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 01/01/2010 and ending 12/31/2010

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

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

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

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
JOURNAL REGISTER COMPANY RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 007

1c Effective date of plan 01/01/1968

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

790 TOWNSHIP LINE ROAD
3RD FLOOR
YARDLEY, PA 19067

2b Employer Identification Number (EIN)
22-2518039

2c Sponsor's telephone number
215-504-4200

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.	10/14/2011	KIMBERLY A. BEALS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2011	GARY R. STRUENING
	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")

JOURNAL REGISTER EAST, INC.

790 TOWNSHIP LINE ROAD
3RD FLOOR
YARDLEY, PA 19067

3b Administrator's EIN
22-2518039

3c Administrator's telephone number
215-504-4200

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	4320
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**	931
b	Retired or separated participants receiving benefits	**6b**	1291
c	Other retired or separated participants entitled to future benefits	**6c**	1732
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	3954
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	286
f	Total. Add lines **6d** and **6e**	**6f**	4240
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**	10
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
1A 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)	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)	X	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	X		**H** (Financial Information)
(2)			**I** (Financial Information – Small Plan)
(3)	X	2	**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 01/01/2010 and ending 12/31/2010

A Name of plan
JOURNAL REGISTER COMPANY RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 007

C Plan sponsor's name as shown on line 2a of Form 5500.
JOURNAL REGISTER EAST, INC.

D Employer Identification Number (EIN)
22-2518039

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
PRINCIPAL LIFE INSURANCE 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
42-0127290	61271	387775		01/01/2010	12/31/2010

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	7691683
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 ▶ FLEXIBLE PENSION INVESTMENTS

b	Balance at the end of the previous year			7b	7442500
c	Additions: (1) Contributions deposited during the year	7c(1)	26741		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	399166		
	(4) Transferred from separate account	7c(4)			
	(5) Other (specify below)	7c(5)	382342		
	▶ CHANGE IN FAIR VALUE				
	(6) Total additions			7c(6)	808249
d	Total of balance and additions (add **b** and **c(6)**)			7d	8250749
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	557566		
	(2) Administration charge made by carrier	7e(2)	1500		
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below)	7e(4)			
	▶				
	(5) Total deductions			7e(5)	559066
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	7691683

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 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 01/01/2010 and ending 12/31/2010

A Name of plan
JOURNAL REGISTER COMPANY RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 007

C Plan sponsor's name as shown on line 2a of Form 5500.
JOURNAL REGISTER EAST, INC.

D Employer Identification Number (EIN)
22-2518039

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
PRINCIPAL LIFE INSURANCE 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
42-0127290	61271	387776		01/01/2010	12/31/2010

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	995543
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 ▶ FLEXIBLE PENSION INVESTMENTS

b	Balance at the end of the previous year			7b	942767
c	Additions: (1) Contributions deposited during the year	7c(1)	475		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	50683		
	(4) Transferred from separate account	7c(4)			
	(5) Other (specify below)	7c(5)	47215		
	▶ CHANGE IN FAIR VALUE				
	(6) Total additions			7c(6)	98373
d	Total of balance and additions (add **b** and **c(6)**)			7d	1041140
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	41663		
	(2) Administration charge made by carrier	7e(2)	3934		
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below)	7e(4)			
	▶				
	(5) Total deductions			7e(5)	45597
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	995543

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 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

2010

This Form is Open to Public Inspection

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

▶ **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
JOURNAL REGISTER COMPANY RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 007

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
JOURNAL REGISTER EAST, INC.

D Employer Identification Number (EIN)
22-2518039

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

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

Part I Basic Information

1	Enter the valuation date: Month 01 Day 01 Year 2010			
2	Assets:			
a	Market value	**2a**		83663501
b	Actuarial value	**2b**		88499422
3	Funding target/participant count breakdown		**(1)** Number of participants	**(2)** Funding Target
a	For retired participants and beneficiaries receiving payment	**3a**	1484	57613417
b	For terminated vested participants	**3b**	1791	28037045
c	For active participants:			
	(1) Non-vested benefits	**3c(1)**		0
	(2) Vested benefits	**3c(2)**		20046525
	(3) Total active	**3c(3)**	1048	20046525
d	Total	**3d**	4323	105696987
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**		6.66 %
6	Target normal cost	**6**		1141758

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

	10/06/2011
Signature of actuary	Date
NOEL J THOMAS	11-06696
Type or print name of actuary	Most recent enrollment number
HEWITT ASSOCIATES	212-441-2000
Firm name	Telephone number (including area code)
199 WATER STREET NEW YORK, NY 10038	
Address of the firm	

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

Part II Beginning of year carryover and prefunding balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	13774440	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	1486881	0
9	Amount remaining (Item 7 minus item 8)	12287559	0
10	Interest on item 9 using prior year's actual return of 17.90 %	2199473	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		0
b	Interest on (a) using prior year's effective rate of 8.19 %		0
c	Total available at beginning of current plan year to add to prefunding balance		0
d	Portion of (c) to be added to prefunding balance		0
12	Reduction in balances due to elections or deemed elections	10986673	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12)	3500359	0

Part III Funding percentages

14	Funding target attainment percentage	14	80.41 %
15	Adjusted funding target attainment percentage	15	80.41 %
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	96.27 %
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
09/15/2011	462000				
			Totals ► 18(b)	462000	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	413927

20 Quarterly contributions and liquidity shortfalls:

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

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

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

Liquidity shortfall as of end of Quarter of this plan year

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

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

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
5.03 %	6.73 %	6.82 %	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	60

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**		1141758
32 Amortization installments:		Outstanding Balance	Installment
a Net shortfall amortization installment		16470045	2771778
b Waiver amortization installment		0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**		
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33)	**34**		3913536

	Carryover balance	Prefunding balance	Total balance
35 Balances used to offset funding requirement	3500359	0	3500359

36 Additional cash requirement (item 34 minus item 35)	**36**	413177
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	**37**	413927
38 Interest-adjusted excess contributions for current year (see instructions)	**38**	750
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)	**39**	0
40 Unpaid minimum required contribution for all years	**40**	0

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

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

A Name of plan
JOURNAL REGISTER COMPANY RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 007

C Plan sponsor's name as shown on line 2a of Form 5500
JOURNAL REGISTER EAST, INC.

D Employer Identification Number (EIN)
22-2518039

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

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(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)

THE BANK OF NEW YORK MELLON

13-5160382

(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 25 28 50 62 99	TRUSTEE	277856	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

HEWITT ASSOCIATES

36-2235791

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 50	NONE	259014	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

MCCARTER ENGLISH

22-1534652

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29 50	NONE	43455	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

SMART AND ASSOCIATES

80-0136426

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	NONE	15394	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

PRINCIPAL FINANCIAL GROUP

42-0127290

(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?
28 50	TRUSTEE	5434	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: SMARTAND ASSOCIATES, LLP	**b** EIN:	80-0136426
c	Position: AUDITOR		
d	Address: 80 LANCASTER AVENUE DEVON, PA 19333	**e** Telephone:	610-254-0700

Explanation: THE ACCOUNTING AND AUDITING FIRM CEASED OPERATIONS.

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 01/01/2010 and ending 12/31/2010

A Name of plan
JOURNAL REGISTER COMPANY RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 007

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
JOURNAL REGISTER EAST, INC.

D Employer Identification Number (EIN)
22-2518039

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: DYNAMIC EQUITY FUND

b Name of sponsor of entity listed in (a): MELLON TRUST OF NEW ENGLAND, N.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)
04-6607621-001	C	3453881

a Name of MTIA, CCT, PSA, or 103-12 IE: TEMPORARY INVESTMENT FUND VAR RATE

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

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)
25-6078093-023	C	944990

a Name of MTIA, CCT, PSA, or 103-12 IE: VALUED LARGE CAP STOCK INDEX FUND

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

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)
25-6078093-004	C	32175696

a Name of MTIA, CCT, PSA, or 103-12 IE: AGGREGATE BOND FUND INDEX FUND

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

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)
25-6078093-056	C	22996327

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

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

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)
25-6078093-147	C	7722298

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

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

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)
25-6078093-173	C	3526622

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL-MID CAP VALUE FUND

b Name of sponsor of entity listed in (a): MELLON TRUST OF NEW ENGLAND, N.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)
41-2227528-001	C	3437545

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL-MID CAP GROWTH FUND

b Name of sponsor of entity listed in (a): MELLON TRUST OF NEW ENGLAND, N.A.

c EIN-PN 64-0953231-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3413320

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

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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 01/01/2010 and ending 12/31/2010

A Name of plan
JOURNAL REGISTER COMPANY RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 007

C Plan sponsor's name as shown on line 2a of Form 5500
JOURNAL REGISTER EAST, INC.

D Employer Identification Number (EIN)
22-2518039

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)	0	462000
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	144	61
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)		
(9) Value of interest in common/collective trusts	1c(9)	75384294	77670679
(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)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	8385267	8687226
(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	83769705	86819966
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j	106204	128645
k	Total liabilities (add all amounts in lines 1g through1j)	1k	106204	128645
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	83663501	86691321

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)	462000	
	(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)		462000
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	-168	
	(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)	1202	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		1034
	(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)	879407	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		879407
(6) Net investment gain (loss) from common/collective trusts	2b(6)		9348425
(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)		
c Other income	2c		12350
d Total income. Add all **income** amounts in column (b) and enter total	2d		10703216
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	6734398	
(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)		6734398
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)	317863	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	5434	
(4) Other	2i(4)	617701	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		940998
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		7675396
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		3027820
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: WEISERMAZARS, LLP (2) EIN: 13-1459550

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j	X		
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m			
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)

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

2010

This Form is Open to Public Inspection.

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

A Name of plan
JOURNAL REGISTER COMPANY RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 007

C Plan sponsor's name as shown on line 2a of Form 5500
JOURNAL REGISTER EAST, INC.

D Employer Identification Number (EIN)
22-2518039

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):

EIN(s): 25-1904625

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** 21

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

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

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

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

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

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

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☒ **N/A**

Part III Amendments

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

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

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

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
Stock: 0% Investment-Grade Debt: 0% High-Yield Debt: 0% Real Estate: 0% Other: 100%

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):

WeiserMazars LLP

Journal Register Company Retirement Plan

Financial Statements and Supplemental Schedules
December 31, 2010 and 2009

MAZARS

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ACCOUNTING | TAX | ADVISORY

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Journal Register Company Retirement Plan
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December 31, 2010 and 2009

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*Refers to part and item number in Schedule H of the Form 5500 (Annual Return/Report of Employee Benefit Plan).

