

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 2009 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009			
A This return/report is for:	☐ a multiemployer plan;	☐ a multiple-employer plan; or	
	☒ 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:	☒ Form 5558;	☐ automatic extension;	☐ the DFVC program;
	☐ special extension (enter description)		

Part II	Basic Plan Information —enter all requested information		
1a Name of plan DOVER PUBLICATIONS INC. RETIREMENT INCOME PLAN 2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) DOVER PUBLICATIONS INC. 31 EAST 2ND STREET MINEOLA, NY 11501	1b Three-digit plan number (PN) ►	001	
	1c Effective date of plan	01/01/1965	
	2b Employer Identification Number (EIN)	13-5630853	
	2c Sponsor's telephone number	516-294-7000	
	2d Business code (see instructions)	511190	

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.	12/08/2011	KRISTIN GOETZE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	12/08/2011	DIANA SAWYER
	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") DOVER PUBLICATIONS INC. 31 EAST 2ND STREET MINEOLA, NY 11501	3b Administrator's EIN 13-5630853 3c Administrator's telephone number 516-294-7000
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	113
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	51
b Retired or separated participants receiving benefits.....	6b	15
c Other retired or separated participants entitled to future benefits.....	6c	29
d Subtotal. Add lines 6a , 6b , and 6c	6d	95
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	5
f Total. Add lines 6d and 6e	6f	100
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 1A 1G 1I

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

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

a Pension Schedules

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

b General Schedules

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

<div>SCHEDULE A (Form 5500) <div>Department of the Treasury Internal Revenue Service</div><div>Department of Labor Employee Benefits Security Administration</div><div>Pension Benefit Guaranty Corporation</div></div>	<div>Insurance Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div> <div>▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).</div>	<div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection</div>
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan DOVER PUBLICATIONS INC. RETIREMENT INCOME PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500. DOVER PUBLICATIONS INC.	D Employer Identification Number (EIN) 13-5630853	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions	Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier
PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-1050034	93629	GR-1652	100	01/01/2009	12/31/2009

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end **4** 2433277**5** Current value of plan's interest under this contract in separate accounts at year end **5****6** Contracts With Allocated Funds:**a** State the basis of premium rates ▶**b** Premiums paid to carrier **6b****c** Premiums due but unpaid at the end of the year **6c****d** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. **6d**

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity(3) ☐ other (specify) ▶**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**a** Type of contract: (1) ☐ deposit administration (2) ☒ immediate participation guarantee(3) ☐ guaranteed investment (4) ☐ other ▶**b** Balance at the end of the previous year **7b** 2647333**c** Additions: (1) Contributions deposited during the year **7c(1)**(2) Dividends and credits **7c(2)**(3) Interest credited during the year **7c(3)** 142489(4) Transferred from separate account **7c(4)**(5) Other (specify below) **7c(5)**

▶

(6) Total additions **7c(6)** 142489**d** Total of balance and additions (add **b** and **c(6)**). **7d** 2789822**e** Deductions:(1) Disbursed from fund to pay benefits or purchase annuities during year **7e(1)** 312762(2) Administration charge made by carrier **7e(2)**(3) Transferred to separate account **7e(3)**(4) Other (specify below) **7e(4)** 43783

▶ 5500 CHARGES ADMIN EXPENSE ANNUAL FUNDING NOTICE CHG

(5) Total deductions **7e(5)** 356545**f** Balance at the end of the current year (subtract **e(5)** from **d**) **7f** 2433277

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.	10b	

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

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

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

A Name of plan <u>DOVER PUBLICATIONS INC. RETIREMENT INCOME PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>DOVER PUBLICATIONS INC.</u>	D Employer Identification Number (EIN) <u>13-5630853</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☒ 101-500 ☐ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2009</u>	
2 Assets:	
a Market value	2a <u>2647333</u>
b Actuarial value	2b <u>2647333</u>
3 Funding target/participant count breakdown	
	(1) Number of participants (2) Funding Target
a For retired participants and beneficiaries receiving payment	3a <u>61</u> <u>1624605</u>
b For terminated vested participants	3b <u>32</u> <u>248076</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>3207</u>
(2) Vested benefits	3c(2) <u>502491</u>
(3) Total active	3c(3) <u>66</u> <u>505698</u>
d Total	3d <u>159</u> <u>2378379</u>
4 If the plan is at-risk, check the box and complete items (a) and (b)	☐
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>8.28</u> %
6 Target normal cost	6 <u>41399</u>

Statement by Enrolled Actuary

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

SIGN HERE	<u>08/19/2010</u>
Signature of actuary	Date
<u>KATHLEEN R PREWITT</u>	<u>08-01943</u>
Type or print name of actuary	Most recent enrollment number
<u>PRIAC</u>	<u>860-534-2109</u>
Firm name	Telephone number (including area code)
<u>280 TRUMBULL STREET</u> <u>HARTFORD, CT 06103-2975</u>	
Address of the firm	

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

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

Schedule SB (Form 5500) 2009
v.092308.1

Part II Beginning of year carryover and prefunding balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	426	
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9	Amount remaining (Item 7 minus item 8).....	426	0
10	Interest on item 9 using prior year's actual return of <u>5.90</u> %	25	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		0
b	Interest on (a) using prior year's effective rate of <u>5.75</u> %		0
c	Total available at beginning of current plan year to add to prefunding balance		0
d	Portion of (c) to be added to prefunding balance.....		0
12	Reduction in balances due to elections or deemed elections.....	0	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....	451	0

Part III Funding percentages			
14	Funding target attainment percentage.....	14	111.28 %
15	Adjusted funding target attainment percentage.....	15	111.30 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	92.82 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV Contributions and liquidity shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ►			18(b)	0	18(c) 0

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

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

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

21 Discount rate:				
a Segment rates:	1st segment: %	2nd segment: %	3rd segment: %	☒ N/A, full yield curve used
b Applicable month (enter code)				21b 2
22 Weighted average retirement age				22 65
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

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

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.

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

<div>A Name of plan</div> <div>DOVER PUBLICATIONS INC. RETIREMENT INCOME PLAN</div>	<div>B Three-digit plan number (PN)</div> <div>▶</div> <div>001</div>
<div>C Plan sponsor's name as shown on line 2a of Form 5500</div> <div>DOVER PUBLICATIONS INC.</div>	<div>D Employer Identification Number (EIN)</div> <div>13-5630853</div>

Part I

Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
PRUDENTIAL RETIREMENT INS & ANNUITY
06-1050034

(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)

PRUDENTIAL RETIREMENT INS & ANNUITY

06-1050034

(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?
12	NONE	43783	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

a Name:	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 H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan DOVER PUBLICATIONS INC. RETIREMENT INCOME PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 DOVER PUBLICATIONS INC.	D Employer Identification Number (EIN) 13-5630853	

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

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(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)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	2647333	2433277
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	2647333	2433277

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	2647333	2433277
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		0
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	142489	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		142489
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B).....	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		142489

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	312762	
(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)		312762
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	43783	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		43783
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		356545

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-214056
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: MCGLADREY & PULLEN, LLP

(2) EIN: 42-0714352

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

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

5b(1) Name of plan(s)

5b(2) EIN(s)

5b(3) PN(s)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.

