

|                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                                                         |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------|
| <b>Form 5500</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security<br>Administration<br><br>Pension Benefit Guaranty Corporation | <b>Annual Return/Report of Employee Benefit Plan</b><br><br>This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).<br><br><p style="text-align: center;">▶ <b>Complete all entries in accordance with the instructions to the Form 5500.</b></p> | OMB Nos. 1210-0110<br>1210-0089<br><br><b>2009</b><br><br><b>This Form is Open to Public Inspection</b> |
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|                                                                                                          |                                                                                                                                                                                                                                           |
|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b>                                                                                            | <b>Annual Report Identification Information</b>                                                                                                                                                                                           |
| For calendar plan year 2009 or fiscal plan year beginning <u>01/01/2009</u> and ending <u>12/31/2009</u> |                                                                                                                                                                                                                                           |
| <b>A</b> This return/report is for:                                                                      | <input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or<br><input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____                         |
| <b>B</b> This return/report is:                                                                          | <input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report;<br><input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months). |
| <b>C</b> If the plan is a collectively-bargained plan, check here. . . . .                               | <input checked="" type="checkbox"/>                                                                                                                                                                                                       |
| <b>D</b> Check box if filing under:                                                                      | <input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program;<br><input type="checkbox"/> special extension (enter description)                                 |

|                                                                                                                                                                                                                                                     |                                                                                                                                                                                                                                                                                                                                        |                                                                     |                                                             |                                                             |  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------------------------------|-------------------------------------------------------------|--|
| <b>Part II</b>                                                                                                                                                                                                                                      | <b>Basic Plan Information</b> —enter all requested information                                                                                                                                                                                                                                                                         |                                                                     |                                                             |                                                             |  |
| <b>1a</b> Name of plan<br><u>DEX MEDIA, INC. EMPLOYEE SAVINGS PLAN</u>                                                                                                                                                                              | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;"><b>1b</b> Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2"><b>1c</b> Effective date of plan<br/><u>11/01/2002</u></td> </tr> </table>                        | <b>1b</b> Three-digit plan number (PN) ▶                            | <u>001</u>                                                  | <b>1c</b> Effective date of plan<br><u>11/01/2002</u>       |  |
| <b>1b</b> Three-digit plan number (PN) ▶                                                                                                                                                                                                            | <u>001</u>                                                                                                                                                                                                                                                                                                                             |                                                                     |                                                             |                                                             |  |
| <b>1c</b> Effective date of plan<br><u>11/01/2002</u>                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                                                                        |                                                                     |                                                             |                                                             |  |
| <b>2a</b> Plan sponsor's name and address (employer, if for a single-employer plan)<br>(Address should include room or suite no.)<br><u>DEX MEDIA, INC. C/O BENEFITS DEPARTMENT</u><br><br><u>9380 STATION STREET</u><br><u>LONE TREE, CO 80124</u> | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td><b>2b</b> Employer Identification Number (EIN)<br/><u>20-4059762</u></td> </tr> <tr> <td><b>2c</b> Sponsor's telephone number<br/><u>303-784-2900</u></td> </tr> <tr> <td><b>2d</b> Business code (see instructions)<br/><u>517000</u></td> </tr> </table> | <b>2b</b> Employer Identification Number (EIN)<br><u>20-4059762</u> | <b>2c</b> Sponsor's telephone number<br><u>303-784-2900</u> | <b>2d</b> Business code (see instructions)<br><u>517000</u> |  |
| <b>2b</b> Employer Identification Number (EIN)<br><u>20-4059762</u>                                                                                                                                                                                 |                                                                                                                                                                                                                                                                                                                                        |                                                                     |                                                             |                                                             |  |
| <b>2c</b> Sponsor's telephone number<br><u>303-784-2900</u>                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                        |                                                                     |                                                             |                                                             |  |
| <b>2d</b> Business code (see instructions)<br><u>517000</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.

|                  |                                                   |            |                                                              |
|------------------|---------------------------------------------------|------------|--------------------------------------------------------------|
| <b>SIGN HERE</b> | Filed with authorized/valid electronic signature. | 08/31/2010 | DONNA TIKKANEN-DAVIS                                         |
|                  | Signature of plan administrator                   | Date       | Enter name of individual signing as plan administrator       |
| <b>SIGN HERE</b> | Filed with authorized/valid electronic signature. | 08/31/2010 | DONNA TIKKANEN-DAVIS                                         |
|                  | Signature of employer/plan sponsor                | Date       | Enter name of individual signing as employer or plan sponsor |
| <b>SIGN HERE</b> |                                                   |            |                                                              |
|                  | Signature of DFE                                  | Date       | Enter name of individual signing as DFE                      |

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2009)  
v.092307.1

|                                                                                                                                                                                      |                                                                                                               |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|
| <b>3a</b> Plan administrator's name and address (if same as plan sponsor, enter "Same")<br>DEX MEDIA, INC. C/O BENEFITS DEPARTMENT<br><br>9380 STATION STREET<br>LONE TREE, CO 80124 | <b>3b</b> Administrator's EIN<br>20-4059762<br><br><b>3c</b> Administrator's telephone number<br>303-784-2900 |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                                                                         |                                                        |      |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|------|
| <b>4</b> 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:<br><br><b>a</b> Sponsor's name<br>R.H. DONNELLEY | <b>4b</b> EIN<br>20-4059762<br><br><b>4c</b> PN<br>001 |      |
| <b>5</b> Total number of participants at the beginning of the plan year                                                                                                                                                                 | <b>5</b>                                               | 2424 |
| <b>6</b> Number of participants as of the end of the plan year (welfare plans complete only lines <b>6a</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).                                                                                  |                                                        |      |
| <b>a</b> Active participants.....                                                                                                                                                                                                       | <b>6a</b>                                              | 1091 |
| <b>b</b> Retired or separated participants receiving benefits.....                                                                                                                                                                      | <b>6b</b>                                              | 2    |
| <b>c</b> Other retired or separated participants entitled to future benefits.....                                                                                                                                                       | <b>6c</b>                                              | 478  |
| <b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....                                                                                                                                                                | <b>6d</b>                                              | 1571 |
| <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....                                                                                                                               | <b>6e</b>                                              | 0    |
| <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....                                                                                                                                                                                 | <b>6f</b>                                              | 1571 |
| <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....                                                                                          | <b>6g</b>                                              | 1291 |
| <b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....                                                                                              | <b>6h</b>                                              | 25   |
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) .....                                                                                                    | <b>7</b>                                               |      |

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

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

|                                                                                                                                                                                                                                  |                                                                                                                                                                                                                                  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>9a</b> Plan funding arrangement (check all that apply)                                                                                                                                                                        | <b>9b</b> Plan benefit arrangement (check all that apply)                                                                                                                                                                        |
| (1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor | (1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor |

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

**a Pension Schedules**

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

**b General Schedules**

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

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                        |                                                |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------|
| <b>SCHEDULE C</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Service Provider Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110                              |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                        | <b>2009</b>                                    |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                        | <b>This Form is Open to Public Inspection.</b> |

|                                                                                                          |                                                             |
|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|
| For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009               |                                                             |
| <b>A</b> Name of plan<br>DEX MEDIA, INC. EMPLOYEE SAVINGS PLAN                                           | <b>B</b> Three-digit plan number (PN) ▶ 001                 |
|                                                                                                          |                                                             |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br>DEX MEDIA, INC. C/O BENEFITS DEPARTMENT | <b>D</b> Employer Identification Number (EIN)<br>20-4059762 |

|               |                                                        |
|---------------|--------------------------------------------------------|
| <b>Part I</b> | <b>Service Provider Information (see instructions)</b> |
|---------------|--------------------------------------------------------|

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.

|                                                                               |
|-------------------------------------------------------------------------------|
| <b>1 Information on Persons Receiving Only Eligible Indirect Compensation</b> |
|-------------------------------------------------------------------------------|

|                                                                                                                                                                                                                                                                                   |                                                                     |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|
| <b>a</b> 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)..... | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|

|                                                                                                                                                                                                                                                                |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>b</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>(b)</b> Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |                                               |
| COLUMBIA MANAGEMENT CO.                                                                                           | ONE FINANCIAL CENTER<br>BOSTON, MA 02111-2621 |

|                                                                                                                  |                                             |
|------------------------------------------------------------------------------------------------------------------|---------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation |                                             |
| JANUS MUTUAL FUNDS                                                                                               | 151 DETROIT STREET<br>DENVER, CO 80219-0668 |

|                                                                                                                   |                                                          |
|-------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |                                                          |
| PACIFIC INVESTMENT MGMT COMP                                                                                      | 840 NEWPORT CENTER DRIVE<br>NEWPORT BEACH, CA 92660-6397 |

|                                                                                                                   |                                                                              |
|-------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |                                                                              |
| STATE STREET GLOBAL ADVISORS                                                                                      | ONE LINCOLN STREET<br>STATE STREET FINANCIAL CENTER<br>BOSTON, MA 02111-2900 |

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

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WELLS FARGO NATIONAL BANK

100 HERITAGE RESERVE  
MENOMONEE FALLS, WI 53051

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

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VICTORY FUNDS

4400 N FEDERAL HIGHWAY STE 210-19  
BOCA RATON, FL 33431

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

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COHEN &amp; STEERS FUNDS

280 PARK AVENUE 10TH FLOOR  
NEW YORK, NY 10017-1216

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

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PRUDENTIAL FUNDS

101 SABIN STREET  
PAWTUCKET, RI 02860-1427

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

---

VANGUARD

100 VANGUARD BLVD  
MALVERN, PA 19355-2331

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

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HARBOR CAPITAL ADVISORS

111 S WACKER DR 34TH FL  
CHICAGO, IL 60606

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

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EATON VANCE FUNDS

TWO INTERNATIONAL PLACE  
BOSTON, MA 02110

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**(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)

