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).

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

OMB Nos. 1210-0110
1210-0089

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
THE R.H. DONNELLEY RETIREMENT ACCOUNT

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 07/01/1998

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
DEX ONE CORPORATION

9380 STATION STREET
LONE TREE, CO 80214

2b Employer Identification Number (EIN)
13-2740040

2c Sponsor's telephone number
303-297-1854

2d Business code (see instructions)
541800

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2010	DONNA TIKKANEN-DAVIS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
DEX ONE CORPORATION

9380 STATION STREET
LONE TREE, CO 80214

3b Administrator's EIN
13-2740040

3c Administrator's telephone number
303-297-1854

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
R.H. DONNELLEY CORPORATION

4b EIN
13-2740040

4c PN
001

5	Total number of participants at the beginning of the plan year	**5**	3077
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**	1377
b	Retired or separated participants receiving benefits	**6b**	378
c	Other retired or separated participants entitled to future benefits	**6c**	1215
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	2970
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	29
f	Total. Add lines **6d** and **6e**	**6f**	2999
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	71
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:
1A 1C 1G 1I 3H

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)	X	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)	X	Trust
(4)		General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

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

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

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

A Name of plan
THE R.H. DONNELLEY RETIREMENT ACCOUNT

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
DEX ONE CORPORATION

D Employer Identification Number (EIN)
13-2740040

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2009

2	Assets:			
	a Market value		**2a**	89232687
	b Actuarial value		**2b**	98155955
3	Funding target/participant count breakdown		**(1)** Number of participants	**(2)** Funding Target
	a For retired participants and beneficiaries receiving payment	**3a**	375	37306443
	b For terminated vested participants	**3b**	1148	24275649
	c For active participants:			
	(1) Non-vested benefits	**3c(1)**		38161735
	(2) Vested benefits	**3c(2)**		957932
	(3) Total active	**3c(3)**	1555	39119667
	d Total	**3d**	3078	100701759
4	If the plan is at-risk, check the box and complete items (a) and (b) [ ]			
	a Funding target disregarding prescribed at-risk assumptions		**4a**	
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor		**4b**	
5	Effective interest rate		**5**	8.23 %
6	Target normal cost		**6**	446163

Statement by Enrolled Actuary

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

SIGN HERE

	09/15/2010
Signature of actuary	Date
CHIEN-HUNG BRINE LIN	08-06666
Type or print name of actuary	Most recent enrollment number
MERCER	203-229-6000
Firm name	Telephone number (including area code)
601 MERRITT 7 NORWALK, CT 06856	
Address of the firm	

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

Part II Beginning of year carryover and prefunding balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	0	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9	Amount remaining (Item 7 minus item 8)	0	0
10	Interest on item 9 using prior year's actual return of 23.14 %		
11	Prior year's excess contributions to be added to prefunding balance:		
	a Excess contributions (Item 38 from prior year)		3707759
	b Interest on (a) using prior year's effective rate of 6.04 %		223949
	c Total available at beginning of current plan year to add to prefunding balance		3931708
	d Portion of (c) to be added to prefunding balance		0
12	Reduction in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12)	0	0

Part III Funding percentages

14	Funding target attainment percentage	14	97.47 %
15	Adjusted funding target attainment percentage	15	97.47 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	87.90 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/15/2009	1800000				
07/15/2009	1800000				
		Totals ► 18(b)		3600000	18(c) 0

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

a Contributions allocated toward unpaid minimum required contribution from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	3485420

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] Yes [ ] No

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

Liquidity shortfall as of end of Quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:

a Segment rates:

1st segment: %	2nd segment: %	3rd segment: %	[X] N/A, full yield curve used

b Applicable month (enter code) — **21b**: 2

22 Weighted average retirement age — **22**: 63

23 Mortality table(s) (see instructions) [ ] Prescribed - combined [X] Prescribed - separate [ ] Substitute

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. [ ] Yes [X] No

25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. [X] Yes [ ] No

26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. [X] Yes [ ] No

27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment	**27**	

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions)	**31**		446163
32 Amortization installments:		Outstanding Balance	Installment
a Net shortfall amortization installment		4291949	855534
b Waiver amortization installment		0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**		
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33)	**34**		1301697

	Carryover balance	Prefunding balance	Total balance
35 Balances used to offset funding requirement	0	0	0

36 Additional cash requirement (item 34 minus item 35)	**36**	1301697
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	**37**	3485420
38 Interest-adjusted excess contributions for current year (see instructions)	**38**	2183723
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)	**39**	0
40 Unpaid minimum required contribution for all years	**40**	0

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**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
THE R.H. DONNELLEY RETIREMENT ACCOUNT

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
DEX ONE CORPORATION

D Employer Identification Number (EIN)
13-2740040

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

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

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

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

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?
17	NONE	31026	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(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?
11 13	NONE	482046	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

HEWITT ASSOCIATES

36-2235791

(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?
11	NONE	31894	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

NORTHERN TRUST COMPANY

36-1561860

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21	NONE	8686	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

TOWERS WATSON

53-0181291

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	NONE	17231	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

POYNER & SPRUILL LLP

56-1493995

(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?
29	NONE	5062	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

ANTON COLLINS MITCHELL LLP

01-0724563

(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	NONE	26700	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

a	Name: HEWITT ASSOCIATES LLC	**b** EIN:	36-2235791
c	Position: ACTUARY		
d	Address: 45 GLOVER AVENUE NORWALK, CT 06850	**e** Telephone:	203-852-1100

Explanation: CHANGE IN BUNDLED SERVICE PROVIDERS EFFECTIVE 1/1/2009.

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

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
THE R.H. DONNELLEY RETIREMENT ACCOUNT

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
DEX ONE CORPORATION

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: COLTV SHORT-TERM INVESTMENT FUND

b Name of sponsor of entity listed in (a): THE NORTHERN TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
36-6036794-001	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: MFB COLTV DAILY RUSSELL 1000 EQUITY

b Name of sponsor of entity listed in (a): THE NORTHERN TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
36-6036794-001	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: R.H. DONNELLEY CORP MASTER TRUST

b Name of sponsor of entity listed in (a): DEX ONE CORPORATION

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)
13-2740040-003	M	102972945

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

SCHEDULE G (Form 5500)	Financial Transaction Schedules	OMB No. 1210-0110
Department of Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	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.**	**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:
THE R.H. DONNELLEY RETIREMENT ACCOUNT

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
DEX ONE CORPORATION

D Employer Identification Number (EIN):
13-2740040

Part I Schedule of Loans or Fixed Income Obligations in Default or Classified as Uncollectible

Complete as many entries as needed to report all loans or fixed income obligations in default or classified as uncollectible. Check box (a) if obligor is known to be a party in interest. Attach Overdue Loan Explanation for each loan listed. See Instructions.

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

Part II Schedule of Leases in Default or Classified as Uncollectible

Complete as many entries as needed to report all leases in default or classified as uncollectible. Check box (a) if lessor or lessee is known to be a party in interest. Attach Overdue Lease Explanation for each lease listed. (See instructions)

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

Part III Nonexempt Transactions

Complete as many entries as needed to report all nonexempt transactions. **Caution:** If a nonexempt prohibited transaction occurred with respect to a disqualified person, file Form 5330 with the IRS to pay the excise tax on the transaction.

