

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

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>R.H. DONNELLEY 401(K) SAVINGS PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>002</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>07/01/1998</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>07/01/1998</u>	
1b Three-digit plan number (PN) ▶	<u>002</u>				
1c Effective date of plan <u>07/01/1998</u>					
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>R.H. DONNELLY</u> <u>9380 STATION STREET</u> <u>LONE TREE, CO 80124</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>13-2740040</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>303-784-1854</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>541800</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>13-2740040</u>	2c Sponsor's telephone number <u>303-784-1854</u>	2d Business code (see instructions) <u>541800</u>	
2b Employer Identification Number (EIN) <u>13-2740040</u>					
2c Sponsor's telephone number <u>303-784-1854</u>					
2d Business code (see instructions) <u>541800</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/11/2010	DONNA TIKKANEN-DAVIS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/11/2010	DONNA TIKKANEN-DAVIS
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2009)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") R.H. DONNELLY 9380 STATION STREET LONE TREE, CO 80124	3b Administrator's EIN 13-2740040 3c Administrator's telephone number 303-784-1854
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	1887
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	2264
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	415
d Subtotal. Add lines 6a , 6b , and 6c	6d	2679
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	2679
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	2595
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	44
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	

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

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

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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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)
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SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan R.H. DONNELLEY 401(K) SAVINGS PLAN		B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 R.H. DONNELLY		D Employer Identification Number (EIN) 13-2740040

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation	
COLUMBIA MANAGEMENT	ONE FINANCIAL CENTER BOSTON, MA 02111-2611

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

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

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

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

WELLS FARGO

100 HERITAGE RESERVE
MENOMONEE FALLS, WI 53051

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

VICTORY FUNDS

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

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

COHEN & STEERS

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

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

PRUDENTIAL FUNDS

101 SABIN STREET
PAWTUCKET, RI 02860

(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

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

MELLON BANK N.A.

ONE MELLON BANK CENTER ROOM 0930
PITTSBURG, PA 15258-0001

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

HARBOR CAPITAL

111 S WACKER DR 34TH FL
CHICAGO, IL 60606

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

FIDELITY

1001 WINSTEAD DR
KERRY, NC 27513

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

EATON VANCE FUND

TWO INTERNATIONAL PLACE
BOSTON, MA 02110

(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) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 21 25 33 37 38 49 50 55 60 62 64 65 71 72 99	TRUSTEE	33721	Yes ☒ No ☐	Yes ☐ No ☒	60928	Yes ☐ No ☒

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

GILLIAM COBLE & MOSER, LLP

56-0587953

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	ACCOUNTANT	36922	Yes ☐ No ☒	Yes ☐ No ☒	0	Yes ☐ No ☒

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MERCER HR SERVICES, LLC	21 25 60	2176

(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.
COHEN & STEERS 280 PARK AVENUE 10TH FLOOR NEW YORK, NY 10017-1216	TRUSTEE SUB-TRANSFER AGENT

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MERCER HR SERVICES, LLC	21 25 60	10017

(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 ONE FINANCIAL CENTER BOSTON, MA 02111-2621	TRUSTEE SUB-TRANSFER AGENT

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MERCER HR SERVICES, LLC	21 25 60	6190

(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 FUND TWO INTERNATIONAL PLACE BOSTON, MA 02110	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 (see instructions)	(c) Enter amount of indirect compensation
MERCER HR SERVICES, LLC	21 25 60	10057

(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 CAPITOL 111 S WACKER DR 34TH FL CHICAGO, IL 60606	TRUSTEE SUB-TRANSFER AGENT

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MERCER HR SERVICES, LLC	21 25 60	12402

(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 FUND 151 DETROIT STREET DENVER, CO 80219-0668	TRUSTEE SUB-TRANSFER AGENT

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MERCER HR SERVICES, LLC	21 25 60	8131

(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 101 SABIN STREET PAWTUCKET, RI 02860	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 (see instructions)	(c) Enter amount of indirect compensation
MERCER HR SERVICES, LLC	21 25 60	1414
(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.
STATE STREET GLOBAL INVESTORS ONE LINCOLN STREET STATE STREET FINANCIAL CENTER BOSTON, MA 02111-2900	TRUSTEE SUB-TRANSFER AGENT	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MERCER HR SERVICES, LLC	21 25 60	3077
(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 4400 N FEDERAL HIGHWAY STE 210-19 BOCA RATON, FL 33431	TRUSTEE SUB-TRANSFER AGENT	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MERCER HR SERVICES, LLC	21 25 60	7366
(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 100 HERITAGE RESERVE MENOMONEE FALLS, WI 53051	TRUSTEE SUB-TRANSFER AGENT	

