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 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

2016

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A This return/report is for:
- [ ] a multiemployer plan
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
- [X] a single-employer plan
- [ ] a DFE (specify) ____

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
A & E TELEVISION NETWORKS, LLC TAX DEFERRED SAVING

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1987

2a Plan sponsor's name (employer, if for a single-employer plan)
Mailing address (include room, apt., suite no. and street, or P.O. Box)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)

A & E TELEVISION NETWORKS, LLC

235 E. 45TH STREET
NEW YORK, NY 10017

2b Employer Identification Number (EIN)
13-3091639

2c Plan Sponsor's telephone number
212-210-1400

2d Business code (see instructions)
515100

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2017	KIM TINGLER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2017	KIM TINGLER
	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)

Preparer's telephone number

3a Plan administrator's name and address ☐ Same as Plan Sponsor

A & E TELEVISION NETWORKS, LLC

235 E. 45TH STREET
NEW YORK, NY 10017

3b Administrator's EIN: 13-3091639

3c Administrator's telephone number: 212-210-1400

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**	1443
6	Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1)	Total number of active participants at the beginning of the plan year	**6a(1)**	984
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	1054
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	485
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	1539
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	1539
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1539
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	28
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

2E 2F 2G 2J 2K 3F 3D 2T 2S

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)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2016 Form M-1 annual report. If the plan was not required to file the 2016 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

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

2016

This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
A & E TELEVISION NETWORKS, LLC TAX DEFERRED SAVING

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
A & E TELEVISION NETWORKS, LLC

D Employer Identification Number (EIN)
13-3091639

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
PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY 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
06-1050034	93629	041585	1539	01/01/2016	12/31/2016

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
0	0

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

(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	

(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**	0
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	37302544

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. Specify nature of costs ▶	**6d**	

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.**	**2016** **This Form is Open to Public Inspection.**

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
A & E TELEVISION NETWORKS, LLC TAX DEFERRED SAVING

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
A & E TELEVISION NETWORKS, LLC

D Employer Identification Number (EIN)
13-3091639

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(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)

GLOBAL RETIREMENT PARTNERS

47-1411118

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	NONE	90000	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(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?
15 37 50	NONE	4477	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
THE PRUDENTIAL INSURANCE COMPANY OF	15 60 64	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PRUDENTIAL INVESTMENTS, LLC 22-3468527	22.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2016 TO 12/31/2016 PRU JENN MID-CAP GRW Z

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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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

2016

This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
A & E TELEVISION NETWORKS, LLC TAX DEFERRED SAVING

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
A & E TELEVISION NETWORKS, LLC

D Employer Identification Number (EIN)
13-3091639

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: GIBRALTAR GUARANTEED FUND

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-652	P	17074775

a Name of MTIA, CCT, PSA, or 103-12 IE: TROWE PRICE EQ INC STRAT

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-164	P	20227769

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)

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

2016

This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
A & E TELEVISION NETWORKS, LLC TAX DEFERRED SAVING

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
A & E TELEVISION NETWORKS, LLC

D Employer Identification Number (EIN)
13-3091639

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	1559414	1476118
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	32299966	37302544
(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)	130680341	142924847
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(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	164539721	181703509
	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	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	164539721	181703509

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)	4079178	
	(B) Participants	2a(1)(B)	10075499	
	(C) Others (including rollovers)	2a(1)(C)	1111736	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		15266413
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)	50460	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		50460
	(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)	1667773	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		1667773
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		3753223
(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)		6289871
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		27027740
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	9761149	
(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)		9761149
f Corrective distributions (see instructions)	2f		6833
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)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	95970	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		95970
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		9863952
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		17163788
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)** ☒ Disclaimer **(4)** ☐ Adverse

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

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

(1) Name: DELOITTE & TOUCHE, LLP **(2)** EIN: 13-3891517

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

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

Part IV Compliance Questions

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

During the plan year:

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

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		10000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3	4n			
o	Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

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

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

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

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ..... ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year_____. (See instructions.)

Part V Trust Information

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

6c Name of trustee or custodian	**6d** Trustee's or custodian's telephone number

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 sections 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

2016

This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
A & E TELEVISION NETWORKS, LLC TAX DEFERRED SAVING

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
A & E TELEVISION NETWORKS, LLC

D Employer Identification Number (EIN)
13-3091639

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

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

EIN(s): 22-1211670

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part VII IRS Compliance Questions

20a Is the plan a 401(k) plan? If "No," skip b	☐ Yes ☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor ☐ "Prior year" ADP test ☐ "Current year" ADP test ☐ N/A
21a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test ☐ Average benefit test ☐ N/A
21b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes ☐ No

22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter _____/_____/_____ and the serial number _____.

22b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter _____/_____/_____.

A&E Television Networks Tax Deferred Savings Plan

Employer ID No: 13-3091639
Plan Number: 001

Financial Statements as of December 31, 2016 and 2015, and for the Year Ended December 31, 2016, Supplemental Schedule as of December 31, 2016, and Independent Auditors' Report

A&E TELEVISION NETWORKS TAX DEFERRED SAVINGS PLAN

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NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

Deloitte.

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INDEPENDENT AUDITORS' REPORT

To the A&E Television Networks
Tax Deferred Savings Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of A&E Television Networks Tax Deferred Savings Plan (the "Plan"), which comprise the statements of assets available for benefits as of December 31, 2016 and 2015, and the related statement of changes in assets available for benefits for the year ended December 31, 2016, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' 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 Prudential Bank & Trust, FSB, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certifications from the trustee as of December 31, 2016 and 2015, and for the year ended December 31, 2016, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule listed in the Table of Contents is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is 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 this supplemental schedule.

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

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

Deloitte + Touche LLP

October 11, 2017

A&E TELEVISION NETWORKS TAX DEFERRED SAVINGS PLAN

STATEMENTS OF ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2016 AND 2015

	2016	2015
ASSETS:		
Investments—participant-directed investments—at fair value	$163,152,616	$148,329,948
Investments—participant-directed investments—at contract value	17,074,775	14,813,292
Total investments	180,227,391	163,143,240
Receivables:		
Employer contributions	334,444	331,092
Notes receivable from participants	1,476,118	1,559,414
Total receivables	1,810,562	1,890,506
ASSETS AVAILABLE FOR BENEFITS	$182,037,953	$165,033,746

See notes to financial statements.

A&E TELEVISION NETWORKS TAX DEFERRED SAVINGS PLAN

STATEMENT OF CHANGES IN ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2016

ADDITIONS:	
Contributions:	
Participant contributions	$ 11,187,235
Employer matching contributions	4,082,530
Total contributions	15,269,765
Net investment income (loss):	
Net appreciation (depreciation) in fair value of investments	5,326,830
Interest and dividends	6,221,104
Total net investment income (loss)	11,547,934
Interest income on notes receivable from participants	50,460
Total additions	26,868,159
DEDUCTIONS:	
Benefits paid to participants	(9,767,982)
Administrative expenses	(95,970)
Total deductions	(9,863,952)
INCREASE IN ASSETS	17,004,207
ASSETS AVAILABLE FOR BENEFITS—Beginning of year	165,033,746
ASSETS AVAILABLE FOR BENEFITS—End of year	$182,037,953

See notes to financial statements.

1. DESCRIPTION OF THE PLAN

The following brief description of the A&E Television Networks Tax Deferred Savings Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General—The Plan is a defined contribution plan covering substantially all employees of A&E Television Networks, LLC (the "Company"), who have completed at least one month of service in an eligibility computation period. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Plan is administered by the Administrative Committee appointed by the Company's finance committee. The Administrative Committee ("Plan Administrator") has responsibility for oversight of the administration and compliance reporting to governmental agencies. The members meet periodically and make recommendations to the Plan management. The Plan is managed by Prudential Bank & Trust, FSB (the "Trustee").

Contributions— Contributions to the Plan include (i) pre-tax and post-tax salary reduction contributions authorized by participants, (ii) matching contributions made by the Company, (iii) discretionary contributions made by the Company, and (iv) participant rollovers from another plan. Participants may elect to contribute a percentage of their compensation to the Plan each year, subject to the limitations, as defined in the plan document. Such pre-tax contributions are excluded from the participant's taxable income for federal income tax purposes until received as a withdrawal or distribution from the Plan. The Company makes discretionary contributions equal to 50% of a participant's annual contribution limited to 6% of an employee's compensation. Employee contributions are limited to the lower of the maximum allowed under the Internal Revenue Code ("IRC"), $18,000 in 2016, or 60% of their compensation. Participants may also contribute amounts representing distributions from other qualified plans. In addition, participants who are age fifty or older by the end of calendar year 2016 are permitted to make catch-up contributions of up to $6,000. These additional contributions are eligible for a Company matching contribution.

Effective January 1, 2016, the Plan was restated and amended to include a provision whereby all newly eligible employees hired or rehired on or after January 1, 2016 are automatically enrolled in the Plan. Automatically-enrolled participants will receive a nonelective, fixed employer contribution set at 3% of eligible compensation. This contribution is in addition to the regular Company contribution matching program outlined above. These contributions will be invested in a designated fund until changed by the participant.

Participant Accounts—Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contributions, rollover contributions, the Company's matching and nonelective contributions, and allocations of Plan earnings, and is charged with withdrawals and an allocation of Plan losses and administrative expense. 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 a participant's vested account.

Investments—Participants direct the investment of their contributions and/or account balances into various investment options offered by the Plan and may change investments and transfer amounts

between funds daily. Company contributions are invested based on participant elections. As of December 31, 2016, the Plan offers twenty-five investment options for participants.

Vesting—Participants are always 100% vested in their contributions, rollover contributions and earnings thereon. Company contributions vest over the first three years of service at a rate of one-third each year.

