Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).

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

OMB Nos. 1210-0110
1210-0089

2010

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2010 or fiscal plan year beginning 01/01/2007 and ending 12/31/2007

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
GATEHOUSE MEDIA, INC RETIREMENT SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1998

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

350 WILLOWBROOK OFFICE PARK
FAIRPORT, NY 14550

2b Employer Identification Number (EIN) 36-4197635

2c Sponsor's telephone number 585-598-0045

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.	05/10/2011	COLBY AMIDON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	05/10/2011	COLBY AMIDON
	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")
GATEHOUSE MEDIA, INC

350 WILLOWBROOK OFFICE PARK
FAIRPORT, NY 14550

3b Administrator's EIN
36-4197635

3c Administrator's telephone number
585-598-0045

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
LIBERTY GROUP PUBLISHING, INC.

4b EIN
36-4197635

4c PN
001

5	Total number of participants at the beginning of the plan year	**5**	5039
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**	9315
b	Retired or separated participants receiving benefits	**6b**	2
c	Other retired or separated participants entitled to future benefits	**6c**	575
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	9892
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	9893
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	3490
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	74
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

(1)	X	Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	X	Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2007 and ending 12/31/2007

A Name of plan
GATEHOUSE MEDIA, INC RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500.
GATEHOUSE MEDIA, INC

D Employer Identification Number (EIN)
36-4197635

Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions

Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
ING LIFE INSURANCE AND ANNUITY COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
71-0294708	86509	XXXX8UN1SP28EC	1	01/01/2007	12/31/2007

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	2473540
5	Current value of plan's interest under this contract in separate accounts at year end	5	

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP PENSION FUNDING

b	Balance at the end of the previous year			7b	
c	Additions: (1) Contributions deposited during the year	7c(1)			
	(2) Dividends and credits	7c(2)	29043		
	(3) Interest credited during the year	7c(3)			
	(4) Transferred from separate account	7c(4)	2933404		
	(5) Other (specify below)	7c(5)			
	▶				
	(6) Total additions			7c(6)	
d	Total of balance and additions (add **b** and **c(6)**)			7d	
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)			
	(2) Administration charge made by carrier	7e(2)			
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below)	7e(4)	488907		
	▶ CONTRCT DISBURSMENTS				
	(5) Total deductions			7e(5)	
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organization(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance
e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug
i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in **c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☐ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2010** **This Form is Open to Public Inspection.**

For calendar plan year 2010 or fiscal plan year beginning 01/01/2007 and ending 12/31/2007

A Name of plan	**B** Three-digit plan number (PN) ▶	
GATEHOUSE MEDIA, INC RETIREMENT SAVINGS PLAN		001
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
GATEHOUSE MEDIA, INC	36-4197635	

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(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 ☐

(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: WARADY & DAVIS, LLP	**b** EIN:	36-2170602
c	Position: AUDITOR		
d	Address: 1717 DEERFIELD RD 3005 DEERFIELD, IL 60015	**e** Telephone:	847-267-9600

Explanation: CLIENT IS SELECTING A LOCAL AUDITOR CLOSE TO THE OFFICE INVOLVED WITH THE AUDIT

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2007 and ending 12/31/2007

A Name of plan
GATEHOUSE MEDIA, INC RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
GATEHOUSE MEDIA, INC

D Employer Identification Number (EIN)
36-4197635

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: PUTNAM STABLE VALUE FUND

b Name of sponsor of entity listed in (a): PUTNAM FIDUCIARY TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-3159710-202	C	18137972

a Name of MTIA, CCT, PSA, or 103-12 IE: PUTNAM S & P 500 INDEX FUND

b Name of sponsor of entity listed in (a): PUTNAM FIDUCIARY TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-2884233-201	C	14829910

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2007 and ending 12/31/2007

A Name of plan
GATEHOUSE MEDIA, INC RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
GATEHOUSE MEDIA, INC

D Employer Identification Number (EIN)
36-4197635

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)		
(2) Participant contributions	1b(2)		325131
(3) Other	1b(3)		570787
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(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)	917831	3420029
(9) Value of interest in common/collective trusts	1c(9)	7103172	32967882
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	17294926	68022318
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	2473540
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	25315929	107779687
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	25315929	107779687