MERCER HR SERVICES, LLC

20-1932099

| <b>(b)</b><br>Service Code(s)                            | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|----------------------------------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 15 21 25 33<br>37 38 49 50<br>55 60 62 64<br>65 71 72 99 | TRUSTEE                                                                                                  | 23559                                                                         | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                         | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                                                   | 19377                                                                                                                                                                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                 |

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

GILLIAM COBLE & MOSER, LLP

56-0587953

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 10                            | ACCOUNTANT                                                                                               | 11685                                                                         | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                         | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                                                   | 0                                                                                                                                                                                      | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                 |

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

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

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

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

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

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

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

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

**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<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| MERCER HR SERVICES, LLC                                 | 21 25 60                                | 3259                                      |

| (d) Enter name and EIN (address) of source of indirect compensation   | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|-----------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| COLUMBIA MANAGEMENT CO. ONE FINANCIAL CENTER<br>BOSTON, MA 02111-2621 | TRUSTEE SUB-TRANSFER AGENT                                                                                                                                         |

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| MERCER HR SERVICES, LLC                                 | 21 25 60                                | 1815                                      |

| (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. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| EATON VANCE FUNDS TWO INTERNATIONAL PLACE<br>BOSTON, MA 02110       | TRUSTEE SUB-TRANSFER AGENT                                                                                                                                         |

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| MERCER HR SERVICES, LLC                                 | 21 25 60                                | 4490                                      |

| (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. |
|----------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| HARBOR CAPITAL ADVISORS 111 S WACKER DR 34TH FL<br>CHICAGO, IL 60606 | TRUSTEE SUB-TRANSFER AGENT                                                                                                                                         |

**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<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| MERCER HR SERVICES, LLC                                 | 21 25 60                                | 4845                                      |

| (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. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| JANUS MUTUAL FUNDS<br>151 DETROIT STREET<br>DENVER, CO 80219-0668   | TRUSTEE SUB-TRANSFER AGENT                                                                                                                                         |

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| MERCER HR SERVICES, LLC                                 | 21 25 60                                | 1362                                      |

| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PRUDENTIAL FUNDS<br>101 SABIN STREET<br>PAWTUCKET, RI 02860-1427    | TRUSTEE SUB-TRANSFER AGENT                                                                                                                                         |

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| MERCER HR SERVICES, LLC                                 | 21 25 60                                | 1475                                      |

| (d) Enter name and EIN (address) of source of indirect compensation        | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| VICTORY FUNDS<br>4400 N FEDERAL HIGHWAY STE 210-19<br>BOCA RATON, FL 33431 | TRUSTEE SUB-TRANSFER AGENT                                                                                                                                         |

**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<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| MERCER HR SERVICES, LLC                                 | 21 25 60                                | 1005                                      |

| (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. |
|--------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| WELLS FARGO NATIONAL BANK<br>100 HERITAGE RESERVE<br>MENOMONEE FALLS, WI 53051 | TRUSTEE SUB-TRANSFER AGENT                                                                                                                                         |

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(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<br>(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)

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN;       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN;       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                                                                                                                                                                                   |  |                                                                                                                                                                                                                               |                                                                                                      |                                                                                             |  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------|--|
| <div>SCHEDULE D<br/>(Form 5500)<br/><br/>Department of the Treasury<br/>Internal Revenue Service<br/><br/>Department of Labor<br/>Employee Benefits Security Administration</div> |  | <div>DFE/Participating Plan Information<br/><br/>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br/><br/>▶ File as an attachment to Form 5500.</div> |                                                                                                      | <div>OMB No. 1210-0110<br/><br/>2009<br/><br/>This Form is Open to Public Inspection.</div> |  |
| For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009                                                                                        |  |                                                                                                                                                                                                                               |                                                                                                      |                                                                                             |  |
| A Name of plan<br>DEX MEDIA, INC. EMPLOYEE SAVINGS PLAN                                                                                                                           |  |                                                                                                                                                                                                                               |                                                                                                      | B Three-digit plan number (PN) ▶ 001                                                        |  |
| C Plan or DFE sponsor's name as shown on line 2a of Form 5500<br>DEX MEDIA, INC. C/O BENEFITS DEPARTMENT                                                                          |  |                                                                                                                                                                                                                               |                                                                                                      | D Employer Identification Number (EIN)<br>20-4059762                                        |  |
| Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)<br>(Complete as many entries as needed to report all interests in DFEs)  |  |                                                                                                                                                                                                                               |                                                                                                      |                                                                                             |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD RETIREMENT SAVINGS TRUST                                                                                                         |  |                                                                                                                                                                                                                               |                                                                                                      |                                                                                             |  |
| b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY                                                                                                       |  |                                                                                                                                                                                                                               |                                                                                                      |                                                                                             |  |
| c EIN-PN 23-2186884-022                                                                                                                                                           |  | d Entity code C                                                                                                                                                                                                               | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 9342282 |                                                                                             |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA S & P 500 INDEX FUND                                                                                                                 |  |                                                                                                                                                                                                                               |                                                                                                      |                                                                                             |  |
| b Name of sponsor of entity listed in (a): STATE STREET GLOBAL ADVISORS                                                                                                           |  |                                                                                                                                                                                                                               |                                                                                                      |                                                                                             |  |
| c EIN-PN 04-0025081-519                                                                                                                                                           |  | d Entity code C                                                                                                                                                                                                               | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6110581 |                                                                                             |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                           |  |                                                                                                                                                                                                                               |                                                                                                      |                                                                                             |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                        |  |                                                                                                                                                                                                                               |                                                                                                      |                                                                                             |  |
| c EIN-PN                                                                                                                                                                          |  | d Entity code                                                                                                                                                                                                                 | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)         |                                                                                             |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                           |  |                                                                                                                                                                                                                               |                                                                                                      |                                                                                             |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                        |  |                                                                                                                                                                                                                               |                                                                                                      |                                                                                             |  |
| c EIN-PN                                                                                                                                                                          |  | d Entity code                                                                                                                                                                                                                 | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)         |                                                                                             |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                           |  |                                                                                                                                                                                                                               |                                                                                                      |                                                                                             |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                        |  |                                                                                                                                                                                                                               |                                                                                                      |                                                                                             |  |
| c EIN-PN                                                                                                                                                                          |  | d Entity code                                                                                                                                                                                                                 | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)         |                                                                                             |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                           |  |                                                                                                                                                                                                                               |                                                                                                      |                                                                                             |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                        |  |                                                                                                                                                                                                                               |                                                                                                      |                                                                                             |  |
| c EIN-PN                                                                                                                                                                          |  | d Entity code                                                                                                                                                                                                                 | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)         |                                                                                             |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                           |  |                                                                                                                                                                                                                               |                                                                                                      |                                                                                             |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                        |  |                                                                                                                                                                                                                               |                                                                                                      |                                                                                             |  |
| c EIN-PN                                                                                                                                                                          |  | d Entity code                                                                                                                                                                                                                 | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)         |                                                                                             |  |

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

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

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

**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                              |                                               |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|
| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Financial Information</b><br><br>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).<br><br><b>► File as an attachment to Form 5500.</b> | OMB No. 1210-0110                             |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                              | <b>2009</b>                                   |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                              | <b>This Form is Open to Public Inspection</b> |

|                                                                                                          |                                                                 |     |
|----------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------|-----|
| For calendar plan year 2009 or fiscal plan year beginning <b>01/01/2009</b> and ending <b>12/31/2009</b> |                                                                 |     |
| <b>A</b> Name of plan<br>DEX MEDIA, INC. EMPLOYEE SAVINGS PLAN                                           | <b>B</b> Three-digit plan number (PN) ►                         | 001 |
|                                                                                                          |                                                                 |     |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br>DEX MEDIA, INC. C/O BENEFITS DEPARTMENT | <b>D</b> Employer Identification Number (EIN)<br><br>20-4059762 |     |

|               |                                      |
|---------------|--------------------------------------|
| <b>Part I</b> | <b>Asset and Liability Statement</b> |
|---------------|--------------------------------------|

**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 |
|---------------------------------------------------------------------------------------------------|-----------------|-----------------------|-----------------|
| <b>a</b> Total noninterest-bearing cash .....                                                     | <b>1a</b>       |                       |                 |
| <b>b</b> Receivables (less allowance for doubtful accounts):                                      |                 |                       |                 |
| <b>(1)</b> Employer contributions .....                                                           | <b>1b(1)</b>    | 154386                | 65984           |
| <b>(2)</b> Participant contributions .....                                                        | <b>1b(2)</b>    | 290656                | 122461          |
| <b>(3)</b> Other.....                                                                             | <b>1b(3)</b>    | 86458                 | 107000          |
| <b>c</b> General investments:                                                                     |                 |                       |                 |
| <b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit) .....  | <b>1c(1)</b>    | 38564151              |                 |
| <b>(2)</b> U.S. Government securities.....                                                        | <b>1c(2)</b>    |                       |                 |
| <b>(3)</b> Corporate debt instruments (other than employer securities):                           |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                        | <b>1c(3)(A)</b> |                       |                 |
| <b>(B)</b> All other.....                                                                         | <b>1c(3)(B)</b> |                       |                 |
| <b>(4)</b> Corporate stocks (other than employer securities):                                     |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                        | <b>1c(4)(A)</b> |                       |                 |
| <b>(B)</b> Common .....                                                                           | <b>1c(4)(B)</b> |                       |                 |
| <b>(5)</b> Partnership/joint venture interests .....                                              | <b>1c(5)</b>    |                       |                 |
| <b>(6)</b> Real estate (other than employer real property) .....                                  | <b>1c(6)</b>    |                       |                 |
| <b>(7)</b> Loans (other than to participants) .....                                               | <b>1c(7)</b>    |                       |                 |
| <b>(8)</b> Participant loans .....                                                                | <b>1c(8)</b>    | 2969271               | 1698650         |
| <b>(9)</b> Value of interest in common/collective trusts.....                                     | <b>1c(9)</b>    | 14939727              | 15452863        |
| <b>(10)</b> Value of interest in pooled separate accounts.....                                    | <b>1c(10)</b>   |                       |                 |
| <b>(11)</b> Value of interest in master trust investment accounts .....                           | <b>1c(11)</b>   |                       |                 |
| <b>(12)</b> Value of interest in 103-12 investment entities .....                                 | <b>1c(12)</b>   |                       |                 |
| <b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds).....        | <b>1c(13)</b>   | 21307204              | 31366142        |
| <b>(14)</b> Value of funds held in insurance company general account (unallocated contracts)..... | <b>1c(14)</b>   |                       |                 |
| <b>(15)</b> Other .....                                                                           | <b>1c(15)</b>   |                       |                 |