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

A Name of plan <u>DOVER PUBLICATIONS INC. RETIREMENT INCOME PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>DOVER PUBLICATIONS INC.</u>	D Employer Identification Number (EIN) <u>13-5630853</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>22-1211670</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>12</u>

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

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

Part III	Amendments
-----------------	-------------------

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

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

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

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

Schedule R (Form 5500) 2009
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
 Stock: _____% 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): _____

Dover Publications Inc. Retirement Income Plan

Financial Statements
and
Supplemental Schedules

December 31, 2009 and 2008

Dover Publications Inc. Retirement Income Plan

FINANCIAL STATEMENTS
AND
SUPPLEMENTAL SCHEDULES
December 31, 2009 and 2008

C O N T E N T S

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INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator and Retirement Committee of
Dover Publications Inc. Retirement Income Plan
North Chelmsford, Massachusetts

We were engaged to audit the accompanying statements of net assets available for plan benefits of the Dover Publications Inc. Retirement Income Plan (the "Plan") as of December 31, 2009 and 2008, and the related statement of changes in net assets available for plan benefits for the year ended December 31, 2009, and supplemental schedules of (a) Schedule H, line 4i-Schedule of Assets Held (At End of Year), and (b) Schedule H, line 4j-Schedule of Reportable Transactions as of or for the year ended December 31, 2009. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Prudential Retirement Insurance and Annuity Company, the trustee of the Plan, except for comparing this information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's assets and executes transactions. The plan administrator has obtained certifications from the trustee regarding the completeness and accuracy of the information summarized in Note 6 that was provided to the plan administrator by the trustee as of and for the year ended December 31, 2009, and as of December 31, 2008.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified or provided 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 United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

McGladrey & Pullen, LLP

December 8, 2011
Boston, Massachusetts

Dover Publications Inc. Retirement Income Plan

Statements of Net Assets Available for Plan Benefits

December 31, 2009 and 2008

	<u>2009</u>	<u>2008</u>
ASSETS		
Investments, at fair value:		
Guaranteed investment contract	<u>\$ 2,433,277</u>	<u>\$ 2,647,333</u>
Net assets available for plan benefits	<u><u>\$ 2,433,277</u></u>	<u><u>\$ 2,647,333</u></u>

The accompanying notes are an integral part of these financial statements.

Dover Publications Inc. Retirement Income Plan

Statement of Changes in Net Assets Available for Plan Benefits

Year Ended December 31, 2009

Additions to net assets attributable to:

Investment income:

Interest income	\$ 142,489
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Total additions	<u>142,489</u>
-----------------	----------------

Deductions from net assets attributable to:

Benefits paid	312,762
---------------	---------

Administrative expenses	<u>43,783</u>
-------------------------	---------------

Total deductions	<u>356,545</u>
------------------	----------------

Net decrease in net assets	(214,056)
----------------------------	-----------

Net assets available for plan benefits:

Beginning of year	<u>2,647,333</u>
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End of year	<u><u>\$ 2,433,277</u></u>
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Dover Publications Inc. Retirement Income Plan

Notes to Financial Statements
December 31, 2009 and 2008

1. DESCRIPTION OF PLAN

The following description of the Dover Publications Inc. Retirement Income Plan, (the "Plan") is provided for general information purposes only. Participants should refer to the plan document for more complete information.

General

The Plan is a noncontributory defined benefit pension plan sponsored by Dover Publications Inc. (the "Company"). The Plan covers certain employees of the Company. The Plan was originally effective as of January 1, 1965. The Plan was restated July 24, 2001, and provided for a freeze of future benefit accruals as of December 31, 2001. After that date, no new employees could become eligible to participate in the Plan and no additional benefits were accrued by active participants. The Plan was most recently amended effective August 31, 2009 to adopt provisions of the Pension Protection Act of 2006. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Assets of the Plan are held in a general account by Prudential Retirement Insurance and Annuity Company (the "Trustee").

Eligibility

Under the provisions of the Plan, participation in the Plan is limited to employees who were hired prior to December 31, 2001, who, prior to that date, had attained 21 years of age and completed at least one year of service, as defined.

Pension Benefits

Participants who have completed five years of qualified service become 100 percent vested in their pension benefits under the Plan. The normal retirement age is the latter of 65 or the fifth anniversary of the employee's initial participation (or 65 for those who became participants prior to January 1, 1988); however, the Plan permits early retirement between the ages of 55 and 64. Participants may elect to receive their pension benefits in any optional forms including a lump sum. If participants terminate before rendering five years of service, they forfeit the right to receive their accumulated plan benefits.

Death and Disability Benefits

Survivor benefits are available under optional forms subject to certain conditions. There are no disability retirement benefits payable under the Plan.

2. SUMMARY OF ACCOUNTING POLICIES

Basis of Presentation and Use of Estimates and Assumptions

The financial statements have been prepared in accordance with accounting standards set by the Financial Accounting Standards Board ("FASB"). The FASB sets generally accepted accounting principles ("GAAP") to ensure net assets available for plan benefits and changes in net assets available for plan benefits are consistently reported. References to GAAP issued by the FASB in these footnotes are to the FASB Accounting Standards Codification ("FASB ASC"). The FASB finalized FASB ASC effective for the periods ending on or after September 15, 2009.

Dover Publications Inc. Retirement Income Plan

Notes to Financial Statements
December 31, 2009 and 2008

2. SUMMARY OF ACCOUNTING POLICIES...continued

Basis of Presentation and Use of Estimates and Assumptions...continued

The preparation of the financial statements in conformity with GAAP requires the Company's management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from these estimates.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. The Plan presents in the statement of changes in net assets available for plan benefits the net appreciation (depreciation) in the fair value of investments, which consists of the realized gains (losses) and the unrealized appreciation (depreciation) on those investments.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump sum distributions, which are attributable under the Plan's provisions to the service employees have rendered as of the valuation date. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits payable under all circumstances - retirement, death, and termination of employment - are included, to the extent they are deemed attributable to the employee's service rendered to the valuation date.

The actuarial present value of accumulated plan benefits is determined by the actuary, and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money and the probability of payment between the valuation date and the expected date of payment.

Actuarial Valuation and Actuarial Assumptions

The actuarial cost method used to calculate the costs and liabilities of the Plan is Unit Credit Actuarial Cost Method.

Actuarial gains and losses are calculated each year and amortized over the minimum and maximum periods allowed by law from the year of such gain or loss. All employees who are plan participants on a valuation date are included in the actuarial valuation.

The Plan's actuary is Prudential Financial for the Plan years ended December 31, 2009 and 2008.

Dover Publications Inc. Retirement Income Plan

Notes to Financial Statements
December 31, 2009 and 2008

2. SUMMARY OF ACCOUNTING POLICIES...continued

Actuarial Valuation and Actuarial Assumptions...continued

Actuarial valuations were performed as of January 1, 2010 and 2009. There were no significant differences between December 31, 2009 and 2008 and January 1, 2010 and 2009, respectively, which would cause the actuarial valuations not to be representative as of December 31, 2009 and 2008. The significant actuarial assumptions used in the valuation as of and for the years ended December 31, 2009 and 2008, the valuation dates, are as follows:

Pre- and Post-Retirement Mortality

Mortality rates were determined in accordance with the IRS Static Mortality Tables for each respective year.

Investment Return

For the year ended December 31, 2009, the investment funds are assumed to earn interest using the non-transitional segment rates with a 4 month look back to September 2009 (5.03% for the first 5 years, 6.73% for the next 15 years and 6.82% after 20 years). For the year ended December 31, 2008, the investment funds are assumed to earn interest using the non-transitional segment rates with a 4 month look back to September 2008 (5.07% for the first 5 years, 6.09% for the next 15 years and 6.56% after 20 years).

Employee Termination

Termination rates for participants range from 0.00 to 0.93 based on both age and gender.

Pre-Retirement Death Benefit

Pre-retirement death benefit is calculated using aforementioned mortality, interest and termination assumptions and on the assumption that 60% of female and 90% of male participants have spouses.

Lump Sum

It is assumed that 50% of participants will elect a lump sum at retirement.

Salary Increase

A salary is not applicable to the Plan.

Employees Included in Computation

Included are all active employees who satisfy the requirements for eligibility in the Plan as of the valuation date.

Current Liability Interest Rate

For the year ended December 31, 2009, the statutory interest rate used to calculate the current liability was the non-transitional segment rates with a 4 month look back to September 2009 (5.03% for the first 5 years, 6.73% for the next 15 years and 6.82% after 20 years). For the year ended December 31, 2008, the statutory interest rate used to calculate the current liability was the October 2008 Corporate Bond Yield.

Dover Publications Inc. Retirement Income Plan

Notes to Financial Statements
December 31, 2009 and 2008

2. SUMMARY OF ACCOUNTING POLICIES...continued

Actuarial Valuation and Actuarial Assumptions...continued

Expenses

For the years ended December 31, 2009 and 2008, \$44,000 and \$41,399, respectively, of expenses are assumed payable from plan assets.

