

<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>☐ a multiemployer plan;</div><div>☒ a single-employer plan;</div><div>☐ a multiple-employer plan; or</div><div>☐ a DFE (specify) ____</div></div>
B	This return/report is: <div><div>☐ the first return/report;</div><div>☒ an amended return/report;</div><div>☐ the final return/report;</div><div>☐ a short plan year return/report (less than 12 months).</div></div>
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: <div><div>☒ Form 5558;</div><div>☐ automatic extension;</div><div>☐ the DFVC program;</div><div>☐ special extension (enter description)</div></div>

Part II	Basic Plan Information—enter all requested information
1a	Name of plan THE RETIREMENT PLAN FOR EMPLOYEES OF DOW JONES LOCAL MEDIA GROUP
1b	Three-digit plan number (PN) ▶ 001
1c	Effective date of plan 06/01/1950
2a	Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) DOW JONES LOCAL MEDIA GROUP P.O. BOX 580 MIDDLETOWN, NY 10940
2b	Employer Identification Number (EIN) 14-1513238
2c	Sponsor's telephone number 570-941-1280
2d	Business code (see instructions) 511110

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.	11/01/2010	BARBARA CAVAGE
	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") DOW JONES LOCAL MEDIA GROUP P.O. BOX 580 MIDDLETOWN, NY 10940	3b Administrator's EIN 14-1513238 3c Administrator's telephone number 570-941-1280
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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 OTTAWAY NEWSPAPERS, INC.	4b EIN 14-1513238 4c PN 001
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5 Total number of participants at the beginning of the plan year	5	4778
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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	1023
b Retired or separated participants receiving benefits.....	6b	1454
c Other retired or separated participants entitled to future benefits.....	6c	2044
d Subtotal. Add lines 6a , 6b , and 6c	6d	4521
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	201
f Total. Add lines 6d and 6e	6f	4722
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	6

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:
1A 1G 3H

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

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)
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SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

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

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

A Name of plan <u>THE RETIREMENT PLAN FOR EMPLOYEES OF DOW JONES LOCAL MEDIA GROUP</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>DOW JONES LOCAL MEDIA GROUP</u>	D Employer Identification Number (EIN) <u>14-1513238</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1	Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2009</u>
2	Assets:
a	Market value 2a <u>169972219</u>
b	Actuarial value 2b <u>186969441</u>
3	Funding target/participant count breakdown
	(1) Number of participants (2) Funding Target
a	For retired participants and beneficiaries receiving payment 3a <u>1508</u> <u>95826322</u>
b	For terminated vested participants 3b <u>1960</u> <u>33166638</u>
c	For active participants:
(1)	Non-vested benefits 3c(1) <u>2811219</u>
(2)	Vested benefits 3c(2) <u>31526018</u>
(3)	Total active 3c(3) <u>1310</u> <u>34337237</u>
d	Total 3d <u>4778</u> <u>163330197</u>
4	If the plan is at-risk, check the box and complete items (a) and (b) ☐
a	Funding target disregarding prescribed at-risk assumptions 4a
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor 4b
5	Effective interest rate 5 <u>8.15</u> %
6	Target normal cost 6 <u>666065</u>

Statement by Enrolled Actuary

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

SIGN HERE	<u>08/26/2010</u>
Signature of actuary	Date
<u>KEVIN A. GONTOWSKI</u>	<u>08-06296</u>
Type or print name of actuary	Most recent enrollment number
<u>MERCER</u>	<u>203-229-6181</u>
Firm name	Telephone number (including area code)
<u>601 MERRITT 7</u> <u>NORWALK, CT 06856-6010</u>	
Address of the firm	

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

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

Schedule SB (Form 5500) 2009
v.092308.1

Part II Beginning of year carryover and prefunding balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	10032829	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	7175076	0
9	Amount remaining (Item 7 minus item 8).....	2857753	0
10	Interest on item 9 using prior year's actual return of <u>-27.76</u> %	-793312	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		46359919
b	Interest on (a) using prior year's effective rate of <u>6.11</u> %		402393
c	Total available at beginning of current plan year to add to prefunding balance		46762312
d	Portion of (c) to be added to prefunding balance.....		46762312
12	Reduction in balances due to elections or deemed elections.....	0	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....	2064441	46762312

Part III Funding percentages			
14	Funding target attainment percentage.....	14	84.57 %
15	Adjusted funding target attainment percentage.....	15	114.47 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	85.13 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV Contributions and liquidity shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/15/2009	2400000				
06/15/2010	8000000				
Totals ►			18(b)	10400000	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contribution from prior years.....	19a 0
b Contributions made to avoid restrictions adjusted to valuation date	19b 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c 9486743
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No
c If 20a is "Yes," see instructions and complete the following table as applicable:	

Liquidity shortfall as of end of Quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

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

21 Discount rate:				
a Segment rates:	1st segment: %	2nd segment: %	3rd segment: %	☒ N/A, full yield curve used
b Applicable month (enter code)				21b 2
22 Weighted average retirement age				22 64
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions).....	31	666065
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	25187509	5202596
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33).....	34	5868661
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	2064441	3804220
36 Additional cash requirement (item 34 minus item 35).....	36	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	9486743
38 Interest-adjusted excess contributions for current year (see instructions).....	38	9486743
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....	39	0
40 Unpaid minimum required contribution for all years	40	0

<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	
A Name of plan THE RETIREMENT PLAN FOR EMPLOYEES OF DOW JONES LOCAL MEDIA GROUP	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 DOW JONES LOCAL MEDIA GROUP	D Employer Identification Number (EIN) 14-1513238

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

MERCER HUMAN RESOURCE CONSULTING

13-2386900

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 17 50	NONE	76280	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

JP MORGAN CHASE BANK, NA

13-4994650

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 26 27 50	NONE	36294	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

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 THE RETIREMENT PLAN FOR EMPLOYEES OF DOW JONES LOCAL MEDIA GROUP	B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 DOW JONES LOCAL MEDIA GROUP	D Employer Identification Number (EIN) 14-1513238

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

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	54400000	8000000
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	274210	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	143423	0
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	0	185846221
(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)	115989510	0
(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	170807143	193846221

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	0	25835
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	25835

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	170807143	193820386
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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)	10400000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		10400000

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0

(3) Rents	2b(3)		
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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)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	-91127	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-91127
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		24959435
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		110892
d Total income. Add all income amounts in column (b) and enter total.....	2d		35379200

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	12083145	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)	170238	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		12253383
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	76280	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	36294	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		112574
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		12365957

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		23013243
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: ERNST & YOUNG LLP

(2) EIN: 34-6565596

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		25000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
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.			

- 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>THE RETIREMENT PLAN FOR EMPLOYEES OF DOW JONES LOCAL MEDIA GROUP</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>DOW JONES LOCAL MEDIA GROUP</u>	D Employer Identification Number (EIN) <u>14-1513238</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>13-3177155</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>23</u>

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

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

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

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

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

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

Schedule R (Form 5500) 2009
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Stock: 40% Investment-Grade Debt: 42% High-Yield Debt: 1% Real Estate: 0% Other: 17%

- 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):

Report of Independent Auditors

To the Retirement Committee
The Retirement Plan for Employees of Dow Jones
Local Media Group (formerly, The Retirement Plan for Employees of
Ottaway Newspapers, Inc.)