Forfeited Accounts— When certain terminations of participation in the Plan occur, the nonvested portion of the participant's account, as defined by the Plan, represents a forfeiture. The Plan document permits the use of forfeitures to either reduce future employer contributions or plan administrative expenses for the plan year. At December 31, 2016 and 2015, forfeited nonvested accounts totaled $100,652 and $89,931, respectively, which are included in "Investments – participant-directed investments" in the Statement of Assets Available for Benefits. During the year ended December 31, 2016, employer contributions were reduced by $111,585 from forfeited nonvested accounts.

Notes Receivable from Participants (Loans)—Participants have the right, subject to limitations specified in the Plan document, to obtain personal loans from the Plan. Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum of $50,000 or 50% of their account balance, whichever is less. The loans are secured by the balance in the participant's account. The term of any loan may not exceed five years (except where the loan will be used to purchase a primary residence). Interest on loans is charged at an interest rate equal to the prime interest rate reported in the Wall Street Journal on the first day of the month during which the loan application is made. Generally, principal and interest is repaid ratably through biweekly payroll deductions. As of December 31, 2016, participant loans have maturities through 2026 at interest rates ranging from 3.25% to 9.25%.

Withdrawals—Participants can withdraw money from the Plan upon termination of service, disability, death, attainment of age fifty-nine and six months, financial hardship or retirement, subject to limitations set forth in the Plan document. In the event a participant separates from service with the Company before their normal retirement date, other than by reason of disability or death, such participant shall be entitled to receive a benefit equal to the portion of the account balance, derived from the participant's salary deferral account, rollover account and vested portion of the Company's contribution account as of the date of the termination. In the event of hardship, participants can withdraw participant contributions and/or the vested portion of Company contributions from the Plan, with the consent of the Administrative Committee.

Normal retirement is at age sixty-five. Distributions from the Plan can be in one lump-sum or rolled over into an Individual Retirement Account or another employer's qualified plan. Participants must begin to make withdrawals from the Plan by April 1st of the calendar year following the later of: (1) a participant's retirement, or (2) attainment of age seventy and six months.

In accordance with the Plan document, terminated participants with vested balances of less than $5,000 receive an automatic distribution as soon as administratively feasible following termination. Effective March 28, 2005, the Plan was amended to require distributions between $1,000 and $5,000 to be rolled over into an individual retirement plan designated by the Company, unless otherwise directed by the participant. Vested balances of less than $1,000 are paid directly to terminated participants, unless otherwise directed by the participant.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting—The financial statements of the Plan are prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP").

Investment Valuation and Income Recognition—The Plan's investments are stated at fair value (except for the Gibraltar Guaranteed Fund, a fully benefit-responsive contract, which is reported at contract value). Fair value of a financial instrument is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Contract value is the amount Plan participants would normally receive if they were to initiate permitted transactions under the terms of the Plan (see Note 5). Shares of mutual funds are valued at quoted market prices, which represent the net asset value ("NAV") of shares held by the Plan at year end.

The SA/T. Rowe Price Equity Income Strategy Fund is a pooled separate account that invests primarily in U.S. equity securities which are valued at the closing price reported in the active market in which the individual security is traded. The fund's NAV is determined by the quoted market prices of the underlying securities held by the fund at year end. The Fund has no unfunded commitments, no redemption notice period restrictions and no restrictions on the redemption frequency.

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

Notes Receivable from Participants—Notes receivable from participants are measured at their outstanding principal plus accrued but unpaid interest. Delinquent notes receivable are recorded as distributions based on the terms of the Plan document.

Plan Expenses—Administrative expenses are paid by the Plan. Other expenses of the Plan are paid by the Company, and personnel and facilities of the Company have been used by the Plan at no charge.

Management fees and operating expenses charged to the Plan for investments in the mutual funds are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

Benefit Payments—Benefit payments to participants are recorded upon distribution. At December 31, 2016 and 2015, there were no amounts allocable to accounts of participants who elected to withdraw from the Plan, but have not been paid.

Use of Estimates—The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Risks and Uncertainties—The Plan provides various investment options to its participants. 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, Plan management believes it is reasonably possible that changes in the values of investment securities could occur in the near term and such changes could materially affect the value of the participants' account balances and the amounts reported in the financial statements.

New Accounting Standards—The accounting standards initially adopted in 2016 are described below:

In May 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2015-07, *Disclosures for Investments in Certain Entities That Calculate Net Asset Value*

per Share (or Its Equivalent) ("ASU 2015-07"), which removes the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the NAV per share practical expedient. Instead, a plan would be required to include those investments as a reconciling item so that the total fair value amount of investments in the disclosure is consistent with the fair value investment balance on the statement of assets available for benefits. ASU 2015-07 is effective for the Plan for the fiscal year beginning on January 1, 2017, with early adoption permitted. The Plan elected to early adopt ASU 2015-07 for the 2016 fiscal year, as permitted, and has applied ASU 2015-07 retrospectively, as required. The Plan presents the investment disclosure required by this new guidance in Note 4, *Fair Value Measurements*. There was no impact on the Statements of Assets Available for Benefits as of December 31, 2016 and 2015 or on the Statement of Changes in Assets Available for Benefits for the year ended December 31, 2016 as a result of the adoption of ASU 2015-07.

In July 2015, the FASB issued ASU 2015-12, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965).* ASU 2015-12 is comprised of three parts*: Part I - Fully Benefit-Responsive Investment Contracts; Part II - Plan Investment Disclosures;* and *Part III - Measurement Date Practical Expedient.* Part I and Part II are applicable to the Plan. Part III is not applicable to the Plan. The amendments in Part I designate contract value as the only required measure for fully benefit-responsive investment contracts, which maintains the relevant information while reducing the cost and complexity of reporting for fully benefit-responsive investment contracts. The objective of Part II is to simplify and make investment disclosures more effective by eliminating the requirements to disclose individual investments that represent 5 percent or more of assets available for benefits and the net appreciation or depreciation in fair value of investments by general type. Part II also simplifies the level of disaggregation of investments that are measured using fair value. Plans will continue to disaggregate investments that are measured using fair value by general type; however, plans are no longer required to also disaggregate investments by nature, characteristics and risks. Further, the disclosure of information about fair value measurements shall be provided by general type of plan asset. As required, the Plan has adopted the applicable parts of ASU 2015-12 for the 2016 fiscal year and has applied the provisions of ASU 2015-12 retrospectively. The adoption resulted in the amount of participant-directed investments measured at contract value being reported separately from the amount of participant-directed investments measured at fair value (which included the reclassification of the $162,933 adjustment from fair value to contract value for the fully benefit-responsive investment contract as of December 31, 2015 to be part of the amount shown as participant-directed investments measured at contract value) in the Statements of Assets Available for Benefits (with no change in the amount of total reported Assets Available for Benefits as of December 31, 2015), as well the removal of certain historical disclosures that are no longer required.

Subsequent Events—For the year ended December 31, 2016, subsequent events were evaluated through October 11, 2017, the date the financial statements were available to be issued. No subsequent events requiring financial statement adjustments or disclosure have been identified.

3. INFORMATION CERTIFIED BY THE TRUSTEE

The following is a summary of the unaudited information regarding the Plan as of December 31, 2016 and 2015, and for the year ended December 31, 2016, included in the Plan's financial statements and supplemental schedule, that was prepared by or derived from information prepared by Prudential Bank & Trust, FSB, the Trustee of the Plan, and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the Trustee that such information is complete and accurate.

	2016	2015
Statements of assets available for benefits:		
Investments:		
Gibraltar Guaranteed Fund [1]	$ 17,074,775	$ 14,813,292
Mainstay Large Cap Growth	21,871,561	22,836,831
SA/T. Rowe Price Equity Income Strategy	20,227,769	17,649,607
PIMCO Total Return Institutional Fund	15,397,023	14,167,399
Prudential Jennison Mid Cap Growth Class Z	15,823,669	15,721,234
BlackRock S&P 500 Index	15,017,582	-
Oppenheimer Developing Markets Y	1,314,543	1,299,469
Franklin Mutual Global Discovery Fund - Class Z	-	7,015,481
Franklin Mutual Global Discovery Fund - Class R6	7,301,417	-
American Funds EuroPacific Growth Fund R4	15,843,960	14,644,461
Fidelity Low-Price Stock Fund	6,517,111	6,388,240
Janus Balanced Fund Class T	8,433,566	8,290,272
Loomis Sayles Strategic Income	767,656	867,415
American Century One Choice 2020 R6	1,023,847	1,016,391
American Century One Choice 2025 R6	901,650	887,863
American Century One Choice 2030 R6	3,159,749	2,480,800
American Century One Choice 2035 R6	4,147,585	3,395,354
American Century One Choice 2040 R6	2,147,712	1,186,666
American Century One Choice 2045 R6	3,653,740	2,765,164
American Century One Choice 2050 R6	2,387,007	1,664,995
American Century One Choice Retire R6	1,460,228	1,307,810
JP Morgan Small Cap R6	5,812,474	-
American Beacon Small Cap Value	3,770,404	3,078,011
Vanguard Mid Cap Index Fund	980,756	100,209
Vanguard Small Cap Index Fund Admiral Shares	983,941	127,760
BlackRock Small Cap Growth Equity Instsl	4,207,666	3,865,202
RS Partners Y	-	4,998,379
Fidelity 500 Index Fund (f/k/a Fidelity Spartan U.S. Equity Index)	-	12,574,935
Notes receivable from participants	1,476,118	1,559,414
Statement of changes in assets available for benefits:		
Net appreciation (depreciation) in fair value of investments	5,326,829	
Interest and dividends	6,221,104	
Interest income on notes receivable from participants	50,460	

[1] Stated at contract value.

