Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [X] 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
LOS ANGELES DODGERS 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 03/01/2004

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

LOS ANGELES DODGERS, LLC

1000 ELYSIAN PARK AVENUE
LOS ANGELES, CA 90012

2b Employer Identification Number (EIN) 20-0343133

2c Sponsor's telephone number 323-224-1514

2d Business code (see instructions) 711210

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.	07/29/2015	LEONOR ROMERO, HR DIRECTOR
	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 ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address

LEONOR ROMERO

1000 ELYSIAN PARK AVENUE
LOS ANGELES, CA 90012

3b Administrator's EIN
20-0343133

3c Administrator's telephone number
323-224-1514

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**	349
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**	235
b	Retired or separated participants receiving benefits	**6b**	
c	Other retired or separated participants entitled to future benefits	**6c**	104
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	339
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	
f	Total. Add lines **6d** and **6e**	**6f**	339
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	234
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	5
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:
3H 3D 2T 2K 2J 2G 2F 2E

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)	X	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)	X	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)	X	1	**A** (Insurance Information)
(4)	X		**C** (Service Provider Information)
(5)	X		**D** (DFE/Participating Plan Information)
(6)			**G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

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

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
LOS ANGELES DODGERS 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
LOS ANGELES DODGERS, LLC

D Employer Identification Number (EIN)
20-0343133

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier

SECURITY BENEFIT LIFE INSURANCE COMPANY

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
48-0409770	68675	501845	47	10/05/2012	12/31/2012

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	**(b)** Total amount of fees paid
609	

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

CENTAURUS FINANCIAL INC.
2300 E KATELLA AVENUE STE 200
ANAHEIM, CA 92806-6047

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	
609			3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	**4**	
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	1046563

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	**6b**	
c	Premiums due but unpaid at the end of the year	**6c**	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	**6d**	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			**7b**	
c	Additions: (1) Contributions deposited during the year	**7c(1)**			
	(2) Dividends and credits	**7c(2)**			
	(3) Interest credited during the year	**7c(3)**			
	(4) Transferred from separate account	**7c(4)**			
	(5) Other (specify below)	**7c(5)**			
	▶				
	(6) Total additions			**7c(6)**	
d	Total of balance and additions (add lines **7b** and **7c(6)**).			**7d**	
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	**7e(1)**			
	(2) Administration charge made by carrier	**7e(2)**			
	(3) Transferred to separate account	**7e(3)**			
	(4) Other (specify below)	**7e(4)**			
	▶				
	(5) Total deductions			**7e(5)**	
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			**7f**	

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance

e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug

i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract

m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

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.**	**2012** **This Form is Open to Public Inspection.**

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

A Name of plan
LOS ANGELES DODGERS 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
LOS ANGELES DODGERS, LLC

D Employer Identification Number (EIN)
20-0343133

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

SECURITY FINANCIAL RESOURCES, INC.
1 SECURITY BENEFIT PLACE
TOPEKA, KS 66636

48-1033871

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

MMC SECURITIES CORP.
1166 AVENUE OF THE AMERICAS
NEW YORK, NY 10036

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

CENTAURUS FINANCIAL
2300 E KATELLA AVENUE STE 200
ANAHEIM, CA 92806

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

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(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?
60 65 37 64	RECORDKEEPER	8076	Yes [X] No [ ]	Yes [X] No [ ]		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	

(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.
VICTORY DIVERS STK A - CITI 31-1249295	.25%

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

(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.
DREYFUS INVESTMENTS INSTITUTIONAL 13-2614959	.15%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
LOS ANGELES DODGERS 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
LOS ANGELES DODGERS, LLC

D Employer Identification Number (EIN)
20-0343133

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: FA STABLE VALUE FUND

b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-3022712-001	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

Part II Information on Participating Plans (to be completed by DFEs)

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

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
LOS ANGELES DODGERS 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
LOS ANGELES DODGERS, LLC

D Employer Identification Number (EIN)
20-0343133

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	218528	
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	142099	139896
(9) Value of interest in common/collective trusts	1c(9)	1544457	0
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	5375575	6558663
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		1046563
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	7280659	7745122
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k		
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	7280659	7745122

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)	276034	
(B) Participants	2a(1)(B)	774739	
(C) Others (including rollovers)	2a(1)(C)	147720	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1198493
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	9274	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		9274
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	102485	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		102485
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		-49306
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		610438
c Other income	2c		-1376
d Total income. Add all **income** amounts in column (b) and enter total	2d		1870008
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1397467	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		1397467
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	8078	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		8078
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1405545
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		464463
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [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: YOUNGER & COMPANY, CPAS **(2)** EIN: 20-4257034

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		1975
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		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	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)

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
LOS ANGELES DODGERS 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
LOS ANGELES DODGERS, LLC

D Employer Identification Number (EIN)
20-0343133

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 48-1236469

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** 0

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):

LA Dodgers 401(k) Plan

FINANCIAL STATEMENTS
AND
SUPPLEMENTAL SCHEDULES

With Report of Independent Certified Public Accountant

Years Ended December 31, 2012 and December 31, 2011

LA Dodgers 401(k) Plan

Financial Statements and Supplemental Schedules

December 31, 2012 and 2011

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Younger & Company
Certified Public Accountants

