

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
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Part I	Annual Report Identification Information		
For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>12/31/2016</u>			
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.) ☒ a single-employer plan ☐ a DFE (specify) _____	
B	This return/report is:	☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)	
C	If the plan is a collectively-bargained plan, check here. ☐		
D	Check box if filing under:	☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)	

Part II	Basic Plan Information —enter all requested information		
1a	Name of plan <u>OGILVY & MATHER ACCOUNT BALANCE DEFINED BENEFIT PENSION PLAN</u>	1b	Three-digit plan number (PN) ► <u>003</u>
		1c	Effective date of plan <u>01/01/1989</u>
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) <u>OGILVY GROUP, LLC & SUBSIDIARIES</u> <u>636 11TH AVENUE</u> <u>NEW YORK, NY 10036</u>	2b	Employer Identification Number (EIN) <u>13-2555496</u>
		2c	Plan Sponsor's telephone number <u>212-237-6560</u>
		2d	Business code (see instructions) <u>541800</u>

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2017	GERRI STONE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number)			Preparer's telephone number

3a Plan administrator's name and address ☒ Same as Plan Sponsor		3b Administrator's EIN	
		3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name OGILVY GROUP, INC. & SUBSIDIARIES		4b EIN 13-2555496	
		4c PN 003	
5 Total number of participants at the beginning of the plan year		5	5087
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)	2264
a(2) Total number of active participants at the end of the plan year		6a(2)	1794
b Retired or separated participants receiving benefits.....		6b	99
c Other retired or separated participants entitled to future benefits		6c	2419
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d	4312
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e	22
f Total. Add lines 6d and 6e		6f	4334
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	108
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: 1A 1C 1I 3H			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply)		9b Plan benefit arrangement (check all that apply)	
(1) ☐ Insurance		(1) ☐ Insurance	
(2) ☐ Code section 412(e)(3) insurance contracts		(2) ☐ Code section 412(e)(3) insurance contracts	
(3) ☒ Trust		(3) ☒ Trust	
(4) ☐ General assets of the sponsor		(4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules		b General Schedules	
(1) ☒ R (Retirement Plan Information)		(1) ☒ H (Financial Information)	
(2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary		(2) ☐ I (Financial Information – Small Plan)	
(3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		(3) ☐ <u>0</u> A (Insurance Information)	
		(4) ☒ C (Service Provider Information)	
		(5) ☒ 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 SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>OGILVY & MATHER ACCOUNT BALANCE DEFINED BENEFIT PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>OGILVY GROUP, LLC & SUBSIDIARIES</u>	D Employer Identification Number (EIN) <u>13-2555496</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2016</u>	
2 Assets:	
a Market value	2a <u>297802727</u>
b Actuarial value	2b <u>303066405</u>
3 Funding target/participant count breakdown	
a For retired participants and beneficiaries receiving payment	(1) Number of participants <u>66</u> (2) Vested Funding Target <u>6577318</u> (3) Total Funding Target <u>6577318</u>
b For terminated vested participants	<u>2766</u> <u>139189947</u> <u>139189947</u>
c For active participants	<u>2264</u> <u>143526852</u> <u>145252482</u>
d Total	<u>5096</u> <u>289294117</u> <u>291019747</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)	☐
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>6.01 %</u>
6 Target normal cost	6 <u>12016603</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE		<u>10/11/2017</u>
	Signature of actuary	Date
<u>JAMES T. GORDON III</u>	Type or print name of actuary	<u>17-06176</u>
		Most recent enrollment number
<u>MERCER</u>	Firm name	<u>212-345-7224</u>
<u>1166 AVENUE OF THE AMERICAS</u> <u>NEW YORK, NY 10036</u>	Address of the firm	Telephone number (including area code)

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice, see the Instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2016
v. 160205

Part II Beginning of Year Carryover and Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of <u>-1.64</u> %	0	0
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		11624001
b(1)	Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.31</u> %		733474
b(2)	Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
c	Total available at beginning of current plan year to add to prefunding balance		12357475
d	Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages			
14	Funding target attainment percentage	14	104.13%
15	Adjusted funding target attainment percentage	15	104.13%
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	111.02%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
09/08/2017	30000000	0			
Totals ►			18(b)	30000000	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contributions from prior years	19a 0
b Contributions made to avoid restrictions adjusted to valuation date	19b 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 27190273
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☐ Yes ☒ No
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☐ No
c If line 20a is "Yes," see instructions and complete the following table as applicable:	
Liquidity shortfall as of end of quarter of this plan year	
(1) 1st	(2) 2nd
(3) 3rd	(4) 4th

Part V	Assumptions Used to Determine Funding Target and Target Normal Cost					
21	Discount rate:					
a	Segment rates:	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%;">1st segment: 4.43%</td> <td style="width: 33%;">2nd segment: 5.91%</td> <td style="width: 33%;">3rd segment: 6.65%</td> </tr> </table>	1st segment: 4.43%	2nd segment: 5.91%	3rd segment: 6.65%	☐ N/A, full yield curve used
1st segment: 4.43%	2nd segment: 5.91%	3rd segment: 6.65%				
b	Applicable month (enter code)	21b	4			
22	Weighted average retirement age	22	61			
23	Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute					
Part VI	Miscellaneous Items					
24	Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No					
25	Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ☐ Yes ☒ No					
26	Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No					
27	If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.	27				
Part VII	Reconciliation of Unpaid Minimum Required Contributions For Prior Years					
28	Unpaid minimum required contributions for all prior years	28	0			
29	Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	0			
30	Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0			
Part VIII	Minimum Required Contribution For Current Year					
31	Target normal cost and excess assets (see instructions):					
a	Target normal cost (line 6)	31a	12016603			
b	Excess assets, if applicable, but not greater than line 31a	31b	12016603			
32	Amortization installments:	Outstanding Balance	Installment			
a	Net shortfall amortization installment	0	0			
b	Waiver amortization installment	0	0			
33	If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33				
34	Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	0			
		Carryover balance	Prefunding balance			
35	Balances elected for use to offset funding requirement	0	0			
36	Additional cash requirement (line 34 minus line 35)	36	0			
37	Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	27190273			
38	Present value of excess contributions for current year (see instructions)					
a	Total (excess, if any, of line 37 over line 36)	38a	27190273			
b	Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0			
39	Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0			
40	Unpaid minimum required contributions for all years	40	0			
Part IX	Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)					
41	If an election was made to use PRA 2010 funding relief for this plan:					
a	Schedule elected	☐ 2 plus 7 years ☐ 15 years				
b	Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011				
42	Amount of acceleration adjustment	42				
43	Excess installment acceleration amount to be carried over to future plan years	43				

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	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 OGILVY & MATHER ACCOUNT BALANCE DEFINED BENEFIT PENSION PLAN	B Three-digit plan number (PN) ▶ 003
C Plan sponsor's name as shown on line 2a of Form 5500 OGILVY GROUP, LLC & SUBSIDIARIES	D Employer Identification Number (EIN) 13-2555496

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No
- b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

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

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

BLACKROCK INSTITUTIONAL TRUST CO.