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price
DEX ONE CORP	PLAN SPONSOR	REIMBURSE PLAN FOR FEES PAID IN ERROR	

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction
		29142			

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transactions including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price
DEX ONE CORP	PLAN SPONSOR	REIMBURSE PLAN FOR LOST EARNINGS FOR FEES PAID IN ERROR	

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction
		6			

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transactions including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transactions including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transactions including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transactions including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

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
THE R.H. DONNELLEY RETIREMENT ACCOUNT

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
DEX ONE CORPORATION

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)	6587975	
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	571174	
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)	25509019	
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	12675190	
(B) All other	1c(3)(B)	3338716	
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	7650543	
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)	29553401	
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		102972945
(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)	10068481	
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	-18972	

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	95935527	102972945
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h	302859	108993
i	Acquisition indebtedness	1i		
j	Other liabilities	1j	7133573	
k	Total liabilities (add all amounts in lines 1g through1j)	1k	7436432	108993
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	88499095	102863952

Part II Income and Expense Statement

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

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	3600000	
	(B) Participants	2a(1)(B)		
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		3600000
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)		
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		0
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		18254816
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		21854816
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	6687788	
(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)		6687788
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	169528	
(2) Contract administrator fees	2i(2)	424731	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	207912	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		802171
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		7489959
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		14364857
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified (2) [ ] Qualified (3) [X] Disclaimer (4) [ ] Adverse

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

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

(1) Name: 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.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d	X		29148
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i		X	
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

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

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

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

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.

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

A Name of plan
THE R.H. DONNELLEY RETIREMENT ACCOUNT

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
DEX ONE CORPORATION

D Employer Identification Number (EIN)
13-2740040

Part I Distributions

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

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

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

EIN(s): 36-3046063

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** 117

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

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

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

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

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

6 **a** Enter the minimum required contribution for this plan year **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**

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):

---

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: 46% Investment-Grade Debt: 47% High-Yield Debt: _____% Real Estate: _____% Other: 7%

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):

ACM

Anton Collins Mitchell LLP

Independent Auditors' Report

To the Participants and Plan Administrators of the R.H. Donnelley Corporation Retirement Account:

We were engaged to audit the accompanying statements of net assets available for plan benefits of the R.H. Donnelley Corporation Retirement Account (the "Plan") as of December 31, 2009 and 2008 and the related statements of changes in net assets available for plan benefits for the years then ended and the supplemental schedule of non-exempt transactions for the year ended December 31, 2009. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 7, which was certified by Northern Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions as of and for the years ended December 31, 2009 and 2008. The Plan administrator has obtained certifications from the trustee as of and for the years ended December 31, 2009 and 2008, that the information provided to the plan administrator by the trustee is complete and accurate.

R.H. Donnelly 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 10 to the financial statements.

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

Anton Collins Mitchell LLP

Denver, Colorado
October 12, 2010

Schedule SB, Line 22 - Description of Weighted Average Retirement Age

Each employee is assumed to retire in accordance with the table of retirement rates. The proportion of employees expected to retire at each potential retirement age is shown below. The average retirement age is 63.

(A) Retirement age	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) x (D)
55	2.0%	10,000	200.00	11,000
56	2.3%	9,800	225.40	12,622
57	2.5%	9,575	239.37	13,644
58	2.5%	9,335	233.38	13,536
59	2.8%	9,102	254.85	15,036
60	3.0%	8,847	265.41	15,925
61	10.0%	8,582	858.16	52,348
62	25.0%	7,723	1,930.86	119,713
63	20.0%	5,793	1,158.51	72,986
64	20.0%	4,634	926.81	59,316
65	100.0%	3,707	3,707.25	240,971
Total			10,000.00	627,098
Average				62.71

Schedule SB, Line 25 - Change in Method

Dex One Corporation updated the asset valuation method from the fair market value to the 2 year smoothed asset value as defined in IRC Section 430.

The discount rate methodology was changed from segment rates with a 4 month lookback to the full yield curve with a 2 month lookback.

The enrolled actuary and business organization providing actuarial services for this plan changed for the 2009 plan year (takeover plan) resulting in a change in funding method for 2009. This takeover satisfies the requirements of Announcement 2010-3 for automatic IRS approval for changes in funding method.

Schedule SB, Line 26 - Schedule of Active Participant Data

Age	Years of credited service										
	< 1	**1-4**	**5-9**	**10-14**	**15-19**	**20-24**	**25-29**	**30-34**	**35-39**	**40+**	**Total**
Under 25		17									17
25-29		171 53,421 3,215	25 70,084 10,490	1							197
30-34		117 60,594 3,840	68 68,092 14,176	20 58,702 17,545							205 62,896 8,606
35-39		103 67,872 5,635	60 64,858 17,722	75 63,499 24,881	20 72,621 27,490	2					260
40-44		97 66,136 5,711	48 67,451 18,131	52 67,209 30,025	40 81,616 48,681	21 70,674 53,964	1				259
45-49		76 66,700 6,643	30 78,907 25,062	36 72,763 35,800	38 70,754 41,221	51 97,243 84,676	13	4			248
50-54		46 65,342 8,100	28 61,161 23,385	32 66,753 42,108	16	24 99,861 122,187	22 122,255 123,602	16	6		190 77,964 61,337
55-59		30 55,789 8,534	13	11	9	10	8	6	13	1	101 70,393 75,969
60-64		19	11	6	3	11		4	7	4	65 52,770 67,934
65-69		2	2		2	3				1	10
70+			1		1	1					3
Total		678 60,896 5,093	286 67,826 19,354	233	129 71,266 44,660	123 85,426 88,608	44 103,818 120,220	30 82,826 126,349	26 79,861 189,415	6	1,555 67,450 30,233

In each cell, the top number is the count of active participants for each age/service combination. The middle number is the average 2008 compensation of the active participants in that group limited to $230,000, and the bottom number is the average cash balance as of December 31, 2008 of the active participants in that group.

Schedule SB, Line 32 - Schedule of Amortization Bases

The shortfall amortization charge is the sum of the shortfall base amortization for each plan year covered under PPA. Although a shortfall base can be negative, the combined shortfall amortization charge cannot be negative.

Shortfall bases

Year established	Outstanding balance	Years remaining	Installment
2008	$ 4,291,949	6	$ 855,534
2009	0	7	0
Total	$ 4,291,949		$ 855,534

Waiver bases

Year established	Outstanding balance	Years remaining	Installment
	$ 0		$ 0
Total	$ 0		$ 0

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

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

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

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

A Name of plan

The R.H. Donnelley Corporation Retirement Account

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF

Dex One Corporation

D Employer Identification Number (EIN)

13-2740040

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 1 Day 1 Year 2009

2 Assets:

a	Market value	**2a**	89,232,687
b	Actuarial value	**2b**	98,155,956

3 Funding target/participant count breakdown

			(1) Number of participants	(2) Funding Target
a	For retired participants and beneficiaries receiving payment	**3a**	375	37,306,443
b	For terminated vested participants	**3b**	1,148	24,275,649
c	For active participants:			
	(1) Non-vested benefits	**3c(1)**		38,161,735
	(2) Vested benefits	**3c(2)**		957,932
	(3) Total active	**3c(3)**	1,555	39,119,667
d	Total	**3d**	3,078	100,701,759

4 If the plan is at-risk, check the box and complete items (a) and (b) [ ]

a	Funding target disregarding prescribed at-risk assumptions	**4a**	
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	**4b**	

5	Effective interest rate	**5**	8.23 %
6	Target normal cost	**6**	446,163

Statement by Enrolled Actuary

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

SIGN HERE

CHBL — Signature of actuary

9/15/2010 — Date

CHIEN-HUNG BRINE LIN — Type or print name of actuary

08-06666 — Most recent enrollment number

Firm name

(203)229-6000 — Telephone number (including area code)

601 Merritt 7

Norwalk CT 06856 — Address of the firm

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

Part II Beginning of year carryover and prefunding balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	0	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9	Amount remaining (Item 7 minus item 8)	0	0
10	Interest on item 9 using prior year's actual return of (23.14)%		
11	Prior year's excess contributions to be added to prefunding balance:		
	a Excess contributions (Item 38 from prior year)		3,707,759
	b Interest on (a) using prior year's effective rate of 6.04 %		223,949
	c Total available at beginning of current plan year to add to prefunding balance		3,931,708
	d Portion of (c) to be added to prefunding balance		0
12	Reduction in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	0	0

Part III Funding percentages

14	Funding target attainment percentage	14	97.47 %
15	Adjusted funding target attainment percentage	15	97.47 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	87.90 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/15/2009	1,800,000				
07/15/2009	1,800,000				
			Totals ► 18(b)	3,600,000	18(c) 0