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

The Plan has a deficit of benefit obligations over net assets at December 31, 2009. It is expected that the current deficiency will be funded through future employer contributions.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Fair Value Measurements

Effective January 1, 2008, the Plan adopted the guidance in FASB ASC 820 – *Fair Value Measurements and Disclosures*, which defines fair value, and establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

- Level 1 – Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.
- Level 2 – Valuations based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.
- Level 3 – Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Accordingly, the degree of judgment exercised by the Plan in determining fair value is greatest for instruments categorized in Level 3. A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Fair value is a market-based measure considered from the perspective of a market participant rather than an entity-specific measure. Therefore, even when market assumptions are not readily available, the Plan's own assumptions are set to reflect those that market participants would use in pricing the asset or liability at the measurement date. The Plan uses prices and inputs that are current as of the measurement date, including during periods of market dislocation. In periods of market dislocation, the observability of prices and inputs may be reduced for many instruments. This condition could cause an instrument to be reclassified from Level 1 to Level 2 or Level 2 to Level 3.

Dover Publications Inc. Retirement Income Plan

Notes to Financial Statements
December 31, 2009 and 2008

2. SUMMARY OF ACCOUNTING POLICIES...continued

Fair Value Measurements...continued

Effective January 1, 2009, the guidance in FASB ASC 820 became effective for nonfinancial assets or nonfinancial liabilities that are recorded or disclosed at fair value on a non-recurring basis. As of December 31, 2009, the Plan does not have any non-financial assets or liabilities which are required to be at fair value.

Valuation Techniques

There have been no changes in the valuation techniques used during the current period.

Guaranteed Investment Contract

The Plan's investments in the guaranteed investment contract are maintained in a general investment fund, which is stated at contract value, which represents cost, plus interest income, and less distributions for benefits and administrative expenses. The contract value of the guaranteed investment contract approximates its fair value. This investment is categorized as Level 3.

Accounting for Uncertainty in Income Taxes

The FASB issued new guidance on accounting for uncertainty in income taxes. The Plan adopted the new guidance for the year ended December 31, 2009. Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and had taken no uncertain tax positions that require recognition or disclosure in the financial statements. Therefore no provision or liability for income taxes has been included in the financial statements. With few exceptions, the Plan is no longer subject to income tax examinations by the U.S. federal, state, or local tax authorities for years before 2006.

Accounting Pronouncements Adopted in 2009

In April 2009, the FASB issued FSP FAS 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly*, which was included in Subtopic 820-10-35 in the FASB Codification. ASC 820-10-35 provides guidance regarding how to determine whether there has been a significant decrease in the volume and level of activity for the asset or liability when compared with normal market activity for the asset or liability. In such situations, an entity may conclude that transactions or quoted prices may not be determinative of fair value, and may adjust the transactions or quoted prices to arrive at the fair value of the asset or liability. ASC 820-10-35 also requires disclosures of the breakdown of debt and equity investments by major category based on nature and risks of the investments. This new guidance within ASC 820 is effective for interim and annual reporting periods ending after June 15, 2009, with early adoption permitted for periods ending after March 15, 2009, and must be applied prospectively. The Plan adopted this new guidance effective for plan year ended December 31, 2009. See Note 4 for related disclosures.

Dover Publications Inc. Retirement Income Plan

Notes to Financial Statements
December 31, 2009 and 2008

2. SUMMARY OF ACCOUNTING POLICIES...continued

Accounting Pronouncements Adopted in 2009...continued

The FASB issued guidance which establishes general standards of accounting for and disclosing events that occur after the date of the statement of net assets available for plan benefits but before financial statements are issued or are available to be issued. The standard defines the period after the balance sheet date during which management of a reporting entity should evaluate events or transactions that may occur for potential recognition or disclosure in the financial statements, the circumstances under which an entity should recognize events or transactions occurring after the date of the statement of net assets available for plan benefits in its financial statements and the disclosures that an entity should make about events or transactions that occurred after the balance sheet date. The guidance is effective for fiscal years, and interim periods within those fiscal years, ending after June 15, 2009. Management has adopted this guidance as of January 1, 2009. See Note 12 for related disclosures.

In September 2009, the FASB issued ASU No. 2009-12, *Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)* ("ASU 2009-12"), which amends the Fair Value Measurements and Disclosures Topic of the FASB ASC to permit the use of net asset value per share, without further adjustment, to estimate the fair value of investments in investment companies that do not have readily determinable fair values. The net asset value per share must be calculated in a manner consistent with the measurement principles of the Financial Services – Investment Companies Topic of the FASB ASC and can be used by investors in investments such as hedge funds, private equity funds, venture capital funds and real estate funds. If it is probable the investment will be sold for an amount other than net asset value, the investor would be required to estimate the fair value of the investment considering all of the rights and obligations of the investment and any other market available data. In addition, the amendments require enhanced disclosure for the investments within the scope of this accounting update. The accounting guidance in ASU 2009-12 is effective for periods ending after December 15, 2009, and early adoption is permitted. The Plan adopted these amendments effective January 1, 2009. The adoption did not have an impact on the Plan's financial statements.

Recent Accounting Pronouncements

In January 2010, the FASB issued ASU No. 2010-06, *Improving Disclosures about Fair Value Measurements* ("ASU 2010-06"), which primarily requires new disclosures related to the levels within the fair value hierarchy. An entity will be required to disclose significant transfers in and out of Levels 1 and 2 of the fair value hierarchy, and separately present information related to purchases, sales, issuances and settlements in the reconciliation of fair value measurements classified as Level 3. In addition, ASU 2010-06 will amend the fair value disclosure requirement for pension and postretirement benefit plan assets to require this disclosure at the investment class level. ASU 2010-06 will be effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures related to purchases, sales, issuances and settlements for Level 3 fair value measurements, which are effective for reporting periods beginning after December 15, 2010. The Plan will include the disclosures as required by ASU 2010-06 in the notes to the Plan's financial statements effective January 1, 2010, except for the disclosures related to Level 3 fair value measurements, which will be included in the notes to the Plan's financial statements effective January 1, 2011.

Dover Publications Inc. Retirement Income Plan

Notes to Financial Statements
December 31, 2009 and 2008

3. INVESTMENTS

The following table presents the fair value of all Plan investments at December 31, 2009 and 2008. Amounts that represent five percent or more of the Plan's net assets are separately identified.

	<u>2009</u>	<u>2008</u>
Investments at fair value:		
Guaranteed investment contract:		
Prudential Retirement Insurance and Annuity Company	\$ 2,433,277	\$ 2,647,333
Total investments at fair value	\$ 2,433,277	\$ 2,647,333

During 2009, there was no appreciation (depreciation) in fair value (including gains and losses on investments bought and sold, as well as held during the year) on the Plan's investment in the guaranteed investment contract.

4. FAIR VALUE DISCLOSURE

Assets measured at fair value on a recurring basis as of December 31, 2009 and 2008 are as follows:

	Total Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2009:				
Investments:				
Guaranteed investment contract	\$ 2,433,277	\$ -	\$ -	\$ 2,433,277
Total investments at fair value	\$ 2,433,277	\$ -	\$ -	\$ 2,433,277
	Total Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2008:				
Investments:				
Guaranteed investment contract	\$ 2,647,333	-	-	\$ 2,647,333
Total investments at fair value	\$ 2,647,333	\$ -	\$ -	\$ 2,647,333

Dover Publications Inc. Retirement Income Plan

Notes to Financial Statements
December 31, 2009 and 2008

4. FAIR VALUE DISCLOSURE...continued

Changes in the fair value of the Plan's Level 3 investments during the year ended December 31, 2009 were as follows:

	<u>Guaranteed Investment Contracts</u>
Balance at December 31, 2008	\$ 2,647,333
Income	142,489
Disbursements	<u>(356,545)</u>
Balance at December 31, 2009	<u>\$ 2,433,277</u>

5. FUNDING POLICY

Contributions to provide benefits under the Plan are made solely by the Company. The Company's funding policy is to make cash contributions to the Plan in amounts as determined by the Plan's independent actuary. The Company met the minimum funding requirements of ERISA for the year ended December 31, 2009.