Part II Income and Expense Statement

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

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	1285102	
(B) Participants	2a(1)(B)	7222309	
(C) Others (including rollovers)	2a(1)(C)	15397038	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		23904449
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)	162211	
(F) Other	2b(1)(F)	32689	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		194900
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

			(a) Amount	(b) Total
2b	(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
	(6) Net investment gain (loss) from common/collective trusts	2b(6)		908774
	(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
	(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
	(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
	(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		593409
c	Other income	2c		-2860
d	Total income. Add all **income** amounts in column (b) and enter total	2d		25598672
	Expenses			
e	Benefit payment and payments to provide benefits:			
	(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	8965703	
	(2) To insurance carriers for the provision of benefits	2e(2)		
	(3) Other	2e(3)		
	(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		8965703
f	Corrective distributions (see instructions)	2f		22905
g	Certain deemed distributions of participant loans (see instructions)	2g		124103
h	Interest expense	2h		
i	Administrative expenses: (1) Professional fees	2i(1)		
	(2) Contract administrator fees	2i(2)		
	(3) Investment advisory and management fees	2i(3)		
	(4) Other	2i(4)	67	
	(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		67
j	Total expenses. Add all **expense** amounts in column (b) and enter total	2j		9112778
	Net Income and Reconciliation			
k	Net income (loss). Subtract line 2j from line 2d	2k		16485894
l	Transfers of assets:			
	(1) To this plan	2l(1)		65977864
	(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: INSERO & COMPANY CPAS, PC **(2)** EIN: 16-1016457

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a	X		2007994
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l			
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m			
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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)

Official Use Only

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 sections 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

2007

This Form is Open to Public Inspection.

For calendar year 2007 or fiscal plan year beginning 01/01/2007 , and ending 12/31/2007 ,

A Name of plan GATEHOUSE MEDIA, INC. RETIREMENT SAVINGS PLAN	**B** Three-digit plan number ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 GATEHOUSE MEDIA, INC.	**D** Employer Identification Number 36-4197635

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	$ 0
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). 20-2020334		
	Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3	Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	

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

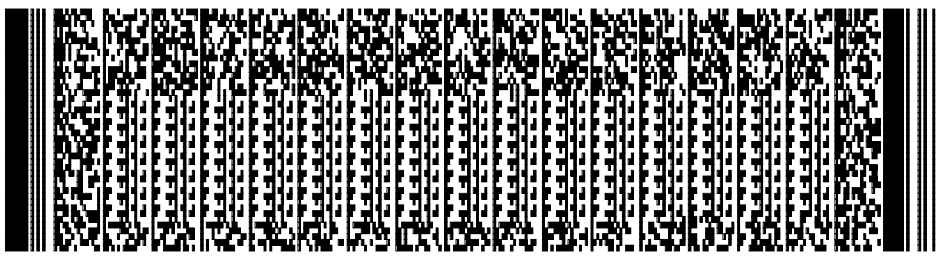
4	Is the plan administrator making an election under Code section 412(c)(8) or ERISA section 302(c)(8)?		☐ Yes ☐ No ☐ N/A
	If the plan is a defined benefit plan, go to line 7.		
5	If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions, and enter the date of the ruling letter granting the waiver ▶		Month ____ Day ____ Year ____
	If you completed line 5, complete lines 3, 9, and 10 of Schedule B and do not complete the remainder of this schedule.		
6a	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 7 and 8 and complete line 9.		
7	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

8	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. (See instructions.)	☐ Increase ☐ Decrease ☐ No

Part IV Coverage (See instructions.)