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

<div>SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration</div>	<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2009</div> <div>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 R.H. DONNELLEY 401(K) SAVINGS PLAN		B Three-digit plan number (PN) ▶ 002
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 R.H. DONNELLY		D Employer Identification Number (EIN) 13-2740040
Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)	
a Name of MTIA, CCT, PSA, or 103-12 IE: FID MGD INC PORT		
b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY		
c EIN-PN 04-3022712-024	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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) 11451665
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD RETIREMENT SAVINGS TRUST		
b Name of sponsor of entity listed in (a): VANGUARD		
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) 29212153
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
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**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
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan R.H. DONNELLEY 401(K) SAVINGS PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 R.H. DONNELLY	D Employer Identification Number (EIN) 13-2740040	

Part I	Asset and Liability Statement
---------------	--------------------------------------

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	106448	1008535
(2) Participant contributions	1b(2)	207519	389290
(3) Other.....	1b(3)	775183	943000
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	42193300	0
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	2451283	3155676
(9) Value of interest in common/collective trusts.....	1c(9)	23538956	40663818
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	662067	87721684
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	424642	2534
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	70359398	133884537

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	128900	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	128900	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	70230498	133884537
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	8759559	
(B) Participants	2a(1)(B)	11235752	
(C) Others (including rollovers)	2a(1)(C)	686218	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		20681529

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	249920	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		249920

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1781465	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1781465

(3) Rents	2b(3)		
-----------------	--------------	--	--

(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	59310	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	182439	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		-123129

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	-239789	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-239789
(6) Net investment gain (loss) from common/collective trusts	2b(6)		4639915
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		15204092
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		42194003

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	10973681	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		10973681
f Corrective distributions (see instructions)	2f		3826
g Certain deemed distributions of participant loans (see instructions).....	2g		92710
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	68643	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		68643
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		11138860

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		31055143
l Transfers of assets:			
(1) To this plan.....	2l(1)		32598896
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

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

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

(1) Name: **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
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....	X		436
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	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		25000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....	X		
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	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)

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection.
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan <u>R.H. DONNELLEY 401(K) SAVINGS PLAN</u>	B Three-digit plan number (PN) ► <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>R.H. DONNELLY</u>	D Employer Identification Number (EIN) <u>13-2740040</u>

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>20-2020334</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

Part III	Amendments
-----------------	-------------------

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

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:

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

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

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

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

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

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

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

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

- 19** If the total number of participants is 1,000 or more, complete 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): _____

R.H. Donnelley 401(k) Savings Plan

Financial Statements and Supplemental Schedules

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

**R.H. Donnelley
401(k) Savings Plan**

**Financial Statements
and Supplemental Schedules**

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

R.H. Donnelley 401(k) Savings Plan

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Independent Auditors' Report

To the Participants and to the Employee Benefits Committee and Asset Management Committee of Dex One Corporation:

We were engaged to audit the accompanying statement of net assets available for plan benefits of the R.H. Donnelley 401(k) Savings Plan (the "Plan") as of December 31, 2009, and the related statement of changes in net assets available for plan benefits for the year then ended and the supplemental schedules of (1) delinquent participant contributions and (2) assets (held at end of year) as of or for the year ended December 31, 2009. These financial statements and supplemental schedules are the responsibility of the Plan's management.

We have audited the statement of net assets available for plan benefits of the Plan as of December 31, 2008, and in our report dated June 24, 2009, we expressed our opinion that such financial statements present fairly, in all material respects, the net assets available for plan benefits of the Plan as of December 31, 2008 in conformity with accounting principles generally accepted in the United States of America.

As permitted by CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information certified in Note 6, which was certified by Mercer Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the 2009 financial statements and the supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the year ended December 31, 2009, that the information provided to the plan administrator by the trustee is complete and accurate.

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.

As further discussed in Note 1 to the financial statements, the plan sponsor merged the net assets of the management employees of the Dex Media, Inc. Employee Savings Plan into the Plan effective January 1, 2009.

Because of the significance of the information in the Plan's 2009 financial statements that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules as of and for the year ended December 31, 2009. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America, and in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Anton Collins Mitchell LLP

September 24, 2010
Denver, Colorado

Accountants & Consultants

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



Financial Statements



R.H. Donnelley 401(k) Savings Plan

Statements of Net Assets Available for Plan Benefits

<i>As of December 31,</i>	2009	2008
	<i>(amounts in thousands)</i>	
Assets:		
Investments, at fair value (Notes 2, 3, 4 and 6):		
Registered investment companies	\$ 87,722	\$ 662
Common/collective trusts	40,663	23,539
R.H. Donnelley Corporation common stock (Notes 1 and 12)	3	425
Cash (interest and non-interest bearing) (Note 1)	-	42,193
Participant loans	3,156	2,451
Total investments	131,544	69,270
Receivables:		
Participant contributions	389	208
Employer contributions, net of forfeitures	1,008	106
Corrective contributions (Note 9)	943	775
Total receivables	2,340	1,089
Total assets	133,884	70,359
Liabilities:		
Excess contributions refundable (Note 10)	-	(129)
Contingencies (Note 8)		
Net assets available for plan benefits, at fair value	133,884	70,230
Adjustment from fair value to contract value for interest in common/collective trust relating to fully benefit-responsive investment contracts (Note 2)	(632)	1,270
Net assets available for plan benefits	\$ 133,252	\$ 71,500