All investment balances and investment information in the notes has been certified by the Trustee, excluding the classification of each investment in Note 4, *Fair Value Measurements*.

Supplemental Schedule: All investment balances, investment information, and notes receivable from participants information included in the schedule has been certified by the Trustee.

4. FAIR VALUE MEASUREMENTS

Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures*, provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value, as follows: Level 1, which refers to securities valued using unadjusted quoted prices from active markets for identical assets; Level 2, which refers to securities not traded on an active market but for which observable market inputs are readily available; and Level 3, which refers to securities valued based on significant unobservable inputs. Assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

Asset Valuation Techniques—Valuation methodologies maximize the use of relevant observable inputs and minimize the use of unobservable inputs. The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2016 and 2015.

Mutual Funds—Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-ended mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

The units of the SA/T. Rowe Price Equity Income Strategy Fund are not classified in the fair value hierarchy in accordance with ASU 2015-07 (rather, the value of such units is shown as a reconciling item so that the total fair value amount of investments shown in the tables below are consistent with the fair value investment balances shown on the Statements of Assets Available for Benefits); the valuation methodology is discussed in Note 2.

The following tables set forth by level within the fair value hierarchy a summary of the Plan's investments measured at fair value on a recurring basis at December 31, 2016 and 2015:

	Fair Value of Asset Measurements at December 31, 2016			
	Level 1	Level 2	Level 3	Total
Total domestic stock mutual funds	$ 92,034,690	$ -	$ -	$ 92,034,690
Total bond funds	16,164,679	-	-	16,164,679
Total asset allocation mutual funds	18,881,518	-	-	18,881,518
Total international stock mutual funds	15,843,960	-	-	15,843,960
Total	$ 142,924,847	$ -	$ -	$ 142,924,847
Investments measured at NAV [(1)]				20,227,769
Total investments at fair value				$ 163,152,616

(1) In accordance with ASC 820 as amended by ASU 2015–07, the SA/T. Rowe Price Equity Income Strategy Fund was measured at net asset value per share (or its equivalent) and has not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of assets available for benefits.

	Fair Value of Asset Measurements at December 31, 2015			
	Level 1	Level 2	Level 3	Total
Total domestic stock mutual funds	$86,296,023	$ -	$ -	$86,296,023
Total bond funds	15,034,814	-	-	15,034,814
Total asset allocation mutual funds	14,705,043	-	-	14,705,043
Total international stock mutual funds	14,644,461	-	-	14,644,461
Total	$130,680,341	$ -	$ -	$130,680,341
Investments measured at NAV (1)				17,649,607
Total investments at fair value				$148,329,948

(1) In accordance with ASC 820 as amended by ASU 2015–07, the SA/T. Rowe Price Equity Income Strategy Fund was measured at net asset value per share (or its equivalent) and has not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of assets available for benefits.

Transfers between Levels—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 actual date of transfer.

The Plan evaluates the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total assets available for benefits. For the years ended, December 31, 2016 and 2015, there were no transfers between levels.

5. GUARANTEED INVESTMENT CONTRACT

Gibraltar Guaranteed Fund—The Gibraltar Guaranteed Fund (the "Fund") is a benefit responsive, guaranteed investment contract sponsored by Prudential Retirement Insurance and Annuity Company ("PRIAC"). It is designed to provide safety of principal and competitive, stable guaranteed returns.

Under the contract that supports this fund, participants may ordinarily direct the withdrawal or transfer of all or a portion of their account balance at contract value. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and fees. Except for events which may result in termination for cause, as outlined in the investment agreement and the Fund addendum (e.g. plan termination or merger, early retirement incentive, layoffs, etc.), PRIAC may not cause the contract to be terminated at an amount other than contract value. Plan management believes that the occurrence of events that would cause the Plan to transact at less than contract value is not probable.

Guaranteed interest rates are declared in advance, net of fund management fees. Interest is credited on contract balances using a single "portfolio rate" approach. A single interest crediting rate is applied to all contributions made to the product regardless of the timing of those contributions. Interest crediting rates are reviewed on a periodic basis for resetting. The minimum guaranteed rate is 0.00%. Principal and accumulated interest is guaranteed by PRIAC.

The Fund has no unfunded commitments, no redemption notice period restrictions and no restrictions on contributions or redemption frequency. The Fund's strategy is to invest in high-quality fixed income securities.

6. FEDERAL INCOME TAX STATUS

The Plan uses a prototype plan document sponsored by the Prudential Insurance Company of America. The Prudential Insurance Company of America received an opinion letter from the IRS, dated April 29, 2014, which states that the prototype document satisfies the applicable provision of the IRC. The Plan itself has not received a determination letter from the IRS. However, the Plan's management believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income tax has been included in the Plan's financial statements.

GAAP requires 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 IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes all Plan years remain open and subject to audit.

7. PLAN TERMINATION

Although it has not expressed any intention to do so, the Company reserves the right to amend, change or terminate the Plan at any time. If the Plan is terminated, participants will be fully vested in their rights under the Plan and benefits will be distributed in accordance with ERISA regulations.

8. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Prudential Bank & Trust, FSB. Prudential Bank & Trust, FSB is the Trustee as defined by the Plan and therefore, these transactions qualify as exempt party-in-interest transactions. Fees paid by the Plan for investment management services are included as a reduction of the return earned on each fund. Additionally, certain employees and officers of the Company, who may also be participants in the Plan, perform administrative services for the Plan at no cost.

9. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of assets available for benefits per the financial statements at December 31, 2016 and 2015, to Form 5500:

	2016	2015
Assets available for benefits per the financial statements	$ 182,037,953	$165,033,746
Less employer contributions receivable	(334,444)	(331,092)
Subtract adjustment from contract value to fair value for fully benefit-responsive investment contract [1]	-	(162,933)
Assets available for benefits per Form 5500	$ 181,703,509	$164,539,721

(1) Upon the adoption of ASU 2015-12 in 2016, the Plan now records its investment in fully benefit-responsive investment contracts at contract value. As such, it will record the investment at contract value on Form 5500.

The following is a reconciliation of the changes in assets available for benefits per the financial statements for the year ended December 31, 2016, to Form 5500:

Increase in assets per financial statements	$ 17,004,207
Less: 2016 employer contributions receivable	(334,444)
Add: 2015 employer contributions receivable	331,092
Add: 2015 adjustment from contract value to fair value for fully benefit-responsive investment contracts [1]	162,933
Net income per Form 5500	$ 17,163,788

(1) Upon the adoption of ASU 2015-12 in 2016, the Plan now records its investment in fully benefit-responsive investment contracts at contract value. As such, it will record the investment at contract value on Form 5500.

* * * * * *

SUPPLEMENTAL SCHEDULE

A&E TELEVISION NETWORKS TAX DEFERRED SAVINGS PLAN

EMPLOYER ID NO: 13-3091639

PLAN NO: 001

FORM 5500, SCHEDULE H, PART IV, LINE 4i—SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2016

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value	
*	Gibraltar Guaranteed Fund	Guaranteed Investment Contract	**	$ 17,074,775	***
	Mainstay Large Cap Growth	Registered Investment Company	**	21,871,561	
	SA/T. Rowe Price Equity Income Strategy	Pooled Separate Account	**	20,227,769	
	PIMCO Total Return Institutional Fund	Registered Investment Company	**	15,397,023	
*	Prudential Jennison Mid Cap Growth Class Z	Registered Investment Company	**	15,823,669	
	BlackRock S&P 500 Index	Registered Investment Company	**	15,017,582	
	Oppenheimer Developing Markets Y	Registered Investment Company	**	1,314,543	
	Franklin Mutual Global Discovery Fund - Class R6	Registered Investment Company	**	7,301,417	
	American Funds EuroPacific Growth Fund R4	Registered Investment Company	**	15,843,960	
	Fidelity Low-Price Stock Fund	Registered Investment Company	**	6,517,111	
	Janus Balanced Fund Class T	Registered Investment Company	**	8,433,566	
	Loomis Sayles Strategic Income	Registered Investment Company	**	767,656	
	American Century One Choice 2020 R6	Registered Investment Company	**	1,023,847	
	American Century One Choice 2025 R6	Registered Investment Company	**	901,650	
	American Century One Choice 2030 R6	Registered Investment Company	**	3,159,749	
	American Century One Choice 2035 R6	Registered Investment Company	**	4,147,585	
	American Century One Choice 2040 R6	Registered Investment Company	**	2,147,712	
	American Century One Choice 2045 R6	Registered Investment Company	**	3,653,740	
	American Century One Choice 2050 R6	Registered Investment Company	**	2,387,007	
	American Century One Choice Retire R6	Registered Investment Company	**	1,460,228	
	JP Morgan Small Cap R6	Registered Investment Company	**	5,812,474	
	American Beacon Small Cap Value	Registered Investment Company	**	3,770,404	
	Vanguard Mid Cap Index Fund	Registered Investment Company	**	980,756	
	Vanguard Small Cap Index Fund Admiral Shares	Registered Investment Company	**	983,941	
	BlackRock Small Cap Growth Equity Instsl	Registered Investment Company	**	4,207,666	
*	Notes receivable from participants	Notes receivable from participants (maturing through 5/2/2026 at interest rates from 3.25% to 9.25%)	**	1,476,118	
				$181,703,509	

* Permitted party-in-interest

** Cost information is not required for participant-directed investments and therefore is not included.

*** Stated at contract value.

See accompanying independent auditors' report.

