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
HBO LATIN AMERICA 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1998

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

HBO LATIN AMERICA PRODUCTION SERVICES, L.C.

396 ALHAMBRA CIRCLE
4TH FLOOR
CORAL GABLES, FL 33134

2b Employer Identification Number (EIN)
65-0897610

2c Sponsor's telephone number
305-648-8143

2d Business code (see instructions)
515210

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.	09/11/2014	DENIS O'SULLIVAN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	325
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**	321
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	27
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	348
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	348
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	241
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	10
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 2R 2T 3D 3H

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**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
HBO LATIN AMERICA 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
HBO LATIN AMERICA PRODUCTION SERVICES, L.C.

D Employer Identification Number (EIN)
65-0897610

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)

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 71	RECORDKEEPER	3900	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 [ ]

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

(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.
ALZGI NFJ SMCPVL ADM - BOSTON FINA 13-2953455	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS 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.
ARTISAN MID CAP VAL - STATE STREET 04-0025081	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS 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.
COL/ACORN INTL Z - COLUMBIA MGT IN P.O. BOX 8081 BOSTON, MA 02266	0.40%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS 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.
COLUMBIA DIV INC A - COLUMBIA MGT P.O. BOX 8081 BOSTON, MA 02266	0.50%

(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.
CS COMMOD RETURN IS - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.45%

(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.
INVS DEVELOP MKTS A - INVESCO CANA 5140 YONGE STREET, SUITE 900 TORONTO, ON M2N 6 CA	0.50%

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.
LOOMIS SM CP GRTH R - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS 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.
PIMCO LOW DUR ADM - BOSTON FINANCI P.O. BOX 8480 BOSTON, MA 02266	0.28%

(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.
PIMCO REAL RTN BD AD - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266	0.28%

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.
PIMCO TOT RETURN ADM - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266	0.28%

(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.
SENTINEL COM STK A - SENTINEL ADMI 03-0316212	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS 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.
WFA GOVT SECURTY INV - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266	0.45%

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
HBO LATIN AMERICA 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
HBO LATIN AMERICA PRODUCTION SERVICES, L.C.

D Employer Identification Number (EIN)
65-0897610

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)	1829338	2154592
(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	46374
(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)	240789	362101
(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)	7928560	10012181
(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	9998687	12575248
	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	9998687	12575248

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)	506534	
	(B) Participants	2a(1)(B)	1192898	
	(C) Others (including rollovers)	2a(1)(C)	126013	
	(2) Noncash contributions	2a(2)	0	
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1825445
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	221	
	(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)	10137	
	(F) Other	2b(1)(F)	0	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		10358
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
	(B) Common stock	2b(2)(B)	35	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	437718	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		437753
	(3) Rents	2b(3)		0
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	1869	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	2190	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		-321
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
	(B) Other	2b(5)(B)	1376	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		1376

		(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)		1303751
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		3578362
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	993999	
(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)		993999
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)	4013	
(4) Other	2i(4)	3789	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		7802
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1001801
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		2576561
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: PEREZ ABREU AGUERREBER SUEIRO TORRE **(2)** EIN: 65-0942623

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

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

Part IV Compliance Questions

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

During the plan year:

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

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		3000000
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
HBO LATIN AMERICA 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
HBO LATIN AMERICA PRODUCTION SERVICES, L.C.

D Employer Identification Number (EIN)
65-0897610

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):

HBO Latin America 401(k) Plan

Financial Statements

December 31, 2013 and 2012

Perez-Abreu+Aguerrebere+Sueiro+Torres, P.L.
CERTIFIED PUBLIC ACCOUNTANTS and CONSULTANTS

INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator of
HBO Latin America 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of HBO Latin America 401(k) Plan ("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 years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on 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 3, which was certified by Fidelity Management Trust Company, the trustee and custodian 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 and for the years ended December 31, 2013 and 2012, 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 assets (held at end of year), are required by the Department of Labor's 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 referred to above.

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

The form and content of the information included in the financial statements and supplemental 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.

Perez-Abreu, Aguenebre, Sueiro & Torres, P.L.

Coral Gables, Florida
June 26, 2014

HBO LATIN AMERICA 401(K) PLAN
FINANCIAL STATEMENTS
TABLE OF CONTENTS

FINANCIAL STATEMENTS

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AT DECEMBER 31, 2013 AND 2012 1

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012 2

NOTES TO FINANCIAL STATEMENTS ..... 3 - 10

SUPPLEMENTAL SCHEDULES

SCHEDULE H, LINE 4I – SCHEDULE OF ASSETS (HELD AT END OF YEAR) ..... 11 - 13

HBO LATIN AMERICA 401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31,

	2013	2012
ASSETS		
Investments, at fair value (Notes 3 and 4):		
Mutual funds	$ 10,012,181	$ 7,928,560
Cash and money market funds	2,152,262	1,829,338
Self-Directed Brokerage Accounts	48,704	-
Total Investments	12,213,147	9,757,898
Receivables:		
Employer's contributions	41,944	36,961
Participants' contributions	62,464	53,945
Notes receivable from participants	362,154	240,789
Total Receivables	466,562	331,695
TOTAL ASSETS	12,679,709	10,089,593
NET ASSETS AVAILABLE FOR BENEFITS	$ 12,679,709	$ 10,089,593

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

HBO LATIN AMERICA 401(K) PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31,

	2013	2012
ADDITIONS:		
Additions to net assets attributed to:		
Investment income, net (Note 7):		
Net appreciation in fair value of investments	$ 1,304,914	$ 703,427
Interest and dividend income	437,914	203,108
Interest income on notes receivable from participants	10,141	8,236
Total Investment Income	1,752,969	914,771
Contributions:		
Employer	511,517	468,507
Participants	1,201,417	1,078,166
Rollover	126,013	24,661
Total Contributions	1,838,947	1,571,334
TOTAL ADDITIONS	3,591,916	2,486,105
DEDUCTIONS:		
Deductions from net assets attributed to:		
Benefits paid to participants	993,999	483,479
Administrative expenses	7,801	4,652
TOTAL DEDUCTIONS	1,001,800	488,131
NET INCREASE	2,590,116	1,997,974
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year	10,089,593	8,091,619
End of year	$ 12,679,709	$ 10,089,593