9	Check the box for the test this plan used to satisfy the coverage requirements	☒ the ratio percentage test	☐ average benefit test



2 2 0 7 3 2 0 1 0 H

GATEHOUSE MEDIA, INC.
RETIREMENT SAVINGS PLAN

FINANCIAL REPORT

DECEMBER 31, 2007

GATEHOUSE MEDIA, INC.
RETIREMENT SAVINGS PLAN
FAIRPORT, NEW YORK

TABLE OF CONTENTS

Independent Auditors' Report	1
Statements of Net Assets Available for Benefits	2
Statement of Changes in Net Assets Available for Benefits	3
Notes to Financial Statements	4 - 14
Schedule of Assets (Held at End of Year)	15

insero & company
The highest standard

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator and Participants of
GateHouse Media, Inc. Retirement Savings Plan
Fairport, New York

We were engaged to audit the accompanying statement of net assets available for benefits and supplemental schedule of GateHouse Media, Inc. Retirement Savings Plan (the Plan) as of December 31, 2007, and the related statement of changes in net assets available for benefits for the year then ended. These financial statements and supplemental schedule are the responsibility of the Plan's management. Other auditors were engaged to audit the financial statements of the Plan for the year ended December 31, 2006, whose report dated March 31, 2008, disclaimed an opinion on the 2006 financial statements for the same reasons described in the following paragraph.

As permitted by 29 CFR 2520.103-8 of the United States 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 5, which was certified by Mercer Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. As disclosed in Note 5, the Plan Administrator has obtained certifications from the trustee regarding the completeness and accuracy of the investment information provided to the Plan Administrator by the trustee as of and for the year ended December 31, 2007 and as of December 31, 2006.

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 2007 financial statements and supplemental schedule taken as a whole. The form and content of the information included in the 2007 financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Respectfully Submitted,

Insero & Company CPAs, P.C.

Insero & Company CPAs, P.C.
Certified Public Accountants

Rochester, New York
May 2, 2011

100 Chestnut Street, Suite 1500 >> Rochester, NY 14604 >> *ph:* 585-454-6996 >> *fax:* 585-454-4024 >> www.inserocpa.com
Insero & Company CPAs, P.C.
AN INDEPENDENTLY OWNED MEMBER OF RSM MCGLADREY NETWORK

GATEHOUSE MEDIA, INC.
RETIREMENT SAVINGS PLAN
FAIRPORT, NEW YORK

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2007 AND 2006

ASSETS	**2007**	**2006**
Investments		
Mutual Funds	**$ 68,022,318**	$ 17,294,926
Common/Collective Trusts	**32,967,882**	7,103,172
Guaranteed Investment Contract	**2,473,540**	-
Total Investments	**103,463,740**	24,398,098
Participant Loans	**3,420,029**	917,831
Receivables		
Employer Contributions	**325,131**	-
Participant Contributions	**570,787**	79,878
Total Receivables	**895,918**	79,878
Total Assets	**107,779,687**	25,395,807
LIABILITIES		
Excess Contributions Payable	**217,445**	66,630
Net Assets Available for Benefits at Fair Value	**107,562,242**	25,329,177
Adjustment from Fair Value to Contract Value for Interest in Common/Collective Trusts and Guaranteed Investment Contract Relating to Fully-Benefit Responsive Investment Contracts	**(367,342)**	-
Net Assets Available for Benefits	**$ 107,194,900**	$ 25,329,177

See Notes to Financial Statements.

GATEHOUSE MEDIA, INC.
RETIREMENT SAVINGS PLAN
FAIRPORT, NEW YORK

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2007

Additions to Net Assets Attributed to:	
Investment Income	
Interest and Dividends	$ 7,781,085
Transfer of Assets from Plan Mergers	65,977,864
Contributions	
Participant	6,924,986
Rollovers	15,397,038
Employer	1,285,102
Total Contributions	23,607,126
Total Additions	97,366,075
Deductions from Net Assets Attributed to:	
Net Depreciation of Investments	6,454,204
Benefits Paid to Participants	9,046,081
Administrative Expenses	67
Total Deductions	15,500,352
Net Increase	81,865,723
Net Assets Available for Benefits – Beginning	25,329,177
Net Assets Available for Benefits – Ending	**$ 107,194,900**

See Notes to Financial Statements.