A&E Television Networks Tax Deferred Savings Plan

Employer ID No: 13-3091639
Plan Number: 001

Financial Statements as of December 31, 2016 and 2015, and for the Year Ended December 31, 2016, Supplemental Schedule as of December 31, 2016, and Independent Auditors' Report

A&E TELEVISION NETWORKS TAX DEFERRED SAVINGS PLAN

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NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

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INDEPENDENT AUDITORS' REPORT

To the A&E Television Networks
Tax Deferred Savings Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of A&E Television Networks Tax Deferred Savings Plan (the "Plan"), which comprise the statements of assets available for benefits as of December 31, 2016 and 2015, and the related statement of changes in assets available for benefits for the year ended December 31, 2016, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' 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 Prudential Bank & Trust, FSB, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certifications from the trustee as of December 31, 2016 and 2015, and for the year ended December 31, 2016, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule listed in the Table of Contents is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is 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 this supplemental schedule.

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

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

Deloitte + Touche LLP

October 11, 2017

A&E TELEVISION NETWORKS TAX DEFERRED SAVINGS PLAN

STATEMENTS OF ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2016 AND 2015

	2016	2015
ASSETS:		
Investments—participant-directed investments—at fair value	$163,152,616	$148,329,948
Investments—participant-directed investments—at contract value	17,074,775	14,813,292
Total investments	180,227,391	163,143,240
Receivables:		
Employer contributions	334,444	331,092
Notes receivable from participants	1,476,118	1,559,414
Total receivables	1,810,562	1,890,506
ASSETS AVAILABLE FOR BENEFITS	$182,037,953	$165,033,746

See notes to financial statements.

A&E TELEVISION NETWORKS TAX DEFERRED SAVINGS PLAN

STATEMENT OF CHANGES IN ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2016

ADDITIONS:	
Contributions:	
Participant contributions	$ 11,187,235
Employer matching contributions	4,082,530
Total contributions	15,269,765
Net investment income (loss):	
Net appreciation (depreciation) in fair value of investments	5,326,830
Interest and dividends	6,221,104
Total net investment income (loss)	11,547,934
Interest income on notes receivable from participants	50,460
Total additions	26,868,159
DEDUCTIONS:	
Benefits paid to participants	(9,767,982)
Administrative expenses	(95,970)
Total deductions	(9,863,952)
INCREASE IN ASSETS	17,004,207
ASSETS AVAILABLE FOR BENEFITS—Beginning of year	165,033,746
ASSETS AVAILABLE FOR BENEFITS—End of year	$182,037,953

See notes to financial statements.

1. DESCRIPTION OF THE PLAN

The following brief description of the A&E Television Networks Tax Deferred Savings Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General—The Plan is a defined contribution plan covering substantially all employees of A&E Television Networks, LLC (the "Company"), who have completed at least one month of service in an eligibility computation period. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Plan is administered by the Administrative Committee appointed by the Company's finance committee. The Administrative Committee ("Plan Administrator") has responsibility for oversight of the administration and compliance reporting to governmental agencies. The members meet periodically and make recommendations to the Plan management. The Plan is managed by Prudential Bank & Trust, FSB (the "Trustee").

Contributions— Contributions to the Plan include (i) pre-tax and post-tax salary reduction contributions authorized by participants, (ii) matching contributions made by the Company, (iii) discretionary contributions made by the Company, and (iv) participant rollovers from another plan. Participants may elect to contribute a percentage of their compensation to the Plan each year, subject to the limitations, as defined in the plan document. Such pre-tax contributions are excluded from the participant's taxable income for federal income tax purposes until received as a withdrawal or distribution from the Plan. The Company makes discretionary contributions equal to 50% of a participant's annual contribution limited to 6% of an employee's compensation. Employee contributions are limited to the lower of the maximum allowed under the Internal Revenue Code ("IRC"), $18,000 in 2016, or 60% of their compensation. Participants may also contribute amounts representing distributions from other qualified plans. In addition, participants who are age fifty or older by the end of calendar year 2016 are permitted to make catch-up contributions of up to $6,000. These additional contributions are eligible for a Company matching contribution.

Effective January 1, 2016, the Plan was restated and amended to include a provision whereby all newly eligible employees hired or rehired on or after January 1, 2016 are automatically enrolled in the Plan. Automatically-enrolled participants will receive a nonelective, fixed employer contribution set at 3% of eligible compensation. This contribution is in addition to the regular Company contribution matching program outlined above. These contributions will be invested in a designated fund until changed by the participant.

Participant Accounts—Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contributions, rollover contributions, the Company's matching and nonelective contributions, and allocations of Plan earnings, and is charged with withdrawals and an allocation of Plan losses and administrative expense. 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 a participant's vested account.

Investments—Participants direct the investment of their contributions and/or account balances into various investment options offered by the Plan and may change investments and transfer amounts

between funds daily. Company contributions are invested based on participant elections. As of December 31, 2016, the Plan offers twenty-five investment options for participants.

Vesting—Participants are always 100% vested in their contributions, rollover contributions and earnings thereon. Company contributions vest over the first three years of service at a rate of one-third each year.

Forfeited Accounts— When certain terminations of participation in the Plan occur, the nonvested portion of the participant's account, as defined by the Plan, represents a forfeiture. The Plan document permits the use of forfeitures to either reduce future employer contributions or plan administrative expenses for the plan year. At December 31, 2016 and 2015, forfeited nonvested accounts totaled $100,652 and $89,931, respectively, which are included in "Investments – participant-directed investments" in the Statement of Assets Available for Benefits. During the year ended December 31, 2016, employer contributions were reduced by $111,585 from forfeited nonvested accounts.

Notes Receivable from Participants (Loans)—Participants have the right, subject to limitations specified in the Plan document, to obtain personal loans from the Plan. Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum of $50,000 or 50% of their account balance, whichever is less. The loans are secured by the balance in the participant's account. The term of any loan may not exceed five years (except where the loan will be used to purchase a primary residence). Interest on loans is charged at an interest rate equal to the prime interest rate reported in the Wall Street Journal on the first day of the month during which the loan application is made. Generally, principal and interest is repaid ratably through biweekly payroll deductions. As of December 31, 2016, participant loans have maturities through 2026 at interest rates ranging from 3.25% to 9.25%.

Withdrawals—Participants can withdraw money from the Plan upon termination of service, disability, death, attainment of age fifty-nine and six months, financial hardship or retirement, subject to limitations set forth in the Plan document. In the event a participant separates from service with the Company before their normal retirement date, other than by reason of disability or death, such participant shall be entitled to receive a benefit equal to the portion of the account balance, derived from the participant's salary deferral account, rollover account and vested portion of the Company's contribution account as of the date of the termination. In the event of hardship, participants can withdraw participant contributions and/or the vested portion of Company contributions from the Plan, with the consent of the Administrative Committee.

Normal retirement is at age sixty-five. Distributions from the Plan can be in one lump-sum or rolled over into an Individual Retirement Account or another employer's qualified plan. Participants must begin to make withdrawals from the Plan by April 1st of the calendar year following the later of: (1) a participant's retirement, or (2) attainment of age seventy and six months.

In accordance with the Plan document, terminated participants with vested balances of less than $5,000 receive an automatic distribution as soon as administratively feasible following termination. Effective March 28, 2005, the Plan was amended to require distributions between $1,000 and $5,000 to be rolled over into an individual retirement plan designated by the Company, unless otherwise directed by the participant. Vested balances of less than $1,000 are paid directly to terminated participants, unless otherwise directed by the participant.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting—The financial statements of the Plan are prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP").

Investment Valuation and Income Recognition—The Plan's investments are stated at fair value (except for the Gibraltar Guaranteed Fund, a fully benefit-responsive contract, which is reported at contract value). Fair value of a financial instrument is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Contract value is the amount Plan participants would normally receive if they were to initiate permitted transactions under the terms of the Plan (see Note 5). Shares of mutual funds are valued at quoted market prices, which represent the net asset value ("NAV") of shares held by the Plan at year end.

The SA/T. Rowe Price Equity Income Strategy Fund is a pooled separate account that invests primarily in U.S. equity securities which are valued at the closing price reported in the active market in which the individual security is traded. The fund's NAV is determined by the quoted market prices of the underlying securities held by the fund at year end. The Fund has no unfunded commitments, no redemption notice period restrictions and no restrictions on the redemption frequency.

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

Notes Receivable from Participants—Notes receivable from participants are measured at their outstanding principal plus accrued but unpaid interest. Delinquent notes receivable are recorded as distributions based on the terms of the Plan document.

Plan Expenses—Administrative expenses are paid by the Plan. Other expenses of the Plan are paid by the Company, and personnel and facilities of the Company have been used by the Plan at no charge.

Management fees and operating expenses charged to the Plan for investments in the mutual funds are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

Benefit Payments—Benefit payments to participants are recorded upon distribution. At December 31, 2016 and 2015, there were no amounts allocable to accounts of participants who elected to withdraw from the Plan, but have not been paid.

Use of Estimates—The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Risks and Uncertainties—The Plan provides various investment options to its participants. 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, Plan management believes it is reasonably possible that changes in the values of investment securities could occur in the near term and such changes could materially affect the value of the participants' account balances and the amounts reported in the financial statements.

New Accounting Standards—The accounting standards initially adopted in 2016 are described below:

In May 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2015-07, *Disclosures for Investments in Certain Entities That Calculate Net Asset Value*

per Share (or Its Equivalent) ("ASU 2015-07"), which removes the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the NAV per share practical expedient. Instead, a plan would be required to include those investments as a reconciling item so that the total fair value amount of investments in the disclosure is consistent with the fair value investment balance on the statement of assets available for benefits. ASU 2015-07 is effective for the Plan for the fiscal year beginning on January 1, 2017, with early adoption permitted. The Plan elected to early adopt ASU 2015-07 for the 2016 fiscal year, as permitted, and has applied ASU 2015-07 retrospectively, as required. The Plan presents the investment disclosure required by this new guidance in Note 4, *Fair Value Measurements*. There was no impact on the Statements of Assets Available for Benefits as of December 31, 2016 and 2015 or on the Statement of Changes in Assets Available for Benefits for the year ended December 31, 2016 as a result of the adoption of ASU 2015-07.