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

NOTE 1 – DESCRIPTION OF PLAN

The following description of the HBO Latin America 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

(A) GENERAL

The Plan is a defined contribution 401(K) and Profit Sharing plan covering certain employees of HBO Latin America Production Services, L.C. (the "Company") who have three months of service and are at least eighteen years old. The Plan was established in 1998 and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

(B) CONTRIBUTIONS

Participants may contribute up to an annual limit of the lesser of; 50% of eligible compensation or the annual limit as allowed by the Internal Revenue Code. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Participants direct the investment of their contributions and corresponding employer matching contributions into various investment options offered by the Plan, which includes a Roth 401K option. The Company contributes a non-discretionary matching contribution in an amount equal to 80% of participant contributions, with a maximum matching contribution of $3,000 per participant. Contributions are subject to certain limitations. The Company may also make annual discretionary profit sharing contributions in amounts determined by the Company.

(C) VESTING

Participants are immediately fully vested in their elective deferral contributions and rollover contributions plus actual earnings thereon. Vesting on the employer's contributions is as follows:

Participants hired on or before October 1, 2003 (vesting over four years) as follows:

0% less than two years of service,
34% after two years of service,
67% after three years of service,
100% after four years of service,

Participants hired after October 1, 2003 (vesting over five years) as follows:

0% less than two years of service,
25% after two years of service,
50% after three years of service,
75% after four years of service,
100% after five years of service,

NOTE 1 – DESCRIPTION OF PLAN (CONTINUED)

(D) PAYMENT OF BENEFITS

Upon termination of service, a participant receives a lump-sum amount equal to the value of the participant's vested interest in his or her account.

(E) PARTICIPANT ACCOUNTS

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's matching contribution and, (b) Plan earnings, 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. Forfeitures of terminated participants' non-vested accounts may be applied to reduce the employer's contribution obligation, if any.

(F) INVESTMENT OPTIONS

Upon enrollment in the Plan, a participant may direct employee and employer matching contributions in the various investment options offered by the Plan. Fidelity Management Trust Company is the appointed trustee and custodian of the Plan's assets at December 31, 2013 and 2012.

(G) NOTES RECEIVABLE FROM PARTICIPANTS

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. The loans are secured by the balance in the participant's account and bear interest at fixed rates ranging from 3.25% to 8.75%, which are commensurate with local prevailing rates as determined quarterly by the Plan administrator. Principal and interest is paid ratably through periodic payroll deductions. For the year ended December 31, 2013, the Plan had no deemed distributions as a result of terminated employee's repayment default for a participant loan. For the year ended December 31, 2012, the Plan had deemed distributions in the amount of $46 included in benefits paid to participants.

(H) FORFEITED ACCOUNTS

At December 31, 2013 and 2012, forfeited non-vested accounts totaled $15,341 and $13,646 respectively. These accounts may be used to reduce future employer contributions.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following are the significant accounting policies followed by the Plan:

(A) BASIS OF ACCOUNTING

The Plan's financial statements are prepared on the accrual basis of accounting and in accordance with accounting principles generally accepted in the United States of America for employee benefit plans.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(B) INVESTMENT VALUATION AND INCOME RECOGNITION

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. The Plan's investments are valued by the Plan custodian at market value based on published quotations. Quotations for marketable securities that are not published are obtained from brokerage firms by the Plan custodian. Purchases and sales of securities are recorded on a trade date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded in the period earned. Gains and losses on securities sold or redeemed are determined on the specific cost basis.

(C) NOTES RECEIVABLE FROM PARTICIPANTS

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are charged directly to the borrowing participant's account and are included in administrative expenses when incurred. As of December 31, 2013 and 2012, no allowance for credit losses has been recorded. If a participant does not make loan repayments and the plan administrator considers the participant loan to be in default, the loan balance is reduced, and the delinquent participant note receivable is recorded as a benefit payment based on the terms of the Plan document.

(D) USE OF ESTIMATES

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results could differ from those estimates.

(E) PAYMENT OF BENEFITS

Benefits are recorded when paid.

(F) CONCENTRATION OF CREDIT AND MARKET RISK

Financial instruments that potentially subject the Plan to risk of loss consist principally of investments. The Plan's investments are directed by each participant into one or more fund options offered by the Plan and maintained by the custodian. These funds invest in securities of various companies and in various industries. Each participant in the Plan bears the risk of market loss, if any.

(G) PLAN ADMINISTRATION

The Plan agreement allows for the Company to absorb a significant amount of the Plan's administrative expenses. During the years ended December 31, 2013 and 2012, approximately $8,000 and $5,000 in administrative expenses were incurred by the Plan, respectively.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(H) OPERATING EXPENSES

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

(I) MANAGEMENT REVIEW OF SUBSEQUENT EVENTS

Management has evaluated subsequent events through June 26, 2014, the date when the financial statements were available to be issued.

NOTE 3 – INVESTMENTS

The following table represents investments with 5% or more of the Plan's net assets.