94-3112180

(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?
28 50 51	NONE	1275900	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

JP MORGAN CHASE BANK, NA

13-4994650

(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?
21 62 72	NONE	40687	Yes ☒ No ☐	Yes ☒ No ☐	148444	Yes ☒ No ☐

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(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.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2016</div> This Form is Open to Public Inspection.
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan <u>OGILVY & MATHER ACCOUNT BALANCE DEFINED BENEFIT PENSION PLAN</u>	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:80%; padding: 5px;"> B Three-digit plan number (PN) ► </td> <td style="width:20%; padding: 5px; text-align: center;"> <u>003</u> </td> </tr> <tr style="background-color: #f2f2f2;"> <td colspan="2" style="height: 20px;"></td> </tr> </table>	B Three-digit plan number (PN) ►	<u>003</u>		
B Three-digit plan number (PN) ►	<u>003</u>				
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>OGILVY GROUP, LLC & SUBSIDIARIES</u>	D Employer Identification Number (EIN) <u>13-2555496</u>				

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>INTERMEDIATE GOVT BOND INDEX FUND</u>		
b Name of sponsor of entity listed in (a): <u>BLACKROCK INSTITUTIONAL TRUST COMPANY, N.A.</u>		
c EIN-PN <u>94-3118548-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>16114808</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LONG DUR CORP CREDIT SCR FUND</u>		
b Name of sponsor of entity listed in (a): <u>BLACKROCK INSTITUTIONAL TRUST COMPANY, N.A.</u>		
c EIN-PN <u>27-4520291-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>85357848</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LONG TERM GOVT BOND INDEX FUND</u>		
b Name of sponsor of entity listed in (a): <u>BLACKROCK INSTITUTIONAL TRUST COMPANY, N.A.</u>		
c EIN-PN <u>94-3118547-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>32043582</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>U.S. STRIPS 20 YEAR BOND INDEX RSL</u>		
b Name of sponsor of entity listed in (a): <u>BLACKROCK INSTITUTIONAL TRUST COMPANY, N.A.</u>		
c EIN-PN <u>27-3227381-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>12038366</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>BLACKROCK MSCI ACWI IMI INDEX FUND</u>		
b Name of sponsor of entity listed in (a): <u>BLACKROCK INSTITUTIONAL TRUST COMPANY, N.A.</u>		
c EIN-PN <u>33-6371938-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>100640611</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>MONEY MARKET FUND</u>		
b Name of sponsor of entity listed in (a): <u>BLACKROCK INSTITUTIONAL TRUST COMPANY, N.A.</u>		
c EIN-PN <u>94-6450621-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1480</u>
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
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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
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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

SCHEDULE H (Form 5500) <small>Internal Revenue Service</small> <small>Department of Labor</small> <small>Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>12/31/2016</u>		
A Name of plan <u>OGILVY & MATHER ACCOUNT BALANCE DEFINED BENEFIT PENSION PLAN</u>	B Three-digit plan number (PN) ►	<u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>OGILVY GROUP, LLC & SUBSIDIARIES</u>	D Employer Identification Number (EIN) <u>13-2555496</u>	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	114508
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	12900000	30000000
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	608	5243
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	57169963	21909443
(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)		
(9) Value of interest in common/collective trusts	1c(9)	228274681	246196695
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	298345252	298225889

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	0	117205
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	117205

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	298345252	298108684
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	30000000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		30000000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	26481	
(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)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		26481
(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)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	74840057	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	74840057	
(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)		19197914
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		49224395

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	48144376	
(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)		48144376
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)	1275900	
(4) Other	2i(4)	40687	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		1316587
j Total expenses. Add all expense amounts in column (b) and enter total	2j		49460963

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-236568
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: **BENCIVENGA WARD & COMPANY, CPAS, PC**

(2) EIN: **13-3274930**

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

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

Part IV Compliance Questions

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

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a		X	
4b		X	

		Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e Was this plan covered by a fidelity bond?	4e	X		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l Has the plan failed to provide any benefit when due under the plan?	4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	
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 4023573. (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.
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan <u>OGILVY & MATHER ACCOUNT BALANCE DEFINED BENEFIT PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>OGILVY GROUP, LLC & SUBSIDIARIES</u>	D Employer Identification Number (EIN) <u>13-2555496</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>13-4994650</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	<u>650</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	☐ Yes	☒ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?	☐ Yes	☐ No	☒ N/A

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

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule R (Form 5500) 2016
v. 160205

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
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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: <u>32.0</u> % Investment-Grade Debt: <u>68.0</u> % High-Yield Debt: <u>0.0</u> % Real Estate: <u>0.0</u> % Other: <u>0.0</u> % 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
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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 / / .	

**OGILVY & MATHER ACCOUNT BALANCE
DEFINED BENEFIT PENSION PLAN**

Financial Statements
as of December 31, 2016 and 2015 and
For the Years ended December 31, 2016 and 2015
and Supplemental Schedules
Together with the
Independent Auditor's Report

OGILVY & MATHER
ACCOUNT BALANCE DEFINED BENEFIT PENSION PLAN

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**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.*



BENCIVENGA WARD & COMPANY, CPA's, P.C.

A Registered Professional Services Firm

INDEPENDENT AUDITOR'S REPORT

**To the Participants and Plan Committee of the
Ogilvy & Mather Account Balance
Defined Benefit Pension Plan:**

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Ogilvy & Mather Account Balance Defined Benefit Pension Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits 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 9, which was certified by JPMorgan Chase Bank, 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 a certification from the trustee as of and for the years ended December 31, 2016 and 2015, 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.



BENCIVENGA WARD & COMPANY, CPA's, P.C.

A Registered Professional Services Firm

Other Matter

The supplemental schedules of Form 5500, Schedule H, Part IV, line 4i - Schedule of Assets (Held at End of Year) - December 31, 2016 and Schedule H, Part IV, line 4j - Schedule of Reportable Transactions - Year Ended December 31, 2016, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules referred to above.

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

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

Bencivenga Ward & Company, CPA's, P.C.

Bencivenga Ward & Company, CPA's, P.C.

Valhalla, New York
October 12, 2017

OGILVY & MATHER
ACCOUNT BALANCE DEFINED BENEFIT PENSION PLAN

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

	<u>2016</u>	<u>2015</u>
ASSETS		
Investments, at fair value	<u>\$ 268,220,646</u>	<u>\$ 285,444,644</u>
Receivables:		
Employer contribution	30,000,000	12,900,000
Accrued dividend and interest income	<u>5,243</u>	<u>608</u>
Total receivables	<u>30,005,243</u>	<u>12,900,608</u>
Total assets	298,225,889	298,345,252
LIABILITIES		
Accrued expenses	<u>117,205</u>	<u>-</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 298,108,684</u></u>	<u><u>\$ 298,345,252</u></u>

See accompanying notes to the financial statements.

OGILVY & MATHER
ACCOUNT BALANCE DEFINED BENEFIT PENSION PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2016 AND 2015

	<u>2016</u>	<u>2015</u>
ADDITIONS:		
Net investment income (loss):		
Net appreciation (depreciation) in fair value of investments	\$ 19,197,914	\$ (4,397,394)
Interest and dividend income	<u>26,481</u>	<u>3,043</u>
	19,224,395	(4,394,351)
Less investment expenses	<u>1,275,900</u>	-
Net investment income (loss)	17,948,495	(4,394,351)
Employer contributions	<u>30,000,000</u>	<u>12,900,000</u>
Total additions	<u>47,948,495</u>	<u>8,505,649</u>
DEDUCTIONS:		
Benefit payments	48,144,376	88,457,428
Administrative expenses	<u>40,687</u>	<u>44,658</u>
Total deductions	<u>48,185,063</u>	<u>88,502,086</u>
DECREASE IN NET ASSETS	(236,568)	(79,996,437)
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year	<u>298,345,252</u>	<u>378,341,689</u>
End of year	<u>\$ 298,108,684</u>	<u>\$ 298,345,252</u>

See accompanying notes to the financial statements.

1. DESCRIPTION OF THE PLAN

The following description of the Ogilvy & Mather Account Balance Defined Benefit Pension Plan (the “Plan”) is provided for general information only. Participants should refer to the Plan document for more complete information.

General

The Plan is a noncontributory defined benefit plan sponsored by Ogilvy Group, LLC (“the Company”), a wholly-owned subsidiary of WPP Group plc (“WPP”). The Plan provides retirement and death benefits for all participating employees of the Ogilvy Group, Inc., and the following affiliates: A. Eicoff and Company, Ogilvy and Mather Hawaii, BEN Marketing Group LLC, SoHo Square Inc., Leopard Communications, Inc., Ogilvy Public Relations Worldwide, Inc., MAXX Marketing Inc., and SoHo Square Public Relations, Inc., (the “Companies”). The Plan was amended and restated, effective January 1, 2011, to comply with the Heroes Earnings and Assistance Relief Tax Act of 2008 (the “HEART Act”), and to incorporate amendments adopted since the prior restatement. Effective December 31, 2016, the Plan is frozen for service and benefit accruals. Effective January 1, 2017, balances under the Plan will only accrue interest credits on a monthly basis. JPMorgan Chase Bank (“JPMC”) is the Plan trustee and Mercer Human Resource Consulting (“Mercer”) is the actuary and record-keeper for the Plan.