19	Discounted employer contributions - see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contribution from prior years.	19a	0
	b Contributions made to avoid restrictions adjusted to valuation date	19b	0
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	3,485,420

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] Yes [ ] No

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

Liquidity shortfall as of end of Quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:

a Segment rates:

1st segment: %	2nd segment: %	3rd segment: %	[X] N/A, full yield curve used

b Applicable month (enter code) — **21b**: 2

22 Weighted average retirement age — **22**: 63

23 Mortality table(s) (see instructions) [ ] Prescribed - combined [X] Prescribed - separate [ ] Substitute

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. [ ] Yes [X] No

25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. [X] Yes [ ] No

26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. [X] Yes [ ] No

27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment — **27**:

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years — **28**: 0

29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a) — **29**: 0

30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29) — **30**: 0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions) — **31**: 446,163

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	4,291,949	855,534
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount — **33**:

34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33) — **34**: 1,301,697

	Carryover balance	Prefunding balance	Total balance
35 Balances used to offset funding requirement	0	0	0

36 Additional cash requirement (item 34 minus item 35) — **36**: 1,301,697

37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c) — **37**: 3,485,420

38 Interest-adjusted excess contributions for current year (see instructions) — **38**: 2,183,723

39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37) — **39**: 0

40 Unpaid minimum required contribution for all years — **40**: 0

Schedule SB, Part V - Summary of Plan Provisions

Following is a summary of the major plan provisions used to determine the plan's financial position. It should not be used in determining plan benefits.

Effective date	July 1, 1998
Most recent amendment	Effective January 1, 2009
Eligibility	Any associate of a participating company shall become a member on the first of the month coinciding with or next following the completion of one year of service and attainment of age 21. Effective 1/1/2007, the DonTech Retirement Account was merged into the R.H. Donnelley Retirement Account. The Plan was amended during 2008 to close participation to new entrants and freeze benefit accruals effective 12/31/2008.
Vesting service	Years of employment with the Company during which a member is compensated for 1,000 or more hours, excluding such hours prior to attainment of age 18**.**
Credited service	Years of service while a member. Any members who complete less than a full year of service may receive fractional credit.
Pensionable earnings	All amounts paid to a member but excluding severance pay and certain types of special renumeration.
Final average earnings	Annual average of compensation for the highest 5 consecutive 12-month periods of the last 10 consecutive 12-month periods of credited service. Compensation is annualized to a 1,800 hour basis if other than full time member is employed more than 1,000 hours but less than 1,800 hours.
Primary Social Security Benefit	The monthly benefit at age 65 estimated as payable to a member based on Social Security Act as amended and in effect at retirement. If the member terminates prior to age 65, it will be assumed that the member receives no compensation after termination and elects to receive Social Security benefits at age 65. The estimate is based on that member's wage history with the Company and the assumption of no wages prior to date of hire.
Normal retirement eligibility	Age 65

Schedule SB, Part V - Summary of Plan Provisions - Continued

Normal retirement benefit

- Grandfathered Participants receive greater of Final Average Pay Benefit, Accrued Benefit at 12/31/1996, and Cash Balance Benefit.
- Non-Grandfathered Participants receive greater of Cash Balance Benefit and Accrued Benefit at 12/31/1996.
- Final Average Pay Benefit (greater of a or b):
  - 1.7% of final average compensation times years of credited service not in excess of 25, plus 1.0% of final average compensation times years of credited service in excess of 25, less 1.7% of the social security benefit times years of credited service not in excess of 25, less 0.5% of the social security benefit times years of credited service in excess of 25, but not in excess of 40.
  - $100 times years of credited service, less the actuarial equivalent of contributions made to other plans.
- Frozen Accrued Benefit at December 31, 1996:

Benefit calculated based on service and pensionable earnings through 12/31/1996.

- Cash Balance Benefit:

An annual benefit equal to the retirement account balance converted to an actuarial equivalent life annuity at age 65.

The initial retirement account balance on 12/31/1996 is equal to the present value of the 12/31/1996 accrued benefit. The retirement account grows with monthly interest credits based on the yield of 30-year Treasury bonds , and monthly pay credits in accordance with the table below:

Age + Service	Percent of Pay
<35	3.0%
35 – 44	4.0%
45 – 54	5.0%
55 – 64	7.5%
65 – 74	9.0%
75 – 84	10.5%
>85	12.5%

Early retirement eligibility

Age 55 and 10 years of vesting service (Final Average Pay Benefit)

Schedule SB, Part V - Summary of Plan Provisions - Continued

Early retirement benefit	Same as Normal Retirement Benefit, reduced as follows: ▪ Final Average Pay Benefit: – Unreduced if deferred to 65 – 3% per year from age 65 if years of service at retirement is less than 35 – 3% per year from age 60 if years of service at retirement is greater than or equal to 35 ▪ Cash Balance account at time of retirement, no further interest credits or pay credits.
Late retirement eligibility	Retirement after age 65
Late retirement benefit	Same as Normal Retirement Benefit
Deferred vested eligibility	Completion of 3 years of service
Deferred vested benefit	▪ Final Average Pay Benefit: Calculated in the same manner as normal retirement benefit based on pay and service at termination. Benefit is paid without reduction at age 65 or in an actuarially reduced amount as early as age 55. ▪ Cash Balance Benefit: Retirement account at termination, increased with interest credits until commencement.
Disability eligibility	Completion of 3 years of service and disabled
Disability benefit	▪ Final Average Pay Benefit: Calculated in the same manner as normal retirement benefit based on pay and service at time of disability. Benefit is paid without reduction at age 65 or reduced in accordance with early retirement factors above, and actuarially reduced if paid prior to age 55. If the member is receiving benefits under the LTD Plan of The Dex One Corporation and receiving social security disability benefits, the member may elect to continue to have benefits accrue under this plan. Various special rules apply. ▪ Cash Balance Benefit: An annual benefit equal to the retirement account balance converted to an actuarial equivalent life annuity at retirement. If the member is receiving benefits under the LTD Plan of The Dex One Corporation and receiving social security disability benefits, the retirement account balance continues to grow with pay and interest credits until age 65, based on the pay rate in effect immediately before disability occurred.

Schedule SB, Part V - Summary of Plan Provisions - Continued

Pre-retirement Death Benefits	▪ Final Average Pay Benefit: If death occurs before age 55 while the member is actively employed, the vested member's spouse will be eligible to begin receiving a life annuity as early as the time the member would have become age 55. The benefit amount will be equal to the amount the spouse would have received if the member had separated from service on the date of death, survived until age 55, and then died with a 50% joint and survivor benefit in effect. ▪ Cash Balance Benefit An annual annuity benefit equal to the retirement account balance converted to an actuarial equivalent annuity payable for the beneficiary's lifetime.
Form of Payment	
Automatic for unmarried	Life annuity
Automatic for married	▪ Upon retiring from active or disabled status, married participants will receive a 50% J&S with half the normal actuarial reduction if final average pay benefit applies. ▪ Other married participants receive 50% J&S that is actuarial equivalent to life annuity.
Optional Form of Payment	Level income option, 100%, 75%, or 50% contingent annuitant options, 10-year or 15-year certain and life options. These options are not available to members who terminate with vested rights. All former RHD participants may elect to receive 100% of their retirement account balance as a lump sum at termination. Former DonTech participants may elect only 50% lump sum distribution of their account balance.
Compensation Limit	Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. For 2009, this limit is $245,000. The limit is indexed annually.
Benefits Limit	Annual benefits may not exceed the limits in IRC Section 415. For 2009, this limit is $195,000. The limit is indexed annually.
Changes since prior valuation	The plan was frozen as of December 31, 2008.

Schedule SB, Part V - Summary of Plan Provisions - Continued

Benefits included or excluded

Unless noted below, all benefits provided by the plan are included in this valuation.

