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. . . . . ▶ [ ]

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
MACMILLAN RETIREMENT SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 009

1c Effective date of plan 07/01/2000

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

175 FIFTH AVENUE
NEW YORK, NY 10010

175 FIFTH AVENUE
NEW YORK, NY 10010

2b Employer Identification Number (EIN) 13-4047598

2c Sponsor's telephone number 646-307-5144

2d Business code (see instructions) 511130

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.	10/17/2011	HELAINE OHL
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
MACMILLAN HOLDINGS, LLC

175 FIFTH AVENUE
NEW YORK, NY 10010

3b Administrator's EIN
13-4047598

3c Administrator's telephone number
646-307-5144

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**	2352
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**	2035
b	Retired or separated participants receiving benefits	**6b**	4
c	Other retired or separated participants entitled to future benefits	**6c**	509
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	2548
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	4
f	Total. Add lines **6d** and **6e**	**6f**	2552
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	2467
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	157
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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
MACMILLAN RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 009

C Plan sponsor's name as shown on line 2a of Form 5500
MACMILLAN HOLDINGS, LLC

D Employer Identification Number (EIN)
13-4047598

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).. . . . . [X] 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

FID.INV.INST.OPS.CO.

04-2647786

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 60	RECORDKEEPER	23970	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
ABF INTL EQUITY INV - BOSTON FINANC 04-2526037	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
ABF LG CAP VAL INV - BOSTON FINANCI 04-2526037	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
ALGER SM CAP GR IS I - BOSTON FINAN 04-2526037	0.40%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
ARIEL APPRECIATION - US BANCORP FUN 39-0281260	0.38%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
ARIEL FUND - US BANCORP FUND SERVIC 39-0281260	0.38%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
NB PARTNERS TRUST - STATE STREET BA ONE LINCOLN STREET BOSTON, MA 02111	0.35%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
NORTHERN SM CAP VAL - NORTHERN TRUS P.O. BOX 75986 CHICAGO, IL 60675	0.40%

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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
MACMILLAN RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 009

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
MACMILLAN HOLDINGS, LLC

D Employer Identification Number (EIN)
13-4047598

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: FID MGD INC PORT

b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-3022712-024	C	17698822

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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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
MACMILLAN RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 009

C Plan sponsor's name as shown on line 2a of Form 5500
MACMILLAN HOLDINGS, LLC

D Employer Identification Number (EIN)
13-4047598

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)	3360164	4108410
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(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)	1519571	1765646
(9) Value of interest in common/collective trusts	1c(9)	18436057	17698822
(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)	93204750	120451128
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(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	116520542	144024006
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	116520542	144024006

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)	6211555	
(B) Participants	2a(1)(B)	9884893	
(C) Others (including rollovers)	2a(1)(C)	709196	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		16805644
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	97435	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		97435
(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)	1987627	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		1987627
(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)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		730390
(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)		13279290
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		32900386
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	5340893	
(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)		5340893
f Corrective distributions (see instructions)	2f		28250
g Certain deemed distributions of participant loans (see instructions)	2g		-1380
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	4450	
(4) Other	2i(4)	24709	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		29159
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		5396922
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		27503464
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: ROSENBERG RICH BAKER BERMAN & COMPA (2) EIN: 22-3271252

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		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

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
MACMILLAN RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 009

C Plan sponsor's name as shown on line 2a of Form 5500
MACMILLAN HOLDINGS, LLC

D Employer Identification Number (EIN)
13-4047598

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): 04-6568107

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 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: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

FINANCIAL STATEMENTS
AND
SUPPLEMENTAL SCHEDULE

Macmillan Retirement Savings Plan

Years ended December 31, 2010 and 2009
with Report of Independent Auditor

Macmillan Retirement Savings Plan

Financial Statements
and Supplemental Schedule

Years ended December 31, 2010 and 2009

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RRBB

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Report of Independent Auditor

To the Benefit Plan Committee of
Macmillan Retirement Savings Plan

We were engaged to audit the accompanying statements of net assets available for benefits of the Macmillan Retirement Savings Plan (the "Plan") as of December 31, 2010, and 2009, the related statements of changes in net assets available for benefits for the years then ended, and the supplemental Schedule of Assets (Held at End of Year) as of December 31, 2010. These financial statements and schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the 2010 and 2009 financial statements and 2010 supplemental schedule. The plan administrator has informed us that Fidelity Management Trust Company holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee of the Plan, as of and for the years ended December 31, 2010 and 2009, that the information provided to the plan administrator by Fidelity Management Trust Company is complete and accurate.

Because of the significance of the information in the Plan's 2010 and 2009 financial statements that we did not audit, we are unable to, and do not express an opinion on the accompanying financial statements and supplemental schedule as of or for the years ended December 31, 2010 and 2009. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the investment information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States 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.

Rosenberg Rich Baker Berman & Company

Somerset, New Jersey
October 14, 2011

AMERICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS • CENTER FOR AUDIT QUALITY • PRIVATE COMPANIES PRACTICE SECTION
POLARIS INTERNATIONAL • REGISTERED WITH THE PUBLIC COMPANY ACCOUNTING OVERSIGHT BOARD

Macmillan Retirement Savings Plan

Statements of Net Assets Available for Benefits

	December 31, 2010	December 31, 2009
Assets		
Investments, at fair value:		
Spartan U.S. Equity Index Fund	$ **23,921,470**	$ 19,642,259
Fidelity Managed Income Portfolio	**17,698,822**	18,436,056
Fidelity Growth Company Fund	**16,769,244**	12,966,407
Fidelity Intermediate Bond Fund	**11,206,944**	9,471,954
Fidelity Puritan Fund	**10,565,198**	8,790,100
Fidelity Diversified International Fund	**10,263,261**	8,866,860
Fidelity Mid-Cap Stock Fund	**8,641,676**	6,594,064
Fidelity Freedom 2020 Fund	**4,785,481**	3,543,492
Spartan Extended Market Index Fund	**4,330,273**	2,843,512
Fidelity Freedom 2030 Fund	**3,945,735**	2,813,836
Fidelity Freedom 2040 Fund	**3,607,707**	2,450,219
Fidelity Small Cap Stock Fund	**3,217,361**	2,240,585
Fidelity Freedom 2025 Fund	**2,889,425**	1,804,281
ABF Large Cap Value Fund	**2,609,050**	2,353,801
Spartan International Index Fund	**2,286,436**	1,932,547
Fidelity Freedom 2010 Fund	**2,078,967**	1,293,963
Fidelity Freedom 2035 Fund	**2,034,620**	1,378,472
Other Funds	**7,298,281**	4,218,399
Total investments at fair value	**138,149,951**	111,640,807
Employer contribution receivable	**4,108,410**	3,476,499
Participant loans receivable	**1,765,646**	1,525,331
Total Assets	**144,024,007**	116,642,637
Liabilities		
Excess contribution payable	**48,197**	20,882
Net assets reflecting all assets at fair value	**143,975,810**	116,621,755
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	**(143,908)**	342,822
Net assets available for benefits	$ **143,831,902**	$ $116,964,577

See notes to financial statements.