**1d** Employer-related investments:

|                                                                      |              | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|--------------|-----------------------|-----------------|
| (1) Employer securities .....                                        | <b>1d(1)</b> |                       |                 |
| (2) Employer real property .....                                     | <b>1d(2)</b> |                       |                 |
| <b>e</b> Buildings and other property used in plan operation .....   | <b>1e</b>    |                       |                 |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | <b>1f</b>    | 78311853              | 48813100        |

**Liabilities**

|                                                                           |           |       |   |
|---------------------------------------------------------------------------|-----------|-------|---|
| <b>g</b> Benefit claims payable .....                                     | <b>1g</b> |       |   |
| <b>h</b> Operating payables .....                                         | <b>1h</b> |       |   |
| <b>i</b> Acquisition indebtedness .....                                   | <b>1i</b> |       |   |
| <b>j</b> Other liabilities .....                                          | <b>1j</b> | 29203 |   |
| <b>k</b> Total liabilities (add all amounts in lines 1g through 1j) ..... | <b>1k</b> | 29203 | 0 |

**Net Assets**

|                                                           |           |          |          |
|-----------------------------------------------------------|-----------|----------|----------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | <b>1l</b> | 78282650 | 48813100 |
|-----------------------------------------------------------|-----------|----------|----------|

**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 Contributions:**

|                                                                                                            |                 | (a) Amount | (b) Total |
|------------------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| (1) Received or receivable in cash from: <b>(A)</b> Employers .....                                        | <b>2a(1)(A)</b> | 1888266    |           |
| <b>(B)</b> Participants .....                                                                              | <b>2a(1)(B)</b> | 3511003    |           |
| <b>(C)</b> Others (including rollovers) .....                                                              | <b>2a(1)(C)</b> | 28076      |           |
| (2) Noncash contributions .....                                                                            | <b>2a(2)</b>    |            |           |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |            | 5427345   |

**b Earnings on investments:****(1) Interest:**

|                                                                                                      |                 |        |        |
|------------------------------------------------------------------------------------------------------|-----------------|--------|--------|
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) ..... | <b>2b(1)(A)</b> |        |        |
| <b>(B)</b> U.S. Government securities .....                                                          | <b>2b(1)(B)</b> |        |        |
| <b>(C)</b> Corporate debt instruments .....                                                          | <b>2b(1)(C)</b> |        |        |
| <b>(D)</b> Loans (other than to participants) .....                                                  | <b>2b(1)(D)</b> |        |        |
| <b>(E)</b> Participant loans .....                                                                   | <b>2b(1)(E)</b> | 123775 |        |
| <b>(F)</b> Other .....                                                                               | <b>2b(1)(F)</b> |        |        |
| <b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                        | <b>2b(1)(G)</b> |        | 123775 |

|                                                                                           |                 |        |        |
|-------------------------------------------------------------------------------------------|-----------------|--------|--------|
| (2) Dividends: <b>(A)</b> Preferred stock .....                                           | <b>2b(2)(A)</b> |        |        |
| <b>(B)</b> Common stock .....                                                             | <b>2b(2)(B)</b> |        |        |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                 | <b>2b(2)(C)</b> | 680587 |        |
| <b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> ..... | <b>2b(2)(D)</b> |        | 680587 |

|                 |              |  |  |
|-----------------|--------------|--|--|
| (3) Rents ..... | <b>2b(3)</b> |  |  |
|-----------------|--------------|--|--|

|                                                                                           |                 |  |   |
|-------------------------------------------------------------------------------------------|-----------------|--|---|
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                | <b>2b(4)(A)</b> |  |   |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                             | <b>2b(4)(B)</b> |  |   |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result ..... | <b>2b(4)(C)</b> |  | 0 |

|                                                                                                   |                 | (a) Amount | (b) Total |
|---------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| <b>2b</b> (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....              | <b>2b(5)(A)</b> |            |           |
| (B) Other .....                                                                                   | <b>2b(5)(B)</b> |            |           |
| (C) Total unrealized appreciation of assets.<br>Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....    | <b>2b(5)(C)</b> |            | 0         |
| (6) Net investment gain (loss) from common/collective trusts .....                                | <b>2b(6)</b>    |            | 1867993   |
| (7) Net investment gain (loss) from pooled separate accounts .....                                | <b>2b(7)</b>    |            |           |
| (8) Net investment gain (loss) from master trust investment accounts .....                        | <b>2b(8)</b>    |            |           |
| (9) Net investment gain (loss) from 103-12 investment entities .....                              | <b>2b(9)</b>    |            |           |
| (10) Net investment gain (loss) from registered investment<br>companies (e.g., mutual funds)..... | <b>2b(10)</b>   |            | 5620560   |
| <b>c</b> Other income.....                                                                        | <b>2c</b>       |            | 0         |
| <b>d</b> Total income. Add all <b>income</b> amounts in column (b) and enter total.....           | <b>2d</b>       |            | 13720260  |

**Expenses**

|                                                                                            |              |          |          |
|--------------------------------------------------------------------------------------------|--------------|----------|----------|
| <b>e</b> Benefit payment and payments to provide benefits:                                 |              |          |          |
| (1) Directly to participants or beneficiaries, including direct rollovers .....            | <b>2e(1)</b> | 10428296 |          |
| (2) To insurance carriers for the provision of benefits .....                              | <b>2e(2)</b> |          |          |
| (3) Other .....                                                                            | <b>2e(3)</b> |          |          |
| (4) Total benefit payments. Add lines <b>2e(1)</b> through <b>(3)</b> .....                | <b>2e(4)</b> |          | 10428296 |
| <b>f</b> Corrective distributions (see instructions) .....                                 | <b>2f</b>    |          | 5116     |
| <b>g</b> Certain deemed distributions of participant loans (see instructions).....         | <b>2g</b>    |          | 122258   |
| <b>h</b> Interest expense.....                                                             | <b>2h</b>    |          |          |
| <b>i</b> Administrative expenses: (1) Professional fees .....                              | <b>2i(1)</b> |          |          |
| (2) Contract administrator fees .....                                                      | <b>2i(2)</b> |          |          |
| (3) Investment advisory and management fees .....                                          | <b>2i(3)</b> |          |          |
| (4) Other .....                                                                            | <b>2i(4)</b> | 35244    |          |
| (5) Total administrative expenses. Add lines <b>2i(1)</b> through <b>(4)</b> .....         | <b>2i(5)</b> |          | 35244    |
| <b>j</b> Total expenses. Add all <b>expense</b> amounts in column (b) and enter total..... | <b>2j</b>    |          | 10590914 |

**Net Income and Reconciliation**

|                                                                               |              |  |          |
|-------------------------------------------------------------------------------|--------------|--|----------|
| <b>k</b> Net income (loss). Subtract line <b>2j</b> from line <b>2d</b> ..... | <b>2k</b>    |  | 3129346  |
| <b>l</b> Transfers of assets:                                                 |              |  |          |
| (1) To this plan.....                                                         | <b>2l(1)</b> |  |          |
| (2) From this plan .....                                                      | <b>2l(2)</b> |  | 32598896 |

**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: **ANTON COLLINS MITCHELL LLP**

(2) EIN: **01-0724563**

**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 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

|                                                                                                                                                                                                                                                                                                                 | Yes | No | Amount   |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|----------|
| <b>a</b> 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.).....                 |     | X  |          |
| <b>b</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.)..... |     | X  |          |
| <b>c</b> 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.) .....                                                                                                                            |     | X  |          |
| <b>d</b> 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.).....                                                                                                                  |     | X  |          |
| <b>e</b> Was this plan covered by a fidelity bond?.....                                                                                                                                                                                                                                                         | X   |    | 25000000 |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....                                                                                                                                                                         |     | X  |          |
| <b>g</b> 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? .....                                                                                                                                      |     | X  |          |
| <b>h</b> 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? .....                                                                                                                            |     | X  |          |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....                                                                                                                                                   | X   |    |          |
| <b>j</b> 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.).....                                                                                    |     | X  |          |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....                                                                                                                                              |     | X  |          |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan? .....                                                                                                                                                                                                                              |     | X  |          |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....                                                                                                                                                                                     | X   |    |          |
| <b>n</b> 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. ....                                                                                                                        | X   |    |          |

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

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

| 5b(1) Name of plan(s)              | 5b(2) EIN(s) | 5b(3) PN(s) |
|------------------------------------|--------------|-------------|
| R.H. DONNELLEY 401(K) SAVINGS PLAN | 13-2740040   | 002         |
|                                    |              |             |
|                                    |              |             |
|                                    |              |             |

