the year ended December 31, 2013.

The lost earnings and reduction of loan balances are due to circumstances described at Note 10. The following is a reconciliation of the net increase in net assets available for plan benefits per the financial statements for the year ended December 31, 2013, to Schedule H of Form 5500:

Net increase in net assets available for plan benefits per the financial statements	$ 2,528,956
Interest and dividends	8
Participant contributions	16,917
Benefits paid to participants	69,396
Deemed distributions of participant loans	(69,396)
Net income per Schedule H of Form 5500	$ 2,545,881

The increase in interest and dividends is the net of $9 lost earnings and $1 loan interest adjustments attributable to the plan year ended December 31, 2012 as described at Note 10.

The increase in participant contributions is the result of contributions to the plan from earnings in 2012 that were submitted to the plan during the year ended December 31, 2013. The increase in benefits paid to participants and the corresponding decrease in deemed distributions of participant loans are reclassifications for financial statement presentation purposes.

NOTE 8 – INVESTMENTS

The Plan Administrator has elected the method of reporting permitted by 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations of Reporting and Disclosure under ERISA. Accordingly, Fidelity Management Trust Company, the Trustee, has certified that the following data in the accompanying financial statements and supplemental schedule is complete and accurate.

- Investments at fair value as shown in the Statement of Net Assets Available for Plan Benefits as of December 31, 2013 and December 31, 2012;
- Net increase or decrease in assets available for plan benefits as shown in Statement of Changes in Net Assets Available for Plan Benefits for the years ended December 31, 2013 and December 31, 2012;
- Schedule H, Line 4i; Schedule of Assets Held for Investment Purposes as of December 31, 2013 (Fidelity Management Trust Company) (except participant loans) and
- Investments that represent five percent or more of the Plan's net assets as reflected below.

The following table presents the value of investments in the Plan. Individual investments representing more that 5% of the Plan's net assets as of December 31, 2013 and 2012 are separately identified as are investments stated at fair value.

	2013 (Unaudited)	2012 (Unaudited)
Fidelity Investments:		
(Fidelity Management Trust Company)		
BlackRock Equity Dividend Fund Class I	$ 904,125	$ 782,215
Fidelity Retirement Money Market Portfolio	1,168,076	1,023,242
Fidelity Advisor Strategic Income Fund Class I	686,407	694,716
Fidelity Advisor Mid Cap II Fund Class I	Replaced	1,163,786
Ivy Mid Cap Growth 1	1,426,237	Not Offered
Fidelity Advisor New Insights Fund Class I	1,993,663	1,538,581
Fidelity Advisor Freedom 2030 Class I	674,411	626,813
Fidelity Advisor Freedom 2040 Class I	966,058	759,547
Other mutual funds	5,130,661	3,819,491
Investments, at fair value	12,949,638	10,408,391
Receivable: participant contributions	-	16,917
Participant loans	224,701	220,075
	$ 13,174,339	$ 10,645,383

During the year ended December 31, 2013, the Plan's investment in mutual funds (including gains and losses on investments bought and sold, as well as held during the year) appreciated $1,500,341.

NOTE 9 – TERMINATED PARTICIPANTS

The balance of net assets available for plan benefits at December 31, 2013 includes $4,108,032 in the vested accounts of 120 participants who are no longer employed by the Company.

NOTE 10 – PROHIBITED TRANSACTIONS

Changes in payroll schedules by the Company instituted in 2011 had the unintended consequence of causing a portion of participant contributions and loan payments to be submitted on an untimely basis. During the plan year ended December 31, 2012, those procedures were modified to ensure timeliness under DOL regulations.

During the plan year ended December 31, 2012, on six occasions, participant contributions and loan payments totaling $22,183 were not submitted on a timely basis per DOL regulations. These are considered nonexempt prohibited transactions by the DOL. Although the contributions were made during the respective Plan years and are therefore not considered payables to the Plan, the Company must reimburse the Plan for the amount of lost earnings from the dates the payments should have been made to the dates the payments were received by the Plan. Participant loan balances and participant interest earned must also be adjusted for interest that accrued from the dates the payments should have been made to the dates the payments were received by the Plan.

The untimely submissions made during the plan year ended December 31, 2012 were corrected during the plan year ended December 31, 2013. The Company has paid the lost earnings of $9 to the Plan in full. Participant loan balances and participant interest were reduced by $1.

TICKETS.COM 401(K) RETIREMENT PLAN
EIN 06-1424841
PN 001

SCHEDULE H, LINE 4a
SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

As of December 31, 2013

	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Participant Contributions Transferred Late to Plan	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Check here if Late Participant Loan Repayments Are included: ☑		$3,514		
Check here if Late Participant Loan Repayments Are included: ☑		$3,507		
Check here if Late Participant Loan Repayments Are included: ☑		$3,784		
Check here if Late Participant Loan Repayments Are included: ☑		$3,736		
Check here if Late Participant Loan Repayments Are included: ☑		$3,881		

TICKETS.COM 401(K) RETIREMENT PLAN
EIN 06-1424841
PN 001

SCHEDULE H, LINE 4a
SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

As of December 31, 2013

	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Participant Contributions Transferred Late to Plan	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Check here if Late Participant Loan Repayments Are included: ☑		$3,761		