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

R.H. Donnelley 401(k) Savings Plan

Statement of Changes in Net Assets Available for Plan Benefits

<i>For the Year Ended December 31,</i>	2009
	<i>(amounts in thousands)</i>
Additions to net assets attributed to:	
Contributions:	
Participant contributions	\$ 11,236
Employer contributions, net of forfeitures	8,760
Rollover contributions	518
Total contributions	20,514
Asset transfer from another plan (Note 1)	32,599
Change in estimated corrective contributions (Note 9)	168
Investment income:	
Interest and dividend income	2,732
Net realized and unrealized appreciation in fair value of investments (Note 3)	16,878
Total net investment income	19,610
Deductions from net assets attributed to:	
Benefits paid to participants	(11,066)
Plan expenses	(69)
Excess contributions (Note 10)	(4)
Total deductions	(11,139)
Net increase	61,752
Net assets available for plan benefits, beginning of year	71,500
Net assets available for plan benefits, end of year	\$ 133,252

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

R.H. Donnelley 401(k) Savings Plan

Notes to Financial Statements

1. PLAN DESCRIPTION

General

The following is a brief description of the R.H. Donnelley 401(k) 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 July 1, 1998, by R.H. Donnelley Corporation (the “Company” or “Plan Sponsor”) for the benefit of all eligible employees of the Company and its subsidiaries. The Plan was established to provide the Company’s eligible employees a way to save on a regular and long-term basis for retirement.

The Plan is a defined contribution plan covering substantially all eligible employees of the Company including non-bargained for employees of Dex Media, Inc. (“Dex”) effective January 1, 2009, except as otherwise described below. Leased employees, non-resident aliens and independent contractors are not eligible for participation in the Plan. Bargained for employees of Dex and its subsidiaries are not eligible for the Plan. Dex maintains the Dex Media, Inc. Employee Savings Plan (the “Dex Plan”) for the bargained for employees of Dex. On August 23, 2007, the Company acquired Business.com, Inc. (“BDC”). BDC employees are not eligible to participate in the Plan.

As of January 1, 2009, the participant accounts (and related investments) of the non-bargained for employees of the Dex Plan were spun-off and merged with and into the Plan. As a result of this spin-off and merger, net plan assets from the Dex Plan of \$32,599,000 were transferred to the Plan, including participant loans.

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

Trustee and Administration of the Plan

The Plan administrator is the Company’s Employee Benefits Committee (“EBC”) and the Asset Management Committee (“AMC”) (collectively “Plan Administrator”), which were appointed by the Compensation and Benefits Committee of the Company’s Board of Directors. The EBC has the authority to select, retain, monitor and discharge recordkeepers and is responsible for administering the Plan, including day to day functions, benefit payments, and claims, and for effectuating amendments.

R.H. Donnelley 401(k) Savings Plan

Notes to Financial Statements (Continued)

1. PLAN DESCRIPTION (CONTINUED)

Trustee and Administration of the Plan (Continued)

The AMC has authority to remove and/or instruct the trustee, establish and maintain a funding and investment policy, select and monitor funds, purchase or sell Company common stock and exercise shareholder's rights with respect to Company common stock.

As of December 31, 2008, the trustee of the Plan was Fidelity Management Trust Company ("Fidelity" or "Former Trustee"). As of December 31, 2008, Fidelity Employer Services Corporation provided recordkeeping services and other administrative services for 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 agreement with the Company. 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 the Plan's assets were transferred to Mercer, and as of December 31, 2008, \$42,193,300 of registered investment company assets were liquidated and transferred in cash and the remaining assets were transferred in-kind. All assets were mapped to a new investment fund or remained in the same funds. The conversion to Mercer initiated a "blackout period" beginning on December 29, 2008 and continuing through January 14, 2009. During the blackout period participants were unable to engage in certain transactions. Proper notification of the blackout period was made to participants.

Eligibility

Employees are eligible to participate in the Plan as of the first administratively feasible payroll following completion of 30 days of employment. Interns and temporary workers who work at least one thousand hours during a consecutive 12-month period following their date of hire or in any calendar year thereafter are eligible to participate on the first administratively feasible payroll period after the service requirement has been met.

All active participants who were eligible for participation in the Plan as of December 31, 2008, 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.

R.H. Donnelley 401(k) Savings Plan

Notes to Financial Statements (Continued)

1. PLAN DESCRIPTION (CONTINUED)

Eligibility (Continued)

Each active participant who became eligible to enter the Plan on and after January 1, 2009, and who had not made an affirmative election either to contribute or not contribute to the Plan or to make elective deferrals at a 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. Each year thereafter, contributions will increase by 1% of compensation until a contribution rate of 6% is reached for these defaulted participants, as well as any participants choosing this option in the Plan.