GATEHOUSE MEDIA, INC.
RETIREMENT SAVINGS PLAN
FAIRPORT, NEW YORK

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2007 AND 2006

Note 1 **Description of Plan**

The following description of the GateHouse Media, Inc. Retirement Savings Plan (the Plan) (formerly known as the Liberty Group Publishing Retirement Savings Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering full-time eligible employees who are at least 21 years old and have completed one month of service as defined in the Plan document. Eligible employees may become Plan members on the first day of the month meeting eligibility requirements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

GateHouse Media, Inc. (the Company) entered into a transaction under which it purchased certain subsidiaries and entities of Community Newspaper Company (CNC) effective June 5, 2006. CNC sponsored a retirement savings plan and those participants were grandfathered into the Liberty Group Publishing Retirement Savings Plan. The Plan was amended to establish a transition period to end on December 31, 2006. Former participants in the CNC Plan were eligible to receive a discretionary matching contribution during this period.

The Company entered into a stock and asset purchase agreement whereby the Company purchased certain subsidiaries and entities of The Copley Press, Inc. (Copley) effective March 13, 2007. The assets of The Copley Press, Inc. Savings and Investment Choice Pay Plan (Copley Plan) sponsored by Copley were transferred into the Plan. Under the stock and asset purchase agreement, the Company is required to continue the matching contribution and profit sharing contributions for all active participants. The Plan was amended effective April 1, 2007, to automatically enroll all acquired employees participating in the Copley Plan into a subtrust of the Plan until Mercer Trust Company (Mercer) could accept them. The subtrust was formed for the purpose of accepting salary deferral contributions that had been deducted from participants' payroll but were unable to be accepted by Mercer until guidance was received from the Department of Labor (DOL) in relation to the segregation of plan assets. This subtrust was interest bearing and was dissolved on July 11, 2007 when all assets had been transferred into the Plan.

During 2007, the Company acquired Brockton Enterprise and the employees of such entity became employees of the Company effective January 1, 2007. For the 2007 plan year, the Plan was amended to continue a profit sharing contribution that was sponsored by the former plan.

Note 1 **Description of Plan - Continued**

General - Continued

Pursuant to an asset purchase agreement, effective as of October 23, 2007, the Company purchased substantially all of the assets related to certain specified publications from Morris Communications Company, LLC, Morris Publishing Group, LLC, MPG Allegan Property, LLC, Broadcaster Press, Inc., MPG Holland Property, LLC, The Oak Ridger, LLC, and Yankton Printing Company. The Plan was amended effective November 25, 2007 to make a provision for employees hired as a result of the purchase, stating an employee participating in an employee benefit plan with the former employer shall be considered to have satisfied the age and service requirements under this Plan.

Administration
The Plan is administered by the GateHouse Media 401(k) Investment Committee. Mercer is the trustee, custodian and record keeper of the Plan. Putnam Fiduciary Trust Company (Putnam) serves as the investment manager of the Plan.

Contributions
All participants may elect to contribute any whole percentage from 1% to 100% of their eligible pre-tax compensation, as defined in the Plan document. In addition, participants may contribute rollover contributions from another qualified Plan. Contributions are subject to certain limitations.

The Company may make discretionary employer regular matching contributions to the Plan. There were no discretionary employer regular matching contributions to employees of the Company during 2007.

During 2007, employer matching contributions made to participants of acquired plans under their respective acquisition agreements were $1,113,545. Employer matching contributions vary by division and collective bargaining agreements as defined in the Plan.

The Company may also make discretionary employer regular profit sharing contributions to employees who are employed as of the last day of the Plan year and who have completed at least 1,000 hours of service. The contribution is to be allocated to eligible employees in proportion to Plan compensation for the Plan year. There were no discretionary employer regular profit sharing contributions made during 2007.

Effective January 1, 2007, a one time profit sharing contribution was declared to former eligible Brockton Enterprise employees under an acquisition agreement. Contributions of $26,932 were made to the Plan during 2008 related to the 2007 Plan year and have been included in employer contributions receivable on the statements of net assets available for benefits as of December 31, 2007.