	December 31, 2013	
	Cost	Value
Investments at fair value as determined by quoted market prices:		
Mutual funds and cash and money market funds:		
Fidelity Blue Chip Growth	$ 487,081	$ 667,397
Fidelity Capital Appreciation	520,530	686,508
Fidelity Contrafund	635,797	860,976
Fidelity Diversified International	517,986	635,431
Fidelity Freedom 2020	552,277	609,726
Fidelity Freedom 2030	764,394	900,796
Fidelity Mid-Cap Stock	431,154	612,448
Fidelity Retirement Money Market	2,152,262	2,152,262
Spartan U.S. Bond Index	530,428	512,895
Other	4,078,622	4,574,708
Total Investments	$ 10,670,531	$ 12,213,147

	December 31, 2012	
	Cost	Value
Investments at fair value as determined by quoted market prices:		
Mutual funds and cash and money market funds:		
Fidelity Capital Appreciation	$ 481,245	$ 567,166
Fidelity Contrafund	562,310	666,127
Fidelity Freedom 2030	627,961	675,521
Fidelity Retirement Money Market	1,829,338	1,829,338
Other	5,658,899	6,019,746
Total Investments	$ 9,159,753	$ 9,757,898

NOTE 3 – INVESTMENTS (CONTINUED)

During the years ended December 31, 2013, and 2012 the Plan's investments (including investments bought and sold, as well as held during the year) appreciated in value as follows:

Investments at fair value as determined by quoted market prices:	2013	2012
Mutual Funds	$ 1,303,859	$ 703,427
Self-Directed Brokerage Accounts	$ 1,055	$ -

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. Although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to measure the fair value of certain financial instruments could result in a different fair value at the reporting date.

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3). Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. During 2013 and 2012, Level 1 inputs were available and therefore used. No Level 2 and Level 3 inputs were used by the Plan.

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 Plan's investments are described in Note 3. The following tables set forth, by level within the fair value hierarchy, the Plan's investments at fair value:

NOTE 4 – FAIR VALUE MEASUREMENTS (CONTINUED)

	Fair Value	Level 1	Level 2	Level 3
December 31, 2013				
Mutual Funds:				
Stock Investments	$ 5,796,557	$ 5,796,557	$ -	$ -
Blended Investments	2,951,180	2,951,180	-	-
Bond Investments	1,264,444	1,264,444	-	-
Cash and Money Market	2,152,262	2,152,262	-	-
Self-Directed Accounts	48,704	48,704	-	-
Total	$ 12,213,147	$ 12,213,147	$ -	$ -

	Fair Value	Level 1	Level 2	Level 3
December 31, 2012				
Mutual Funds:				
Stock Investments	$ 4,318,356	$ 4,318,356	$ -	$ -
Blended Investments	2,296,395	2,296,395	-	-
Bond Investments	1,313,809	1,313,809	-	-
Cash and Money Market	1,829,338	1,829,338	-	-
Total	$ 9,757,898	$ 9,757,898	$ -	$ -

NOTE 5 – PLAN TERMINATION

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

NOTE 6 – TAX STATUS

The Internal Revenue Service ("IRS") has determined and informed the Company by a letter dated April 22, 2004 that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore believe that the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require the plan administrator to evaluate tax positions taken by the Plan and recognize a tax liability for any uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by tax authorities; however, there are currently no audits for any tax periods in progress. The Plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2010.

NOTE 7 – INFORMATION CERTIFIED BY THE PLAN TRUSTEE

The Plan trustee, Fidelity Management Trust Company, has certified that the following information is complete and accurate as of December 31, 2013 and 2012 and for the years then ended, respectively.

	2013	2012
Investments in mutual funds (Note 3)	$ 10,012,181	$ 7,928,560
Investment in cash and money market funds (Note 3)	2,152,262	1,829,338
Self-Directed Brokerage Accounts (Note 3)	48,704	-
	$ 12,213,147	$ 9,757,898
Investment income, net	$ 1,752,969	$ 914,771

NOTE 8 – RELATED PARTY TRANSACTIONS

Certain Plan investments are shares of mutual funds and guaranteed interest accounts managed by Fidelity Management Trust Company. Fidelity Management Trust Company is the custodian and trustee as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions.

NOTE 9 – RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

NOTE 10 – FIDELITY BONDING

The Company maintains a fidelity bond of $3,000,000 for Plan fiduciaries and individuals who handle the funds of the Plan, pursuant to the requirements of ERISA.

NOTE 11 – RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Schedule H of Form 5500 as of December 31:

	2013	2012
Net assets available for benefits per the financial statements	$ 12,679,709	$ 10,089,593
Less: Note receivable from participant, post-default balance not included in 5500	(53)	-
Less: Employer receivables	(41,944)	(36,961)
Less: Participant receivables	(62,464)	(53,945)
Net assets available for benefits per Schedule H of Form 5500	$ 12,575,248	$ 9,998,687

NOTE 11 – RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500 (CONTINUED)

The following is a reconciliation of contributions received from participants per the financial statements to Schedule H of Form 5500 for the years ended December 31:

	2013	2012
Contributions received from participants per the financial statements	$ 1,201,417	$ 1,078,166
Add: Prior year participant receivables	53,945	-
Less: Current year participant receivables	(62,464)	(53,945)
Contributions received from participants per Schedule H of Form 5500	$ 1,192,898	$ 1,024,221

The following is a reconciliation of contributions received from employer per the financial statements to Schedule H of Form 5500 for the years ended December 31:

	2013	2012
Contributions received from employer per the financial statements	$ 511,517	$ 468,507
Add: Prior year employer receivables	36,961	-
Less: Current year employer receivables	(41,944)	(36,961)
Contributions received from employer per Schedule H of Form 5500	$ 506,534	$ 431,546

SUPPLEMENTAL SCHEDULES

HBO LATIN AMERICA 401(K) PLAN
SCHEDULE H, LINE 4I – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
PLAN SPONSOR EIN – 65-0897610
PLAN NUMBER - 001
DECEMBER 31, 2013