- **Plan amendments:** Amendments adopted after the valuation date or effective after the current plan year are excluded from the valuation.
- **Scheduled benefit increases:** Scheduled benefit increases effective after the end of the current plan year are excluded from minimum funding requirements.
- **Shutdown benefits:** We are not aware of any corporate actions that would create shutdown benefits; therefore, they are excluded.
- **IRC Section 415(b):** The limitations of Internal Revenue Code Section 415(b) have been incorporated into our calculations.
- **Benefit restrictions:** Benefit restrictions (if applicable) are ignored in this valuation.

Significant Events

To the best of our knowledge, no events occurred during the year that would significantly affect the valuation results.

The R.H. Donnelley Corporation Retirement Account

Financial Statements and Supplemental Schedule

As of and for the Years Ended December 31, 2009 and 2008

ACM
Anton Collins Mitchell LLP
Accountants & Consultants

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The R.H. Donnelley Corporation Retirement Account

Financial Statements and Supplemental Schedule

As of and for the Years Ended December 31, 2009 and 2008

The R.H. Donnelley Corporation Retirement Account

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ACM

Anton Collins Mitchell LLP

Independent Auditors' Report

To the Participants and Plan Administrators of the R.H. Donnelley Corporation Retirement Account:

We were engaged to audit the accompanying statements of net assets available for plan benefits of the R.H. Donnelley Corporation Retirement Account (the "Plan") as of December 31, 2009 and 2008 and the related statements of changes in net assets available for plan benefits for the years then ended and the supplemental schedule of non-exempt transactions for the year ended December 31, 2009. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 7, which was certified by Northern Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions as of and for the years ended December 31, 2009 and 2008. The Plan administrator has obtained certifications from the trustee as of and for the years ended December 31, 2009 and 2008, that the information provided to the plan administrator by the trustee is complete and accurate.

R.H. Donnelly 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 10 to the financial statements.

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

Anton Collins Mitchell LLP

Denver, Colorado
October 12, 2010

Financial Statements

The R.H. Donnelley Corporation Retirement Account

Statements of Net Assets Available For Plan Benefits

December 31,	**2009**	2008
Assets		
Investments, at fair value (Notes 2, 4, 5, 6 and 7):		
Plan's interest in the R.H. Donnelley Corporation Retirement Account Master Trust	**$ 102,972,945**	$ -
U.S. Government securities	**-**	25,509,019
Common/collective trusts	**-**	29,553,401
Corporate debt	**-**	16,013,906
Corporate and foreign stock	**-**	7,650,543
Registered investment companies	**-**	9,884,163
Real estate investment trust	**-**	184,318
Unrealized loss on credit default swaps	**-**	(272,252)
Unrealized gain on credit default swaps	**-**	253,280
Fixed income derivatives – futures	**-**	1,969,047
Fixed income futures – offsets	**-**	(1,969,047)
Total investments	**102,972,945**	88,776,378
Receivables:		
Employer contributions (Note 1)	**-**	6,587,975
Due from brokers	**-**	324,022
Accrued income	**-**	247,152
Total receivables	**-**	7,159,149
Total assets	**102,972,945**	95,935,527
Contingencies (Note 10)		
Liabilities		
Accrued plan expenses	**(108,993)**	(302,859)
Due to brokers	**-**	(7,133,573)
Total liabilities	**(108,993)**	(7,436,432)
Net assets available for plan benefits	**$ 102,863,952**	$ 88,499,095

See independent auditors' report and accompanying notes to the financial statements.

The R.H. Donnelley Corporation Retirement Account

Statements of Changes in Net Assets Available For Plan Benefits

Years Ended December 31,	**2009**	2008
Additions to (deductions from) net assets attributed to:		
Employer contributions (Note 1)	**$ 3,600,000**	$ 11,351,900
Investment income (loss):		
Plan interest in R.H. Donnelley Corporation Retirement Account Master Trust investment income (Note 4)	**18,254,816**	-
Interest and dividends	**-**	2,204,919
Net depreciation in fair value of investments (Notes 2 and 7)	**-**	(26,998,642)
Net investment income (loss)	**18,254,816**	(24,793,723)
Pension benefits paid	**(6,687,788)**	(6,418,745)
Plan expenses	**(802,171)**	(1,528,205)
Total deductions	**(7,489,959)**	(7,946,950)
Net increase (decrease) in net assets	**14,364,857**	(21,388,773)
Net assets available for plan benefits at beginning of year	**88,499,095**	109,887,868
Net assets available for plan benefits at end of year	**$ 102,863,952**	$ 88,499,095

See independent auditors' report and accompanying notes to the financial statements.

The R.H. Donnelley Corporation Retirement Account

Notes to Financial Statements

1. PLAN DESCRIPTION

General

The following brief description of The R.H. Donnelley Corporation Retirement Account (the "Plan") is provided for general information purposes. Participants should refer to the Summary Plan Description and Plan Document for more complete information.

In July 1998, R.H. Donnelley Corporation and its subsidiaries (the "Company" or "RHD") separated from The Dun & Bradstreet Corporation ("D&B") and became an independent public company. Prior to the separation from D&B, the Company's employees were participants in The Dun & Bradstreet Retirement Account (the "D&B Plan"). Effective July 1, 1998, the Company established the Plan and all eligible Company employees who participated in the D&B Plan became participants in the Plan. Qualified service with D&B and its partially or wholly-owned subsidiaries was counted for purposes of eligibility, vesting and benefits under the Plan. Retired and terminated Company employees with vested benefits at June 30, 1998 maintained their membership in the D&B Plan. Effective January 31, 2006, RHD merged with Dex Media, Inc. Dex Media, Inc. maintains a pension plan for Dex Media, Inc. employees.

The Plan is a non-contributory cash balance defined benefit plan established to provide pension benefits to eligible participants of the Company. The Plan is funded by contributions from the Company and is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA") and certain sections of the Internal Revenue Code ("IRC").

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 10, *Subsequent Events*, for discussion of the Company's emergence from bankruptcy as Dex One Corporation on January 29, 2010.

Trustee and Administration of the Plan

The Trustee of the Plan is Northern Trust Company ("Northern Trust" or "Trustee"). The Trustee holds all assets of the Plan in accordance with provisions of the agreement with the Company. As of January 1, 2009, Mercer HR Services, LLC was appointed to provide certain administrative and actuarial services to the Plan. Through December 31, 2008, Fidelity Employer Services Corporation provided recordkeeping and other administrative services to the Plan.

Effective January 1, 2009, the Dex Media, Inc. Pension Plan ("Dex Pension Plan") began to participate in the R.H. Donnelley Retirement Account Master Trust ("Master Trust"), which was previously established for the investment of assets of the Plan.

1. PLAN DESCRIPTION (CONTINUED)

Trustee and Administration of the Plan (Continued)

The plan administrator is the Company's Employee Benefits Committee (the "EBC") and the Asset Management Committee (the "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, claims and for effectuating amendments. The AMC has authority to remove and/or instruct the Trustee, establish and maintain a funding and investment policy, and select and monitor investment managers and funds.

Participation and Eligibility

Prior to December 31, 2008, employees of the Company became eligible for participation on the first day of the month following attaining age 21 and completing one year of service. A year of service was completed if an employee worked at least 1,000 hours during a consecutive 12-month period following their date of hire or in any calendar year thereafter. As of December 31, 2008 the Plan is closed to new participants.

Benefits for Employees

Effective December 31, 2008, the Company froze the Plan and all future benefit accruals ceased. However, interest credits on participant account balances under the account balance formula, as well as service credits for vesting and retirement eligibility continue. No compensation paid to an employee after December 31, 2008 shall be included in determining a participant's average final compensation.

Benefits under the Plan are calculated based on years of service and percentage of total annual compensation. This "cash balance benefit" is an annual benefit equal to a retirement account balance converted to an actuarial equivalent life annuity at retirement. The retirement account is comprised of an initial retirement amount converted as of December 31, 1996 (if applicable) plus monthly interest credits and monthly pay credits (through December 31, 2008). The percentage of compensation used to determine the monthly pay credits ranged from 3.0% to 12.5% depending on the participant's age and years of service. Benefits for certain employees who were participants in the predecessor D&B Plan and who meet certain "grandfathered" criteria are also determined based on the participant's average compensation and years of service ("final average pay benefit"), as further described in the Plan Document.