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            |                                                                                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| <b>SCHEDULE R</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Retirement Plan Information</b><br><br>This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2009</b><br><br><b>This Form is Open to Public Inspection.</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

|                                                                                                                 |                                                                    |
|-----------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>DEX MEDIA, INC. EMPLOYEE SAVINGS PLAN</u>                                           | <b>B</b> Three-digit plan number (PN) ▶<br><u>001</u>              |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>DEX MEDIA, INC. C/O BENEFITS DEPARTMENT</u> | <b>D</b> Employer Identification Number (EIN)<br><u>20-4059762</u> |

|               |                      |
|---------------|----------------------|
| <b>Part I</b> | <b>Distributions</b> |
|---------------|----------------------|

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

|                                                                                                                                                                                                                                                                |          |          |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|
| <b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....                                                                                                                          | <b>1</b> | <u>0</u> |
| <b>2</b> 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):<br>EIN(s): <u>20-2020334</u> |          |          |
| Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.                                                                                                                                                                                               |          |          |
| <b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....                                                                                                                                | <b>3</b> |          |

|                |                                                                                                                                                                              |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part II</b> | <b>Funding Information</b> (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) |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                                                                                                                                                                                             |                              |                             |                              |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|------------------------------|
| <b>4</b> Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....                                                                                                                                                                                                                                         | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A |
| If the plan is a defined benefit plan, go to line 8.                                                                                                                                                                                                                                                                                                        |                              |                             |                              |
| <b>5</b> 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 _____<br>If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule. |                              |                             |                              |
| <b>6 a</b> Enter the minimum required contribution for this plan year .....                                                                                                                                                                                                                                                                                 | <b>6a</b>                    |                             |                              |
| <b>b</b> Enter the amount contributed by the employer to the plan for this plan year .....                                                                                                                                                                                                                                                                  | <b>6b</b>                    |                             |                              |
| <b>c</b> 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).....                                                                                                                                                                                                             | <b>6c</b>                    |                             |                              |
| If you completed line 6c, skip lines 8 and 9.                                                                                                                                                                                                                                                                                                               |                              |                             |                              |
| <b>7</b> Will the minimum funding amount reported on line 6c be met by the funding deadline? .....                                                                                                                                                                                                                                                          | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A |
| <b>8</b> If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....                                                                                                     | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A |

|                 |                   |
|-----------------|-------------------|
| <b>Part III</b> | <b>Amendments</b> |
|-----------------|-------------------|

|                                                                                                                                                                                                                                |                                   |                                   |                               |                             |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|
| <b>9</b> 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(es). If no, check the "No" box..... | <input type="checkbox"/> Increase | <input type="checkbox"/> Decrease | <input type="checkbox"/> Both | <input type="checkbox"/> No |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|

|                |                                                                                                                                                   |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part IV</b> | <b>ESOPs</b> (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. |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                              |                              |                             |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|
| <b>10</b> Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....                                                       | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>11 a</b> Does the ESOP hold any preferred stock? .....                                                                                                                                    | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>b</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.) ..... | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>12</b> Does the ESOP hold any stock that is not readily tradable on an established securities market? .....                                                                               | <input type="checkbox"/> Yes | <input type="checkbox"/> No |

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule R (Form 5500) 2009  
v.092308.1

**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 items 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 items 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 items 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 items 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 items 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 items 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:

|                                                                          |            |  |
|--------------------------------------------------------------------------|------------|--|
| <b>a</b> The current year .....                                          | <b>14a</b> |  |
| <b>b</b> The plan year immediately preceding the current plan year ..... | <b>14b</b> |  |
| <b>c</b> The second preceding plan year .....                            | <b>14c</b> |  |

- 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:

|                                                                                                       |            |  |
|-------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> The corresponding number for the plan year immediately preceding the current plan year ..... | <b>15a</b> |  |
| <b>b</b> The corresponding number for the second preceding plan year .....                            | <b>15b</b> |  |

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

|                                                                                                                                                                        |            |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> Enter the number of employers who withdrew during the preceding plan year .....                                                                               | <b>16a</b> |  |
| <b>b</b> If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers ..... | <b>16b</b> |  |

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

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

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

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

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

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

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

# **Dex Media, Inc. Employee Savings Plan**

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## **Financial Statements and Supplemental Schedule**

**As of December 31, 2009 and 2008 and  
for the Year Ended December 31, 2009**





**Dex Media, Inc.  
Employee Savings Plan**

**Financial Statements  
and Supplemental Schedule**

**As of December 31, 2009 and 2008 and  
for the Year Ended December 31, 2009**

# **Dex Media, Inc. Employee Savings Plan**

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## Independent Auditors' Report

To the Participants of the Dex Media, Inc. Employee Savings Plan and the Employee Benefits Committee and the Asset Management Committee of the Dex One Corporation:

We were engaged to audit the accompanying statements of net assets available for plan benefits of the Dex Media, Inc. Employee Savings Plan (the "Plan") as of December 31, 2009 and 2008, and the related statement of changes in net assets available for Plan benefits for the year ended December 31, 2009, and the supplemental schedule of assets (held at end of year) as of December 31, 2009. These financial statements and supplemental schedule are the responsibility of the Plan's management.

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 investment information summarized in Note 6, which was certified by Mercer Trust Company and Vanguard Fiduciary Trust Company, the trustees of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that Mercer Trust Company held the Plan's investment assets and executed investment transactions from January 1, 2009 through December 31, 2009, and that Vanguard Fiduciary Trust Company held the Plan's investment assets and executed investment transactions as of December 31, 2008. The plan administrator has obtained certifications from the trustee as of December 31, 2009 and 2008 and for the year ended December 31, 2009, that the information provided to the plan administrator by the trustees is complete and accurate.

As further discussed in Note 1 to the financial statements, the plan sponsor spun off the participant accounts (and related investments) of all non-bargained for employees covered under the Plan and merged with and into the R.H. Donnelley 401(k) Savings Plan effective January 1, 2009.

R.H. Donnelley Corporation (the "plan sponsor") filed for reorganization under the protection of Chapter 11 of the U.S. Bankruptcy Code on May 28, 2009 and emerged from bankruptcy as Dex One Corporation on January 29, 2010. See Notes 1 and 12 to the financial statements for discussion of the plan sponsor's reorganization, emergence from bankruptcy and plans for continuance of the Plan.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

*Anton Collins Mitchell LLP*

Denver, Colorado  
July 28, 2010

Accountants & Consultants

17th & Grant Building • 303 East 17th Avenue, Suite 600 • Denver, Colorado 80203  
303.830.1120 • Fax 303.830.8130





# **Financial Statements**

# Dex Media, Inc. Employee Savings Plan

## Statements of Net Assets Available for Plan Benefits

| <i>As of December 31,</i>                                                                                                                                      | <b>2009</b>          | <b>2008</b>          |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------|----------------------|
| <b>Assets:</b>                                                                                                                                                 |                      |                      |
| Investments, at fair value (Notes 2, 3, 4 and 6):                                                                                                              |                      |                      |
| Common/collective trusts                                                                                                                                       | \$ 15,452,863        | \$ 14,939,727        |
| Registered investment companies                                                                                                                                | 31,366,142           | 21,307,204           |
| Cash (interest and non-interest bearing)                                                                                                                       | -                    | 38,564,151           |
| Participant loans                                                                                                                                              | 1,698,650            | 2,969,271            |
| <b>Total investments</b>                                                                                                                                       | <b>48,517,655</b>    | <b>77,780,353</b>    |
| Receivables:                                                                                                                                                   |                      |                      |
| Participant contributions                                                                                                                                      | 122,461              | 290,656              |
| Employer contributions, net of forfeitures                                                                                                                     | 65,984               | 154,386              |
| Corrective contributions (Note 9)                                                                                                                              | 107,000              | 86,458               |
| <b>Total receivables</b>                                                                                                                                       | <b>295,445</b>       | <b>531,500</b>       |
| <b>Total assets</b>                                                                                                                                            | <b>48,813,100</b>    | <b>78,311,853</b>    |
| <b>Liabilities:</b>                                                                                                                                            |                      |                      |
| Excess contributions refundable (Note 10)                                                                                                                      | -                    | (29,203)             |
| <b>Contingencies (Note 9)</b>                                                                                                                                  |                      |                      |
| <b>Net assets available for plan benefits, at fair value</b>                                                                                                   | <b>48,813,100</b>    | <b>78,282,650</b>    |
| Adjustment from fair value to contract value for interest in<br>common/collective trusts relating to fully benefit-responsive<br>investment contracts (Note 2) | (201,963)            | 195,293              |
| <b>Net assets available for plan benefits</b>                                                                                                                  | <b>\$ 48,611,137</b> | <b>\$ 78,477,943</b> |

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

# Dex Media, Inc. Employee Savings Plan

## Statement of Changes in Net Assets Available for Plan Benefits

| <i>For the Year Ended December 31,</i>                                         | <b>2009</b>          |
|--------------------------------------------------------------------------------|----------------------|
| <b>Additions to net assets attributed to:</b>                                  |                      |
| Contributions:                                                                 |                      |
| Participant contributions                                                      | \$ 3,511,003         |
| Employer contributions, net of forfeitures (Note 1)                            | 1,888,266            |
| Change in estimated corrective contributions (Note 9)                          | 20,542               |
| Rollover contributions                                                         | 7,534                |
| <b>Total contributions</b>                                                     | <b>5,427,345</b>     |
| Investment income:                                                             |                      |
| Interest and dividend income                                                   | 1,097,623            |
| Net realized and unrealized appreciation in fair value of investments (Note 3) | 6,798,036            |
| <b>Total net investment income</b>                                             | <b>7,895,659</b>     |
| <b>Deductions from net assets attributed to:</b>                               |                      |
| Benefits paid to participants                                                  | (10,550,554)         |
| Administrative expenses                                                        | (35,244)             |
| Excess contributions (Note 10)                                                 | (5,116)              |
| <b>Total deductions</b>                                                        | <b>(10,590,914)</b>  |
| Asset transfer out to other plan (Note 1)                                      | (32,598,896)         |
| <b>Net decrease in net assets</b>                                              | <b>(29,866,806)</b>  |
| <b>Net assets available for plan benefits, beginning of year</b>               | <b>78,477,943</b>    |
| <b>Net assets available for plan benefits, end of year</b>                     | <b>\$ 48,611,137</b> |

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

# Dex Media, Inc. Employee Savings Plan

## Notes to Financial Statements

### 1. PLAN DESCRIPTION

#### *General*

The following is a brief description of the Dex Media, Inc. Employee Savings Plan (the “Plan”) and is provided for general information only. Participants should refer to the Plan Document or Summary Plan Description for a more complete description of the Plan’s provisions. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”), as amended. The Plan is not covered by the Pension Benefit Guaranty Corporation.