The Plan is administered by the Company’s Retirement Plan Committee (the “Committee”) that is appointed by the Board of Directors. The Committee has overall responsibility for the operation and administration of the Plan. The Committee determines the appropriateness of the Plan’s investment offerings, monitors investment performance and reports to the Company’s Board of Directors.

Participant Accounts

Under the Plan provisions, amounts are credited by the Company to the participants’ hypothetical accounts. The accounts are allocated compensation credits and interest credits at the end of every month. The compensation credits are allocated based on a percentage of the participants’ certified compensation as defined in the Plan document. The annual compensation limit was frozen at \$230,000 effective January 1, 2009. Participants’ hypothetical accounts also receive interest credits at the end of every month.

Eligibility and Vesting

All employees of the Companies are eligible to participate following the completion of 12 consecutive months of service in which 1,000 hours of service is credited; however, employees who are hired or rehired after July 1, 2014, are not eligible to participate in the Plan.

Participants are fully vested after attaining three years of service. Participants are credited with vesting service for service provided to any employer of the WPP controlled group.

1. DESCRIPTION OF THE PLAN – (continued)

Funding Policy

The Plan's funding policy is for the Company to contribute an amount which will meet or exceed the annual ERISA minimum funding requirement. During 2016 and 2015, the Company made cash contributions of \$12,900,000 and \$56,915,000, respectively. The Company's contributions for 2016 and 2015 exceeded the minimum funding requirements of ERISA. Quarterly contributions are not required for the 2017 or 2016 Plan years because of the Plan's funded status.

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in the Plan and ERISA.

Pension Benefits

Benefits are determined based on the participant's hypothetical account balance. Prior to January 1, 2017, the retirement benefit is the accumulation of 10% of the participant's monthly eligible compensation plus interest with the exception of eligible employees of Leopard Communications, Inc. ("Leopard"). Leopard employees are credited with 6% of their monthly eligible compensation. Each participant begins to receive retirement benefits from the Plan upon retirement. For Plan purposes, retirement is as follows:

Early Retirement

Early retirement can begin on or after age 55, if vested, or if the participant has 20 years of service at termination through September 30, 2015. Effective October 1, 2015, those participants who wish to retire and who do not meet the early retirement requirements, can elect a lump sum distribution of their benefit at termination of employment.

Normal Retirement

Normal retirement can begin on or after age 62 if the participant has at least three years of service with the Companies or upon attaining age 65, whichever is earlier. Participants with balances less than \$5,000 receive single lump-sum payments. Automatic benefits for unmarried participants are a single life annuity and a qualified joint & survivor annuity for married participants. For participants with balances in excess of \$5,000, the Plan offers a choice of seven different payment options: a lump sum distribution, a life annuity, a 50% joint/survivor annuity, a 75% joint/survivor annuity, a 100% joint/survivor annuity, installment payments over a period of one or more years not to exceed 10 years, or a life annuity with 10 years guaranteed. The Plan also provides for benefits to the beneficiaries of deceased participants as well as to permanently disabled participants.

Late Retirement

Late retirement begins after age 65. Participants who work past Normal Retirement continue to earn benefits under the Plan.

Effective October 1, 2015, age and service requirements for benefit commencement have been removed, and all participants can now elect to receive their benefits at any time after termination of employment.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP").

Use of Estimates

The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein; disclosure of contingent assets and liabilities; and the actuarial present value of accumulated Plan benefits at the date of the financial statements, and changes therein. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 6 for a discussion of fair value measurements. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation/depreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Payment of Benefits

Benefit payments to participants are recorded upon distribution

Administrative Expenses

The Plan's expenses are paid either by the Plan or the Company, as provided by the Plan document. Expenses that are paid directly by the Company are excluded from these financial statements. Certain expenses incurred in connection with the general administration of the Plan that are paid by the Plan are recorded as deductions in the accompanying statements of changes in net assets available for benefits. In addition, certain investment-related expenses are included in net appreciation (depreciation) of fair value of investments presented in the accompanying statements of changes in net assets available for benefits. All administrative expenses except legal, accounting and consulting fees, are paid by the Plan. Brokerage fees are included in the cost of investments when purchased and deducted from the proceeds when investments are sold.

Subsequent Events

The Plan's management evaluated subsequent events through October 12, 2017, the date the financial statements were available to be issued and no additional disclosures were required.

3. ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

Accumulated Plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to the service employees have rendered. Accumulated Plan benefits include benefits expected to be paid to: (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits under the Plan are accumulated based on the employees' compensation during each year of credited service. The accumulated Plan benefits for active employees will equal the accumulation, with interest, of the annual benefit accruals as of the benefit information date. Benefits payable under all circumstances – retirement, death, disability, and termination of employment – are included, to the extent they are deemed attributable to employee service rendered to the valuation date. The actuarial present value of accumulated Plan benefits is determined by an independent actuary from Mercer, and is that amount that results from applying actuarial assumptions to adjust the accumulated Plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment. The significant actuarial assumptions used in the valuations as of January 1, 2016 and 2015 (the "Valuation Dates") were: (a) life expectancy of participants Section 430(h)(3) prescribed separate generational annuitant and nonannuitant mortality tables. These tables are based on the RP-2000 mortality tables projected with mortality improvement to the valuation year plus 7 and 15 years based on scale AA; and, (b) retirement age assumptions (varying retirement rates based on graduated scale of retirement ages from age 55 to age 70 and above). Retirement rates range from 12.5% to 40% through age 69, then 100% thereafter; and (c) investment return. The expected investment return for the years 2016 and 2015 were 5.18% and 4.83%, respectively. The interest accumulation rate was updated as follows: For the "frozen account balance", 4% through 2022, and 4.15% thereafter; and for the "alternate account balance", 3% through 2020 and 3.70% thereafter. The administrative expense assumption is \$45,000. The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated Plan benefits. The computations of the actuarial present value of accumulated Plan benefits were made as of January 1, 2016 and 2015.

OGILVY & MATHER
ACCOUNT BALANCE DEFINED BENEFIT PENSION PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

4. ACCUMULATED PLAN BENEFITS AND CHANGES IN ACCUMULATED PLAN BENEFITS

Mercer, the actuary for the Plan, determined the actuarial present value of accumulated Plan benefits.

The actuarially determined present value of accumulated Plan benefits as of January 1, 2016 and 2015 (the "Valuation Dates"), are as follows:

	<u>2016</u>	<u>2015</u>
Vested benefits:		
Active participants	\$ 150,445,705	\$ 145,525,990
Inactive participants with deferred benefits	151,152,043	217,510,166
Inactive participants receiving benefits	<u>7,509,465</u>	<u>5,726,583</u>
Total vested benefits	309,107,213	368,762,739
Nonvested benefits	<u>1,838,473</u>	<u>2,994,145</u>
Total actuarial present value of accumulated plan benefits	<u><u>\$ 310,945,686</u></u>	<u><u>\$ 371,756,884</u></u>

The changes in the actuarial present value of the Plan's accumulated Plan benefits for the valuation year ended January 1, 2016 are as follows:

	<u>For the Year Ended January 1, 2016</u>
Actuarial present value of accumulated plan benefits, as of January 1, 2015 benefit information date	<u>\$ 371,756,884</u>
Increase (decrease) during the year attributable to:	
Benefits accumulated and (gains) losses	15,302,212
Increase for interest due to the decrease in the discount period	15,641,590
Benefits paid	(88,457,428)
Change in actuarial assumptions	(12,950,581)
Change in plan provisions	<u>9,653,009</u>
Net decrease	<u>(60,811,198)</u>
Actuarial present value of accumulated plan benefits, as of January 1, 2016 benefit information date	<u><u>\$ 310,945,686</u></u>

At January 1, 2016, the actuarial present value of accumulated Plan benefits exceeded net assets available for benefits by \$12,600,434.

