

<div>Form 5500</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Annual Return/Report of Employee Benefit Plan</div> <div>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).</div> <div>▶ Complete all entries in accordance with the instructions to the Form 5500.</div>	<div>OMB Nos. 1210-0110 1210-0089</div> <div>2009</div> <div>This Form is Open to Public Inspection</div>
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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: <div><div><input type="checkbox"/> a multiemployer plan;</div><div><input checked="" type="checkbox"/> a single-employer plan;</div><div><input type="checkbox"/> a multiple-employer plan; or</div><div><input type="checkbox"/> a DFE (specify) ____</div></div>
B	This return/report is: <div><div><input type="checkbox"/> the first return/report;</div><div><input type="checkbox"/> the final return/report;</div><div><input type="checkbox"/> an amended return/report;</div><div><input type="checkbox"/> a short plan year return/report (less than 12 months).</div></div>
C	If the plan is a collectively-bargained plan, check here. ▶ <input type="checkbox"/>
D	Check box if filing under: <div><div><input checked="" type="checkbox"/> Form 5558;</div><div><input type="checkbox"/> automatic extension;</div><div><input type="checkbox"/> the DFVC program;</div><div><input type="checkbox"/> special extension (enter description)</div></div>

Part II	Basic Plan Information—enter all requested information	
1a	Name of plan MILES MEDIA GROUP, LLC 401(K) PLAN	1b Three-digit plan number (PN) ▶ 002
		1c Effective date of plan 01/01/1972
2a	Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) MILES MEDIA GROUP, LLC 6751 PROFESSIONAL PARKWAY WEST SARASOTA, FL 34240	2b Employer Identification Number (EIN) 02-0761404 2c Sponsor's telephone number 800-683-0010 2d Business code (see instructions) 541600
	6751 PROFESSIONAL PARKWAY WEST SARASOTA, FL 34240	

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	PEGGY GANGEMI
	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") MILES MEDIA GROUP, LLC 6751 PROFESSIONAL PARKWAY WEST SARASOTA, FL 34240	3b Administrator's EIN 02-0761404 3c Administrator's telephone number 800-683-0010
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name MILES MEDIA GROUP INC.	4b EIN 65-0163180 4c PN 002
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5 Total number of participants at the beginning of the plan year	5	183
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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	133
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	50
d Subtotal. Add lines 6a , 6b , and 6c	6d	183
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	183
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	160
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	20

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 2F 2G 2J 2K 2T 3D 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) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules (1) <input checked="" type="checkbox"/> R (Retirement Plan Information) (2) <input type="checkbox"/> MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) <input type="checkbox"/> SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) <input checked="" type="checkbox"/> H (Financial Information) (2) <input type="checkbox"/> I (Financial Information – Small Plan) (3) <input type="checkbox"/> A (Insurance Information) (4) <input checked="" type="checkbox"/> C (Service Provider Information) (5) <input checked="" type="checkbox"/> D (DFE/Participating Plan Information) (6) <input type="checkbox"/> G (Financial Transaction Schedules)
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<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	OMB No. 1210-0110
		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

<div>A Name of plan</div> <div>MILES MEDIA GROUP, LLC 401(K) PLAN</div>	<div>B Three-digit plan number (PN)</div> <div>▶</div> <div>002</div>
<div>C Plan sponsor's name as shown on line 2a of Form 5500</div> <div>MILES MEDIA GROUP, LLC</div>	<div>D Employer Identification Number (EIN)</div> <div>02-0761404</div>

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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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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
64 37 65	RECORDKEEPER	1450	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

(b) 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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

(b) 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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

(b) 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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

(b) 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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

(b) 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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (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.

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

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

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

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

SCHEDULE H (Form 5500) 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 <u>MILES MEDIA GROUP, LLC 401(K) PLAN</u>	B Three-digit plan number (PN) <u>002</u>
	C Plan sponsor's name as shown on line 2a of Form 5500 <u>MILES MEDIA GROUP, LLC</u>
D Employer Identification Number (EIN) <u>02-0761404</u>	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	240598	166068
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	115996	137834
(9) Value of interest in common/collective trusts.....	1c(9)	114386	112277
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	2709442	3721800
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	3180422	4137979

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	3180422	4137979
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	124772	
(B) Participants	2a(1)(B)	460804	
(C) Others (including rollovers)	2a(1)(C)	805	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		586381

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	1659	
(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)	9047	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		10706

(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)	58435	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		58435

(3) Rents	2b(3)		
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(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)		

		(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)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		4082
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		982158
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		1641762

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	680296	
(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)		680296
f Corrective distributions (see instructions)	2f		2459
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	1450	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		1450
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		684205

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		957557
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: KIRKLAND, RUSS, MURPHY AND TAPP, PA

(2) EIN: 59-3076061

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		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?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

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

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

5b(1) Name of plan(s)

5b(2) EIN(s)

5b(3) PN(s)

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 <u>MILES MEDIA GROUP, LLC 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MILES MEDIA GROUP, LLC</u>	D Employer Identification Number (EIN) <u>02-0761404</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> N/A
If the plan is a defined benefit plan, go to line 8.			
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> 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.....	<input type="checkbox"/> Increase	<input type="checkbox"/> Decrease	<input type="checkbox"/> Both	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
11 a Does the ESOP hold any preferred stock?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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.)	<input type="checkbox"/> Yes	<input type="checkbox"/> No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	<input type="checkbox"/> Yes	<input type="checkbox"/> No