1. PLAN DESCRIPTION (CONTINUED)

Benefits for Employees (Continued)

Benefit payments begin on the first day of the month after attaining the age of 65. Benefit payments will be based on the individual cash balance account or the grandfathered account balance, if applicable, at the time of retirement. Benefits are paid in the form of a life annuity for unmarried participants and a 50% joint and survivor annuity for married participants; unless an alternative form of payment is elected. Early retirement benefits are available in a reduced amount any time after age 55 and completion of ten years of service, based on certain factors and tables included in the Plan Document.

Effective April 26, 2006, the Plan also allows for retroactive annuity start dates if certain criteria are met. Effective on or after March 28, 2005, if a participant with a vested benefit greater than $1,000 but less than $5,000 does not elect a lump-sum distribution or a direct rollover into another qualified account, the Plan will pay the distribution as a direct rollover to an individual retirement account designated by the EBC. Amounts $1,000 or less are automatically paid in a lump-sum to the participant.

Disability and Death Benefits

If an employee becomes totally and permanently disabled while in active service, the employee can elect to receive their monthly benefit immediately or defer payment to a later date. Participants continue to accrue vesting service as if they were still working. If an employee dies, the full value of the employee's account is payable to their beneficiary in the form of a monthly annuity. If an employee left the Company at or before retirement prior to January 1, 2001, they could elect to receive a lump-sum payment equal to 50% of their retirement account balance and any remaining benefit will be received as an annuity at age 55 or older. If an employee left the Company at or before retirement on or after January 1, 2001, they could elect to receive a lump-sum payment equal to 100% of their retirement account balance, with the exception of benefits accrued under the DonTech Retirement Account (which was merged into the Plan effective January 1, 2007).

Vesting

Effective January 1, 2008, employees became fully vested in plan benefits upon completion of 3 years of service as required under The Pension Protection Act of 2006 (the "Act"), or upon reaching age 65 with one year of service. For purposes of vesting, a year of service is completed if an employee works a minimum of 1,800 hours during a calendar year, excluding service prior to attaining 18 years of age. Employees who work between 1,000 and 1,800 hours during a calendar

1. PLAN DESCRIPTION (CONTINUED)

Vesting (Continued)

year earn fractional years of service. A participant who is discharged by the Company during the 24 months following, and as a result of or in connection with the Company's merger with Dex Media, Inc., shall be 100% vested in his or her accrued benefit as of the date of such discharge.

As of December 31, 2008, the Plan is closed to new participants. However, participants will continue to earn vesting service as long as they remain employed by the Company.

Funding Policy

Contributions are actuarially determined and funded in accordance with the provisions of ERISA. The Company's funding policy is to contribute an amount at least equal to the minimum legal funding requirement established by ERISA.

For the Plan years ended December 31, 2009 and 2008, the Company was required to make contributions of $1,301,697 and $7,046,164, respectively, into the Plan. The Company contributed $3,600,000 and $11,351,900 for the 2009 and 2008 plan years, respectively, which met or exceeded the minimum funding requirements. In 2009, the Company funded $6,587,975 as shown as contributions receivable in the accompanying financial statements as of December 31, 2008.

Termination of the Plan

Although the Company has not expressed any intention to do so, it may terminate the Plan at any time. The rights of all affected employees to benefits accrued upon termination are nonforfeitable. Upon termination, the accrued benefits of all affected participants shall become fully vested and shall be distributed to the terminated employee or their beneficiaries and shall be allocated in accordance with the guidelines prescribed by the Plan and ERISA and its related regulations.

If the Plan terminates, whether that be voluntary, involuntary or distressed, certain benefits under the Plan are insured by the PBGC, a U.S. Governmental agency. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits and certain disability and survivor's pension benefits. However, the PBGC does not guarantee all types of benefits provided by covered plans and the amount of benefit protection is subject to certain limitations.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Termination of the Plan (Continued)

Whether all participants receive their benefits should the Plan be terminated at some future time will depend on the sufficiency at that time of the Plan's net assets to provide those benefits, the priority of those benefits to be paid and the level and type of benefits guaranteed by the PBGC at that time.

Basis of Accounting

The financial statements of the Plan are prepared on the accrual method of accounting in conformity with accounting principles generally accepted in the United States of America ("GAAP"). The financial statements have been prepared assuming the Company will continue as a going concern. See Note 10, *Subsequent Events*, for the discussion of the Company's emergence from bankruptcy on January 29, 2010.

Use of Estimates

The preparation of the Plan's financial statements in conformity with GAAP requires the Plan Administrator to make significant 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 of these estimates relates to the determination of the accumulated plan benefits and the Plan's funded status (see Note 1, *Plan Description – Funding Policy* and Note 3, *Accumulated Plan Benefits*). Actual results could differ from these estimates.

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.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

New Accounting Pronouncements (Continued)

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 and was adopted prospectively.

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

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 March 2008, the FASB amended disclosure requirements for derivative instruments and hedging activities. This guidance was later codified in ASC 815-10-50. The new guidance requires enhanced disclosures about an entity's derivative and hedging activities to improve the transparency of financial reporting. The Plan adopted the new guidance as of January 1, 2009, which increased the Plan's disclosures but did not have a material impact on the Plan's financial statements.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

New Accounting Pronouncements (Continued)

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 10, *Subsequent Events*, to the financial statements.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value (see Note 5, *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.

Dividend income is recorded on the ex-dividend date. Interest income is recorded on an accrual basis. Purchases and sales of investments are recorded on the trade date. The net appreciation or depreciation in the fair value of investments consists of the realized gain or losses and the unrealized appreciation or depreciation on those investments.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits (see Note 3, *Accumulated Plan Benefits*) are those estimated future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to services rendered by the employees as of the valuation dates. Accumulated plan benefits include benefits expected to be paid to employees or their beneficiaries upon retirement, death, disability or termination. Benefits for retired, terminated and disabled employees or their beneficiaries are based on each former employees credited service prior to his or her termination or retirement date. Accumulated plan benefits for active employees are based on each employee's credited service preceding the valuation date. Benefits payable under all circumstances noted above are included in the computation of the actuarial present value of accumulated plan benefits to the extent that they are deemed attributable to employee service rendered to the valuation date.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Actuarial Present Value of Accumulated Plan Benefits (Continued)

The Plan's actuary estimates the actuarial present value of accumulated plan benefits. This is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal or retirement) between the valuation date and the expected date of payment. The effect of any plan amendments on accumulated plan benefits is recognized during the year in which such amendments become effective.

Concentrations, Risks and Uncertainties

Investments held by the Plan or through the Master Trust consist of various investments in corporate common and foreign stock, registered investment companies, government securities (including U.S. Government bonds, government mortgage backed securities, index-linked government bonds, short-term bills and notes and guaranteed commercial paper), corporate debt (including corporate bonds, commercial mortgage backed securities, asset backed securities, collateralized mortgage obligations and commercial paper), common/collective trusts, a real estate investment trust and certain derivative instruments (see Note 6, *Derivative Financial Instruments*). Investment securities, in general, are exposed to various risks, such as interest rate, credit, currency and overall market volatility risk. As noted in Note 4, *Interest in the Master Trust*, the Master Trust has concentrations of investments in various common/collective trusts. Due to the level of risk associated with certain investment securities and the level of uncertainty, it is at least reasonably possible that changes in the values of investment securities may occur in the near term and such changes could materially affect the amounts reported in the Statement of Net Assets Available for Plan Benefits and the funded status of the Plan.

The Plan or Master Trust invests in securities with contracted cash flows, such as asset backed securities, collateralized mortgage obligations and commercial mortgage back securities, including securities backed by subprime mortgage loans. The value, liquidity and related income of 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 interest rates.