We were engaged to audit the accompanying statement of net assets available for benefits of The Retirement Plan for Employees of Dow Jones Local Media Group (formerly, The Retirement Plan for Employees of Ottaway Newspapers, Inc.) as of December 31, 2009, and the related statement of changes in net assets available for benefits for the year then ended. These financial statements are the responsibility of the Plan's management. The financial statements of the Plan for the year ended December 31, 2008 were audited by other auditors whose report, dated September 4, 2009, expressed an unqualified opinion on those financial statements.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 7 as of and for the year ended December 31, 2009, which was certified by JPMorgan Chase Bank, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the 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 as of and for the year ended December 31, 2009 taken as a whole. The form and content of the information included in the financial statements, other than that derived from the investment information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States 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.

Ernst & Young LLP

October 14, 2010

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration
Pension Benefit Guaranty Corporation**Single-Employer Defined Benefit Plan
Actuarial Information**

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

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

OMB No. 1210-0110

2009**This Form is Open to Public
Inspection**

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

▶ **Round off amounts to nearest dollar.**▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.**A** Name of plan

The Retirement Plan for Ees of Dow Jones Local Media Group

B Three-digit
plan number (PN) ▶

001

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

Dow Jones Local Media Group

D Employer Identification Number (EIN)

14-1513238

E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B**F** Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500**Part I Basic Information****1** Enter the valuation date: Month 1 Day 1 Year 2009**2** Assets:**a** Market value**b** Actuarial value**2a**

169,972,219

2b

186,969,441

3 Funding target/participant count breakdown**a** For retired participants and beneficiaries receiving payment**b** For terminated vested participants**c** For active participants:

(1) Non-vested benefits

(2) Vested benefits

(3) Total active

d Total

(1) Number of participants

(2) Funding Target

3a

1,508

95,826,322

3b

1,960

33,166,638

3c(1)**3c(2)****3c(3)****3d**

1,310

31,526,018

4,778

34,337,237

163,330,197

4 If the plan is at-risk, check the box and complete items (a) and (b) ☐**a** Funding target disregarding prescribed at-risk assumptions**b** Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor**4a****4b****5** Effective interest rate**6** Target normal cost**5****6**

8.15 %

666,065

Statement by Enrolled Actuary

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

**SIGN
HERE**

Kevin A. Gontowski/KAG

Signature of actuary

8/26/2010

Date

Kevin A. Gontowski

Type or print name of actuary

08-06296

Most recent enrollment number

Mercer

(203) 229-6181

601 Merritt 7

Firm name

Telephone number (including area code)

Norwalk

CT 06856-6010

Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐**For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.****Schedule SB (Form 5500) 2009
v.092308.1**

Part II Beginning of year carryover and prefunding balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	10,032,829	0
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)	7,175,076	0
9 Amount remaining (Item 7 minus item 8)	2,857,753	0
10 Interest on item 9 using prior year's actual return of <u>(27.76)%</u>	(793,312)	
11 Prior year's excess contributions to be added to prefunding balance:		
a Excess contributions (Item 38 from prior year)		46,359,919
b Interest on (a) using prior year's effective rate of <u>6.11 %</u>		402,393
c Total available at beginning of current plan year to add to prefunding balance		46,762,312
d Portion of (c) to be added to prefunding balance		46,762,312
12 Reduction in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	2,064,441	46,762,312

Part III Funding percentages

14 Funding target attainment percentage	14	84.57 %
15 Adjusted funding target attainment percentage	15	114.47 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	85.13 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/15/2009	2,400,000				
06/15/2010	8,000,000				
Totals ►			18(b)	10,400,000	18(c) 0

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

a Contributions allocated toward unpaid minimum required contribution from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	9,486,743

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No
- b** If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No
- c** If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year

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

Part V Assumptions used to determine funding target and target normal cost**21** Discount rate:**a** Segment rates:1st segment:
%2nd segment:
%3rd segment:
%☒ N/A, full yield curve used**b** Applicable month (enter code)**21b**

2

22 Weighted average retirement age**22**

64

23 Mortality table(s) (see instructions) ☐ Prescribed - combined☒ Prescribed - separate☐ Substitute**Part VI Miscellaneous items****24** Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No**25** Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No**26** Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No**27** If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.**27****Part VII Reconciliation of unpaid minimum required contributions for prior years****28** Unpaid minimum required contribution for all prior years **28** 0**29** Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a) **29** 0**30** Remaining amount of unpaid minimum required contributions (item 28 minus item 29) **30** 0**Part VIII Minimum required contribution for current year****31** Target normal cost, adjusted, if applicable (see instructions) **31** 666,065**32** Amortization installments:

Outstanding Balance

Installment

a Net shortfall amortization installment

25,187,509

5,202,596

b Waiver amortization installment

0

0

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

0

34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33)**34**

5,868,661

	Carryover balance	Prefunding balance	Total balance
35 Balances used to offset funding requirement	2,064,441	3,804,220	5,868,661

36 Additional cash requirement (item 34 minus item 35) **36** 0**37** Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c) **37** 9,486,743**38** Interest-adjusted excess contributions for current year (see instructions) **38** 9,486,743**39** Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37) **39** 0**40** Unpaid minimum required contribution for all years **40** 0

Schedule SB, Line 24 — Change in Actuarial Assumptions

Assumed plan-related expenses increased from \$0 to \$400,000 to reflect WRERA.

Schedule SB, Line 25 — Change in Method

In accordance with plan sponsor elections:

The funding target interest rate was changed from segmented rates with two month look-back and no phase-in to the full yield curve with two month look-back.

.

Schedule SB, Line 26 — Schedule of Active Participant Data

Age	Years of credited service									Total
	0-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+	
< 20										
20-24	21 20,819	6								27 22,149
25-29	60 33,490	30 32,038	3							93 33,492
30-34	48 36,133	56 36,260	10							114 36,292
35-39	30 40,265	48 48,537	29 48,852	14	7					128 47,370
40-44	38 37,919	38 32,388	28 42,276	26 47,377	21 49,419	5				156 41,116
45-49	38 49,507	39 40,191	35 48,264	28 47,919	38 53,537	15	2			195 48,706
50-54	32 42,478	49 44,428	28 47,428	20 41,935	37 52,102	20 54,322	7	2		195 48,777
55-59	31 37,884	33 31,859	29 45,312	24 58,362	38 56,232	20 58,284	14	4		193 47,590
60-64	14	22 30,048	20 42,516	29 43,322	22 39,663	12	6	8	11	144 42,464
65-69	5	9	12	2	8	2				40 24,141
70-74	2	4	6					2		16
75+		6	2							9
Total	319 36,895	340 36,666	202 43,127	144 47,594	172 50,204	74 55,626	30 61,979	16 49,878	13	1,310 42,804

In each cell, the top number is the count of active participants for each age/service combination. The lower number is the average compensation of the active participants in that group. The average pay is not shown for cells with fewer than 20 participants.