Macmillan Retirement Savings Plan

Statements of Changes in Net Assets Available for Benefits

	2010	2009
Net assets available for benefits, beginning of year	$ **116,964,577**	$ 86,787,528
Additions:		
Investment Income		
Net realized and unrealized appreciation in the fair value of investments	**13,766,020**	20,709,595
Net decrease in adjustment from fair value to contract value for fully benefit-responsive investment contracts	**(486,730)**	(624,350)
Interest and dividend income	**2,328,849**	2,153,215
Contributions:		
Employees' contributions	**9,836,697**	8,724,324
Employees' rollover contributions	**709,196**	583,655
Employers' contributions	**6,095,219**	5,075,183
Total additions	**32,249,251**	36,621,622
Deductions:		
Benefits paid to participants	**(5,352,767)**	(6,425,515)
Administrative fees	**(29,159)**	(19,058)
Total deductions	**(5,381,926)**	(6,444,573)
Net increase	**26,867,325**	30,177,049
Net assets available for benefits, end of year	$ **143,831,902**	$ 116,964,577

See notes to financial statements.

Macmillan Retirement Savings Plan

Notes to Financial Statements

1. Description of Plan

The following description of the Macmillan Retirement Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan designed to provide retirement income and other benefits primarily for the employees of Holtzbrinck Publishing Holdings Limited Partnership ("HPHLP"), Holtzbrinck Publishers, LLC ("HPLLC"), St. Martin's Press, LLC ("SMP"), Tom Doherty Associates, LLC ("TOR"), Farrar, Straus, & Giroux, LLC ("FSG"), Henry Holt and Company, LLC ("Holt"), Hayden-McNeil, LLC ("Hayden"), Nature America, Inc. ("Nature") and Bedford, Freeman & Worth Publishing Group, LLC ("BFW"), and Handelsblatt, Inc. ("Handelsblatt) (collectively, the "Employers"). Effective January 1, 2010, the Plan was amended to remove Handelsblatt and to add Scientific American, Inc., as related employers under the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Eligibility

All employees, excluding any employees covered by a collective bargaining agreement, of the Employers are eligible to participate in the Plan provided the employee has attained the age of 18.

Contributions

Eligible employees may elect to defer, on a pre-tax basis, a whole percentage of their eligible compensation as defined by the Plan up to a maximum of 60%, which is further limited to annual dollar maximums as prescribed by the Internal Revenue Code (the "Code"), as amended. This amount was $16,500 for the years ended December 31, 2010 and 2009, respectively.

The Employers may refund employee contributions, if necessary, to enable the Plan to meet special nondiscrimination tests of the Code.

During 2009 and through September 30, 2010, the Employers, except BFW, Hayden, Handelsblatt and HPHLP with regard to certain employees, matched employee contributions up to 50% of the first 6% of eligible compensation deferred.

1. Description of Plan (continued)

Contributions (continued)

Beginning October 1, 2010, BFW, Hayden, and HPHLP with regard to certain employees, began matching employee contributions up to 50% of the first 6% of eligible compensation deferred.

All Employers may also make qualified discretionary contributions to the Plan. The Employers made discretionary contributions of $3,988,544 and $3,348,102 for 2010 and 2009, respectively.

Participants may direct their contributions and Employers' contributions to the Plan, in whole percentages, to be invested in mutual funds selected by the trustees. Participants may change their investment options at any time.

Participant Accounts

Each participant's account is credited with the participant's contributions, allocations of company contributions plus actual earnings thereon. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account. Allocations are based on participant earnings or account balances, as defined.

Vesting

Vesting in all Employers' matching and discretionary contributions are 25% after two years of accredited service, 50% after three years, 75% after four years and 100% after five years of accredited service. For BFW, and certain HPHLP employees who terminated prior to January 1, 2007, vesting of Employer discretionary contributions is 50% after three years, 75% after four years and 100% after five years of accredited service.

Employee elective deferral contributions plus actual earnings thereon are fully (100%) vested and non-forfeitable at all times. Nonvested benefits are forfeited by participants and used to offset future contributions of the Employers and administrative fees.

Forfeitures

The non-vested employer account of a participant is forfeited in the Plan year the participant receives a distribution of his entire vested account, or if no distribution occurs, after five consecutive one year breaks in service. Forfeitures are retained in the Plan and used to offset future contributions of the Employers and administrative fees. For the years ended December 31, 2010 and 2009, forfeitures applied were $373,727 and $243,688, respectively.

1. Description of Plan (continued)

Administrative Expenses

All administrative and investment costs of the Plan are paid by the Employers, other than loan and distribution processing fees, which are paid by participants requesting loans and distributions.

Participant Loans

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balances. Loan terms range from one to five years or longer, if the funds are to be used to purchase a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate of prime plus 1% with prime being determined by local bank lending rates. Interest rates range from 5.0% to 9.25% on outstanding loans as of December 31, 2010 and 2009. Principal and interest are paid through payroll deductions.

Payment of Benefits

Upon termination of service, a participant may receive a lump-sum amount equal to the vested value of the participant's account. Otherwise, benefits will be distributed on the valuation date immediately proceeding the participant's attaining normal retirement age (65). If the participant remains employed, the participant may elect to defer distributions, but no later than April 1 following the close of the taxable year in which the participant attains 70-1/2 years of age.