5. PLAN TERMINATION

In the event the Plan terminates, the net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

- a. Benefits attributable to employee contributions, taking into account those paid out before termination.
- b. Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under Plan provisions in effect at any time during the five years preceding Plan termination.
- c. Other vested benefits insured by the Pension Benefit Guaranty Corporation ("PBGC"), (a U.S. government agency), up to the applicable limitations.
- d. All other vested benefits (that is, vested benefits not insured by the PBGC).
- e. All nonvested benefits.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination.

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations, and may also depend on the financial condition of the Plan sponsor and the level of benefits guaranteed by the PBGC.

6. FAIR VALUE MEASUREMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows: Level 1 inputs consist of unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access; Level 2 inputs include quoted prices for similar assets or liabilities in active markets, quoted prices in markets that are not active, inputs other than quoted prices that are observable for the asset or liability, or other inputs that are derived principally from, or corroborated by, observable market data by correlation or other means. If the asset or liability has a specific (contractual) term, the

Level 2 input must be observable for substantially the full term of the asset or liability. Level 3 inputs are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of 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.

Mutual Fund

The mutual fund is valued at the daily closing price as reported by the fund. The mutual fund held by the Plan is an open-end mutual fund that is registered with the Securities and Exchange Commission. This fund is required to publish its daily net asset value ("NAV") and to transact at that price. The mutual fund held by the Plan is deemed to be actively traded.

Common Collective Trusts

The Plan's six BlackRock common collective trusts invest primarily in other BlackRock common collective trusts or in U.S. Fixed Income Series instruments. These funds are valued at the NAV as provided by the trustee, which is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient would not be used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trusts, the issuer reserves the right to temporarily delay withdrawal from the trusts in order to ensure that securities liquidations will be carried out in an orderly manner.

The six trusts included in the fair value table below, file a U.S. Department of Labor Form 5500, Annual Return/Report of Employee Benefit Plan, as a direct filing entity. Accordingly, certain disclosure requirements under ASU 2015-12 with respect to investment strategies for investments measured using the NAV practical expedient are not required in this report.

OGILVY & MATHER
ACCOUNT BALANCE DEFINED BENEFIT PENSION PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

6. FAIR VALUE MEASUREMENTS – (continued)

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2016 and 2015.

	Investments at Fair Value as of December 31,			
	2016		2015	
	Level 1	Total	Level 1	Total
Mutual fund	\$ 22,023,951	\$ 22,023,951	\$ 57,169,963	\$ 57,169,963
Total investments in the fair value hierarchy	22,023,951	22,023,951	57,169,963	57,169,963
Investments in common collective trusts				
measured at NAV (a)	-	246,196,695	-	228,274,681
Investments at fair value	\$ 22,023,951	\$ 268,220,646	\$ 57,169,963	\$ 285,444,644

(a) In accordance with FASB Subtopc 820-10, certain investments that are measured at NAV (or its equivalent) have 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 Net Assets Available for Benefits.

Fair Value of Investments that Calculate Net Asset Value

The following table summarizes investments measured at fair value based on NAVs per share as of December 31, 2016 and 2015, respectively.

As of December 31, 2016

<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency (If Currently Eligible)</u>	<u>Redemption Notice Period</u>
\$ 246,196,695	N/A	Daily	2 Days

As of December 31, 2015

<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency (If Currently Eligible)</u>	<u>Redemption Notice Period</u>
\$ 228,274,681	N/A	Daily	2 Days

7. RELATED-PARTY TRANSACTIONS

The Plan invests in shares of a money market fund that is managed by an affiliate of JPMC and certain Plan investments are managed by BlackRock Institutional Trust Company, N.A. These transactions qualify as permitted party-in-interest transactions, which are exempt from the prohibited transaction rules of ERISA. Investment expenses of \$1,275,900 were paid to BlackRock during 2016.

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

8. TAX STATUS

The Plan obtained its latest determination letter on May 1, 2014, in which the Internal Revenue Service ("IRS") states that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code ("IRC"). The Plan has been amended since receiving this determination letter. However, the Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability 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 it is no longer subject to income tax examinations for years prior to 2013.

9. UNAUDITED INFORMATION CERTIFIED BY THE TRUSTEE

The December 31, 2016 and 2015 Statements of Net Assets Available for Benefits, the investment activities included on the Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2016 and 2015, and the accompanying notes to the financial statements were prepared in part or entirely from information certified by the trustee in accordance with 29 DFR 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 information certified includes total investments of \$268,220,646 and \$285,444,644 at December 31, 2016 and 2015, respectively, and related net investment income (loss) of \$17,948,495 and \$(4,394,351) for the years ended December 31, 2016 and 2015, respectively.

10. RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the Statements of Net Assets Available for Benefits.

Plan contributions are made, and the actuarial present value of accumulated Plan benefits are reported, based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

SUPPLEMENTAL SCHEDULES

EIN: 13-2555496
PN: 003

OGILVY & MATHER
ACCOUNT BALANCE DEFINED BENEFIT PENSION PLAN

Form 5500, Schedule H, Part IV, line 4i -
Schedule of Assets (Held at End of Year)
December 31, 2016

		(c) Description of Investment, including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party			
*	BlackRock MSCI ACWI IMI Index Fund	Common Collective Trust	\$ 106,630,345	\$ 100,640,611
*	BlackRock Long Duration Corp Fund	Common Collective Trust	82,759,615	85,357,848
*	BlackRock L/T Government Bond Index Fund	Common Collective Trust	32,890,019	32,043,582
*	BlackRock Int Government Bond Index Fund	Common Collective Trust	16,324,198	16,114,808
*	BlackRock US STRIPS Bond Index Fund	Common Collective Trust	13,268,373	12,038,366
*	BlackRock S/T Investment Fund	Common Collective Trust	1,480	1,480
*	JPMorgan US Government MMKT Fund	Mutual Fund	22,023,951	22,023,951
TOTAL ASSETS (HELD AT END OF YEAR)			\$ 273,897,981	\$ 268,220,646

* Party-in-interest

See accompanying Independent Auditor's Report.

EIN: 13-2555496
PN: 003

OGILVY & MATHER
ACCOUNT BALANCE DEFINED BENEFIT PENSION PLAN

Form 5500, Schedule H, Part IV, line 4j –
Schedule of Reportable Transactions
Year Ended December 31, 2016

(a) Identity of Party Involved	(b) Description of asset (include interest rate and maturity in the case of a loan)	(c) Purchase Price	(d) Selling Price	(f) Expense Incurred with Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
* JPMorgan Prime Money Market Fund	Mutual Fund	\$ 13,059,721	\$ -	\$ -	\$ -	\$ 13,059,721	\$ -
* JPMorgan Prime Money Market Fund	Mutual Fund	-	70,229,682	-	70,229,682	70,229,682	-
* JPMorgan US Government MMKT Fund	Mutual Fund	26,519,816	-	-	-	26,519,816	-
* JPMorgan US Government MMKT Fund	Mutual Fund	-	4,610,372	-	4,610,372	4,610,372	-

* Transactions or a series of transactions in excess of 5% of the current value of the Plan's assets as of the beginning of the plan year as defined in section 2520.103-6 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA.

See accompanying Independent Auditor's Report.

Schedule SB, line 26 – Schedule of Active Participant Data

Attained age	Years of credited service									
	Under 1	1–4	5–9	10–14	15–19	20–24	25–29	30–34	35–39	40 & up
Under 25	22 47,185 3,015	19								
25–29	72 63,034 4,805	196 63,734 14,179	20 77,852 34,902							
30–34	43 87,522 6,235	163 95,362 25,835	66 100,030 54,237	6						
35–39	8	97 116,040 38,832	78 121,094 72,223	32 131,023 115,810	3					
40–44	12	101 137,970 38,611	72 121,847 85,888	60 150,414 139,632	24 138,716 190,280	2				
45–49	5	74 145,048 45,987	49 159,029 104,511	49 145,710 167,195	30 153,503 228,899	13	8			
50–54	2	35 125,121 41,660	33 126,913 83,395	36 136,194 181,546	20 104,528 148,037	5	14			
55–59		21 159,643 59,442	19	27 114,207 152,848	26 168,213 314,057	12	15			
60–64		6	10	14	9	5	13			
65–69		3		11	2	2	11			
70 & up		2	1							

In each cell, the top number is the count of active participants for each age/service combination, the middle number is average pay for 2015 limited to \$230,000 (limited to IRC section 401(a)(17) limit for 8 grandfathered legacy OPR participants), and the bottom number is average account balance. Average pay and average account balance are not shown for cells with fewer than 20 participants.