3750 University Avenue, Suite 570 ♦ Riverside, CA 92501 ♦ (951) 787-8600 Telephone

INDEPENDENT AUDITOR'S REPORT

401(k) Retirement Committee and Participants
LA DODGERS 401(K) PLAN

REPORT ON THE FINANCIAL STATEMENTS

We were engaged to audit the accompanying financial statements of *LA Dodgers 401(k) Retirement Plan* (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

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

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 the trustees/custodians of the Plan, Fidelity Management Trust; Security Benefit Life Insurance Company and United Missouri Bank (except for comparing such information with the related information included in the financial statements and supplemental schedule). The plan administrator has informed us that the custodians/trustees hold the Plan's investment assets and execute investment transactions.

As trustee to the Plan, Fidelity Management Trust Company ("Fidelity") held the plan's investments from January 01, 2012 through December 14, 2012 and as of December 31, 2011. The plan administrator has obtained certification from the Fidelity Management Trust Company as of December 14, 2012 and December 31, 2011 that the information provided to the plan administrator by them is complete and accurate.

On December 15, 2012, all of the Plan assets were transferred from Fidelity to Security Benefit Corporation ("SBC"). SBC executes investment transactions through its affiliates, Security Financial Resources ("SFR"), a provider of plan administration; Security Distributors, Inc., a broker/dealer registered with the SEC; and Security Benefit Life Insurance. SBC also contracts noncustodial investment recordkeeping services with United Missouri Bank. United Missouri Bank (as a noncustodial recordkeeper) provided certification for the mutual funds and Security Benefit Life Insurance provided certification for the fixed income annuity contract as of December 31, 2012, that the information provided to the plan administrator by them 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 – OPINION NOT EXPRESSED ON SUPPLEMENTAL SCHEDULES
Supplemental schedules listed here 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 following supplemental schedules:

1. Schedule 1 - Schedule of Assets (Held at End of Year)
2. Schedule 2 - Schedule of Delinquent Participant Contributions

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.

Younger & Company, CPAs

Younger & Company, CPAs
Riverside, California
July 15, 2015

LA Dodgers 401(k) Plan
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2012 and 2011

(*SEE INDEPENDENT AUDITOR'S REPORT*)

	December 31,	
	2012	2011
ASSETS		
Investments, at Fair Value		
Interest-bearing Cash	$ -	$ 218,528
Registered Investment Companies	6,558,663	5,375,575
Common/Collective Trusts	-	1,544,457
Guaranteed Investment Contract	1,046,563	-
Total Investments at Fair Value	**7,605,226**	**7,138,560**
Receivables		
Employer Contributions	9,508	7,913
Participant Contributions	30,431	23,578
Notes Receivable from Participants	139,896	142,099
Total Receivables	**179,835**	**173,590**
TOTAL ASSETS	**7,785,061**	**7,312,150**
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	**7,785,061**	**7,312,150**
Adjustment from Fair Value to Contract Value for Fully Benefit-Responsive Investment Contracts	-	(49,306)
NET ASSETS AVAILABLE FOR BENEFITS	**$ 7,785,061**	**$ 7,262,844**

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

LA Dodgers 401(k) Plan
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Year Ended December 31, 2012

(*SEE INDEPENDENT AUDITOR'S REPORT*)

ADDITIONS (REDUCTIONS) TO NET ASSETS ATTRIBUTED TO	
Investment Income (Loss)	
Net Investment Gain/(Loss) from Registered Investment Companies	$ 610,438
Dividends from Registered Investment Companies	102,485
Other Income/(Loss)	(1,376)
Total Investment Income (Loss)	**711,547**
Interest Income	
Interest on Notes Receivable from Participants	9,274
Total Interest Income	**9,274**
Contributions	
Employer	277,629
Participant	781,592
Rollover Contributions	147,720
Total Contributions	**1,206,941**
TOTAL ADDITIONS (REDUCTIONS) TO NET ASSETS	**1,927,762**
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO	
Benefits Paid to Participants	1,397,467
Administrative Expenses	8,078
TOTAL DEDUCTIONS FROM NET ASSETS	**1,405,545**
NET INCREASE	522,217
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR	**7,262,844**
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	**$ 7,785,061**

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

NOTE 1 - DESCRIPTION OF PLAN

The following description of the LA Dodgers 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

Organization

The Plan was established by Los Angeles Dodgers, LLC (the "Company") under the provisions of Section 401(a) of the Internal Revenue Code (IRC), which includes a deferred arrangement as described in Section 401(k) of the IRC, for the benefit of eligible employees of the Company. The Plan was established on March 1, 2004 and restated on January 1, 2012, when it converted to a Volume Submitter Profit Sharing Plan with CODA offered by ASC Institute LLC.

The plan assets are held by Security Benefit Corporation (SBC) through its affiliates. Security Financial Resources, Inc., a subsidiary of SBC, provides online plan services to the employer and participants. The Plan is a participant-directed defined contribution plan and subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended. The Plan recognizes The McCourt Company, LLC, Dodgers Dream Foundation and John McCourt Company, LLC, as adopting employers for the benefit of eligible employees.