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Concentrations, Risks and Uncertainties (Continued)

The Act as amended, by Worker, Retiree and Employer Recovery Act of 2008 imposes certain benefit restrictions for qualified defined benefit plans that do not meet certain funding thresholds. A Plan's funded percentage is referred to as the Adjusted Funding Target Attainment Percentage ("AFTAP"). The 2009 AFTAP for the Plan is 97.5%. Because the Plan's AFTAP met or exceeds the required threshold, the Plan would normally not be subject to any benefit restrictions; however, as a result of the Company's filing for bankruptcy, benefit restrictions in the form of no lump-sum payments being allowed were imposed on May 28, 2009 and continued until the Company emerged from bankruptcy on January 29, 2010.

Benefit Payments

Benefits are recorded when paid. Amounts requested but not paid as of December 31, 2009 and 2008 were immaterial.

Expenses and Administrative Costs

The Plan's investment and administrative expenses are generally paid by the Plan or through the Master Trust as provided for in the Plan and trust documents. The plan expenses paid or payable from the Plan's assets were $802,171 and $1,528,205 for the plan years ended December 31, 2009 and 2008, respectively. Expenses paid through the Master Trust for investment related activities for the year ended December 31, 2009 were $513,963. These are allocated to the participating plans and are a component of the Plan's interest in the Master Trust investment income as reported in the Statement of Net Assets Available for Plan Benefits. All other expenses not paid by the Plan are paid by the Company.

3. ACCUMULATED PLAN BENEFITS

The present value of accumulated plan benefits as determined by the actuary is as follows:

December 31,	2008
Actuarial present value of accumulated plan benefits	
Vested benefits:	
Active participants	$ 31,776,404
Inactive participants with deferred benefits	20,998,703
Inactive participants receiving benefits	37,721,227
Non-vested benefits	787,987
Total actuarial present value of accumulated plan benefits	$ 91,284,321

The following comprises the changes in accumulated plan benefits:

Actuarial present value of accumulated plan benefits as of January 1, 2008	$ 92,923,022
Changes in the year attributed to:	
Increase for interest due to decrease in discount period	7,898,457
Assumptions changes [(a)]	(1,208,088)
Benefits accumulated and (gains) losses	(1,127,127)
Benefits paid with interest [(b)]	(7,201,943)
Net decrease	(1,638,701)
Actuarial present value of accumulated plan benefits as of December 31, 2008	$ 91,284,321

(a) Assumption changes include decrease in interest rate (8.50% in prior valuation) and annual updates to cash balance crediting/conversion rates.

(b) Actuary includes an average interest rate on benefits paid during the year. The accompanying financial statements report amounts paid with no interest applied.

Significant assumptions underlying the actuarial computations are as follows:

Mortality	RP-2000 No Collar Mortality Table projected, 8 years for males and females
Valuation interest rate	8.00%
Actuarial cost method	Standard Credit Unit Cost Method

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. If the Plan were to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

4. INTEREST IN THE MASTER TRUST (UNAUDITED)

The Plan participates in the Master Trust, which was established for the investment of assets of the Plan and the Dex Pension Plan. Northern Trust is the Trustee of the Master Trust. The Statements of Net Assets Available for Plan Benefits reflects the Plan's interest in the Master Trust, which represented a 59.1% interest as of December 31, 2009. The Dex Pension Plan assets reflect the remaining interest in the Master Trust. The Plan's interest in the Master Trust was adjusted monthly for transactions that were specifically identifiable to the Plan including contributions, payments to participants and certain expenses. The Plan's interest in net realized and unrealized gain and/or loss and additional income and/or expense of the Master Trust was allocated to the Plan on a monthly basis according to the Plan's unit share in the total assets of the Master Trust as determined by the Trustee. The following table presents the total net assets of the Master Trust:

December 31,	**2009**
Investments, at fair value:	
Common/collective trusts	**$ 80,060,886**
Corporate and foreign stock	**21,521,981**
Registered investment companies	**33,835,871**
Corporate debt	**20,883,008**
U.S. government securities	**17,042,216**
Cash	**1,859,799**
Unrealized loss on credit default swaps	**(524,299)**
Unrealized gain on credit default swaps and cash collateral held	**918,327**
Fixed income derivatives-futures	**(2,878,055)**
Fixed income futures-offset	**2,878,055**
Real estate investment trust	**419,543**
Total investments	**176,017,332**
Receivables:	
Due from brokers	**184,224**
Accrued income	**476,238**
Total receivables	**660,462**
Liabilities:	
Due from brokers	**(2,250,818)**
Accrued expenses	**(167,081)**
Total liabilities	**(2,417,899)**
Total Master Trust net assets	**$ 174,259,895**

4. INTEREST IN THE MASTER TRUST (UNAUDITED) (CONTINUED)

Net investment income of the Master Trust for the year ended December 31, 2009 was due to the following:

December 31,	**2009**
Common/collective trusts	**$ 13,885,546**
Corporate and foreign stock	**5,748,941**
Registered investment companies	**4,096,344**
Corporate debt	**3,405,522**
U.S. government securities	**436,915**
Derivatives:	
Credit default swaps	**(333,625)**
Futures	**(197,923)**
Real estate investment trust	**8,159**
Net appreciation in fair value of investments	**27,049,879**
Interest and dividends	**3,523,155**
Investment expense	**(513,963)**
Total Master Trust net investment income	**$ 30,059,071**

Investments in the Master Trust at fair value that exceed 5% of net assets available for plan benefits are as follows:

December 31,	**2009**	**Percent of Master Trust Net Assets**
NTGI-QM Collective Daily Russell 1000 Index Fund – Lending	**$ 34,992,931**	**20%**
NTGI-QM Collective Daily Russell 1000 Index Fund – Non-Lending	**27,895,491**	**16%**
MFO GMO International Intrinsic Value Fund II	**19,390,428**	**11%**
Northern Trust Collective Short-Term Investment Fund	**17,172,464**	**10%**
MFO Western Asset Funds Inc. Core Plus Bond Portfolio (Institutional Class)	**14,445,443**	**8%**

4. INTEREST IN THE MASTER TRUST (UNAUDITED) (CONTINUED)

The following table presents the level within the fair value hierarchy of the Master Trust's assets at fair value as of December 31, 2009:

	Level 1	Level 2	Level 3	Total
Cash	$ 1,859,799	$ -	$ -	$ 1,859,799
U.S. government securities	-	17,042,216	-	17,042,216
Common/collective trusts:				
Equity index funds	-	62,888,422	-	62,888,422
Short-term investment fund	-	17,172,464	-	17,172,464
Total common/collective trusts	-	80,060,886	-	80,060,886
Corporate debt	-	20,883,008	-	20,883,008
Corporate and foreign stocks[(a)]	21,521,981	-	-	21,521,981
Registered investment companies:				
Intermediate term fixed income fund	14,445,443	-	-	14,445,443
International value fund	19,390,428	-	-	19,390,428
Total registered investment companies	33,835,871	-	-	33,835,871
Real estate investment trust	419,543	-	-	419,543
Credit default swaps and futures, net	-	394,028	-	394,028
Total investments at fair value	$ 57,637,194	$ 118,380,138	$ -	$ 176,017,332

See Note 5, *Fair Value Measurements,* for the description of the valuation methodologies used for assets measured at fair value at December 31, 2009 and 2008.

(a) This category includes 7.5% energy, 11.4% financial, 20.8% health care, 15.3% information technology, 22.2% consumer goods, 18.6% industrial, and 4.2% materials stocks.

5. FAIR VALUE MEASUREMENTS

ASC 820 establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted market prices in active markets for identical assets or liabilities (Level 1 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.
>
> 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.

U.S. government securities (including U.S. government bonds, government mortgage backed securities, index-linked government bonds, guaranteed commercial paper, and short-term bills and notes): U.S. government securities are stated at fair market value based on multiple pricing services, based on a bid evaluation process using observable, market-based inputs effective the last day of the plan year and are classified as Level 2 investments.