Contributions

Participants may elect to contribute from 1% up to 75%, in whole percent increments, of their eligible compensation, as defined by the Plan Document and as limited by the Internal Revenue Code ("IRC"). 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).

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

As of January 1, 2009, the Plan provides a safe harbor matching contribution to all eligible employees. This match allows the Plan to automatically satisfy certain nondiscrimination tests required by Section 401(k) and 401(m) for employees. The Plan's employer match is 100% of the first 6% of compensation contributed by the participant per pay period. There are also quarterly true-up matching contributions to ensure that participants receive the full matching contribution for the quarter, as further described in the Plan Document.

Effective January 1, 2009, 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, 2008. 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, 2013. The transition credits are payable by the Company so long as the participant is employed on the last day of each plan year. Transition credits for the 2009 plan year of \$632,000 are recorded as employer contributions receivable as of December 31, 2009.

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

R.H. Donnelley 401(k) Savings Plan

Notes to Financial Statements (Continued)

1. PLAN DESCRIPTION (CONTINUED)

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 contributions (match and transition), 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 in each investment fund. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investment Options

Participants may direct the investment of their account balances into various investment options offered by the Plan. Currently the Plan offers investment options in common/collective trusts and registered investment companies. Participants may change their investment directions at any time, subject to the restrictions and procedures as are established by the recordkeeper and the fund prospectus. After December 31, 2008, plan participants were no longer able to direct any new contributions into the Company common stock fund. However, plan participants continue to have the ability to direct transfers out of the Company common stock fund up until the Company's emergence from Chapter 11 bankruptcy when all outstanding shares of R.H. Donnelley Corporation common stock were cancelled.

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. Effective December 31, 2008, participants may not have more than one loan outstanding at any time. Previously, participants were allowed to have three loans outstanding (two general purpose and one primary residence loan).

R.H. Donnelley 401(k) Savings Plan

Notes to Financial Statements (Continued)

1. PLAN DESCRIPTION (CONTINUED)

Participant Loans (Continued)

The minimum loan amount is \$500. The minimum loan term is 12 months and the maximum loan term is 57 months unless the proceeds are used to acquire a participant's principal residence, in which case the maximum term is 117 months. 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 grace period.

In addition, the loans become due and payable at the time the participant separates from the Company. The loans are secured by the balance in the participant's account and the interest rate is determined by adding 1% to the prime rate interest as published in the *Wall Street Journal* as of the last day of the month preceding the loan and is fixed for the term of the loan. Interest rates for the loans range from 4.25% to 10.25% as of December 31, 2009 and 6.0% to 10.25% 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 ended December 31, 2009, total expenses paid by the Plan were \$69,000, of which approximately \$36,000 were paid from the forfeiture account. Loan fees and redemption fees of approximately \$33,000 were paid by plan participants. All other expenses were paid by the Company.

Vesting

A participant is immediately fully vested in that portion of their account attributable to the employee's pre-tax, after-tax and catch-up contributions, transition contributions and rollover contributions. Employees vest 100% in all employer contributions at the time they have completed one year of service.

For purposes of vesting, years of credited service are computed as the total time period (regardless of actual service hours) commencing with the employee's first date of employment and ending on the date the employee's break in service begins. 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.

R.H. Donnelley 401(k) 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, approximately \$57,000 of forfeitures were used to fund employer matching contributions and \$36,000 were used to pay plan expenses. As of December 31, 2009 and 2008, forfeited non-vested accounts were approximately \$0 and \$68,000, respectively.

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.

Payment of Benefits

Upon termination of service, death, disability, or attainment of normal retirement age (65), a participant may elect to receive a lump sum distribution payment equal to the vested value of the participant's account or transfer these amounts to another qualified retirement plan or individual retirement account ("IRA"). Lump sum payments shall be paid in cash or, if the participant elects, in a combination of cash and whole shares of Company common stock. Terminated participants who do not elect a distribution type and have an account balance of less than \$1,000 must take an immediate lump sum distribution. If the amount is more than \$1,000 but less than \$5,000, their account balance will be rolled over into an IRA. Participants may also take voluntary in-service withdrawals and hardship withdrawals if certain criteria are met and subject to certain limitations 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, *Subsequent Events*, for a discussion of the Company's emergence from bankruptcy on January 29, 2010.

R.H. Donnelley 401(k) 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, *Corrective and Delinquent Contributions*.

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

R.H. Donnelley 401(k) Savings Plan

Notes to Financial Statements (Continued)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

New Accounting Pronouncements (Continued)

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.

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, *Subsequent Events*, to the financial statements.

Valuation of Investments and Income Recognition

The Plan's investments are stated at fair value (see Note 4, *Fair Value Measurements*). 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

R.H. Donnelley 401(k) Savings Plan

Notes to Financial Statements (Continued)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Valuation of Investments and Income Recognition (Continued)

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 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

Employee contributions and the related employer matching contributions are recorded in the period payroll deductions are made.