The Plan was established effective November 1, 2002, by Dex Media, Inc. (the “Company”) for the benefit of all eligible employees, including both non-bargained for and bargained for employees. Effective January 31, 2006, the Company was acquired by R.H. Donnelley Corporation (“RHD”). After the acquisition, the Company remained the sponsor of the Plan (the “Plan Sponsor”). The Plan was established to provide the Company’s eligible participants a way to save on a regular and long-term basis for retirement. The Plan is intended to be a defined contribution plan with profit sharing provisions and provides for a cash or deferred arrangement under Code Section 401(k).

Effective January 1, 2009, the Plan covers substantially only bargained for employees of the Company except as otherwise described below. Leased employees, non-resident aliens and independent contractors are not eligible for participation in the Plan. Employees of RHD and its subsidiaries and, effective January 1, 2009, non-bargained for employees of the Company, are not eligible to participate in the Plan. RHD maintains the R.H. Donnelley 401(k) Savings Plan (the “RHD Plan”) for the employees of RHD and non-bargained for employees of the Company. On January 1, 2009, the participant accounts (and related investments) of all non-bargained for employees of the Company were spun-off and merged with and into the RHD Plan. As a result of this spin-off and merger, net assets from the Plan of \$32,598,896 were transferred to the RHD Plan, including participant loans.

On May 28, 2009, RHD and its subsidiaries filed for reorganization under the protection of Chapter 11 of the U.S. Bankruptcy Code. See Note 12 for a discussion of RHD’s emergence from bankruptcy as Dex One Corporation on January 29, 2010.

# Dex Media, Inc. Employee Savings Plan

## Notes to Financial Statements (Continued)

### 1. PLAN DESCRIPTION (CONTINUED)

#### *Trustee and Administration of the Plan*

The Plan Administrator is RHD's Employee Benefits Committee (the "EBC") and Asset Management Committee (the "AMC") (collectively, "Plan Administrator"), which were appointed by the Compensation and Benefits Committee of RHD's Board of Directors. The EBC has authority to select, retain, monitor and discharge recordkeepers, and is responsible for administering the Plan, including day-to-day functions, benefit payments, claims and for effectuating amendments. The AMC has authority to remove and/or instruct the trustee, establish and maintain a funding and investment policy and select and monitor funds.

As of December 31, 2008, the trustee of the Plan was Vanguard Fiduciary Trust Company ("Vanguard" or "Former Trustee"). As of December 31, 2008, the Vanguard Group provided recordkeeping services and other administrative services to the Plan. Effective January 1, 2009, the trustee of the Plan is Mercer Trust Company ("Mercer" or "Trustee"). The Former Trustee held and the Trustee holds all assets of the Plan in accordance with provisions of the trust agreements with RHD. Effective January 1, 2009, Mercer HR Services, LLC provides recordkeeping services and other administrative services for the Plan.

As a result of the change in trustee, all Plan's assets were transferred to Mercer, and as of December 31, 2008, \$38,564,000 of registered investment company assets were liquidated and transferred in cash and the remaining assets were transferred in-kind. The conversion initiated a "black-out period" beginning on December 24, 2008 and continued through January 14, 2009. During the black-out period, participants were unable to engage in certain transactions. Proper notification of the black-out period was made to participants.

#### *Eligibility*

Bargained for employees of the Company are eligible to enter the Plan after completing three months of service. Effective January 1, 2009, non-bargained for employees are no longer eligible to participate in the Plan and are eligible for the RHD Plan subject to the RHD Plan's terms and provisions.

#### *Contributions*

Participants may designate up to 16% of their eligible compensation as defined by the Plan Document and limited by the Internal Revenue Code ("IRC") as contributions to the Plan. Participant contributions may be on a pre-tax or after-tax basis. Participant pre-tax contributions are limited by the IRC (\$16,500 in 2009).

# Dex Media, Inc. Employee Savings Plan

## Notes to Financial Statements (Continued)

### 1. PLAN DESCRIPTION (CONTINUED)

Catch-up contributions may also be made by participants if they were age 50 or older and certain other criteria are met. The 2009 IRC limit for catch-up contributions was \$5,500.

Participants shall receive an employer contribution equal to 81% of their before-tax and after-tax contributions not to exceed 4.86% of eligible compensation for any one pay period. The maximum employer contribution for the plan year cannot exceed \$4,860 per participant.

Employer discretionary contributions may also be made as determined by the Board of Directors. There were no discretionary contributions made for the 2009 plan year.

The contributions (participant and employer) for the plan year are subject to certain limitations imposed by the IRC and the Plan's terms.

#### ***Rollovers***

Participants can make rollover contributions from other qualified plans or individual retirement accounts if certain criteria are met as outlined in the Plan Document.

#### ***Participant Accounts***

Each participant's account is credited with the participant's contributions (pre-tax, after-tax and catch-up), rollover contributions, the employer matching and discretionary contributions, an allocation of earnings and losses on investments, and is charged with the participant's withdrawals and distributions on a daily basis. The investment earnings or losses are allocated to each participant's account in the proportion that the balance of each participant's account bears to the total balance of all participants. Each participant is entitled to the benefit that can be provided from the participant's vested account.

#### ***Investment Options***

Participants may direct the investment of their account balance into various investment options offered by the Plan. The Plan offers investment options in several registered investment company investments and common/collective trusts. Participants may change their investment directions at any time, subject to such restrictions and procedures as are established by the recordkeeper and the investment fund prospectus.

# Dex Media, Inc. Employee Savings Plan

## Notes to Financial Statements (Continued)

### 1. PLAN DESCRIPTION (CONTINUED)

#### *Participant Loans*

Participants may, with the consent of the Plan Administrator, borrow up to the lesser of \$50,000 or one-half of their vested account balance. Participants may not have more than one loan outstanding at any time. The minimum loan amount is \$1,000. The minimum loan term is one year, and the maximum loan term is five years unless the proceeds are used to acquire a participant's principal residence, in which case the maximum term is 15 years. A participant's loan shall become due and payable if such participant fails to make a principal and/or interest payment as provided in the loan agreement, subject to a short grace period.

In addition, the loan becomes due and payable at the time the participant separates from the Company. The loan is secured by the balance in the participant's account, and the interest rate is determined by adding 1% to the prime rate interest published in *The Wall Street Journal* as of the last day of the month preceding the loan. Interest rates for the loans range from 4.25% to 9.50% as of December 31, 2009 and 5.00% to 10.00% as of December 31, 2008. Principal and interest is paid ratably through bi-weekly payroll deductions.

#### *Administrative Expenses*

The Company has full discretionary authority to allocate to participants' accounts any reasonable Plan expenses that are not funded by forfeitures or by the Company. For the year ending December 31, 2009, total expenses were \$35,244 of which \$11,685 of expenses were paid from the forfeiture account. Loan fees and redemption fees of \$23,559 were paid by plan participants for the year ended December 31, 2009. All other expenses of the Plan were paid by the Company.

#### *Vesting*

A participant is immediately fully vested in that portion of their account attributable to the participant's pre-tax, after-tax, catch-up contributions and rollover contributions. The vesting percentage attributable to employer contributions shall be based on the following: Participants shall vest 100% in all employer contributions at the time they have completed three years of service.

Participants also become fully vested in their accounts upon reaching normal retirement age (65), death or disability. There are certain other special events which can cause immediate vesting as further described in the Plan Document.

# **Dex Media, Inc. Employee Savings Plan**

## **Notes to Financial Statements (Continued)**

### **1. PLAN DESCRIPTION (CONTINUED)**

#### ***Forfeitures***

The amount of any non-vested forfeiture attributed to a participant's break in service as specified by the Plan Document may be used to restore the participant's forfeited employer contribution or to fund employer contributions. During 2009, \$11,685 of forfeitures were used to pay Plan administrative expenses and \$62,438 of forfeitures were used to reduce employer contributions. As of December 31, 2009 and 2008, forfeited non-vested accounts were zero.

#### ***Plan Termination***

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan, subject to the provisions of ERISA. In the event the Plan is terminated, all participant accounts would immediately become fully vested and the assets would be distributed among the participants in accordance with the terms set forth in the Plan Document and in accordance with ERISA.

#### ***Termination of Employment***

A participant who terminates employment prior to the normal retirement date of age 65 is entitled to 100% of the value of their account attributable to their contributions, plus the vested portion of the value of their account attributable to the employer contributions.

#### ***Payment of Benefits***

Upon termination of service, death, disability, or attainment of normal retirement age of 65, a participant may elect to receive a lump sum distribution, installment payments equal to the vested value of the participant's account, or transfer these amounts to another qualified retirement plan or individual retirement account. Participants may also take voluntary in-service withdrawals and hardship withdrawals if certain criteria are met as outlined in the Plan Document.