Pay is limited by the IRC section 401(a)(17) pay limits.

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

Each employee is assumed to retire in accordance with the table of retirement rates. The proportion of employees expected to retire at each potential retirement age is shown below. The average retirement age is 64.

	Regular Early				Unreduced Early			
(A) Retirement age	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) X (D)	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) X (D)
55	2.00%	10,000	200.00	11,000	10.00%	10,000	1,000.00	55,000
56	2.00%	9,800	196.00	10,976	5.00%	9,000	450.00	25,200
57	2.00%	9,604	192.08	10,949	5.00%	8,550	427.50	24,368
58	2.00%	9,412	188.24	10,918	5.00%	8,123	406.13	23,555
59	2.00%	9,224	184.47	10,884	5.00%	7,716	385.82	22,763
60	5.00%	9,039	451.96	27,118	10.00%	7,331	733.06	43,983
61	5.00%	8,587	429.36	26,191	10.00%	6,598	659.75	40,245
62	10.00%	8,158	815.79	50,579	25.00%	5,938	1,484.44	92,035
63	5.00%	7,342	367.10	23,128	10.00%	4,453	445.33	28,056
64	5.00%	6,975	348.75	22,320	10.00%	4,008	400.80	25,651
65	50.00%	6,626	3,313.12	215,353	50.00%	3,607	1,803.59	117,233
66	20.00%	3,313	662.62	43,733	20.00%	1,804	360.72	23,807
67	20.00%	2,650	530.10	35,517	20.00%	1,443	288.57	19,335
68	20.00%	2,120	424.08	28,837	20.00%	1,154	230.86	15,698
69	20.00%	1,696	339.26	23,409	20.00%	923	184.69	12,743
70	100.00%	1,357	1,357.05	94,994	100.00%	739	738.75	51,713
			10,000.00	645,905			10,000.00	621,386
Average				64.59				62.14
Average of tables (rounded to nearest integer)				64				

Schedule SB, Line 32 — Schedule of Amortization Bases

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

Charge	Amortization period		Balances		Beginning of year payment
	Date created	Years left	Initial	Outstanding	
2008	1/1/2008	6	\$ 39,941,012	\$ 33,496,665	\$ 6,677,045
2009	1/1/2009	7	\$ (8,309,156)	(8,309,156)	(1,474,449)
Total				\$ 25,187,509	\$ 5,202,596

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

Interest rate	Full yield curve with 2-month lookback (October 2008 yields)		
Compensation increases	4.00%		
Mortality	Static mortality table as described under the IRC Section 1.430(h)(3)-1 for 2009		
Retirement	Attained	Retirement	
	Age	Regular Early	Unreduced Early
	55	2.0%	10.0%
	56	2.0	5.0
	57	2.0	5.0
	58	2.0	5.0
	59	2.0	5.0
	60	5.0	10.0
	61	5.0	10.0
	62	10.0	25.0
	63	5.0	10.0
	64	5.0	10.0
	65	50.0	50.0
	66	20.0	20.0
	67	20.0	20.0
	68	20.0	20.0
69	20.0	20.0	
70	100.0	100.0	
Termination	Attained	Turnover	
	Age		
	25	12.7%	
	30	10.0	
	40	7.1	
	50	5.3	
60	7.9		
Disability Incidence	1985 Pension Disability Table Class 1		
Participant data	All participant data was supplied as of the valuation date by Dow Jones Local Media Group		
Form of Payment	67% of future retirees elect life annuity, 33% of future retirees elect 50% joint and survivor annuity		
Plan-related Expenses	\$400,000 was added to the normal cost for the 2009 valuation.		
Percentage Married	80%		
Age Difference	A male is assumed to be 3 years older than his spouse		

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

Asset methods

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

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

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

Participant methods

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

- **Participants included:** The plan sponsor provides us with data on all employees as of the valuation date, but only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities.
- **Participants excluded:** No actuarial liability is included for nonvested participants who terminated prior to the valuation date. For this purpose, participants with a break in service on the valuation date are treated as terminated participants.
- **Insurance contracts:** The plan does not have any insurance contracts
- **Disabled participants:** The liabilities for participants on long-term disability have been included with the liabilities for terminated vested participants. Participants who become disabled before retirement continue to earn credited service during their disability. We have valued these participants using the assumption that they will remain disabled until normal retirement.

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

Plan sponsor elections

Funding interest rate

- Full yield curve
- 2-month look-back

Minimum funding method

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

A detailed description of the calculation follows:

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

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

Employees become participants upon completion of one year of Service, and the attainment of age 21. Effective January 1, 2007, no individual shall become a Participant in the plan unless the individual was an employee as of December 31, 2006, and completes one year of service not later than December 31, 2007. The preceding sentence does not apply to the extent it conflicts with the provisions of any collective bargaining agreement covering a participant.

Credited Service

Completed years of continuous employment. A year of continuous employment is any year in which the employee has worked at least 1,000 hours.

Notwithstanding the foregoing, for the determination of the Retirement Benefit, all Credited Years of Service earned as of December 31, 2008 will be frozen and no additional Credited Years of Service will be earned after December 31, 2008. Participants may continue to earn Credited Years of Service to determine eligibility under Early Retirement. The preceding two sentences do not apply to the extent they conflict with the provisions of any collective bargaining agreement covering a Participant.

Average Annual Compensation

The highest Average Annual Compensation (including commissions) during any five consecutive years of the ten years preceding the earlier of actual or normal retirement. (Include overtime and bonus, up to 10% of base compensation, as a part of pensionable earnings, effective July 1, 1997.)

Notwithstanding the foregoing, for any Retirement Benefit commencing payment on or after January 1, 2009, only Annual Compensation earned prior to the earlier of:

- (i) the Participant's actual retirement date or
- (ii) January 1, 2009

will be used in calculating the Average Annual Compensation, which is used to calculate the Retirement Benefit. The preceding sentence does not apply to the extent it conflicts with the provisions of any collective bargaining agreement covering a Participant.

Average Monthly Compensation

The highest consecutive 60-month average of compensation prior to the earlier of the date of termination or age 65.

Schedule SB, Part V — Summary of Plan Provisions

Covered Compensation

The taxable wage bases in effect under Section 230 of the Social Security Act for each year in the 35-year period ending with the year in which the participant attains his Social Security Retirement Age. In determining a participant's Covered Compensation for any Plan Year, the taxable wage based for the current Plan Year and any subsequent Plan Year shall be assumed to be the same as the taxable wage based in effect as of the beginning of the Plan Year for which the determination is made.

Notwithstanding the foregoing, for any Retirement Benefit commencing payment on or after January 1, 2009 only Covered Compensation earned prior to the earlier of:

- (i) the Participant's actual retirement date or
- (ii) January 1, 2009

will be used to calculate the Covered Compensation, which is used to calculate the Retirement Benefit. The preceding sentence does not apply to the extent it conflicts with the provisions of any collective bargaining agreement covering a Participant.