Note 1 **Description of Plan - Continued**

Contributions - Continued

The Company may also make discretionary employer qualified contributions. Employer qualified matching contributions (QMAC) will be allocated to non-highly compensated eligible employees in proportion to the employer regular matching contributions. There were no QMAC contributions during 2007. Employer qualified profit-sharing contributions (QNEC) will be allocated to all non-highly compensated eligible employees using a uniform percentage of Plan compensation for the Plan year, as defined in the Plan document. There were no QNEC contributions in 2007. Also a one time contribution to participants covered under a collective bargaining agreement between Northeast Ohio Newspaper Guild Number One and The Copley Ohio Newspapers, Inc. totaling $126,015 was made during 2008, relating to eligible participants as of December 31, 2007. This contribution has been included in the employer contributions receivable on the statements of net assets available for benefits as of December 31, 2007. Contributions made to the Plan were based on participants weekly earnings and amounted to $485 or $585 per participant.

Participant Accounts
Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contribution, an allocation of the Company's contributions, and Plan earnings, and charged with withdrawals and an allocation of Plan losses, and administrative expenses. Allocations are based on account balances, as defined in the Plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investments
Participants direct the investment of their contributions and the Company's contributions into various investment options offered by the Plan. Participants may change their investment options at any time.

Vesting
Participants are 100% vested in their voluntary contributions, rollover contributions, plus actual earnings thereon. A participant is fully vested in employer regular matching contributions as follows:

Years of Service	Vested Percentage
Less Than 2 Years	0%
2 Years	20%
3 Years	60%
4 Years	80%
5 or More Years	100%

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2007 AND 2006

Note 1 **Description of Plan - Continued**

Vesting - Continued

A participant is fully vested in employer regular profit sharing contributions as follows:

Years of Service	Vested Percentage
Less Than 3 Years	0%
3 Years	60%
4 Years	80%
5 or More Years	100%

In the event of death, disability or retirement at designated ages, the participants become fully vested.

Under the 2006 CNC Transition Amendment, matching contributions made to the Plan during the transition period on behalf of CNC Participants were subject to the following vesting schedule:

Years of Service	Vested Percentage
Less Than 2 Years	0%
2 Years	20%
3 Years	40%
4 Years	60%
5 Years or More	100%

Forfeitures
In accordance with the Plan document, forfeitures of non-vested account balances are used to pay Plan expenses, with any remaining amounts being allocated as discretionary contributions to remaining participants.

At December 31, 2007 and 2006, forfeited non-vested account balances totaled $31,389 and $10,116, respectively.

Administrative Expenses
Substantially all administrative expenses are paid by the Company.

Participant Loans
Participants may borrow from their account, a minimum of $1,000 up to a maximum of $50,000 or 50% of their vested account balance, whichever is less. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates, as determined by the Plan Administrator. Loans are to be repaid over a period not to exceed five years, or longer for the purchase of a primary residence. Principal and interest is paid ratably through payroll deductions.

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2007 AND 2006

Note 1 **Description of Plan - Continued**

Payment of Benefits
The Plan provides for normal retirement benefits upon reaching age 65 and has provisions for early retirement at age 59½, disability, death and termination for those participants who are eligible to receive such benefits. A participant who separates from service shall be eligible to receive a lump sum distribution of the participant's vested account balance.

Withdrawals for hardship are permitted by the Plan, provided that the participant is still employed by the Company at that time.

Reclassification
To conform with financial statement groupings in 2007, certain items reported in 2006 have been reclassified for comparative purposes. This reclassification has no effect on net assets or changes in net assets for 2006.

Note 2 **Significant Accounting Policies**

Basis of Accounting
The financial statements of the Plan are prepared under the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Investment Contracts
As described in Financial Accounting Standards Board Staff Position AAG INV-1 and SOP 94-4-1, *Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans (the FSP),* investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through common/collective trusts and a guaranteed investment contract. As required by the FSP, the statements of net assets available for benefits present the fair value of the investments in the common/collective trusts and a guaranteed investment contract as well as the adjustment of the investments in the common/collective trusts and a guaranteed investment contract from fair value to contract value relating to the investment contracts. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Note 2 **Significant Accounting Policies - Continued**

Use of Estimates
The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from these estimates.

Participant Loans
Loans to participants are recorded at amortized cost.