IDENTITY OF ISSUE, BORROWER, LESSOR OR SIMILAR PARTY	DESCRIPTION OF INVESTMENT	COST	CURRENT VALUE
Cash and Money Market Funds:			
*Fidelity Retirement Money Market	Value in Registered Investment Company	$ 2,152,262	$ 2,152,262
Mutual Funds:			
*Fidelity Blue Chip Growth	Value in Registered Investment Company	487,081	667,397
*Fidelity Capital Appreciation	Value in Registered Investment Company	520,530	686,508
*Fidelity Contrafund	Value in Registered Investment Company	635,797	860,976
*Fidelity Diversified International	Value in Registered Investment Company	517,986	635,431
*Fidelity Equity Income	Value in Registered Investment Company	358,966	448,012
*Fidelity Freedom Income	Value in Registered Investment Company	107,993	109,828
*Fidelity Freedom 2000	Value in Registered Investment Company	64,107	66,551
*Fidelity Freedom 2005	Value in Registered Investment Company	11,537	12,445
*Fidelity Freedom 2010	Value in Registered Investment Company	114,245	126,928
*Fidelity Freedom 2015	Value in Registered Investment Company	95,785	103,578
*Fidelity Freedom 2020	Value in Registered Investment Company	552,277	609,726
*Fidelity Freedom 2025	Value in Registered Investment Company	198,343	217,816
*Fidelity Freedom 2030	Value in Registered Investment Company	764,394	900,796
*Fidelity Freedom 2035	Value in Registered Investment Company	126,852	147,808
*Fidelity Freedom 2040	Value in Registered Investment Company	259,589	300,803
*Fidelity Freedom 2045	Value in Registered Investment Company	174,376	192,860
*Fidelity Freedom 2050	Value in Registered Investment Company	126,300	141,331
*Fidelity Freedom 2055	Value in Registered Investment Company	18,496	20,710
*Fidelity Low-Priced Stock	Value in Registered Investment Company	307,256	382,367
*Fidelity Mid-Cap Stock	Value in Registered Investment Company	431,154	612,448
*Fidelity Real Estate Investment	Value in Registered Investment Company	258,744	302,387
*Fidelity Small Cap Stock	Value in Registered Investment Company	83,754	102,521
Allianz NFJ Small Cap Value	Value in Registered Investment Company	33,396	35,317
Artisan Mid-Cap Value	Value in Registered Investment Company	227,295	276,651
Columbia Acorn International	Value in Registered Investment Company	142,609	161,986
Columbia Dividend Income	Value in Registered Investment Company	62,748	73,291
Credit Suisse Commodity Return	Value in Registered Investment Company	15,234	14,548
Invesco Developing Markets	Value in Registered Investment Company	51,208	51,224
Loomis Sayles Small Cap Growth	Value in Registered Investment Company	42,410	42,798
PIMCO Low Duration	Value in Registered Investment Company	214,294	209,369
PIMCO Real Return	Value in Registered Investment Company	61,197	55,900
PIMCO Total Return	Value in Registered Investment Company	165,745	159,277
Sentinel Common Stock A	Value in Registered Investment Company	37,297	40,427
Spartan Extended Market Index	Value in Registered Investment Company	61,361	72,879
Spartan International Index	Value in Registered Investment Company	84,412	95,476
Spartan U.S. Bond Index	Value in Registered Investment Company	530,428	512,895
Spartan 500 Index	Value in Registered Investment Company	193,898	233,913
WFA Government Securities	Value in Registered Investment Company	331,847	327,003
Brokerage Link Common Stock	Value in Registered Investment Company	44,998	46,374
Brokerage Link Cash	Value in Registered Investment Company	2,330	2,330
*Participant loans	Interest at 3.25%-8.75%	-	362,154
		$10,670,531	$ 12,575,301

*Denotes party-in-interest.

See Independent Auditor's Report.

HBO LATIN AMERICA 401(K) PLAN
SCHEDULE H, LINE 4I – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
PLAN SPONSOR EIN – 65-0897610
PLAN NUMBER - 001
DECEMBER 31, 2012

IDENTITY OF ISSUE, BORROWER, LESSOR OR SIMILAR PARTY	DESCRIPTION OF INVESTMENT	COST	CURRENT VALUE
Cash and Money Market Funds:			
*Fidelity Retirement Money Market	Value in Registered Investment Company	$ 1,829,338	$ 1,829,338
Mutual Funds:			
*Fidelity Blue Chip Growth	Value in Registered Investment Company	395,027	467,122
*Fidelity Capital Appreciation	Value in Registered Investment Company	481,245	567,166
*Fidelity Contrafund	Value in Registered Investment Company	562,310	666,127
*Fidelity Diversified International	Value in Registered Investment Company	482,521	497,329
*Fidelity Equity Income	Value in Registered Investment Company	295,896	310,500
*Fidelity Freedom Income	Value in Registered Investment Company	51,996	54,663
*Fidelity Freedom 2000	Value in Registered Investment Company	74,512	77,689
*Fidelity Freedom 2005	Value in Registered Investment Company	8,709	9,097
*Fidelity Freedom 2010	Value in Registered Investment Company	139,937	147,720
*Fidelity Freedom 2015	Value in Registered Investment Company	193,630	194,919
*Fidelity Freedom 2020	Value in Registered Investment Company	390,916	408,979
*Fidelity Freedom 2025	Value in Registered Investment Company	107,997	110,733
*Fidelity Freedom 2030	Value in Registered Investment Company	627,961	675,521
*Fidelity Freedom 2035	Value in Registered Investment Company	209,774	226,118
*Fidelity Freedom 2040	Value in Registered Investment Company	182,738	196,309
*Fidelity Freedom 2045	Value in Registered Investment Company	87,018	90,760
*Fidelity Freedom 2050	Value in Registered Investment Company	92,290	96,549
*Fidelity Freedom 2055	Value in Registered Investment Company	7,167	7,338
*Fidelity Low-Priced Stock	Value in Registered Investment Company	187,455	207,469
*Fidelity Mid-Cap Stock	Value in Registered Investment Company	380,222	439,573
*Fidelity Real Estate Investment	Value in Registered Investment Company	299,994	366,523
*Fidelity Small Cap Stock	Value in Registered Investment Company	105,401	112,954
Allianz NFJ Small Cap Value	Value in Registered Investment Company	19,693	19,449
Artisan Mid-Cap Value	Value in Registered Investment Company	152,484	159,101
Columbia Acorn International	Value in Registered Investment Company	75,201	82,833
Columbia Dividend Income	Value in Registered Investment Company	72,567	75,651
Credit Suisse Commodity Return	Value in Registered Investment Company	15,383	15,119
Invesco Developing Markets	Value in Registered Investment Company	37,497	41,722
Loomis Sayles Small Cap Growth	Value in Registered Investment Company	7,836	8,102
PIMCO Low Duration	Value in Registered Investment Company	242,429	240,661
PIMCO Real Return	Value in Registered Investment Company	97,499	98,078
PIMCO Total Return	Value in Registered Investment Company	171,285	171,437
Sentinel Common Stock A	Value in Registered Investment Company	8,400	8,533
Spartan Extended Market Index	Value in Registered Investment Company	51,126	52,298
Spartan International Index	Value in Registered Investment Company	50,823	54,550
Spartan U.S. Bond Index	Value in Registered Investment Company	469,294	468,410
Spartan 500 Index	Value in Registered Investment Company	164,663	166,235
WFA Government Securities	Value in Registered Investment Company	329,519	335,223
*Participant notes receivable	Interest at 3.25%-10.25%	-	240,789
		$ 9,159,753	$ 9,998,687