Plan Termination

Although it has not expressed any intent to do so, the Employers reserve the right to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

2. Summary of Significant Accounting Policies

Basis of Accounting

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

Valuation of Investments and Income Recognition

Investments in mutual funds are reported 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

2. Summary of Significant Accounting Policies (continued)

Valuation of Investments and Income Recognition (continued)

participants at the measurement date. See Note 7 for a discussion of fair value measurements. Investment contracts are valued at contract value, and participant loans are valued at cost which represents fair value. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the plan's gains and losses on investments bought and sold as well as held during the year.

Use of Estimates

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

Reclassifications

Certain reclassifications have been made to the prior year's financial statements to conform to the current year's presentation. The reclassifications have no effect on net changes in net assets available for benefits.

Subsequent Events Evaluation Date

The plan evaluated the events and transactions subsequent to the date of its Statement of Net Assets Available for Benefits, in accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 855-10-50, "Subsequent Events," through October 14, 2011, which is the date the financial statements were available to be issued.

3. Qualified Tax Status

The Plan had received a favorable determination letter from the Internal Revenue Service dated July 10, 2003, stating that the Plan is qualified under Section 401(a) of the Code, and, accordingly, the related trust is entitled to an exemption from income taxes under the provisions of Section 501(a).

In 2010, the Plan was restated in compliance with current regulations. In April 2010, the Plan Sponsor filed an application for an updated IRS determination letter for its Restated Plan document, and the IRS has issued a favorable determination letter dated July 8, 2010.

4. Excess Contributions

Contribution deferrals for 2010 and 2009 are net of payments of $48,197 and $20,882 made in 2011 and 2010, respectively, to certain active participants to return to them excess deferrals as required to satisfy the relevant nondiscrimination provisions of the Plan. These amounts are also included in the Plan's statements of net assets available for benefits as excess contributions payable at December 31, 2010 and 2009, respectively.

5. Investments Certified by the Plan's Trustee

The December 31, 2010 and 2009 statements of net assets available for benefits, the investment activities included on the statements of changes in net assets available for benefits for the years ended December 31, 2010 and 2009, and the accompanying notes to the financial statements were prepared in part or entirely from information certified by the trustee in accordance with 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 information certified includes total investments of $139,771,688 and $113,508,960 at December 31, 2010 and 2009, respectively, and the related investment income of $15,608,139 and $22,238,460 for the years ended December 31, 2010 and 2009.

6. Investments

The following table presents the individual investments that exceed 5 percent or more of the Plan's net assets available for benefits at December 31, 2010 and 2009. Investments that represent less than 5 percent are shown as one amount. All investments are at fair value as determined by quoted market prices.

	2010	2009
Spartan U.S. Equity Index Fund	**$ 23,921,470**	$ 19,642,259
Fidelity Managed Income Portfolio	**17,698,822**	18,436,056
Fidelity Growth Company Fund	**16,769,244**	12,966,407
Fidelity Intermediate Bond Fund	**11,206,944**	9,471,954
Fidelity Diversified International Fund	**10,263,261**	8,866,860
Fidelity Puritan Fund	**10,565,198**	8,790,100
Fidelity Mid-Cap Stock Fund	**8,641,676**	6,594,064
Other Funds (less than 5%)	**39,083,336**	26,873,107
	$ 138,149,951	$111,640,807

6. Investments (continued)

During the years ended December 31, 2010 and 2009, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

	2010	2009
Equity mutual funds	$ 13,279,290	$ 20,085,245

7. Fair Value of Financial Instruments

FASB ASC 820, "Fair Value Measurements and Disclosures," (formerly SFAS No. 157), defines fair value as the exchange price that would be received on the measurement date to sell an asset or the price paid to transfer a liability in the principal or most advantageous market available to the entity in an orderly transaction between market participants. FASB ASC 820 also establishes a three level fair value hierarchy that describes the inputs that are used to measure assets and liability.

Level 1
Level 1 asset and liability fair values are based on quoted prices in active markets for identical assets and liabilities. The Plan holds mutual funds and money market funds with a total fair value at December 31, 2010 and 2009 of $120,451,129 and $93,204,751, respectively, which are measured as Level 1 assets.

Level 2
Level 2 asset and liability fair values are based on observable inputs that include quoted market prices for similar assets or liabilities; quoted market prices that are not in an active market; or other inputs that are observable in the market and can be corroborated by observable market data for substantially the full term of the assets and liabilities. The Plan holds no Level 2 assets at December 31, 2010 and 2009.

Level 3
Level 3 assets and liabilities are financial instruments whose value is calculated by the use of pricing models and/or discounted cash methodologies, as well as financial instruments for which the determination of fair value requires significant management judgment or estimation. These methodologies may result in a significant portion of the fair value being derived from unobservable date. The Plan's Level 3 assets include guaranteed interest accounts, which are valued based on fair market values determined by methodologies and assumptions utilized by the investment custodian (see Note 8 – Investment Contract with Insurance Company). Level 3 asset values are $17,698,822 and $18,436,056, at December 31, 2010 and 2009, respectively.

7. Fair Value of Financial Instruments (continued)

Assets measured at fair value on a recurring basis as of December 31, 2010 are:

		Fair Value Measurements for Assets Measured on a Recurring Basis		
December 31, 2010	Total	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual funds:				
Large Value	$ 2,629,050	$ 2,629,050	$ -	$ -
Mid-Cap Blend	7,547,634	7,547,634	-	-
Large Blend	24,492,096	24,492,096	-	-
Small Value	386,663	386,663	-	-
Moderate Allocation	10,565,198	10,565,198	-	-
Large Growth	16,769,244	16,769,244	-	-
Intermediate Bond	11,206,945	11,206,945	-	-
Mid-Cap Growth	8,641,676	8,641,676	-	-
Foreign Large Blend	12,549,967	12,549,967	-	-
Fixed income	2,078,967	2,078,967	-	-
Lifecycle	23,583,689	23,583,689	-	-
Guaranteed interest accounts	17,698,822	-	-	17,698,822
Totals	$ 138,149,951	$ 120,451,129	$ -	$ 17,698,822

The table below presents a reconciliation for the year ended December 31, 2010, for all Level 3 assets that are measured at fair value on a recurring basis.