TICKETS.COM 401(K) RETIREMENT PLAN
EIN 06-1424841
PN 001

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

As of December 31, 2013

a)	b) Identity of issue, borrower, lessor or similar party	c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	d) Cost	e) Current value
	Mutual funds			
*		Dreyfus Small Cap Stock Index Fund	**	$386,300
*		Thornburg International Value Fund Class R5	**	366,168
*		Oppenheimer Developing Markets Fund Class Y	**	423,924
*		Nuveen Mid Cap Index Fund Class I	**	269,432
*		Dreyfus Basis S&P 500 Stock Index Fund	**	498,144
*		Heartland Inflation Plus R5	**	28,497
*		BlackRock Equity Dividend Fund Class I	**	904,125
*		Heartland Value Plus Fund Class I	**	514,168
*		Heartland Select Value Fund Class I	**	292,661
*		JP Morgan Core Bond Fund Select Class	**	123,965
*		Fidelity Advisor Small Cap Fund Class I	**	629,367
*		Fidelity Advisor Strategic Income Fund Class I	**	686,407
*		Fidelity Advisor Asset Manager 50% Fund Class I	**	141,316
*	Fidelity Investments	Ivy Mid Cap Growth 1	**	1,426,237
*		Fidelity Advisor Freedom Income Fund Class I	**	62,181
*		Fidelity Advisor New Insights Fund Class I	**	1,993,663
*		Fidelity Advisor Freedom 2005 Class I	**	165
*		Fidelity Advisor Freedom 2012 Class I	**	9,280
*		Fidelity Advisor Freedom 2015 Class I	**	25,200
*		Fidelity Advisor Freedom 2020 Class I	**	414,778
*		Fidelity Advisor Freedom 2025 Class I	**	208,663
*		Fidelity Advisor Freedom 2030 Class I	**	674,411
*		Fidelity Advisor Freedom 2035 Class I	**	274,573
*		Fidelity Advisor Freedom 2040 Class I	**	966,058
*		Fidelity Advisor Freedom 2045 Class I	**	302,653
*		Fidelity Advisor Freedom 2050 Class I	**	144,310
*		Fidelity Advisor Freedom 2055 Class I	**	14,916
	Cash and cash equivalents			
*	Fidelity Investments	Fidelity Retirement Money Market Portfolio	**	1,168,076
*	Participant loans	Varying maturities, interest rate: 4.25% - 6.00%	$-0-	224,701
				$13,174,339

* Represents a party-in-interest
** Cost information omitted with respect to participant directed investment

TICKETS.COM 401(K) RETIREMENT PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES

As of December 31, 2013 and 2012

with

INDEPENDENT AUDITORS' REPORT THEREON

TICKETS.COM 401(K) RETIREMENT PLAN

TABLE OF CONTENTS

Independent Auditors' Report.....1

Financial Statements:

Statements of Net Assets Available for Plan Benefits as of December 31, 2013 and 2012 2

Statement of Changes in Net Assets Available for Plan Benefits for the Year Ended December 31, 2013 3

Notes to Financial Statements..... 4-13

Supplemental Schedules:

Schedule H: Schedule of Delinquent Participant Contributions as of December 31, 2013 14-15

Schedule H: Schedule of Assets Held for Investment Purposes as of December 31, 2013 16

Note: All other schedules have been omitted since the information is either disclosed elsewhere in the financial statements or not required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Anderson & Knuf LLP
Certified Public Accountants & Business Advisors

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of the Tickets.com 401(k) Retirement Plan:

Report on the Financial Statements
We were engaged to audit the accompanying financial statements of Tickets.com 401(k) Retirement Plan, which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

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

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

Basis for Disclaimer of Opinion
As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 8, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2013 and 2012, and for the year ended December 31, 2013, that the information provided to the plan administrator by the trustee is complete and accurate.

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

Other Matter
The supplemental Schedules of Delinquent Participant Contributions (Schedule H, Line 4a) and Assets Held at the End of the Year (Schedule H, Line 4i) as of and for the year ended December 31, 2013 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules.

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

Anderson & Knuf LLP

ANDERSON & KNUF, LLP
August 15, 2014
Santa Ana, California

TICKETS.COM 401(K) RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS

	December 31, 2013	December 31, 2012
ASSETS		
Investments, at fair value		
Mutual funds	$11,781,562	$ 9,385,149
Cash and cash equivalents	1,168,076	1,023,242
	12,949,638	10,408,391
Receivables:		
Contributions receivable from participants	-	16,917
Notes receivable from participants	224,701	220,075
	224,701	236,992
Net assets available for plan benefits	$ 13,174,339	$ 10,645,383

See accompanying notes to financial statements

TICKETS.COM 401(k) RETIREMENT PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS

	Year Ended December 31, 2013
Additions:	
Contributions:	
Employer	$ 142,233
Participant	969,834
Participant rollover	23,237
Total contributions	1,135,304
Investment income:	
Net gain in fair value of investments	1,500,341
Interest and dividends	762,753
Participant loan interest	8,121
Total investment income	2,271,215
Total additions	3,406,519
Deductions:	
Benefits paid to participants	772,147
Deemed distributions of participant loans	69,396
Administrative expenses	36,020
Total deductions	877,563
Net increase	2,528,956
Net assets available for plan benefits, beginning of year	10,645,383
Net assets available for plan benefits, end of year	$ 13,174,339

See accompanying notes to financial statements

NOTE 1 – DESCRIPTION OF THE PLAN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following description of the Tickets.com 401(k) Retirement Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan documents as amended, for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan established effective January 1, 1996 by Tickets.com (the "Company") under provisions of Section 401(a) of the Internal Revenue Code ("IRC"), which includes a qualified cash or deferred arrangement as described in Section 401(k) of the IRC, for the benefit of the Company's employees. All employees of the Company who have completed 90 days of service and attained the age of 21 are eligible to participate in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Basis of Accounting

The plan maintains its accounting records on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Use of Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's administrator to make estimates and assumptions that affect the reported amounts of assets, liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the amounts of revenue and expenses during the reporting periods. Actual results could differ from those estimates.

Investment Valuation

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

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

NOTE 1 – DESCRIPTION OF THE PLAN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, (continued)

Plan Administration

The Company is the Plan Administrator. Fidelity Investments, and its subsidiary, Fidelity Management Trust Company (the "Trustee") is the custodian of the Plan's assets and the Trustee, respectively.

Contributions

Participants may contribute to the Plan through tax deferred salary deductions in an amount not to exceed the statutory maximum stated in the IRC. Participants over age 50 may make catch-up contributions limited by provisions in the IRC. With certain limitations, participants may also contribute distributions from other qualified plans ("rollovers"). The plan received $23,237 in rollover contributions during the year ended December 31, 2013.

The Company makes matching contributions to the participant accounts on a discretionary basis, typically 1% of the employee's earnings. The Company also makes matching contributions to the participant accounts on a discretionary basis. Effective January 1, 2012 only participants who are employed by the Company on the last day of the contribution period (fiscal year) will qualify for the discretionary matching contribution. The Company made $142,233 in matching contributions for the year ended December 31, 2013.