6. INFORMATION PREPARED AND CERTIFIED BY PLAN'S TRUSTEE

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Prudential Retirement Insurance and Annuity Company, the trustee of the Plan, has certified to the completeness and accuracy of all investments reflected on the accompanying statements of net assets available for plan benefits as of December 31, 2009 and 2008, the Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year) as of December 31, 2009, the Schedule H, Line 4(j) - Schedule of Reportable Transactions for the year ended December 31, 2009 and the related investment activity reflected in the statement of changes in net assets available for plan benefits for the year ended December 31, 2009.

7. RISKS AND UNCERTAINTIES

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

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

Dover Publications Inc. Retirement Income Plan

Notes to Financial Statements
December 31, 2009 and 2008

8. INCOME TAX STATUS

The Plan obtained its latest determination letter on January 9, 2003, in which the Internal Revenue Service stated that the Plan as then designed, was in compliance with the applicable requirements of the Internal Revenue Code ("IRC"). The Plan has been amended since receiving the determination letter; however, the Company and the plan administrator believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC and the Plan and related trust continue to be tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

9. ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

The actuarial present value of accumulated plan benefits is presented as of December 31, 2009 and 2008 as follows:

	<u>2009</u>	<u>2008</u>
Actuarial present value of accumulated plan benefits:		
Vested benefits:		
Active participants	\$ 626,738	\$ 632,577
Participants with deferred benefits	233,970	312,652
Participants receiving benefits	<u>1,808,924</u>	<u>1,863,082</u>
	<u>2,669,632</u>	<u>2,808,311</u>
Nonvested benefits	<u>3,255</u>	<u>4,103</u>
Total actuarial present value of accumulated plan benefits	<u>\$ 2,672,887</u>	<u>\$ 2,812,414</u>

The following is a summary of the changes in the actuarial present value of accumulated plan benefits for the year ended December 31, 2009:

Actuarial present value of accumulated plan benefits	
at December 31, 2008	\$ 2,812,414
Increase attributable to benefits accumulated	92,195
Increase for interest due to the decrease in the discount period	173,334
Assumption changes	(92,294)
Benefit payments	<u>(312,762)</u>
Actuarial present value of accumulated plan benefits	
at December 31, 2009	<u>\$ 2,672,887</u>

10. PARTY-IN-INTEREST TRANSACTIONS

Plan investments consist of a guaranteed investment contract managed by Prudential Retirement Insurance and Annuity Company, the trustee of the Plan, that qualify as party-in-interest transactions as that term is defined in Section 3(14) of ERISA.

11. PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right under the Plan, in certain circumstances, to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event that the Plan is terminated, the net assets of the Plan will be allocated for payment of plan benefits to the participants in an order of priority determined in accordance with ERISA, applicable regulations there under and the plan document.

Dover Publications Inc. Retirement Income Plan

Notes to Financial Statements
December 31, 2009 and 2008

11. PLAN TERMINATION...continued

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation ("PBGC") if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination, subject to a statutory ceiling on the amount of an individual's monthly benefit.

Whether all participants receive their benefits should the Plan be terminated at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits, the priority of those benefits to be paid and the level and type of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by the then existing assets and the PBGC guaranty while other benefits may not be provided for at all.

12. SUBSEQUENT EVENTS

On June 22, 2011, the plan administrator received a Notice of Rejection of the Form 5500 Annual Report for 2009. In response, the Company filed an amended Form 5500, including audited financial statements, for 2009. The auditor's report contained a disclaimer of opinion with respect to the accumulated plan benefits.

On September 26, 2011, the plan administrator received a Notice of Intent to Assess a Penalty letter for 2009 from the DOL, to which the Company had 35 days to respond. The auditor's report attached to the amended Form 5500 filed on August 8, 2011 was not accepted by the DOL. The plan administrator submitted a reasonable cause statement to the DOL on October 26, 2011.

On December 8, 2011, after obtaining additional information and providing such information to its auditor's, the Company again amended its 2009 Form 5500. The auditor's opinion included with the amended filing contained the limited scope disclaimer as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

During the course of the 2010 audit of the Plan, it was discovered that for a certain participant, the benefit calculation was performed incorrectly by the Actuary, resulting in the participant receiving benefits in excess of what was entitled. The Actuary has acknowledged responsibility for the error and has calculated and committed to fund to the Plan, the resulting overpayment plus interest of approximately \$110,500.

The Company has evaluated subsequent events through December 8, 2011, the date which the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULES

Dover Publications Inc. Retirement Income Plan

Employer Identification Number 13-5630853

Plan Number 001

Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)
December 31, 2009

(a)	(b)	(c)					(d)	(e)
		Description of Investment						
	Identity of Issuer, Lessor, Borrower, or Similar Party	Type of Investment	Maturity Date	Rate of Interest	Collateral	Par or Maturity Value	Cost	Current Value
* Prudential Retirement Insurance and Annuity Company		Guaranteed investment contract	n/a	n/a	n/a	n/a	\$ 2,433,277	\$ 2,433,277
							\$ 2,433,277	\$ 2,433,277

* Represents a party-in-interest to the Plan.

Dover Publications Inc. Retirement Income Plan

Employer Identification Number 13-5630853

Plan Number 001

Schedule H, Line 4(j) - Schedule of Reportable Transactions

Year Ended December 31, 2009

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Lease Rental	Expense Incurred with Transaction	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain (Loss)
Category 1 - Single transaction exceeds 5% of value								
* Prudential Retirement Insurance and Annuity Company	Guaranteed investment contract	\$ -	\$ 357,206	\$ -	\$ -	\$ 357,206	\$ 357,206	\$ -
Category 2 - Series of transactions with the same broker exceeds 5% of value								
None								
Category 3 - Series of transactions in the same security exceeds 5% of value								
* Prudential Retirement Insurance and Annuity Company	Guaranteed investment contract	\$ -	\$ 357,206	\$ -	\$ -	\$ 357,206	\$ 357,206	\$ -
Category 4 - Single transactions with one broker exceeds 5% of value								
None								

* Represents a party-in-interest to the Plan.

Dover Publications Inc Retirement Income Plan

EIN/PN: 13-5630853 / 001

1/1/2009

Line 22 - Description of Weighted Average Retirement Age

Weighted Average Retirement Age:	Age 65. Participants at or beyond this age are assumed to retire immediately.
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Actuarial Cost Method

Costs have been computed in accordance with the Unit Credit Actuarial Cost Method and reflect the actuarial assumptions described in “Plan Assumptions” of this report as provided under the applicable regulations of the Pension Protection Act of 2006.

Target Normal Cost

The Target Normal Cost is the present value of benefits expected to accrue during the plan year for all Participants.

Target Liability and Funding Shortfall

As of January 1, 2008, a Target Liability is established which represents the present value of accrued benefits. This Target Liability is offset by adjusted assets, and the remainder (i.e. Funding Shortfall), if any, is amortized over seven years.

Subsequent changes in the Funding Shortfall due to asset experience, liability experience, plan amendments, and/or actuarial assumption changes will be amortized over a seven year period from their valuation dates.

Discount Rate

The plan sponsor has elected to use the Full Yield Curve approach for discount rate purposes.

Refer to the plan assumption section (Appendix E and F) for additional detail.

Asset Valuation Method

Assets have been valued in accordance with generally accepted procedures as described below.

Funds invested in the General Accounts of an insurance company.	Stated contract value of funds
---	--------------------------------

Funds invested in insurance company Separate Accounts.	Market value
--	--------------

Each assumption, used in combination, represents the best estimate of anticipated experience under the plan. Each assumption used (a) is reasonable taking into account the experience of the plan and reasonable expectations, or (b) would, in the aggregate, result in a total contribution equivalent to that which would be determined if each such assumption were reasonable.

The actuarial assumptions as of January 1, 2009 used in this report are:

Investment Return:

Funding Liability:
October 2008 Corporate Bond Yield

Accounting Liability:
Non-transitional segment rates with 4 month look back:
September 2008 rates: 5.07%, 6.09%, and 6.56%

Salary Scale:

Not Applicable.

Estimated Expenses:

Estimated expenses expected to be paid from Plan
Assets are \$41,399.

Mortality:

Funding and Accounting:
The IRS 2009 Static Mortality Table.