In July 2015, the FASB issued ASU 2015-12, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965).* ASU 2015-12 is comprised of three parts*: Part I - Fully Benefit-Responsive Investment Contracts; Part II - Plan Investment Disclosures;* and *Part III - Measurement Date Practical Expedient.* Part I and Part II are applicable to the Plan. Part III is not applicable to the Plan. The amendments in Part I designate contract value as the only required measure for fully benefit-responsive investment contracts, which maintains the relevant information while reducing the cost and complexity of reporting for fully benefit-responsive investment contracts. The objective of Part II is to simplify and make investment disclosures more effective by eliminating the requirements to disclose individual investments that represent 5 percent or more of assets available for benefits and the net appreciation or depreciation in fair value of investments by general type. Part II also simplifies the level of disaggregation of investments that are measured using fair value. Plans will continue to disaggregate investments that are measured using fair value by general type; however, plans are no longer required to also disaggregate investments by nature, characteristics and risks. Further, the disclosure of information about fair value measurements shall be provided by general type of plan asset. As required, the Plan has adopted the applicable parts of ASU 2015-12 for the 2016 fiscal year and has applied the provisions of ASU 2015-12 retrospectively. The adoption resulted in the amount of participant-directed investments measured at contract value being reported separately from the amount of participant-directed investments measured at fair value (which included the reclassification of the $162,933 adjustment from fair value to contract value for the fully benefit-responsive investment contract as of December 31, 2015 to be part of the amount shown as participant-directed investments measured at contract value) in the Statements of Assets Available for Benefits (with no change in the amount of total reported Assets Available for Benefits as of December 31, 2015), as well the removal of certain historical disclosures that are no longer required.

Subsequent Events—For the year ended December 31, 2016, subsequent events were evaluated through October 11, 2017, the date the financial statements were available to be issued. No subsequent events requiring financial statement adjustments or disclosure have been identified.

3. INFORMATION CERTIFIED BY THE TRUSTEE

The following is a summary of the unaudited information regarding the Plan as of December 31, 2016 and 2015, and for the year ended December 31, 2016, included in the Plan's financial statements and supplemental schedule, that was prepared by or derived from information prepared by Prudential Bank & Trust, FSB, the Trustee of the Plan, and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the Trustee that such information is complete and accurate.

	2016	2015
Statements of assets available for benefits:		
Investments:		
Gibraltar Guaranteed Fund [1]	$ 17,074,775	$ 14,813,292
Mainstay Large Cap Growth	21,871,561	22,836,831
SA/T. Rowe Price Equity Income Strategy	20,227,769	17,649,607
PIMCO Total Return Institutional Fund	15,397,023	14,167,399
Prudential Jennison Mid Cap Growth Class Z	15,823,669	15,721,234
BlackRock S&P 500 Index	15,017,582	-
Oppenheimer Developing Markets Y	1,314,543	1,299,469
Franklin Mutual Global Discovery Fund - Class Z	-	7,015,481
Franklin Mutual Global Discovery Fund - Class R6	7,301,417	-
American Funds EuroPacific Growth Fund R4	15,843,960	14,644,461
Fidelity Low-Price Stock Fund	6,517,111	6,388,240
Janus Balanced Fund Class T	8,433,566	8,290,272
Loomis Sayles Strategic Income	767,656	867,415
American Century One Choice 2020 R6	1,023,847	1,016,391
American Century One Choice 2025 R6	901,650	887,863
American Century One Choice 2030 R6	3,159,749	2,480,800
American Century One Choice 2035 R6	4,147,585	3,395,354
American Century One Choice 2040 R6	2,147,712	1,186,666
American Century One Choice 2045 R6	3,653,740	2,765,164
American Century One Choice 2050 R6	2,387,007	1,664,995
American Century One Choice Retire R6	1,460,228	1,307,810
JP Morgan Small Cap R6	5,812,474	-
American Beacon Small Cap Value	3,770,404	3,078,011
Vanguard Mid Cap Index Fund	980,756	100,209
Vanguard Small Cap Index Fund Admiral Shares	983,941	127,760
BlackRock Small Cap Growth Equity Instsl	4,207,666	3,865,202
RS Partners Y	-	4,998,379
Fidelity 500 Index Fund (f/k/a Fidelity Spartan U.S. Equity Index)	-	12,574,935
Notes receivable from participants	1,476,118	1,559,414
Statement of changes in assets available for benefits:		
Net appreciation (depreciation) in fair value of investments	5,326,829	
Interest and dividends	6,221,104	
Interest income on notes receivable from participants	50,460	

[1] Stated at contract value.

All investment balances and investment information in the notes has been certified by the Trustee, excluding the classification of each investment in Note 4, *Fair Value Measurements*.

Supplemental Schedule: All investment balances, investment information, and notes receivable from participants information included in the schedule has been certified by the Trustee.

4. FAIR VALUE MEASUREMENTS

Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures*, provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value, as follows: Level 1, which refers to securities valued using unadjusted quoted prices from active markets for identical assets; Level 2, which refers to securities not traded on an active market but for which observable market inputs are readily available; and Level 3, which refers to securities valued based on significant unobservable inputs. Assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

Asset Valuation Techniques—Valuation methodologies maximize the use of relevant observable inputs and minimize the use of unobservable inputs. The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2016 and 2015.

Mutual Funds—Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-ended mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

The units of the SA/T. Rowe Price Equity Income Strategy Fund are not classified in the fair value hierarchy in accordance with ASU 2015-07 (rather, the value of such units is shown as a reconciling item so that the total fair value amount of investments shown in the tables below are consistent with the fair value investment balances shown on the Statements of Assets Available for Benefits); the valuation methodology is discussed in Note 2.

The following tables set forth by level within the fair value hierarchy a summary of the Plan's investments measured at fair value on a recurring basis at December 31, 2016 and 2015:

	Fair Value of Asset Measurements at December 31, 2016			
	Level 1	Level 2	Level 3	Total
Total domestic stock mutual funds	$ 92,034,690	$ -	$ -	$ 92,034,690
Total bond funds	16,164,679	-	-	16,164,679
Total asset allocation mutual funds	18,881,518	-	-	18,881,518
Total international stock mutual funds	15,843,960	-	-	15,843,960
Total	$ 142,924,847	$ -	$ -	$ 142,924,847
Investments measured at NAV [(1)]				20,227,769
Total investments at fair value				$ 163,152,616

(1) In accordance with ASC 820 as amended by ASU 2015–07, the SA/T. Rowe Price Equity Income Strategy Fund was measured at net asset value per share (or its equivalent) and has not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of assets available for benefits.

	Fair Value of Asset Measurements at December 31, 2015			
	Level 1	Level 2	Level 3	Total
Total domestic stock mutual funds	$86,296,023	$ -	$ -	$86,296,023
Total bond funds	15,034,814	-	-	15,034,814
Total asset allocation mutual funds	14,705,043	-	-	14,705,043
Total international stock mutual funds	14,644,461	-	-	14,644,461
Total	$130,680,341	$ -	$ -	$130,680,341
Investments measured at NAV (1)				17,649,607
Total investments at fair value				$148,329,948

(1) In accordance with ASC 820 as amended by ASU 2015–07, the SA/T. Rowe Price Equity Income Strategy Fund was measured at net asset value per share (or its equivalent) and has not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of assets available for benefits.

Transfers between Levels—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 actual date of transfer.

The Plan evaluates the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total assets available for benefits. For the years ended, December 31, 2016 and 2015, there were no transfers between levels.

5. GUARANTEED INVESTMENT CONTRACT

Gibraltar Guaranteed Fund—The Gibraltar Guaranteed Fund (the "Fund") is a benefit responsive, guaranteed investment contract sponsored by Prudential Retirement Insurance and Annuity Company ("PRIAC"). It is designed to provide safety of principal and competitive, stable guaranteed returns.

Under the contract that supports this fund, participants may ordinarily direct the withdrawal or transfer of all or a portion of their account balance at contract value. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and fees. Except for events which may result in termination for cause, as outlined in the investment agreement and the Fund addendum (e.g. plan termination or merger, early retirement incentive, layoffs, etc.), PRIAC may not cause the contract to be terminated at an amount other than contract value. Plan management believes that the occurrence of events that would cause the Plan to transact at less than contract value is not probable.

Guaranteed interest rates are declared in advance, net of fund management fees. Interest is credited on contract balances using a single "portfolio rate" approach. A single interest crediting rate is applied to all contributions made to the product regardless of the timing of those contributions. Interest crediting rates are reviewed on a periodic basis for resetting. The minimum guaranteed rate is 0.00%. Principal and accumulated interest is guaranteed by PRIAC.

The Fund has no unfunded commitments, no redemption notice period restrictions and no restrictions on contributions or redemption frequency. The Fund's strategy is to invest in high-quality fixed income securities.

6. FEDERAL INCOME TAX STATUS

The Plan uses a prototype plan document sponsored by the Prudential Insurance Company of America. The Prudential Insurance Company of America received an opinion letter from the IRS, dated April 29, 2014, which states that the prototype document satisfies the applicable provision of the IRC. The Plan itself has not received a determination letter from the IRS. However, the Plan's management believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income tax has been included in the Plan's financial statements.