Payment of Benefits
Benefit payments to participants are recorded when paid.

Investment Valuation and Income Recognition
The Plan's investments are stated at fair value. Shares of mutual funds are reported at fair value based upon the quoted market price of the fund which represents the net asset value of shares held by the fund at year-end. The Plan's interest in the common/collective trusts are valued at fair value based on information reported by the investment advisor, using the audited financial statements of the common/collective trusts at year end. The guaranteed investment contract is valued at fair value which represents the discontinuance value. This is the amount the Company or Plan participants would receive if they terminated the contract at the end of the reporting period. This amount is the contract value of the investment less potential surrender charges, market value adjustments and any additional fees based on the contract terms.

Purchases and sales of investments are recorded on a trade-date basis. Interest income is recorded when earned. Dividend income is recorded on the ex-dividend date.

Risks and Uncertainties
The Plan provides for investments in securities which are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with these investments, it is at least reasonably possible that changes in their values will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

Note 3 **Investments**

The Plan's investments that represent 5% or more of the Plan's net assets available for benefits as of December 31 are as follows:

	2007	2006
Putnam Stable Value Fund	**$ 18,137,972**	$ 5,300,079
Putnam S&P 500 Fund	**14,829,910**	1,803,093
T. Rowe Price Blue Chip Fund	**7,224,786**	N/A
Putnam Retirement Ready 2015 Fund	**7,098,920**	N/A
Europacific Growth Fund	**5,939,379**	1,352,424
Putnam Retirement Ready 2025 Fund	**5,676,266**	N/A
Putnam Investors Fund	**N/A**	1,601,408
Putnam American Government Income Fund	**N/A**	1,274,511
Putnam International Capital Opportunities Fund	**N/A**	1,516,769

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated/(depreciated) as follows:

Mutual Funds	$ (6,508,162)
Common/Collective Trusts	53,958
	$ (6,454,204)

Note 4 **Guaranteed Investment Contract**

The ING Fixed Account is a stable value investment option within the Plan. This fund was transferred into the Plan in conjunction with the acquisition of Brockton Enterprise. The original contract has been terminated and as a result, the Company elected ING Life Insurance and Annuity Company (ING) to transfer the account balance to the Plan through a spread payment annuity option. As a result of this election, ING will make six payments of $488,735 plus interest to the Plan over a five year period maturing in June, 2012.

Because the guaranteed investment contract is fully benefit responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. The guaranteed investment contract is presented on the statements of net assets available for benefits at fair value with an adjustment to contract value in arriving at net assets available for benefits. Contract value, as reported to the Plan by ING, represents prior contributions under the old plan prior to acquisition, market value adjustments, less potential surrender charges and any additional fees based on the contract terms.

Note 4 **Guaranteed Investment Contract - Continued**

There are no reserves against contract value for credit risk of the contract issuer. The crediting interest rate was determined at the time the installment payout was implemented. Interest credited is subject to change based on the contract's minimum guaranteed interest rate. The investment yield at December 31, 2007 was 3.15%.

These funds are maintained in an unallocated account. ING allows Mercer to withdraw amounts from this account balance on behalf of participants prior to the scheduled installment as described above provided that all of the following conditions are met: (1) all new stable value contributions and participant investment transfers from the Plan's mutual funds to the Plan's stable value option are invested in Putnam's stable value fund and all benefit distributions, loans and investment transfers from the Plan's stable value option to other Plan investment options are withdrawn first from Mercer, then requested of ING, (2) any request for additional amounts from the ING Fixed Account prior to the next scheduled ING installment will be solely for the limited purpose of meeting Plan and contract permitted benefit distributions (as defined as participant retirement, death, disability, separation from service, hardship, loan or in-service withdrawal after age 59 ½) provided that Putnam's stable value option is depleted and therefore insufficient to honor a participant's direct request, (3) participant directed investment transfers from the ING Fixed Account as described in (1) and (2) above are only permitted to the Plan's mutual fund option (that are not considered competing investment options under the terms of the contract) but not permitted to Putnam's stable value fund option, (4) each request for withdrawal provided to ING must include a written certification that Putnam's stable value option has been depleted prior to requesting any additional payment from ING, and (5) Mercer agrees to the General Conditions Regarding Benefit Sensitivity as defined in the contract.