	Guaranteed Interest Account
Balances at January 1, 2010	$ 18,436,056
Interest credited	242,811
Net purchases, issuances and settlements	(980,045)
Balances at December 31, 2010	$ 17,698,822

7. Fair Value of Financial Instruments (continued)

Assets measured at fair value on a recurring basis as of December 31, 2009 are:

December 31, 2009:	Total	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual funds	$ 93,204,751	$ 93,204,751	$ -	$ -
Guaranteed interest accounts	18,436,056	-	-	18,436,056
	$ 111,640,807	$ 93,204,751	$ -	$ 18,436,056

The table below presents a reconciliation for the year ended December 31, 2009, for all Level 3 assets that are measured at fair value on a recurring basis.

	Guaranteed Interest Account
Balances at January 1, 2009	$ 17,929,843
Interest credited	325,642
Net purchases, issuances and settlements	180,571
Balances at December 31, 2009	$ 18,436,056

8. Investment Contract with Insurance Company

The plan is party to benefit-responsive investment contracts with Fidelity Management Trust Company ("Fidelity"). Fidelity maintains the contributions in guaranteed interest accounts. The accounts are credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contracts are included in the statements of net assets available for benefits at fair market value as determined using the market approach based on market prices of similar contracts. The adjustment from fair value to contract value for the investment contract is based on the contract value as reported to the Plan by Fidelity. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses.

8. Investment Contract with Insurance Company (continued)

Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

The average yield and crediting interest rates were approximately 4% for 2010 and 2009. The crediting interest rate is based on a formula agreed upon with the issuer, but may not be less than 3.55%, 3.65% and 3.75% for the 3-year, 5-year and 10-year contracts, respectively. Such interest rates are reviewed periodically for resetting.

Certain events, such as premature termination of the contract by the Plan or the termination of the Plan, would limit the Plan's ability to transact at contract value with Fidelity. The Plan administrator believes the occurrence of such events that would also limit the Plan's ability to transact at contract value with Plan participants is not probable.

9. Reportable Transactions

There were no reportable transactions or nonexempt transactions with known parties-in-interest as defined in ERISA during the 2010 and 2009 plan years.

10. Party-in-Interest Transactions

Certain plan investments are shares of mutual funds managed by Fidelity Management Trust Company. Fidelity Management Trust Company is also the trustee of the plan. Fidelity Investments Institutional Operations Company, Inc. provides recordkeeping services for the plan. These transactions qualify as party-in-interest transactions.

11. Risks and Uncertainties

The Plan provides for investments in mutual funds. Investment securities in general are exposed to various risks, such as interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term that may affect the funded position of the Plan.

12. Differences between Financial Statements and Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31:

	2010	2009
Net assets available for benefits per the financial statements	$ **143,831,902**	$ 116,964,577
Adjustment from contract value to fair value	**143,907**	(342,822)
Adjustment to employer contributions	**-**	(116,335)
Net deemed distributions of participant loans	**-**	(5,760)
Excess contribution payable	**48,197**	20,882
Net assets available for benefits per the Form 5500	$ **144,024,006**	$ 116,520,542

The following is a reconciliation of the net changes in net assets available for plan benefits per the financial statements to the Form 5500:

	Year ended December 31,	
	2010	2009
Net increase in net assets available for benefits per financial statements	$ **26,867,325**	$ 30,177,049
Corrective distributions from 2010 paid in 2011	**48,197**	20,882
Corrective distributions from 2009 paid in 2010	**(20,882)**	(43,874)
Adjustment to employer contributions	**116,335**	-
Net change in adjustment to fair value from contract value for fully benefit-responsive investments contracts	**486,730**	624,350
Net change in deemed distributions of participant loans	**5,759**	(4,288)
Net income per Form 5500	$ **27,503,464**	$ 30,774,119

13. Plan Amendments

Effective June 1, 2009, the Plan was amended to allow the Plan to charge an administrative fee to the accounts of participants who are no longer employed by the Employers.

Effective January 1, 2010, the Plan was amended to remove Handelsblatt as an Employer under the plan.

Effective January 1, 2010, Scientific American, Inc. was added as a related Employer under the Plan. Scientific American, Inc. will match employee contributions up to 50% of the first 6% of eligible compensation deferred.

13. Plan Amendments (continued)

In December 2010, the Plan was amended to provide for a special annual discretionary non-elective employer contribution, subject to contribution limitations that apply to the Plan, on behalf of certain participants eligible for benefits under a frozen pension plan of various sponsors. Such contributions will be made for the 2010 and future Plan years, in accordance with computations set forth by the participating employers. $69,468 was approved for payment for the 2010 Plan year, and such amount is included in employer contributions receivable as of December 31, 2010. This amount was paid to the Plan in October 2011.

14. Subsequent Events

In 2011, the trustees approved a separate discretionary non-elective employer contribution, subject to contribution limitations that apply to the Plan, on behalf of participants formerly eligible for benefits under a terminated pension plan of various sponsors. Such contributions will be made for the 2010 and future Plan years, in accordance with computations set forth by the participating employers. $25,687 was approved for payment for the 2010 Plan year, and such amount is included in employer contributions receivable as of December 31, 2010. This amount was paid to the Plan in October 2011.

Supplemental Schedule

Macmillan Retirement Savings Plan
Supplemental Schedule of Assets (Held at End of Year)
Schedule H, Line 4(i)—Schedule of Assets (Held at End of Year)
December 31, 2010