Payments of Benefits

Benefits are recorded when paid.

Voting Rights of Employer Stock

Until the Company's emergence from Chapter 11 bankruptcy on January 29, 2010, the Trustee held the shares of R.H. Donnelley Corporation common stock on behalf of the Plan. Each participant or beneficiary of a deceased participant had the right to direct the Trustee as to the manner of voting and exercise of all other rights which a shareholder of record has with respect to the shares of R.H. Donnelley Corporation common stock. If the Trustee did not receive timely instructions from the participant, the Trustee would vote any shares of R.H. Donnelley Corporation common stock credited to the participant's account in the same proportion as the Trustee was instructed to vote with respect to all shares for which it received instructions. See Note 12, *Subsequent Events*, for subsequent cancellation of shares of R.H. Donnelley Corporation common stock upon emergence from bankruptcy.

R.H. Donnelley 401(k) Savings Plan

Notes to Financial Statements (Continued)

3. INVESTMENTS

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

<i>Year Ended December 31,</i>	2009
	<i>(amounts in thousands)</i>
Registered investment companies	\$ 15,205
Common/collective trusts	2,035
R.H. Donnelley Corporation common stock	(362)
Net realized and unrealized appreciation in fair value of investments	\$ 16,878

Investments at fair value that exceed 5% of net assets available for Plan benefits are as follows:

<i>December 31,</i>	2009	2008
		<i>(amounts in thousands)</i>
Fidelity Managed Income Portfolio	\$ -*	\$ 23,539*
Vanguard Retirement Savings Trust	29,212	-*
Harbor International Fund	12,543	-*
State Street Global Advisors S&P 500 Index Fund	11,452	-*
PIMCO Total Return Fund	11,410	-*
Vanguard Target Retirement 2025 Fund	9,131	-*

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

4. FAIR VALUE MEASUREMENTS

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

R.H. Donnelley 401(k) Savings Plan

Notes to Financial Statements (Continued)

4. FAIR VALUE MEASUREMENTS (CONTINUED)

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.

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.

Common stock: R.H. Donnelley Corporation common stock is stated at fair value at the closing price reported on the active market on which it was traded and is classified as a Level 1 investment.

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.

R.H. Donnelley 401(k) Savings Plan

Notes to Financial Statements (Continued)

4. FAIR VALUE MEASUREMENTS (CONTINUED)

The fair value of participation units held in the stable value funds (the “Fund”) 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 beneficial interest of each participant is represented by units. Units are issued and redeemed daily at the Fund’s constant NAV of \$1 per unit. Distribution to the Fund’s unit holders are declared daily from the net investment income and automatically reinvested in the Fund on a monthly basis when paid. It is the policy of the Fund to use its best efforts to maintain a stable NAV of \$1 per unit, although there is no guarantee that the Fund will be able to maintain this value. The average yield based on actual earnings as of December 31, 2009 and 2008 was 3.15% and 3.57%, respectively. The average yield based on interest rates credited to participants as of December 31, 2009 and 2008 was 2.86% and 3.04%, respectively. The Fund generally permits redemptions daily. If the Fund experiences periods of insufficient liquidity then the Fund may defer honoring any payment request until liquidity is sufficient. The Fund may also impose certain restrictions based on employer initiated events such as plan termination, layoffs, tax disqualification and other events that could impact its ability to transact at contract value. The Company is not aware of any such events. 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 was permitted to redeem investment units at the \$1 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.

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.

R.H. Donnelley 401(k) Savings Plan

Notes to Financial Statements (Continued)

4. FAIR VALUE MEASUREMENTS (CONTINUED)

The following tables set forth by level, within the fair value hierarchy, the Plan's assets measured on a recurring basis as of December 31, 2009 and 2008, respectively (*amounts in thousands*):

<i>December 31, 2009</i>	Level 1	Level 2	Level 3	Total
Registered investment companies:				
Fixed income funds	\$ 12,878	\$ -	\$ -	\$ 12,878
Growth equity funds	20,947	-	-	20,947
Value equity funds	8,408	-	-	8,408
International equity funds	14,024	-	-	14,024
Life-cycle funds	30,107	-	-	30,107
Real estate fund	1,358	-	-	1,358
Total registered investment companies	87,722	-	-	87,722
Common/collective trusts:				
Index	-	11,451	-	11,451
Stable value	-	29,212	-	29,212
Total common/collective trusts	-	40,663	-	40,663
R.H. Donnelley Corporation common stock	3	-	-	3
Participant loans	-	-	3,156	3,156
Total investment assets at fair value	\$ 87,725	\$ 40,663	\$ 3,156	\$ 131,544

<i>December 31, 2008</i>	Level 1	Level 2	Level 3	Total
Registered investment companies:				
Real estate fund	\$ 662	\$ -	\$ -	\$ 662
Common/collective trust	-	23,539	-	23,539
R.H. Donnelley Corporation common stock	425	-	-	425
Cash	42,193	-	-	42,193
Participant loans	-	-	2,451	2,451
Total investment assets at fair value	\$ 43,280	\$ 23,539	\$ 2,451	\$ 69,270