Note 5 **Certified Information**

The Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the trustee of the Plan has certified to the completeness and accuracy of the investments reflected on the accompanying statements of net assets available for benefits as of December 31, 2007 and 2006, schedule of assets (held at end of year) as of December 31, 2007, and the investment activity (including interest and dividend income and net depreciation of investments) reflected in the statement of changes in net assets available for benefits for the year ended December 31, 2007. The common/collective trust funds and guaranteed investment contract were included in the certification at contract value.

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2007 AND 2006

Note 6 **Tax Status**

The Plan adopted a prototype plan sponsored by Putnam. The Internal Revenue Service (IRS) has determined and informed the Company by a letter dated August 9, 2002 that the Plan and the related trust, as then designed were in compliance with the applicable regulations of the Internal Revenue Code (IRC). The Plan has been amended and restated since receiving the determination letter. In June, 2010, the Plan Administrator applied for a new determination letter and has not yet received a response from the IRS. However, the Company and Plan's legal counsel believe that the Plan is currently designed and operated in compliance with the applicable requirements of the IRC and the Plan and related trust continue to be tax exempt.

Note 7 **Party-in-Interest Transactions**

Certain Plan investments are shares of mutual funds and common/collective trusts managed by Putnam. Putnam is the investment manager of the Plan and therefore, transactions involving these investments qualify as party-in-interest transactions. Participant loans also qualify as party-in-interest transactions.

Note 8 **Plan Termination**

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of a Plan termination, participants will become 100 percent vested in their accounts.

Note 9 **Excess Contributions**

At December 31, 2007, the Plan has recorded a liability of $217,445 for amounts refundable by the Plan to participants for contributions made in excess of amounts allowed under the IRC.

Note 10 **Prohibited Transactions**

During 2007, the Company failed to deposit $2,007,994 of participant deferrals within the required time frame as stated by the United States Department of Labor (DOL). In addition, the Company failed to remit participant loan repayments in a timely manner. The DOL considers late deposits to be prohibited transactions. Delinquent participant deferrals are subject to excise tax penalties. The Plan sponsor filed Form 5330 and paid the applicable excise tax and lost earnings to participants. The excise tax payments were paid from the Company's assets and not from assets of the Plan. Lost earnings amounted to $18,610 relating to 2007 participant deferrals not remitted to the Plan within the required time frame as stated by the DOL. This amount was deposited into the Plan from Company assets in July, 2010 and has been included in employer contributions receivable on the statements of net assets available for benefits as of December 31, 2007.

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2007 AND 2006

Note 11 **Reconciliation of Financial Statements to Form 5500**

The following is a reconciliation of the financial statements to Form 5500 at December 31:

	2007	2006
Net Assets Available for Benefits Per the Financial Statements	$ 107,194,900	$ 25,329,177
2006 Participant Contribution Receivable	-	(79,878)
Excess Contributions Payable	217,445	66,630
Adjustment from Contract Value to Fair Value for Interest in Common/Collective Trusts and Guaranteed Investment Contract Relating to Fully-Benefit Responsive Investment Contracts	367,342	-
Net Assets Available for Benefits Per the Form 5500	**$ 107,779,687**	$ 25,315,929
Benefits Paid to Participants Per the Financial Statements	$ 9,046,081	
Add: Excess Contributions Payable at December 31, 2006	66,630	
Benefits Paid to Participants Per the Form 5500	**$ 9,112,711**	
Participant Contributions Per the Financial Statements	$ 6,924,986	
Add: Excess Contributions Payable at December 31, 2007	217,445	
Add: Participant Contribution Receivable at December 31, 2006	79,878	
Participant Contributions Per the Form 5500	**$ 7,222,309**	
Net Increase in Net Assets Available for Benefits Per Financial Statements	$ 81,865,723	
Add: 2006 Participant Contribution Receivable	79,878	
Add: Change in Excess Contributions Payable	150,815	
Add: Adjustment from Contract Value to Fair Value for Interest in Common/Collective Trusts and Guaranteed Investment Contract Relating to Fully-Benefit Responsive Investment Contracts	367,342	
Net Income per the Form 5500, Including Transfer of Assets into the Plan	**$ 82,463,758**	

Note 12 **Subsequent Events**

Effective January 1, 2008, a Company-wide employer regular matching contribution will be a discretionary amount determined by the Company in proportion to employee contributions that do not exceed six percent of employee Plan compensation for the Plan year.