2010 Form 5500
EIN: #13-4047598
Plan: #009

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment, including maturity date, rate of interest collateral, par or maturity value	(d) ** Cost	(e) Current Value
*	Fidelity Management Trust Company:			
*	Spartan U.S. Equity Index Fund	Mutual Fund		$ 23,921,470
*	Fidelity Managed Income Portfolio	Collective Investment Trust		17,698,822
*	Fidelity Growth Company Fund	Mutual Fund		16,769,244
*	Fidelity Intermediate Bond Fund	Mutual Fund		11,206,944
*	Fidelity Puritan Fund	Mutual Fund		10,565,198
*	Fidelity Diversified International Fund	Mutual Fund		10,263,261
*	Fidelity Mid-Cap Stock Fund	Mutual Fund		8,641,676
*	Fidelity Freedom 2020 Fund	Mutual Fund		4,785,481
*	Spartan Extended Market Index Fund	Mutual Fund		4,330,273
*	Fidelity Freedom 2030 Fund	Mutual Fund		3,945,735
*	Fidelity Freedom 2040 Fund	Mutual Fund		3,607,707
*	Fidelity Small Cap Stock Fund	Mutual Fund		3,217,361
*	Fidelity Freedom 2025 Fund	Mutual Fund		2,889,425
*	ABF Large Cap Value Fund	Mutual Fund		2,609,050
*	Spartan International Index Fund	Mutual Fund		2,286,436
*	Fidelity Freedom Income Fund	Mutual Fund		2,078,967
*	Fidelity Freedom 2035 Fund	Mutual Fund		2,034,620
*	Fidelity Freedom 2045 Fund	Mutual Fund		1,907,897
*	Fidelity Freedom 2015 Fund	Mutual Fund		1,511,552
*	Fidelity Freedom 2050 Fund	Mutual Fund		1,442,286
*	Fidelity Freedom 2010 Fund	Mutual Fund		1,124,704
*	Neuberger Berman Partners Trust Class Fund	Mutual Fund		570,625
*	Northern Small Cap Value Fund	Mutual Fund		386,663
*	Fidelity Freedom 2000 Fund	Mutual Fund		244,988
*	Fidelity Freedom 2005 Fund	Mutual Fund		109,566
	Total Mutual Funds			138,149,951
	Participant loans (5.00% – 9.25%)			
*	(maturity from 01/01/11 – 01/31/30)			1,765,646
				$ 139,915,597

**Indicates Party-In-Interest to the Plan.*
*** Cost information is not presented because all information is participant-directed.*

FINANCIAL STATEMENTS
AND
SUPPLEMENTAL SCHEDULE

Macmillan Retirement Savings Plan

Years ended December 31, 2010 and 2009
with Report of Independent Auditor

Macmillan Retirement Savings Plan

Financial Statements
and Supplemental Schedule

Years ended December 31, 2010 and 2009

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Report of Independent Auditor

To the Benefit Plan Committee of
Macmillan Retirement Savings Plan

We were engaged to audit the accompanying statements of net assets available for benefits of the Macmillan Retirement Savings Plan (the "Plan") as of December 31, 2010, and 2009, the related statements of changes in net assets available for benefits for the years then ended, and the supplemental Schedule of Assets (Held at End of Year) as of December 31, 2010. These financial statements and schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the 2010 and 2009 financial statements and 2010 supplemental schedule. The plan administrator has informed us that Fidelity Management Trust Company holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee of the Plan, as of and for the years ended December 31, 2010 and 2009, that the information provided to the plan administrator by Fidelity Management Trust Company is complete and accurate.

Because of the significance of the information in the Plan's 2010 and 2009 financial statements that we did not audit, we are unable to, and do not express an opinion on the accompanying financial statements and supplemental schedule as of or for the years ended December 31, 2010 and 2009. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the investment information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States 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.

Rosenberg Rich Baker Berman & Company

Somerset, New Jersey
October 14, 2011

AMERICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS • CENTER FOR AUDIT QUALITY • PRIVATE COMPANIES PRACTICE SECTION
POLARIS INTERNATIONAL • REGISTERED WITH THE PUBLIC COMPANY ACCOUNTING OVERSIGHT BOARD

Macmillan Retirement Savings Plan

Statements of Net Assets Available for Benefits

	December 31, 2010	December 31, 2009
Assets		
Investments, at fair value:		
Spartan U.S. Equity Index Fund	$ **23,921,470**	$ 19,642,259
Fidelity Managed Income Portfolio	**17,698,822**	18,436,056
Fidelity Growth Company Fund	**16,769,244**	12,966,407
Fidelity Intermediate Bond Fund	**11,206,944**	9,471,954
Fidelity Puritan Fund	**10,565,198**	8,790,100
Fidelity Diversified International Fund	**10,263,261**	8,866,860
Fidelity Mid-Cap Stock Fund	**8,641,676**	6,594,064
Fidelity Freedom 2020 Fund	**4,785,481**	3,543,492
Spartan Extended Market Index Fund	**4,330,273**	2,843,512
Fidelity Freedom 2030 Fund	**3,945,735**	2,813,836
Fidelity Freedom 2040 Fund	**3,607,707**	2,450,219
Fidelity Small Cap Stock Fund	**3,217,361**	2,240,585
Fidelity Freedom 2025 Fund	**2,889,425**	1,804,281
ABF Large Cap Value Fund	**2,609,050**	2,353,801
Spartan International Index Fund	**2,286,436**	1,932,547
Fidelity Freedom 2010 Fund	**2,078,967**	1,293,963
Fidelity Freedom 2035 Fund	**2,034,620**	1,378,472
Other Funds	**7,298,281**	4,218,399
Total investments at fair value	**138,149,951**	111,640,807
Employer contribution receivable	**4,108,410**	3,476,499
Participant loans receivable	**1,765,646**	1,525,331
Total Assets	**144,024,007**	116,642,637
Liabilities		
Excess contribution payable	**48,197**	20,882
Net assets reflecting all assets at fair value	**143,975,810**	116,621,755
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	**(143,908)**	342,822
Net assets available for benefits	$ **143,831,902**	$ $116,964,577

See notes to financial statements.

Macmillan Retirement Savings Plan

Statements of Changes in Net Assets Available for Benefits

	2010	2009
Net assets available for benefits, beginning of year	$ **116,964,577**	$ 86,787,528
Additions:		
Investment Income		
Net realized and unrealized appreciation in the fair value of investments	**13,766,020**	20,709,595
Net decrease in adjustment from fair value to contract value for fully benefit-responsive investment contracts	**(486,730)**	(624,350)
Interest and dividend income	**2,328,849**	2,153,215
Contributions:		
Employees' contributions	**9,836,697**	8,724,324
Employees' rollover contributions	**709,196**	583,655
Employers' contributions	**6,095,219**	5,075,183
Total additions	**32,249,251**	36,621,622
Deductions:		
Benefits paid to participants	**(5,352,767)**	(6,425,515)
Administrative fees	**(29,159)**	(19,058)
Total deductions	**(5,381,926)**	(6,444,573)
Net increase	**26,867,325**	30,177,049
Net assets available for benefits, end of year	$ **143,831,902**	$ 116,964,577

See notes to financial statements.