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

Schedule R (Form 5500) 2009
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

- a** Enter the percentage of plan assets held as:

Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate item 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

**MILES MEDIA GROUP, LLC 401(k) PLAN
(formerly Miles Media Group, Inc. 401(k) Plan)**

**Financial Statements
and Supplemental Schedule**

**December 31, 2009 and 2008
(With Independent Auditors' Report Thereon)**

**MILES MEDIA GROUP, LLC 401(k) PLAN
(formerly Miles Media Group, Inc. 401(k) Plan)**

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**KIRKLAND, RUSS,
MURPHY & TAPP**

CERTIFIED PUBLIC ACCOUNTANTS

A Professional Association

Independent Auditors' Report

Board of Trustees
Miles Media Group, LLC 401(k) Plan
(formerly Miles Media Group, Inc. 401(k) Plan):

We were engaged to audit the accompanying financial statements and supplemental schedule of Miles Media Group, LLC 401(k) Plan (formerly Miles Media Group, Inc. 401(k) Plan) (Plan) as of December 31, 2009 and 2008, and for the year ended December 31, 2009, as listed in the accompanying index. 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 information summarized in Note 4, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the 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. The Plan Administrator has obtained a certification from the trustee as of December 31, 2009 and 2008 and for the year ended December 31, 2009, that the information provided to the Plan Administrator by the trustee is complete and accurate.

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.

Kirkland, Russ, Murphy & Tapp, P.A.

October 8, 2010

MILES MEDIA GROUP, LLC 401(k) PLAN
(formerly Miles Media Group, Inc. 401(k) Plan)

Statements of Net Assets Available for Benefits

December 31, 2009 and 2008

	<u>2009</u>	<u>2008</u>
Investments, at fair value		
Money market fund	\$ 166,068	240,598
Common collective trust	112,277	114,386
Mutual funds	3,721,800	2,709,442
Loans to participants	<u>137,834</u>	<u>115,996</u>
Total investments	<u>4,137,979</u>	<u>3,180,422</u>
Employer contributions receivable	-	57,154
Employee contributions receivable	<u>-</u>	<u>17,392</u>
	<u>-</u>	<u>74,546</u>
Net assets available for benefits, at fair value	4,137,979	3,254,968
Adjustment from fair value to contract value for fully benefit responsive investment contracts	<u>2,088</u>	<u>6,170</u>
Net assets available for benefits	<u>\$ 4,140,067</u>	<u>3,261,138</u>

MILES MEDIA GROUP, LLC 401(k) PLAN
(formerly Miles Media Group, Inc. 401(k) Plan)

Statement of Changes in Net Assets Available for Benefits

For the Year Ended December 31, 2009

Additions to net assets attributable to:

Investment income:

Net appreciation in fair value of investments	\$ 982,156
Interest and dividends	<u>69,143</u>

Total investment income	1,051,299
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Contributions:

Employer	67,618
Participant	443,412
Rollovers	<u>805</u>

Total additions to net assets	<u>1,563,134</u>
-------------------------------	------------------

Deductions from net assets attributable to:

Benefits paid to participants	682,755
Administrative expenses	<u>1,450</u>

Total deductions from net assets	<u>684,205</u>
----------------------------------	----------------

Net increase	878,929
--------------	---------

Net assets available for benefits:

Beginning of year	<u>3,261,138</u>
End of year	<u><u>\$ 4,140,067</u></u>

MILES MEDIA GROUP, LLC 401(k) PLAN
(formerly Miles Media Group, Inc. 401(k) Plan)

Notes to Financial Statements

December 31, 2009 and 2008

(1) Description of the Plan

Miles Media Group, Inc. 401(k) Plan was established on January 1, 1972 and restated effective September 1, 2009, by Miles Media Group LLC and Subsidiaries (Employer) for the benefit of its eligible employees. On this date, the name of the Plan was changed to Miles Media Group, LLC 401(k) Plan (Plan).

The following description of the Plan provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

(a) General

The Plan is a defined contribution plan that covers substantially all employees of the Employer. Covered employees are eligible to participate in salary deferrals to the Plan once they have completed six months of service and are 21 years of age.

Effective for the 2009 Plan Year, the Plan was amended to allow automatic enrollment. In addition, eligible employees are able to enter the Plan the first day of each month following the period in which the employee completed the service requirements as defined by the Plan.

(b) Contributions

The Plan allows each participant to elect under a salary deferral agreement to reduce compensation to which he or she is otherwise entitled in return for the agreement of the Employer to contribute the deferred amounts to the Plan on behalf of that employee. Such elective deferrals are made on a before-tax basis and are subject to certain limitations. Elective deferrals were limited to the lesser of 100% of eligible compensation or \$16,500 (\$22,000 for participants over age 50) for the year ended December 31, 2009.

At its discretion, the Employer may make matching contributions to the Plan. During the years ended December 31, 2009 and 2008, the Employer elected to match 27.5% of participants' deferrals of the first 4% of the participants' eligible compensation. Any forfeiture of the Employer matching contributions are first applied to administrative expenses of the Plan, and then any remaining forfeitures are used to reduce employer contributions. Forfeitures available to reduce administrative expenses and employer contributions were approximately \$4,000 and \$1,000 at December 31, 2009 and 2008, respectively. During 2009, approximately \$1,100 in forfeitures were used to reduce employer contributions.

In addition, the Plan allows the Employer to make discretionary annual Qualified Non-Elective Employer Contributions (QNEC) to the Plan at the discretion of the Employer's Board of Directors. There were no QNEC contributions during the year ended December 31, 2009.