*Denotes party-in-interest.

HBO Latin America 401(k) Plan

Financial Statements

December 31, 2013 and 2012

Perez-Abreu+Aguerrebere+Sueiro+Torres, P.L.
CERTIFIED PUBLIC ACCOUNTANTS and CONSULTANTS

INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator of
HBO Latin America 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of HBO Latin America 401(k) Plan ("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 years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on 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 3, which was certified by Fidelity Management Trust Company, the trustee and custodian 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 and for the years ended December 31, 2013 and 2012, 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 assets (held at end of year), are required by the Department of Labor's 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 referred to above.

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

The form and content of the information included in the financial statements and supplemental 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.

Perez-Abreu, Aguenebre, Sueiro & Torres, P.L.

Coral Gables, Florida
June 26, 2014

HBO LATIN AMERICA 401(K) PLAN
FINANCIAL STATEMENTS
TABLE OF CONTENTS

FINANCIAL STATEMENTS

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AT DECEMBER 31, 2013 AND 2012 1

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012 2

NOTES TO FINANCIAL STATEMENTS ..... 3 - 10

SUPPLEMENTAL SCHEDULES

SCHEDULE H, LINE 4I – SCHEDULE OF ASSETS (HELD AT END OF YEAR) ..... 11 - 13

HBO LATIN AMERICA 401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31,

	2013	2012
ASSETS		
Investments, at fair value (Notes 3 and 4):		
Mutual funds	$ 10,012,181	$ 7,928,560
Cash and money market funds	2,152,262	1,829,338
Self-Directed Brokerage Accounts	48,704	-
Total Investments	12,213,147	9,757,898
Receivables:		
Employer's contributions	41,944	36,961
Participants' contributions	62,464	53,945
Notes receivable from participants	362,154	240,789
Total Receivables	466,562	331,695
TOTAL ASSETS	12,679,709	10,089,593
NET ASSETS AVAILABLE FOR BENEFITS	$ 12,679,709	$ 10,089,593

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

HBO LATIN AMERICA 401(K) PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31,

	2013	2012
ADDITIONS:		
Additions to net assets attributed to:		
Investment income, net (Note 7):		
Net appreciation in fair value of investments	$ 1,304,914	$ 703,427
Interest and dividend income	437,914	203,108
Interest income on notes receivable from participants	10,141	8,236
Total Investment Income	1,752,969	914,771
Contributions:		
Employer	511,517	468,507
Participants	1,201,417	1,078,166
Rollover	126,013	24,661
Total Contributions	1,838,947	1,571,334
TOTAL ADDITIONS	3,591,916	2,486,105
DEDUCTIONS:		
Deductions from net assets attributed to:		
Benefits paid to participants	993,999	483,479
Administrative expenses	7,801	4,652
TOTAL DEDUCTIONS	1,001,800	488,131
NET INCREASE	2,590,116	1,997,974
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year	10,089,593	8,091,619
End of year	$ 12,679,709	$ 10,089,593

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

NOTE 1 – DESCRIPTION OF PLAN

The following description of the HBO Latin America 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

(A) GENERAL

The Plan is a defined contribution 401(K) and Profit Sharing plan covering certain employees of HBO Latin America Production Services, L.C. (the "Company") who have three months of service and are at least eighteen years old. The Plan was established in 1998 and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

(B) CONTRIBUTIONS

Participants may contribute up to an annual limit of the lesser of; 50% of eligible compensation or the annual limit as allowed by the Internal Revenue Code. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Participants direct the investment of their contributions and corresponding employer matching contributions into various investment options offered by the Plan, which includes a Roth 401K option. The Company contributes a non-discretionary matching contribution in an amount equal to 80% of participant contributions, with a maximum matching contribution of $3,000 per participant. Contributions are subject to certain limitations. The Company may also make annual discretionary profit sharing contributions in amounts determined by the Company.