Termination:

The probabilities that Participants at the ages indicated will
terminate before reaching the assumed retirement age are:

<u>Age</u>	<u>Male</u>	<u>Female</u>
20	80.0%	92.6%
25	71.2%	86.7%
30	52.1%	67.8%
35	32.0%	46.8%
40	15.4%	24.7%
45	4.4%	7.3%
50	0.0%	0.0%

This is Connecticut General Term Scale A.

Retirement Age:

Age 65 or the completion of 5 years of service, if later.
Participants at or beyond this age are assumed to retire immediately.

Social Security

Primary Insurance Amount:
Not Applicable

Covered Compensation:
Not Applicable

Spouse's Benefit

It is assumed that husbands are 3 years older than wives and that 90% of the male Participants and 60% of the female Participants who are or will become eligible for coverage under the Survivor's Benefit will be survived by an eligible survivor.

Disability

None.

Lump Sums

It was assumed that 50% of the participants elected a lump sum at retirement.

IRS Full Yield Curve Interest Rates for October 2008

Interest type: Spot rate curve

<u>Effective Period (in years)</u>		<u>Rate</u>	<u>Effective Period (in years)</u>		<u>Rate</u>
<u>From:</u>	<u>To:</u>		<u>From:</u>	<u>To:</u>	
0	1	0.0545	50	51	0.0699
1	2	0.0683	51	52	0.0697
2	3	0.0764	52	53	0.0696
3	4	0.0795	53	54	0.0695
4	5	0.0811	54	55	0.0694
5	6	0.0825	55	56	0.0692
6	7	0.0841	56	57	0.0691
7	8	0.0857	57	58	0.0690
8	9	0.0871	58	59	0.0689
9	10	0.0881	59	60	0.0688
10	11	0.0887	60	61	0.0687
11	12	0.0889	61	62	0.0686
12	13	0.0887	62	63	0.0685
13	14	0.0882	63	64	0.0684
14	15	0.0874	64	65	0.0683
15	16	0.0865	65	66	0.0682
16	17	0.0854	66	67	0.0681
17	18	0.0843	67	68	0.0681
18	19	0.0832	68	69	0.0680
19	20	0.0822	69	70	0.0679
20	21	0.0811	70	71	0.0678
21	22	0.0802	71	72	0.0678
22	23	0.0793	72	73	0.0677
23	24	0.0785	73	74	0.0676
24	25	0.0777	74	75	0.0676
25	26	0.0771	75	76	0.0675
26	27	0.0765	76	77	0.0674
27	28	0.0759	77	78	0.0674
28	29	0.0754	78	79	0.0673
29	30	0.0750	79	80	0.0673
30	31	0.0746	80	81	0.0672
31	32	0.0742	81	82	0.0671
32	33	0.0739	82	83	0.0671
33	34	0.0735	83	84	0.0670
34	35	0.0732	84	85	0.0670
35	36	0.0729	85	86	0.0669
36	37	0.0726	86	87	0.0669
37	38	0.0724	87	88	0.0668
38	39	0.0721	88	89	0.0668
39	40	0.0719	89	90	0.0667
40	41	0.0717	90	91	0.0667
41	42	0.0714	91	92	0.0667
42	43	0.0712	92	93	0.0666
43	44	0.0710	93	94	0.0666
44	45	0.0709	94	95	0.0665
45	46	0.0707	95	96	0.0665
46	47	0.0705	96	97	0.0665
47	48	0.0703	97	98	0.0664
48	49	0.0702	98	99	0.0664
49	50	0.0700	99	100	0.0663

SECTION I

SUMMARY OF VALUATION RESULTS (Continued)

Changes Since Last Year's Valuation

Changes in Pension Plan Provisions

There were no changes in the pension plan provisions recognized with this actuarial valuation.

New Legislation

There were no significant legislative changes recognized with this actuarial valuation.

Changes in Actuarial Assumptions

Per IRS guidance, target normal cost must include administrative expenses expected to be paid from plan assets. This was assumed to be \$41,399 for the 2009 plan year.

Changes in Actuarial Cost Method

For funding purposes, the Mortality Table has been changed to the IRS 2009 Mortality Table and the interest rate used is the IRS Full Yield Curve for October 2008.

Benefit Restrictions and "At Risk" Status

There are no benefit restrictions associated with the current plan year.

The Plan is not considered "At Risk" for the current plan year.

DISTRIBUTION OF ACTIVE PARTICIPANTS BY AGE AND SERVICE

Number of Active Employees as of January 1, 2009 -- Distribution by Age and Service

Attained Age	Years of Credited Service										Total
	<u>Under 1</u>	<u>1-4</u>	<u>5-9</u>	<u>10-14</u>	<u>15-19</u>	<u>20-24</u>	<u>25-29</u>	<u>30-34</u>	<u>35-39</u>	<u>40+</u>	
Under 25											
25-29											
30-34			2								2
35-39			1	1	1						3
40-44			2	3							5
45-49			1	6	4		1				12
50-54			4	2	2			1			9
55-59			4	3	1	1	1		1		11
60-64			2		1	2		1	2	1	9
65-69			4		4	1					9
70 +				3	1	1	1				6
Total			20	18	14	5	3	2	3	1	66

PLAN PROVISIONS

Earnings	W-2 Earnings. Maximum earnings is \$170,000 as indexed.
Final Earnings	Highest average earnings received in any five consecutive full calendar years during the last ten years before retirement date or average earnings received in the last five full calendar years before early retirement or termination of employment.
Service	All years of Service with the Employer from date of employment to the earliest of retirement, termination of employment, or death.
Credited Service	<p>All years of Service with the Employer from date of employment to the earliest of retirement, termination of employment, or death, except:</p> <p>Prior to January 1, 1976: Age 27 with 3 years of Service.</p> <p>Prior of January 1, 1985 and after January 1, 1976: Age 25 with 1 year of Service; hired prior to age 60.</p> <p>Prior to January 1, 1988 and after January 1, 1985: Age 21 with 1 year of Service; hired prior to age 60.</p> <p>On and after January 1, 1988: Age 21 with 1 year of Service.</p> <p>As of December 31, 2001, Credited Service ceases to accrue.</p>
Form of Annuity	Life annuity.
Normal Retirement Date	The first day of the month coinciding with or next following the Participant's 65th birthday, or if later the fifth anniversary of the participant commencement date.
Social Security	
<i>Covered Compensation</i>	Average of Taxable Wage Bases in effect during working lifetime; provided that the Covered Compensation table used is the earlier of the year of termination of employment or 2001.
Participation Eligibility	<p>Prior to January 1, 1976: Age 27 with 3 years of Service.</p> <p>Prior to January 1, 1985 and after January 1, 1976: Age 25 with one year of Service; hired prior to age 60.</p> <p>Prior to January 1, 1988 and after January 1, 1985: Age 21 with one year of Service; hired prior to age 60.</p> <p>On and after January 1, 1988: Age 21 with one year of Service.</p>

PLAN PROVISIONS (CONT'D)

Benefit Formula

1/2% of past Service earnings up to \$4,800 plus 3/4% of past Service earnings above \$4,800 times Credited Service prior to January 1, 1976; plus 1/2% of Final Earnings up to Covered Compensation plus 3/4% of Final Earnings above Covered Compensation, times Credited Service after January 1, 1976. However, effective on and after December 31, 2006, no further benefits shall accrue under the Plan.

Income Payable

Amount described in sections (a) or (b) below, whichever applies:

- a. If Participant has a Spouse as of his retirement date and does not elect otherwise, retirement income shall be paid on the basis of Joint and Survivor form, as stipulated by ERISA, and will be the amount determined under the benefit formula multiplied by the appropriate factor.
- b. If Participant either has no Spouse as of his retirement date or elects to receive his income under the Normal Form, retirement income will be the amount determined under the benefit formula.

Early Eligibility

Ten years early and 100% vested.

Early Benefit Amount

Normal retirement benefit accrued to early retirement, actuarially reduced by 7.2% per year for the first five years and 3.6% per year for the next five years that the Annuity Commencement Date precedes Normal Retirement Date.

Vesting Schedule

5 years equals 100%.

Vested Benefit

Benefit accrued to date of termination adjusted by the appropriate vesting percentage.

Preretirement Spouse Benefit

A. Eligibility

Eligible for early retirement.