MILES MEDIA GROUP, LLC 401(k) PLAN
(formerly Miles Media Group, Inc. 401(k) Plan)

Notes to Financial Statements - Continued

(1) Description of the Plan - Continued

(c) Participant Accounts

Each participant's account is credited with the participant's contribution, the Employer's contribution, Plan earnings and administrative expenses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

(d) Participant Loans

Participants may borrow from their account a minimum of \$1,000 to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan terms range from one to five years or up to ten years for the purchase of a principal residence. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates. Loan interest rates range from 6.0% to 11.5% at December 31, 2009. Principal and interest are paid ratably through payroll deductions.

(e) Vesting

A participant's salary deferrals, QNEC contributions, and earnings thereon, are 100% vested at all times. If the participant was hired on or before December 31, 2003, the participant is also 100% vested in their portion of the Employer matching contributions. If the participant was hired on or after January 1, 2004, the Employer's matching contribution vests at an incremental rate of 20% per year upon the second year of service. The contribution becomes 100% vested after six years of service or upon reaching normal retirement age, disability or death.

(f) Payment of Benefits

The Plan provides for payment of benefits upon retirement, death, disability and termination of employment. Vested balances less than \$5,000 are distributed in a lump sum payment. Vested balances greater than \$5,000 are distributed either in a lump-sum amount equal to the vested value of the participant's account balance or in installment payments. The Plan allows rollovers both to and from other qualified plans.

(g) Hardship Withdrawals

The Plan allows participants to withdraw a portion of their account balance in the event of immediate and heavy financial need. Any hardship withdrawal is limited to the amount needed to meet the financial need and must qualify with respect to Plan provisions.

(h) Plan Termination

Although the Employer expects to continue the Plan indefinitely, the Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan. In the event of Plan termination, all benefits become fully vested.

MILES MEDIA GROUP, LLC 401(k) PLAN
(formerly Miles Media Group, Inc. 401(k) Plan)

Notes to Financial Statements - Continued

(2) Summary of Significant Accounting Policies

(a) Accounting Basis

The financial statements of the Plan are prepared under the accrual method of accounting.

(b) Fully Benefit-Responsive Investments

Financial Accounting Standards Board (FASB) *Accounting Standards Codification 962, Plan Accounting – Defined Contribution Pension Plans* (ASC 962), defines the circumstances in which an investment contract is considered fully benefit responsive and provides certain reporting and disclosure requirements for fully benefit responsive investment contracts in defined contribution, health and welfare and pension plans. Fidelity Management Trust Company (Fidelity), the trustee of the Plan, has identified the Fidelity MGD Portfolio Fund (the Fund), a common collective trust in which the Plan invests, to be fully benefit responsive.

In certain circumstances, the amount withdrawn from the wrap contract in the Fund would be payable at fair value, rather than at contract value. These events include termination of participating plans or material adverse changes to the provisions of the participating plans. The Fund's management believes that such events are not probable based on prior experience.

ASC 962 requires that fully benefit responsive investments be reported at fair value. However, contract value is the relevant measure to the Plan because it is the amount that is available for Plan benefits. Accordingly, the investment in the Fund, as reflected in the statements of net assets available for benefits, is at fair value with a corresponding adjustment to reflect the investment at contract value. For the years ended December 31, 2009 and 2008, the average yield for this common collective trust was 3.16% and 3.57%, respectively. The crediting interest rate was 1.20% and 3.04%, respectively.

(c) Valuation of Investments and Income Recognition

Investments of the Plan, except the Plan's fully benefit responsive investment contract (Note 2(b)), are reflected in the accompanying statements of net assets available for benefits at fair market values, as quoted through published market prices. The Plan's fully benefit responsive investment contract is adjusted from fair market value to contract value in the accompanying statements of net assets available for benefits. Participant loans are valued at their outstanding balance, which approximates fair value.

Net appreciation in fair value of investments includes both realized gains and losses on investments sold during the year and unrealized gains and losses on investments held at the end of the year.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

MILES MEDIA GROUP, LLC 401(k) PLAN
(formerly Miles Media Group, Inc. 401(k) Plan)

Notes to Financial Statements - Continued

(2) Summary of Significant Accounting Policies - Continued

(d) Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan Administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

(e) Administrative Expenses

Administrative expenses represent recordkeeping, legal and accounting fees incurred to maintain the Plan and are generally paid by the Employer. Administrative fees are expensed as incurred. For the Plan year ended December 31, 2009, substantially all administrative expenses of the Plan were paid by the Employer.

(f) Risks and Uncertainties

The Plan provides for various investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

(3) Investments

The fair value of individual investments that represent 5% or more of the Plan's net assets available for benefits consists of the following at December 31, 2009 and 2008:

	<u>2009</u>	<u>2008</u>
Fidelity Growth Company Fund	\$ 209,478	175,066
Fidelity Balanced Fund	272,610	262,904
Fidelity Diversified International Fund	307,506	286,363
Fidelity Contrafund	507,189	392,573
Fidelity Low-Priced Stock Fund	313,649	257,028
Fidelity Value Fund	263,605	197,105
Fidelity Capital & Income Fund	296,278	166,927
Fidelity US Bond Index Fund	222,041	223,970
Fidelity Retirement Government Money Market Portfolio Fund	*	240,598
Fidelity Select Natural Resource Portfolio Fund	291,034	*

* This investment did not represent 5% or more of the Plan's net assets.