Normal Retirement Benefit

Condition for Retirement

Age 65 and completion of 5 years of Service

Amount of Benefit

1.4% of the Average Annual Compensation up to the covered compensation limit plus 1.9% of the Average Annual Compensation over the Covered Compensation Limit times completed years of Continuous Service up to 25 years.

The amount of Normal Retirement Benefit is reduced by the amount of annuity under any other qualified employee benefit plans maintained by the employer or by the employer's parent Company.

Schedule SB, Part V — Summary of Plan Provisions

Disability Benefit

The accrued benefit payable at age 65 calculated based on Average Annual Compensation as of the date employment ceased due to disability and Credited Service at the time the retirement benefit commences. Participant continues to be credited with years of service through the period of disability.

Minimum Benefit

The annual Normal Retirement Benefit of a Participant who is a highly compensated employee in 1989 or 1990 shall not be less than the value of his accrued benefit on December 31, 1988 (December 31, 1989 in the case of a Participant who was a highly compensated employee in 1990 but not in 1989) under the terms of the Plan as then in effect and determined as if the Participant had terminated employment on that date.

For participants from Sharon Herald Company, the Minimum Benefit shall not be less than the following table:

Average Monthly Compensation		Monthly Retirement Income	
\$	0.00 – 100.00	\$	25
	100.01 – 200.00		38
	200.01 – 300.00		50
	300.01 – 400.00		63
	400.01 – 500.00		75
	500.01 – 600.00		88
	600.01 – 700.00		100
	700.01 – 750.00		113
	750.01 – 800.00		125
	800.01 – 850.00		138
	850.01 and over		150

The preceding table is subjected to the following:

1. The maximum monthly pension payable to a participant of the ITU shall be \$100.
2. The maximum monthly pension for participants over age 59 on March 28, 1975 shall be \$125.

Schedule SB, Part V — Summary of Plan Provisions

For participants from Joplin Pension Plan, the Minimum Benefit shall be equal to the accrued benefit through June 1, 1979 plus future service accruals under the Joplin plan formula based on the frozen 1979 annual compensation.

For participants from the Medford Mail Tribune, the Minimum Benefit shall be equal to the profit sharing balance as of December 31, 1979 under the Medford Profit Sharing Plan, credited with interest at 5% to Normal Retirement Age, and divided by an annuity factor.

For participants from the Retirement Income Plan for Employees of Free Press Company who were participants on December 31, 1983, the Minimum Benefit shall be equal to the benefit under the Free Press Plan based on service to Normal Retirement Date.

For participants from the Essex County newspapers Pension Plan who were participants on January 31, 1984, the Minimum Benefit shall be equal to the accrued benefit to February 1, 1984 plus future service accruals under the Essex plan formula based on frozen 1984 annual compensation.

For participants from News-Sun, Inc. the Minimum Benefit shall be equal to the profit sharing balance as of September 30, 1985 under the News-Sun, Inc. Profit Sharing Plan, credited with interest at 5% to Normal Retirement Age, and divided by an annuity factor.

For participants from Stockton of May 1, 2003, each participant will accrue one year of past service every year of future service earned after May 1, 2003 up to 9 years.

Effective October 31, 2006 the Oneonta Daily Star, the Pittsburgh Press-Republica, the Danbury News Times, the Sunbury Daily Item, the Traverse City Record – Eagle and the Santa Cruz Sentinel were sold. Participants affected by this sale were vested in their accrued benefits under the Plan. In addition, these participants were credited with 4 additional years of service and 4 additional years of age (“4+4”) for determining eligibility for early retirement benefits. This enhancement will only be granted if an eligible participant remains employed by the buyer for at least 4 years and benefit may not commence while the participant remains employed by the buyer.

Schedule SB, Part V — Summary of Plan Provisions

Early Retirement Benefit

Condition for Retirement

Any one of the following conditions:

- (a) age 55 and completion of 10 years of Service.
- (b) age 62 with at least 25 years of Credited Service
- (c) age 55 and 25 years of Credited Service and age plus Service equals or exceeds 85 if retirement is after July 1, 1997 and before January 1, 2001, or
- (d) 25 years of Credited Service and age plus Service equals or exceeds 85 if retirement is on or after January 1, 2001

Amount of Benefit

A deferred benefit to begin at Normal Retirement Age equal to the amount accrued to date of retirement. Payment may commence immediately, in which case the Early Retirement Benefit is reduced by 5% for each year prior to Normal Retirement. However, if an active participant retires after attainment of (b), (c), or (d) above, there is no reduction to the Early Retirement Benefit.

Dependent Benefit

Condition for Benefit

Upon the death of an active participant prior to age 65 but after completion of 10 years of Continuous Service and after the sum of age plus Service equals or exceeds 55.

Amount of Benefit

A survivor benefit is payable to the eligible survivor equal to one-half of the benefit which the participant would have received had he:

- (a) Retired early on the first of the month next following his date of death,
- (b) Elected the contingent annuitant option with one-half payable to the contingent annuitant,
- (c) Named the eligible dependent as his contingent annuitant, and
- (d) Been entitled to receive as a retirement benefit the amount he was expected to have accrued at his Normal Retirement Date (based on his Average Annual Compensation and Service preceding his date of death).

Schedule SB, Part V — Summary of Plan Provisions

In addition, active employees who have at least 5 years of Service and do not already qualify for the benefit described above, and terminated employees with deferred vested benefits are eligible for spouse's benefits commencing on the date the deceased employee would have been age 55.

Termination Benefit

Condition for Benefit

If a participant terminates service after completing 5 years of Credited Service, he is entitled to a deferred vested benefit.

Amount of Benefit

A deferred benefit commencing at age 65 in the amount equal to (a) multiplied by (b):

- (a) 1.4% of his Average Annual Compensation preceding termination up to the Covered Compensation limit plus 1.9% of the Average Annual Compensation over the Covered Compensation limit, multiplied by the number of years of his Credited Service that he would have had, had he remained until Normal Retirement Date (note to exceed 25 years).
- (b) The number of years of his Credited Service preceding termination divided by the number of years of his Credited Service that he would have had, had he remained until Normal Retirement Date.

The participant may elect to have his early benefit commence any time after he attains his early retirement age, in which case the above benefit will be reduced by the appropriate early retirement factor.

Contributions

The Company assumes the full cost of the Plan.

Normal Form of Payment

If married, 50% Qualified Joint & Survivor Annuity (payable on an actuarially reduced basis) unless declined by Participant. If not married, a life annuity.

Optional Form of Payment

Contingent Annuitant Option with any specified percentage continuing to Contingent Annuitant.

Plan Changes

The maximum benefit limitation under Code section 415 changed to \$195,000 in 2009.

The compensation limit under Code section 401(a)(17) changed to \$245,000 in 2009.

The plan was amended to freeze benefit accruals effective December 31, 2008, to the extent this does not conflict with the provisions of any collective bargaining agreement.