Blackout Period

On December 14, 2012, the Plan Administrator commenced transferring all plan assets from Fidelity Management Trust Company to Security Benefit Corporation. Pursuant to CFR §2520.101-3, the required blackout notice was provided to participants notifying them of a blackout period of December 14, 2012 through December 28, 2012.

Eligibility

Employees are eligible to participate in the Plan who have completed six months of service and worked 500 hours; there are no age requirements. Members of a collective bargaining unit, leased employees, baseball players and non-resident aliens are not permitted to participate in the Plan. After completion of eligibility requirements, employees are permitted to participate in pretax elective deferrals, matching and discretionary employer contributions. Employees become participants on the first day of each calendar month coinciding with or following the completion of the eligibility requirements.

Participant Contributions

Participants may elect to contribute their eligible pre-tax compensation to the Plan up to the amount allowable under the Plan document and subject to IRC limitations. Participants attaining age 50 before the end of the Plan year are eligible to make catch-up contributions, up to the maximum annual amount allowed by the IRC. Roth IRAs are also permitted, as are, rollover contributions (distributions from other qualified defined benefit or defined contribution plans). The Plan will not accept rollovers of designated Roth contributions. All contributions made by participants are deposited in the trust and allocated among the investment funds in accordance with the participants' effective elections.

NOTE 1 - DESCRIPTION OF PLAN - continued

Employer Contributions

The restated plan as of January 01, 2012 includes a safe-harbor provision, enhanced method, effective (delayed) until January 01, 2013. This method requires 100 percent match of salary deferrals up to 4% (not less than 4% and not more than 6%) of compensation. There were no safe-harbor matching contributions during 2012, as this provision was delayed until plan year 2013.

The Plan also permits discretionary matching contributions. The discretionary match is determined, by the employer, at the beginning of each plan year. For the plan year ending December 31, 2012, the Company made a discretionary matching contribution of 50 percent of the first 6 percent of base compensation that a participant contributes to the Plan. The Plan permits the employer to designate all or a portion of any matching contributions as "qualified matching" or "qualified nonelective."

Discretionary employer contribution is also permitted by the Plan. This amount, if any, is determined by the employer for each plan year. No discretionary employer contributions were made for the 2012 plan year.

All contributions made on a participant's behalf shall be deposited in the trust and allocated among the investment funds in accordance with the participant's effective elections.

Vesting

Participants are fully vested in their rollover and voluntary and safe-harbor contributions, plus actual earnings thereon.

The vested portion of any participant account attributable to other employer contributions (discretionary employer contributions and discretionary matching contributions) and the earnings thereon is based on years of credited service. A participant becomes 100 percent vested after three (3) years of credited service, or upon reaching normal retirement age, becoming disabled or upon his or her death. Participants vest according to the following schedule:

Discretionary Employer Matching Contributions And Discretionary Employer Contributions	
Years of Service	Percentage
Less than 1	0%
1	50%
2	75%
3 or more	100%

NOTE 1 - DESCRIPTION OF PLAN - continued

Investment Options

Fixed Annuity Account – Security Benefit Life Insurance Company

Participants may choose as one of its investments, Security Benefit Advisor 457 Variable Annuity (the Fixed Account) which is a separate account of Security Benefit Life Insurance Company (SBL) and established under Kansas law on August 25, 2003. Security Benefit's Fixed Account option is managed by Guggenheim Investments, a subsidiary of Guggenheim Partners.

The Fixed Account is subject to regulation and supervision by the Kansas Department of Insurance. In reliance on certain exemptive and exclusionary provisions, interests in the Fixed Account have not been registered as securities under the Securities Act of 1933 (the 1933 Act), and the Fixed Account has not been registered as an investment company under the Investment Company Act of 1940 (the 1940 Act). Accordingly, neither the Fixed Account nor any interests therein are generally subject to the provisions of the 1933 Act or the 1940 Act. Initial deposits were received April 12, 2004. The Fixed Account's assets are treated as applicable to variable annuity contracts and, therefore, are not chargeable with liabilities arising out of any other business SBL may conduct.

The Fixed Account Option is a group unallocated fixed annuity contract issued by Security Benefit Life Insurance Company ("SBL"), policy form GV4586. The obligations under the Fixed Account option are guaranteed by SBL's General Account in the event that the assets are not sufficient to meet the Fixed Account obligations.

The Owner is the employer whose name the Contract is issued to fund a retirement plan established by a unit of a state or local government under Section 457 of the Internal Revenue Code (IRC).

As an investment advisor, Guggenheim Investments manages Security Benefit's Fixed Account to provide:

1. An option for retirement accounts to provide a fixed crediting rate that is established on a quarterly basis, with a minimum rate that is set at the beginning of each calendar year

2. Adequate liquidity that allows retirement plan participants to move funds in and out of their accounts

Registered Mutual Fund Companies

In addition to the annuity contract offered by Security Benefit Life, participants may also invest in various mutual fund companies offered through Security Financial Resources, Inc. Under provisions of the contract, participant contributions and investment earnings are directed by the participants, which may be invested in various investment alternatives. Investment options include shares of various registered investment companies and an insurance contract account. Participants may elect to transfer investments from one investment fund to any other investment fund on a daily basis.