Benefit Formula

50% of the pension benefit accrued to date of death reduced by appropriate early retirement and joint-and-survivor factors.

B. Eligibility

Eligible for vesting but not eligible for early retirement.

Benefit Formula

50% of the vested pension benefit accrued to date of death, payment deferred to no earlier than the early retirement date of the deceased Participant and reduced by the appropriate early retirement and joint-and-survivor factors.

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

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

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

OMB No. 1210-0110

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

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

▶ Round off amounts to nearest dollar.

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

A Name of plan DOVER PUBLICATIONS INC. RETIREMENT INCOME PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF DOVER PUBLICATIONS INC.	D Employer Identification Number (EIN) 13-5630853
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B ☐ Other F Prior year plan size: ☐ 100 or fewer ☒ 101-500 ☐ More than 500	

Part I Basic Information

1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2009</u>		
2 Assets:		
a Market value	2a	2,647,333
b Actuarial value	2b	2,647,333
3 Funding target/participant count breakdown	(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a 61	1,624,605
b For terminated vested participants	3b 32	248,076
c For active participants:		
(1) Non-vested benefits	3c(1)	3,207
(2) Vested benefits	3c(2)	502,491
(3) Total active	3c(3) 66	505,698
d Total	3d 159	2,378,379
4 If the plan is at-risk, check the box and complete items (a) and (b) ☐		
a Funding target disregarding prescribed at-risk assumptions	4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	4b	
5 Effective interest rate	5	8.28 %
6 Target normal cost	6	41,399

Statement by Enrolled Actuary

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

**SIGN
HERE***Kathleen R. Prewitt*

Signature of actuary

08/19/2010

Date

KATHLEEN R. PREWITT

Type or print name of actuary

08-01943

Most recent enrollment number

PRIAC

Firm name

(860) 534-2109

Telephone number (including area code)

280 TRUMBULL STREET

HARTFORD

CT 06103-2975

Address of the firm

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

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

Schedule SB (Form 5500) 2009
v.092308.1

Part II Beginning of year carryover and prefunding balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	426	
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9 Amount remaining (Item 7 minus item 8).....	426	0
10 Interest on item 9 using prior year's actual return of <u>5.90</u> %	25	
11 Prior year's excess contributions to be added to prefunding balance:		
a Excess contributions (Item 38 from prior year)		0
b Interest on (a) using prior year's effective rate of <u>5.75</u> %		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance.....		0
12 Reduction in balances due to elections or deemed elections.....	0	0
13 Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	451	0

Part III Funding percentages

14 Funding target attainment percentage.....	14	111.28 %
15 Adjusted funding target attainment percentage.....	15	111.30 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	92.82 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ▶			18(b)	0	18(c) 0

19 Discounted employer contributions - see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contribution from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	0

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

Liquidity shortfall as of end of Quarter of this plan year

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

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

21 Discount rate:			
a Segment rates:	1st segment: %	2nd segment: %	3rd segment: %
			☒ N/A, full yield curve used
b Applicable month (enter code)			21b 2
22 Weighted average retirement age			22 65
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

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

Dover Publications Inc Retirement Income Plan

EIN/PN: 13-5630853 / 001

1/1/2009

Line 22 - Description of Weighted Average Retirement Age

Weighted Average Retirement Age:

Age 65. Participants at or beyond this age are assumed to retire immediately.

Actuarial Cost Method

Costs have been computed in accordance with the Unit Credit Actuarial Cost Method and reflect the actuarial assumptions described in "Plan Assumptions" of this report as provided under the applicable regulations of the Pension Protection Act of 2006.

Target Normal Cost

The Target Normal Cost is the present value of benefits expected to accrue during the plan year for all Participants.

Target Liability and Funding Shortfall

As of January 1, 2008, a Target Liability is established which represents the present value of accrued benefits. This Target Liability is offset by adjusted assets, and the remainder (i.e. Funding Shortfall), if any, is amortized over seven years.

Subsequent changes in the Funding Shortfall due to asset experience, liability experience, plan amendments, and/or actuarial assumption changes will be amortized over a seven year period from their valuation dates.

Discount Rate

The plan sponsor has elected to use the Full Yield Curve approach for discount rate purposes.

Refer to the plan assumption section (Appendix E and F) for additional detail.

Asset Valuation Method

Assets have been valued in accordance with generally accepted procedures as described below.

Funds invested in the General Accounts of an insurance company.	Stated contract value of funds
---	--------------------------------

Funds invested in insurance company Separate Accounts.	Market value
--	--------------

Each assumption, used in combination, represents the best estimate of anticipated experience under the plan. Each assumption used (a) is reasonable taking into account the experience of the plan and reasonable expectations, or (b) would, in the aggregate, result in a total contribution equivalent to that which would be determined if each such assumption were reasonable.

The actuarial assumptions as of January 1, 2009 used in this report are:

Investment Return:

Funding Liability:

October 2008 Corporate Bond Yield

Accounting Liability:

Non-transitional segment rates with 4 month look back:

September 2008 rates: 5.07%, 6.09%, and 6.56%

Salary Scale:

Not Applicable.

Estimated Expenses:

Estimated expenses expected to be paid from Plan Assets are \$41,399.

Mortality:

Funding and Accounting:

The IRS 2009 Static Mortality Table.

Termination:

The probabilities that Participants at the ages indicated will terminate before reaching the assumed retirement age are:

<u>Age</u>	<u>Male</u>	<u>Female</u>
20	80.0%	92.6%
25	71.2%	86.7%
30	52.1%	67.8%
35	32.0%	46.8%
40	15.4%	24.7%
45	4.4%	7.3%
50	0.0%	0.0%

This is Connecticut General Term Scale A.

Retirement Age:	Age 65 or the completion of 5 years of service, if later. Participants at or beyond this age are assumed to retire immediately.
Social Security	<i>Primary Insurance Amount:</i> Not Applicable <i>Covered Compensation:</i> Not Applicable
Spouse's Benefit	It is assumed that husbands are 3 years older than wives and that 90% of the male Participants and 60% of the female Participants who are or will become eligible for coverage under the Survivor's Benefit will be survived by an eligible survivor.
Disability	None.
Lump Sums	It was assumed that 50% of the participants elected a lump sum at retirement.

IRS Full Yield Curve Interest Rates for October 2008

Interest type: Spot rate curve

<u>Effective Period (in years)</u>		<u>Rate</u>	<u>Effective Period (in years)</u>		<u>Rate</u>
<u>From:</u>	<u>To:</u>		<u>From:</u>	<u>To:</u>	
0	1	0.0545	50	51	0.0699
1	2	0.0683	51	52	0.0697
2	3	0.0764	52	53	0.0696
3	4	0.0795	53	54	0.0695
4	5	0.0811	54	55	0.0694
5	6	0.0825	55	56	0.0692
6	7	0.0841	56	57	0.0691
7	8	0.0857	57	58	0.0690
8	9	0.0871	58	59	0.0689
9	10	0.0881	59	60	0.0688
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Normal Retirement Date	The first day of the month coinciding with or next following the Participant's 65th birthday, or if later the fifth anniversary of the participant commencement date.
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<i>Covered Compensation</i>	Average of Taxable Wage Bases in effect during working lifetime; provided that the Covered Compensation table used is the earlier of the year of termination of employment or 2001.
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PLAN PROVISIONS (CONT'D)

Benefit Formula

1/2% of past Service earnings up to \$4,800 plus 3/4% of past Service earnings above \$4,800 times Credited Service prior to January 1, 1976; plus 1/2% of Final Earnings up to Covered Compensation plus 3/4% of Final Earnings above Covered Compensation, times Credited Service after January 1, 1976. However, effective on and after December 31, 2006, no further benefits shall accrue under the Plan.

Income Payable

Amount described in sections (a) or (b) below, whichever applies:

- a. If Participant has a Spouse as of his retirement date and does not elect otherwise, retirement income shall be paid on the basis of Joint and Survivor form, as stipulated by ERISA, and will be the amount determined under the benefit formula multiplied by the appropriate factor.
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Early Benefit Amount

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Vesting Schedule

5 years equals 100%.

Vested Benefit

Benefit accrued to date of termination adjusted by the appropriate vesting percentage.