Macmillan Retirement Savings Plan

Notes to Financial Statements

1. Description of Plan

The following description of the Macmillan Retirement Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan designed to provide retirement income and other benefits primarily for the employees of Holtzbrinck Publishing Holdings Limited Partnership ("HPHLP"), Holtzbrinck Publishers, LLC ("HPLLC"), St. Martin's Press, LLC ("SMP"), Tom Doherty Associates, LLC ("TOR"), Farrar, Straus, & Giroux, LLC ("FSG"), Henry Holt and Company, LLC ("Holt"), Hayden-McNeil, LLC ("Hayden"), Nature America, Inc. ("Nature") and Bedford, Freeman & Worth Publishing Group, LLC ("BFW"), and Handelsblatt, Inc. ("Handelsblatt) (collectively, the "Employers"). Effective January 1, 2010, the Plan was amended to remove Handelsblatt and to add Scientific American, Inc., as related employers under the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Eligibility

All employees, excluding any employees covered by a collective bargaining agreement, of the Employers are eligible to participate in the Plan provided the employee has attained the age of 18.

Contributions

Eligible employees may elect to defer, on a pre-tax basis, a whole percentage of their eligible compensation as defined by the Plan up to a maximum of 60%, which is further limited to annual dollar maximums as prescribed by the Internal Revenue Code (the "Code"), as amended. This amount was $16,500 for the years ended December 31, 2010 and 2009, respectively.

The Employers may refund employee contributions, if necessary, to enable the Plan to meet special nondiscrimination tests of the Code.

During 2009 and through September 30, 2010, the Employers, except BFW, Hayden, Handelsblatt and HPHLP with regard to certain employees, matched employee contributions up to 50% of the first 6% of eligible compensation deferred.

1. Description of Plan (continued)

Contributions (continued)

Beginning October 1, 2010, BFW, Hayden, and HPHLP with regard to certain employees, began matching employee contributions up to 50% of the first 6% of eligible compensation deferred.

All Employers may also make qualified discretionary contributions to the Plan. The Employers made discretionary contributions of $3,988,544 and $3,348,102 for 2010 and 2009, respectively.

Participants may direct their contributions and Employers' contributions to the Plan, in whole percentages, to be invested in mutual funds selected by the trustees. Participants may change their investment options at any time.

Participant Accounts

Each participant's account is credited with the participant's contributions, allocations of company contributions plus actual earnings thereon. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account. Allocations are based on participant earnings or account balances, as defined.

Vesting

Vesting in all Employers' matching and discretionary contributions are 25% after two years of accredited service, 50% after three years, 75% after four years and 100% after five years of accredited service. For BFW, and certain HPHLP employees who terminated prior to January 1, 2007, vesting of Employer discretionary contributions is 50% after three years, 75% after four years and 100% after five years of accredited service.

Employee elective deferral contributions plus actual earnings thereon are fully (100%) vested and non-forfeitable at all times. Nonvested benefits are forfeited by participants and used to offset future contributions of the Employers and administrative fees.

Forfeitures

The non-vested employer account of a participant is forfeited in the Plan year the participant receives a distribution of his entire vested account, or if no distribution occurs, after five consecutive one year breaks in service. Forfeitures are retained in the Plan and used to offset future contributions of the Employers and administrative fees. For the years ended December 31, 2010 and 2009, forfeitures applied were $373,727 and $243,688, respectively.

1. Description of Plan (continued)

Administrative Expenses

All administrative and investment costs of the Plan are paid by the Employers, other than loan and distribution processing fees, which are paid by participants requesting loans and distributions.

Participant Loans

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balances. Loan terms range from one to five years or longer, if the funds are to be used to purchase a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate of prime plus 1% with prime being determined by local bank lending rates. Interest rates range from 5.0% to 9.25% on outstanding loans as of December 31, 2010 and 2009. Principal and interest are paid through payroll deductions.

Payment of Benefits

Upon termination of service, a participant may receive a lump-sum amount equal to the vested value of the participant's account. Otherwise, benefits will be distributed on the valuation date immediately proceeding the participant's attaining normal retirement age (65). If the participant remains employed, the participant may elect to defer distributions, but no later than April 1 following the close of the taxable year in which the participant attains 70-1/2 years of age.

Plan Termination

Although it has not expressed any intent to do so, the Employers reserve the right to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

2. Summary of Significant Accounting Policies

Basis of Accounting

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

Valuation of Investments and Income Recognition

Investments in mutual funds are reported 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

2. Summary of Significant Accounting Policies (continued)

Valuation of Investments and Income Recognition (continued)

participants at the measurement date. See Note 7 for a discussion of fair value measurements. Investment contracts are valued at contract value, and participant loans are valued at cost which represents fair value. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the plan's gains and losses on investments bought and sold as well as held during the year.

Use of Estimates

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

Reclassifications

Certain reclassifications have been made to the prior year's financial statements to conform to the current year's presentation. The reclassifications have no effect on net changes in net assets available for benefits.

Subsequent Events Evaluation Date

The plan evaluated the events and transactions subsequent to the date of its Statement of Net Assets Available for Benefits, in accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 855-10-50, "Subsequent Events," through October 14, 2011, which is the date the financial statements were available to be issued.

3. Qualified Tax Status

The Plan had received a favorable determination letter from the Internal Revenue Service dated July 10, 2003, stating that the Plan is qualified under Section 401(a) of the Code, and, accordingly, the related trust is entitled to an exemption from income taxes under the provisions of Section 501(a).

In 2010, the Plan was restated in compliance with current regulations. In April 2010, the Plan Sponsor filed an application for an updated IRS determination letter for its Restated Plan document, and the IRS has issued a favorable determination letter dated July 8, 2010.

4. Excess Contributions

Contribution deferrals for 2010 and 2009 are net of payments of $48,197 and $20,882 made in 2011 and 2010, respectively, to certain active participants to return to them excess deferrals as required to satisfy the relevant nondiscrimination provisions of the Plan. These amounts are also included in the Plan's statements of net assets available for benefits as excess contributions payable at December 31, 2010 and 2009, respectively.