NOTE 1 - DESCRIPTION OF PLAN - continued

Participant Accounts

Individual accounts are maintained for each of the Plan's participants. Each participant's account is credited with the participant's contributions plus allocations of (a) the Company's contributions 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.

Forfeiture of Benefits

If a participant terminates prior to vesting 100 percent in any portion of the Company contributions, the forfeited balance from matching contributions shall be used to pay Plan administrative expenses. Any portion of forfeitures not used to pay Plan administrative expenses shall be used to reduce future employer contributions payable to the Plan.

The forfeiture account activity for the plan years ended December 31, 2012 and 2011 is as follows:

Description	2012	2011
Balance, Beginning of Year	$ 13,689	$ 2,839
Forfeitures Credited During the Year	9,820	10,850
Forfeitures Applied During the Year - Plan Expenses	(4,338)	-
Forfeitures Applied During the Year - Employer Match	-	-
Fixed Income Account Credit - Account Closed	9,986	-
Earnings on Forfeitures	44	-
Ending Balance - Unused Forfeitures	$ 29,201	$ 13,689

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum amount equal to the lesser of $50,000 or 50 percent of their vested account balances. A loan setup fee is deducted from the participant's account for each loan that is processed.

A participant is allowed two outstanding loans at any given time. Loan terms range up to five (5) years unless the loan is used for the purchase of a primary residence, for which the loan term may be extended. Loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined by the plan administrator.

The interest rates on loans outstanding during 2012 were 7.00 percent with various maturity dates. Principal and interest is paid ratably through payroll deductions.

NOTE 1 - DESCRIPTION OF PLAN - continued

Payment of Benefits

Upon termination of service due to death, disability or normal retirement age, a participant (or participant's beneficiary in the event of death) will receive a lump-sum distribution equal to the total value of the participant's account. If a participant is terminated for any other reason, the participant shall be entitled to receive a distribution equal to the value of the vested interest in his or her account. A mandatory 20 percent federal tax is withheld on cash distributions. As an alternative to a cash distribution, the participant or beneficiary may request a rollover distribution to another qualified plan. In the event of financial hardship, as defined by the Plan, a participant may request a distribution of any part of their elective deferral contributions. A participant may not make contributions to the Plan for the 6-month period following the date of a hardship distribution.

Administrative Expenses

The expenses related to administration of the Plan are paid by the Plan unless the Company elects to make such payment. Expenses paid directly by the Company are excluded from these financial statements. Investment related expenses are included in net appreciation of fair value of investments.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan agreement to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of the Plan's termination, participants become 100 percent vested in their account balances.

Plan Amendments

There were no plan amendments made during the plan year.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements have been prepared under the accrual method of accounting.

As described in Financial Accounting Standards Board Staff Position, FSP AAG INV-1 and ASC 962-325, *Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans* (the FSP), investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts, including those held in a common collective trust, because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Plan maintains investments in a guaranteed investment contract (Fixed Account Option) which is deemed to be fully benefit-responsive. As required by the FSP, the Statement of Net Assets Available for Benefits presents the fair value of the investment contract, as well as the adjustment from fair value to contract value (if necessary) relating to the investment contract. There was no adjustment as of December 31, 2012, as contract value approximated fair value. The Statement of Changes in Net Assets Available for Benefits is prepared on a fair value basis.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

Recent Accounting Pronouncements

In May 2011, the FASB issued Accounting Standards Update 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and International Financial Reporting Standards* (ASU 2011-04). ASU 2011-04 was issued to provide a consistent definition of fair value and ensure that the fair value measurement and disclosure requirements are similar between U.S. GAAP and International Financial Reporting Standards. ASU 2011-04 changes certain fair value measurement principles and enhances the disclosure requirements particularly for Level 3 fair value measurements. This pronouncement is effective for reporting periods beginning on or after December 15, 2011, with early adoption prohibited. The new guidance will require prospective application. The Plan is currently evaluating the effect the provisions of this pronouncement will have on its financial statements.

In October 2012, the FASB issued ASU 2012-04, Technical Corrections and Improvements. The amendments in this Update cover a broad range of ASC Topics, including Plan Accounting. These amendments include technical corrections and improvements to the ASC and conforming amendments related to fair value measurements and disclosures. The amendments in this Update will largely be effective for fiscal periods beginning after December 15, 2013 for non-public entities, except for amendments in this Update where there was no transition guidance, which were immediately effective upon issuance. The adoption of ASU 2012-04 is not expected to have a material impact on subsequent periods.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results may differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Quoted market prices are used to value investments. Shares of registered investment companies are valued at the net asset value of shares held by the Plan at year-end. Investments in insurance company contracts are reported at contract value, as determined by Security Benefit, if the contract is fully benefit-responsive; otherwise, the investments are stated at fair value. Purchases and sales of securities are recorded on a trade-date basis.