GAAP requires 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 IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes all Plan years remain open and subject to audit.

7. PLAN TERMINATION

Although it has not expressed any intention to do so, the Company reserves the right to amend, change or terminate the Plan at any time. If the Plan is terminated, participants will be fully vested in their rights under the Plan and benefits will be distributed in accordance with ERISA regulations.

8. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Prudential Bank & Trust, FSB. Prudential Bank & Trust, FSB is the Trustee as defined by the Plan and therefore, these transactions qualify as exempt party-in-interest transactions. Fees paid by the Plan for investment management services are included as a reduction of the return earned on each fund. Additionally, certain employees and officers of the Company, who may also be participants in the Plan, perform administrative services for the Plan at no cost.

9. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of assets available for benefits per the financial statements at December 31, 2016 and 2015, to Form 5500:

	2016	2015
Assets available for benefits per the financial statements	$ 182,037,953	$165,033,746
Less employer contributions receivable	(334,444)	(331,092)
Subtract adjustment from contract value to fair value for fully benefit-responsive investment contract [1]	-	(162,933)
Assets available for benefits per Form 5500	$ 181,703,509	$164,539,721

(1) Upon the adoption of ASU 2015-12 in 2016, the Plan now records its investment in fully benefit-responsive investment contracts at contract value. As such, it will record the investment at contract value on Form 5500.

The following is a reconciliation of the changes in assets available for benefits per the financial statements for the year ended December 31, 2016, to Form 5500:

Increase in assets per financial statements	$ 17,004,207
Less: 2016 employer contributions receivable	(334,444)
Add: 2015 employer contributions receivable	331,092
Add: 2015 adjustment from contract value to fair value for fully benefit-responsive investment contracts [1]	162,933
Net income per Form 5500	$ 17,163,788

(1) Upon the adoption of ASU 2015-12 in 2016, the Plan now records its investment in fully benefit-responsive investment contracts at contract value. As such, it will record the investment at contract value on Form 5500.

* * * * * *

SUPPLEMENTAL SCHEDULE

A&E TELEVISION NETWORKS TAX DEFERRED SAVINGS PLAN

EMPLOYER ID NO: 13-3091639

PLAN NO: 001

FORM 5500, SCHEDULE H, PART IV, LINE 4i—SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2016

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value	
*	Gibraltar Guaranteed Fund	Guaranteed Investment Contract	**	$ 17,074,775	***
	Mainstay Large Cap Growth	Registered Investment Company	**	21,871,561	
	SA/T. Rowe Price Equity Income Strategy	Pooled Separate Account	**	20,227,769	
	PIMCO Total Return Institutional Fund	Registered Investment Company	**	15,397,023	
*	Prudential Jennison Mid Cap Growth Class Z	Registered Investment Company	**	15,823,669	
	BlackRock S&P 500 Index	Registered Investment Company	**	15,017,582	
	Oppenheimer Developing Markets Y	Registered Investment Company	**	1,314,543	
	Franklin Mutual Global Discovery Fund - Class R6	Registered Investment Company	**	7,301,417	
	American Funds EuroPacific Growth Fund R4	Registered Investment Company	**	15,843,960	
	Fidelity Low-Price Stock Fund	Registered Investment Company	**	6,517,111	
	Janus Balanced Fund Class T	Registered Investment Company	**	8,433,566	
	Loomis Sayles Strategic Income	Registered Investment Company	**	767,656	
	American Century One Choice 2020 R6	Registered Investment Company	**	1,023,847	
	American Century One Choice 2025 R6	Registered Investment Company	**	901,650	
	American Century One Choice 2030 R6	Registered Investment Company	**	3,159,749	
	American Century One Choice 2035 R6	Registered Investment Company	**	4,147,585	
	American Century One Choice 2040 R6	Registered Investment Company	**	2,147,712	
	American Century One Choice 2045 R6	Registered Investment Company	**	3,653,740	
	American Century One Choice 2050 R6	Registered Investment Company	**	2,387,007	
	American Century One Choice Retire R6	Registered Investment Company	**	1,460,228	
	JP Morgan Small Cap R6	Registered Investment Company	**	5,812,474	
	American Beacon Small Cap Value	Registered Investment Company	**	3,770,404	
	Vanguard Mid Cap Index Fund	Registered Investment Company	**	980,756	
	Vanguard Small Cap Index Fund Admiral Shares	Registered Investment Company	**	983,941	
	BlackRock Small Cap Growth Equity Instsl	Registered Investment Company	**	4,207,666	
*	Notes receivable from participants	Notes receivable from participants (maturing through 5/2/2026 at interest rates from 3.25% to 9.25%)	**	1,476,118	
				$181,703,509	

* Permitted party-in-interest

** Cost information is not required for participant-directed investments and therefore is not included.

*** Stated at contract value.

See accompanying independent auditors' report.

A&E Television Networks Tax Deferred Savings Plan

Employer ID No: 13-3091639
Plan Number: 001

Financial Statements as of December 31, 2016 and 2015, and for the Year Ended December 31, 2016, Supplemental Schedule as of December 31, 2016, and Independent Auditors' Report

A&E TELEVISION NETWORKS TAX DEFERRED SAVINGS PLAN

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NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

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INDEPENDENT AUDITORS' REPORT

To the A&E Television Networks
Tax Deferred Savings Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of A&E Television Networks Tax Deferred Savings Plan (the "Plan"), which comprise the statements of assets available for benefits as of December 31, 2016 and 2015, and the related statement of changes in assets available for benefits for the year ended December 31, 2016, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' 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 Prudential Bank & Trust, FSB, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certifications from the trustee as of December 31, 2016 and 2015, and for the year ended December 31, 2016, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule listed in the Table of Contents is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is 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 this supplemental schedule.

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

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

Deloitte + Touche LLP

October 11, 2017

A&E TELEVISION NETWORKS TAX DEFERRED SAVINGS PLAN

STATEMENTS OF ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2016 AND 2015

	2016	2015
ASSETS:		
Investments—participant-directed investments—at fair value	$163,152,616	$148,329,948
Investments—participant-directed investments—at contract value	17,074,775	14,813,292
Total investments	180,227,391	163,143,240
Receivables:		
Employer contributions	334,444	331,092
Notes receivable from participants	1,476,118	1,559,414
Total receivables	1,810,562	1,890,506
ASSETS AVAILABLE FOR BENEFITS	$182,037,953	$165,033,746

See notes to financial statements.

A&E TELEVISION NETWORKS TAX DEFERRED SAVINGS PLAN

STATEMENT OF CHANGES IN ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2016

ADDITIONS:	
Contributions:	
Participant contributions	$ 11,187,235
Employer matching contributions	4,082,530
Total contributions	15,269,765
Net investment income (loss):	
Net appreciation (depreciation) in fair value of investments	5,326,830
Interest and dividends	6,221,104
Total net investment income (loss)	11,547,934
Interest income on notes receivable from participants	50,460
Total additions	26,868,159
DEDUCTIONS:	
Benefits paid to participants	(9,767,982)
Administrative expenses	(95,970)
Total deductions	(9,863,952)
INCREASE IN ASSETS	17,004,207
ASSETS AVAILABLE FOR BENEFITS—Beginning of year	165,033,746
ASSETS AVAILABLE FOR BENEFITS—End of year	$182,037,953

See notes to financial statements.

1. DESCRIPTION OF THE PLAN

The following brief description of the A&E Television Networks Tax Deferred Savings Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General—The Plan is a defined contribution plan covering substantially all employees of A&E Television Networks, LLC (the "Company"), who have completed at least one month of service in an eligibility computation period. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Plan is administered by the Administrative Committee appointed by the Company's finance committee. The Administrative Committee ("Plan Administrator") has responsibility for oversight of the administration and compliance reporting to governmental agencies. The members meet periodically and make recommendations to the Plan management. The Plan is managed by Prudential Bank & Trust, FSB (the "Trustee").

Contributions— Contributions to the Plan include (i) pre-tax and post-tax salary reduction contributions authorized by participants, (ii) matching contributions made by the Company, (iii) discretionary contributions made by the Company, and (iv) participant rollovers from another plan. Participants may elect to contribute a percentage of their compensation to the Plan each year, subject to the limitations, as defined in the plan document. Such pre-tax contributions are excluded from the participant's taxable income for federal income tax purposes until received as a withdrawal or distribution from the Plan. The Company makes discretionary contributions equal to 50% of a participant's annual contribution limited to 6% of an employee's compensation. Employee contributions are limited to the lower of the maximum allowed under the Internal Revenue Code ("IRC"), $18,000 in 2016, or 60% of their compensation. Participants may also contribute amounts representing distributions from other qualified plans. In addition, participants who are age fifty or older by the end of calendar year 2016 are permitted to make catch-up contributions of up to $6,000. These additional contributions are eligible for a Company matching contribution.

Effective January 1, 2016, the Plan was restated and amended to include a provision whereby all newly eligible employees hired or rehired on or after January 1, 2016 are automatically enrolled in the Plan. Automatically-enrolled participants will receive a nonelective, fixed employer contribution set at 3% of eligible compensation. This contribution is in addition to the regular Company contribution matching program outlined above. These contributions will be invested in a designated fund until changed by the participant.

Participant Accounts—Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contributions, rollover contributions, the Company's matching and nonelective contributions, and allocations of Plan earnings, and is charged with withdrawals and an allocation of Plan losses and administrative expense. 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 a participant's vested account.

Investments—Participants direct the investment of their contributions and/or account balances into various investment options offered by the Plan and may change investments and transfer amounts

between funds daily. Company contributions are invested based on participant elections. As of December 31, 2016, the Plan offers twenty-five investment options for participants.