(C) VESTING

Participants are immediately fully vested in their elective deferral contributions and rollover contributions plus actual earnings thereon. Vesting on the employer's contributions is as follows:

Participants hired on or before October 1, 2003 (vesting over four years) as follows:

0% less than two years of service,
34% after two years of service,
67% after three years of service,
100% after four years of service,

Participants hired after October 1, 2003 (vesting over five years) as follows:

0% less than two years of service,
25% after two years of service,
50% after three years of service,
75% after four years of service,
100% after five years of service,

NOTE 1 – DESCRIPTION OF PLAN (CONTINUED)

(D) PAYMENT OF BENEFITS

Upon termination of service, a participant receives a lump-sum amount equal to the value of the participant's vested interest in his or her account.

(E) PARTICIPANT ACCOUNTS

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's matching contribution and, (b) Plan earnings, 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. Forfeitures of terminated participants' non-vested accounts may be applied to reduce the employer's contribution obligation, if any.

(F) INVESTMENT OPTIONS

Upon enrollment in the Plan, a participant may direct employee and employer matching contributions in the various investment options offered by the Plan. Fidelity Management Trust Company is the appointed trustee and custodian of the Plan's assets at December 31, 2013 and 2012.

(G) NOTES RECEIVABLE FROM PARTICIPANTS

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. The loans are secured by the balance in the participant's account and bear interest at fixed rates ranging from 3.25% to 8.75%, which are commensurate with local prevailing rates as determined quarterly by the Plan administrator. Principal and interest is paid ratably through periodic payroll deductions. For the year ended December 31, 2013, the Plan had no deemed distributions as a result of terminated employee's repayment default for a participant loan. For the year ended December 31, 2012, the Plan had deemed distributions in the amount of $46 included in benefits paid to participants.

(H) FORFEITED ACCOUNTS

At December 31, 2013 and 2012, forfeited non-vested accounts totaled $15,341 and $13,646 respectively. These accounts may be used to reduce future employer contributions.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following are the significant accounting policies followed by the Plan:

(A) BASIS OF ACCOUNTING

The Plan's financial statements are prepared on the accrual basis of accounting and in accordance with accounting principles generally accepted in the United States of America for employee benefit plans.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(B) INVESTMENT VALUATION AND INCOME RECOGNITION

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. The Plan's investments are valued by the Plan custodian at market value based on published quotations. Quotations for marketable securities that are not published are obtained from brokerage firms by the Plan custodian. Purchases and sales of securities are recorded on a trade date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded in the period earned. Gains and losses on securities sold or redeemed are determined on the specific cost basis.

(C) NOTES RECEIVABLE FROM PARTICIPANTS

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are charged directly to the borrowing participant's account and are included in administrative expenses when incurred. As of December 31, 2013 and 2012, no allowance for credit losses has been recorded. If a participant does not make loan repayments and the plan administrator considers the participant loan to be in default, the loan balance is reduced, and the delinquent participant note receivable is recorded as a benefit payment based on the terms of the Plan document.

(D) USE OF ESTIMATES

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results could differ from those estimates.

(E) PAYMENT OF BENEFITS

Benefits are recorded when paid.

(F) CONCENTRATION OF CREDIT AND MARKET RISK

Financial instruments that potentially subject the Plan to risk of loss consist principally of investments. The Plan's investments are directed by each participant into one or more fund options offered by the Plan and maintained by the custodian. These funds invest in securities of various companies and in various industries. Each participant in the Plan bears the risk of market loss, if any.

(G) PLAN ADMINISTRATION

The Plan agreement allows for the Company to absorb a significant amount of the Plan's administrative expenses. During the years ended December 31, 2013 and 2012, approximately $8,000 and $5,000 in administrative expenses were incurred by the Plan, respectively.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(H) OPERATING EXPENSES

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

(I) MANAGEMENT REVIEW OF SUBSEQUENT EVENTS

Management has evaluated subsequent events through June 26, 2014, the date when the financial statements were available to be issued.

NOTE 3 – INVESTMENTS

The following table represents investments with 5% or more of the Plan's net assets.

	December 31, 2013	
	Cost	Value
Investments at fair value as determined by quoted market prices:		
Mutual funds and cash and money market funds:		
Fidelity Blue Chip Growth	$ 487,081	$ 667,397
Fidelity Capital Appreciation	520,530	686,508
Fidelity Contrafund	635,797	860,976
Fidelity Diversified International	517,986	635,431
Fidelity Freedom 2020	552,277	609,726
Fidelity Freedom 2030	764,394	900,796
Fidelity Mid-Cap Stock	431,154	612,448
Fidelity Retirement Money Market	2,152,262	2,152,262
Spartan U.S. Bond Index	530,428	512,895
Other	4,078,622	4,574,708
Total Investments	$ 10,670,531	$ 12,213,147

	December 31, 2012	
	Cost	Value
Investments at fair value as determined by quoted market prices:		
Mutual funds and cash and money market funds:		
Fidelity Capital Appreciation	$ 481,245	$ 567,166
Fidelity Contrafund	562,310	666,127
Fidelity Freedom 2030	627,961	675,521
Fidelity Retirement Money Market	1,829,338	1,829,338
Other	5,658,899	6,019,746
Total Investments	$ 9,159,753	$ 9,757,898

NOTE 3 – INVESTMENTS (CONTINUED)

During the years ended December 31, 2013, and 2012 the Plan's investments (including investments bought and sold, as well as held during the year) appreciated in value as follows:

Investments at fair value as determined by quoted market prices:	2013	2012
Mutual Funds	$ 1,303,859	$ 703,427
Self-Directed Brokerage Accounts	$ 1,055	$ -

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. Although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to measure the fair value of certain financial instruments could result in a different fair value at the reporting date.

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3). Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. During 2013 and 2012, Level 1 inputs were available and therefore used. No Level 2 and Level 3 inputs were used by the Plan.