MILES MEDIA GROUP, LLC 401(k) PLAN
(formerly Miles Media Group, Inc. 401(k) Plan)

Notes to Financial Statements - Continued

(3) Investments - Continued

During 2009, the Plan's investments appreciated in value, including investments bought, sold, and held during the year, as follows:

Mutual fund	\$ <u>982,156</u>
	\$ <u><u>982,156</u></u>

(4) Information Certified by the Trustee (Unaudited)

The Plan Administrator has elected the method of annual reporting compliance 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. Accordingly, Fidelity, the Plan's trustee, has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

- Investments, as shown in the statements of net assets available for benefits, as of December 31, 2009 and 2008.
- Investment income and related investment activity as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2009.
- The schedule of assets (held at end of year) as of December 31, 2009 included in the supplemental schedule.

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

(5) Income Tax Status

The Plan is a non-standardized prototype plan developed by Fidelity. The Employer adopted the prototype plan effective January 1, 2004. The Internal Revenue Service has determined and informed the trustee by a letter dated October 9, 2003, that the prototype plan is designed in accordance with applicable sections of the Internal Revenue Code (IRC). The prototype plan has been amended since receiving this determination letter. However, the Plan Administrator believes that the prototype plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

(6) Transactions With Parties-in-Interest

Certain Plan investments are funds managed by the trustee and, therefore, these transactions qualify as party-in-interest transactions.

MILES MEDIA GROUP, LLC 401(k) PLAN
(formerly Miles Media Group, Inc. 401(k) Plan)

Notes to Financial Statements - Continued

(7) Reconciliation of Financial Statements to Form 5500

The Annual Return/Report of Employee Benefit Plan (the Form 5500) is prepared on the modified cash basis. Accordingly, certain balances included on Schedule H (Part I and II) of the Form 5500 differ from those included in these financial statements. Contributions in the statement of changes in net assets available for benefits differ from contributions in the Form 5500 by the change in the amount of contributions accrued at December 31, 2009 and 2008 and adjustments to contract value for fully benefit responsive investment contracts.

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

	<u>2009</u>	<u>2008</u>
Net assets available for benefits per the financial statements	\$ 4,140,067	3,261,138
Employer receivables not reported on Form 5500	-	(57,154)
Employee receivable not reported on Form 5500	-	(17,392)
Adjustment from fair value to contract value for fully benefit responsive investment contracts	<u>(2,088)</u>	<u>(6,170)</u>
Net assets available for benefits per Schedule H of Form 5500, Line 1(l)	<u>\$ 4,137,979</u>	<u>3,180,422</u>

The following is a reconciliation of net increase in net assets available for benefits per the financial statements for the year ended December 31, 2009 to net income of Schedule H of Form 5500:

Net increase in net assets available for benefits per the financial statements	\$ 878,929
Plus: contributions receivable at December 31, 2008	74,546
Plus: fair value adjustment at December 31, 2008	6,170
Less: fair value adjustment at December 31, 2009	<u>(2,088)</u>
Net income per Schedule H of Form 5500, Line 2(k)	<u>\$ 957,557</u>

MILES MEDIA GROUP, LLC 401(k) PLAN
(formerly Miles Media Group, Inc. 401(k) Plan)

Notes to Financial Statements - Continued

(8) Fair Value Measurements

FASB ASC 820, *Fair Value Measurements and Disclosures*, provides the 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 are described below:

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:

- a) Quoted prices for similar assets or liabilities in active markets
- b) Quoted prices for identical or similar assets or liabilities in inactive markets
- c) Inputs other than quoted prices that are observable for the asset or liability
- d) 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's 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.

Mutual funds: Valued at the net asset value of shares held by the Plan at year end.

Common/collective trusts: Valued at fair value by the expected future cash flows for each contract discounted to present value.

Participant loans: Valued at amortized cost, which approximates fair value.

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

MILES MEDIA GROUP, LLC 401(k) PLAN
(formerly Miles Media Group, Inc. 401(k) Plan)

Notes to Financial Statements - Continued

(8) Fair Value Measurements - Continued

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2009 and 2008:

Fair Value Measurements at 12/31/2009 Using:				
Description	Assets Measured at Fair Value at 12/31/09	Quoted Prices in Active Markets	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual funds	\$ 3,721,800	3,721,800	-	-
Common/collective trusts	112,277	-	112,277	-
Money market fund	166,068	166,068	-	-
Participant loans	137,834	-	-	137,834
	<u>\$ 4,137,979</u>	<u>3,887,868</u>	<u>112,277</u>	<u>137,834</u>

Fair Value Measurements at 12/31/2008 Using:				
Description	Assets Measured at Fair Value at 12/31/08	Quoted Prices in Active Markets	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual funds	\$ 2,709,442	2,709,442	-	-
Common/collective trusts	114,386	-	114,386	-
Money market fund	240,598	240,598	-	-
Participant loans	115,996	-	-	115,996
	<u>\$ 3,180,422</u>	<u>2,950,040</u>	<u>114,386</u>	<u>115,996</u>

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2009:

	Participant Loans
Balance, beginning of year	\$ 115,996
Issuances and settlements (net)	<u>21,838</u>
Balance, end of year	<u>\$ 137,834</u>

**MILES MEDIA GROUP, LLC 401(k) PLAN
(formerly Miles Media Group, Inc. 401(k) Plan)**

Notes to Financial Statements - Continued

(9) Subsequent Events

During September 2010, the Plan was amended to allow participants to make after-tax Roth 401(k) contributions.