Preretirement Spouse Benefit

A. Eligibility

Eligible for early retirement.

Benefit Formula

50% of the pension benefit accrued to date of death reduced by appropriate early retirement and joint-and-survivor factors.

B. Eligibility

Eligible for vesting but not eligible for early retirement.

Benefit Formula

50% of the vested pension benefit accrued to date of death, payment deferred to no earlier than the early retirement date of the deceased Participant and reduced by the appropriate early retirement and joint-and-survivor factors.

SECTION I

SUMMARY OF VALUATION RESULTS (Continued)

Changes Since Last Year's Valuation

Changes in Pension Plan Provisions

There were no changes in the pension plan provisions recognized with this actuarial valuation.

New Legislation

There were no significant legislative changes recognized with this actuarial valuation.

Changes in Actuarial Assumptions

Per IRS guidance, target normal cost must include administrative expenses expected to be paid from plan assets. This was assumed to be \$41,399 for the 2009 plan year.

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For funding purposes, the Mortality Table has been changed to the IRS 2009 Mortality Table and the interest rate used is the IRS Full Yield Curve for October 2008.

Benefit Restrictions and "At Risk" Status

There are no benefit restrictions associated with the current plan year.

The Plan is not considered "At Risk" for the current plan year.

DISTRIBUTION OF ACTIVE PARTICIPANTS BY AGE AND SERVICE

Number of Active Employees as of January 1, 2009 -- Distribution by Age and Service

Attained Age	Years of Credited Service										Total
	<u>Under 1</u>	<u>1-4</u>	<u>5-9</u>	<u>10-14</u>	<u>15-19</u>	<u>20-24</u>	<u>25-29</u>	<u>30-34</u>	<u>35-39</u>	<u>40+</u>	
Under 25											
25-29											
30-34			2								2
35-39			1	1	1						3
40-44			2	3							5
45-49			1	6	4		1				12
50-54			4	2	2			1			9
55-59			4	3	1	1	1		1		11
60-64			2		1	2		1	2	1	9
65-69			4		4	1					9
70 +				3	1	1	1				6
Total			20	18	14	5	3	2	3	1	66

Dover Publications Inc. Retirement Income Plan

Financial Statements
and
Supplemental Schedules

December 31, 2009 and 2008

Dover Publications Inc. Retirement Income Plan

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES December 31, 2009 and 2008

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INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator and Retirement Committee of
Dover Publications Inc. Retirement Income Plan
North Chelmsford, Massachusetts

We were engaged to audit the accompanying statements of net assets available for plan benefits of the Dover Publications Inc. Retirement Income Plan (the "Plan") as of December 31, 2009 and 2008, and the related statement of changes in net assets available for plan benefits for the year ended December 31, 2009, and supplemental schedules of (a) Schedule H, line 4i-Schedule of Assets Held (At End of Year), and (b) Schedule H, line 4j-Schedule of Reportable Transactions as of or for the year ended December 31, 2009. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Prudential Retirement Insurance and Annuity Company, the trustee of the Plan, except for comparing this information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's assets and executes transactions. The plan administrator has obtained certifications from the trustee regarding the completeness and accuracy of the information summarized in Note 6 that was provided to the plan administrator by the trustee as of and for the year ended December 31, 2009, and as of December 31, 2008.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified or provided 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 United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

McGladrey & Pullen, LLP

December 8, 2011
Boston, Massachusetts

Dover Publications Inc. Retirement Income Plan

Statements of Net Assets Available for Plan Benefits

December 31, 2009 and 2008

	<u>2009</u>	<u>2008</u>
ASSETS		
Investments, at fair value:		
Guaranteed investment contract	<u>\$ 2,433,277</u>	<u>\$ 2,647,333</u>
Net assets available for plan benefits	<u><u>\$ 2,433,277</u></u>	<u><u>\$ 2,647,333</u></u>

The accompanying notes are an integral part of these financial statements.

Dover Publications Inc. Retirement Income Plan

Statement of Changes in Net Assets Available for Plan Benefits

Year Ended December 31, 2009

Additions to net assets attributable to:

Investment income:

Interest income	\$ 142,489
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Total additions	<u>142,489</u>
-----------------	----------------

Deductions from net assets attributable to:

Benefits paid	312,762
---------------	---------

Administrative expenses	<u>43,783</u>
-------------------------	---------------

Total deductions	<u>356,545</u>
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Net decrease in net assets	(214,056)
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Net assets available for plan benefits:

Beginning of year	<u>2,647,333</u>
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End of year	<u><u>\$ 2,433,277</u></u>
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Dover Publications Inc. Retirement Income Plan

Notes to Financial Statements
December 31, 2009 and 2008

1. DESCRIPTION OF PLAN

The following description of the Dover Publications Inc. Retirement Income Plan, (the "Plan") is provided for general information purposes only. Participants should refer to the plan document for more complete information.

General

The Plan is a noncontributory defined benefit pension plan sponsored by Dover Publications Inc. (the "Company"). The Plan covers certain employees of the Company. The Plan was originally effective as of January 1, 1965. The Plan was restated July 24, 2001, and provided for a freeze of future benefit accruals as of December 31, 2001. After that date, no new employees could become eligible to participate in the Plan and no additional benefits were accrued by active participants. The Plan was most recently amended effective August 31, 2009 to adopt provisions of the Pension Protection Act of 2006. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Assets of the Plan are held in a general account by Prudential Retirement Insurance and Annuity Company (the "Trustee").

Eligibility

Under the provisions of the Plan, participation in the Plan is limited to employees who were hired prior to December 31, 2001, who, prior to that date, had attained 21 years of age and completed at least one year of service, as defined.

Pension Benefits

Participants who have completed five years of qualified service become 100 percent vested in their pension benefits under the Plan. The normal retirement age is the latter of 65 or the fifth anniversary of the employee's initial participation (or 65 for those who became participants prior to January 1, 1988); however, the Plan permits early retirement between the ages of 55 and 64. Participants may elect to receive their pension benefits in any optional forms including a lump sum. If participants terminate before rendering five years of service, they forfeit the right to receive their accumulated plan benefits.

Death and Disability Benefits

Survivor benefits are available under optional forms subject to certain conditions. There are no disability retirement benefits payable under the Plan.

2. SUMMARY OF ACCOUNTING POLICIES

Basis of Presentation and Use of Estimates and Assumptions

The financial statements have been prepared in accordance with accounting standards set by the Financial Accounting Standards Board ("FASB"). The FASB sets generally accepted accounting principles ("GAAP") to ensure net assets available for plan benefits and changes in net assets available for plan benefits are consistently reported. References to GAAP issued by the FASB in these footnotes are to the FASB Accounting Standards Codification ("FASB ASC"). The FASB finalized FASB ASC effective for the periods ending on or after September 15, 2009.

Dover Publications Inc. Retirement Income Plan

Notes to Financial Statements
December 31, 2009 and 2008

2. SUMMARY OF ACCOUNTING POLICIES...continued

Basis of Presentation and Use of Estimates and Assumptions...continued

The preparation of the financial statements in conformity with GAAP requires the Company's management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from these estimates.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. The Plan presents in the statement of changes in net assets available for plan benefits the net appreciation (depreciation) in the fair value of investments, which consists of the realized gains (losses) and the unrealized appreciation (depreciation) on those investments.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump sum distributions, which are attributable under the Plan's provisions to the service employees have rendered as of the valuation date. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits payable under all circumstances - retirement, death, and termination of employment - are included, to the extent they are deemed attributable to the employee's service rendered to the valuation date.

The actuarial present value of accumulated plan benefits is determined by the actuary, and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money and the probability of payment between the valuation date and the expected date of payment.

Actuarial Valuation and Actuarial Assumptions

The actuarial cost method used to calculate the costs and liabilities of the Plan is Unit Credit Actuarial Cost Method.

Actuarial gains and losses are calculated each year and amortized over the minimum and maximum periods allowed by law from the year of such gain or loss. All employees who are plan participants on a valuation date are included in the actuarial valuation.

The Plan's actuary is Prudential Financial for the Plan years ended December 31, 2009 and 2008.