MAZARS

WeiserMazars

Independent Auditors' Report

To the Plan Administrator of the
Journal Register Company Retirement Plan

We were engaged to audit the financial statements and supplemental schedules of the Journal Register Company Retirement Plan (the "Plan") as of and for the year ended December 31, 2010, and the related statement of changes in net assets available for benefits for the year ended December 31, 2010, and the supplemental schedules of (1) Schedule H, line 4i – Schedule of Assets (Held At End of Year) and Schedule of Assets (Acquired and Disposed Within Year), (2) Schedule H, line 4j – Schedule of Reportable Transactions as of or for the year ended December 31, 2010. These financial statements and supplemental schedules are the responsibility of the Plan's management. The financial statements of the Plan as of December 31, 2009, were audited by other auditors who have ceased operations. 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 ("ERISA"), the Plan administrator instructed the other auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by the custodian. Their report, dated October 11, 2010, indicated that (a) because of the significance of the information that they did not audit, they were unable to, and did not, express an opinion on the financial statements taken as a whole and (b) the form and content of the information included in the financial statements, other than that derived from the information certified by the custodian, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

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 2010 information summarized in Note 3 and supplemental schedules, which was certified by Bank of New York Mellon/BNY Mellon, N.A., the trustee of the Plan, and Principal Life Insurance Company, a custodian of the Plan, except for comparing such information with the related information included in the 2010 financial statements and supplemental schedules. We have been informed by the Plan administrator that the trustee and custodian hold the Plan's investment assets and execute investment transactions. The Plan administrator has obtained certifications from the trustee and custodian as of and for the year ended December 31, 2010, that the information provided to the Plan administrator by the trustee and custodian 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 2010 financial statements and supplemental schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee and custodian 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.

WeiserMazars LLP

October 6, 2011

WeiserMazars LLP
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Journal Register Company Retirement Plan

Statements of Net Assets Available for Benefits

December 31, 2010 and 2009

	2010	2009
Assets		
Investments		
Common/collective trusts	$ 77,670,679	$ 75,384,294
Principal Life Insurance Company Flexible Pension Investment Contracts	8,687,226	8,385,267
Total investments	86,357,905	83,769,561
Employer contribution receivable	462,000	-
Accrued income receivable	61	144
Total assets	86,819,966	83,769,705
Liabilities		
Accrued expenses	128,645	106,204
Total liabilities	128,645	106,204
Net assets available for benefits	$ 86,691,321	$ 83,663,501

See accompanying notes to the financial statements.

Journal Register Company Retirement Plan

Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2010 and 2009

	2010	2009
Additions to (deductions from) net assets attributed to		
Investment income		
Net appreciation of investments in common/collective trusts	$ 9,348,425	$ 13,641,668
Net appreciation (depreciation) of investments in Principal Life Insurance Company Flexible Pension Investment Contracts	879,407	(393,381)
Interest and dividend income	1,034	2,131
Total investment income	10,228,866	13,250,418
Other income	12,350	38,371
Total additions to net assets attributable to investments	10,241,216	13,288,789
Employer contribution	462,000	-
Total additions	10,703,216	13,288,789
Deductions from net assets attributed to		
Distributions to participants	6,734,398	6,838,501
Administrative fees	940,998	819,434
Total deductions	7,675,396	7,657,935
Net increase in net assets available for benefits	3,027,820	5,630,854
Net assets available for benefits, beginning of year	83,663,501	78,032,647
Net assets available for benefits, end of year	$ 86,691,321	$ 83,663,501

See accompanying notes to the financial statements.

1. Description of the Plan

The following brief description of the Journal Register Company Retirement Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General
The Plan is a defined benefit pension plan currently providing service benefits to union employees of the participating subsidiaries (the "Employers") of Journal Register East, Inc. (the "Sponsor") and its parent company, Journal Register Company (the "Company"). Participation and benefit accruals in the Plan were frozen as of December 31, 2006 for the non-union employees originally part of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

Eligibility
Full-time union employees may participate in the Plan based on eligibility requirements under negotiated union contracts of the various Employers participating in the Plan.

Pension Benefits
The Plan provides for normal retirement at the later of either the date on which the participant attains age 65 or on a specific anniversary of the date on which he or she became a Plan participant depending upon the provision required by the various participating Employers.

Generally, for service up to December 31, 1994, the amount of normal monthly retirement benefit to be provided for each participant shall be the total as follows:

- $3,575 multiplied by the number of years of service as of the retirement date; plus
- One and three-tenths percent (1.3 percent) of the participant's average monthly compensation as of the retirement date, multiplied by the number of years of service.
- Years of service used for determining any benefit shall be limited to thirty-five years.

For each calendar year beginning on or after January 1, 1995 in which the participant earns a year of credited service, the participant's accrued benefit shall be the total of:

- One percent (1 percent) of the participant's compensation up to covered compensation, as defined; plus
- One and one-half percent (1.5 percent) of the participant's compensation in excess of covered compensation, as defined.

Certain participating Employers provide benefits that vary from the above description.

The Plan also contains provisions for early retirement, late retirement, disability, death and termination benefits.

Limitation of Benefits
In no event shall the combined annual benefit payable with respect to a participant on a single life basis, under this and any other defined benefit plan to which an employer or a 50 percent affiliated employer contributes, exceed the lesser of: $195,000 (2010) and $195,000 (2009) or one hundred percent (100 percent) of the participant's average compensation during the three consecutive calendar years as an active participant in which such compensation is the highest.

Vesting
A participant is fully vested after five years of service.

2. Summary of Significant Accounting Policies

Basis of Accounting
The accompanying financial statements of the Plan are 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 of America requires the Plan administrator to make estimates and assumptions that affect certain reported amounts of assets, liabilities and changes therein, disclosures of contingent assets and liabilities and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results may differ from those estimates.

Investment Valuation and Income Recognition
Investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The Plan's interest in common/collective trusts and investment contracts with insurance companies are based on the fair value of the trust's underlying investments as reported by the trustee.

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

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

The Plan presents in the Statements of Changes in Net Assets Available for Benefits, the net appreciation (depreciation) in the fair value of its investments, which consist of the realized gains (or losses) and the unrealized appreciation (depreciation) on those investments bought, sold and held during the year.

Payment of Benefits
Benefits are recorded when paid.

Administrative Expenses
All costs and expenses incurred in the administration of the Plan, including fees and expenses of the trustee, are paid by the Plan and charged and withdrawn against the trust.

Administrative expenses include such costs as accounting, audit, legal, trustee, custodial, actuarial, and recordkeeping fees. These expenses are reflected as administrative expenses in the accompanying Statements of Changes in Net Assets Available for Benefits.

3. Information Prepared and Certified by Trustee and Custodian

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Bank of New York/BNY Mellon, N.A. ("Bank of New York Mellon"), the trustee of the Plan and Principal Life Insurance Company ("Principal"), a custodian of the Plan, have certified to the completeness and accuracy of all investments reflected on the accompanying Statements of Net Assets Available for Benefits, and the related investment activity reflected in the Statements of Changes in Net Assets Available for Benefits for the years, as of, and ended December 31, 2010 and 2009.

4. Investments

The following investments constitute more than five percent of the Plan's net assets available for benefits as of December 31, 2010 and 2009:

	2010	2009
EB Daily Valued Large Cap Stock Index Fund	$ 32,175,696	$ 31,495,159
EB Daily Opening Aggregate Bond Index Fund	22,996,327	21,763,256
Principal Life Insurance Company Flexible Pension Investment Contracts ("Investment Contracts")	8,687,226	8,385,267
EB NCML Global Equity Fund	7,722,298	7,462,331

5. Fair Value Measurements

Generally accepted accounting principles in the United States of America provide a framework for measuring fair value by utilizing a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements).

The three levels of the fair value hierarchy are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

In instances in which the inputs used to measure fair value fall into different levels of the fair value hierarchy, the fair value measurement has been determined based on the lowest level input that is significant to the fair value measurement in its entirety.

The following tables set forth the level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2010 and 2009:

	December 31, 2010			
	Level 1	Level 2	Level 3	Total
Common and collective trusts ("CCT") by investment objective				
Stock index	$ -	$32,175,696	$ -	$32,175,696
Bond index	-	22,996,327	-	22,996,327
Growth	-	18,116,121	-	18,116,121
Value	-	3,437,545	-	3,437,545
Income	-	944,990	-	944,990
Total CCT	-	77,670,679	-	77,670,679
Pension investment contract	-	8,687,226	-	8,687,226
Total investments at fair value	$ -	$86,357,905	$ -	$86,357,905

	December 31, 2009			
	Level 1	Level 2	Level 3	Total
Common and collective trusts ("CCT") by investment objective				
Stock index	$ -	$31,495,159	$ -	$31,495,159
Bond index	-	21,763,256	-	21,763,256
Growth	-	17,778,299	-	17,778,299
Value	-	3,513,002	-	3,513,002
Income	-	834,578	-	834,578
Total CCT	-	75,384,294	-	75,384,294
Pension investment contract	-	8,385,267	-	8,385,267
Total investments at fair value	$ -	$83,769,561	$ -	$83,769,561

6. Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump sum distributions that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died and (c) present employees or their beneficiaries. Benefits payable under all circumstances (retirement, death or 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, is based on information provided by the Plan administrator and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal or retirement) between the valuation date and the expected date of payment.

The actuarial computations are based on the following assumptions for 2010 and 2009:

Mortality:	Generational Mortality Table for Annuitants and Non-Annuitants in 2010 and 2009
Liability discount rate:	5.72 percent in 2010 and 6.75 percent in 2009

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

As determined by the Plan actuary, the actuarial present value of accumulated plan benefits as of the beginning of each Plan year was as follows:

	January 1, 2010	January 1, 2009
Actuarial present value of accumulated plan benefits		
Vested benefits:		
Participants currently receiving benefits	$ 60,916,507	$ 55,100,977
Other participants	56,255,109	47,940,441
Total vested benefits	117,171,616	103,041,418
Non-vested benefits	-	-
Total actuarial present value of accumulated plan benefits	$117,171,616	$103,041,418

Change in the actuarial present value of accumulated plan benefits:

Actuarial present value of accumulated plan benefits at January 1, 2009	$103,041,418
Increase (decrease) during the year attributable to	
Interest accumulation	6,728,265
Benefit payments	(6,838,501)
Actuarial assumptions	12,488,032
Other changes	1,752,402
Actuarial present value of accumulated plan benefits at January 1, 2010	$117,171,616

7. Funding Policy

The Sponsor's funding policy is to make quarterly contributions to the Plan as determined by the Plan's actuary subject to the minimum funding requirements of ERISA. The minimum funding requirements set forth by ERISA were met by the Plan sponsor for the 2010 and 2009 Plan years.

8. Plan Termination

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

Upon complete termination of the Plan, the Plan administrator shall allocate the assets of the Plan among participants and beneficiaries in the following order of priority:

(1) Equally among individuals in the following two categories:
- Benefits to participants and their beneficiaries to whom payment commenced at least three (3) years prior to the termination date, based on Plan provisions in effect during the five (5) year period ending on such date; the lowest benefit in any pay status during the most recent three (3) year period shall be considered the benefit in pay status for such period.
- Benefits with respect to a participant wherein payment would have commenced at least three (3) years prior to the termination date as if the participant had actually retired at that date, based on the lowest benefit determined under the Plan provisions in effect during the five (5) year period ending on such date.