### **2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

#### ***Basis of Accounting and Use of Estimates***

The financial statements of the Plan are prepared using the accrual method of accounting in conformity with accounting principles generally accepted in the United States of America ("GAAP"). The financial statements and supplemental schedules have been prepared assuming that the Plan will continue as a going concern. See Note 12 for a discussion of RHD's emergence from bankruptcy on January 29, 2010.

# Dex Media, Inc. Employee Savings Plan

## Notes to Financial Statements (Continued)

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### *Basis of Accounting and Use of Estimates (Continued)*

The preparation of financial statements in conformity with GAAP requires the Plan Administrator to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates. The most significant estimate is for the estimated corrective contributions receivable as further discussed in Note 9.

#### *New Accounting Pronouncements*

In June 2009, the Financial Accounting Standards Board (“FASB”) issued guidance under ASC 105, *Generally Accepted Accounting Principles*. This guidance establishes the FASB Accounting Standards Codification (“ASC” or the “Codification”) as the single source of authoritative GAAP for nongovernmental entities, superseding various existing authoritative accounting pronouncements. The Codification establishes one level of authoritative GAAP. All other literature is considered non-authoritative. There were no changes to the Plan’s financial statements due to the implementation of the Codification other than changes in reference to various authoritative accounting pronouncements in the financial statements.

In April 2009, the FASB issued guidance under ASC 820, *Fair Value Measurement and Disclosures*. This guidance emphasizes that the objective of a fair value measurement does not change even when market activity for the asset or liability has decreased significantly. Fair value is the price that would be received for an asset sold or paid to transfer a liability in an orderly transaction (that is, not a forced liquidation or distressed sale) between market participants at the measurement date under current market conditions. When observable transactions or quoted prices are not considered orderly, then little, if any, weight should be assigned to the indication of the asset or liability’s fair value. Adjustments to those transactions or prices should be applied to determine the appropriate fair value. The standard also requires increased disclosures. The impact of adoption of this standard was not material to the Plan’s financial statements.

In September 2009, the FASB issued ASC Update 2009-12, *Fair Value Measurements and Disclosures (Topic 820): Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)*. This guidance provides a practical expedient for measuring the fair values of Plan investments in a limited number of entities that calculate a net asset value per share (such as hedge funds, private equity funds, funds of funds, and certain collective trusts, and pooled separate accounts). This guidance also provides enhanced disclosure requirements and it became effective for Plan reporting periods ending after December 15, 2009. The adoption did not have a material impact on the Plan’s financial statements and all applicable disclosures are included in these financial statements.

# Dex Media, Inc. Employee Savings Plan

## Notes to Financial Statements (Continued)

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### *New Accounting Pronouncements (Continued)*

In January 2010, the FASB issued ASC Update 2010-06, *Fair Value Measurements and Disclosures* (Topic 820): *Improving Disclosures about Fair Value Measurements*. This guidance requires the reporting entity to disclose additional information on transfers in and out of fair value levels, measurement disclosures by classes of assets and descriptions of valuation techniques and inputs used to measure fair value (both recurring and nonrecurring fair value) in addition to other disclosures. This guidance is effective for reporting periods beginning after December 15, 2009, except for certain disclosures which will be effective for fiscal years beginning after December 15, 2010. Management does not expect that the adoption will have a material impact on the Plan's financial statements.

In May 2009, the FASB issued ASC 855, *Subsequent Events*, which was updated in February 2010 by ASC Update 2010-09: *Amendments to Certain Recognition and Disclosure Requirements*. This guidance establishes general standards of accounting and disclosure of events that occur after the balance sheet date but before financial statements are issued or available to be issued. In particular, the guidance sets forth the period after the balance sheet date during which management of a reporting entity should evaluate events or transactions that may occur for potential recognition or disclosure in the financial statements, the circumstances under which an entity should recognize events or transactions occurring after the balance sheet date in its financial statements and the disclosures that an entity should make about events or transactions that occurred after the balance sheet date. The adoption of the guidance is effective immediately and is reflected in Note 12 to the financial statements.

#### *Valuation of Investments and Income Recognition*

The Plan's investments are stated at fair value (see Note 4). 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.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for plan benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through a common/collective trust. The Statements of Net Assets Available for Plan Benefits presents the fair value of the investment in the common/collective trust as well as the adjustment of the investment in the common/collective trust from fair value to contract value relating to the investment

# Dex Media, Inc. Employee Savings Plan

## Notes to Financial Statements (Continued)

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### *Valuation of Investments and Income Recognition (Continued)*

contracts. The Statement of Changes in Net Assets Available for Plan Benefits is prepared on a contract value basis.

Purchases and sales of investments are recorded on a trade date basis. Dividend income is recorded on the ex-dividend date and interest income is recorded when earned. The net appreciation or depreciation is determined as the difference between beginning market value or cost if purchased during the year and year end market value.

#### *Contributions*

Participant contributions and the related Company matching contributions are recorded in the period payroll deductions are made.

#### *Payments of Benefits*

Benefits are recorded when paid.

### 3. INVESTMENTS

During 2009, the Plan's investments (including realized gains and losses on investments purchased and sold) appreciated in value as follows:

| <i>Year Ended December 31,</i>                                        | <b>2009</b>         |
|-----------------------------------------------------------------------|---------------------|
| Registered investment companies                                       | <b>\$ 5,620,560</b> |
| Common/collective trusts                                              | <b>1,177,476</b>    |
| Net realized and unrealized appreciation in fair value of investments | <b>\$ 6,798,036</b> |

# Dex Media, Inc. Employee Savings Plan

## Notes to Financial Statements (Continued)

### 3. INVESTMENTS (CONTINUED)

The fair value of investments which exceed 5% of net assets available for Plan benefits are as follows:

| <i>December 31,</i>                             | <b>2009</b>         | 2008          |
|-------------------------------------------------|---------------------|---------------|
| Vanguard Retirement Savings Trust               | <b>\$ 9,342,282</b> | \$ 14,939,727 |
| Vanguard Target Retirement 2025 Fund            | <b>7,256,134</b>    | 11,386,606    |
| State Street Global Advisors S&P 500 Index Fund | <b>6,110,581</b>    | -*            |
| Harbor International Fund                       | <b>5,116,609</b>    | -*            |
| PIMCO Total Return Fund                         | <b>2,749,253</b>    | -*            |
| Vanguard Target Retirement 2035 Fund            | <b>1,679,015*</b>   | 3,646,822*    |

\* Below 5% or not held by Plan at the respective year end

### 4. FAIR VALUE MEASUREMENTS

ASC 820 establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted market prices in active markets for identical assets or liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described as follows:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2: Inputs to the valuation methodology include quoted market prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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 used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

# Dex Media, Inc. Employee Savings Plan

## Notes to Financial Statements (Continued)

### 4. FAIR VALUE MEASUREMENTS (CONTINUED)

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2009 and 2008.

*Registered investment companies:* The shares of registered investment companies are valued at quoted market prices in an exchange and active market, which represents the net asset values of shares, held by the Plan at year end and are classified as Level 1 investments.

*Common/collective trusts:* The investments include a stable value fund and index fund. The fair values of the Plan's interest in the index fund are based on the net asset values ("NAV") reported by the fund managers as of the financial statement dates and recent transaction prices. The index fund provides for daily redemptions by the Plan at reported NAV with no advance notice requirement. Under unusual circumstances redemptions may be suspended should the withdrawal cause a material adverse impact on other participating plans. Fair values for the investments within the index fund are based on quoted prices in active markets and securities valued using either observable inputs or quotations from inactive markets. The plan is permitted to redeem investment units at NAV on the measurement date, and as a result, the investment is classified as a Level 2 investment. The index fund includes investments that seek to approximate the risk and return characterized by the S&P 5500 Indexes. To achieve their objective, the accounts employ a replication technique, which generally seeks to hold each index constituent in its proportional index weight. The accounts may make limited use of futures and/or options for the purpose of maintaining equity exposure. This account may participate in securities lending.

The fair value of participation units held in the stable value funds are based on NAV after adjustments to reflect all fund investments at fair value, including direct and indirect interests in fully benefit-responsive contracts. The stable value fund generally permits redemptions daily. If the fund experiences periods of insufficient liquidity then the stable value fund may defer honoring any payment request until liquidity is sufficient. The fair values of the Plan's interest in the stable value funds are based on quoted market prices in active markets and securities and contracts are valued using observable inputs. The plan is permitted to redeem investment units at NAV on the measurement date, and as a result, the investment is classified as a Level 2 asset. The stable value collective fund's objective is to protect principal while providing a higher rate of return than shorter maturity investments, such as money market funds or certificates of deposit. To achieve this, the fund invests in instruments which are not expected to experience significant price fluctuation in most economic or interest rate environments. However, there is no assurance that this objective can be achieved.

*Participant loans:* Participant loans are valued at their outstanding balances, which approximate fair value and are classified as Level 3 investments.