5. Investments Certified by the Plan's Trustee

The December 31, 2010 and 2009 statements of net assets available for benefits, the investment activities included on the statements of changes in net assets available for benefits for the years ended December 31, 2010 and 2009, and the accompanying notes to the financial statements were prepared in part or entirely from information certified by the trustee in accordance with 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 information certified includes total investments of $139,771,688 and $113,508,960 at December 31, 2010 and 2009, respectively, and the related investment income of $15,608,139 and $22,238,460 for the years ended December 31, 2010 and 2009.

6. Investments

The following table presents the individual investments that exceed 5 percent or more of the Plan's net assets available for benefits at December 31, 2010 and 2009. Investments that represent less than 5 percent are shown as one amount. All investments are at fair value as determined by quoted market prices.

	2010	2009
Spartan U.S. Equity Index Fund	**$ 23,921,470**	$ 19,642,259
Fidelity Managed Income Portfolio	**17,698,822**	18,436,056
Fidelity Growth Company Fund	**16,769,244**	12,966,407
Fidelity Intermediate Bond Fund	**11,206,944**	9,471,954
Fidelity Diversified International Fund	**10,263,261**	8,866,860
Fidelity Puritan Fund	**10,565,198**	8,790,100
Fidelity Mid-Cap Stock Fund	**8,641,676**	6,594,064
Other Funds (less than 5%)	**39,083,336**	26,873,107
	$ 138,149,951	$111,640,807

6. Investments (continued)

During the years ended December 31, 2010 and 2009, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

	2010	2009
Equity mutual funds	$ 13,279,290	$ 20,085,245

7. Fair Value of Financial Instruments

FASB ASC 820, "Fair Value Measurements and Disclosures," (formerly SFAS No. 157), defines fair value as the exchange price that would be received on the measurement date to sell an asset or the price paid to transfer a liability in the principal or most advantageous market available to the entity in an orderly transaction between market participants. FASB ASC 820 also establishes a three level fair value hierarchy that describes the inputs that are used to measure assets and liability.

Level 1
Level 1 asset and liability fair values are based on quoted prices in active markets for identical assets and liabilities. The Plan holds mutual funds and money market funds with a total fair value at December 31, 2010 and 2009 of $120,451,129 and $93,204,751, respectively, which are measured as Level 1 assets.

Level 2
Level 2 asset and liability fair values are based on observable inputs that include quoted market prices for similar assets or liabilities; quoted market prices that are not in an active market; or other inputs that are observable in the market and can be corroborated by observable market data for substantially the full term of the assets and liabilities. The Plan holds no Level 2 assets at December 31, 2010 and 2009.

Level 3
Level 3 assets and liabilities are financial instruments whose value is calculated by the use of pricing models and/or discounted cash methodologies, as well as financial instruments for which the determination of fair value requires significant management judgment or estimation. These methodologies may result in a significant portion of the fair value being derived from unobservable date. The Plan's Level 3 assets include guaranteed interest accounts, which are valued based on fair market values determined by methodologies and assumptions utilized by the investment custodian (see Note 8 – Investment Contract with Insurance Company). Level 3 asset values are $17,698,822 and $18,436,056, at December 31, 2010 and 2009, respectively.

7. Fair Value of Financial Instruments (continued)

Assets measured at fair value on a recurring basis as of December 31, 2010 are:

		Fair Value Measurements for Assets Measured on a Recurring Basis		
December 31, 2010	Total	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual funds:				
Large Value	$ 2,629,050	$ 2,629,050	$ -	$ -
Mid-Cap Blend	7,547,634	7,547,634	-	-
Large Blend	24,492,096	24,492,096	-	-
Small Value	386,663	386,663	-	-
Moderate Allocation	10,565,198	10,565,198	-	-
Large Growth	16,769,244	16,769,244	-	-
Intermediate Bond	11,206,945	11,206,945	-	-
Mid-Cap Growth	8,641,676	8,641,676	-	-
Foreign Large Blend	12,549,967	12,549,967	-	-
Fixed income	2,078,967	2,078,967	-	-
Lifecycle	23,583,689	23,583,689	-	-
Guaranteed interest accounts	17,698,822	-	-	17,698,822
Totals	$ 138,149,951	$ 120,451,129	$ -	$ 17,698,822

The table below presents a reconciliation for the year ended December 31, 2010, for all Level 3 assets that are measured at fair value on a recurring basis.

	Guaranteed Interest Account
Balances at January 1, 2010	$ 18,436,056
Interest credited	242,811
Net purchases, issuances and settlements	(980,045)
Balances at December 31, 2010	$ 17,698,822

7. Fair Value of Financial Instruments (continued)

Assets measured at fair value on a recurring basis as of December 31, 2009 are:

December 31, 2009:	Total	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual funds	$ 93,204,751	$ 93,204,751	$ -	$ -
Guaranteed interest accounts	18,436,056	-	-	18,436,056
	$ 111,640,807	$ 93,204,751	$ -	$ 18,436,056

The table below presents a reconciliation for the year ended December 31, 2009, for all Level 3 assets that are measured at fair value on a recurring basis.

	Guaranteed Interest Account
Balances at January 1, 2009	$ 17,929,843
Interest credited	325,642
Net purchases, issuances and settlements	180,571
Balances at December 31, 2009	$ 18,436,056

8. Investment Contract with Insurance Company

The plan is party to benefit-responsive investment contracts with Fidelity Management Trust Company ("Fidelity"). Fidelity maintains the contributions in guaranteed interest accounts. The accounts are credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contracts are included in the statements of net assets available for benefits at fair market value as determined using the market approach based on market prices of similar contracts. The adjustment from fair value to contract value for the investment contract is based on the contract value as reported to the Plan by Fidelity. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses.

8. Investment Contract with Insurance Company (continued)

Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

The average yield and crediting interest rates were approximately 4% for 2010 and 2009. The crediting interest rate is based on a formula agreed upon with the issuer, but may not be less than 3.55%, 3.65% and 3.75% for the 3-year, 5-year and 10-year contracts, respectively. Such interest rates are reviewed periodically for resetting.