Benefits included or excluded

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

- **Plan amendments:** Amendments adopted after the valuation date or effective after the current plan year are excluded from the valuation.

Schedule SB, Part V — Summary of Plan Provisions

- **Scheduled benefit increases:** Scheduled benefit increases effective after the end of the current plan year are excluded from minimum funding requirements.
- **Shutdown benefits:** We are not aware of any corporate actions that would create shutdown benefits; therefore, they are excluded.
- **IRC Section 415(b):** The limitations of Internal Revenue Code Section 415(b) have been incorporated into our calculations.
- **IRC Section 416:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60 percent of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy accruals.
- **Benefit restrictions:** Benefit restrictions (if applicable) are ignored in this valuation.

Significant events

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

Schedule SB, Line 11 — Explanation of Carryover and Prefunding Balances Deficiency

The 2008 Schedule SB was completed before final funding regulations were issued and the amount reported on line 38 was limited to the excess of the discounted value of actual employer contributions over the minimum required contribution before any credit balance use.

Per final regulations, interest on excess contributions resulting from the restoration of credit balance previously waived in excess of the minimum required contribution is based on the plan's actual rate of return of (27.76%).

FINANCIAL STATEMENTS

Retirement Plan for Employees of Dow Jones
Local Media Group (formerly, The Retirement Plan for
Employees of Ottaway Newspapers, Inc.)
Years Ended December 31, 2009 and 2008
With Report of Independent Auditors

Ernst & Young LLP

Retirement Plan for Employees of Dow Jones Local Media Group
(formerly, The Retirement Plan for Employees of Ottaway Newspapers, Inc.)

Financial Statements

Years Ended December 31, 2009 and 2008

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Report of Independent Auditors

To the Retirement Committee
The Retirement Plan for Employees of Dow Jones
Local Media Group (formerly, The Retirement Plan for Employees of
Ottaway Newspapers, Inc.)

We were engaged to audit the accompanying statement of net assets available for benefits of The Retirement Plan for Employees of Dow Jones Local Media Group (formerly, The Retirement Plan for Employees of Ottaway Newspapers, Inc.) as of December 31, 2009, and the related statement of changes in net assets available for benefits for the year then ended. These financial statements are the responsibility of the Plan's management. The financial statements of the Plan for the year ended December 31, 2008 were audited by other auditors whose report, dated September 4, 2009, expressed an unqualified opinion on those financial statements.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 7 as of and for the year ended December 31, 2009, which was certified by JPMorgan Chase Bank, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the 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 as of and for the year ended December 31, 2009 taken as a whole. The form and content of the information included in the financial statements, other than that derived from the investment information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States 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.

Ernst & Young LLP

October 14, 2010

Retirement Plan for Employees of Dow Jones Local Media Group
(formerly, The Retirement Plan for Employees of Ottaway Newspapers, Inc.)

Statements of Net Assets Available for Benefits

	December 31	
	2009	2008
Assets		
Investments, at fair value:		
Money market fund	\$ —	\$ 143,423
Equity mutual funds	—	50,243,474
Fixed income mutual funds	—	65,746,036
Interest receivable	—	274,210
Plan's interest in the News America Incorporated Master Trust	185,846,221	—
Employer contributions receivable	8,000,000	54,400,000
Total assets	193,846,221	170,807,143
Liabilities		
Accrued administrative expenses	25,835	—
Total liabilities	25,835	—
Net assets available for benefits	\$ 193,820,386	\$ 170,807,143

See accompanying notes.

Retirement Plan for Employees of Dow Jones Local Media Group
(formerly, The Retirement Plan for Employees of Ottaway Newspapers, Inc.)

Statements of Changes in Net Assets Available for Benefits

	Year Ended December 31	
	2009	2008
Additions to net assets attributed to:		
Net investment income from the News America Incorporated Master Trust	\$ 24,959,435	\$ —
Employer contributions	10,400,000	54,400,000
Investment (loss) income	—	4,199,548
Miscellaneous loss	—	(26,496)
Net loss realized on deposition of investments	—	(6,080,124)
Unrealized depreciation in investments	(91,127)	(43,612,833)
Total additions	35,268,308	8,880,095
Deductions from net assets attributed to:		
Benefit payments	12,083,145	11,419,786
Administrative expenses	171,920	682,559
Total deductions	12,255,065	12,102,345
Net increase (decrease)	23,013,243	(3,222,250)
Net assets available for benefits, beginning of year	170,807,143	174,029,393
Net assets available for benefits, end of year	\$ 193,820,386	\$ 170,807,143

See accompanying notes.

Retirement Plan for Employees of Dow Jones Local Media Group
(formerly, The Retirement Plan for Employees of Ottaway Newspapers, Inc.)

Notes to Financial Statements

December 31, 2009

1. Description of the Plan

The following description of the Retirement Plan for Employees of Dow Jones Local Media Group (formerly, The Retirement Plan for Employees of Ottaway Newspapers, Inc.) (the “Plan”) is provided for general information only, and in no way replaces or alters the full, official Plan agreement, which is the controlling document and which, in any dispute, shall govern. Participants can refer to the Plan agreement for a more complete description of the Plan’s provisions.

General

The Plan is a noncontributory defined benefit pension plan sponsored by Dow Jones Local Media Group (the “Company” or “Plan Sponsor”), a wholly owned subsidiary of News Corporation. The Plan covers substantially all employees of the Company and its subsidiaries and affiliated companies, The Times-Herald Record, Seacoast Newspapers, and The Stockton Record. The Plan provides for pension, death and disability benefits. It is subject to the regulations of the Employee Retirement Income Security Act of 1974 (“ERISA”) and the Internal Revenue Code of 1986, as amended (the “Code”).

Effective January 1, 2007, the Plan was closed to newly hired employees. The Plan was amended and restated effective as of January 1, 2009 to cease new benefit accruals after that date for all active participants except those covered under certain collective bargaining agreements. Employees will continue to vest in the Plan.

Effective December 31, 2009, the Plan changed its name from The Retirement Plan for Employees of Ottaway Newspapers, Inc. to the Retirement Plan for Employees of Dow Jones Local Media Group.

Pension Trust

Responsibility for administering the day-to-day operations of the Plan rests with the Company. The management and control of the Plan’s assets and final discretionary authority and control over the Plan’s assets rest with News Corporation, the parent of the Plan Sponsor.

Retirement Plan for Employees of Dow Jones Local Media Group
(formerly, The Retirement Plan for Employees of Ottaway Newspapers, Inc.)

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Pension Benefits

Participants became eligible upon attainment of age 21 and completion of one year of service, provided that they worked at least 1,000 hours during such Plan year. Participants become fully vested after five years of service. The Plan provides no partial vesting for fewer than five years of service. Pension earnings are limited to \$245,000 and \$230,000 in 2009 and 2008, respectively.