R.H. Donnelley 401(k) 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 assets for the year ended December 31, 2009 (*amounts in thousands*):

Participant Loans	2009
Fair value, beginning of year	\$ 2,451
Transfers	1,104
Purchases, sales, issuances and settlements (net)	(399)
Fair value, end of year	\$ 3,156

5. INCOME TAX STATUS

The Plan obtained a determination letter dated April 20, 2005, 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; however, the Company believes that the Plan is currently designed in compliance with the applicable requirements of the IRC. The Company believes the Plan was qualified and the related trust is tax-exempt as of December 31, 2009. Therefore, no provision for taxes has been included in the financial statements. Certain operational issues were identified and have been or are in the process of correction as further discussed in Note 9, *Corrective and Delinquent Contributions*, 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 has certified that the following information included in the accompanying financial statements and supplemental schedule as complete and accurate.

- Statement of Net Assets Available for Plan Benefits as of December 31, 2009
 - 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
- Notes to Financial Statements
 - Investment information

R.H. Donnelley 401(k) Savings Plan

Notes to Financial Statements (Continued)

6. CERTIFIED INFORMATION BY THE TRUSTEE (CONTINUED)

- 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. RELATED PARTY/PARTY-IN-INTEREST TRANSACTIONS

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

Fees paid by the Plan to Mercer for certain investment management fees were deducted from the net asset value of shares of the registered investment companies held by the Plan. The funds' operating expense ratios ranged from 0.05% to 1.13% at December 31, 2009. Approximately \$34,000 in fees were paid to Mercer for participant loan administrative fees.

As of January 1, 2009, the Plan no longer allows participants to direct any new contributions into the R.H. Donnelley Corporation common stock fund. As of December 31, 2009 and 2008, the Plan held 666,917 and 1,128,895 shares of R.H. Donnelley Corporation common stock at a value of \$2,534 and \$424,642, respectively.

Transactions noted above qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules of ERISA. See Note 9, *Corrective and Delinquent Contributions*, for untimely deposits of participant contributions.

8. CONCENTRATIONS, RISKS AND UNCERTAINTIES

The Plan invests in registered investment companies, common/collective trusts and until the emergence from Chapter 11 bankruptcy protection on January 29, 2010, R.H. Donnelley Corporation common stock. Investment securities are exposed to various risks such as interest rate, 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 value, delinquencies, or defaults, or both, and may be adversely affected by shifts in the market's perception of the issuers and changes in

R.H. Donnelley 401(k) Savings Plan

Notes to Financial Statements (Continued)

8. CONCENTRATIONS, RISKS AND UNCERTAINTIES (CONTINUED)

interest rates. Shares of R.H. Donnelley Corporation common stock were also exposed to similar risks, as well as risks specific to the Company which are detailed in the Company's filings with the Securities and Exchange Commission. 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 participant's account. See Note 12, *Subsequent Events*, for a discussion of the Company's emergence from bankruptcy on January 29, 2010 and cancellation of R.H. Donnelley Corporation common stock.

On July 11, 2008, the Company was notified by the Department of Labor ("DOL") that they were auditing the Plan beginning on January 1, 2005 through July 2008. On March 16, 2010, the Company received correspondence from the DOL stating that since the Company had taken the corrective actions noted with regard to delinquent participant contributions and interest rates on loans, the DOL would take no further action. Therefore, the accompanying financial statements do not include any adjustments related to this matter.

9. CORRECTIVE AND DELINQUENT CONTRIBUTIONS

On January 1, 2006, 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 the Plan's loan payroll deductions. Corrective contributions to participant accounts, including lost earnings, have been identified. The Company made a voluntary submission to the IRS under the Employee Plans Compliance Resolution System ("EPCRS") on June 27, 2007, outlining the foregoing operational issues and the proposed resolution. The estimate for the corrective contributions was calculated based upon the Plan provisions which were limited by various IRC regulations. Estimates of approximately \$943,000 and \$775,000 are recorded as corrective contributions receivable as of December 31, 2009 and 2008, respectively, in the accompanying Statements of Net Assets Available for Plan Benefits. The amount shown as liabilities in the accompanying Statements of Net Assets Available for Plan Benefits includes participant refunds payable in the amount of approximately \$59,000 resulting from the corrective action required. 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.

R.H. Donnelley 401(k) Savings Plan

Notes to Financial Statements (Continued)

9. CORRECTIVE AND DELINQUENT CONTRIBUTIONS (CONTINUED)

These amounts have been estimated based on the proposed corrective action in the EPCRS. Any differences in the estimated and final correction methods as agreed upon with the IRS will be reflected in future years. On February 1, 2010, the Company received correspondence from the IRS stating their acceptance of the proposed corrections. See Note 12, *Subsequent Events*, for subsequent receipt of Compliance Statement on the EPCRS filing and timing of corrections.