Schedule SB, Part V – Statement of Actuarial Assumption/Methods**Actuarial Assumptions****Discount rate sponsor elections**

• Segment rates or full yield curve	Segment		
• Look-back months	4		
		Stabilized	Nonstabilized
• First 5 years		4.43%	1.34%
• Next 15 years		5.91%	4.03%
• Over 20 years		6.65%	5.06%

Mortality sponsor elections

Section 430(h)(3) prescribed separate generational annuitant and nonannuitant mortality tables. These tables are based on the RP-2000 mortality tables projected with mortality improvement to the valuation year plus 7 and 15 years based on Scale AA.

417(e) lump sums

Liabilities are determined based on the underlying annuity used by the plan to determine the lump sum amount, rather than valuing the lump sum payment. This annuity is valued based on funding interest rates rather than 417(e) rates and prescribed unisex mortality.

Cash balance plans

• Interest accumulation rate	For the "Frozen Account Balance," 4.00% through 2022 and 4.15% thereafter For the "Alternate Account Balance," 3.00% through 2020 and 3.70% thereafter
• Whipsaw calculations	No
• Annuity conversion	Not applicable

Other economic assumptions

• Salary increases	See table of sample rates.
• Social Security wage base	3.50% per year. Applies to legacy OPR grandfathered participants only.
• Inflation	N/A
• Expected investment return	6.03% per year for 2014, 4.83% per year for 2015 and 5.18% per year for 2016
• Expenses	\$45,000 added to current year normal cost

Demographic assumptions

• Withdrawal	See table of sample rates.
• Disability incidence	None.

Schedule SB, Part V – Statement of Actuarial Assumption/Methods

• Retirement age	Attained age	Percentage
	Under 55	0.0%
	55	12.5%
	56	12.5%
	57	12.5%
	58	12.5%
	59	12.5%
	60	12.5%
	61	12.5%
	62	15.0%
	63	12.5%
	64	12.5%
	65	20.0%
	66	20.0%
	67	20.0%
	68	30.0%
	69	40.0%
	70 and above	100.0%
• Benefit commencement age for		
- Future vested deferred	- 75% commence immediately	
	- Remaining 25% commence at age 62	
- Current vested deferred	“Re-offers” (part of 2014 TV cashout / did not take lump sum) and first year vested deferred participants: <ul style="list-style-type: none"> - 15% commence immediately - Remaining 85% commence at age 62 Remaining terminations (vested deferred status for more than one year): <ul style="list-style-type: none"> - 100% commence at age 62 	
• Spouse assumptions	<u>Male participants</u>	<u>Female participants</u>
- Percentage married	100%	100%
- Spouse age difference	3 years younger	3 years older
• Form of payment	100% of participants are assumed to take a lump sum distribution	
• Unpredictable contingent event assumptions	Not applicable	

Schedule SB, Part V – Statement of Actuarial Assumption/Methods***Table of Sample Rates*****Salary Increases**

Attained age	Percentage
20	15.88%
25	14.81%
30	10.30%
35	7.06%
40	4.85%
45	3.44%
50	2.58%
55	2.04%
60	1.58%
65	0.97%

Withdrawal Percentages

Service	Attained Age							
	20	25	30	35	40	45	50	54
Year 0	40.0%	40.0%	40.0%	40.0%	40.0%	40.0%	40.0%	40.0%
Year 1	40.0%	40.0%	40.0%	40.0%	40.0%	40.0%	39.7%	37.2%
Year 2	40.0%	40.0%	40.0%	40.0%	39.7%	36.6%	33.5%	32.2%
Year 3	40.0%	40.0%	40.0%	36.6%	33.5%	30.4%	28.5%	27.3%
Year 4	40.0%	40.0%	34.1%	30.4%	27.3%	25.1%	23.6%	22.3%
Year 5	40.0%	40.0%	31.0%	27.3%	24.8%	23.3%	21.7%	20.5%
Year 6	40.0%	37.5%	27.9%	24.5%	22.9%	21.4%	19.8%	18.6%
Year 7	40.0%	35.0%	25.4%	22.0%	20.5%	18.9%	17.4%	16.1%
Year 8	40.0%	32.9%	23.3%	19.8%	18.3%	16.7%	15.2%	14.0%
Year 9	40.0%	31.0%	21.4%	18.0%	16.4%	14.9%	13.3%	12.1%
Year 10+	38.8%	27.9%	18.3%	14.9%	13.3%	11.8%	10.2%	9.0%

Schedule SB, Part V – Statement of Actuarial Assumption/Methods**Rationale for Economic Assumptions**

- Cash balance interest accumulation rate – The plan's interest crediting rate is the greater of the yield on one-year Treasury bonds, or either 3% (Alternate Account Balance) or 4% (Frozen Account Balance) as described within the plan provisions. We have reviewed the average yield on the one-year Treasury bonds over the typical accumulation period based on Mercer Investment Consulting's Capital Market Outlook. We have made allowance for the likelihood that the one-year Treasury Bond will exceed the aforementioned interest crediting rate floors in some years, with that likelihood increasing after a specified number of years. Thus, the resulting interest crediting rate assumption as specified above incorporates a select and ultimate period under both account balances.
- Salary increases – This assumption is based on an experience study covering the period from January 1, 2011, to December 31, 2015, and the expectation that 2016 pay experience will not differ significantly from the period studied (this is the last year this assumption will be required since the plan was amended to freeze all accruals as of December 31, 2016).
- Expected investment return – The expected rate of return on plan assets is based on a weighted average blend of the hypothetical performance of the plan's target asset mix, which includes equity, debt, and cash. Mercer's Portfolio Return Calculator was used to justify estimated return rates specific to each asset class.
- Expenses – Administrative expenses are assumed to be the same as the prior year actual expenses, adjusted for any anticipated significant changes. For this purpose, expected expenses are rounded up to the next \$5,000.

Rationale for Demographic Assumptions

- Withdrawal – This assumption is based on an experience study covering the period from January 1, 2011, to December 31, 2015, and the expectation that future withdrawal patterns and circumstances of the employer will not differ significantly from the period studied.
- Retirement age – This assumption is based on an experience study covering the period from January 1, 2011, to December 31, 2015, and the expectation that future retirement patterns and circumstances of the employer will not differ significantly from the period studied.
- Benefit commencement age – This assumption is based on an experience study covering the period from January 1, 2011, to December 31, 2015, and the expectation that future retirement patterns and circumstances of the employer will not differ significantly from the period studied.
- Form of payment – 100% of participants are assumed to elect a lump sum of their cash balance account, based on experience that shows very few participants elect the actuarially equivalent annuity options.

Schedule SB, Part V – Statement of Actuarial Assumption/Methods***Asset Methods***

The asset valuation method is an average of the adjusted market value for each year during the last 24 months preceding the valuation date. The adjusted market value is the market value at each determination date adjusted to the valuation date based on actual cash flows and expected interest at the lesser of the expected rate of return and the third segment rate. This amount is adjusted to be no greater than 110% and no less than 90% of the fair market value, as defined in IRC Section 430.

A characteristic of this asset method is that, over time, it is slightly more likely to produce an actuarial value of assets that is less than the market value of assets than an actuarial value that is greater than the market value.

The market value is the amount reported in the year-end trustee statement plus discounted receivable contributions.

Participant Methods

Participants or former participants are included or excluded from the valuation as described below:

- **Participants included:** The plan sponsor and Mercer Outsourcing provide us with data on all employees as of the valuation date, but only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities.
- **Participants excluded:** No actuarial liability is included for nonvested participants who terminated prior to the valuation date. Vested participants who terminated prior to the valuation date are treated as terminated participants.
- **Insurance contracts:** The plan does not have any insurance contracts.