Plan Amendments and Other Changes

During the Plan year ended December 31, 2013 the following changes and amendments were made to the Plan:

- The Plan Administrator selected the Fidelity Advisor Freedom Fund Default Service to invest participant contributions to a retirement age appropriate Fidelity Advisor Freedom Fund ("contribution default fund") if any participant contribution and/or loan payment has been received by the Trustee that has not been directed otherwise by the participant.
- The Company directed the custodian and Trustee enroll in the Participant Disclosure Service to assist the Plan Administrator in meeting its responsibilities under Labor Regulations §2550.404a-5 to provide certain disclosures to participants and eligible Company employees. Among the services provided are Initial and Annual Notices, Quarterly Disclosures, Website Information, and additional information upon request, as well as Change Notifications as requested by the Company.
- Effective November 15, 2013 the Ivy Mid Cap Growth Fund Class One was added to the Plan's investment options, replacing Fidelity Advisor Mid Cap II Fund – Institutional Class. Participant investments in the Fidelity Advisor Mid Cap II fund were transferred in full to the Ivy Mid Cap Growth Fund Class One on the effective date.

NOTE 1 – DESCRIPTION OF THE PLAN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, (continued)

Investment Options

Participants may direct their salary deferral contributions and the Company's contributions into a variety of available investment funds made available by the Custodian. All amounts in each participant's account are invested and reinvested as elected by the participant from among the Plan's available investment funds.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution and, (b) Plan earnings (losses), and charged with an allocation of administrative expenses. Allocations are based on participant earnings or 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.

Vesting

Participants are always 100% vested in amounts they contribute to the Plan, and in the investment earnings on those contributions. Matching employer contributions are vested based on years of service with the Company. Participants with less than one year of service are not vested. Vesting begins with the anniversary of one year of service at 33% vesting, two years at 66% vesting and 100% vesting at three years.

Benefits

Upon termination of service including death, disability, or retirement, a participant may elect to receive an amount equal to the value of the participant's vested interest in his account. These payments may be made in a lump some or taken as an annuity. Hardship withdrawals are permitted for certain specific reasons as defined in the Plan document. Benefits are recorded when paid.

Hardship Withdrawals

A withdrawal from a participant's account may be permitted if the participant has a financial hardship for certain specific reasons as defined in the Plan document. There were no hardship withdrawals for the year ended December 31, 2013.

NOTE 1 – DESCRIPTION OF THE PLAN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, (continued)

Participant Loans

At the discretion of the Plan's trustees, a participant may borrow a maximum of 50% of their vested account balance up to a maximum of $50,000. The term of the loan cannot exceed five years, except when the loan proceeds are used to purchase the participant's primary residence, when special rules apply. Loans made prior to December 31, 2011 earned interest at a rate of return commensurate with the prevailing interest rate charged by persons in the business of lending money for loans which would be made under similar circumstances at the time the loan is made. Effective January 1, 2012 the Trustee, on behalf of the Plan established the Loan Interest Rate Update Service ("LIR") for the Plan. The LIR is an automated process to update Plan loan interest rates for new loans based upon the prime rate as reported by Thomson Reuters. The interest rate on new loans is the prime interest rate as reported by Thomson Reuters plus 1% for both general purpose loans and for loans to purchase a primary residence. The interest rate on all participant loans outstanding at December 31, 2013 was 4.25%. Loan interest income is recognized monthly as interest accrues. Related interest income was $8,121 for the year ended December 31, 2013.

Forfeited Accounts

At December 31, 2013 and 2012, forfeited non-vested accounts totaled $7,713 and $8,718, respectively. These accounts were used to reduce the expenses of the Plan. At December 31, 2013, the Company had no unallocated forfeitures.

General and Administrative Expenses

The Trustee and custodian charge fees for administration, transactions, and brokerage services. Set Up, Administrative Services, Compliance Fees, and tax return preparation are paid by the Company on an annual basis. Other fees are paid by the Plan or the Company on an ad-hoc basis depending on services requested. The Company pays the annual audit fee to an independent accountant. An Asset Based Service Fee of 23 basis points per annum per participant is paid to the Plan's Investment Professional directly from each participant's account on a quarterly basis. Other fees, including distribution and loan set-up fees, are charged to participants on a transactional basis. For 2013, fees paid by the Plan were $36,020, net of forfeitures of $6,000. Brokerage fees paid from participant accounts were $27,045 in 2013.

Date of Management's Review

Subsequent events were evaluated through August 15, 2014, which is the date the financial statements were issued.

NOTE 2 – INCOME TAX STATUS

The Company adopted a standardized form of a prototype plan sponsored by Fidelity Management and Research Company, an affiliate of Fidelity Management Trust Company (the "Prototype Plan"). The Prototype Plan received an opinion letter dated March 31, 2008 from the Internal Revenue Service which stated that the Prototype Plan, as then designed was in compliance with the applicable requirements of the IRC. The Prototype Plan opinion letter has been relied upon by this Plan. The Plan Administrator, and the Sponsor's tax advisor, believe the Plan is currently designed and being operated in compliance with the applicable provisions of the IRC.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) upon examination by the Internal Revenue Service, the U.S. Department of Labor (DOL) and other applicable tax authorities. The Plan is subject to routine audits by taxing jurisdictions. Currently, the Plan is under audit by the DOL for the Plan years 2010 through 2013. The outcome of this audit is undetermined. The Plan Administrator believes it is no longer subject to tax examinations for the years prior to 2009 with regards to the IRS and 2006 with regards to the DOL.

NOTE 3 – 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 ERISA. In the event of Plan termination, participants will become 100% vested in their account balances.

NOTE 4 – FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date. The following is a description of the valuation methodology used for the assets at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Mutual funds are valued at the closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. 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. The money market portfolio is considered a cash equivalent whose fair value is its carrying value.

NOTE 4 – FAIR VALUE MEASUREMENTS (continued)

Level 1 Fair Value Measurements

The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at year-end. The fair value of cash and cash equivalents is assumed to be its carrying value due to the highly liquid nature of this asset.