Terminated vested participants are entitled to receive benefits beginning at the normal retirement age of 65, although retirement benefits are also available upon attainment of early retirement age, subject to limitations set forth in the Plan. Employees who terminate after the completion of ten years of service but prior to eligibility for normal or early retirement shall be entitled to a deferred vested benefit equal to their accrued benefit as of the date of termination commencing upon satisfaction of the appropriate age requirement.

Benefit payments are paid in the form of a life annuity for single participants and a joint and survivor annuity for married participants unless the participant elects a different form of payment. For married participants, spousal consent is required to change payment methods.

If a participant's actuarial equivalent of the accrued benefit is less than \$10,000, the participant may be paid a lump-sum payment as soon as practicable after his/her termination date.

Preretirement Death and Disability Benefits

The surviving spouse of an active or terminated participant is entitled to certain benefits, as defined in the Plan document, in the event that the participant dies prior to receiving benefit payments. In order to be eligible, certain requirements as described in the Plan document must be satisfied.

Active employees who are disabled prior to normal retirement and after completion of five years of service may retire and receive a deferred benefit commencing at normal retirement age or early retirement age, at the participant's election.

Retirement Plan for Employees of Dow Jones Local Media Group
(formerly, The Retirement Plan for Employees of Ottaway Newspapers, Inc.)

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Administrative Expenses

The Plan incurs administrative expenses directly related to the Plan which consist primarily of actuarial fees, trustee fees, investment manager fees and Pension Benefit Guaranty Corporation (“PBGC”) fees. These expenses are reported on the statement of changes in net assets available for benefits as administrative expenses. Administrative expenses related to the News America Incorporated Master Trust (“Master Trust”) are allocated to the Plan and are reflected in the net investment income from the Master Trust. Expenses relating to purchases, sales or transfers of the Plan’s investments are charged to the particular investment fund to which the expenses relate. All other administrative expenses are paid by the Company on behalf of the Plan.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Valuation of Investments

Effective January 1, 2009, the Plan invested in the Master Trust and transferred approximately \$116 million of assets to JPMorgan Chase Bank, N.A. (the “Trustee”) from the Plan’s former trustee. The Plan’s interest in the net assets and investment income of the Master Trust as of December 31, 2009, as reported in the financial statements, was determined based on the beginning of the year value of the Plan’s interest in the Master Trust plus actual contributions and allocated investment income less actual distributions and allocated administrative

Retirement Plan for Employees of Dow Jones Local Media Group
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Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

expenses (see Note 8). The investments in the Master Trust are valued at fair value determined by the Trustee, using available quoted market prices or fair values provided by investment managers for common collective trusts and limited partnerships. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e., the “exit price”) in an orderly transaction between market participants at the measurement date.

News Corporation, the Company’s parent, established the Master Trust whereby the assets of the Plan are commingled for investment purposes with the assets of the following plans:

- News America Incorporated Employees’ Pension and Retirement Plan
- The New York Post Craft Union Pension Plan
- Pension Plan for Union Employees of Fox Television Station, Inc.
- Fox Pension Plan

Under the terms of the master trust agreement, participating plans do not have a right or title to any specific assets of the Master Trust, but the plans have an undivided beneficial interest (i.e., accumulated share) in the Master Trust. Under the terms of the master trust agreement, the Trustee determines the current value of the entire Master Trust and the accumulated share of each of the plans in such manner as the Trustee in its reasonable discretion shall prescribe, but in accordance with a method consistently applied. Ownership is represented by a record of proportionate dollar interest.

The fair value of each plan’s initial contribution to the Master Trust, as applicable, represented each plan’s respective accumulated share at the date the Master Trust was created or when the plans transferred into the Master Trust. Thereafter, investment income, losses and expenses of the Master Trust are allocated proportionately to the fair value of each plan’s accumulated share as of the valuation date. Contributions, benefit payments and certain administrative expenses are assigned to each plan on the specific identification basis. Participants should refer to the master trust agreement for more complete information.

Retirement Plan for Employees of Dow Jones Local Media Group
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Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

In accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820 (formerly SFAS 157), *Fair Value Measurements and Disclosures*, the Master Trust classified its investments as of December 31, 2009 and 2008 based upon an established fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value (see Notes 7 and 8). The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 – Quoted prices in markets that are not considered to be active or financial instruments without quoted market prices, but for which all significant inputs are observable, either directly or indirectly.

Level 3 – Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Common stocks, mutual funds and publicly traded partnerships are valued at the closing price reported on the active market for which the individual securities are traded. Mutual funds are valued at the net asset value (NAV) of the shares held by the Master Trust. Common/collective trusts and short-term investment funds are valued at the NAV of the units provided by the fund issuer. Corporate and government obligations and partnerships traded in active markets on national and international securities exchanges are valued at closing prices on the last business day of the year. Securities traded in markets that are not considered active are valued based on a compilation of primary observable market information, broker or dealer quotations, or alternative pricing sources with reasonable levels of price transparency. Forward currency contracts are

Retirement Plan for Employees of Dow Jones Local Media Group
(formerly, The Retirement Plan for Employees of Ottaway Newspapers, Inc.)

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

valued at fair value, as determined by the Master Trust's investment managers (or independent third parties on behalf of the investment managers), using quoted forward foreign currency exchange rates. Level 2 corporate bonds and mortgage-backed securities are valued based on a compilation of primary observable market information or a broker quote in a non-active market. Level 3 partnerships are based on fair value obtained from the general partner. In certain instances, the Master Trust estimates the fair value of an investment using the net asset value per share as a practical expedient.

Benefit Payments

Benefit payments to participants are recorded upon distribution.

Risks and Uncertainties

The Master Trust invests in various mutual funds and other marketable securities, common collective trusts and limited partnerships. Investment securities are exposed to various risks such as interest rate, market and credit risk. Other than the investments in derivatives, as discussed in Note 10, the Master Trust's exposure to credit loss in the event of nonperformance of investments is limited to the carrying value. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risk in the near term could materially affect the amounts reported in the accompanying financial statements.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimation and assumption processes, it is at least reasonably possible that changes in these estimates and assumptions in the near term could materially affect the amounts reported and disclosed in the financial statements.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those estimated future periodic benefit payments, including lump-sum distributions, that are attributable under the Plan's provisions to the service employees have

Retirement Plan for Employees of Dow Jones Local Media Group
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Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

rendered to the valuation date. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) the beneficiaries of deceased employees and (c) present employees or their beneficiaries. Benefits under the Plan are based on employees' highest average monthly compensation received in any five consecutive full calendar years before normal retirement date. Benefits payable under all circumstances – retirement, death, disability and termination of employment – are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

The actuarial present value of accumulated plan benefits as determined by the Plan's actuary, Mercer Human Resources Consulting, Inc. (see Note 4), is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

New Accounting Pronouncements

In April 2009, the Financial Accounting Standards Board ("FASB") issued FASB Staff Position ("FSP") 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly* ("FSP 157-4"). FSP 157-4 amended FASB Accounting Standards Codification (ASC) 820 (formerly SFAS No. 157) to provide additional guidance on estimating fair value when the volume and level of activity for an asset or liability have significantly decreased in relation to its normal market activity. FSP 157-4 also provided additional guidance on circumstances that may indicate that a transaction is not orderly and on defining major categories of debt and equity securities to comply with the disclosure requirements of ASC 820. The Plan adopted the guidance in FSP 157-4 for the reporting period ended December 31, 2009. Adoption of FSP 157-4 did not have a material effect on the Plan's net assets available for benefits or its changes in net assets available for benefits.