No provision for income taxes has been included in the Plan's financial statements related to the foregoing matters because the Company believes that the Plan continues to be qualified and that the tax status of the related trust continues to be tax-exempt.

Certain participant contributions from 2005 were not remitted to the trust until 2009 upon discovery of this oversight. See the Supplemental Schedule of Delinquent Participant Contributions for details of this remittance.

10. IRS REQUIRED TESTING CORRECTIONS

The Plan failed certain discrimination tests for the year ended December 31, 2008. Excess contributions of approximately \$70,000 as of December 31, 2008, were refunded to highly-compensated participants in 2009, as required by the IRC.

The Plan became a safe-harbor 401(k) plan on January 1, 2009 and is no longer subject to nondiscrimination testing for 401(k) deferral contributions and employer matching contributions. Refunds relating to any remaining testing requirements, IRC 415 and 402(g), for the 2009 plan year were de minimis.

R.H. Donnelley 401(k) 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>December 31,</i>	2009	2008
	<i>(amounts in thousands)</i>	
Net assets available for plan benefits per the Statements of Net Assets Available for Plan Benefits	\$ 133,252	\$ 71,500
Less: Adjustment from fair value to contract value for interest in common/collective trust relating to fully benefit-responsive investment contracts (Note 2)	632	(1,270)
Net assets available for plan benefits per the Form 5500	\$ 133,884	\$ 70,230

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

<i>Year Ended December 31,</i>	2009
	<i>(amounts in thousands)</i>
Total investment income per the Statement of Changes in Net Assets Available for Plan Benefits	\$ 19,610
Less: Net adjustment from fair value to contract value for interest in common/collective trust relating to fully benefit-responsive investment contracts (Note 2)	1,902
Total investment income per the Form 5500	\$ 21,512

12. SUBSEQUENT EVENTS

The Plan Administrator has evaluated subsequent events through September 24, 2010, which is the date the financial statements were available to be issued. There were no events or transactions discovered during this evaluation that require recognition or disclosure in the financial statements, other than the events noted below.

R.H. Donnelley 401(k) Savings Plan

Notes to Financial Statements (Continued)

12. SUBSEQUENT EVENTS (CONTINUED)

Employer Stock and Company Reorganization

On January 29, 2010, Dex One Corporation became the successor registrant to the Company upon emergence from Chapter 11 of the U.S. Bankruptcy Code. Also upon emergence from Chapter 11 bankruptcy, all outstanding shares of R.H. Donnelley Corporation common stock were cancelled.

IRS Compliance Statement

The Company received a Compliance Statement dated July 13, 2010 from the IRS on the proposed corrections as outlined in the EPCRS. As long as the Company completes all corrections within 150 days (or no later than December 10, 2010) no action will be taken by the IRS related to these issues. The Company is in the process of calculating final contributions to participant accounts, which are expected to be made by the required deadline.

13. LEGAL PROCEEDINGS

On December 7, 2009, a putative ERISA class action complaint was commenced in the United States District Court for the Northern District of Illinois on behalf of certain participants in or beneficiaries of the Plan at any time between July 26, 2007 and the time the lawsuit was filed and whose plan accounts included investments in R.H. Donnelley Corporation common stock. The putative ERISA class action complaint contains allegations against certain current and former company directors, officers and employees including allegations of breaches of fiduciary duties under ERISA and seeks damages and equitable relief. The Company believes the allegations set forth in the lawsuit are without merit and intends to rigorously defend the Company and/or its current and former officers, employees or directors. As such, the accompanying financial statements do not include any adjustments related to this matter.

Supplemental Schedules



R.H. Donnelley 401(k) Savings Plan

Form 5500 – Schedule H, Part IV, Line 4(a) – Schedule of Delinquent Participant Contributions – For the Year Ended December 31, 2009

EIN: 13-2740040
Plan Number 002

Participant Contributions Transferred Late to Plan (including lost earnings)	Contributions not Corrected	Contributions Corrected Outside of VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-S1	Total that Constitute Non-exempt Prohibited Transactions
*R.H. Donnelley Corporation -					
\$ 436	\$ -	\$ 436	\$ -	\$ -	\$ 436

*Represents a party-in-interest.

See accompanying independent auditors' report.