Minimum Funding Methods

The funding target for minimum funding calculations is computed using the traditional unit credit method of funding. The objective under this method is to fund each participant's benefits under the plan as they accrue. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

- The plan's valuation date is the beginning of the plan year.
- An individual's **funding target** is the present value of future benefits based on credited service and average pay as of the beginning of the plan year, and an individual's **target normal cost** is the present value of the benefit expected to accrue in the plan year. If multiple decrements are used, the funding target and the target normal cost for an individual are the sums of the component funding targets and target normal costs associated with the various anticipated separation dates.
- The plan's **target normal cost** is the sum of the individual target normal costs, and the plan's **funding target** is the sum of the individual funding targets for all participants under the plan.

Form 5500, Schedule H, Part IV, line 4j –
Schedule of Reportable Transactions
Year Ended December 31, 2016

(a) Identity of Party Involved	(b) Description of asset (include interest rate and maturity in the case of a loan)	(c) Purchase Price		(d) Selling Price	(f) Expense Incurred with Transaction		(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
		Price							
* JPMorgan Prime Money Market Fund	Mutual Fund	\$13,059,721		\$ -	-	\$ -	\$ -	13,059,721	\$ -
* JPMorgan Prime Money Market Fund	Mutual Fund	-		70,229,682	-	-	70,229,682	70,229,682	-
* JPMorgan US Government MMKT Fund	Mutual Fund	26,519,816		-	-	-	-	26,519,816	-
* JPMorgan US Government MMKT Fund	Mutual Fund	-		4,610,372	-	-	4,610,372	4,610,372	-

* Transactions or a series of transactions in excess of 5% of the current value of the Plan's assets as of the beginning of the plan year as defined in section 2520.103-6 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA.

See accompanying Independent Auditor's Report.

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

► **Round off amounts to nearest dollar.**

► **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan OGILVY & MATHER ACCOUNT BALANCE DEFINED BENEFIT PENSION PLAN	B Three-digit plan number (PN) ►	003
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF OGILVY GROUP, LLC & SUBSIDIARIES	D Employer Identification Number (EIN) 13-2555496	
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B		
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500		

Part I Basic Information			
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2016</u>			
2 Assets:			
a Market value.....	2a	297,802,727	
b Actuarial value.....	2b	303,066,405	
3 Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment.....	66	6,577,318	6,577,318
b For terminated vested participants.....	2,766	139,189,947	139,189,947
c For active participants.....	2,264	143,526,852	145,252,482
d Total.....	5,096	289,294,117	291,019,747
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐			
a Funding target disregarding prescribed at-risk assumptions.....	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b		
5 Effective interest rate.....	5	6.01%	
6 Target normal cost.....	6	12,016,603	

Statement by Enrolled Actuary
 To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	 Signature of actuary	<u>10/11/2017</u> Date 1706176 Most recent enrollment number 212-345-7224 Telephone number (including area code)
JAMES T. GORDON III Type or print name of actuary		
MERCER Firm name		
1166 AVENUE OF THE AMERICAS NEW YORK NY 10036 Address of the firm		

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice, see the Instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2016
v. 160205

Part II Beginning of Year Carryover and Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year).....	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of <u>-1.64%</u>	0	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		11,624,001
	b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.31%</u>		733,474
	b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
	c Total available at beginning of current plan year to add to prefunding balance		12,357,475
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d - line 12)	0	0

Part III Funding Percentages			
14	Funding target attainment percentage	14	104.13%
15	Adjusted funding target attainment percentage	15	104.13%
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	111.02%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
09/08/2017	30,000,000	0			
Totals ►			18(b)	30,000,000	18(c)
					0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years.....	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	27,190,273

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year?..... ☐ Yes ☒ No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?..... ☐ Yes ☐ No

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:			
a Segment rates:	1st segment: 4.43 %	2nd segment: 5.91 %	3rd segment: 6.65 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 4
22 Weighted average retirement age			22 61
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	12,016,603	
b Excess assets, if applicable, but not greater than line 31a	31b	12,016,603	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	0	0	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	0	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0
36 Additional cash requirement (line 34 minus line 35)	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	27,190,273	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	27,190,273	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected ☐ 2 plus 7 years ☐ 15 years			
b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011			
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

Schedule SB, line 22 — Description of Weighted Average Retirement Age

Each employee is assumed to retire in accordance with the table of retirement rates. The proportion of employees expected to retire at each potential retirement age is shown below. The average retirement age is 61.

(A) Retirement age	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) x (D)
55	12.5%	10,000	1250	68,750
56	12.5%	8,750	1094	61,250
57	12.5%	7,656	957	54,551
58	12.5%	6,699	837	48,569
59	12.5%	5,862	733	43,231
60	12.5%	5,129	641	38,468
61	12.5%	4,488	561	34,221
62	15.0%	3,927	589	36,521
63	12.5%	3,338	417	26,286
64	12.5%	2,921	365	23,365
65	20.0%	2,556	511	33,223
66	20.0%	2,044	409	26,987
67	20.0%	1,636	327	21,917
68	30.0%	1,308	393	26,693
69	40.0%	916	366	25,280
70	100.0%	550	550	38,469
Total			10,000	607,779
Average				61

Schedule SB, Part V — Summary of Plan Provisions**Summary of Major Plan Provisions**

Effective date and plan year	Original plan: January 1, 1989 Restated plan: January 1, 2011 Plan year: Calendar year
Status of the plan	<p>During 2015, the plan was amended to freeze all accruals as of December 31, 2016. Employees who are hired or rehired after July 1, 2014, are not eligible to participate in the plan.</p> <p>As of December 31, 2010, the Ogilvy Public Relations Worldwide Cash Balance Pension Plan ("OPR") merged into the Ogilvy & Mather Account Balance Defined Benefit Pension Plan ("O&M"). Benefits accrued through December 31, 2010 for legacy OPR participants will be protected and administered in accordance with most of the OPR plan provisions (please see "Legacy OPR Plan Provisions" following this section for more detailed information). Starting on January 1, 2011, legacy OPR participants began accruing benefits under the O&M plan formula, with the exception of OPR grandfathered participants.</p>
Significant events that occurred during the year	None.
Definitions	
• Eligibility	All employees of participating employers are eligible to participate following the completion of 12 consecutive months of service in which 1,000 hours of service is credited; however, employees who are hired or rehired after July 1, 2014, are not eligible to participate in the plan.
• Vesting	<p>Participants shall become vested upon satisfying one of the following conditions:</p> <ol style="list-style-type: none"> 1) Participants who were members of the Profit Sharing Retirement Plan as of December 31, 1988 are 100% vested on January 1, 1989. 2) Participants hired from January 1, 1986, through December 31, 1988 are 100% vested on the December 31 coincident with or following three years of service. 3) Participants hired on or after January 1, 1989 are 100% vested immediately after attaining five years of service. 4) Beginning on January 1, 2008, participants are 100% vested immediately after attaining three years of service. <p>Participants are credited with vesting service for service provided to any employer of the WPP controlled group.</p>

Schedule SB, Part V — Summary of Plan Provisions

- Pensionable earnings**

A Participant's base pay, excluding overtime, bonuses, deferred compensation, severance pay and any other similar earnings. Eligible Compensation includes all 401(k) salary reduction contributions under the Company's Profit Sharing Retirement and 401(k) Plan. Eligible Compensation is limited to \$230,000 effective January 1, 2009.

The compensation of a Participant who is absent because of military leave will be based on the Participant's rate of pay when the leave began or, if the Participant was not receiving a determinable rate of pay when the leave began, the average of the Participant's pay during the shorter of 12 months before his military leave began or his Period of Service. Compensation will be credited under this paragraph only while the Participant's reemployment rights are protected by law.