(2) All other benefits guaranteed by federal law.
(3) All other vested accrued benefits.
(4) All other remaining non-vested accrued benefits under the Plan.
(5) Return of any excess funds to the Employers, only after satisfaction of all liabilities, fixed and contingent.

In the event of termination of the Plan, the assets will be allocated to provide benefits for all participants as provided for in ERISA and to the extent unfunded vested benefits exist. Such benefits will be paid to participants by the Pension Benefit Guaranty Corporation, as guaranteed under ERISA, up to the insurance limitations thereof.

9. Related Party Transactions

Certain Plan investments are investments managed by Bank of New York Mellon and Principal. Each of these entities is a trustee or custodian as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. During 2010 and 2009, administrative fees for Bank of New York Mellon were $277,856 and $280,855, respectively, and administrative fees for Principal were $5,434 for both 2010 and 2009.

10. Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated February 6, 2004, that the Plan was designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). Although the Plan has been amended since receiving the determination letter, the Sponsor believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

11. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and those changes could materially affect the amount reported in the Statements of Net Assets Available for Benefits.

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

12. Subsequent Events

The Plan has evaluated events and transactions subsequent to the Plan's year-end through the time that the financial statements were available to be issued on October 6, 2011. Based on this evaluation, the subsequent event described in the next paragraph was identified.

In 2011, the Sponsor committed to an investment strategy that would, over an unspecified period of time, align the Plan assets with the Plan liabilities. This investment strategy will be executed by a new investment manager, Hewitt EnnisKnupp, Inc. (prior to its merger, Aon Investment Consulting, Inc.). BNY Mellon remains the Trustee of the Plan; however, investments will be made through and held by an investment trust, the Aon Group Trust. Beginning October 3, 2011, the current common and collective trust investments were liquidated and reinvested in a similar mix of assets with the Aon Group Trust. As certain defined funding benchmarks are reached in the future, assets will be shifted from investments similar to the 2010 Plan year to a mix of assets reflecting the Plan's duration of liabilities.

Journal Register Company Retirement Plan

Schedule of Assets (Held at End of Year)

December 31, 2010

EIN: 22-2518039 Plan # 007 Schedule H, Line 4i

(a)	(b) Identity of Issuer, 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
	Common/Collective Trusts			
*	Bank of New York Mellon/BNY Mellon, N.A.	EB Daily Opening Aggregate Bond Index Fund	$19,984,425	$22,996,327
*	Bank of New York Mellon/BNY Mellon, N.A.	EB Daily Valued Large Cap Stock Index Fund	32,842,551	32,175,696
*	Bank of New York Mellon/BNY Mellon, N.A.	EB Daily Opening Large Cap Growth Fund	3,456,709	3,526,622
*	Bank of New York Mellon/BNY Mellon, N.A.	EB NCML Global Equity Fund	8,538,744	7,722,298
*	Bank of New York Mellon/BNY Mellon, N.A.	EB Temporary Investment Fund Variable Rate 12/31/2049	944,990	944,990
*	Bank of New York Mellon/BNY Mellon, N.A.	TBC Dynamic Value Equity Fund	3,463,991	3,453,881
*	Bank of New York Mellon/BNY Mellon, N.A.	TBC US Small-Mid Cap Growth Equity Fund	3,325,205	3,413,320
*	Bank of New York Mellon/BNY Mellon, N.A.	TBC US Small-Mid Cap Value Equity Fund	3,053,212	3,437,545
	Insurance Company General Account			
*	Principal Life Insurance Company	Flexible Pension Investment Contracts	8,297,975	8,687,226

* Party-in-interest to the Plan.

Journal Register Company Retirement Plan

Schedule of Assets (Acquired and Disposed of Within Year)

December 31, 2010

EIN: 22-2518039 Plan # 007 Schedule H, Line 4i

(a) Identity of Issuer, Borrower Lessor or Similar Party	(b) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(c) Cost of Acquisitions	(d) Proceeds of Dispositions
Boston Safe Deposit Trust	Late Money Deposit Account, 0.55%, 12/31/2049	$ 11,162	$ 11,162

Journal Register Company Retirement Plan

Schedule of Reportable Transactions

December 31, 2010

EIN: 22-2518039 Plan # 007 Schedule H, Line 4j

(a) Identity of Party Involved	(b) Description of Asset (Include Interest Rate and Maturity in Case of a Loan)	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred With Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
Category (iii) - Series of transactions in excess of 5% of plan assets								
The Bank of New York Mellon	EB Daily Opening Aggregate Bond Index Fund (series of 7 transactions)	$3,741,270	$ -	$ -	$ -	$3,741,270	$ 3,741,270	$ -
The Bank of New York Mellon	EB Daily Opening Aggregate Bond Index Fund (series of 4 transactions)	-	3,902,600	-	-	3,418,219	3,902,600	484,381
The Bank of New York Mellon	EB Temporary Investment Fund Variable Rate 12/31/2049 (series of 60 transactions)	7,520,102	-	-	-	7,520,102	7,520,102	-
The Bank of New York Mellon	EB Temporary Investment Fund Variable Rate 12/31/2049 (series of 77 transactions)	-	7,409,690	-	-	7,409,690	7,409,690	-
The Bank of New York Mellon	EB Daily Valued Large Cap Stock Index Fund (series of 2 transactions)	1,165,943	-	-	-	1,165,943	1,165,943	-
The Bank of New York Mellon	EB Daily Valued Large Cap Stock Index Fund (series of 9 transactions)	-	5,247,103	-	-	5,906,487	5,247,103	(659,384)

There were no Category (i), (ii) or (iv) reportable transactions during 2010.

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Schedule SB Attachment (Form 5500)—2010 Plan Year
Journal Register Company Retirement Plan
EIN: 22-2518039 PN: 007

Schedule SB, line 15—Reconciliation of Differences Between Valuation Results and Amounts Used to Calculate AFTAP

2010 Specific AFTAP Certified on September 29, 2010
Funding Target = $105,696,987
Value of Plan Assets = $88,586,434
Funding Standard Carryover Balance = $3,500,359
Prefunding Balance = $0
Certified AFTAP = 80.50%

2010 Specific AFTAP Certified on December 22, 2010
Funding Target = $105,696,987
Value of Plan Assets = $88,499,422
Funding Standard Carryover Balance = $3,500,359
Prefunding Balance = $0
Certified AFTAP = 80.41%

The 2010 AFTAP was recertified on December 22, 2010 to reflect a decrease of $87,012 in the Value of Plan Assets. The decrease in the Value of Plan Assets was due to reflection of audited assets which were not available as of the date the original AFTAP was certified.

Schedule SB Attachment (Form 5500)—2010 Plan Year
Journal Register Company Retirement Plan
EIN: 22-2518039 PN: 007

Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2010

Date	Amount	Interest Rate	Interest Adjusted Contribution
September 15, 2011	$ 462,000	6.66%	$ 413,927
Total Contribution	$ 462,000		$ 413,927

Schedule SB Attachment (Form 5500)—2010 Plan Year
Journal Register Company Retirement Plan
EIN: 22-2518039 PN: 007

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

The average retirement age shown in line 22 has been calculated by assuming the following retirement rates and no decrements other than retirement for this calculation. All retirements are assumed to occur at mid-year, except for the 100% retirement age.

(a) Age	(b) Rate	(c) Weight	(d) Product (a) × (b) × (c)
55.5	15.00%	1.0000	8.33
56.5	15.00%	0.8500	7.20
57.5	15.00%	0.7225	6.23
58.5	15.00%	0.6141	5.39
59.5	15.00%	0.5220	4.66
60.5	15.00%	0.4437	4.03
61.5	15.00%	0.3771	3.48
62.5	15.00%	0.3206	3.01
63.5	15.00%	0.2725	2.60
64.5	30.00%	0.2316	4.48
65.5	30.00%	0.1621	3.19
66.5	40.00%	0.1135	3.02
67.5	40.00%	0.0681	1.84
68.5	40.00%	0.0409	1.12
69.5	40.00%	0.0245	0.68
70.5	50.00%	0.0147	0.52
71.5	50.00%	0.0074	0.26
72.5	50.00%	0.0037	0.13
73.5	50.00%	0.0018	0.07
74.5	50.00%	0.0009	0.03
75	100.00%	0.0005	0.03
		Weighted Average	60.30

Schedule SB Attachment (Form 5500)—2010 Plan Year
Journal Register Company Retirement Plan
EIN: 22-2518039 PN: 007

Schedule SB, Line 23—Statement of Actuarial Assumptions/Methods

Interest Rates	Based on segment rates with a four-month lookback (as of September 2009).
1st Segment Rate	5.03%.
2nd Segment Rate	6.73%.
3rd Segment Rate	6.82%.
Salary Increases	
Minimum Funding Target Normal Cost	1.00%.
Maximum Tax Expected Benefit Increase	4.00%.
Social Security Wage Base Increases	Future wage indices are based on a national wage increase of 4.00% per year.
Cost of Living Increases	3.00% (for The Herald Publishing Company only).
Optional Payment Form Election Percentage	Great Lakes Media, Inc. 20% joint and 50% survivor annuity. 80% lump sum. Macomb Daily Detroit Typographical Union No. 18. 50% life annuity. 50% lump sum. All Other: 100% normal payment form.
Optional Payment Form Conversion Interest Rate	Same as funding interest rates above for lump sums.
Optional Payment Form Conversion Mortality	Current 417(e) table for lump sums.
Retirement Age	
Active Participants	See Table 1.
Terminated Vested Participants	Age 65.
Mortality Rates	
Healthy and Disabled	Generational Mortality Table for Annuitants and Non-Annuitants Per §1.430(h)(3)-1(d).
Withdrawal Rates	See Tables 2-4.

Disability Rates	See Table 5.
Surviving Spouse Benefit	It is assumed that 80% of males and 80% of females have an eligible spouse, and that males are three years older than their spouses.
Valuation Compensation	2009 Pensionable earnings rolled forward one year with the salary increase assumption.
Benefit and Compensation Limits	Projected benefits and compensation are limited by the current IRC section 415 maximum benefit of $195,000 and the 401(a)(17) compensation limit of $245,000.
Valuation of Plan Assets	Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% nor more than 110% of fair market value. A characteristic of this method is that the expected distribution of the value of plan assets is skewed toward understatement relative to the corresponding market values for expected long-term rates of return in excess of the third segment rate under IRC section 430(h)(2)(C)(iii).
Expected Return on Assets	
2008 Plan Year	6.43%.
2009 Plan Year	6.69%.
Trust Expenses Included in Target Normal Cost	The prior year's actual administrative expenses equal to $819,434.
Actuarial Method	Standard Unit Credit Cost Method.
Valuation Date	January 1, 2010.