5. FAIR VALUE MEASUREMENTS (CONTINUED)

Common/collective trusts: The investments include two equity index funds and a short-term investment fund. The equity index funds primary objective is to approximate the risk and return characterized by the Russell 1000 Index. This index is commonly used to represent the large cap segment of the U.S. equity market. One of the equity index funds participates in securities lending and the other does not. The fund provides for daily redemptions at the reported unit value with one day advance notice requirement. Common/collective trusts ("CCTs") are valued daily based on the fair values of the underlying investments in the CCT, which represents the net asset value of the units held by the Master Trust at year end. The Master Trust was permitted to redeem investment units at net asset value as of the measurement date and is classified as Level 2 investments.

The units of the short-term investment fund are valued at the total value of the underlying investments less any liabilities divided by the outstanding units. The investment strategy is to maintain a $1 unit value. The fund transacted at the $1 unit value as of the measurement date and is classified as a Level 2 investment.

Corporate debt (including corporate bonds, commercial mortgage back and asset backed securities, collateralized mortgage obligations, and commercial paper): Corporate debt is stated at fair market value based on a bid evaluation process using observable, market-based inputs effective the last day of the plan year and are classified as Level 2 investments.

Corporate and foreign stock: The shares of corporate and foreign stock are stated at fair value as quoted on a recognized securities exchange in an active market and are classified as Level 1 investments.

Registered investment companies: The shares of registered investment companies are stated at fair value as quoted on a recognized securities exchange in an active market which represents the net asset value of the shares held by the Plan at year end and are classified as Level 1 investments.

Credit default swaps and futures: This category includes investments in a combination of 5, 10, and 30 year U.S. Treasury bond futures and credit default swaps. Fair value for these assets is determined based on either settlement prices, prices on a recognized securities exchange or a mid/bid evaluation process using observable, market-based inputs and are classified as Level 2 investments.

Real estate investment trust ("REIT"): The REIT is stated at fair value as quoted on a recognized securities exchange in an active market and are classified as Level 1 investments.

5. FAIR VALUE MEASUREMENTS (CONTINUED)

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

The following table presents by level, within the fair value hierarchy, the Plan's assets measured on a recurring basis as of December 31, 2008 (*in thousands*):

	Level 1	Level 2	Level 3	Total
U.S. government securities	$ -	$ 25,509	$ -	$ 25,509
Common/collective trusts	-	29,553	-	29,553
Corporate debt		16,014	-	16,014
Corporate and foreign stock	7,651	-	-	7,651
Registered investment companies	9,884	-	-	9,884
Real estate investment trust	184	-	-	184
Credit default swaps and fixed income futures, net	-	(19)	-	(19)
Total investments assets at fair value	$ 17,719	$ 71,057	$ -	$ 88,776

6. DERIVATIVE FINANCIAL INSTRUMENTS

The Master Trust's (and formerly the Plan's) fixed income manager uses derivative financial instruments in the normal course of its investing activities to hedge against adverse changes in the fixed income market and to achieve overall investment portfolio objectives. These financial instruments include U.S. Treasury futures contracts and credit default swaps. The futures held are a combination of 5 year, 10 year and 30 year futures and are being used to manage the duration exposure of the portfolio. The credit default swaps are held as a hedge against declines in certain bond markets and as a vehicle to take advantage of opportunities in certain segments of the fixed income market. The Plan's investment policy statement does not allow the use of derivatives to leverage the portfolio or for speculative purposes. The use of derivatives is not believed to materially increase the credit or market risk of the Plan's investments, although futures contracts may be subject to risk of loss in excess of daily variation margin, and swap agreements involve elements of credit market and documentation risk or if the counterparty is unable to meet the terms of the contracts. This is mitigated by the posting of collateral by the counterparty and monitored against the contract terms.

6. DERIVATIVE FINANCIAL INSTRUMENTS (CONTINUED)

The following tables provide a quantitative summary of derivative activity as of and for the year ended December 31, 2009:

As of December 31, 2009	Notional/ Contractual Amount[(b)]	Assets[(a)]	Liabilities[(a)]
Credit default swaps	$ 2,440,000	$ 918,327	$ (524,299)
Futures	2,888,203	2,878,055[(c)]	(2,878,055)[(c)]

(a) Reported in investments at fair value held in the Master Trust as included in the Plan's interest in the Master Trust on the Statement of Net Assets Available for Plan Benefits.
(b) Notional amounts do not quantify risk or represent assets or liabilities of the Master Trust or Plan, but are used in the calculation of cash settlements under the contract.
(c) The net fair value of futures contracts is zero as settlements are by cash daily.

The Effect of Derivatives Instruments on the Statements of Changes in Net Assets Available for Plan Benefits:

For the Year Ended December 31,	2009
Credit default swaps	$ (333,625)[(d)]
Futures	(197,923)[(d)]

(d) Reported in net appreciation in fair value of Master Trust investments which is included in investment income as reported in the Plan's interest in Master Trust investment income.

7. INVESTMENT INFORMATION AND INFORMATION CERTIFIED BY THE TRUSTEE

The Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Trustee has certified that the following information included in the accompanying financial statements is complete and accurate:

- Investments, pending sales/trades receivable, accrued income receivable and due to/due from broker as shown in the accompanying Statements of Net Assets Available for Plan Benefits as of December 31, 2009 and 2008
- Investment income (loss) as shown in the accompanying Statements of Changes in Net Assets Available for Plan Benefits for the years ended December 31, 2009 and 2008

7. INVESTMENT INFORMATION AND INFORMATION CERTIFIED BY THE TRUSTEE (CONTINUED)

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

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

December 31,	2008
NTGI – QM Collective Daily Russell 1000 Index Fund – Non-Lending	$ 27,136,178
MFO GMO International Intrinsic Value Fund II	9,884,163
U.S. Government Securities-FNMA 30 year	4,879,000

During 2008, the Plan's investments (including realized and unrealized gains and losses on investments purchases and sold) appreciated (depreciated) in value as follows:

Year Ended December 31,	2008
Common/collective trusts	$ (16,395,709)
Registered investment companies	(6,788,710)
Corporate common and foreign stock	(2,639,761)
Corporate debt	(2,617,211)
U.S. government securities	968,141
Derivatives:	
Credit swaps	388,038
Futures	94,772
Real estate investment trusts	(8,202)
Net depreciation in fair value of investments	$ (26,998,642)

8. INCOME TAX STATUS

The Plan obtained a determination letter dated July 19, 2000, 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 receiving the 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 and 2008. Therefore, no provision for income taxes has been included in the Plan's financial statements.

9. PARTY-IN-INTEREST TRANSACTIONS

The Plan invests in common/collective trusts managed by Northern Trust, the Plan's Trustee. As such, transactions in these investments qualify as party-in-interest transactions, which are exempt from prohibited transaction rules.

Certain investment fees, administrative, legal and audit fees are paid from the Plan. These transactions are also exempt from the prohibited transactions rules.

During the plan year ending December 31, 2009, the Plan assets were inadvertently used to pay investment manager fees that are not permissible Plan expenses. This resulted in a non-exempt transaction with a party-in-interest. The Company has reimbursed the Plan for the amount and made all the required filings with the IRS. See Supplemental Schedule of Non-Exempt Transactions.

10. SUBSEQUENT EVENTS

The Company has evaluated subsequent events through October 12, 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.

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.

IRS Filing - Contingencies

The Company made a voluntary submission to the IRS under the Employee Plans Compliance Resolution System ("EPCRS") on April 23, 2010, outlining plan design errors and administrative errors and proposed resolution and corrective action. Although the submission is still pending with the IRS, all corrective action required by the IRS will be taken by the Company. The potential impact on the Plan's financial statements and accumulated plan benefit obligations is still being determined by the Company and is contingent upon acceptance by the IRS of the proposed correction methodology. No adjustments have been included in the Plan's financial statements for this contingency; however, Plan management expects the corrections will not have a material impact on the net assets or funded status of the Plan. No provision for income taxes has been included in the Plan's financial statement related to this matter because the Company believes that the Plan continues to be qualified and the tax status of the Master Trust continues to be tax exempt.