The Plan's management has evaluated events and transactions for potential recognition or disclosure in the financial statements through October 8, 2010, the date which financial statements were available to be issued.

MILES MEDIA GROUP, LLC 401(k) PLAN
(formerly Miles Media Group, Inc. 401(k) Plan)

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

Employer Identification Number: 02-0761404

Plan Number: 002

December 31, 2009

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(e) Current Value
*	Fidelity Growth Company Fund	Registered Investment Company	\$ 209,478
*	Fidelity Diversified International Fund	Registered Investment Company	307,506
*	Fidelity Contrafund	Registered Investment Company	507,189
*	Fidelity Low-Priced Stock Fund	Registered Investment Company	313,649
*	Fidelity Value Fund	Registered Investment Company	263,605
*	Fidelity Balanced Fund	Registered Investment Company	272,610
*	Fidelity Capital & Income Fund	Registered Investment Company	296,278
*	Fidelity US Bond Index Fund	Registered Investment Company	222,041
*	Fidelity Mid-Cap Stock Fund	Registered Investment Company	171,954
*	Fidelity Asset Manager Fund	Registered Investment Company	183,936
*	Fidelity Fifty Fund	Registered Investment Company	129,659
*	Fidelity Select Technology Portfolio Fund	Registered Investment Company	200,561
*	Fidelity Select Health Care Portfolio Fund	Registered Investment Company	72,704
*	Fidelity Small Cap Independence Fund	Registered Investment Company	125,209
*	Fidelity Select Natural Resource Portfolio Fund	Registered Investment Company	291,034
*	Fidelity Select Financial Fund	Registered Investment Company	14,018
*	Fidelity Select Utilities Growth Portfolio Fund	Registered Investment Company	4,791
*	Fidelity Select Consumer Discretionary Portfolio Fund	Registered Investment Company	9,151
*	Fidelity Select Industrials Portfolio Fund	Registered Investment Company	3,603
*	Fidelity Freedom 2015	Registered Investment Company	33,650
*	Fidelity Freedom 2020	Registered Investment Company	31,998
*	Fidelity Freedom 2025	Registered Investment Company	11,459
*	Fidelity Freedom 2035	Registered Investment Company	3,184
*	Fidelity Freedom 2040	Registered Investment Company	17,163
*	Fidelity Freedom 2045	Registered Investment Company	20,194
*	Fidelity Freedom 2050	Registered Investment Company	5,176
*	Fidelity Retirement Government Money Market Portfolio Fund	Money Market Fund	166,068
*	Fidelity MGD Inc Portfolio Fund	Common/Collective Trust	112,277
*	Participant Loans	6.0% - 11.5%	137,834
			\$ 4,137,979

* Party-in-interest

**MILES MEDIA GROUP, LLC 401(k) PLAN
(formerly Miles Media Group, Inc. 401(k) Plan)**

**Financial Statements
and Supplemental Schedule**

**December 31, 2009 and 2008
(With Independent Auditors' Report Thereon)**

**MILES MEDIA GROUP, LLC 401(k) PLAN
(formerly Miles Media Group, Inc. 401(k) Plan)**

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**KIRKLAND, RUSS,
MURPHY & TAPP**

CERTIFIED PUBLIC ACCOUNTANTS

A Professional Association

Independent Auditors' Report

Board of Trustees
Miles Media Group, LLC 401(k) Plan
(formerly Miles Media Group, Inc. 401(k) Plan):

We were engaged to audit the accompanying financial statements and supplemental schedule of Miles Media Group, LLC 401(k) Plan (formerly Miles Media Group, Inc. 401(k) Plan) (Plan) as of December 31, 2009 and 2008, and for the year ended December 31, 2009, as listed in the accompanying index. 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 information summarized in Note 4, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the 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. The Plan Administrator has obtained a certification from the trustee as of December 31, 2009 and 2008 and for the year ended December 31, 2009, that the information provided to the Plan Administrator by the trustee is complete and accurate.

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.

Kirkland, Russ, Murphy & Tapp, P.A.

October 8, 2010

MILES MEDIA GROUP, LLC 401(k) PLAN
(formerly Miles Media Group, Inc. 401(k) Plan)

Statements of Net Assets Available for Benefits

December 31, 2009 and 2008

	<u>2009</u>	<u>2008</u>
Investments, at fair value		
Money market fund	\$ 166,068	240,598
Common collective trust	112,277	114,386
Mutual funds	3,721,800	2,709,442
Loans to participants	<u>137,834</u>	<u>115,996</u>
Total investments	<u>4,137,979</u>	<u>3,180,422</u>
Employer contributions receivable	-	57,154
Employee contributions receivable	<u>-</u>	<u>17,392</u>
	<u>-</u>	<u>74,546</u>
Net assets available for benefits, at fair value	4,137,979	3,254,968
Adjustment from fair value to contract value for fully benefit responsive investment contracts	<u>2,088</u>	<u>6,170</u>
Net assets available for benefits	<u>\$ 4,140,067</u>	<u>3,261,138</u>

MILES MEDIA GROUP, LLC 401(k) PLAN
(formerly Miles Media Group, Inc. 401(k) Plan)

Statement of Changes in Net Assets Available for Benefits

For the Year Ended December 31, 2009

Additions to net assets attributable to:

Investment income:

Net appreciation in fair value of investments	\$ 982,156
Interest and dividends	<u>69,143</u>

Total investment income	1,051,299
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Contributions:

Employer	67,618
Participant	443,412
Rollovers	<u>805</u>

Total additions to net assets	<u>1,563,134</u>
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Deductions from net assets attributable to:

Benefits paid to participants	682,755
Administrative expenses	<u>1,450</u>

Total deductions from net assets	<u>684,205</u>
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Net increase	878,929
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Net assets available for benefits:

Beginning of year	<u>3,261,138</u>
End of year	<u><u>\$ 4,140,067</u></u>

MILES MEDIA GROUP, LLC 401(k) PLAN
(formerly Miles Media Group, Inc. 401(k) Plan)

Notes to Financial Statements

December 31, 2009 and 2008

(1) Description of the Plan

Miles Media Group, Inc. 401(k) Plan was established on January 1, 1972 and restated effective September 1, 2009, by Miles Media Group LLC and Subsidiaries (Employer) for the benefit of its eligible employees. On this date, the name of the Plan was changed to Miles Media Group, LLC 401(k) Plan (Plan).

The following description of the Plan provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

(a) General

The Plan is a defined contribution plan that covers substantially all employees of the Employer. Covered employees are eligible to participate in salary deferrals to the Plan once they have completed six months of service and are 21 years of age.

Effective for the 2009 Plan Year, the Plan was amended to allow automatic enrollment. In addition, eligible employees are able to enter the Plan the first day of each month following the period in which the employee completed the service requirements as defined by the Plan.

(b) Contributions

The Plan allows each participant to elect under a salary deferral agreement to reduce compensation to which he or she is otherwise entitled in return for the agreement of the Employer to contribute the deferred amounts to the Plan on behalf of that employee. Such elective deferrals are made on a before-tax basis and are subject to certain limitations. Elective deferrals were limited to the lesser of 100% of eligible compensation or \$16,500 (\$22,000 for participants over age 50) for the year ended December 31, 2009.

At its discretion, the Employer may make matching contributions to the Plan. During the years ended December 31, 2009 and 2008, the Employer elected to match 27.5% of participants' deferrals of the first 4% of the participants' eligible compensation. Any forfeiture of the Employer matching contributions are first applied to administrative expenses of the Plan, and then any remaining forfeitures are used to reduce employer contributions. Forfeitures available to reduce administrative expenses and employer contributions were approximately \$4,000 and \$1,000 at December 31, 2009 and 2008, respectively. During 2009, approximately \$1,100 in forfeitures were used to reduce employer contributions.

In addition, the Plan allows the Employer to make discretionary annual Qualified Non-Elective Employer Contributions (QNEC) to the Plan at the discretion of the Employer's Board of Directors. There were no QNEC contributions during the year ended December 31, 2009.

MILES MEDIA GROUP, LLC 401(k) PLAN
(formerly Miles Media Group, Inc. 401(k) Plan)

Notes to Financial Statements - Continued

(1) Description of the Plan - Continued

(c) Participant Accounts

Each participant's account is credited with the participant's contribution, the Employer's contribution, Plan earnings and administrative expenses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

(d) Participant Loans

Participants may borrow from their account a minimum of \$1,000 to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan terms range from one to five years or up to ten years for the purchase of a principal residence. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates. Loan interest rates range from 6.0% to 11.5% at December 31, 2009. Principal and interest are paid ratably through payroll deductions.

(e) Vesting

A participant's salary deferrals, QNEC contributions, and earnings thereon, are 100% vested at all times. If the participant was hired on or before December 31, 2003, the participant is also 100% vested in their portion of the Employer matching contributions. If the participant was hired on or after January 1, 2004, the Employer's matching contribution vests at an incremental rate of 20% per year upon the second year of service. The contribution becomes 100% vested after six years of service or upon reaching normal retirement age, disability or death.

(f) Payment of Benefits

The Plan provides for payment of benefits upon retirement, death, disability and termination of employment. Vested balances less than \$5,000 are distributed in a lump sum payment. Vested balances greater than \$5,000 are distributed either in a lump-sum amount equal to the vested value of the participant's account balance or in installment payments. The Plan allows rollovers both to and from other qualified plans.

(g) Hardship Withdrawals

The Plan allows participants to withdraw a portion of their account balance in the event of immediate and heavy financial need. Any hardship withdrawal is limited to the amount needed to meet the financial need and must qualify with respect to Plan provisions.

(h) Plan Termination

Although the Employer expects to continue the Plan indefinitely, the Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan. In the event of Plan termination, all benefits become fully vested.

MILES MEDIA GROUP, LLC 401(k) PLAN
(formerly Miles Media Group, Inc. 401(k) Plan)

Notes to Financial Statements - Continued

(2) Summary of Significant Accounting Policies

(a) Accounting Basis

The financial statements of the Plan are prepared under the accrual method of accounting.

(b) Fully Benefit-Responsive Investments

Financial Accounting Standards Board (FASB) *Accounting Standards Codification 962, Plan Accounting – Defined Contribution Pension Plans* (ASC 962), defines the circumstances in which an investment contract is considered fully benefit responsive and provides certain reporting and disclosure requirements for fully benefit responsive investment contracts in defined contribution, health and welfare and pension plans. Fidelity Management Trust Company (Fidelity), the trustee of the Plan, has identified the Fidelity MGD Portfolio Fund (the Fund), a common collective trust in which the Plan invests, to be fully benefit responsive.