In September 2009, the FASB issued Accounting Standards Update ("ASU") 2009-12, *Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)* ("ASU 2009-12"). ASU 2009-12 amended ASC 820 to allow entities to use net asset value ("NAV") per share (or its equivalent), as a practical expedient, to measure fair value when the investment does not have a readily determinable fair value and the NAV is calculated in a

Retirement Plan for Employees of Dow Jones Local Media Group
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Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

manner consistent with investment company accounting. The Plan adopted the guidance in ASU 2009-12 for the reporting period ended December 31, 2009 and has utilized the practical expedient to measure the fair value of investments within the scope of this guidance based on the investment's NAV. In addition, as a result of adopting ASU 2009-12, the Plan has provided additional disclosures regarding the nature and risks of investments within the scope of this guidance, refer to Note 8. Adoption of ASU 2009-12 did not have a material effect on the Plan's net assets available for benefits or its changes in net assets available for benefits.

3. Funding Policy

The cost of the Plan is actuarially determined by the Projected Unit Credit method. The unfunded accrued liabilities are being amortized over 5 to 40 years.

Contributions to the Plan are made annually by the Company in amounts, as recommended by the consulting actuary, sufficient to fully provide for employees' benefits upon reaching normal retirement age. The Plan has met the minimum funding requirements of ERISA.

4. Accumulated Plan Benefits

The following table presents the accumulated plan benefits of the Plan as of December 31, 2008, as determined by the Plan's actuary as reported in ASC 960, *Plan Accounting – Defined Benefit Plans*:

	December 31, 2008
Accumulated plan benefits	
Actuarial present value of accumulated plan benefits:	
Vested benefits:	
Participants currently receiving payments	\$ 105,124,717
Other participants	75,263,818
Total vested benefits	180,388,535
Nonvested benefits	3,442,361
Total actuarial present value of accumulated plan benefits	<u>\$ 183,830,896</u>

Retirement Plan for Employees of Dow Jones Local Media Group
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Notes to Financial Statements (continued)

4. Accumulated Plan Benefits (continued)

	Year Ended December 31, 2008
Changes in accumulated plan benefits	
Actuarial present value of accumulated plan benefits, December 31, 2007	\$ 180,272,425
Increase (decrease) during the year attributable to:	
Benefits accumulated and net actuarial losses	2,758,880
Benefits paid	(11,419,786)
Interest due to decrease in the discount period	12,219,377
Net increase	3,558,471
Actuarial present value of accumulated plan benefits, December 31, 2008	<u>\$ 183,830,896</u>

Significant assumptions underlying the actuarial computations are:

Interest rate	7% per annum, compounded annually
Mortality basis	RP 2000 Mortality Combined Health Active/Retiree Health Table (Projected to 2015 with Scale AA)
Retirement age	Greater of age at normal retirement date and age on the valuation date

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

5. Plan Termination

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

Retirement Plan for Employees of Dow Jones Local Media Group
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Notes to Financial Statements (continued)

5. Plan Termination (continued)

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

- a. Benefits attributable to employee contributions taking into account those paid out before termination.
- b. Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire in the three-year period would have been receiving if they had retired with benefits in the normal form of an annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under Plan provisions in effect at any time during the five years preceding Plan termination.
- c. Other vested benefits insured by the PBGC up to the applicable limitations (discussed below).
- d. All other vested benefits (vested benefits not insured by the PBGC).
- e. All nonvested benefits.
- f. Any surplus assets of the Plan remaining after the payment of all expenses and liabilities shall revert to the Company in the proportion determined by the Retirement Board of the Company.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain survivors' pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a statutory ceiling, which is adjusted periodically, on the amount of an individual's monthly benefit that the PBGC guarantees.

Retirement Plan for Employees of Dow Jones Local Media Group
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Notes to Financial Statements (continued)

5. Plan Termination (continued)

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

6. Tax Status

The Plan has received a determination letter from the Internal Revenue Service dated April 12, 2010, stating that the Plan is qualified under Section 401(a) of the Code and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan, as amended, is qualified and the related trust is tax exempt.

7. Information Certified by the Trustee

All investment information disclosed in the accompanying financial statements, including the Plan's interest in the Master Trust as of December 31, 2009 and the net investment income from the Master Trust for the year then ended, were obtained or derived from information supplied to the plan administrator and certified as complete and accurate by the Trustee.

Retirement Plan for Employees of Dow Jones Local Media Group
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Notes to Financial Statements (continued)

7. Information Certified by the Trustee (continued)

Investments held by former trustee

The Plan's investments were held by a bank-administered Trust Fund during 2008. The Plan's investments (including investments bought, sold, as well as held during the year) depreciated in fair market value by \$49,692,957 in 2008 as follows:

	Net Depreciation in Fair Value During the Year	Fair Value At End of Year
December 31, 2008		
Investments at fair value as determined by quoted market price:		
Money market fund	\$ —	\$ 143,423*
Equity mutual funds	(41,588,352)	50,243,474*
Fixed income mutual funds	(7,527,171)	65,746,036*
	<u>(49,115,523)</u>	<u>116,132,933</u>
Investments at estimated fair value:		
Collective trust fund	(577,434)	—
	<u>\$ (49,692,957)</u>	<u>\$ 116,132,933</u>

**Investments are considered Level I investments in accordance with ASC 820.*

The fair value of individual investments that represent 5% or more of the Plan's net assets are as follows:

	2008
SEI Large Cap Disciplined Equity Fund	\$ 29,862,370
SIIT World Equity Ex-US Fund CL A	20,381,104
SEI Core Fixed Income Fund	59,763,179

8. NAI Master Trust

At December 31, 2009, the Plan's interest in the net assets of the Master Trust was approximately 15%.