Table 1

Retirement Rates

Age	Rate
55	15.00%
56	15.00%
57	15.00%
58	15.00%
59	15.00%
60	15.00%
61	15.00%
62	15.00%
63	15.00%
64	30.00%
65	30.00%
66	40.00%
67	40.00%
68	40.00%
69	40.00%
70	50.00%
71	50.00%
72	50.00%
73	50.00%
74	50.00%
75+	100.00%

Table 2

Withdrawal Rates—Detroit Typographical Union No. 18

Age	Male	Female	Age	Male	Female
15	45.00%	52.65%	45	4.20%	6.45%
16	41.70%	49.50%	46	3.90%	5.85%
17	38.40%	46.35%	47	3.60%	5.40%
18	35.10%	43.20%	48	3.30%	4.95%
19	31.80%	40.05%	49	2.85%	4.35%
20	28.50%	36.90%	50	2.55%	3.75%
21	25.20%	33.75%	51	2.10%	3.15%
22	21.90%	30.60%	52	1.65%	2.55%
23	19.80%	27.45%	53	1.35%	1.80%
24	17.70%	24.30%	54	0.90%	1.20%
25	15.60%	21.15%	55	0.45%	0.60%
26	13.50%	18.00%	56	0.15%	0.15%
27	11.40%	14.85%	57+	0.00%	0.00%
28	10.80%	14.40%			
29	10.20%	13.95%			
30	9.60%	13.50%			
31	9.00%	13.05%			
32	8.40%	12.45%			
33	8.10%	12.00%			
34	7.80%	11.55%			
35	7.50%	11.10%			
36	7.20%	10.65%			
37	6.90%	10.20%			
38	6.45%	9.75%			
39	6.15%	9.30%			
40	5.85%	8.85%			
41	5.55%	8.40%			
42	5.25%	7.80%			
43	4.95%	7.35%			
44	4.65%	6.90%			

Table 3—Page 1 of 2

Withdrawal Rates—Nonunion Frozen Participants as of December 31, 2006

	Years of Service					
Age	**0**	**1**	**2**	**3**	**4**	**5+**
15	35.50%	35.50%	35.50%	35.50%	35.50%	35.50%
16	35.50%	35.50%	35.50%	35.50%	35.50%	35.50%
17	35.50%	35.50%	35.50%	35.50%	35.50%	35.50%
18	35.50%	35.50%	35.50%	35.50%	35.50%	35.50%
19	35.50%	35.50%	35.50%	35.50%	35.50%	35.50%
20	35.50%	35.50%	35.50%	35.50%	35.50%	35.50%
21	35.50%	35.50%	35.50%	35.50%	35.50%	35.50%
22	33.50%	33.50%	33.50%	33.50%	33.50%	33.50%
23	33.30%	31.70%	31.70%	31.70%	31.70%	31.70%
24	33.30%	29.90%	29.90%	29.90%	29.90%	29.90%
25	33.30%	29.60%	28.10%	28.10%	28.10%	28.10%
26	33.30%	29.60%	26.40%	26.40%	26.40%	26.40%
27	33.30%	29.60%	26.20%	24.80%	24.80%	24.80%
28	33.30%	29.60%	26.20%	23.20%	23.20%	23.20%
29	33.30%	29.60%	26.20%	23.00%	21.70%	21.70%
30	33.30%	29.60%	26.20%	23.00%	20.30%	20.30%
31	33.30%	29.60%	26.20%	23.00%	20.10%	18.90%
32	33.30%	29.60%	26.20%	23.00%	20.10%	17.50%
33	33.30%	29.60%	26.20%	23.00%	20.10%	16.30%
34	33.30%	29.60%	26.20%	23.00%	20.10%	15.10%
35	33.30%	29.60%	26.20%	23.00%	20.10%	13.90%
36	33.30%	29.60%	26.20%	23.00%	20.10%	12.80%
37	33.30%	29.60%	26.20%	23.00%	20.10%	11.80%
38	33.30%	29.60%	26.20%	23.00%	20.10%	10.80%
39	33.30%	29.60%	26.20%	23.00%	20.10%	9.90%
40	33.30%	29.60%	26.20%	23.00%	20.10%	9.00%
41	33.30%	29.60%	26.20%	23.00%	20.10%	8.20%
42	33.30%	29.60%	26.20%	23.00%	20.10%	7.50%
43	33.30%	29.60%	26.20%	23.00%	20.10%	6.80%
44	33.30%	29.60%	26.20%	23.00%	20.10%	6.20%

Table 3—Page 2 of 2

Withdrawal Rates—Nonunion Frozen Participants as of December 31, 2006

	Years of Service					
Age	**0**	**1**	**2**	**3**	**4**	**5+**
45	33.30%	29.60%	26.20%	23.00%	20.10%	5.60%
46	33.30%	29.60%	26.20%	23.00%	20.10%	5.10%
47	33.30%	29.60%	26.20%	23.00%	20.10%	4.70%
48	33.30%	29.60%	26.20%	23.00%	20.10%	4.30%
49	33.30%	29.60%	26.20%	23.00%	20.10%	4.00%
50	33.30%	29.60%	26.20%	23.00%	20.10%	3.70%
51	33.30%	29.60%	26.20%	23.00%	20.10%	3.50%
52	33.30%	29.60%	26.20%	23.00%	20.10%	3.40%
53	33.30%	29.60%	26.20%	23.00%	20.10%	3.30%
54	33.30%	29.60%	26.20%	23.00%	20.10%	3.30%
55+	33.30%	29.60%	26.20%	23.00%	20.10%	3.30%

Table 4—Page 1 of 2

Withdrawal Rates—All Other Union Participants

	Years of Service					
Age	**0**	**1**	**2**	**3**	**4**	**5+**
15	4.80%	4.80%	4.80%	4.80%	4.80%	4.80%
16	4.80%	4.80%	4.80%	4.80%	4.80%	4.80%
17	4.80%	4.80%	4.80%	4.80%	4.80%	4.80%
18	4.80%	4.80%	4.80%	4.80%	4.80%	4.80%
19	4.80%	4.80%	4.80%	4.80%	4.80%	4.80%
20	4.80%	4.80%	4.80%	4.80%	4.80%	4.80%
21	4.80%	4.80%	4.80%	4.80%	4.80%	4.80%
22	4.50%	4.50%	4.50%	4.50%	4.50%	4.50%
23	4.30%	4.30%	4.30%	4.30%	4.30%	4.30%
24	4.00%	4.00%	4.00%	4.00%	4.00%	4.00%
25	3.80%	3.80%	3.80%	3.80%	3.80%	3.80%
26	3.60%	3.60%	3.60%	3.60%	3.60%	3.60%
27	3.30%	3.30%	3.30%	3.30%	3.30%	3.30%
28	3.10%	3.10%	3.10%	3.10%	3.10%	3.10%
29	2.90%	2.90%	2.90%	2.90%	2.90%	2.90%
30	2.90%	2.80%	2.80%	2.80%	2.80%	2.80%
31	2.90%	2.80%	2.60%	2.60%	2.60%	2.60%
32	2.90%	2.80%	2.60%	2.50%	2.40%	2.40%
33	2.90%	2.80%	2.60%	2.50%	2.40%	2.20%
34	2.90%	2.80%	2.60%	2.50%	2.40%	2.10%
35	2.90%	2.80%	2.60%	2.50%	2.40%	1.90%
36	2.90%	2.80%	2.60%	2.50%	2.40%	1.80%
37	2.90%	2.80%	2.60%	2.50%	2.40%	1.70%
38	2.90%	2.80%	2.60%	2.50%	2.40%	1.60%
39	2.90%	2.80%	2.60%	2.50%	2.40%	1.50%
40	2.90%	2.80%	2.60%	2.50%	2.40%	1.40%
41	2.90%	2.80%	2.60%	2.50%	2.40%	1.30%
42	2.90%	2.80%	2.60%	2.50%	2.40%	1.20%
43	2.90%	2.80%	2.60%	2.50%	2.40%	1.20%
44	2.90%	2.80%	2.60%	2.50%	2.40%	1.10%

Table 4—Page 2 of 2

Withdrawal Rates—All Other Union Participants

	Years of Service					
Age	**0**	**1**	**2**	**3**	**4**	**5+**
45	2.90%	2.80%	2.60%	2.50%	2.40%	1.10%
46	2.90%	2.80%	2.60%	2.50%	2.40%	1.00%
47	2.90%	2.80%	2.60%	2.50%	2.40%	1.00%
48	2.90%	2.80%	2.60%	2.50%	2.40%	1.00%
49	2.90%	2.80%	2.60%	2.50%	2.40%	1.00%
50	2.90%	2.80%	2.60%	2.50%	2.40%	1.00%
51	2.90%	2.80%	2.60%	2.50%	2.40%	1.00%
52	2.90%	2.80%	2.60%	2.50%	2.40%	1.00%
53	2.90%	2.80%	2.60%	2.50%	2.40%	1.00%
54	2.90%	2.80%	2.60%	2.50%	2.40%	1.00%
55+	2.90%	2.80%	2.60%	2.50%	2.40%	1.00%

Table 5

Disability Rates

Age	Male	Female	Age	Male	Female
15	0.03%	0.03%	45	0.16%	0.24%
16	0.03%	0.03%	46	0.18%	0.27%
17	0.03%	0.03%	47	0.21%	0.30%
18	0.03%	0.03%	48	0.25%	0.33%
19	0.03%	0.03%	49	0.28%	0.36%
20	0.03%	0.03%	50	0.33%	0.40%
21	0.03%	0.03%	51	0.39%	0.44%
22	0.03%	0.03%	52	0.46%	0.49%
23	0.03%	0.03%	53	0.53%	0.54%
24	0.03%	0.03%	54	0.61%	0.59%
25	0.03%	0.03%	55	0.69%	0.64%
26	0.03%	0.03%	56	0.77%	0.69%
27	0.03%	0.03%	57	0.86%	0.74%
28	0.03%	0.04%	58	0.95%	0.80%
29	0.03%	0.04%	59	1.05%	0.85%
30	0.03%	0.04%	60	1.15%	0.90%
31	0.03%	0.05%	61	1.26%	0.96%
32	0.03%	0.05%	62	1.38%	1.01%
33	0.03%	0.06%	63	1.51%	1.05%
34	0.03%	0.06%	64	1.64%	1.09%
35	0.04%	0.07%	65+	0.00%	0.00%
36	0.04%	0.08%			
37	0.05%	0.09%			
38	0.06%	0.10%			
39	0.07%	0.12%			
40	0.08%	0.13%			
41	0.09%	0.15%			
42	0.10%	0.17%			
43	0.12%	0.19%			
44	0.14%	0.22%			

Schedule SB Attachment (Form 5500)—2010 Plan Year
Journal Register Company Retirement Plan
EIN: 22-2518039 PN: 007

Schedule SB, Part V—Summary of Plan Provisions

Plan Provisions covering the following employees: All JNI locations except the Herald Publishing Company, the Frozen Goodson Properties, Journal Register East, Capitol City, Alton, Massillon, and Troy Union.