Certain events, such as premature termination of the contract by the Plan or the termination of the Plan, would limit the Plan's ability to transact at contract value with Fidelity. The Plan administrator believes the occurrence of such events that would also limit the Plan's ability to transact at contract value with Plan participants is not probable.

9. Reportable Transactions

There were no reportable transactions or nonexempt transactions with known parties-in-interest as defined in ERISA during the 2010 and 2009 plan years.

10. Party-in-Interest Transactions

Certain plan investments are shares of mutual funds managed by Fidelity Management Trust Company. Fidelity Management Trust Company is also the trustee of the plan. Fidelity Investments Institutional Operations Company, Inc. provides recordkeeping services for the plan. These transactions qualify as party-in-interest transactions.

11. Risks and Uncertainties

The Plan provides for investments in mutual funds. Investment securities in general are exposed to various risks, such as interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term that may affect the funded position of the Plan.

12. Differences between Financial Statements and Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31:

	2010	2009
Net assets available for benefits per the financial statements	$ **143,831,902**	$ 116,964,577
Adjustment from contract value to fair value	**143,907**	(342,822)
Adjustment to employer contributions	**-**	(116,335)
Net deemed distributions of participant loans	**-**	(5,760)
Excess contribution payable	**48,197**	20,882
Net assets available for benefits per the Form 5500	$ **144,024,006**	$ 116,520,542

The following is a reconciliation of the net changes in net assets available for plan benefits per the financial statements to the Form 5500:

	Year ended December 31,	
	2010	2009
Net increase in net assets available for benefits per financial statements	$ **26,867,325**	$ 30,177,049
Corrective distributions from 2010 paid in 2011	**48,197**	20,882
Corrective distributions from 2009 paid in 2010	**(20,882)**	(43,874)
Adjustment to employer contributions	**116,335**	-
Net change in adjustment to fair value from contract value for fully benefit-responsive investments contracts	**486,730**	624,350
Net change in deemed distributions of participant loans	**5,759**	(4,288)
Net income per Form 5500	$ **27,503,464**	$ 30,774,119

13. Plan Amendments

Effective June 1, 2009, the Plan was amended to allow the Plan to charge an administrative fee to the accounts of participants who are no longer employed by the Employers.

Effective January 1, 2010, the Plan was amended to remove Handelsblatt as an Employer under the plan.

Effective January 1, 2010, Scientific American, Inc. was added as a related Employer under the Plan. Scientific American, Inc. will match employee contributions up to 50% of the first 6% of eligible compensation deferred.

13. Plan Amendments (continued)

In December 2010, the Plan was amended to provide for a special annual discretionary non-elective employer contribution, subject to contribution limitations that apply to the Plan, on behalf of certain participants eligible for benefits under a frozen pension plan of various sponsors. Such contributions will be made for the 2010 and future Plan years, in accordance with computations set forth by the participating employers. $69,468 was approved for payment for the 2010 Plan year, and such amount is included in employer contributions receivable as of December 31, 2010. This amount was paid to the Plan in October 2011.

14. Subsequent Events

In 2011, the trustees approved a separate discretionary non-elective employer contribution, subject to contribution limitations that apply to the Plan, on behalf of participants formerly eligible for benefits under a terminated pension plan of various sponsors. Such contributions will be made for the 2010 and future Plan years, in accordance with computations set forth by the participating employers. $25,687 was approved for payment for the 2010 Plan year, and such amount is included in employer contributions receivable as of December 31, 2010. This amount was paid to the Plan in October 2011.

Supplemental Schedule

Macmillan Retirement Savings Plan
Supplemental Schedule of Assets (Held at End of Year)
Schedule H, Line 4(i)—Schedule of Assets (Held at End of Year)
December 31, 2010

2010 Form 5500
EIN: #13-4047598
Plan: #009

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment, including maturity date, rate of interest collateral, par or maturity value	(d) ** Cost	(e) Current Value
*	Fidelity Management Trust Company:			
*	Spartan U.S. Equity Index Fund	Mutual Fund		$ 23,921,470
*	Fidelity Managed Income Portfolio	Collective Investment Trust		17,698,822
*	Fidelity Growth Company Fund	Mutual Fund		16,769,244
*	Fidelity Intermediate Bond Fund	Mutual Fund		11,206,944
*	Fidelity Puritan Fund	Mutual Fund		10,565,198
*	Fidelity Diversified International Fund	Mutual Fund		10,263,261
*	Fidelity Mid-Cap Stock Fund	Mutual Fund		8,641,676
*	Fidelity Freedom 2020 Fund	Mutual Fund		4,785,481
*	Spartan Extended Market Index Fund	Mutual Fund		4,330,273
*	Fidelity Freedom 2030 Fund	Mutual Fund		3,945,735
*	Fidelity Freedom 2040 Fund	Mutual Fund		3,607,707
*	Fidelity Small Cap Stock Fund	Mutual Fund		3,217,361
*	Fidelity Freedom 2025 Fund	Mutual Fund		2,889,425
*	ABF Large Cap Value Fund	Mutual Fund		2,609,050
*	Spartan International Index Fund	Mutual Fund		2,286,436
*	Fidelity Freedom Income Fund	Mutual Fund		2,078,967
*	Fidelity Freedom 2035 Fund	Mutual Fund		2,034,620
*	Fidelity Freedom 2045 Fund	Mutual Fund		1,907,897
*	Fidelity Freedom 2015 Fund	Mutual Fund		1,511,552
*	Fidelity Freedom 2050 Fund	Mutual Fund		1,442,286
*	Fidelity Freedom 2010 Fund	Mutual Fund		1,124,704
*	Neuberger Berman Partners Trust Class Fund	Mutual Fund		570,625
*	Northern Small Cap Value Fund	Mutual Fund		386,663
*	Fidelity Freedom 2000 Fund	Mutual Fund		244,988
*	Fidelity Freedom 2005 Fund	Mutual Fund		109,566
	Total Mutual Funds			138,149,951
	Participant loans (5.00% – 9.25%)			
*	(maturity from 01/01/11 – 01/31/30)			1,765,646
				$ 139,915,597

**Indicates Party-In-Interest to the Plan.*
*** Cost information is not presented because all information is participant-directed.*