# Dex Media, Inc. Employee Savings Plan

## Notes to Financial Statements (Continued)

### 4. FAIR VALUE MEASUREMENTS (CONTINUED)

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's investments measured on a recurring basis as of:

| <i>December 31, 2009</i>              | Level 1       | Level 2       | Level 3      | Total         |
|---------------------------------------|---------------|---------------|--------------|---------------|
| Registered investment companies:      |               |               |              |               |
| Fixed income funds                    | \$ 3,765,855  | \$ -          | \$ -         | \$ 3,765,855  |
| Growth equity funds                   | 4,036,188     | -             | -            | 4,036,188     |
| Value equity funds                    | 4,413,031     | -             | -            | 4,413,031     |
| International equity funds            | 6,370,375     | -             | -            | 6,370,375     |
| Life-cycle funds                      | 12,590,041    | -             | -            | 12,590,041    |
| Real estate fund                      | 190,652       | -             | -            | 190,652       |
|                                       | 31,366,142    | -             | -            | 31,366,142    |
| Common/collective trusts:             |               |               |              |               |
| Index                                 | -             | 6,110,581     | -            | 6,110,581     |
| Stable value                          | -             | 9,342,282     | -            | 9,342,282     |
|                                       | -             | 15,452,863    | -            | 15,452,863    |
| Participant loans                     | -             | -             | 1,698,650    | 1,698,650     |
| Total investment assets at fair value | \$ 31,366,142 | \$ 15,452,863 | \$ 1,698,650 | \$ 48,517,655 |
| <i>December 31, 2008</i>              |               |               |              |               |
|                                       | Level 1       | Level 2       | Level 3      | Total         |
| Registered investment companies:      |               |               |              |               |
| International equity funds            | \$ 1,226,015  | \$ -          | \$ -         | \$ 1,226,015  |
| Life-cycle funds                      | 20,081,189    | -             | -            | 20,081,189    |
|                                       | 21,307,204    | -             | -            | 21,307,204    |
| Common/collective trust               | -             | 14,939,727    | -            | 14,939,727    |
| Cash                                  | 38,564,151    | -             | -            | 38,564,151    |
| Participant loans                     | -             | -             | 2,969,271    | 2,969,271     |
| Total investment assets at fair value | \$ 59,871,355 | \$ 14,939,727 | \$ 2,969,271 | \$ 77,780,353 |

# Dex Media, Inc. Employee Savings Plan

## Notes to Financial Statements (Continued)

### 4. FAIR VALUE MEASUREMENTS (CONTINUED)

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 investments:

| <i>Year Ended December 31, 2009</i>               | Participant Loans |
|---------------------------------------------------|-------------------|
| Fair value, beginning of year                     | \$ 2,696,271      |
| Purchases, sales, issuances and settlements (net) | 106,240           |
| Transfers                                         | (1,103,861)       |
| Fair value, end of year                           | \$ 1,698,650      |

### 5. INCOME TAX STATUS

The Plan obtained a determination letter dated November 24, 2004 in which the Internal Revenue Service ("IRS") stated that the Plan, as then designed, was in compliance with the applicable requirements of the IRC. The Plan has been amended since the issuance of the tax determination letter. The Plan filed for a new determination letter on July 21, 2009 with the IRS. Although the IRS has not yet responded to the filing, the Company believes the Plan was qualified and the related Trust was tax-exempt as of December 31, 2009. Therefore, no provision for taxes has been included in the accompanying financial statements. Certain operational issues were identified and have been or are in the process of correction as further discussed in Note 9 in order to maintain the tax qualified status of the Plan.

### 6. CERTIFIED INFORMATION BY THE TRUSTEE

The Plan Sponsor has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulation for Reporting and Disclosure under ERISA. Accordingly, Mercer and Vanguard have certified that the following information included in the accompanying financial statements and supplemental schedule as complete and accurate.

- Statements of Net Assets Available for Plan Benefits as of December 31, 2009 and 2008
  - Investments at fair value with the exception of the Vanguard Retirement Savings Trust which was certified at contract value.
- Statement of Changes in Net Assets Available for Plan Benefits for the year ended December 31, 2009
  - Interest and dividend income
  - Net appreciation in fair value of investments

# **Dex Media, Inc. Employee Savings Plan**

## **Notes to Financial Statements (Continued)**

### **6. CERTIFIED INFORMATION BY THE TRUSTEE (CONTINUED)**

- Notes to Financial Statements
  - Investment information
- All investment information included in the Supplemental Schedule
  - Form 5500-Schedule H, Part IV, Line 4(i) – Schedule of Assets (Held at End of Year) – As of December 31, 2009, with the exception of the Vanguard Retirement Savings Trust which was certified at contract value.

The Plan's independent auditors did not perform any auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

### **7. PARTY-IN-INTEREST TRANSACTIONS**

The Plan invested in units of a common/collective trust managed by the Former Trustee.

Certain expenses for recordkeeping services were paid by the Plan as allowed by the Plan Document. The funds' operating expense ratios ranged from 0.05% to 1.13% at December 31, 2009. \$23,559 in fees were paid to Mercer for participant loan administrative fees.

### **8. RISKS AND UNCERTAINTIES**

The Plan invests in registered investment companies and common/collective trusts. Investment securities are exposed to risks such as interest rates, market and credit risks. Additionally, the value, liquidity and related income of the investment securities are sensitive to changes in economic conditions including real estate values, delinquencies, and defaults and maybe adversely affected by shifts in market perception of issues and changes in interest rates. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in the value of such 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 Plan Benefits and each participants' accounts.

# **Dex Media, Inc. Employee Savings Plan**

## **Notes to Financial Statements (Continued)**

### **9. CORRECTIVE CONTRIBUTIONS**

On January 1, 2007, the Company converted to a new payroll system. Certain computational and coding errors were identified relating to participant deferrals, contribution calculations and delayed commencement of Plan loan payroll deductions. Corrective contributions to participant accounts, including lost earnings have been identified. The Plan Sponsor made a voluntary submission to the IRS under the Employee Plans Compliance Resolution System ("EPCRS") on July 21, 2009, outlining the foregoing operational issues and proposed resolutions. The estimate for the corrective contributions is calculated based upon the Plan provisions which were limited by various IRC regulations and the proposed corrective action in the EPCRS. The estimate of \$107,000 and \$86,458 is recorded as a corrective contribution receivable as of December 31, 2009 and 2008, respectively, in the accompanying Statements of Net Assets Available for Plan Benefits. The estimate reflects investment earnings and losses based upon the affected participants' investment elections during the correction years. The corrective contribution estimate has been revised to reflect the market performance from the time the errors occurred through the reporting dates. Any differences in the estimated and final corrections as agreed upon with the IRS will be reflected in future years. These amounts will be remitted by the Company and credited to participants' accounts as soon as administratively possible upon final approval by the IRS. The Company believes that the Plan continues to be qualified and that the tax status of the related trust continues to be tax-exempt. See Note 12 for subsequent receipt of Compliance Statement on the EPCRS filing.

### **10. IRS REQUIRED TESTING CORRECTIONS**

The Plan failed certain discrimination tests for the year ended December 31, 2008. Excess contributions of \$29,203 are recorded as a liability in the accompanying Statements of Net Assets Available for Plan Benefits as of December 31, 2008 and were refunded to participants as required in 2009. Refunds relating to all required IRS testing for the 2009 plan year are expected to be de minimus.

# Dex Media, Inc. Employee Savings Plan

## Notes to Financial Statements (Continued)

### 11. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for plan benefits per the accompanying financial statements to the Form 5500:

| <i>As of December 31,</i>                                                                                                                                           | <b>2009</b>          | <b>2008</b>   |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------|---------------|
| Net assets available for plan benefits per the accompanying financial statements                                                                                    | <b>\$ 48,611,137</b> | \$ 78,477,943 |
| Add (less): Adjustment from fair value to contract value for interest in common/collective trust relating to fully benefit-responsive investment contracts (Note 2) | <b>201,963</b>       | (195,293)     |
| Net assets available for plan benefits per the Form 5500 (unaudited)                                                                                                | <b>\$ 48,813,100</b> | \$ 78,282,650 |

The following is a reconciliation of investment loss per the accompanying financial statements to the Form 5500:

| <i>For the Year Ended December 31,</i>                                                                                                                           | <b>2009</b>         |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|
| Total investment income per accompanying financial statements                                                                                                    | <b>\$ 7,895,659</b> |
| Add: Net adjustment from fair value to contract value for interest in common/collective trust relating to fully benefit-responsive investment contracts (Note 2) | <b>397,256</b>      |
| Total investment income per Form 5500 (unaudited)                                                                                                                | <b>\$ 8,292,915</b> |

### 12. SUBSEQUENT EVENTS

The Company has evaluated subsequent events through July 28, 2010, which is the date the financial statements were available to be issued.

#### *Company Reorganization*

On January 29, 2010, Dex One Corporation became the successor registrant to RHD upon emergence from Chapter 11 of the U.S. Bankruptcy Code.

# Dex Media, Inc. Employee Savings Plan

## Notes to Financial Statements (Continued)

### 12. SUBSEQUENT EVENTS (CONTINUED)

#### *Plan Amendment and Restatement*

Effective January 1, 2010, the Company amended and restated the Plan. The amendment and restatement changed the provisions of the Plan as follows:

- Participants may elect to defer from 1% to 75% of their eligible compensation.
- All active participants who were eligible for participation in the Plan as of December 31, 2009, who had not made an affirmative election to either contribute or not to contribute to the Plan or were contributing less than 3% of compensation, were deemed to elect an increase in their contributions to 3% of compensation. This election will be deemed to increase by 1% annually until the participant is contributing 6% or changes their deferral rate.
- New employees become active participants following completion of 30 days of service.
- Each active participant who became eligible under the Plan on and after January 1, 2010, and who had not made an affirmative election either to contribute or not contribute to the Plan or to make elective deferrals at the specified level, shall be deemed to have elected to have contributed 3% of their compensation on a pre-tax basis during their first year in the Plan. This election will be deemed to increase by 1% annually until the participant is contributing 6% or changes their deferral rate.
- The Plan's employer match increased to 100% of the first 6% of compensation contributed by the participant per pay period effective within the first pay period beginning January 1, 2010.
- Each participant shall be fully vested in employer matching contributions made after January 1, 2010 upon completion of one year of service.
- The Plan became a Safe-Harbor Plan under the provisions of the IRC.
- Each participant who meets certain criteria shall be entitled to transition contributions equal to a percentage of eligible compensation based upon the sum of years of credited pension service, as defined, and age as of December 31, 2009. These transition contributions will not be matched. No participant shall be entitled to receive this transition contribution for any plan year beginning on or after December 31, 2012. The transition credits are payable by the Company so long as the participant is employed on the last day of the plan year.