	Fair Value Measurements at the End of the Reporting Periods Using: Quoted Prices in Active Markets for Identical Assets (Level 1)	
	December 31, 2013	December 31, 2012
Mutual funds		
Index funds	$ 4,708,314	$ 3,439,787
Value funds	1,710,954	1,390,439
Bond funds	810,372	862,960
Growth funds	1,454,734	1,215,194
Target date funds	3,097,188	2,476,769
Total mutual funds	11,781,562	9,385,149
Cash and cash equivalents		
Money market portfolio	1,168,076	1,023,242
Total cash and cash equivalents	1,168,076	1,023,242
Total assets at fair value	$ 12,949,638	$ 10,408,391

Gains and losses included changes in net assets available for plan benefits for the year ended December 31, 2013 are reported as net gains in fair value of investments.

NOTE 5 – MARKET RISK

The value of the Plan's investments is subject to market risk associated with the potential fluctuation in the values of the underlying securities. The Plan provides for investment in any combination of mutual funds with different investment strategies. These investment securities are exposed to various risks, such as interest rate, market, and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the Statement of Net Assets available for Plan Benefits and the Statements of Changes in Net Assets Available for Plan benefits.

NOTE 6– RELATED PARTY TRANSACTIONS

The following entities are considered parties-in-interest under ERISA:

Party-in-Interest	Function or Services Provided	Compensation Received for the Year Ended December 31, 2013
Tickets.com, Inc.	Plan Sponsor and Administrator	$ -
Sageview Advisory Group	Investment Advisor	28,545
Fidelity Investments	Custodian and Trustee	7,475
	Total	$ 36,020

All of these transactions are considered exempt party-in-interest transactions under ERISA.

NOTE 7 – RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

The following is a reconciliation of net assets available for plan benefits per the financial statements at December 31, 2013 and 2012 to Schedule H of Form 5500:

	December 31, 2013	December 31, 2012
Net assets available for plan benefits per the financial statements	$ 13,174,339	$ 10,645,383
Receivable: participant contributions	-	(16,917)
Lost earnings restored by the Company	-	(9)
Reduction of participant loan balances	-	1
Net assets available for plan benefits per Schedule H of Form 5500	$ 13,174,339	$ 10,628,458

The participant contributions receivable was the result of contributions to the plan from earnings in 2012 that were submitted to the plan during the year ended December 31, 2013.

The lost earnings and reduction of loan balances are due to circumstances described at Note 10. The following is a reconciliation of the net increase in net assets available for plan benefits per the financial statements for the year ended December 31, 2013, to Schedule H of Form 5500:

Net increase in net assets available for plan benefits per the financial statements	$ 2,528,956
Interest and dividends	8
Participant contributions	16,917
Benefits paid to participants	69,396
Deemed distributions of participant loans	(69,396)
Net income per Schedule H of Form 5500	$ 2,545,881

The increase in interest and dividends is the net of $9 lost earnings and $1 loan interest adjustments attributable to the plan year ended December 31, 2012 as described at Note 10.

The increase in participant contributions is the result of contributions to the plan from earnings in 2012 that were submitted to the plan during the year ended December 31, 2013. The increase in benefits paid to participants and the corresponding decrease in deemed distributions of participant loans are reclassifications for financial statement presentation purposes.

NOTE 8 – INVESTMENTS

The Plan Administrator has elected the method of reporting permitted by 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations of Reporting and Disclosure under ERISA. Accordingly, Fidelity Management Trust Company, the Trustee, has certified that the following data in the accompanying financial statements and supplemental schedule is complete and accurate.

- Investments at fair value as shown in the Statement of Net Assets Available for Plan Benefits as of December 31, 2013 and December 31, 2012;
- Net increase or decrease in assets available for plan benefits as shown in Statement of Changes in Net Assets Available for Plan Benefits for the years ended December 31, 2013 and December 31, 2012;
- Schedule H, Line 4i; Schedule of Assets Held for Investment Purposes as of December 31, 2013 (Fidelity Management Trust Company) (except participant loans) and
- Investments that represent five percent or more of the Plan's net assets as reflected below.

The following table presents the value of investments in the Plan. Individual investments representing more that 5% of the Plan's net assets as of December 31, 2013 and 2012 are separately identified as are investments stated at fair value.

	2013 (Unaudited)	2012 (Unaudited)
Fidelity Investments:		
(Fidelity Management Trust Company)		
BlackRock Equity Dividend Fund Class I	$ 904,125	$ 782,215
Fidelity Retirement Money Market Portfolio	1,168,076	1,023,242
Fidelity Advisor Strategic Income Fund Class I	686,407	694,716
Fidelity Advisor Mid Cap II Fund Class I	Replaced	1,163,786
Ivy Mid Cap Growth 1	1,426,237	Not Offered
Fidelity Advisor New Insights Fund Class I	1,993,663	1,538,581
Fidelity Advisor Freedom 2030 Class I	674,411	626,813
Fidelity Advisor Freedom 2040 Class I	966,058	759,547
Other mutual funds	5,130,661	3,819,491
Investments, at fair value	12,949,638	10,408,391
Receivable: participant contributions	-	16,917
Participant loans	224,701	220,075
	$ 13,174,339	$ 10,645,383

During the year ended December 31, 2013, the Plan's investment in mutual funds (including gains and losses on investments bought and sold, as well as held during the year) appreciated $1,500,341.

NOTE 9 – TERMINATED PARTICIPANTS

The balance of net assets available for plan benefits at December 31, 2013 includes $4,108,032 in the vested accounts of 120 participants who are no longer employed by the Company.

NOTE 10 – PROHIBITED TRANSACTIONS

Changes in payroll schedules by the Company instituted in 2011 had the unintended consequence of causing a portion of participant contributions and loan payments to be submitted on an untimely basis. During the plan year ended December 31, 2012, those procedures were modified to ensure timeliness under DOL regulations.

During the plan year ended December 31, 2012, on six occasions, participant contributions and loan payments totaling $22,183 were not submitted on a timely basis per DOL regulations. These are considered nonexempt prohibited transactions by the DOL. Although the contributions were made during the respective Plan years and are therefore not considered payables to the Plan, the Company must reimburse the Plan for the amount of lost earnings from the dates the payments should have been made to the dates the payments were received by the Plan. Participant loan balances and participant interest earned must also be adjusted for interest that accrued from the dates the payments should have been made to the dates the payments were received by the Plan.