Interest income is recorded on the accrual basis. Dividend income is accrued as of the ex-dividend date. Net realized and unrealized appreciation (depreciation) in fair value of investments represents the realized gain or loss on disposition of investments plus the unrealized increase or decrease in fair value of investments held from the beginning of the plan year or date of purchase, whichever is later.

Notes Receivable from Participants

As described in Accounting Standards Codification Topic 962, *Reporting Loans to Participants by Defined Contribution Pension Plans* (ASC Topic 962), FASB ASC 962-310-45-2 and ASU 2010-25 requires participant loans to be classified as notes receivable from participants, which are segregated from plan investments and measured at their unpaid principal balances plus any accrued but unpaid interest Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

Contributions

Contributions are recorded on an accrual basis.

Payment of Benefits

Benefits are recorded when paid.

NOTE 3 - INVESTMENTS

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Fidelity Management Trust Company, Security Benefit Life Company and United Missouri Bank, trustees of the Plan, have certified that the following information included in the accompanying financial statements and supplemental Schedule 1 is complete and accurate:

a. Net Assets Available for Benefits as of December 31, 2012 and 2011, as they relate to investments held by the trustee.
b. Changes in Net Assets Available for Benefits for the year ended December 31, 2012, as they relate to investments held by the trustee.
c. Schedule of Assets (Held at End of Year) as of December 31, 2012.

Investments that represent 5 percent or more of fair value of the Plan's net assets as of December 31, 2012 and 2011 are as follows:

Description		**2012**
Security Benefit Fixed Annuity Contract	$	1,046,563
T. Rowe Price Retirement 2020		818,546
T. Rowe Price Retirement 2030		447,179
T. Rowe Price Retirement 2040		443,840
T. Rowe Price Retirement 2025		775,366
T. Rowe Price Retirement 2035		1,063,054
T. Rowe Price Retirement 2045		392,107
Total Investments Exceeding 5% or More of Net	$	4,986,655

Description		**2011**
Dreyfus S&P 500 Index	$	616,996
Victory Divers STK A		435,182
FA Lev Co Stock T		412,701
FA Equity Income T		442,233
FA Large Cap T		472,667
FA Strat Income T		414,958
FA Stable Value Fund		1,544,457
FA Freedom 2040 T		421,030
FA Mid Cap II T		598,548
Total Investments Exceeding 5% or More of Net	$	5,358,772

NOTE 3 – INVESTMENTS - continued

For the year ended December 31, 2012, the Plan's investments in registered investment companies (including investments bought, sold and held during the year) appreciated in value by $610,438.

The Plan maintains an investment in an unallocated fixed guaranteed investment contract (Fixed Account Option) with Security Benefit Life Insurance. The obligations under the contract are guaranteed by Security Benefit Life Insurance Company's general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan. The crediting interest rate is based on the earnings of the underlying assets in the entire medium-long term new portfolio compared to the minimum interest crediting rate, as stated in the contract, and prevailing market conditions. The interest crediting rate is reviewed quarterly for resetting. The investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date. Certain events, such as the premature termination of the contract by the Plan or the termination of the Plan, would limit the ability of the Plan to transact at contract value with the issuer. The plan administrator does not believe that any such events, which would limit the Plan's ability to transact at contract value with participants, are probable of occurring. For the year ended December 31, 2012, the average yield for the guaranteed investment contract were as follows:

Average Yield	2012
Based on Earnings of the Plan	3.85%
Based on Interest Credited to Participants	3.09%

NOTE 4 - FAIR VALUE MEASUREMENTS

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

ASC Topic 820 Fair Value Measurement Framework Fair Value Hierarchy Priority – Observable Inputs	
Level 1	Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
Level 2	Inputs to the valuation methodology include: a. Quoted prices for similar assets or liabilities in active markets; b. Quoted prices for identical or similar assets or liabilities in inactive markets; c. Inputs other than quoted prices that are observable for the asset or liability; d. Inputs that are derived principally from or corroborated by observable market data by correlation or other means. Note: If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.
Level 3	Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

NOTE 4 - FAIR VALUE MEASUREMENTS - continued

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used must maximize the use of observable inputs and minimize the use of unobservable inputs. Following is a description of the valuation methodologies used for assets measured at fair value:

- ***Registered Investment Companies***: Valued at the net asset value of shares held by the Plan at year end.
- ***Guaranteed Investment Contracts:*** Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date. There have been no changes in the methodologies used at December 31, 2012. The following tables sets forth by level, within the fair value hierarchy as of December 31, 2012 and 2011:

Investments Classified at Fair Value Level
December 31, 2012

Description	Level 1	Level 2	Level 3	Total
Registered Investment Companies:				
Domestic Equity Funds	$ 857,632	$ -	$ -	$ 857,632
International Equity Funds	178,099	-	-	178,099
Bonds	135,965	-	-	135,965
Real Estate	188,420	-	-	188,420
Balanced Funds	4,913,099	-	-	4,913,099
Index Funds	285,448	-	-	285,448
Total Registered Investment Companies	6,558,663	-	-	6,558,663
Guaranteed Investment Contract				
Bonds	-	759,352	151,090	910,442
Mutual Funds	49,861	-	-	49,861
Cash and Cash Equivalents	86,260	-	-	86,260
Total Guaranteed Investment Contract	136,121	759,352	151,090	1,046563
Total Investments	$ 6,558,663	$ 1,046,563	$ 151,090	$ 7,605,226