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 Plan's investments are described in Note 3. The following tables set forth, by level within the fair value hierarchy, the Plan's investments at fair value:

NOTE 4 – FAIR VALUE MEASUREMENTS (CONTINUED)

	Fair Value	Level 1	Level 2	Level 3
December 31, 2013				
Mutual Funds:				
Stock Investments	$ 5,796,557	$ 5,796,557	$ -	$ -
Blended Investments	2,951,180	2,951,180	-	-
Bond Investments	1,264,444	1,264,444	-	-
Cash and Money Market	2,152,262	2,152,262	-	-
Self-Directed Accounts	48,704	48,704	-	-
Total	$ 12,213,147	$ 12,213,147	$ -	$ -

	Fair Value	Level 1	Level 2	Level 3
December 31, 2012				
Mutual Funds:				
Stock Investments	$ 4,318,356	$ 4,318,356	$ -	$ -
Blended Investments	2,296,395	2,296,395	-	-
Bond Investments	1,313,809	1,313,809	-	-
Cash and Money Market	1,829,338	1,829,338	-	-
Total	$ 9,757,898	$ 9,757,898	$ -	$ -

NOTE 5 – PLAN TERMINATION

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

NOTE 6 – TAX STATUS

The Internal Revenue Service ("IRS") has determined and informed the Company by a letter dated April 22, 2004 that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore believe that the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require the plan administrator to evaluate tax positions taken by the Plan and recognize a tax liability for any uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by tax authorities; however, there are currently no audits for any tax periods in progress. The Plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2010.

NOTE 7 – INFORMATION CERTIFIED BY THE PLAN TRUSTEE

The Plan trustee, Fidelity Management Trust Company, has certified that the following information is complete and accurate as of December 31, 2013 and 2012 and for the years then ended, respectively.

	2013	2012
Investments in mutual funds (Note 3)	$ 10,012,181	$ 7,928,560
Investment in cash and money market funds (Note 3)	2,152,262	1,829,338
Self-Directed Brokerage Accounts (Note 3)	48,704	-
	$ 12,213,147	$ 9,757,898
Investment income, net	$ 1,752,969	$ 914,771

NOTE 8 – RELATED PARTY TRANSACTIONS

Certain Plan investments are shares of mutual funds and guaranteed interest accounts managed by Fidelity Management Trust Company. Fidelity Management Trust Company is the custodian and trustee as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions.

NOTE 9 – RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

NOTE 10 – FIDELITY BONDING

The Company maintains a fidelity bond of $3,000,000 for Plan fiduciaries and individuals who handle the funds of the Plan, pursuant to the requirements of ERISA.

NOTE 11 – RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Schedule H of Form 5500 as of December 31:

	2013	2012
Net assets available for benefits per the financial statements	$ 12,679,709	$ 10,089,593
Less: Note receivable from participant, post-default balance not included in 5500	(53)	-
Less: Employer receivables	(41,944)	(36,961)
Less: Participant receivables	(62,464)	(53,945)
Net assets available for benefits per Schedule H of Form 5500	$ 12,575,248	$ 9,998,687

NOTE 11 – RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500 (CONTINUED)

The following is a reconciliation of contributions received from participants per the financial statements to Schedule H of Form 5500 for the years ended December 31:

	2013	2012
Contributions received from participants per the financial statements	$ 1,201,417	$ 1,078,166
Add: Prior year participant receivables	53,945	-
Less: Current year participant receivables	(62,464)	(53,945)
Contributions received from participants per Schedule H of Form 5500	$ 1,192,898	$ 1,024,221

The following is a reconciliation of contributions received from employer per the financial statements to Schedule H of Form 5500 for the years ended December 31:

	2013	2012
Contributions received from employer per the financial statements	$ 511,517	$ 468,507
Add: Prior year employer receivables	36,961	-
Less: Current year employer receivables	(41,944)	(36,961)
Contributions received from employer per Schedule H of Form 5500	$ 506,534	$ 431,546

SUPPLEMENTAL SCHEDULES

HBO LATIN AMERICA 401(K) PLAN
SCHEDULE H, LINE 4I – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
PLAN SPONSOR EIN – 65-0897610
PLAN NUMBER - 001
DECEMBER 31, 2013

IDENTITY OF ISSUE, BORROWER, LESSOR OR SIMILAR PARTY	DESCRIPTION OF INVESTMENT	COST	CURRENT VALUE
Cash and Money Market Funds:			
*Fidelity Retirement Money Market	Value in Registered Investment Company	$ 2,152,262	$ 2,152,262
Mutual Funds:			
*Fidelity Blue Chip Growth	Value in Registered Investment Company	487,081	667,397
*Fidelity Capital Appreciation	Value in Registered Investment Company	520,530	686,508
*Fidelity Contrafund	Value in Registered Investment Company	635,797	860,976
*Fidelity Diversified International	Value in Registered Investment Company	517,986	635,431
*Fidelity Equity Income	Value in Registered Investment Company	358,966	448,012
*Fidelity Freedom Income	Value in Registered Investment Company	107,993	109,828
*Fidelity Freedom 2000	Value in Registered Investment Company	64,107	66,551
*Fidelity Freedom 2005	Value in Registered Investment Company	11,537	12,445
*Fidelity Freedom 2010	Value in Registered Investment Company	114,245	126,928
*Fidelity Freedom 2015	Value in Registered Investment Company	95,785	103,578
*Fidelity Freedom 2020	Value in Registered Investment Company	552,277	609,726
*Fidelity Freedom 2025	Value in Registered Investment Company	198,343	217,816
*Fidelity Freedom 2030	Value in Registered Investment Company	764,394	900,796
*Fidelity Freedom 2035	Value in Registered Investment Company	126,852	147,808
*Fidelity Freedom 2040	Value in Registered Investment Company	259,589	300,803
*Fidelity Freedom 2045	Value in Registered Investment Company	174,376	192,860
*Fidelity Freedom 2050	Value in Registered Investment Company	126,300	141,331
*Fidelity Freedom 2055	Value in Registered Investment Company	18,496	20,710
*Fidelity Low-Priced Stock	Value in Registered Investment Company	307,256	382,367
*Fidelity Mid-Cap Stock	Value in Registered Investment Company	431,154	612,448
*Fidelity Real Estate Investment	Value in Registered Investment Company	258,744	302,387
*Fidelity Small Cap Stock	Value in Registered Investment Company	83,754	102,521
Allianz NFJ Small Cap Value	Value in Registered Investment Company	33,396	35,317
Artisan Mid-Cap Value	Value in Registered Investment Company	227,295	276,651
Columbia Acorn International	Value in Registered Investment Company	142,609	161,986
Columbia Dividend Income	Value in Registered Investment Company	62,748	73,291
Credit Suisse Commodity Return	Value in Registered Investment Company	15,234	14,548
Invesco Developing Markets	Value in Registered Investment Company	51,208	51,224
Loomis Sayles Small Cap Growth	Value in Registered Investment Company	42,410	42,798
PIMCO Low Duration	Value in Registered Investment Company	214,294	209,369
PIMCO Real Return	Value in Registered Investment Company	61,197	55,900
PIMCO Total Return	Value in Registered Investment Company	165,745	159,277
Sentinel Common Stock A	Value in Registered Investment Company	37,297	40,427
Spartan Extended Market Index	Value in Registered Investment Company	61,361	72,879
Spartan International Index	Value in Registered Investment Company	84,412	95,476
Spartan U.S. Bond Index	Value in Registered Investment Company	530,428	512,895
Spartan 500 Index	Value in Registered Investment Company	193,898	233,913
WFA Government Securities	Value in Registered Investment Company	331,847	327,003
Brokerage Link Common Stock	Value in Registered Investment Company	44,998	46,374
Brokerage Link Cash	Value in Registered Investment Company	2,330	2,330
*Participant loans	Interest at 3.25%-8.75%	-	362,154
		$10,670,531	$ 12,575,301