The untimely submissions made during the plan year ended December 31, 2012 were corrected during the plan year ended December 31, 2013. The Company has paid the lost earnings of $9 to the Plan in full. Participant loan balances and participant interest were reduced by $1.

TICKETS.COM 401(K) RETIREMENT PLAN
EIN 06-1424841
PN 001

SCHEDULE H, LINE 4a
SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

As of December 31, 2013

	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Participant Contributions Transferred Late to Plan	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Check here if Late Participant Loan Repayments Are included: ☑		$3,514		
Check here if Late Participant Loan Repayments Are included: ☑		$3,507		
Check here if Late Participant Loan Repayments Are included: ☑		$3,784		
Check here if Late Participant Loan Repayments Are included: ☑		$3,736		
Check here if Late Participant Loan Repayments Are included: ☑		$3,881		

TICKETS.COM 401(K) RETIREMENT PLAN
EIN 06-1424841
PN 001

SCHEDULE H, LINE 4a
SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

As of December 31, 2013

	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Participant Contributions Transferred Late to Plan	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Check here if Late Participant Loan Repayments Are included: ☑		$3,761		

TICKETS.COM 401(K) RETIREMENT PLAN
EIN 06-1424841
PN 001

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

As of December 31, 2013

a)	b) Identity of issue, borrower, lessor or similar party	c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	d) Cost	e) Current value
	Mutual funds			
*		Dreyfus Small Cap Stock Index Fund	**	$386,300
*		Thornburg International Value Fund Class R5	**	366,168
*		Oppenheimer Developing Markets Fund Class Y	**	423,924
*		Nuveen Mid Cap Index Fund Class I	**	269,432
*		Dreyfus Basis S&P 500 Stock Index Fund	**	498,144
*		Heartland Inflation Plus R5	**	28,497
*		BlackRock Equity Dividend Fund Class I	**	904,125
*		Heartland Value Plus Fund Class I	**	514,168
*		Heartland Select Value Fund Class I	**	292,661
*		JP Morgan Core Bond Fund Select Class	**	123,965
*		Fidelity Advisor Small Cap Fund Class I	**	629,367
*		Fidelity Advisor Strategic Income Fund Class I	**	686,407
*		Fidelity Advisor Asset Manager 50% Fund Class I	**	141,316
*	Fidelity Investments	Ivy Mid Cap Growth 1	**	1,426,237
*		Fidelity Advisor Freedom Income Fund Class I	**	62,181
*		Fidelity Advisor New Insights Fund Class I	**	1,993,663
*		Fidelity Advisor Freedom 2005 Class I	**	165
*		Fidelity Advisor Freedom 2012 Class I	**	9,280
*		Fidelity Advisor Freedom 2015 Class I	**	25,200
*		Fidelity Advisor Freedom 2020 Class I	**	414,778
*		Fidelity Advisor Freedom 2025 Class I	**	208,663
*		Fidelity Advisor Freedom 2030 Class I	**	674,411
*		Fidelity Advisor Freedom 2035 Class I	**	274,573
*		Fidelity Advisor Freedom 2040 Class I	**	966,058
*		Fidelity Advisor Freedom 2045 Class I	**	302,653
*		Fidelity Advisor Freedom 2050 Class I	**	144,310
*		Fidelity Advisor Freedom 2055 Class I	**	14,916
	Cash and cash equivalents			
*	Fidelity Investments	Fidelity Retirement Money Market Portfolio	**	1,168,076
*	Participant loans	Varying maturities, interest rate: 4.25% - 6.00%	$-0-	224,701
				$13,174,339

* Represents a party-in-interest
** Cost information omitted with respect to participant directed investment

TICKETS.COM 401(K) RETIREMENT PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES

As of December 31, 2013 and 2012

with

INDEPENDENT AUDITORS' REPORT THEREON

TICKETS.COM 401(K) RETIREMENT PLAN

TABLE OF CONTENTS

Independent Auditors' Report.....1

Financial Statements:

Statements of Net Assets Available for Plan Benefits as of December 31, 2013 and 2012 2

Statement of Changes in Net Assets Available for Plan Benefits for the Year Ended December 31, 2013 3

Notes to Financial Statements..... 4-13

Supplemental Schedules:

Schedule H: Schedule of Delinquent Participant Contributions as of December 31, 2013 14-15

Schedule H: Schedule of Assets Held for Investment Purposes as of December 31, 2013 16

Note: All other schedules have been omitted since the information is either disclosed elsewhere in the financial statements or not required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Anderson & Knuf LLP
Certified Public Accountants & Business Advisors

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of the Tickets.com 401(k) Retirement Plan:

Report on the Financial Statements
We were engaged to audit the accompanying financial statements of Tickets.com 401(k) Retirement Plan, which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

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

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

Basis for Disclaimer of Opinion
As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 8, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2013 and 2012, and for the year ended December 31, 2013, that the information provided to the plan administrator by the trustee is complete and accurate.

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

Other Matter
The supplemental Schedules of Delinquent Participant Contributions (Schedule H, Line 4a) and Assets Held at the End of the Year (Schedule H, Line 4i) as of and for the year ended December 31, 2013 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules.