Investments Classified at Fair Value Level
December 31, 2011

Description	Level 1	Level 2	Level 3	Total
Registered Investment Companies:				
Equity Funds	$ 3,120,640	$ -	$ -	$ 3,120,640
Balanced Funds	1,222,981	-	-	1,222,981
Index Funds	1,031,954	-	-	1,031,954
Total Registered Investment Companies	5,375,575	-	-	5,375,575
Money Market Account	218,528	-	-	218,528
Common Collective Trusts	-	1,544,457	-	1,544,457
Total Investments	$ 5,594,103	$ 1,544,457	$ -	$ 7,138,560

NOTE 4 - FAIR VALUE MEASUREMENTS - continued

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period. We evaluated the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. For the plan year ended December 31, 2012, there were no significant transfers in or out of levels 1, 2, or 3.

NOTE 5 - TAX STATUS

The Plan was established on March 1, 2004 and restated on January 1, 2012, when it converted to a Volume Submitter Profit Sharing Plan with CODA offered by ASC Institute LLC. In a letter dated March 31, 2008, the Internal Revenue Service issued a favorable opinion accepting the Plan as qualified under Section 401(a) of the Internal Revenue Code. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. The plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified and the related trust is tax exempt. Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by the taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

NOTE 6 - ERISA BONDING REQUIREMENTS

The Plan was covered by a $500,000 fidelity bond for the year ended December 31, 2012 and is in compliance with ERISA bonding requirements.

NOTE 7 - PARTY-IN-INTEREST AND RELATED PARTY TRANSACTIONS

Section 3(14) of ERISA defines a party in interest to include fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, a person who owns 50% or more of such an employer or employee association, or relatives of such persons just listed.

Certain plan investments are managed by related affiliates of Security Benefit Life Company, the trustee of the Plan, and therefore, the transactions qualify as party-in-interest transactions. Fees paid by the Plan for these services amounted to $8,078 and $8,500, for the year ended December 31, 2012 and 2011, respectively. Moreover, the plan sponsor is also a party-in-interest with respect to the Plan as personnel and facilities of the Company have been used to perform administrative functions for the Plan at no charge to the Plan. Notes Receivable from Participants and the related interest income are considered related party transactions.

NOTE 7 - PARTY-IN-INTEREST AND RELATED PARTY TRANSACTIONS - continued

In March 2012, Guggenheim Baseball Management acquired the LA Dodgers. Guggenheim Baseball Management is owned by Guggenheim Partners, LLC (Guggenheim), which is a global investment and advisory financial services firm. Among other investments, Security Benefit Corporation is also owned by Guggenheim. Since the LA Dodgers transferred its Plan Assets from Fidelity Management Trust Company to Security Benefit Corporation, the relationships between the three entities constitute related parties.

Guggenheim Affiliates

Guggenheim Partners, LLC is a privately-held global investment and advisory financial services firm. Investments include its purchase of the LA Dodgers in March 2012 through its affiliated company, Guggenheim Baseball Management LLC. The Guggenheim Baseball Management LLC's controlling partner is Mark R. Walter who is also the founder and chief executive officer of Guggenheim Partners, LLC.

Guggenheim Partners, LLC, through its ownership of Guggenheim Partners Investment Management, LLC, owns Security Benefit Corporation. Security Benefit Corporation subsidiaries affiliated with the Plan are as follows:

Security Financial Resources, Inc.: Provides non-discretionary plan recordkeeping and non-fiduciary investment services to the Plan. The certification of investments is provided by United Missouri Bank as the custodian of the plan's mutual funds and by Security Benefit Life Insurance Company for the Fixed Annuity Account 457.

Security Benefit Life Insurance Company: The Group Fixed Account is a group annuity contract issued by Security Benefit Life Insurance Company ("SBL"), the assets of which are held in a Security Benefit Life Insurance Company separate account. The assets of the separate account are managed by Guggenheim Partners Investment Management, LLC ("GPIM") under an investment management agreement between SBL and GPIM. Thus, SBL pays GPIM an investment advisory fee to manage the assets in the separate account, but the investments held by the separate account are not owned by Guggenheim Partners or its affiliates. Although Security Benefit Life Insurance Company makes available mutual funds offered by Guggenheim Partners the plan administrator did not select any of these mutual funds for its plan. The investment certification of the fixed account is provided by SBL.

Security Distributors, Inc.: Established in 1962, is a Broker/Dealer registered with the SEC and serves as distributor of a family of mutual funds and variable annuities issued by Security Benefit Life Insurance Company. SDI brokers the purchases, exchanges and liquidations.

United Missouri Bank provides non-custodial recordkeeping services for the various mutual fund investments offered by SBC. The Security Benefit Group Fixed account is not part of the investments managed by United Missouri Bank. There are no Guggenheim Partner and/or affiliates mutual funds in the Plan.