R.H. Donnelley 401(k) 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: 13-2740040
Plan Number: 002

Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investment	Shares/Units	Current Value
* R.H. Donnelley Corporation Common Stock	Common Stock	666,917	\$ 2,534
Vanguard Retirement Savings Trust Fund	Common/Collective Trust	28,580,640	29,212,153
State Street Global Advisors S&P 500 Index Fund	Common/Collective Trust	545,369	11,451,665
Harbor International Fund	Registered Investment Companies	228,599	12,543,239
PIMCO Total Return Fund	Registered Investment Companies	1,056,520	11,410,426
Wells Fargo Advantage Capital Growth Fund	Registered Investment Companies	430,470	6,030,897
Perkins Mid Cap Value Fund	Registered Investment Companies	296,891	5,878,451
Eaton Vance Large Cap Value Fund	Registered Investment Companies	302,139	5,069,903
Jennison Mid Cap Growth Fund	Registered Investment Companies	187,705	4,424,212
Columbia Management Small Cap Growth Fund	Registered Investment Companies	154,416	3,718,356
Victory Small Company Opportunities Fund	Registered Investment Companies	101,924	2,529,746
Vanguard Extended Market Index Fund	Registered Investment Companies	60,695	1,704,342
Vanguard Total International Stock Index Fund	Registered Investment Companies	102,763	1,480,815
Vanguard Total Bond Market Index Fund	Registered Investment Companies	141,811	1,467,748
Cohen & Steers Realty Shares Fund	Registered Investment Companies	28,864	1,358,349
Vanguard Target Retirement 2005 Fund	Registered Investment Companies	50,259	551,844
Vanguard Target Retirement 2010 Fund	Registered Investment Companies	49,374	1,013,167
Vanguard Target Retirement 2015 Fund	Registered Investment Companies	372,365	4,211,443
Vanguard Target Retirement 2020 Fund	Registered Investment Companies	130,459	2,603,965
Vanguard Target Retirement 2025 Fund	Registered Investment Companies	806,582	9,130,505
Vanguard Target Retirement 2030 Fund	Registered Investment Companies	144,687	2,793,905
Vanguard Target Retirement 2035 Fund	Registered Investment Companies	403,421	4,687,759
Vanguard Target Retirement 2040 Fund	Registered Investment Companies	112,860	2,150,001
Vanguard Target Retirement 2045 Fund	Registered Investment Companies	135,711	1,631,249
Vanguard Target Retirement 2050 Fund	Registered Investment Companies	21,992	420,263
Vanguard Target Retirement Fund	Registered Investment Companies	86,033	911,099
	Interest rates ranging from 4.25%		
* Participant Loans	to 10.25%, various maturity dates	-	3,155,676
Total investments			\$ 131,543,712

*Represents a party-in-interest.

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

See accompanying independent auditors' report.

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

Plan Name R.H. DONNELLEY 401(K) SAVINGS PLAN

EIN: 13-2740040

Plan Sponsor's Name R.H. DONNELLY

PN: 002

(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		4,424,212
	COHEN & STEERS FUND	MUTUAL FUND		1,358,349
	COLUMBIA MANAGEMENT	MUTUAL FUND		3,718,356
	HARBOR INTERNATIONAL	MUTUAL FUND		12,543,239
	PERKINS MID CAP	MUTUAL FUND		5,878,451
	PIMCO TOTAL RETURN	MUTUAL FUND		11,410,426
	SSGA S & P 500 FUND	COMMON/COLLECTIVE TRUST		11,451,665

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

Plan Name R.H. DONNELLEY 401(K) SAVINGS PLAN

EIN: 13-2740040

Plan Sponsor's Name R.H. DONNELLY

PN: 002

(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	MUTUAL FUND		6,030,897
	VANGUARD TARGET 2010	MUTUAL FUND		1,013,167
	VANGUARD TARGET 2020	MUTUAL FUND		2,603,965
	VANGUARD TARGET 2040	MUTUAL FUND		2,150,001
	VANGUARD TARGET 2050	MUTUAL FUND		420,263
	VICTORY SMALL COMPANY	MUTUAL FUND		2,529,746
	VANGUARD TARGET 2030	MUTUAL FUND		2,793,905

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

Plan Name R.H. DONNELLEY 401(K) SAVINGS PLAN

EIN: 13-2740040

Plan Sponsor's Name R.H. DONNELLY

PN: 002

(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 2005	MUTUAL FUND		551,844
	VANGUARD TARGET 2015	MUTUAL FUND		4,211,443
	VANGUARD TARGET 2025	MUTUAL FUND		9,130,505
	VANGUARD TARGET 2035	MUTUAL FUND		4,687,759
	VANGUARD TARGET 2045	MUTUAL FUND		1,631,249
	VANGUARD TARGET RETIREMENT	MUTUAL FUND		911,099
	VANGUARD RET SAV TRUST III	COMMON/COLLECTIVE TRUST		29,212,153

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

Plan Name R.H. DONNELLEY 401(K) SAVINGS PLAN

EIN: 13-2740040

Plan Sponsor's Name R.H. DONNELLY

PN: 002

(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		1,480,815
	VANGUARD TOTAL BOND	MUTUAL FUND		1,467,748
	VANGUARD EXTENDED MARKET	MUTUAL FUND		1,704,342
	EATON VANCE LARGE CAP VALUE	MUTUAL FUND		5,069,903
	LOAN FUND	PARTICIPANT LOANS		3,155,676
	RH DONNELLEY STOCK	EMPLOYER STOCK		2,534