#### *IRS Compliance Statement*

The Company received a Compliance Statement from the IRS on the proposed corrections as outlined in the EPCRS dated May 28, 2010. As long as the Company completes all corrections within 150 days (or no later than October 25, 2010) no action will be taken by the IRS related to these issues.

## **Supplemental Schedule**



# Dex Media, Inc. Employee Savings Plan

## Form 5500 – Schedule H, Part IV, Line 4(i) – Schedule of Assets (Held at End of Year) – As of December 31, 2009

EIN: 20-4059762  
Plan Number 001

| Identity of Issue, Borrower, Lessor, or Similar Party | Description of Investment                                             | Shares/<br>Units | Current Value |
|-------------------------------------------------------|-----------------------------------------------------------------------|------------------|---------------|
| Vanguard Retirement Savings Trust Fund                | Common/Collective Trust                                               | 9,140,319        | \$ 9,342,282  |
| State Street Global Advisors S&P 500 Index Fund       | Common/Collective Trust                                               | 291,007          | 6,110,581     |
| Habor International Fund                              | Registered Investment Company                                         | 93,249           | 5,116,609     |
| PIMCO Total Return Fund                               | Registered Investment Company                                         | 254,560          | 2,749,253     |
| Wells Fargo Advantage Capital Growth Fund             | Registered Investment Company                                         | 57,698           | 808,354       |
| Perkins Mid Cap Value Fund                            | Registered Investment Company                                         | 102,574          | 2,030,983     |
| Eaton Vance Large Cap Value Fund                      | Registered Investment Company                                         | 76,475           | 1,283,252     |
| Jennsion Mid Cap Growth Fund                          | Registered Investment Company                                         | 30,885           | 727,965       |
| Columbia Management Small Cap Growth Fund             | Registered Investment Company                                         | 45,337           | 1,091,716     |
| Victory Small Company Opportunities Fund              | Registered Investment Company                                         | 44,270           | 1,098,796     |
| Vanguard Extended Market Index Fund                   | Registered Investment Company                                         | 50,147           | 1,408,153     |
| Vanguard Total International Stock Index Fund         | Registered Investment Company                                         | 87,006           | 1,253,766     |
| Vanguard Total Bond Market Index Fund                 | Registered Investment Company                                         | 98,222           | 1,016,602     |
| Cohen & Steers Realty Shares Fund                     | Registered Investment Company                                         | 4,051            | 190,652       |
| Vanguard Target Retirement 2005 Fund                  | Registered Investment Company                                         | 37,805           | 415,105       |
| Vanguard Target Retirement 2010 Fund                  | Registered Investment Company                                         | 7,322            | 150,260       |
| Vanguard Target Retirement 2015 Fund                  | Registered Investment Company                                         | 104,984          | 1,187,375     |
| Vanguard Target Retirement 2020 Fund                  | Registered Investment Company                                         | 12,031           | 240,152       |
| Vanguard Target Retirement 2025 Fund                  | Registered Investment Company                                         | 641,001          | 7,256,134     |
| Vanguard Target Retirement 2030 Fund                  | Registered Investment Company                                         | 18,160           | 350,678       |
| Vanguard Target Retirement 2035 Fund                  | Registered Investment Company                                         | 144,493          | 1,679,015     |
| Vanguard Target Retirement 2040 Fund                  | Registered Investment Company                                         | 6,677            | 127,206       |
| Vanguard Target Retirement 2045 Fund                  | Registered Investment Company                                         | 42,012           | 504,985       |
| Vanguard Target Retirement 2050 Fund                  | Registered Investment Company                                         | 6,612            | 126,369       |
| Vanguard Target Retirement Income Fund                | Registered Investment Company                                         | 52,196           | 552,762       |
| * Participant Loans                                   | Interest rates ranging from 4.25%<br>to 9.50%, various maturity dates | -                | 1,698,650     |
| Total investments                                     |                                                                       |                  | \$ 48,517,655 |

\*Represents party-in-interest as defined by ERISA.

Note: Cost is not required for participant-directed investments.

(a) Contract value is \$9,140,319

See accompanying independent auditor's report.

**Attachment to 2009 Form 5500**  
**Schedule H, line 4i - Schedule of Assets (Held at End of Year)**

**Plan Name** DEX MEDIA, INC. EMPLOYEE SAVINGS PLAN

**EIN:** 20-4059762

**Plan Sponsor's Name** Dex Media, Inc.

**PN:** 001

| (a) | (b) Identity of issue, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value. | (d) Cost | (e) Current value |
|-----|-----------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|----------|-------------------|
|     | JENNISON MID CAP GROWTH                                   | MUTUAL FUND                                                                                                  |          | 727,965           |
|     | COHEN & STEERS FUND                                       | MUTUAL FUND                                                                                                  |          | 190,652           |
|     | COLUMBIA MANAGEMENT SMALL CAP                             | MUTUAL FUND                                                                                                  |          | 1,091,716         |
|     | HARBOR INTERNATIONAL FUND                                 | MUTUAL FUND                                                                                                  |          | 5,116,609         |
|     | PERKINS MID CAP VALUE                                     | MUTUAL FUND                                                                                                  |          | 2,030,983         |
|     | PIMCO TOTAL RETURN                                        | MUTUAL FUND                                                                                                  |          | 2,749,253         |
|     | SSGA S & P 500 FUND                                       | COMMON/COLECTIVE TRUST                                                                                       |          | 6,110,581         |

**Attachment to 2009 Form 5500**  
**Schedule H, line 4i - Schedule of Assets (Held at End of Year)**

**Plan Name** \_\_\_\_\_  
**Plan Sponsor's Name** \_\_\_\_\_

**EIN:** \_\_\_\_\_  
**PN:** \_\_\_\_\_

| (a) | (b) Identity of issue, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value. | (d) Cost | (e) Current value |
|-----|-----------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|----------|-------------------|
|     | WELLS FARGO ADVANTAGE CAP GROWTH                          | MUTUAL FUND                                                                                                  |          | 808,354           |
|     | VANGUARD TARGET FUND 2010                                 | MUTUAL FUND                                                                                                  |          | 150,260           |
|     | VANGUARD TARGET FUND 2020                                 | MUTUAL FUND                                                                                                  |          | 240,152           |
|     | VANGUARD TARGET FUND 2040                                 | MUTUAL FUND                                                                                                  |          | 127,206           |
|     | VANGUARD TARGET FUND 2050                                 | MUTUAL FUND                                                                                                  |          | 126,369           |
|     | VICTORY SMALL CO OPPORTUNITIES                            | MUTUAL FUND                                                                                                  |          | 1,098,796         |
|     | VANGUARD TARGET FUND 2030                                 | MUTUAL FUND                                                                                                  |          | 350,678           |

**Attachment to 2009 Form 5500**  
**Schedule H, line 4i - Schedule of Assets (Held at End of Year)**

**Plan Name** \_\_\_\_\_  
**Plan Sponsor's Name** \_\_\_\_\_

**EIN:** \_\_\_\_\_  
**PN:** \_\_\_\_\_

| (a) | (b) Identity of issue, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value. | (d) Cost | (e) Current value |
|-----|-----------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|----------|-------------------|
|     | VANGUARD TARGET FUND 2005                                 | MUTUAL FUND                                                                                                  |          | 415,105           |
|     | VANGUARD TARGET FUND 2015                                 | MUTUAL FUND                                                                                                  |          | 1,187,375         |
|     | VANGUARD TARGET FUND 2025                                 | MUTUAL FUND                                                                                                  |          | 7,256,134         |
|     | VANGUARD TARGET FUND 2035                                 | MUTUAL FUND                                                                                                  |          | 1,679,015         |
|     | VANGUARD TARGET FUND 2045                                 | MUTUAL FUND                                                                                                  |          | 504,985           |
|     | VANGUARD TARGET INCOME                                    | MUTUAL FUND                                                                                                  |          | 552,761           |
|     | VANGUARD RETIREMENT SAVINGS TRUST                         | COMMON/COLLECTIVE TRUST                                                                                      |          | 9,342,282         |

**Attachment to 2009 Form 5500**  
**Schedule H, line 4i - Schedule of Assets (Held at End of Year)**

**Plan Name** \_\_\_\_\_  
**Plan Sponsor's Name** \_\_\_\_\_

**EIN:** \_\_\_\_\_  
**PN:** \_\_\_\_\_

| (a) | (b) Identity of issue, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value. | (d) Cost | (e) Current value |
|-----|-----------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|----------|-------------------|
|     | VANGUARD TOTAL INTL STOCK                                 | MUTUAL FUND                                                                                                  |          | 1,253,766         |
|     | VANGUARD TOTAL BOND MARKET                                | MUTUAL FUND                                                                                                  |          | 1,016,602         |
|     | VANGUARD EXTENDED MARKET INDEX                            | MUTUAL FUND                                                                                                  |          | 1,408,153         |
|     | EATON VANCE LARGE CAP VALUE                               | MUTUAL FUND                                                                                                  |          | 1,283,252         |
|     | LOAN FUND                                                 | PARTICIPANT LOANS                                                                                            |          | 1,698,650         |
|     |                                                           |                                                                                                              |          |                   |
|     |                                                           |                                                                                                              |          |                   |