Security Benefit Corporation provides the plan sponsor with the same investment platform options and expense arrangements as it does to all its other accounts (plan sponsors).

NOTE 8 - SIGNIFICANT RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities, in general, are exposed to various risks, such as interest rate, credit and overall market volatility. 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 participant account balances and the amounts reported in the statement of net assets available for benefits.

NOTE 9 - PROHIBITED TRANSACTIONS

As required by ERISA Section 2510.3-102, the plan sponsor is required to segregate and deposit participant contributions to the Plan at the earliest date that they can be reasonably segregated from the Company's general assets, but in no event more than 15 business days following the end of the month in which amounts are withheld from wages. As of December 31, 2011, cumulative deposits totaling $1,975 were remitted to the Plan beyond the period prescribed by these regulations. Although the participant contributions were remitted to the Plan, the delinquent contributions are reported as prohibited transactions on supplemental Schedule 2 to the financial statements pending the plan sponsor's calculation and restoration of lost earnings, in accordance with ERISA reporting requirements. The Company intends to make future contributions to the affected participant accounts to compensate those participants for lost investment earnings related to these delinquent contributions. On February 23, 2011, the Company fully corrected the prohibited transactions in the amount of $37,439 for the plan year ending December 31, 2009, by remitting the necessary amounts to the affected participant accounts to compensate those participants for lost investment earnings related to these delinquent contributions.

NOTE 10 - SUBSEQUENT EVENTS

Subsequent events are events or transactions that occur after the statement of net assets available for benefits date but before financial statements are available to be issued. The Plan recognizes in the financial statements the effects of all subsequent events that provide additional evidence about conditions that existed at the date of the statement of net assets available for benefits, including the estimates inherent in the process of preparing the financial statements.

The Plan's financial statements do not recognize subsequent events that provide evidence about conditions that did not exist at the date of the statement on net assets available for benefits but arose after the statement of net assets available for benefits date and before financial statements are available to be issued. The Plan has evaluated subsequent events through July 15, 2015 which is the date the financial statements were available to be issued and noted that there were no significant events which occurred.

NOTE 11 - RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE 1

As stated in Note 2 of the financial statements, and as required by FASB ASC 962-310-45-2 and ASU 2010-25, participant loans are classified as notes receivable from participants and are no longer reflected as an investment in the financial statements. Accordingly, certain balances on supplemental Schedule 1 differ from those included in the financial statements.

NOTE 11 - RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE 1 - continued

The following is a reconciliation of the Plan's investments per the financial statements to supplemental Schedule 1 as of December 31, 2012 and 2011:

	2012
Investments, at Fair Value per Financial Statements	$ 7,605,226
Adjustment from Fair Value to Contract Value	-
Notes Receivables from Participants	139,896
Investments per Supplemental Schedule 1	$ 7,745,122

NOTE 12 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The Annual Return/Report of Employee Benefit Plan (Form 5500) is prepared on the cash basis. Accordingly, certain balances on Schedule H (Part I and II) of the Form 5500 differ from those included in the financial statements.

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, 2012 and 2011:

	2012	2011
Net Assets Available For Benefits per Financial Statements	$ 7,785,061	$ 7,262,844
Current Year Contributions Receivable	(39,939)	(31,491)
Stable Value Fund - Adjustment from Fair to Contract Value	-	49,306
Net Assets Available For Benefits per Form 5500	$ 7,745,122	$ 7,280,659

The following is a reconciliation of Total Contributions per the financial statements to Schedule H of Form 5500 for the year ended December 31, 2012 and 2011:

	2012	2011
Total Contributions Per Financial Statements	$ 1,206,941	$ 1,048,732
Current Year Contributions Receivable	(39,939)	(31,491)
Prior Year Contributions Receivable	31,491	25,677
Total Contributions per Form 5500	$ 1,198,493	$ 1,042,918

The following is a reconciliation of Investment Income per the financial statements to the Form 5500 for the year ended December 31, 2012 and 2011:

	2012	2011
Total Investment Income (Loss) per the Financial Statements	$ 610,438	$ (349,651)
Current Year Adjustment from Fair Value to Contract Value	-	49,306
Prior Year Adjustment from Fair Value to Contract Value	(49,306)	(24,661)
Total Investment Net Gain (Loss) per Form 5500	$ 561,132	$ (325,006)

LA Dodgers 401(k) Plan
Schedule 1
Form 5500, Schedule H, Part 4 - Line 4i
Schedule of Assets (Held at End of Year)
December 31, 2012