Plan Eligibility	Full-time employees participate in the Plan as of the January 1 following age 20½ and six months of service. Participation and benefit accruals in the plan were frozen as of the Benefit Freeze Date for all nonunion employees.
Retirement Eligibility	
Normal	Age 65 or fifth anniversary of plan participation, if later.
Early	Age 55 with ten Years of Service. For a participant in the Ohio Newspapers Plan as of October 19, 1993, age 55 with five Years of Service.
Deferred Vested	Five Years of Service.
Surviving Spouse	Five Years of Service.
Benefits	
Normal Retirement	
For Nonunion Employees	Amount of benefit earned through the Benefit Freeze Date payable as a single-life Annuity beginning on the participant's Normal Retirement Date.
For Union Employees	An annual amount equal to the sum of (1) and (2) below: 1. For service through December 31, 1994, the age-65 accrued benefit calculated under the plan provisions in effect at that time. 2. For each year starting with 1995, an annual accrual equal to: a. 1.0% of annual pay up to Covered Compensation plus; b. 1.5% of annual pay in excess of Covered Compensation.

Early Retirement	Accrued Benefit, actuarially reduced. For a participant in New Haven Register as of October 19, 1993, the greater of the actuarially reduced normal retirement benefit and the normal retirement benefit reduced by 0.25% for each month that benefit commencement precedes age 65.
Deferred Vested	Accrued Benefit payable at age 65.
Surviving Spouse	If a married vested Participant dies prior to benefit commencement, a 50% survivor benefit will be payable to the spouse. The spouse receives the benefit that would have been payable had the participant terminated on the day before death, survived until early retirement and elected to receive the benefit in the form of a 50% joint and survivor option.
Normal Forms of Payment	Married participants will automatically receive a 50% joint and survivor annuity actuarially equivalent to a single-life annuity. All others will receive a single-life annuity.
Optional Forms of Payment	Five-, ten-, or fifteen-year certain and life annuities or 66 2/3%, 75%, or 100% joint and survivor annuities, all actuarially equivalent to the single-life annuity.

Definitions

Annual Pay	Total base compensation for the calendar year including advertising or circulation sales incentive payments, but excluding overtime, bonuses, nontaxable fringe benefits, and amounts contributed by the Employer under the plan.
Year of Service	A Participant is credited with a Year of Service upon completion of 1,000 hours of service during the Plan Year.
Covered Compensation	An amount equal to the 35-year average of Social Security wage bases ending with the current plan year.
Benefit Freeze Date	Participation and benefit accruals for non-union employees were frozen as of December 31, 2006.

Plan Provisions covering the following employees: The Herald Publishing Company.

Plan Eligibility	Participation and benefit accruals in the plan were frozen as of the Benefit Freeze Date for all nonunion employees.
Retirement Eligibility	
Early	Age 55 with ten Years of Service.
Preretirement Death	Age 55 with ten Years of Service.
Deferred Vested	Five Years of Service.
Surviving Spouse	Five Years of Service.
Benefits	
Normal Retirement	
For Nonunion Employees	Amount of benefit earned through the Benefit Freeze Date payable as a single-life Annuity beginning on the participant's Normal Retirement Date.
For Union Employees	An annual amount equal to the sum of (1), (2), and (3) below: 1. For service through September 30, 1995, the age-65 accrued benefit calculated under the plan provisions in effect at that time. 2. For the period September 30, 1995 through December 31, 1995, an amount equal to: a. 1.0% of pay up to $6,480 plus; b. 1.5% of pay in excess of $6,480. 3. For each year starting with 1996, an annual accrual equal to: a. 1.0% of annual pay up to Covered Compensation plus; b. 1.5% of annual pay in excess of Covered Compensation.

Early Retirement	The sum of (1) and (2) below: 1. Accrued Benefit as of September 30, 1995, payable without reduction at age 62 with 30 Years of Service or reduced 1/3% for each month up to 60 months and 5/12% for each month thereafter that benefit commencement precedes the Normal Retirement Date. 2. Accrued Benefit earned after September 30, 1995, actuarially reduced.
Preretirement Death	If a married vested Participant dies prior to benefit commencement, a 50% survivor benefit will be payable to the spouse. The spouse receives the benefit that would have been payable had the participant terminated on the day before death, survived until early retirement and elected to receive the benefit in the form of a 50% joint and survivor option. If participant is unmarried at date of death, the beneficiary will receive 60 monthly payments of the Accrued Benefit as of September 30, 1995 reduced for commencement prior to the participant's Normal Retirement Date.
Deferred Vested	Accrued Benefit payable at age 65.
Normal Forms of Payment	
For the Accrued Benefit as of 9/30/1995	Married participants will automatically receive a 50% joint and survivor annuity actuarially equivalent to a five-year certain and life annuity. Unmarried participants will receive a five-year certain and life Annuity.
For the Accrued Benefit earned	Married participants will automatically receive a 50% joint after 9/30/1995 and survivor annuity actuarially equivalent to a single-life annuity. Unmarried participants will receive a single-life annuity.
Optional Forms of Payment	Five-, ten-, or fifteen-year certain and life annuities or 66 2/3%, 75%, or 100% joint and survivor annuities, all actuarially equivalent to the normal form of payment for single participants.
Cost-of-Living Adjustment	
Eligibility	Retired participants currently receiving benefits under the plan as of the January 1 of the year in which the

	adjustment is made and who were participants in the Prior Plan.
Benefit Formula	Only applicable to the portion of the Accrued Benefit earned prior to September 30, 1995. The June 1 benefit of each eligible participant will be adjusted by a ratio of the average monthly price under the Consumer Price Index for Urban Wage Earners and Clerical Workers (CPI-W) for the preceding year over the average monthly price under the CPI-W for the year prior to the year used in the numerator. On the following July 1, the benefit will be adjusted up or down but will in no event fall below the original retirement benefit. Effective January 1, 1986, the maximum upward or downward adjustment for participants who retire or terminate employment after January 1, 1986 with vested benefits is 3%.
Definitions	
Annual Pay	Total base compensation for the calendar year including advertising or circulation sales incentive payments, but excluding overtime, bonuses, nontaxable fringe benefits, and amounts contributed by the Employer under the plan.
Year of Service	A Participant is credited with a Year of Service upon completion of 1,000 hours of service during the Plan Year. Applies to benefit accrued after 9/30/1995 only.
Covered Compensation	An amount equal to the 35-year average of Social Security wage bases ending with the current plan year. Applies to benefit accrued after 9/30/1995 only.
Prior Plan	The Herald Publishing Company Retirement Plan as in effect on September 30, 1995.
Benefit Freeze Date	Participation and benefit accruals for non-union employees were frozen as of December 31, 2006.

Plan Provisions covering the following employees: Mark Goodson Enterprises, Ltd.

Retirement Eligibility	
Normal	Age 65.
Early	Age 60 with Ten Years of Service.
Deferred Vested	Five Years of Service.
Surviving Spouse	Five Years of Service.
Benefits	
Normal Retirement	Amount of benefit earned through June 30, 1996 payable as a Single-life Annuity beginning on the participant's Normal Retirement Date
Early Retirement	Normal Retirement Benefit reduced by 5/9% for each month retirement precedes age 65.
Deferred Vested	Accrued Benefit payable at age 65.
Surviving Spouse	If a married vested Participant dies prior to benefit commencement, a 50% survivor benefit will be payable to the spouse. The spouse receives the benefit that would have been payable had the participant terminated on the day before death, survived until early retirement and elected to receive the benefit in the form of a 50% joint and survivor option.
Normal Forms of Payment	Married participants will automatically receive a 50% joint and survivor annuity actuarially equivalent to a Single-life annuity. All others will receive a Single-life annuity.
Optional Forms of Payment	Five-, ten-, or fifteen-year certain and life annuities and 50, 66-2/3, 75 and 100 percent joint and survivor annuities, all actuarially equivalent to the single-life annuity.
Definitions	
Year of Service	Service credited in years and twelfths thereof, with 1/12 given for each 150 hours of service to June 30, 1996.

Plan Provisions covering the following employees: Peerless Non-Union.

Retirement Eligibility	
Normal	Age 65.
Early	Age 60 with Ten Years of Service.
Deferred Vested	Five Years of Service.
Surviving Spouse	Five Years of Service.
Benefits	
Normal Retirement	Amount of benefit earned through December 31, 1993 payable as a single-life annuity beginning on the participant's Normal Retirement Date.
Early Retirement	Normal Retirement Benefit reduced by 5/9% for each month retirement precedes age 65.
Deferred Vested	Accrued Benefit payable at age 65.
Surviving Spouse	If a married vested Participant dies prior to benefit commencement, a 50% survivor benefit will be payable to the spouse. The spouse receives the benefit that would have been payable had the participant terminated on the day before death, survived until early retirement and elected to receive the benefit in the form of a 50% joint and survivor option.
Normal Forms of Payment	Married participants will automatically receive a 50% joint and survivor annuity actuarially equivalent to a single-life annuity. All others will receive a single-life annuity.
Optional Forms of Payment	Five-, ten-, or fifteen-year certain and life annuities and 50, 66-2/3, 75 and 100 percent joint and survivor annuities, all actuarially equivalent to the single-life annuity.
Definitions	
Year of Service	Service credited in years and months from date of hire to December 31, 1993.

Plan Provisions covering the following employees: Journal Register East, Inc.

Plan Eligibility	January 1 following age 20½ and six months of service. Participation and benefit accruals in the plan were frozen as of the Benefit Freeze Date for all nonunion employees.
Retirement Eligibility	
Normal	Age 65 or fifth anniversary of plan participation, if later.
Early	Age 55 with ten Years of Service.
Deferred Vested	Five Years of Service.
Surviving Spouse	Five Years of Service.
Benefits	
Normal Retirement	
For Nonunion Employees	Amount of benefit earned through the Benefit Freeze Date payable as a single-life Annuity beginning on the participant's Normal Retirement Date.
For Union Employees at New England Newspapers	An annual amount equal to the sum of (1) and (2) below: 1. For service through December 31, 1996, the age-65 accrued benefit calculated under the plan provisions in effect at that time. 2. For each year starting with 1997, an annual accrual equal to: a. 1.0% of annual pay up to Covered Compensation plus b. 1.5% of annual pay in excess of Covered Compensation.
For Guild Employees at Northeast Publishing	An annual amount equal to the sum of (1) and (2) below: 1. For service through December 31, 1994, the age-65 accrued benefit calculated under the plan provisions in effect at that time.