In certain circumstances, the amount withdrawn from the wrap contract in the Fund would be payable at fair value, rather than at contract value. These events include termination of participating plans or material adverse changes to the provisions of the participating plans. The Fund's management believes that such events are not probable based on prior experience.

ASC 962 requires that fully benefit responsive investments be reported at fair value. However, contract value is the relevant measure to the Plan because it is the amount that is available for Plan benefits. Accordingly, the investment in the Fund, as reflected in the statements of net assets available for benefits, is at fair value with a corresponding adjustment to reflect the investment at contract value. For the years ended December 31, 2009 and 2008, the average yield for this common collective trust was 3.16% and 3.57%, respectively. The crediting interest rate was 1.20% and 3.04%, respectively.

(c) Valuation of Investments and Income Recognition

Investments of the Plan, except the Plan's fully benefit responsive investment contract (Note 2(b)), are reflected in the accompanying statements of net assets available for benefits at fair market values, as quoted through published market prices. The Plan's fully benefit responsive investment contract is adjusted from fair market value to contract value in the accompanying statements of net assets available for benefits. Participant loans are valued at their outstanding balance, which approximates fair value.

Net appreciation in fair value of investments includes both realized gains and losses on investments sold during the year and unrealized gains and losses on investments held at the end of the year.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

MILES MEDIA GROUP, LLC 401(k) PLAN
(formerly Miles Media Group, Inc. 401(k) Plan)

Notes to Financial Statements - Continued

(2) Summary of Significant Accounting Policies - Continued

(d) Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan Administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

(e) Administrative Expenses

Administrative expenses represent recordkeeping, legal and accounting fees incurred to maintain the Plan and are generally paid by the Employer. Administrative fees are expensed as incurred. For the Plan year ended December 31, 2009, substantially all administrative expenses of the Plan were paid by the Employer.

(f) Risks and Uncertainties

The Plan provides for various investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

(3) Investments

The fair value of individual investments that represent 5% or more of the Plan's net assets available for benefits consists of the following at December 31, 2009 and 2008:

	<u>2009</u>	<u>2008</u>
Fidelity Growth Company Fund	\$ 209,478	175,066
Fidelity Balanced Fund	272,610	262,904
Fidelity Diversified International Fund	307,506	286,363
Fidelity Contrafund	507,189	392,573
Fidelity Low-Priced Stock Fund	313,649	257,028
Fidelity Value Fund	263,605	197,105
Fidelity Capital & Income Fund	296,278	166,927
Fidelity US Bond Index Fund	222,041	223,970
Fidelity Retirement Government Money Market Portfolio Fund	*	240,598
Fidelity Select Natural Resource Portfolio Fund	291,034	*

* This investment did not represent 5% or more of the Plan's net assets.

MILES MEDIA GROUP, LLC 401(k) PLAN
(formerly Miles Media Group, Inc. 401(k) Plan)

Notes to Financial Statements - Continued

(3) Investments - Continued

During 2009, the Plan's investments appreciated in value, including investments bought, sold, and held during the year, as follows:

Mutual fund	\$ <u>982,156</u>
	\$ <u><u>982,156</u></u>

(4) Information Certified by the Trustee (Unaudited)

The Plan Administrator has elected the method of annual reporting compliance 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. Accordingly, Fidelity, the Plan's trustee, has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

- Investments, as shown in the statements of net assets available for benefits, as of December 31, 2009 and 2008.
- Investment income and related investment activity as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2009.
- The schedule of assets (held at end of year) as of December 31, 2009 included in the supplemental schedule.

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

(5) Income Tax Status

The Plan is a non-standardized prototype plan developed by Fidelity. The Employer adopted the prototype plan effective January 1, 2004. The Internal Revenue Service has determined and informed the trustee by a letter dated October 9, 2003, that the prototype plan is designed in accordance with applicable sections of the Internal Revenue Code (IRC). The prototype plan has been amended since receiving this determination letter. However, the Plan Administrator believes that the prototype plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

(6) Transactions With Parties-in-Interest

Certain Plan investments are funds managed by the trustee and, therefore, these transactions qualify as party-in-interest transactions.

MILES MEDIA GROUP, LLC 401(k) PLAN
(formerly Miles Media Group, Inc. 401(k) Plan)

Notes to Financial Statements - Continued

(7) Reconciliation of Financial Statements to Form 5500

The Annual Return/Report of Employee Benefit Plan (the Form 5500) is prepared on the modified cash basis. Accordingly, certain balances included on Schedule H (Part I and II) of the Form 5500 differ from those included in these financial statements. Contributions in the statement of changes in net assets available for benefits differ from contributions in the Form 5500 by the change in the amount of contributions accrued at December 31, 2009 and 2008 and adjustments to contract value for fully benefit responsive investment contracts.