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

Anderson & Knuf LLP

ANDERSON & KNUF, LLP
August 15, 2014
Santa Ana, California

TICKETS.COM 401(K) RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS

	December 31, 2013	December 31, 2012
ASSETS		
Investments, at fair value		
Mutual funds	$11,781,562	$ 9,385,149
Cash and cash equivalents	1,168,076	1,023,242
	12,949,638	10,408,391
Receivables:		
Contributions receivable from participants	-	16,917
Notes receivable from participants	224,701	220,075
	224,701	236,992
Net assets available for plan benefits	$ 13,174,339	$ 10,645,383

See accompanying notes to financial statements

TICKETS.COM 401(k) RETIREMENT PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS

	Year Ended December 31, 2013
Additions:	
Contributions:	
Employer	$ 142,233
Participant	969,834
Participant rollover	23,237
Total contributions	1,135,304
Investment income:	
Net gain in fair value of investments	1,500,341
Interest and dividends	762,753
Participant loan interest	8,121
Total investment income	2,271,215
Total additions	3,406,519
Deductions:	
Benefits paid to participants	772,147
Deemed distributions of participant loans	69,396
Administrative expenses	36,020
Total deductions	877,563
Net increase	2,528,956
Net assets available for plan benefits, beginning of year	10,645,383
Net assets available for plan benefits, end of year	$ 13,174,339

See accompanying notes to financial statements

NOTE 1 – DESCRIPTION OF THE PLAN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following description of the Tickets.com 401(k) Retirement Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan documents as amended, for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan established effective January 1, 1996 by Tickets.com (the "Company") under provisions of Section 401(a) of the Internal Revenue Code ("IRC"), which includes a qualified cash or deferred arrangement as described in Section 401(k) of the IRC, for the benefit of the Company's employees. All employees of the Company who have completed 90 days of service and attained the age of 21 are eligible to participate in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Basis of Accounting

The plan maintains its accounting records on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Use of Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's administrator to make estimates and assumptions that affect the reported amounts of assets, liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the amounts of revenue and expenses during the reporting periods. Actual results could differ from those estimates.

Investment Valuation

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

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

NOTE 1 – DESCRIPTION OF THE PLAN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, (continued)

Plan Administration

The Company is the Plan Administrator. Fidelity Investments, and its subsidiary, Fidelity Management Trust Company (the "Trustee") is the custodian of the Plan's assets and the Trustee, respectively.

Contributions

Participants may contribute to the Plan through tax deferred salary deductions in an amount not to exceed the statutory maximum stated in the IRC. Participants over age 50 may make catch-up contributions limited by provisions in the IRC. With certain limitations, participants may also contribute distributions from other qualified plans ("rollovers"). The plan received $23,237 in rollover contributions during the year ended December 31, 2013.

The Company makes matching contributions to the participant accounts on a discretionary basis, typically 1% of the employee's earnings. The Company also makes matching contributions to the participant accounts on a discretionary basis. Effective January 1, 2012 only participants who are employed by the Company on the last day of the contribution period (fiscal year) will qualify for the discretionary matching contribution. The Company made $142,233 in matching contributions for the year ended December 31, 2013.

Plan Amendments and Other Changes

During the Plan year ended December 31, 2013 the following changes and amendments were made to the Plan:

- The Plan Administrator selected the Fidelity Advisor Freedom Fund Default Service to invest participant contributions to a retirement age appropriate Fidelity Advisor Freedom Fund ("contribution default fund") if any participant contribution and/or loan payment has been received by the Trustee that has not been directed otherwise by the participant.
- The Company directed the custodian and Trustee enroll in the Participant Disclosure Service to assist the Plan Administrator in meeting its responsibilities under Labor Regulations §2550.404a-5 to provide certain disclosures to participants and eligible Company employees. Among the services provided are Initial and Annual Notices, Quarterly Disclosures, Website Information, and additional information upon request, as well as Change Notifications as requested by the Company.
- Effective November 15, 2013 the Ivy Mid Cap Growth Fund Class One was added to the Plan's investment options, replacing Fidelity Advisor Mid Cap II Fund – Institutional Class. Participant investments in the Fidelity Advisor Mid Cap II fund were transferred in full to the Ivy Mid Cap Growth Fund Class One on the effective date.

NOTE 1 – DESCRIPTION OF THE PLAN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, (continued)

Investment Options

Participants may direct their salary deferral contributions and the Company's contributions into a variety of available investment funds made available by the Custodian. All amounts in each participant's account are invested and reinvested as elected by the participant from among the Plan's available investment funds.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution and, (b) Plan earnings (losses), and charged with an allocation of administrative expenses. Allocations are based on participant earnings or 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.

Vesting

Participants are always 100% vested in amounts they contribute to the Plan, and in the investment earnings on those contributions. Matching employer contributions are vested based on years of service with the Company. Participants with less than one year of service are not vested. Vesting begins with the anniversary of one year of service at 33% vesting, two years at 66% vesting and 100% vesting at three years.

Benefits

Upon termination of service including death, disability, or retirement, a participant may elect to receive an amount equal to the value of the participant's vested interest in his account. These payments may be made in a lump some or taken as an annuity. Hardship withdrawals are permitted for certain specific reasons as defined in the Plan document. Benefits are recorded when paid.

Hardship Withdrawals

A withdrawal from a participant's account may be permitted if the participant has a financial hardship for certain specific reasons as defined in the Plan document. There were no hardship withdrawals for the year ended December 31, 2013.

NOTE 1 – DESCRIPTION OF THE PLAN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, (continued)

Participant Loans

At the discretion of the Plan's trustees, a participant may borrow a maximum of 50% of their vested account balance up to a maximum of $50,000. The term of the loan cannot exceed five years, except when the loan proceeds are used to purchase the participant's primary residence, when special rules apply. Loans made prior to December 31, 2011 earned interest at a rate of return commensurate with the prevailing interest rate charged by persons in the business of lending money for loans which would be made under similar circumstances at the time the loan is made. Effective January 1, 2012 the Trustee, on behalf of the Plan established the Loan Interest Rate Update Service ("LIR") for the Plan. The LIR is an automated process to update Plan loan interest rates for new loans based upon the prime rate as reported by Thomson Reuters. The interest rate on new loans is the prime interest rate as reported by Thomson Reuters plus 1% for both general purpose loans and for loans to purchase a primary residence. The interest rate on all participant loans outstanding at December 31, 2013 was 4.25%. Loan interest income is recognized monthly as interest accrues. Related interest income was $8,121 for the year ended December 31, 2013.

Forfeited Accounts

At December 31, 2013 and 2012, forfeited non-vested accounts totaled $7,713 and $8,718, respectively. These accounts were used to reduce the expenses of the Plan. At December 31, 2013, the Company had no unallocated forfeitures.