	2. For each year starting with 1995, an annual accrual equal to: a. 1.0% of Annual Pay up to Covered Compensation plus b. 1.5% of Annual Pay in excess of Covered Compensation.
For Union Non-Guild Employees at Northeast Publishing	An annual amount equal to the sum of (1) and (2) below: 1. For service through December 31, 1996, the age-65 accrued benefit calculated under the plan provisions in effect at that time. 2. For each year starting with 1997, an annual accrual equal to: a. 1.0% of Annual Pay up to Covered Compensation plus b. 1.5% of Annual Pay in excess of Covered Compensation.
Early Retirement	Accrued Benefit, actuarially reduced.
Deferred Vested	Accrued Benefit payable at age 65.
Surviving Spouse	If a married vested Participant dies prior to benefit commencement, a 50% survivor benefit will be payable to the spouse. The spouse receives the benefit that would have been payable had the participant terminated on the day before death, survived until early retirement and elected to receive the benefit in the form of a 50% joint and survivor option.
Normal Forms of Payment	Married participants will automatically receive a 50% joint and survivor annuity actuarially equivalent to a single-life annuity. All others will receive a single-life annuity.
Optional Forms of Payment	Five-, ten-, or fifteen-year certain and life annuities or 66-2/3%, 75%, or 100% joint and survivor annuities, all actuarially equivalent to the single-life annuity.

Definitions

Annual Pay	Total base compensation for the calendar year including advertising or circulation sales incentive payments, but excluding overtime, bonuses, nontaxable fringe benefits, and amounts contributed by the Employer under the plan.
Year of Service	A Participant is credited with a Year of Service upon completion of 1,000 hours of service during the Plan Year.
Covered Compensation	An amount equal to the 35-year average of Social Security wage bases ending with the current plan year.
Benefit Freeze Date	Participation and benefit accruals for non-union employees were frozen as of December 31, 2006.

Plan Provisions covering the following employees: Capitol City Publishing Co., Inc.

Plan Eligibility	An employee is eligible on the first day of Plan Year in which he completes one year of service.
Retirement Eligibility	
Normal	Age 65.
Early	Age 55 with Ten Years of Service.
Deferred Vested	Five Years of Service.
Disability	Totally and permanently disabled and at least age 50 with 15 Years of Service.
Surviving Spouse	Five Years of Service.
Benefits	
Normal Retirement	If the participant is a union employee, but not a member of the Teamsters' or Pressmen Union or the ITU, a monthly benefit equal to the sum of: 1. The accrued benefit as of December 31, 1988; and 2. 0.5% of Compensation per year of Benefit Accrual Service after January 1, 1989. If the participant is a Teamster union employee, a monthly benefit equal to the sum of: 1. The accrued benefit as of December 31, 1988; 2. 0.5% of Compensation per year of Benefit Accrual Service from January 1, 1989 through March 31, 1992; and 3. 0.6% of Compensation per year of Benefit Accrual Service after April 1, 1992. For ITU and Pressmen union employees, a monthly benefit equal to the sum of: 1. $1.00 times Years of Service prior to January 1, 1969 and

	2. $1.50 times Years of Service after January 1, 1969. For nonunion employees hired before December 31, 1991, a monthly benefit equal to the sum of: 1. The accrued benefit as of December 31, 1988; and 2. 1.0% of Compensation per year of Benefit Accrual Service beginning on January 1, 1989 and ending December 31, 1992.
Early Retirement	Normal Retirement Benefit reduced by 5/9% for each month retirement precedes age 65 for the first 60 months and reduced by 5/18% for each month afterward.
Deferred Vested Benefit	Accrued Benefit payable at age 65.
Disability	Accrued Benefit to the date of disability, payable immediately.
Surviving Spouse	If a married vested participant dies prior to benefit commencement, a 50% survivor benefit will be payable to the spouse. The spouse receives the benefit that would have been payable had the participant terminated on the day before death, survived until early retirement and elected to receive the benefit in the form of a 50% joint and survivor option.
Normal Forms of Payment	Married participants will automatically receive a 50% joint and survivor annuity actuarially equivalent to a single-life annuity. All others will receive a single-life annuity.
Optional Forms of Payment	Five- and ten-year certain and life annuities and 75% and 100% joint and survivor annuity, all actuarially equivalent to the single-life annuity.

Definitions

Compensation	W-2 pay.
Year of Service	Any plan year in which an employee completes 1,000 or more hours of service.
Accrued Benefit	Amount of benefit earned to date, based upon the applicable Normal Retirement benefit formula and payable as single-life annuity beginning on the participant's Normal Retirement Date.

Union Employee	An employee who is working in a job classification the terms and conditions of which are determined under the collective bargaining agreement.

Plan Provisions covering the following employees: Alton Telegraph Printing Company.

Retirement Eligibility	
Normal	Age 65.
Early	Age 60 and 20 years of service.
Deferred Vested	Five years of service.
Disability	Age 50 and 15 years of service.
Surviving Spouse	Five years of service.
Benefits	
Benefit Accrual	As of October 24, 2000, benefit accruals ceased for all plan participants.
Normal Retirement	The greater of (1) and (2): 1. 6/10 of 1% of Average Monthly Earnings plus 2/10 of 1% of Average Monthly Earnings in excess of Covered Compensation, times Benefit Service; all pension accruals were frozen as of October 24, 2000. 2. 1/2 of 1% of monthly earnings plus 1/4 of 1% of monthly earnings in excess of $1,175, times Benefit Service completed prior to 1/1/76. Monthly earnings for the purpose of this benefit means 1/12 of the compensation received in the 12-month period beginning on 1/1/75, exclusive of bonuses and overtime.
Early Retirement	Accrued Benefit, reduced 5/9ths of 1% per month that benefit commencement precedes the Normal Retirement Date.
Deferred Vested Benefit	Accrued Benefit payable at age 65. Participants may also elect to receive the Accrued Benefit, payable at an Early Retirement Date and reduced for early retirement.
Disability	Normal Retirement Benefit payable immediately.
Surviving Spouse	If a married vested participant dies prior to benefit commencement, a 50% survivor benefit will be payable

to the spouse. The spouse receives the benefit that would have been payable had the participant terminated on the day before death, survived until early retirement and elected to receive the benefit in the form of a 50% joint and survivor option.

Postretirement Death Benefit

If a participant dies after benefit commencement, the beneficiary will receive a single lump-sum death benefit equal to $2,000.

Normal Forms of Payment

Married participants will automatically receive a 50% joint and survivor annuity actuarially equivalent to a single-life annuity. All others will receive a single-life annuity.

Optional Forms of Payment

Five-, ten-, or fifteen-year certain and life or 66-2/3%, 75%, or 100% joint and survivor annuities, all actuarially equivalent to the single-life annuity.

Definitions

Average Monthly Earnings

Average of the highest 60 consecutive months earnings within the last 120 months.

Year of Benefit Accrual Service

The sum of the years and fractions thereof determined from the following table:

Hours of Service	Years of Benefit Service
1,910 or more	1.0
1,728 to 1,909	0.9
1,546 to 1,727	0.8
1,364 to 1,545	0.7
1,182 to 1,363	0.6
1,000 to 1,181	0.5
999 or less	0.0

Accrued Benefit

Amount of benefit earned to date, based upon the Normal Retirement benefit formula and payable as a single-life annuity beginning on the participant's Normal Retirement Date. Accrued benefits were frozen as of October 24, 2000.

Covered Compensation

The sum of those taxable wage bases before the calendar year in which the participant will attain age 65, equal to the number of benefit computation years for the which the sum is greatest, assuming that the taxable wage base at the time of determination will continue for future years, divided by 12 times the number of benefit computation years. The number of benefit computation years is as follows:

Calendar Year of 65th Birthday	Number of Benefit Computation of Years	
	Males	Females
1975	19	16
1976	19	17
1977	19	18
1978	19	19
1979	20	20
1980 or later	Calendar year of 65th birthday minus 1959, but not more than 35.	

Monthly Earnings

As of January 1, 1/12 of a participant's annualized basic rate of compensation payable by the Employer, exclusive of overtime, bonuses, and other nonrecurring compensation assuming full-time employment.

Plan Provisions for the following employees: Massillon Publishing Company.

Plan Eligibility	All employees enter the plan on first day of month following completion of one year of service and attainment of age 21. Participation in the plan was frozen as of the Benefit Freeze Date.
Retirement Eligibility	
Normal	Age 65 with Five Years of Service.
Early	Age 55 with Ten Years of Service.
Deferred Vested	Five Years of Service.
Surviving Spouse	Five Years of Service.
Benefits	
Normal Retirement	Amount of benefit earned through the Benefit Freeze Date payable as a single-life Annuity beginning on the participant's Normal Retirement Date.
Early Retirement	Normal Retirement Benefit reduced by 5/9% for each month retirement precedes age 65 for the first 60 months and reduced by 5/18% for the next 60 months that the commencement date precedes Normal Retirement Date.
Deferred Vested	Accrued Benefit payable at age 65.
Surviving Spouse	If a married vested Participant dies prior to benefit commencement, a 50% survivor benefit will be payable to the spouse. The spouse receives the benefit that would have been payable had the participant terminated on the day before death, survived until early retirement and elected to receive the benefit in the form of a 50% joint and survivor option.
Normal Forms of Payment	Married participants will automatically receive a 50% joint and survivor annuity actuarially equivalent to a single-life annuity. All others will receive a single-life annuity.

Optional Forms of Payment	Five-, ten-, or fifteen-year certain and life annuities and 50, 66-2/3, 75 and 100 percent joint and survivor annuities, all actuarially equivalent to the single-life annuity.

Definitions

Year of Service	Service credited in years and months from date of eligibility to the Benefit Freeze Date.
Benefit Freeze Date	Participation and benefit accruals for non-union employees were frozen as of December 31, 1993; union employees as of December 31, 1996.

Plan Provisions for the following employees: Troy Publishing Company.

Plan Eligibility	Any union employee of the Troy Publishing Company is eligible to participate immediately upon hire. Participation and benefit accruals in the plan were frozen as of the Benefit Freeze.
Retirement Eligibility	
Normal	Age 65.
Early	Age 55 with ten Years of Service.
Deferred Vested	Five Years of Service.
Disability	Totally and permanently disabled with at least 40 Years of Service and under age 65.
Surviving Spouse	Five Years of Service.
Benefits	
Normal Retirement	Amount of benefit earned through the Benefit Freeze Date payable as a single-life Annuity beginning on the participant's Normal Retirement Date.
Early Retirement	Accrued Benefit, reduced 0.5% per month for each month that retirement precedes the Normal Retirement Date.
Deferred Vested Benefit	Accrued Benefit payable at age 65. Participants may also elect to receive the Accrued Benefit, payable at an Early Retirement Date and reduced for early retirement.
Disability	Accrued Benefit to the date of disability payable immediately.
Surviving Spouse	If a married vested participant dies prior to benefit commencement, a 50% survivor benefit will be payable to the spouse. The spouse receives the benefit that would have been payable had the participant terminated on the day before death, survived until early retirement and elected to receive the benefit in the form of a 50% joint and survivor option.