Effective January 1, 2009, the Board of Directors of the Company elected to suspend the discretionary employer regular matching contribution for all eligible participants. Certain employees covered under collective bargaining agreements will continue to have an employer matching contribution based on the outlined agreements.

GATEHOUSE MEDIA, INC.
RETIREMENT SAVINGS PLAN
FAIRPORT, NEW YORK

SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2007

	Identity of Issue/Description of Investment	Current Value
	Mutual Funds	
	T. Rowe Price Blue Chip Fund	$ 7,224,786
*	Putnam Retirement Ready 2015 Fund	7,098,920
	Europacific Growth Fund	5,939,379
*	Putnam Retirement Ready 2025 Fund	5,676,266
	Van Kampen Equity & Income Fund	4,613,716
	Columbia Acorn Fund	4,208,407
*	Putnam Diversified Income Trust Fund	3,928,964
*	Putnam Retirement Ready 2020 Fund	3,489,826
*	Putnam Retirement Ready 2030 Fund	2,930,349
*	Putnam Retirement Ready 2035 Fund	2,443,985
*	Putnam International Capital Opportunities Fund	2,078,246
	Columbia Mid Cap Value Fund	1,983,801
*	Putnam Capital Opportunities Fund	1,675,502
*	Putnam Retirement Ready 2010 Fund	1,659,542
*	Putnam Investors Fund	1,324,647
*	Putnam Retirement Ready 2040 Fund	1,309,027
	Pioneer Fund	1,276,843
*	Putnam Small Cap Growth Fund	1,235,483
*	Putnam Equity Income Fund	1,223,243
	Alliance Bernstein International Value Fund	1,004,082
	Royce Total Return Fund	899,910
	Lord Abbett Small Cap Value Fund	867,439
*	Putnam Asset Allocation – Growth Portfolio	819,910
*	Putnam Asset Allocation – Balanced Portfolio	812,236
*	Putnam Retirement Ready 2045 Fund	788,728
*	Putnam Retirement Ready Maturity Fund	766,642
*	Putnam Retirement Ready 2050 Fund	326,894
*	Putnam Asset Allocation – Conservative Portfolio	208,278
	Allianz NFJ Small Cap Value R Fund Class R	207,267
		68,022,318
	Guaranteed Investment Contract	
	ING Fixed Account	2,473,540
	Common/Collective Trusts	
*	Putnam Stable Value Fund	18,137,972
*	Putnam S&P 500 Fund	14,829,910
		32,967,882
*	**Participant Loans** (Interest rates range from 4.25% to 10.50% with maturity dates ranging from January, 2008 through February, 2031)	3,420,029
		$ 106,883,769

*Denotes Party-in-Interest

Attachment to 2010 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name _____ **EIN:** _____
Plan Sponsor's Name _____ **PN:** _____

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value

Attachment to 2010 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name _____ **EIN:** _____
Plan Sponsor's Name _____ **PN:** _____

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value

Attachment to 2010 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name _____ **EIN:** _____
Plan Sponsor's Name _____ **PN:** _____

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value

Attachment to 2010 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name _____ **EIN:** _____
Plan Sponsor's Name _____ **PN:** _____

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value

Attachment to 2010 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name _____ **EIN:** _____
Plan Sponsor's Name _____ **PN:** _____

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value

Attachment to 2010 Form 5500
Schedule H, line 4a - Schedule of Delinquent Participant Contributions

Plan Name _____ **EIN:** _____
Plan Sponsor's Name _____ **PN:** _____

	Total that Constitute Nonexempt Prohibitied Transactions			
Participant Contributions Transferred Late to Plan	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: ☐				