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

	<u>2009</u>	<u>2008</u>
Net assets available for benefits per the financial statements	\$ 4,140,067	3,261,138
Employer receivables not reported on Form 5500	-	(57,154)
Employee receivable not reported on Form 5500	-	(17,392)
Adjustment from fair value to contract value for fully benefit responsive investment contracts	<u>(2,088)</u>	<u>(6,170)</u>
Net assets available for benefits per Schedule H of Form 5500, Line 1(l)	<u>\$ 4,137,979</u>	<u>3,180,422</u>

The following is a reconciliation of net increase in net assets available for benefits per the financial statements for the year ended December 31, 2009 to net income of Schedule H of Form 5500:

Net increase in net assets available for benefits per the financial statements	\$ 878,929
Plus: contributions receivable at December 31, 2008	74,546
Plus: fair value adjustment at December 31, 2008	6,170
Less: fair value adjustment at December 31, 2009	<u>(2,088)</u>
Net income per Schedule H of Form 5500, Line 2(k)	<u>\$ 957,557</u>

MILES MEDIA GROUP, LLC 401(k) PLAN
(formerly Miles Media Group, Inc. 401(k) Plan)

Notes to Financial Statements - Continued

(8) Fair Value Measurements

FASB ASC 820, *Fair Value Measurements and Disclosures*, provides the 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 are described below:

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:

- a) Quoted prices for similar assets or liabilities in active markets
- b) Quoted prices for identical or similar assets or liabilities in inactive markets
- c) Inputs other than quoted prices that are observable for the asset or liability
- d) 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's 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.

Mutual funds: Valued at the net asset value of shares held by the Plan at year end.

Common/collective trusts: Valued at fair value by the expected future cash flows for each contract discounted to present value.

Participant loans: Valued at amortized cost, which approximates fair value.

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

MILES MEDIA GROUP, LLC 401(k) PLAN
(formerly Miles Media Group, Inc. 401(k) Plan)

Notes to Financial Statements - Continued

(8) Fair Value Measurements - Continued

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2009 and 2008:

Fair Value Measurements at 12/31/2009 Using:				
Description	Assets Measured at Fair Value at 12/31/09	Quoted Prices in Active Markets	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual funds	\$ 3,721,800	3,721,800	-	-
Common/collective trusts	112,277	-	112,277	-
Money market fund	166,068	166,068	-	-
Participant loans	137,834	-	-	137,834
	<u>\$ 4,137,979</u>	<u>3,887,868</u>	<u>112,277</u>	<u>137,834</u>

Fair Value Measurements at 12/31/2008 Using:				
Description	Assets Measured at Fair Value at 12/31/08	Quoted Prices in Active Markets	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual funds	\$ 2,709,442	2,709,442	-	-
Common/collective trusts	114,386	-	114,386	-
Money market fund	240,598	240,598	-	-
Participant loans	115,996	-	-	115,996
	<u>\$ 3,180,422</u>	<u>2,950,040</u>	<u>114,386</u>	<u>115,996</u>

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2009:

	Participant Loans
Balance, beginning of year	\$ 115,996
Issuances and settlements (net)	<u>21,838</u>
Balance, end of year	<u>\$ 137,834</u>

**MILES MEDIA GROUP, LLC 401(k) PLAN
(formerly Miles Media Group, Inc. 401(k) Plan)**

Notes to Financial Statements - Continued

(9) Subsequent Events

During September 2010, the Plan was amended to allow participants to make after-tax Roth 401(k) contributions.

The Plan's management has evaluated events and transactions for potential recognition or disclosure in the financial statements through October 8, 2010, the date which financial statements were available to be issued.

MILES MEDIA GROUP, LLC 401(k) PLAN
(formerly Miles Media Group, Inc. 401(k) Plan)

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

Employer Identification Number: 02-0761404

Plan Number: 002

December 31, 2009

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(e) Current Value
*	Fidelity Growth Company Fund	Registered Investment Company	\$ 209,478
*	Fidelity Diversified International Fund	Registered Investment Company	307,506
*	Fidelity Contrafund	Registered Investment Company	507,189
*	Fidelity Low-Priced Stock Fund	Registered Investment Company	313,649
*	Fidelity Value Fund	Registered Investment Company	263,605
*	Fidelity Balanced Fund	Registered Investment Company	272,610
*	Fidelity Capital & Income Fund	Registered Investment Company	296,278
*	Fidelity US Bond Index Fund	Registered Investment Company	222,041
*	Fidelity Mid-Cap Stock Fund	Registered Investment Company	171,954
*	Fidelity Asset Manager Fund	Registered Investment Company	183,936
*	Fidelity Fifty Fund	Registered Investment Company	129,659
*	Fidelity Select Technology Portfolio Fund	Registered Investment Company	200,561
*	Fidelity Select Health Care Portfolio Fund	Registered Investment Company	72,704
*	Fidelity Small Cap Independence Fund	Registered Investment Company	125,209
*	Fidelity Select Natural Resource Portfolio Fund	Registered Investment Company	291,034
*	Fidelity Select Financial Fund	Registered Investment Company	14,018
*	Fidelity Select Utilities Growth Portfolio Fund	Registered Investment Company	4,791
*	Fidelity Select Consumer Discretionary Portfolio Fund	Registered Investment Company	9,151
*	Fidelity Select Industrials Portfolio Fund	Registered Investment Company	3,603
*	Fidelity Freedom 2015	Registered Investment Company	33,650
*	Fidelity Freedom 2020	Registered Investment Company	31,998
*	Fidelity Freedom 2025	Registered Investment Company	11,459
*	Fidelity Freedom 2035	Registered Investment Company	3,184
*	Fidelity Freedom 2040	Registered Investment Company	17,163
*	Fidelity Freedom 2045	Registered Investment Company	20,194
*	Fidelity Freedom 2050	Registered Investment Company	5,176
*	Fidelity Retirement Government Money Market Portfolio Fund	Money Market Fund	166,068
*	Fidelity MGD Inc Portfolio Fund	Common/Collective Trust	112,277
*	Participant Loans	6.0% - 11.5%	137,834
			\$ 4,137,979

* Party-in-interest