Normal Forms of Payment	Married participants will automatically receive a 50% joint and survivor annuity actuarially equivalent to a single-life annuity. All others will receive a single-life annuity.
Optional Forms of Payment	Lump-sum payment, 75% joint and survivor annuity, and certain annuities.

Definitions

Year of Service	A participant is credited with one year of benefit accrual service if at least 1,000 hours of service are completed during a computation period of 12 consecutive months.
Accrued Benefit	Participant's Normal Retirement benefit based on service to date, up to a maximum of 25 Years of Service.
Benefit Freeze Date	Participation and benefit accruals were frozen as of April 1, 2006.

Plan Provisions for the following employees: Peerless Guild, Pressmen, and Typographical Unions.

Plan Eligibility	Employee is eligible on the first day of the Plan Year in which one year of service is completed.
Retirement Eligibility	
Normal	Age 65.
Early	Age 60 with Ten Years of Service.
Deferred Vested	Five Years of Service.
Disability	Age 50 with Fifteen Years of Service and qualifies for disability retirement benefits under the Federal Social Security Act.
Surviving Spouse	Five Years of Service.
Benefits	
Normal Retirement	Monthly benefit equal to the sum of: 1. 0.50% of monthly compensation times Years of Service prior to October 1, 1956 2. 0.50% (0.55% for a Peerless Guild employee) of compensation for each Year of Service after October 1, 1956. The Accrued Benefit is based on a maximum of 30 Years of Service. If the employee has more than 30 Years of Service, the Accrued Benefit is based on the 30 Years of Service during which he had the highest compensation.
Adjusted Normal Retirement Benefit	For early, deferred vested, disability, and surviving spouse benefits, the Normal Retirement benefit is first adjusted using a project and prorate methodology. A participants final average compensation at termination is multiplied by 0.50% (0.55% for a Peerless Guild employee) and projected service at age 65 (capped at 30 years). This hypothetical projected benefit is then prorated by current service at termination (no cap) over projected service at age 65 (no cap).

Early Retirement	Adjusted Normal Retirement Benefit reduced by 5/9% for each month retirement precedes age 65.
Deferred Vested Benefit	Adjusted Normal Retirement Benefit payable at age 65.
Disability	Adjusted Normal Retirement Benefit to Disability Retirement Date. Benefits begin on the date that Social Security benefits begin.
Surviving Spouse	If a married vested participant dies prior to benefit commencement, a 50% survivor benefit will be payable to the spouse. The spouse receives the benefit that would have been payable had the participant terminated on the day before death, survived until early retirement and elected to receive the benefit in the form of a 50% joint and survivor option.
Normal Forms of Payment	Married participants will automatically receive a 50% joint and survivor annuity actuarially equivalent to a single-life annuity. All others will receive a single-life annuity.
Optional Forms of Payment	Five-, ten-, or fifteen-year certain and life annuities and 50, 66-2/3, 75 and 100 percent joint and survivor annuities, all actuarially equivalent to the single-life annuity.

Definitions

Compensation	Total compensation of the employee for a plan year, including regular salary and wages, overtime, bonuses, incentive payment or other supplementary compensation.
Year of Service	Continuous service of the employee with the employer.
Accrued Benefit	Amount of benefit earned to date, based upon the applicable Normal Retirement benefit formula and payable as a single life annuity beginning on the participant's Normal Retirement Date.

Plan Provisions for the following employees: Central States Publishing, Inc.

Plan Eligibility	An employee is eligible on the first day of the Plan Year in which he completes one year of service.
Retirement Eligibility	
Normal	Age 65.
Early	Age 60 with Five Years of Service.
Deferred Vested	Five Years of Service.
Disability	Age 40 with Five Years of Service and eligible for benefits under the Federal Social Security Act.
Surviving Spouse	Five Years of Service.
Benefits	
Benefit Accrual	As of December 31, 1993, benefit accruals ceased for non-union participants. Also, benefit accruals ceased as of December 31, 2000, for G.C.I.U. employees, and as of December 31, 2001, for CWA/ITU employees.
Normal Retirement	Effective January 1, 1991, the formula changed to 1.4% of Compensation for each year of Credited Service after December 31, 1990. Prior to 1991, the benefit was calculated as follows: An annual benefit of: (a)+(b) multiplied by (1+(c)), added to (d). a. 0.5% of Compensation as of December 31, 1969 up to $300, plus 1% of such Compensation over $300 times years of Credited Service to December 31, 1969. b. 0.75% of Compensation up to $650, plus 1.5% Compensation in excess of $650 for each year of Credited Service after December 31, 1969 and before December 31, 1985. c. .005 multiplied by service to December 31, 1985.

	d. 0.75% of Compensation up to $650, plus 1.5% of Compensation in excess of $650 for each year of Credited Service after December 31, 1985. Effective January 1, 1989, the formula changed to 0.8% of the first $650 of Compensation, plus 1.4% of Compensation in excess of $650 for each year of Credited Service after December 31, 1988. Effective June 1, 1990, a service update was given to a participant's accrued benefit. The increase was equal to 0.75% for each year of service until January 1, 1990.
Early Retirement	Normal Retirement Benefit reduced by 5/9% for each month retirement precedes age 65.
Deferred Vested	Accrued Benefit payable to age 65.
Disability	Accrued Benefit to Disability Retirement Date payable as of the date that Social Security benefits start. The minimum amount of monthly benefit will be $100.
Surviving Spouse	If a married vested participant dies prior to benefit commencement, a 50% survivor benefit will be payable to the spouse. The spouse receives the benefit that would have been payable had the participant terminated on the day before death, survived until early retirement and elected to receive the benefit in the form of a 50% joint and survivor option.
Postretirement Death Benefit	If death occurs after retirement, a $2,000 lump sum death benefit is provided.
Normal Forms of Payment	Married participants will automatically receive a 50% joint and survivor annuity that is actuarially equivalent to a five year certain and life annuity. All others will receive a five year certain and life annuity.
Optional Forms of Payment	Straight life annuity, ten and fifteen-year certain and life annuity, and 50, 66-2/3, 75 and 100 percent joint and survivor annuities, all actuarially equivalent to the normal form.

Definitions

Compensation	Total annual salary including overtime, bonuses, commissions, and 401(k) or Section 125 deferrals.
Year of Service	Service of the employee with the employer computed in years and months.
Accrued Benefit	Amount of benefit earned to date, based upon the applicable Normal Retirement benefit formula and payable as a five year certain and life annuity beginning on the participant's Normal Retirement Date.

Plan Provisions covering the following employees: Great Lakes Media, Inc.

Retirement Eligibility	
Normal	Age 65.
Early	Age 55 and 5 years of service.
Deferred Vested	Five years of service.
Surviving Spouse	Five years of service.
Benefits	
Benefit Accrual	As of March 31, 2003, benefit accruals ceased for all plan participants. No future service accruals will be earned under the plan.
Normal Retirement	The total benefit is calculated as (1) minus the lesser of (2) and (3) below. The total benefit is then reduced by the frozen accrued benefit under the Capital Cities Publishing Pension Plan as of August 20, 1997. 1. 1.6% of Final Average Compensation for each year of Benefit Service (not greater than 40 years) 2. 50% of (1.6% of Final Average Compensation for each year of Benefit Service (not greater than 40 years)) 3. 0.65% of Final Average Compensation (limited to Covered Compensation) for each year of Benefit Service (not greater than 35 years)
Early Retirement	Accrued Benefit, reduced 1/180th for each of the first 60 months and 1/360th for each of the next 60 months that the benefit commencement date precedes normal retirement date.
Deferred Vested Benefit	Accrued Benefit payable at age 65. Participants may also elect to receive the Accrued Benefit, payable at an Early Retirement Date and reduced for early retirement.
Surviving Spouse	If a married vested participant dies prior to benefit commencement, a 50% survivor benefit will be payable to the spouse. The spouse receives the benefit that would have been payable had the participant terminated

	on the day before death, survived until early retirement and elected to receive the benefit in the form of a 50% joint and survivor option.
Normal Forms of Payment	Married participants will automatically receive a 50% joint and survivor annuity actuarially equivalent to a single-life annuity. All others will receive a single-life annuity.
Optional Forms of Payment	Five-, ten-, fifteen-, or twenty-year certain and life annuities, 75% or 100% joint and survivor annuities, five-, ten-, fifteen-, or twenty-year term certain annuities, lump sum, Social Security Leveling Option, all actuarially equivalent to the normal form.

Definitions

Final Average Compensation	Average of the five highest consecutive calendar years compensation out of the last ten consecutive calendar years preceding the participant's date of termination.
Year of Eligibility Service	Plan year in which the employee works 1,000 hours, excluding service after age 65. Includes years of benefit service under the Capital Cities Publishing Pension Plan prior to August 21, 1997.
Benefit Accrual Date	For employees who were participants in the Capital Cities Publishing Pension Plan on August 20, 1997, the Benefit Accrual Date is as defined under the Capital Cities Publishing Pension Plan. For all other employees, the first day of the month following the date on which the employee has both attained age 21 and completed one year of eligibility service.
Benefit Service	Sum of the period of years and completed months commencing on the employees' Benefit Accrual Date and ending on the date of termination. Includes years of benefit service under the Capital Cities Publishing Pension Plan as of August 20, 1997. Effective as of March 31, 2003, no further Benefit Service shall accrue.
Actuarial Equivalence	Based on IRC section 417e for lump sums. All other optional forms based on UP-1984 Annuity Mortality Table and 5.50% interest rate.

Plan Provisions covering the following employees: Macomb Daily Guild Union.

Coverage and Participation	Each employee becomes a Participant in the Plan as of the date he completes a 12 month period of service with not less than 1,000 Hours of Service and is a member of the Newspaper Guild of Detroit, Local #22.
Retirement Eligibility	
Normal	Age 65 and 5 years of service.
Early	Age 55 and 10 years of service.
Deferred Vested	Five years of service.
Surviving Spouse	Five years of service.
Benefits	
Normal Retirement	A monthly benefit of $6.00 times credited service.
Early Retirement	Accrued Benefit reduced by ½ of one percent for each calendar month preceding Normal Retirement Date.
Deferred Vested Benefit	Accrued Benefit payable at age 65. Participants may also elect to receive the Accrued Benefit, payable at an Early Retirement Date and reduced for early retirement.
Surviving Spouse	If a married vested participant dies prior to benefit commencement, a 50% survivor benefit will be payable to the spouse. The spouse receives the benefit that would have been payable had the participant terminated on the day before death, survived until early retirement and elected to receive the benefit in the form of a 50% joint and survivor option.
Normal Forms of Payment	Married participants will automatically receive a 50% joint and survivor annuity actuarially equivalent to a single-life annuity. All others will receive a single-life annuity.
Optional Forms of Payment	Five-, ten-, or fifteen-year certain and life annuities, 50%, 75%, or 100% joint and survivor annuities.
Definitions	
Year of Vesting Service	An employee shall receive a year of vesting service for each anniversary year the employee has worked at least 1,000 Hours of Service.