General and Administrative Expenses

The Trustee and custodian charge fees for administration, transactions, and brokerage services. Set Up, Administrative Services, Compliance Fees, and tax return preparation are paid by the Company on an annual basis. Other fees are paid by the Plan or the Company on an ad-hoc basis depending on services requested. The Company pays the annual audit fee to an independent accountant. An Asset Based Service Fee of 23 basis points per annum per participant is paid to the Plan's Investment Professional directly from each participant's account on a quarterly basis. Other fees, including distribution and loan set-up fees, are charged to participants on a transactional basis. For 2013, fees paid by the Plan were $36,020, net of forfeitures of $6,000. Brokerage fees paid from participant accounts were $27,045 in 2013.

Date of Management's Review

Subsequent events were evaluated through August 15, 2014, which is the date the financial statements were issued.

NOTE 2 – INCOME TAX STATUS

The Company adopted a standardized form of a prototype plan sponsored by Fidelity Management and Research Company, an affiliate of Fidelity Management Trust Company (the "Prototype Plan"). The Prototype Plan received an opinion letter dated March 31, 2008 from the Internal Revenue Service which stated that the Prototype Plan, as then designed was in compliance with the applicable requirements of the IRC. The Prototype Plan opinion letter has been relied upon by this Plan. The Plan Administrator, and the Sponsor's tax advisor, believe the Plan is currently designed and being operated in compliance with the applicable provisions of the IRC.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) upon examination by the Internal Revenue Service, the U.S. Department of Labor (DOL) and other applicable tax authorities. The Plan is subject to routine audits by taxing jurisdictions. Currently, the Plan is under audit by the DOL for the Plan years 2010 through 2013. The outcome of this audit is undetermined. The Plan Administrator believes it is no longer subject to tax examinations for the years prior to 2009 with regards to the IRS and 2006 with regards to the DOL.

NOTE 3 – 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 ERISA. In the event of Plan termination, participants will become 100% vested in their account balances.

NOTE 4 – FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date. The following is a description of the valuation methodology used for the assets at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Mutual funds are valued at the closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. 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. The money market portfolio is considered a cash equivalent whose fair value is its carrying value.

NOTE 4 – FAIR VALUE MEASUREMENTS (continued)

Level 1 Fair Value Measurements

The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at year-end. The fair value of cash and cash equivalents is assumed to be its carrying value due to the highly liquid nature of this asset.

	Fair Value Measurements at the End of the Reporting Periods Using: Quoted Prices in Active Markets for Identical Assets (Level 1)	
	December 31, 2013	December 31, 2012
Mutual funds		
Index funds	$ 4,708,314	$ 3,439,787
Value funds	1,710,954	1,390,439
Bond funds	810,372	862,960
Growth funds	1,454,734	1,215,194
Target date funds	3,097,188	2,476,769
Total mutual funds	11,781,562	9,385,149
Cash and cash equivalents		
Money market portfolio	1,168,076	1,023,242
Total cash and cash equivalents	1,168,076	1,023,242
Total assets at fair value	$ 12,949,638	$ 10,408,391

Gains and losses included changes in net assets available for plan benefits for the year ended December 31, 2013 are reported as net gains in fair value of investments.

NOTE 5 – MARKET RISK

The value of the Plan's investments is subject to market risk associated with the potential fluctuation in the values of the underlying securities. The Plan provides for investment in any combination of mutual funds with different investment strategies. These investment securities are exposed to various risks, such as interest rate, market, and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the Statement of Net Assets available for Plan Benefits and the Statements of Changes in Net Assets Available for Plan benefits.

NOTE 6– RELATED PARTY TRANSACTIONS

The following entities are considered parties-in-interest under ERISA:

Party-in-Interest	Function or Services Provided	Compensation Received for the Year Ended December 31, 2013
Tickets.com, Inc.	Plan Sponsor and Administrator	$ -
Sageview Advisory Group	Investment Advisor	28,545
Fidelity Investments	Custodian and Trustee	7,475
	Total	$ 36,020

All of these transactions are considered exempt party-in-interest transactions under ERISA.

NOTE 7 – RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

The following is a reconciliation of net assets available for plan benefits per the financial statements at December 31, 2013 and 2012 to Schedule H of Form 5500:

	December 31, 2013	December 31, 2012
Net assets available for plan benefits per the financial statements	$ 13,174,339	$ 10,645,383
Receivable: participant contributions	-	(16,917)
Lost earnings restored by the Company	-	(9)
Reduction of participant loan balances	-	1
Net assets available for plan benefits per Schedule H of Form 5500	$ 13,174,339	$ 10,628,458

The participant contributions receivable was the result of contributions to the plan from earnings in 2012 that were submitted to the plan during the year ended December 31, 2013.

The lost earnings and reduction of loan balances are due to circumstances described at Note 10. The following is a reconciliation of the net increase in net assets available for plan benefits per the financial statements for the year ended December 31, 2013, to Schedule H of Form 5500:

Net increase in net assets available for plan benefits per the financial statements	$ 2,528,956
Interest and dividends	8
Participant contributions	16,917
Benefits paid to participants	69,396
Deemed distributions of participant loans	(69,396)
Net income per Schedule H of Form 5500	$ 2,545,881

The increase in interest and dividends is the net of $9 lost earnings and $1 loan interest adjustments attributable to the plan year ended December 31, 2012 as described at Note 10.

The increase in participant contributions is the result of contributions to the plan from earnings in 2012 that were submitted to the plan during the year ended December 31, 2013. The increase in benefits paid to participants and the corresponding decrease in deemed distributions of participant loans are reclassifications for financial statement presentation purposes.

NOTE 8 – INVESTMENTS

The Plan Administrator has elected the method of reporting permitted by 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations of Reporting and Disclosure under ERISA. Accordingly, Fidelity Management Trust Company, the Trustee, has certified that the following data in the accompanying financial statements and supplemental schedule is complete and accurate.

- Investments at fair value as shown in the Statement of Net Assets Available for Plan Benefits as of December 31, 2013 and December 31, 2012;
- Net increase or decrease in assets available for plan benefits as shown in Statement of Changes in Net Assets Available for Plan Benefits for the years ended December 31, 2013 and December 31, 2012;
- Schedule H, Line 4i; Schedule of Assets Held for Investment Purposes as of December 31, 2013 (Fidelity Management Trust Company) (except participant loans) and
- Investments that represent five percent or more of the Plan's net assets as reflected below.