- Interest Credits**

Through the 1995 plan year, the rate of interest credited to a given plan year's accrual was given by the set of deferred PBGC interest factors in effect for the month ending prior to the plan year. These rates are shown in the table below:

Plan Year	Applicable Interest Credit Rate	
1989	7.00%	1990-1996
	5.75%	1997-2004
	4.00%	2005 and beyond
1990	6.50%	1991-1997
	5.25%	1998-2005
	4.00%	2006 and beyond
1991	6.75%	1992-1998
	5.50%	1999-2006
	4.00%	2007 and beyond
1992	6.00%	1993-1999
	4.75%	2000-2007
	4.00%	2008 and beyond
1993	5.25%	1994-2000
	4.00%	2001 and beyond
1994	4.00%	All Plan Years
1995	5.50%	1996-2002
	4.25%	2003-2010
	4.00%	2011 and beyond

Schedule SB, Part V — Summary of Plan Provisions

Effective January 1, 1996, all future benefit accruals are credited with an amount equivalent to an annual interest rate equal to the greater of (i) 4% (interest crediting rate floor, or "ICR floor"), or (ii) the annual rate of interest on one-year Treasury constant maturities for the November preceding the plan year.

Effective January 1, 2014, all future benefit accruals are credited with an amount equivalent to an annual interest rate equal to the greater of (i) 3% (ICR floor) or (ii) the annual rate of interest on one-year Treasury constant maturities for the November preceding the plan year. The ICR floor was lowered from 4% to 3% by implementing a wear-away formula effective January 1, 2014. Note that the participant account balance under this amendment would be computed as the greater of (1) the account balance as of December 31, 2013, plus interest credits using the 4% ICR floor ("Frozen Account Balance"), and (2) the account balance as of December 31, 2013, plus compensation credits and interest credits using the 3% ICR floor ("Alternate Account Balance").

For plan years ending prior to January 1, 1997, interest credits determined above shall be credited annually as of the last day of the plan year to which the applicable interest credit relates.

For plan years beginning on or after January 1, 1997, interest credits determined above shall be credited as of the last day of the calendar month to which the applicable interest credit relates. For purposes of crediting interest monthly, each applicable annual rate of interest shall be converted into a corresponding monthly rate, when compounded monthly, will yield the same amount of interest for the year.

Schedule SB, Part V — Summary of Plan Provisions

<ul style="list-style-type: none"> • Compensation Credits 	<p>An account is established for each Participant at the end of the plan year in which the Participant first becomes eligible. For each plan year ending prior to January 1, 1997, a Participant's Account Balance shall be credited as of the last day of such plan year with a compensation credit equal to 10% of his compensation for that plan year. Effective for plan years beginning on and after January 1, 1997, a Participant's Account shall be credited at the end of each calendar month with a Compensation Credit equal to 10% of his Compensation for that month.</p> <p>Effective January 1, 2007, a participant in the former "141" group shall be credited at the end of each calendar month with a Compensation Credit equal to 10% of his Compensation for that month. Prior to January 1, 2007, a participant in the former "141" group was credited at the end of each calendar month with a Compensation Credit equal to 5% of his Compensation for that month (3% Compensation Credit before 2006).</p> <p>Effective January 1, 2008, a participant in the former BEN marketing group shall be credited at the end of each calendar month with a Compensation Credit equal to 10% of his Compensation for that month. Prior to January 1, 2008, a participant in the former BEN marketing group was credited at the end of each calendar month with a Compensation Credit equal to 3% of his Compensation for that month.</p> <p>Effective January 1, 2008, a participant in the Leopard group shall be credited at the end of each calendar month with a Compensation Credit equal to 5% of his Compensation for that month, plus Interest Credits for each month.</p> <p>Effective January 1, 2014, a participant in the Leopard group shall be credited at the end of each calendar month with a Compensation Credit equal to 6% of his Compensation for that month, plus Interest Credits for each month.</p> <p>Effective December 31, 2016, no additional Compensation Credits shall be credited.</p>
Normal retirement	
<ul style="list-style-type: none"> • Eligibility • Benefit 	<p>Age 65 or age 62 and vested.</p> <p>The monthly retirement benefit payable to a Participant at any retirement date is equal to the actuarial equivalent of his account balance as of such date.</p>
Early retirement	
<ul style="list-style-type: none"> • Eligibility • Benefit 	<p>Age 55 and vested or 20 years of vesting service.</p> <p>The monthly retirement benefit payable to a Participant at any retirement date is equal to the actuarial equivalent of his account balance as of such date.</p>

Schedule SB, Part V — Summary of Plan Provisions

Late retirement	
• Eligibility	After age 65
• Benefit	Participants who work past Normal Retirement continue to earn benefits under the plan.
Deferred vested	
• Eligibility	Vested
• Benefit	Upon termination of employment, a vested Participant may elect to receive a benefit which is the actuarial equivalent of his account balance, or the participant may elect to defer receipt of the benefit.
Disability	
• Eligibility	A Participant is fully vested upon permanent disability.
• Benefit	Upon permanent disability, a Participant may elect to receive a benefit which is the actuarial equivalent of his account balance.
Pre-retirement death	
• Eligibility	A Participant's account becomes fully vested upon death.
• Benefit	A beneficiary may elect within one year of the Participant's death to receive an immediate benefit which is the actuarial equivalent of the Participant's account balance or the beneficiary may elect to defer receipt of the benefit.
Unpredictable contingent event benefits	None
Form of benefits	
• Automatic form for unmarried participants	Single Life annuity
• Automatic form for married participants	Qualified Joint & Survivor annuity
• Optional forms	a) Lump sum distribution b) Life annuity c) 50% joint and survivor annuity d) 75% joint and survivor annuity e) 100% joint and survivor annuity f) An annuity for a certain number of years (not to exceed 10) g) Life annuity with 10 years guaranteed
• Actuarial Equivalence	<u>Annual rate of interest:</u> The applicable interest rates prescribed under Section 417(e)(3) of the Code by the Commissioner of the Internal Revenue Service. <u>Mortality:</u> The applicable mortality table prescribed under Section 417(e)(3) of the Code by the Commissioner of the Internal Revenue Service.

Schedule SB, Part V — Summary of Plan Provisions

Miscellaneous	
• Maximum compensation	Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. This limit is indexed annually; however, the limit was frozen at \$230,000 effective January 1, 2009.
• Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2016, the limit is \$210,000.

Legacy OPR Plan Provisions through December 31, 2010

Definitions	
• Eligibility for Membership	All Employees are eligible to participate in the plan commencing on the January 1 or the July 1 following the completion of either six consecutive months of full-time employment or one Year of Service. A Year of Service is the first twelve months of employment or any subsequent plan year during which an Employee is paid for 1,000 or more hours.
• Compensation	Regular salary or wages including bonus, overtime and commissions but excluding moving and relocation expenses, imputed income from group life insurance and executive long term disability benefits, payments related to the exercise of stock options, and other irregular or non-recurring forms of compensation. In no event will compensation be used in excess of the compensation limit defined by Section 401(a)(17) of the Internal Revenue Code. For 2016, the compensation limit is \$265,000.
• Five Year Average Compensation	Compensation averaged over the five consecutive Years of Vesting Service which produce the highest average.