Vesting—Participants are always 100% vested in their contributions, rollover contributions and earnings thereon. Company contributions vest over the first three years of service at a rate of one-third each year.

Forfeited Accounts— When certain terminations of participation in the Plan occur, the nonvested portion of the participant's account, as defined by the Plan, represents a forfeiture. The Plan document permits the use of forfeitures to either reduce future employer contributions or plan administrative expenses for the plan year. At December 31, 2016 and 2015, forfeited nonvested accounts totaled $100,652 and $89,931, respectively, which are included in "Investments – participant-directed investments" in the Statement of Assets Available for Benefits. During the year ended December 31, 2016, employer contributions were reduced by $111,585 from forfeited nonvested accounts.

Notes Receivable from Participants (Loans)—Participants have the right, subject to limitations specified in the Plan document, to obtain personal loans from the Plan. Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum of $50,000 or 50% of their account balance, whichever is less. The loans are secured by the balance in the participant's account. The term of any loan may not exceed five years (except where the loan will be used to purchase a primary residence). Interest on loans is charged at an interest rate equal to the prime interest rate reported in the Wall Street Journal on the first day of the month during which the loan application is made. Generally, principal and interest is repaid ratably through biweekly payroll deductions. As of December 31, 2016, participant loans have maturities through 2026 at interest rates ranging from 3.25% to 9.25%.

Withdrawals—Participants can withdraw money from the Plan upon termination of service, disability, death, attainment of age fifty-nine and six months, financial hardship or retirement, subject to limitations set forth in the Plan document. In the event a participant separates from service with the Company before their normal retirement date, other than by reason of disability or death, such participant shall be entitled to receive a benefit equal to the portion of the account balance, derived from the participant's salary deferral account, rollover account and vested portion of the Company's contribution account as of the date of the termination. In the event of hardship, participants can withdraw participant contributions and/or the vested portion of Company contributions from the Plan, with the consent of the Administrative Committee.

Normal retirement is at age sixty-five. Distributions from the Plan can be in one lump-sum or rolled over into an Individual Retirement Account or another employer's qualified plan. Participants must begin to make withdrawals from the Plan by April 1st of the calendar year following the later of: (1) a participant's retirement, or (2) attainment of age seventy and six months.

In accordance with the Plan document, terminated participants with vested balances of less than $5,000 receive an automatic distribution as soon as administratively feasible following termination. Effective March 28, 2005, the Plan was amended to require distributions between $1,000 and $5,000 to be rolled over into an individual retirement plan designated by the Company, unless otherwise directed by the participant. Vested balances of less than $1,000 are paid directly to terminated participants, unless otherwise directed by the participant.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting—The financial statements of the Plan are prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP").

Investment Valuation and Income Recognition—The Plan's investments are stated at fair value (except for the Gibraltar Guaranteed Fund, a fully benefit-responsive contract, which is reported at contract value). Fair value of a financial instrument is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Contract value is the amount Plan participants would normally receive if they were to initiate permitted transactions under the terms of the Plan (see Note 5). Shares of mutual funds are valued at quoted market prices, which represent the net asset value ("NAV") of shares held by the Plan at year end.

The SA/T. Rowe Price Equity Income Strategy Fund is a pooled separate account that invests primarily in U.S. equity securities which are valued at the closing price reported in the active market in which the individual security is traded. The fund's NAV is determined by the quoted market prices of the underlying securities held by the fund at year end. The Fund has no unfunded commitments, no redemption notice period restrictions and no restrictions on the redemption frequency.

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

Notes Receivable from Participants—Notes receivable from participants are measured at their outstanding principal plus accrued but unpaid interest. Delinquent notes receivable are recorded as distributions based on the terms of the Plan document.

Plan Expenses—Administrative expenses are paid by the Plan. Other expenses of the Plan are paid by the Company, and personnel and facilities of the Company have been used by the Plan at no charge.

Management fees and operating expenses charged to the Plan for investments in the mutual funds are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

Benefit Payments—Benefit payments to participants are recorded upon distribution. At December 31, 2016 and 2015, there were no amounts allocable to accounts of participants who elected to withdraw from the Plan, but have not been paid.

Use of Estimates—The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Risks and Uncertainties—The Plan provides various investment options to its participants. 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, Plan management believes it is reasonably possible that changes in the values of investment securities could occur in the near term and such changes could materially affect the value of the participants' account balances and the amounts reported in the financial statements.

New Accounting Standards—The accounting standards initially adopted in 2016 are described below:

In May 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2015-07, *Disclosures for Investments in Certain Entities That Calculate Net Asset Value*

per Share (or Its Equivalent) ("ASU 2015-07"), which removes the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the NAV per share practical expedient. Instead, a plan would be required to include those investments as a reconciling item so that the total fair value amount of investments in the disclosure is consistent with the fair value investment balance on the statement of assets available for benefits. ASU 2015-07 is effective for the Plan for the fiscal year beginning on January 1, 2017, with early adoption permitted. The Plan elected to early adopt ASU 2015-07 for the 2016 fiscal year, as permitted, and has applied ASU 2015-07 retrospectively, as required. The Plan presents the investment disclosure required by this new guidance in Note 4, *Fair Value Measurements*. There was no impact on the Statements of Assets Available for Benefits as of December 31, 2016 and 2015 or on the Statement of Changes in Assets Available for Benefits for the year ended December 31, 2016 as a result of the adoption of ASU 2015-07.

In July 2015, the FASB issued ASU 2015-12, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965).* ASU 2015-12 is comprised of three parts*: Part I - Fully Benefit-Responsive Investment Contracts; Part II - Plan Investment Disclosures;* and *Part III - Measurement Date Practical Expedient.* Part I and Part II are applicable to the Plan. Part III is not applicable to the Plan. The amendments in Part I designate contract value as the only required measure for fully benefit-responsive investment contracts, which maintains the relevant information while reducing the cost and complexity of reporting for fully benefit-responsive investment contracts. The objective of Part II is to simplify and make investment disclosures more effective by eliminating the requirements to disclose individual investments that represent 5 percent or more of assets available for benefits and the net appreciation or depreciation in fair value of investments by general type. Part II also simplifies the level of disaggregation of investments that are measured using fair value. Plans will continue to disaggregate investments that are measured using fair value by general type; however, plans are no longer required to also disaggregate investments by nature, characteristics and risks. Further, the disclosure of information about fair value measurements shall be provided by general type of plan asset. As required, the Plan has adopted the applicable parts of ASU 2015-12 for the 2016 fiscal year and has applied the provisions of ASU 2015-12 retrospectively. The adoption resulted in the amount of participant-directed investments measured at contract value being reported separately from the amount of participant-directed investments measured at fair value (which included the reclassification of the $162,933 adjustment from fair value to contract value for the fully benefit-responsive investment contract as of December 31, 2015 to be part of the amount shown as participant-directed investments measured at contract value) in the Statements of Assets Available for Benefits (with no change in the amount of total reported Assets Available for Benefits as of December 31, 2015), as well the removal of certain historical disclosures that are no longer required.

Subsequent Events—For the year ended December 31, 2016, subsequent events were evaluated through October 11, 2017, the date the financial statements were available to be issued. No subsequent events requiring financial statement adjustments or disclosure have been identified.

3. INFORMATION CERTIFIED BY THE TRUSTEE

The following is a summary of the unaudited information regarding the Plan as of December 31, 2016 and 2015, and for the year ended December 31, 2016, included in the Plan's financial statements and supplemental schedule, that was prepared by or derived from information prepared by Prudential Bank & Trust, FSB, the Trustee of the Plan, and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the Trustee that such information is complete and accurate.

	2016	2015
Statements of assets available for benefits:		
Investments:		
Gibraltar Guaranteed Fund [1]	$ 17,074,775	$ 14,813,292
Mainstay Large Cap Growth	21,871,561	22,836,831
SA/T. Rowe Price Equity Income Strategy	20,227,769	17,649,607
PIMCO Total Return Institutional Fund	15,397,023	14,167,399
Prudential Jennison Mid Cap Growth Class Z	15,823,669	15,721,234
BlackRock S&P 500 Index	15,017,582	-
Oppenheimer Developing Markets Y	1,314,543	1,299,469
Franklin Mutual Global Discovery Fund - Class Z	-	7,015,481
Franklin Mutual Global Discovery Fund - Class R6	7,301,417	-
American Funds EuroPacific Growth Fund R4	15,843,960	14,644,461
Fidelity Low-Price Stock Fund	6,517,111	6,388,240
Janus Balanced Fund Class T	8,433,566	8,290,272
Loomis Sayles Strategic Income	767,656	867,415
American Century One Choice 2020 R6	1,023,847	1,016,391
American Century One Choice 2025 R6	901,650	887,863
American Century One Choice 2030 R6	3,159,749	2,480,800
American Century One Choice 2035 R6	4,147,585	3,395,354
American Century One Choice 2040 R6	2,147,712	1,186,666
American Century One Choice 2045 R6	3,653,740	2,765,164
American Century One Choice 2050 R6	2,387,007	1,664,995
American Century One Choice Retire R6	1,460,228	1,307,810
JP Morgan Small Cap R6	5,812,474	-
American Beacon Small Cap Value	3,770,404	3,078,011
Vanguard Mid Cap Index Fund	980,756	100,209
Vanguard Small Cap Index Fund Admiral Shares	983,941	127,760
BlackRock Small Cap Growth Equity Instsl	4,207,666	3,865,202
RS Partners Y	-	4,998,379
Fidelity 500 Index Fund (f/k/a Fidelity Spartan U.S. Equity Index)	-	12,574,935
Notes receivable from participants	1,476,118	1,559,414
Statement of changes in assets available for benefits:		
Net appreciation (depreciation) in fair value of investments	5,326,829	
Interest and dividends	6,221,104	
Interest income on notes receivable from participants	50,460	

[1] Stated at contract value.