Employer Identification Number: 20-0343133
Plan Number: 001

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current Value
(1)	American Funds	American Funds EuroPacific Growth	***	$ 144,923
(1)	Aston	Aston/Fairpointe Mid Cap	***	67,710
(1)	BlackRock	BlackRock Global Allocation	***	33,176
(1)	BlackRock	BlackRock Equity Dividend	***	257,602
(1)	Dreyfus	Dreyfus S&P 500 Stock Index	***	285,448
(1)	Fidelity Investments	Fidelity Advisor Real Estate	***	188,420
*	Security Benefit Life	Security Benefit Fixed Annuity	***	1,046,563
(1)	Janus	Janus Flexible Bond	***	135,965
(1)	Janus	Janus Triton I	***	176,693
(1)	Prudential	Prudential Jennison Mid Cap Growth	***	182,894
(1)	RidgeWorth	RidgeWorth Large Cap Growth Stock	***	172,733
(1)	T. Rowe Price	T. Rowe Price Retirement 2010	***	128,496
(1)	T. Rowe Price	T. Rowe Price Retirement 2020	***	818,546
(1)	T. Rowe Price	T. Rowe Price Retirement 2030	***	447,179
(1)	T. Rowe Price	T. Rowe Price Retirement 2040	***	443,840
(1)	T. Rowe Price	T. Rowe Price Retirement 2050	***	102,102
(1)	T. Rowe Price	T. Rowe Price Retirement 2015	***	384,550
(1)	T. Rowe Price	T. Rowe Price Retirement 2025	***	775,366
(1)	T. Rowe Price	T. Rowe Price Retirement 2035	***	1,063,054
(1)	T. Rowe Price	T. Rowe Price Retirement 2045	***	392,107
(1)	T. Rowe Price	T. Rowe Price Retirement Income	***	357,859
	Subtotal			7,605,226
*	Participant Loans - Interest rate - 7.00% - Various Maturity Dates		--	139,896
	Total Value of Investments Held at End of Year			**$ 7,745,122**

(1) The identified issue, borrower, lessor or similar party is not recognized as a party-in-interest to the Plan.
*Represents a party-in-interest to the Plan.
***Cost information is not required to be presented for participant-directed investments.

Two Certifications. This schedule was prepared from information certified as complete and accurate by two custodians/trustees to the Plan: 1) Security Benefit Life Company 2) United Missouri Bank

LA Dodgers 401(k) Plan
Schedule 2
Form 5500 Schedule H, Part 4, Line 4a
Schedule of Delinquent Participant Contributions
December 31, 2012

Employer Identification Number: 20-0343133
Plan Number: 001

Relationship to the Plan	Participant Contributions Transferred Late to the Plan	Contributions Not Corrected	Contributions Pending Correction	Contributions Corrected Outside VFCP	Contributions Corrected Under VFCP
Plan Sponsor*	$ 1,975**	$ --	$ 1,975	$ --	$ --

* A party-in-interest as defined by ERISA.

** The cumulative delinquent contributions stated above have been remitted to the Plan; however, they are reflected on this schedule pending the plan sponsor's calculation and restoration of lost earnings. Note: The participant contributions stated above includes delinquent participant loan repayments.

LA Dodgers 401(k) Plan
Schedule 1
Form 5500, Schedule H, Part 4 - Line 4i
Schedule of Assets (Held at End of Year)
December 31, 2012

Employer Identification Number: 20-0343133
Plan Number: 001

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current Value
(1)	American Funds	American Funds EuroPacific Growth	***	$ 144,923
(1)	Aston	Aston/Fairpointe Mid Cap	***	67,710
(1)	BlackRock	BlackRock Global Allocation	***	33,176
(1)	BlackRock	BlackRock Equity Dividend	***	257,602
(1)	Dreyfus	Dreyfus S&P 500 Stock Index	***	285,448
(1)	Fidelity Investments	Fidelity Advisor Real Estate	***	188,420
*	Security Benefit Life	Security Benefit Fixed Annuity	***	1,046,563
(1)	Janus	Janus Flexible Bond	***	135,965
(1)	Janus	Janus Triton I	***	176,693
(1)	Prudential	Prudential Jennison Mid Cap Growth	***	182,894
(1)	RidgeWorth	RidgeWorth Large Cap Growth Stock	***	172,733
(1)	T. Rowe Price	T. Rowe Price Retirement 2010	***	128,496
(1)	T. Rowe Price	T. Rowe Price Retirement 2020	***	818,546
(1)	T. Rowe Price	T. Rowe Price Retirement 2030	***	447,179
(1)	T. Rowe Price	T. Rowe Price Retirement 2040	***	443,840
(1)	T. Rowe Price	T. Rowe Price Retirement 2050	***	102,102
(1)	T. Rowe Price	T. Rowe Price Retirement 2015	***	384,550
(1)	T. Rowe Price	T. Rowe Price Retirement 2025	***	775,366
(1)	T. Rowe Price	T. Rowe Price Retirement 2035	***	1,063,054
(1)	T. Rowe Price	T. Rowe Price Retirement 2045	***	392,107
(1)	T. Rowe Price	T. Rowe Price Retirement Income	***	357,859
	Subtotal			7,605,226
*	Participant Loans - Interest rate - 7.00% - Various Maturity Dates		--	139,896
	Total Value of Investments Held at End of Year			**$ 7,745,122**

(1) The identified issue, borrower, lessor or similar party is not recognized as a party-in-interest to the Plan.
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***Cost information is not required to be presented for participant-directed investments.

Two Certifications. This schedule was prepared from information certified as complete and accurate by two custodians/trustees to the Plan: 1) Security Benefit Life Company 2) United Missouri Bank