Normal Retirement	
• Eligibility	Later of the attainment of age 65 or the fifth anniversary of the date of participation.
• Retirement Benefit	Calculated under (A), (B) or (C), whichever is applicable: (A) For a Participant who is credited with one Hour of Service on or after January 1, 2002, and who is an active Employee of the Company and who has 5 or more Years of Vesting Service on January 1, 2002, an amount equal to sum of the Participant's Retirement Account Balance and his Prior Plan Accrued Benefit but not less than his Grandfathered Accrued Benefit. (B) For a Participant who is credited with one Hour of Service on or after January 1, 2002 and who is an active Employee of the Company and who has less than 5 Years of Vesting Service on January 1, 2002, an amount equal to sum of the Participant's Retirement Account Balance and his Prior Plan Accrued Benefit. (C) For a Participant who was not credited with one Hour of Service on or after January 1, 2002, an amount equal to his

Schedule SB, Part V — Summary of Plan Provisions

	Prior Plan Accrued Benefit.
• Retirement Account Balance	<p>The sum of the Pay Credits and Interest Credits allocated to the Participant's Retirement Account, as follows:</p> <p>Pay Credit:</p> <p>An annual allocation of 4% of Compensation will be credited to the Participant's Retirement Account as of the last day of each Plan Year beginning on or after January 1, 2002.</p> <p>Interest Credits:</p> <p>As of the last day of each Plan Year beginning on or after January 1, 2002, an annual Interest Credit will be paid equal to the lesser of i) 8% and ii) the average rate for ten-year U.S. Treasury bills for the month of November of the previous plan year. Interest Credits are earned until the account is distributed.</p> <p>The benefit payable will be the annuity equivalent of the Retirement Account Balance at date of determination based on mortality as designated by IRC Section 417(e) and PPA segment interest rates for lump sums for the month of November of the previous Plan Year.</p>
• Grandfathered Accrued Benefit	<p>For participants that had 5 years of service as of January 1, 2002, an annual amount equal to the greater of the Regular Benefit and the Minimum Benefit, as determined below:</p> <p>Regular Benefit</p> <p>[(2% of Five Year Average Compensation) - (0.65% Social Security Covered Compensation)] x [Years of Benefit Service (up to a maximum of 25)]</p> <p>Minimum Benefit (for employees hired before 1/1/1997)</p> <p>The greater of (A) or (B) below:</p> <p>(A) [3% of Five Year Average Compensation] x [Years of Benefit Service (up to 10) completed before 1/1/1997]</p> <p>(B) [(2.5% of Five Year Average Compensation) - (0.65% Social Security Covered Compensation)] x [Years of Benefit Service (up to a maximum of 20)]</p>
• Prior Plan Accrued Benefit	An annual amount calculated in the manner of the Grandfathered Accrued Benefit as if the Participant had terminated employment on December 31, 2001 or, if earlier, on the date his employment actually terminated.

Pension Benefits at Early Retirement

• Eligibility	The third anniversary of the date of participation
• Retirement Benefit	The same as the benefits payable for Normal Retirement, with the Grandfathered Accrued Benefit and the Prior Plan Accrued Benefit reduced for commencement of benefits prior to the Participant's Normal Retirement Date. Both benefits shall be reduced 5/9% for each of the first 60 months that the Participant's Early Retirement Date precedes Normal Retirement Date and 5/18% for the next 120 months that the Participant's Early Retirement Date precedes Normal Retirement Date, and thereafter on the basis of mortality determined in accordance with the UP-1984 Table and 8% interest.

Schedule SB, Part V — Summary of Plan Provisions

- Disability Benefit Upon the termination of a Participant's employment as the result of a physical or mental disability, the participant shall have a 100% nonforfeitable right to the Retirement Account Balance and shall be entitled to the actuarial equivalent of the Prior Plan Accrued Benefit.

Vested Benefit

- Eligibility All Participants who terminate after completing three Years of Vesting Service.
- Benefit Same as for Early Retirement.

Pre-retirement Death Benefit

- Eligibility All Participants who die after completing three Years of Vesting Service.
- Benefit Married Participants
If the Participant was credited with an Hour of Service on or after January 1, 2002, the surviving spouse shall receive an annuity for life equal to the greater of (A) and (B) below, where:
(A) is the sum of i) the Prior Plan Accrued Benefit calculated as of the day prior to the death of the participant in the form of a 50% joint and survivor annuity; and ii) an annuity payable for the life of the spouse that is the actuarial equivalent of the participant's Retirement Account Balance; and
(B) is the amount which would have been payable to the spouse had the participant terminated employment on the day prior to death and had commenced receiving the Grandfathered Accrued Benefit in the form of a 50% joint and survivor annuity.
If the Participant was not credited with an Hour of Service on or after January 1, 2002, the spouse shall receive an amount equal to that which would have been payable had the participant terminated employment on the day prior to death, survived to age 50 (or age at death, if later), and commenced receiving the Grandfathered Accrued Benefit in the form of a 50% joint and survivor annuity.
Unmarried Participants
If the Participant was not married at death, the designated beneficiary shall be entitled to the lump sum equal to the Participant's Retirement Account Balance.

- Post-retirement Death Benefit** As provided by the normal form of benefit or by the election of an optional form of benefit.

Form of Benefits

- Automatic form for unmarried participants Single life annuity.
- Automatic form for married participants 50% joint and survivor annuity.

Schedule SB, Part V — Summary of Plan Provisions

- Optional Forms
 - a) Lump sum distribution
 - b) 50% joint and survivor annuity
 - c) 66 2/3% joint and survivor annuity
 - d) 75% joint and survivor annuity
 - e) 100% joint and survivor annuity
 - f) Life annuity with 10 years guaranteed
-

Benefits Included or Excluded

Unless noted below, all benefits provided by the plan, as restated and amended through January 1, 2016, are included in this valuation.

- **Most recent plan amendments included:** All amendments adopted through December 31, 2015.
- **Plan amendments excluded:** None.
- **Late retirement increases:** N/A
- **Internal Revenue Code limitations:** The limitations of Internal Revenue Code Section 415(b) and 401(a)(17) have been incorporated into our calculations.
- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60% of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.
- **IRC Section 436 benefit restrictions:**
 - *Unpredictable contingent event benefits:* N/A
 - *Plan amendments:* N/A
 - *Prohibited payments:* Limitations on prohibited benefits (if any) are reflected for annuity starting dates before the valuation date but are ignored for annuity starting dates on or after the valuation date.
 - *Benefit accruals:* The plan's funding target does not reflect any limitation on benefit accruals. The target normal cost does not reflect any limitation on benefit accruals.
- **Scheduled benefit increases:** N/A
- **Unpredictable contingent event benefits:** The plan does not have any unpredictable contingent event benefits.

Plan Provision Changes Since Prior Valuation

- The O&M Qualified Plan was amended effective October 1, 2015, to remove the age and service requirements for benefit commencement (i.e., all participants can now elect to receive their benefits at any time after termination of employment).
- The O&M Qualified Plan was amended to freeze all accruals as of December 31, 2016.

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PN: 003

OGILVY & MATHER
ACCOUNT BALANCE DEFINED BENEFIT PENSION PLAN

Form 5500, Schedule H, Part IV, line 4i -
Schedule of Assets (Held at End of Year)
December 31, 2016

(a) 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
* BlackRock MSCI ACWI IMI Index Fund	Common Collective Trust	\$ 106,630,345	\$ 100,640,611
* BlackRock Long Duration Corp Fund	Common Collective Trust	82,759,615	85,357,848
* BlackRock L/T Government Bond Index Fund	Common Collective Trust	32,890,019	32,043,582
* BlackRock Int Government Bond Index Fund	Common Collective Trust	16,324,198	16,114,808
* BlackRock US STRIPS Bond Index Fund	Common Collective Trust	13,268,373	12,038,366
* BlackRock S/T Investment Fund	Common Collective Trust	1,480	1,480
* JPMorgan US Government MMKT Fund	Mutual Fund	22,023,951	22,023,951
TOTAL ASSETS (HELD AT END OF YEAR)		\$ 273,897,981	\$ 268,220,646

* Party-in-interest

See accompanying Independent Auditor's Report.

Schedule SB, line 24 — Change in Actuarial Assumptions

The following changes were made to the assumptions since the January 1, 2015 valuation:

- The expected investment return was updated from 4.83% for 2015 to 5.18% for 2016 to reflect future expectations.
- The interest accumulation rate was updated as follows:
 - For the “Frozen Account Balance,” 4.00% through 2022 and 4.15% thereafter; and
 - For the “Alternate Account Balance,” 3.00% through 2020 and 3.70% thereafter.
- Administrative expenses were assumed to be the same as the prior year actual expenses since no significant changes were anticipated. For this purpose, expected expenses are rounded up to the next \$5,000. The resulting administrative expense assumption for 2016 is \$45,000, which increased from \$35,000 for 2015.
- The salary increase assumption was updated to reflect more recent plan experience.
- The withdrawal rates were updated to reflect more recent plan experience.
- The retirement rates were updated to reflect more recent plan experience.
- The benefit commencement age assumption for current and future deferred vested participants was updated to reflect more recent plan experience.