Year of Credited Service	An employee shall receive a year of service for each anniversary year the employee has worked at least 1,800 Hours of Service. Credited service is pro-rated for service under 1,800 Hours of Service in a 12 month period.

Plan Provisions covering the following employees: Macomb Daily Detroit Typographical Union No. 18.

Plan Eligibility	All employees of the Macomb Daily who are members of the Detroit Typographical Union No. 18 are covered under the plan as long as employment and Union membership continues.
Retirement Eligibility	
Normal	Age 65 with five Years of Vesting Service.
Early	Age 60 with five Years of Credited Service.
Deferred Vested	Five Years of Vesting Service.
Surviving Spouse	Five Years of Vesting Service.
Benefits	
Normal Retirement	An annual amount equal to $183 times Credited Service, not to exceed 30 years.
Early Retirement	Accrued Benefit, reduced by one-fourth of one percent for each month preceding the participant's normal retirement date.
Deferred Vested	Accrued Benefit payable at normal retirement date.
Surviving Spouse	If a married vested Participant dies prior to benefit commencement, a 50% survivor benefit will be payable to the spouse. The spouse receives the benefit that would have been payable had the participant terminated on the day before death, survived until early retirement and elected to receive the benefit in the form of a 50% joint and survivor option.
Normal Forms of Payment	Married participants will automatically receive a 50% joint and survivor annuity actuarially equivalent to a single-life annuity. All others will receive a single-life annuity.
Optional Forms of Payment	50%, 75%, or 100% joint and survivor annuities and lump sum.

Definitions

Year of Vesting Service	A year of service for each calendar year that an employee has accrued 125 shifts worked.
Year of Credited Service	A year of service is credited for each calendar year or portion of year worked before January 1, 1976. On and after January 1, 1976, an employee shall receive a year of service for each calendar year employee has accrued 250 shifts worked. An employee who has less than 250 shifts worked will receive a proportionate credit to the nearest one-tenth of a year.
Actuarial Equivalence	Based on IRC section 417e for lump sums. All other optional forms based on UP-1984 Annuity Mortality Table and 5.50% interest rate.

Changes in Plan Provisions from Prior Year

The January 1, 2010 funding valuation reflects the following plan change:

- An update to the mortality and interest rates for determining minimum lump sum payments under IRC section 417(e)(3) to the applicable rates for the current plan year.

Other Information to Fully and Fairly Disclose the Actuarial Position of the Plan

Due to software limitations with the electronic filing process, information filed electronically cannot be controlled by the Enrolled Actuary. The values on the signed Schedule SB will govern to the extent there are any differences in the entries filed electronically and the actual data contained on the signed Schedule SB.

Schedule SB Attachment (Form 5500)—2010 Plan Year
Journal Register Company Retirement Plan
EIN: 22-2518039 PN: 007

Schedule SB, line 25—Change in Funding Method

The funding valuation reflects the following method change:

- A change in the interest rate basis from the full yield curve with a two-month lookback (as of October 2008) to segment rates with a four-month lookback (5.03%, 6.73%, and 6.82% as of September 2009).

This change has automatic approval under final regulations, Notice 2009-22 or other IRS guidance.

Schedule SB Attachment (Form 5500)—2010 Plan Year
Journal Register Company Retirement Plan
EIN: 22-2518039 PN: 007

Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2010

Number of Participants and Average Compensation

Attained Age	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25	1	5								
25-29	1	16	16	1						
30-34	1	16	35 $27,348	13	1					
35-39	1	9	31 $30,159	37 $39,490	12	4				
40-44	1	13	31 $24,780	41 $35,401	17	15	4			
45-49	1	10	30 $26,433	43 $37,577	15	33 $45,177	25 $43,305	4		
50-54		7	26 $23,856	35 $36,884	18	32 $41,327	30 $43,476	24 $46,639	2	
55-59		6	36 $33,084	24 $41,383	18	29 $36,737	24 $41,447	22 $51,039	16	3
60-64		8	21 $29,173	12	13	22 $35,713	19	12	15	7
65-69		2	8	11	1	5	2	7	13	9
70+		1	6	9	3	2		2	3	

N-1048

Schedule SB Attachment (Form 5500)—2010 Plan Year
Journal Register Company Retirement Plan
EIN: 22-2518039 PN: 007

Schedule SB, line 32—Schedule of Amortization Bases

Type Of Base	Present Value of Installments	Valuation Date Established	Remaining Years in Amortization Period	Amortization Amount
Shortfall	$16,470,045	January 1, 2010	7	$2,771,778

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

2010

This Form Is Open to Public Inspection

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

▶ **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: Journal Register Company Retirement Plan

B Three-digit plan number (PN) ▶ 007

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF: Journal Register East, Inc.

D Employer Identification Number (EIN): 22-2518039

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

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

Part I Basic Information

1	Enter the valuation date: Month 1 Day 1 Year 2010			
2	Assets:			
	a Market value	2a		83,663,501
	b Actuarial value	2b		88,499,422
3	Funding target/participant count breakdown		(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment	3a	1,484	57,613,417
	b For terminated vested participants	3b	1,791	28,037,045
	c For active participants:			
	(1) Non-vested benefits	3c(1)		0
	(2) Vested benefits	3c(2)		20,046,525
	(3) Total active	3c(3)	1,048	20,046,525
	d Total	3d	4,323	105,696,987
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		6.66 %
6	Target normal cost	6		1,141,758

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

Noel J Thomas NJT — Signature of actuary

10/06/2011 — Date

Noel J Thomas — Type or print name of actuary

11-06696 — Most recent enrollment number

Hewitt Associates — Firm name

(212) 441-2000 — Telephone number (including area code)

199 Water Street

New York NY 10038 — Address of the firm

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

Part II Beginning of year carryover and prefunding balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	13,774,440	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	1,486,881	0
9	Amount remaining (Item 7 minus item 8)	12,287,559	0
10	Interest on item 9 using prior year's actual return of 17.90 %	2,199,473	
11	Prior year's excess contributions to be added to prefunding balance:		
	a Excess contributions (Item 38 from prior year)		0
	b Interest on (a) using prior year's effective rate of 8.19 %		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		0
12	Reduction in balances due to elections or deemed elections	10,986,673	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	3,500,359	0

Part III Funding percentages

14	Funding target attainment percentage	14	80.41 %
15	Adjusted funding target attainment percentage	15	80.41 %
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	96.27 %
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
09/15/2011	462,000				
			Totals ► 18(b)	462,000	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	413,927

20 Quarterly contributions and liquidity shortfalls:

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

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

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

Liquidity shortfall as of end of Quarter of this plan year

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

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

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
5.03 %	6.73 %	6.82 %	☐ N/A, full yield curve used

b Applicable month (enter code) — **21b**: 4

22 Weighted average retirement age — **22**: 60

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**	1,141,758

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	16,470,045	2,771,778
b Waiver amortization installment	0	0

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

34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33) — **34**: 3,913,536

	Carryover balance	Prefunding balance	Total balance
35 Balances used to offset funding requirement	3,500,359	0	3,500,359

36	Additional cash requirement (item 34 minus item 35)	**36**	413,177
37	Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	**37**	413,927
38	Interest-adjusted excess contributions for current year (see instructions)	**38**	750
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

Journal Register Company Retirement Plan

Schedule of Assets (Held at End of Year)

December 31, 2010

EIN: 22-2518039 Plan # 007 Schedule H, Line 4i

(a)	(b) Identity of Issuer, 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
	Common/Collective Trusts			
*	Bank of New York Mellon/BNY Mellon, N.A.	EB Daily Opening Aggregate Bond Index Fund	$19,984,425	$22,996,327
*	Bank of New York Mellon/BNY Mellon, N.A.	EB Daily Valued Large Cap Stock Index Fund	32,842,551	32,175,696
*	Bank of New York Mellon/BNY Mellon, N.A.	EB Daily Opening Large Cap Growth Fund	3,456,709	3,526,622
*	Bank of New York Mellon/BNY Mellon, N.A.	EB NCML Global Equity Fund	8,538,744	7,722,298
*	Bank of New York Mellon/BNY Mellon, N.A.	EB Temporary Investment Fund Variable Rate 12/31/2049	944,990	944,990
*	Bank of New York Mellon/BNY Mellon, N.A.	TBC Dynamic Value Equity Fund	3,463,991	3,453,881
*	Bank of New York Mellon/BNY Mellon, N.A.	TBC US Small-Mid Cap Growth Equity Fund	3,325,205	3,413,320
*	Bank of New York Mellon/BNY Mellon, N.A.	TBC US Small-Mid Cap Value Equity Fund	3,053,212	3,437,545
	Insurance Company General Account			
*	Principal Life Insurance Company	Flexible Pension Investment Contracts	8,297,975	8,687,226

* Party-in-interest to the Plan.

Journal Register Company Retirement Plan

Schedule of Assets (Acquired and Disposed of Within Year)

December 31, 2010

EIN: 22-2518039 Plan # 007 Schedule H, Line 4i

(a) Identity of Issuer, Borrower Lessor or Similar Party	(b) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(c) Cost of Acquisitions	(d) Proceeds of Dispositions
Boston Safe Deposit Trust	Late Money Deposit Account, 0.55%, 12/31/2049	$ 11,162	$ 11,162

Journal Register Company Retirement Plan

Schedule of Reportable Transactions

December 31, 2010

EIN: 22-2518039 Plan # 007 Schedule H, Line 4j

(a) Identity of Party Involved	(b) Description of Asset (Include Interest Rate and Maturity in Case of a Loan)	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred With Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
Category (iii) - Series of transactions in excess of 5% of plan assets								
The Bank of New York Mellon	EB Daily Opening Aggregate Bond Index Fund (series of 7 transactions)	$3,741,270	$ -	$ -	$ -	$3,741,270	$ 3,741,270	$ -
The Bank of New York Mellon	EB Daily Opening Aggregate Bond Index Fund (series of 4 transactions)	-	3,902,600	-	-	3,418,219	3,902,600	484,381
The Bank of New York Mellon	EB Temporary Investment Fund Variable Rate 12/31/2049 (series of 60 transactions)	7,520,102	-	-	-	7,520,102	7,520,102	-
The Bank of New York Mellon	EB Temporary Investment Fund Variable Rate 12/31/2049 (series of 77 transactions)	-	7,409,690	-	-	7,409,690	7,409,690	-
The Bank of New York Mellon	EB Daily Valued Large Cap Stock Index Fund (series of 2 transactions)	1,165,943	-	-	-	1,165,943	1,165,943	-
The Bank of New York Mellon	EB Daily Valued Large Cap Stock Index Fund (series of 9 transactions)	-	5,247,103	-	-	5,906,487	5,247,103	(659,384)

There were no Category (i), (ii) or (iv) reportable transactions during 2010.