10. SUBSEQUENT EVENTS (CONTINUED)

Master Trust Amendment

On August 10, 2010 the Master Trust was amended to change the name to the Dex One Corporation Retirement Account Master Trust.

Supplemental Schedule

The R.H.Donnelley Corporation
Retirement Account

Form 5500, Schedule G, Part III – Schedule of Non-Exempt Transactions – For the Year Ended December 31, 2009

EIN: 13-2740040
Plan Number: 001

(a)	(b)	(c)	(g)				
Identify of party involved	Relationship to plan, employer, or other party-in-interest	Description of transaction including maturity date, rate of interest, collateral, par or maturity value	Transaction Expense	Amount of Earnings	Total Transaction	Date of Principal Correction	Date of Earnings Correction
*Metropolitan West Asset Management	Investment Manager	Investment Manager fee paid in error on February 26, 2009	$29,142.27	$6.00	$29,148.27	June 3, 2009	October 27, 2009

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

See accompanying independent auditors' report and notes to financial statements.

Schedule SB, Part V - Statement of Actuarial Assumptions/Methods

Actuarial Assumptions

Discount rate elections	Full Yield Curve with 2 month look-back
IRS effective interest rate	8.23%
Mortality elections	2009 PPA separate static annuitant and nonannuitant mortality tables
417(e) lump sums	
▪ Annuity Substitution	Yes
▪ Generational Mortality Option	No
▪ Phase-in Option	No
Cash balance assumptions	
▪ Interest credit rate	5.25%
▪ Annuity conversion rate	7.35%, 8.61%, 7.26% Spot segment rates for the month of October 2008.
▪ Annuity conversion mortality	2009 417(e) prescribed mortality tables
Other economic assumptions	
▪ Expected Return on Assets	8.00% (limited to 3rd segment rate, which for 2007 was 6.09% and for 2008 was 6.38%)
▪ Salary increases	N/A (Plan is frozen as of December 31, 2008)
▪ Social Security wage base	N/A
▪ Inflation	N/A
▪ Expenses	0.5% of Market Value ($446,163 for 2009 valuation)
Demographic assumptions	
Withdrawal	See Table of Sample Rates
Disability incidence	See Table of Sample Rates

Schedule SB, Part V - Statement of Actuarial Assumptions/Methods - Continued

Retirement age

Attained age	Percentage Male	Percentage Female
Under 55	0%	0%
55	2.00%	2.00%
56	2.30%	2.30%
57	2.50%	2.50%
58	2.50%	2.50%
59	2.80%	2.80%
60	3.00%	3.00%
61	10.00%	10.00%
62	25.00%	25.00%
63	20.00%	20.00%
64	20.00%	20.00%
65 and above	100.00%	100.00%

Benefit commencement age

- From Active service – Immediate based on retirement rates in table above
- From Vested Termination –
  - Cash Balance Benefit –
    - 25% upon termination
    - 15% in year following termination
    - 10% in second year following termination
    - 50% deferred to age 63
  - Final Average Pay Benefit – deferred to Age 63

Spouse assumptions	Male participants	Female participants
▪ Percentage married	75%	50%
▪ Spouse age difference	3 years younger	3 years older

Form of payment

- Former R.H. Donnelley Participants
  - Cash Balance is winning benefit – 100% lump sum
  - FAP Benefit is winning benefit – single life annuity if single, subsidized 50% J&S if married
- Former DonTech Participants
  - Cash Balance is winning benefit – 50% lump sum, 50% single life annuity
  - FAP Benefit is winning benefit – single life annuity if single, subsidized 50% J&S if married

Schedule SB, Part V - Statement of Actuarial Assumptions/Methods - Continued

Table of sample rates

Attained Age	Disability	Withdraw					
		Years of Service					
		1	2	3	4	5	6+
25	0.081%	23.4%	20.4%	19.4%	16.4%	15.4%	13.4%
30	0.081	22.4	19.4	17.8	15.4	14.4	11.8
35	0.081	21.4	18.4	16.4	14.4	13.4	9.8
40	0.162	20.4	17.4	15.4	13.4	12.4	7.8
45	0.275	19.4	16.4	14.4	12.4	11.4	5.8
50	0.442	17.8	15.4	13.4	11.4	10.4	4.4
55	0.761	15.8	14.4	12.4	10.4	9.4	3.7
60	1.203	15.0	13.4	11.4	9.4	8.4	3.2
65	–	–	–	–	–	–	–

Schedule SB, Part V - Statement of Actuarial Assumptions/Methods - Continued

Actuarial methods

Asset methods – effective January 1, 2009

We used financial data submitted by Dex One Corporation as of January 1, 2009 without further audit. Customarily, this information would not be verified by a plan's actuary. We have reviewed the information for internal consistency and we have no reason to doubt its substantial accuracy.

The asset valuation method is an annual average of the adjusted market value over the last 25 months preceding the valuation date. The adjusted market value is the market value at each determination date adjusted to the valuation date based on actual cash flows and expected interest at the lesser of the expected rate of return and the third segment rate as described in IRS Notice 2009-22. This amount is further adjusted to be no greater than 110 percent and no less than 90 percent of the fair market value, as defined in IRC Section 430.

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

Participant methods – effective January 1, 2009

We used the participant data supplied by the plan sponsor. We have reviewed the data and have no reason to doubt its substantial accuracy. Participants or former participants are included or excluded from the valuation as described below:

- **Participants included:** The plan sponsor provides us with data on all employees as of the valuation date, but only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities.
- **Participants excluded:** No actuarial liability is included for nonvested participants who terminated prior to the valuation date. For this purpose, participants with a break in service on the valuation date are treated as terminated participants.
- **Disabled participants:** The liabilities for participants on long-term disability have been included with the liabilities for terminated vested participants.
- **Compensation history:** For participants with an incomplete compensation history, assumptions have been made, based on assumed salary scale and other compensation information provided for the participant.
- **Estimated benefits:** We have estimated cash balance accounts for approximately 25 active participants and rolled-forward approximately 215 terminated vested participants cash balance amounts, since exact amounts were not provided this year.

Schedule SB, Part V - Statement of Actuarial Assumptions/Methods - Continued

Plan sponsor elections

Funding interest rate – effective January 1, 2009:

- Full Yield Curve
- 2 month look-back period
- No phase-in

PBGC interest rate – effective January 1, 2009:

- Full Yield Curve
- 2 month look-back period
- No phase-in

Valuation of lump sums based on Section 417(e) assumptions:

- Annuity Substitution

Minimum funding method

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

Schedule SB, Part V - Statement of Actuarial Assumptions/Methods - Continued

A detailed description of the calculation follows:

- An individual's **accrued liability** is the present value of benefits based on credited service and average pay as of the beginning of the plan year, and an individual's **normal cost** is the present value of the benefit deemed to accrue in the plan year. If multiple decrements are used, the accrued liability and the normal cost for an individual are the sum of the component accrued liabilities and normal costs associated with the various anticipated separation dates.
- The plan provides disability benefits which are not based on service at disability. These benefits are attributed to service using the ratio of service on the valuation date to service at first eligibility.
- The plan's **target normal cost** is the sum of the individual normal costs, and the plan's **funding target liability** is the sum of the accrued liabilities for all participants under the plan.

Maximum deductible contribution method

Calculations of maximum deductible contributions include the excess of the accrued liability computed using the projected unit credit method over the minimum funding target liability. The objective of the projected unit credit method is to fund each participant's benefits under the plan as they accrue, taking into consideration future compensation increases. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

- An individual's **projected accrued liability** is the present value of benefits based on credited service as of the beginning of the plan year and projected compensation that would be used in the calculation of the benefit on each expected separation date. If multiple decrements are used, the accrued liability for an individual is the sum of the component accrued liabilities associated with the various anticipated separation dates.
- The plan's **projected funding target liability** is the sum of the projected accrued liabilities for all participants under the plan.