The following table presents the value of investments in the Plan. Individual investments representing more that 5% of the Plan's net assets as of December 31, 2013 and 2012 are separately identified as are investments stated at fair value.

	2013 (Unaudited)	2012 (Unaudited)
Fidelity Investments:		
(Fidelity Management Trust Company)		
BlackRock Equity Dividend Fund Class I	$ 904,125	$ 782,215
Fidelity Retirement Money Market Portfolio	1,168,076	1,023,242
Fidelity Advisor Strategic Income Fund Class I	686,407	694,716
Fidelity Advisor Mid Cap II Fund Class I	Replaced	1,163,786
Ivy Mid Cap Growth 1	1,426,237	Not Offered
Fidelity Advisor New Insights Fund Class I	1,993,663	1,538,581
Fidelity Advisor Freedom 2030 Class I	674,411	626,813
Fidelity Advisor Freedom 2040 Class I	966,058	759,547
Other mutual funds	5,130,661	3,819,491
Investments, at fair value	12,949,638	10,408,391
Receivable: participant contributions	-	16,917
Participant loans	224,701	220,075
	$ 13,174,339	$ 10,645,383

During the year ended December 31, 2013, the Plan's investment in mutual funds (including gains and losses on investments bought and sold, as well as held during the year) appreciated $1,500,341.

NOTE 9 – TERMINATED PARTICIPANTS

The balance of net assets available for plan benefits at December 31, 2013 includes $4,108,032 in the vested accounts of 120 participants who are no longer employed by the Company.

NOTE 10 – PROHIBITED TRANSACTIONS

Changes in payroll schedules by the Company instituted in 2011 had the unintended consequence of causing a portion of participant contributions and loan payments to be submitted on an untimely basis. During the plan year ended December 31, 2012, those procedures were modified to ensure timeliness under DOL regulations.

During the plan year ended December 31, 2012, on six occasions, participant contributions and loan payments totaling $22,183 were not submitted on a timely basis per DOL regulations. These are considered nonexempt prohibited transactions by the DOL. Although the contributions were made during the respective Plan years and are therefore not considered payables to the Plan, the Company must reimburse the Plan for the amount of lost earnings from the dates the payments should have been made to the dates the payments were received by the Plan. Participant loan balances and participant interest earned must also be adjusted for interest that accrued from the dates the payments should have been made to the dates the payments were received by the Plan.

The untimely submissions made during the plan year ended December 31, 2012 were corrected during the plan year ended December 31, 2013. The Company has paid the lost earnings of $9 to the Plan in full. Participant loan balances and participant interest were reduced by $1.

TICKETS.COM 401(K) RETIREMENT PLAN
EIN 06-1424841
PN 001

SCHEDULE H, LINE 4a
SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

As of December 31, 2013

	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Participant Contributions Transferred Late to Plan	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Check here if Late Participant Loan Repayments Are included: ☑		$3,514		
Check here if Late Participant Loan Repayments Are included: ☑		$3,507		
Check here if Late Participant Loan Repayments Are included: ☑		$3,784		
Check here if Late Participant Loan Repayments Are included: ☑		$3,736		
Check here if Late Participant Loan Repayments Are included: ☑		$3,881		

TICKETS.COM 401(K) RETIREMENT PLAN
EIN 06-1424841
PN 001

SCHEDULE H, LINE 4a
SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

As of December 31, 2013

	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Participant Contributions Transferred Late to Plan	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Check here if Late Participant Loan Repayments Are included: ☑		$3,761		

TICKETS.COM 401(K) RETIREMENT PLAN
EIN 06-1424841
PN 001

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

As of December 31, 2013

a)	b) Identity of issue, borrower, lessor or similar party	c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	d) Cost	e) Current value
	Mutual funds			
*		Dreyfus Small Cap Stock Index Fund	**	$386,300
*		Thornburg International Value Fund Class R5	**	366,168
*		Oppenheimer Developing Markets Fund Class Y	**	423,924
*		Nuveen Mid Cap Index Fund Class I	**	269,432
*		Dreyfus Basis S&P 500 Stock Index Fund	**	498,144
*		Heartland Inflation Plus R5	**	28,497
*		BlackRock Equity Dividend Fund Class I	**	904,125
*		Heartland Value Plus Fund Class I	**	514,168
*		Heartland Select Value Fund Class I	**	292,661
*		JP Morgan Core Bond Fund Select Class	**	123,965
*		Fidelity Advisor Small Cap Fund Class I	**	629,367
*		Fidelity Advisor Strategic Income Fund Class I	**	686,407
*		Fidelity Advisor Asset Manager 50% Fund Class I	**	141,316
*	Fidelity Investments	Ivy Mid Cap Growth 1	**	1,426,237
*		Fidelity Advisor Freedom Income Fund Class I	**	62,181
*		Fidelity Advisor New Insights Fund Class I	**	1,993,663
*		Fidelity Advisor Freedom 2005 Class I	**	165
*		Fidelity Advisor Freedom 2012 Class I	**	9,280
*		Fidelity Advisor Freedom 2015 Class I	**	25,200
*		Fidelity Advisor Freedom 2020 Class I	**	414,778
*		Fidelity Advisor Freedom 2025 Class I	**	208,663
*		Fidelity Advisor Freedom 2030 Class I	**	674,411
*		Fidelity Advisor Freedom 2035 Class I	**	274,573
*		Fidelity Advisor Freedom 2040 Class I	**	966,058
*		Fidelity Advisor Freedom 2045 Class I	**	302,653
*		Fidelity Advisor Freedom 2050 Class I	**	144,310
*		Fidelity Advisor Freedom 2055 Class I	**	14,916
	Cash and cash equivalents			
*	Fidelity Investments	Fidelity Retirement Money Market Portfolio	**	1,168,076
*	Participant loans	Varying maturities, interest rate: 4.25% - 6.00%	$-0-	224,701
				$13,174,339

* Represents a party-in-interest
** Cost information omitted with respect to participant directed investment