Retirement Plan for Employees of Dow Jones Local Media Group
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Notes to Financial Statements (continued)

8. NAI Master Trust (continued)

The following table presents the net assets available to participating plans of the Master Trust as of December 31, 2009:

	<u>2009</u>
Assets:	
Cash	\$ 786,011
Investments at fair value:	
Common/collective trusts	160,055,537
Government obligations	117,787,521
Government agency obligations	67,869,673
Corporate obligations	44,773,225
Common stocks	167,013,214
Mutual funds	647,192,375
Partnership interests	26,058,226
Other	9,779,937
	<u>1,240,529,708</u>
Receivables:	
Interest and dividends receivable	2,884,549
Forward currency contracts	672,221
Due from broker for securities sold	794,735
Total assets	<u>1,245,667,224</u>
Liabilities:	
Forward currency contracts	635,348
Due to broker for securities purchased	3,563,452
Other	933,751
Total liabilities	<u>5,132,551</u>
Net assets available to participating plans	<u><u>\$ 1,240,534,673</u></u>

Retirement Plan for Employees of Dow Jones Local Media Group
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Notes to Financial Statements (continued)

8. NAI Master Trust (continued)

The following table discloses, by level, the fair value hierarchy discussed in Note 2 of the Master Trust's investments at December 31, 2009:

Master Trust Investment Assets at Fair Value as of December 31, 2009				
	Level 1	Level 2	Level 3	Total
Common/collective trusts:				
Money market funds	\$ —	\$ 102,293,740	\$ —	\$ 102,293,740
Multi-country/global equity	—	57,761,797	—	57,761,797
Government obligations:				
U.S. government obligations	—	39,381,169	—	39,381,169
Non U.S. government obligations	—	78,406,352	—	78,406,352
U.S. government agency obligations	—	67,869,673	—	67,869,673
Corporate obligations:				
U.S. corporate obligations	—	38,010,764	—	38,010,764
Non U.S. corporate obligations	—	6,762,461	—	6,762,461
U.S. Large cap common stocks	165,010,073	2,003,141	—	167,013,214
Mutual funds:				
U.S. equity funds	98,093,908	—	—	98,093,908
Multi-country/global equity	103,912,650	—	—	103,912,650
U.S. fixed income	263,805,384	—	—	263,805,384
Balanced or tactical asset allocation funds	181,380,433	—	—	181,380,433
Partnership interests	724,980	—	25,333,246	26,058,226
Forward currency contracts	—	672,221	—	672,221
Other	—	9,779,937	—	9,779,937
Total master trust investment assets at fair value	<u>\$ 812,927,428</u>	<u>\$ 402,941,255</u>	<u>\$ 25,333,246</u>	<u>\$ 1,241,201,929</u>

Retirement Plan for Employees of Dow Jones Local Media Group
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Notes to Financial Statements (continued)

8. NAI Master Trust (continued)

Master Trust Investment Liabilities at Fair Value as of December 31, 2009				
	Level 1	Level 2	Level 3	Total
Forward currency contracts	\$ —	\$ 635,348	\$ —	\$ 635,348
Total master trust investment liabilities at fair value	\$ —	\$ 635,348	\$ —	\$ 635,348

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

Level 3 Assets Rollforward Year Ended December 31, 2009			
	Partnership Interests	Other	Total
Balance, beginning of year	\$ 23,091,467	\$ 14,204	\$ 23,105,671
Realized gains	3,928,492	1,364	3,929,856
Unrealized losses relating to instruments still held at the reporting date	(4,784,539)	(2,915)	(4,787,454)
Purchases, sales, issuances and settlements, net	3,097,826	(12,653)	3,085,173
Balance, end of year	\$ 25,333,246	\$ —	\$ 25,333,246

The amount of total losses for the year included in changes in net assets available for benefits attributable to the change in unrealized losses relating to assets still held at the reporting date

\$ (4,784,539) \$ (2,915) \$ (4,787,454)

As of December 31, 2009, the Master Trust had investments in a Capital Guardian common collective trust fund and a GMO limited partnership. Both funds were estimated using the net asset value per share as a practical expedient and both had redemption restrictions associated with them. Withdrawals from the Capital Guardian fund were limited to the 15th and last business days of each month and withdrawals from the GMO limited partnership were limited to the first business day of each month.

Retirement Plan for Employees of Dow Jones Local Media Group
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Notes to Financial Statements (continued)

8. NAI Master Trust (continued)

Net investment income (loss) for the Master Trust for the year ended December 31, 2009 is as follows:

	Year Ended December 31, 2009
Net appreciation (depreciation) in fair value of investments:	
Government obligations	\$ 3,493,656
Government agency obligations	384,886
Common/collective trusts	18,150,750
Corporate obligations	2,187,455
Common stocks	34,813,606
Mutual funds	57,688,199
Other	(2,083,750)
	<u>114,634,802</u>
Interest	8,659,834
Dividends and other income	28,942,328
Net investment income before expenses	<u>152,236,964</u>
Investment and trustee expenses	(3,048,824)
Net investment income	<u><u>\$ 149,188,140</u></u>

Retirement Plan for Employees of Dow Jones Local Media Group
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Notes to Financial Statements (continued)

9. Transactions with Parties-in-Interest

The Plan's investments managed by the Trustee are considered to be party-in-interest transactions. Fees paid by the Plan Sponsor for the years ended December 31, 2009 and 2008 were not significant. These transactions qualify as party-in-interest transactions; however, they are exempt from the prohibited transactions rules under ERISA.

10. Derivative Instruments

Derivatives are financial securities whose characteristics and value depend on the characteristics and value of an underlying security.

The Master Trust invests in registered investment companies and unregulated pooled vehicles or limited partnership interests with the understanding that the pools can purchase derivatives consistent with its offering documents and prospectus. In these cases, the Master Trust itself does not directly hold any such derivative securities.

In addition, the Master Trust invests in certain separately managed accounts which may invest directly in derivative securities. These include: exchange-traded futures, OTC options, forward currency contracts, OTC credit indices, mortgage derivatives, and convertible bonds. The Master Trust's separately managed accounts are permitted to use derivatives primarily to hedge risk. However, in certain cases they may be used for other purposes.

Forward Currency Contracts

The Master Trust has investments that are denominated in foreign currencies and utilize forward currency contracts to manage a portion of the currency exposure for these investments. When utilizing forward currency contracts, the Master Trust gives up the opportunity to profit from favorable exchange rate movements during the term of the contract. Certain risks arise upon entering forward currency contracts from the potential inability of counterparties to meet the terms of their contracts. The Master Trust manages this risk by evaluating the credit risk of potential counterparties and by applying appropriate limits to trading relationships.

Retirement Plan for Employees of Dow Jones Local Media Group
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Notes to Financial Statements (continued)

10. Derivative Instruments (continued)

The Master Trust held 24 forward currency contracts at December 31, 2009. The fair value recorded as receivables was \$672,221 at December 31, 2009. The fair value recorded as liabilities was \$635,348 at December 31, 2009. At December 31, 2009, the notional amount of the forward currency contracts was approximately \$68,001,000, representing the maximum loss that the portfolio would have incurred if the Master Trust completed its agreed-upon exchanges to all of these contracts but its counterparties failed to complete their agreed-upon exchanges. Forward currency contracts were primarily denominated in Euro, Japanese Yen and Norwegian Kroner at December 31, 2009. During 2009, the net investment loss associated with forward currency contracts was approximately \$2,365,000, and was recorded under the Other classification of net appreciation in the investments held in the Master Trust.

11. Subsequent Events

The Plan has completed an evaluation of all subsequent events through October 14, 2010, which is the date the financial statements were available to be issued, and concluded no subsequent events occurred that required recognition or disclosure, other than disclosed below.

Per the Medford Graphic Comm International Union agreement, the pension benefit was frozen effective May 31, 2010. Therefore, there will be no future pension accruals for these union members.

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