All investment balances and investment information in the notes has been certified by the Trustee, excluding the classification of each investment in Note 4, *Fair Value Measurements*.

Supplemental Schedule: All investment balances, investment information, and notes receivable from participants information included in the schedule has been certified by the Trustee.

4. FAIR VALUE MEASUREMENTS

Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures*, provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value, as follows: Level 1, which refers to securities valued using unadjusted quoted prices from active markets for identical assets; Level 2, which refers to securities not traded on an active market but for which observable market inputs are readily available; and Level 3, which refers to securities valued based on significant unobservable inputs. Assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

Asset Valuation Techniques—Valuation methodologies maximize the use of relevant observable inputs and minimize the use of unobservable inputs. The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2016 and 2015.

Mutual Funds—Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-ended mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

The units of the SA/T. Rowe Price Equity Income Strategy Fund are not classified in the fair value hierarchy in accordance with ASU 2015-07 (rather, the value of such units is shown as a reconciling item so that the total fair value amount of investments shown in the tables below are consistent with the fair value investment balances shown on the Statements of Assets Available for Benefits); the valuation methodology is discussed in Note 2.

The following tables set forth by level within the fair value hierarchy a summary of the Plan's investments measured at fair value on a recurring basis at December 31, 2016 and 2015:

	Fair Value of Asset Measurements at December 31, 2016			
	Level 1	Level 2	Level 3	Total
Total domestic stock mutual funds	$ 92,034,690	$ -	$ -	$ 92,034,690
Total bond funds	16,164,679	-	-	16,164,679
Total asset allocation mutual funds	18,881,518	-	-	18,881,518
Total international stock mutual funds	15,843,960	-	-	15,843,960
Total	$ 142,924,847	$ -	$ -	$ 142,924,847
Investments measured at NAV [(1)]				20,227,769
Total investments at fair value				$ 163,152,616

(1) In accordance with ASC 820 as amended by ASU 2015–07, the SA/T. Rowe Price Equity Income Strategy Fund was measured at net asset value per share (or its equivalent) and has not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of assets available for benefits.

	Fair Value of Asset Measurements at December 31, 2015			
	Level 1	Level 2	Level 3	Total
Total domestic stock mutual funds	$86,296,023	$ -	$ -	$86,296,023
Total bond funds	15,034,814	-	-	15,034,814
Total asset allocation mutual funds	14,705,043	-	-	14,705,043
Total international stock mutual funds	14,644,461	-	-	14,644,461
Total	$130,680,341	$ -	$ -	$130,680,341
Investments measured at NAV (1)				17,649,607
Total investments at fair value				$148,329,948

(1) In accordance with ASC 820 as amended by ASU 2015–07, the SA/T. Rowe Price Equity Income Strategy Fund was measured at net asset value per share (or its equivalent) and has not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of assets available for benefits.

Transfers between Levels—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 actual date of transfer.

The Plan evaluates the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total assets available for benefits. For the years ended, December 31, 2016 and 2015, there were no transfers between levels.

5. GUARANTEED INVESTMENT CONTRACT

Gibraltar Guaranteed Fund—The Gibraltar Guaranteed Fund (the "Fund") is a benefit responsive, guaranteed investment contract sponsored by Prudential Retirement Insurance and Annuity Company ("PRIAC"). It is designed to provide safety of principal and competitive, stable guaranteed returns.

Under the contract that supports this fund, participants may ordinarily direct the withdrawal or transfer of all or a portion of their account balance at contract value. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and fees. Except for events which may result in termination for cause, as outlined in the investment agreement and the Fund addendum (e.g. plan termination or merger, early retirement incentive, layoffs, etc.), PRIAC may not cause the contract to be terminated at an amount other than contract value. Plan management believes that the occurrence of events that would cause the Plan to transact at less than contract value is not probable.

Guaranteed interest rates are declared in advance, net of fund management fees. Interest is credited on contract balances using a single "portfolio rate" approach. A single interest crediting rate is applied to all contributions made to the product regardless of the timing of those contributions. Interest crediting rates are reviewed on a periodic basis for resetting. The minimum guaranteed rate is 0.00%. Principal and accumulated interest is guaranteed by PRIAC.

The Fund has no unfunded commitments, no redemption notice period restrictions and no restrictions on contributions or redemption frequency. The Fund's strategy is to invest in high-quality fixed income securities.

6. FEDERAL INCOME TAX STATUS

The Plan uses a prototype plan document sponsored by the Prudential Insurance Company of America. The Prudential Insurance Company of America received an opinion letter from the IRS, dated April 29, 2014, which states that the prototype document satisfies the applicable provision of the IRC. The Plan itself has not received a determination letter from the IRS. However, the Plan's management believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income tax has been included in the Plan's financial statements.

GAAP requires 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 IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes all Plan years remain open and subject to audit.

7. PLAN TERMINATION

Although it has not expressed any intention to do so, the Company reserves the right to amend, change or terminate the Plan at any time. If the Plan is terminated, participants will be fully vested in their rights under the Plan and benefits will be distributed in accordance with ERISA regulations.

8. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Prudential Bank & Trust, FSB. Prudential Bank & Trust, FSB is the Trustee as defined by the Plan and therefore, these transactions qualify as exempt party-in-interest transactions. Fees paid by the Plan for investment management services are included as a reduction of the return earned on each fund. Additionally, certain employees and officers of the Company, who may also be participants in the Plan, perform administrative services for the Plan at no cost.

9. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of assets available for benefits per the financial statements at December 31, 2016 and 2015, to Form 5500:

	2016	2015
Assets available for benefits per the financial statements	$ 182,037,953	$165,033,746
Less employer contributions receivable	(334,444)	(331,092)
Subtract adjustment from contract value to fair value for fully benefit-responsive investment contract [1]	-	(162,933)
Assets available for benefits per Form 5500	$ 181,703,509	$164,539,721

(1) Upon the adoption of ASU 2015-12 in 2016, the Plan now records its investment in fully benefit-responsive investment contracts at contract value. As such, it will record the investment at contract value on Form 5500.

The following is a reconciliation of the changes in assets available for benefits per the financial statements for the year ended December 31, 2016, to Form 5500:

Increase in assets per financial statements	$ 17,004,207
Less: 2016 employer contributions receivable	(334,444)
Add: 2015 employer contributions receivable	331,092
Add: 2015 adjustment from contract value to fair value for fully benefit-responsive investment contracts [1]	162,933
Net income per Form 5500	$ 17,163,788

(1) Upon the adoption of ASU 2015-12 in 2016, the Plan now records its investment in fully benefit-responsive investment contracts at contract value. As such, it will record the investment at contract value on Form 5500.

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SUPPLEMENTAL SCHEDULE

A&E TELEVISION NETWORKS TAX DEFERRED SAVINGS PLAN

EMPLOYER ID NO: 13-3091639

PLAN NO: 001

FORM 5500, SCHEDULE H, PART IV, LINE 4i—SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2016

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value	
*	Gibraltar Guaranteed Fund	Guaranteed Investment Contract	**	$ 17,074,775	***
	Mainstay Large Cap Growth	Registered Investment Company	**	21,871,561	
	SA/T. Rowe Price Equity Income Strategy	Pooled Separate Account	**	20,227,769	
	PIMCO Total Return Institutional Fund	Registered Investment Company	**	15,397,023	
*	Prudential Jennison Mid Cap Growth Class Z	Registered Investment Company	**	15,823,669	
	BlackRock S&P 500 Index	Registered Investment Company	**	15,017,582	
	Oppenheimer Developing Markets Y	Registered Investment Company	**	1,314,543	
	Franklin Mutual Global Discovery Fund - Class R6	Registered Investment Company	**	7,301,417	
	American Funds EuroPacific Growth Fund R4	Registered Investment Company	**	15,843,960	
	Fidelity Low-Price Stock Fund	Registered Investment Company	**	6,517,111	
	Janus Balanced Fund Class T	Registered Investment Company	**	8,433,566	
	Loomis Sayles Strategic Income	Registered Investment Company	**	767,656	
	American Century One Choice 2020 R6	Registered Investment Company	**	1,023,847	
	American Century One Choice 2025 R6	Registered Investment Company	**	901,650	
	American Century One Choice 2030 R6	Registered Investment Company	**	3,159,749	
	American Century One Choice 2035 R6	Registered Investment Company	**	4,147,585	
	American Century One Choice 2040 R6	Registered Investment Company	**	2,147,712	
	American Century One Choice 2045 R6	Registered Investment Company	**	3,653,740	
	American Century One Choice 2050 R6	Registered Investment Company	**	2,387,007	
	American Century One Choice Retire R6	Registered Investment Company	**	1,460,228	
	JP Morgan Small Cap R6	Registered Investment Company	**	5,812,474	
	American Beacon Small Cap Value	Registered Investment Company	**	3,770,404	
	Vanguard Mid Cap Index Fund	Registered Investment Company	**	980,756	
	Vanguard Small Cap Index Fund Admiral Shares	Registered Investment Company	**	983,941	
	BlackRock Small Cap Growth Equity Instsl	Registered Investment Company	**	4,207,666	
*	Notes receivable from participants	Notes receivable from participants (maturing through 5/2/2026 at interest rates from 3.25% to 9.25%)	**	1,476,118	
				$181,703,509	

* Permitted party-in-interest

** Cost information is not required for participant-directed investments and therefore is not included.

*** Stated at contract value.

See accompanying independent auditors' report.