*Denotes party-in-interest.

See Independent Auditor's Report.

HBO LATIN AMERICA 401(K) PLAN
SCHEDULE H, LINE 4I – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
PLAN SPONSOR EIN – 65-0897610
PLAN NUMBER - 001
DECEMBER 31, 2012

IDENTITY OF ISSUE, BORROWER, LESSOR OR SIMILAR PARTY	DESCRIPTION OF INVESTMENT	COST	CURRENT VALUE
Cash and Money Market Funds:			
*Fidelity Retirement Money Market	Value in Registered Investment Company	$ 1,829,338	$ 1,829,338
Mutual Funds:			
*Fidelity Blue Chip Growth	Value in Registered Investment Company	395,027	467,122
*Fidelity Capital Appreciation	Value in Registered Investment Company	481,245	567,166
*Fidelity Contrafund	Value in Registered Investment Company	562,310	666,127
*Fidelity Diversified International	Value in Registered Investment Company	482,521	497,329
*Fidelity Equity Income	Value in Registered Investment Company	295,896	310,500
*Fidelity Freedom Income	Value in Registered Investment Company	51,996	54,663
*Fidelity Freedom 2000	Value in Registered Investment Company	74,512	77,689
*Fidelity Freedom 2005	Value in Registered Investment Company	8,709	9,097
*Fidelity Freedom 2010	Value in Registered Investment Company	139,937	147,720
*Fidelity Freedom 2015	Value in Registered Investment Company	193,630	194,919
*Fidelity Freedom 2020	Value in Registered Investment Company	390,916	408,979
*Fidelity Freedom 2025	Value in Registered Investment Company	107,997	110,733
*Fidelity Freedom 2030	Value in Registered Investment Company	627,961	675,521
*Fidelity Freedom 2035	Value in Registered Investment Company	209,774	226,118
*Fidelity Freedom 2040	Value in Registered Investment Company	182,738	196,309
*Fidelity Freedom 2045	Value in Registered Investment Company	87,018	90,760
*Fidelity Freedom 2050	Value in Registered Investment Company	92,290	96,549
*Fidelity Freedom 2055	Value in Registered Investment Company	7,167	7,338
*Fidelity Low-Priced Stock	Value in Registered Investment Company	187,455	207,469
*Fidelity Mid-Cap Stock	Value in Registered Investment Company	380,222	439,573
*Fidelity Real Estate Investment	Value in Registered Investment Company	299,994	366,523
*Fidelity Small Cap Stock	Value in Registered Investment Company	105,401	112,954
Allianz NFJ Small Cap Value	Value in Registered Investment Company	19,693	19,449
Artisan Mid-Cap Value	Value in Registered Investment Company	152,484	159,101
Columbia Acorn International	Value in Registered Investment Company	75,201	82,833
Columbia Dividend Income	Value in Registered Investment Company	72,567	75,651
Credit Suisse Commodity Return	Value in Registered Investment Company	15,383	15,119
Invesco Developing Markets	Value in Registered Investment Company	37,497	41,722
Loomis Sayles Small Cap Growth	Value in Registered Investment Company	7,836	8,102
PIMCO Low Duration	Value in Registered Investment Company	242,429	240,661
PIMCO Real Return	Value in Registered Investment Company	97,499	98,078
PIMCO Total Return	Value in Registered Investment Company	171,285	171,437
Sentinel Common Stock A	Value in Registered Investment Company	8,400	8,533
Spartan Extended Market Index	Value in Registered Investment Company	51,126	52,298
Spartan International Index	Value in Registered Investment Company	50,823	54,550
Spartan U.S. Bond Index	Value in Registered Investment Company	469,294	468,410
Spartan 500 Index	Value in Registered Investment Company	164,663	166,235
WFA Government Securities	Value in Registered Investment Company	329,519	335,223
*Participant notes receivable	Interest at 3.25%-10.25%	-	240,789
		$ 9,159,753	$ 9,998,687

*Denotes party-in-interest.