Dover Publications Inc. Retirement Income Plan

Notes to Financial Statements
December 31, 2009 and 2008

2. SUMMARY OF ACCOUNTING POLICIES...continued

Actuarial Valuation and Actuarial Assumptions...continued

Actuarial valuations were performed as of January 1, 2010 and 2009. There were no significant differences between December 31, 2009 and 2008 and January 1, 2010 and 2009, respectively, which would cause the actuarial valuations not to be representative as of December 31, 2009 and 2008. The significant actuarial assumptions used in the valuation as of and for the years ended December 31, 2009 and 2008, the valuation dates, are as follows:

Pre- and Post-Retirement Mortality

Mortality rates were determined in accordance with the IRS Static Mortality Tables for each respective year.

Investment Return

For the year ended December 31, 2009, the investment funds are assumed to earn interest using the non-transitional segment rates with a 4 month look back to September 2009 (5.03% for the first 5 years, 6.73% for the next 15 years and 6.82% after 20 years). For the year ended December 31, 2008, the investment funds are assumed to earn interest using the non-transitional segment rates with a 4 month look back to September 2008 (5.07% for the first 5 years, 6.09% for the next 15 years and 6.56% after 20 years).

Employee Termination

Termination rates for participants range from 0.00 to 0.93 based on both age and gender.

Pre-Retirement Death Benefit

Pre-retirement death benefit is calculated using aforementioned mortality, interest and termination assumptions and on the assumption that 60% of female and 90% of male participants have spouses.

Lump Sum

It is assumed that 50% of participants will elect a lump sum at retirement.

Salary Increase

A salary is not applicable to the Plan.

Employees Included in Computation

Included are all active employees who satisfy the requirements for eligibility in the Plan as of the valuation date.

Current Liability Interest Rate

For the year ended December 31, 2009, the statutory interest rate used to calculate the current liability was the non-transitional segment rates with a 4 month look back to September 2009 (5.03% for the first 5 years, 6.73% for the next 15 years and 6.82% after 20 years). For the year ended December 31, 2008, the statutory interest rate used to calculate the current liability was the October 2008 Corporate Bond Yield.

Dover Publications Inc. Retirement Income Plan

Notes to Financial Statements
December 31, 2009 and 2008

2. SUMMARY OF ACCOUNTING POLICIES...continued

Actuarial Valuation and Actuarial Assumptions...continued

Expenses

For the years ended December 31, 2009 and 2008, \$44,000 and \$41,399, respectively, of expenses are assumed payable from plan assets.

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

The Plan has a deficit of benefit obligations over net assets at December 31, 2009. It is expected that the current deficiency will be funded through future employer contributions.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Fair Value Measurements

Effective January 1, 2008, the Plan adopted the guidance in FASB ASC 820 – *Fair Value Measurements and Disclosures*, which defines fair value, and establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 – Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.

Level 2 – Valuations based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.

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

To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Accordingly, the degree of judgment exercised by the Plan in determining fair value is greatest for instruments categorized in Level 3. A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Fair value is a market-based measure considered from the perspective of a market participant rather than an entity-specific measure. Therefore, even when market assumptions are not readily available, the Plan's own assumptions are set to reflect those that market participants would use in pricing the asset or liability at the measurement date. The Plan uses prices and inputs that are current as of the measurement date, including during periods of market dislocation. In periods of market dislocation, the observability of prices and inputs may be reduced for many instruments. This condition could cause an instrument to be reclassified from Level 1 to Level 2 or Level 2 to Level 3.

Dover Publications Inc. Retirement Income Plan

Notes to Financial Statements
December 31, 2009 and 2008

2. SUMMARY OF ACCOUNTING POLICIES...continued

Fair Value Measurements...continued

Effective January 1, 2009, the guidance in FASB ASC 820 became effective for nonfinancial assets or nonfinancial liabilities that are recorded or disclosed at fair value on a non-recurring basis. As of December 31, 2009, the Plan does not have any non-financial assets or liabilities which are required to be at fair value.

Valuation Techniques

There have been no changes in the valuation techniques used during the current period.

Guaranteed Investment Contract

The Plan's investments in the guaranteed investment contract are maintained in a general investment fund, which is stated at contract value, which represents cost, plus interest income, and less distributions for benefits and administrative expenses. The contract value of the guaranteed investment contract approximates its fair value. This investment is categorized as Level 3.

Accounting for Uncertainty in Income Taxes

The FASB issued new guidance on accounting for uncertainty in income taxes. The Plan adopted the new guidance for the year ended December 31, 2009. Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and had taken no uncertain tax positions that require recognition or disclosure in the financial statements. Therefore no provision or liability for income taxes has been included in the financial statements. With few exceptions, the Plan is no longer subject to income tax examinations by the U.S. federal, state, or local tax authorities for years before 2006.

Accounting Pronouncements Adopted in 2009

In April 2009, the FASB issued FSP FAS 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly*, which was included in Subtopic 820-10-35 in the FASB Codification. ASC 820-10-35 provides guidance regarding how to determine whether there has been a significant decrease in the volume and level of activity for the asset or liability when compared with normal market activity for the asset or liability. In such situations, an entity may conclude that transactions or quoted prices may not be determinative of fair value, and may adjust the transactions or quoted prices to arrive at the fair value of the asset or liability. ASC 820-10-35 also requires disclosures of the breakdown of debt and equity investments by major category based on nature and risks of the investments. This new guidance within ASC 820 is effective for interim and annual reporting periods ending after June 15, 2009, with early adoption permitted for periods ending after March 15, 2009, and must be applied prospectively. The Plan adopted this new guidance effective for plan year ended December 31, 2009. See Note 4 for related disclosures.

Dover Publications Inc. Retirement Income Plan

Notes to Financial Statements
December 31, 2009 and 2008

2. SUMMARY OF ACCOUNTING POLICIES...continued

Accounting Pronouncements Adopted in 2009...continued

The FASB issued guidance which establishes general standards of accounting for and disclosing events that occur after the date of the statement of net assets available for plan benefits but before financial statements are issued or are available to be issued. The standard defines the period after the balance sheet date during which management of a reporting entity should evaluate events or transactions that may occur for potential recognition or disclosure in the financial statements, the circumstances under which an entity should recognize events or transactions occurring after the date of the statement of net assets available for plan benefits in its financial statements and the disclosures that an entity should make about events or transactions that occurred after the balance sheet date. The guidance is effective for fiscal years, and interim periods within those fiscal years, ending after June 15, 2009. Management has adopted this guidance as of January 1, 2009. See Note 12 for related disclosures.

In September 2009, the FASB issued ASU No. 2009-12, *Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)* ("ASU 2009-12"), which amends the Fair Value Measurements and Disclosures Topic of the FASB ASC to permit the use of net asset value per share, without further adjustment, to estimate the fair value of investments in investment companies that do not have readily determinable fair values. The net asset value per share must be calculated in a manner consistent with the measurement principles of the Financial Services – Investment Companies Topic of the FASB ASC and can be used by investors in investments such as hedge funds, private equity funds, venture capital funds and real estate funds. If it is probable the investment will be sold for an amount other than net asset value, the investor would be required to estimate the fair value of the investment considering all of the rights and obligations of the investment and any other market available data. In addition, the amendments require enhanced disclosure for the investments within the scope of this accounting update. The accounting guidance in ASU 2009-12 is effective for periods ending after December 15, 2009, and early adoption is permitted. The Plan adopted these amendments effective January 1, 2009. The adoption did not have an impact on the Plan's financial statements.

Recent Accounting Pronouncements

In January 2010, the FASB issued ASU No. 2010-06, *Improving Disclosures about Fair Value Measurements* ("ASU 2010-06"), which primarily requires new disclosures related to the levels within the fair value hierarchy. An entity will be required to disclose significant transfers in and out of Levels 1 and 2 of the fair value hierarchy, and separately present information related to purchases, sales, issuances and settlements in the reconciliation of fair value measurements classified as Level 3. In addition, ASU 2010-06 will amend the fair value disclosure requirement for pension and postretirement benefit plan assets to require this disclosure at the investment class level. ASU 2010-06 will be effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures related to purchases, sales, issuances and settlements for Level 3 fair value measurements, which are effective for reporting periods beginning after December 15, 2010. The Plan will include the disclosures as required by ASU 2010-06 in the notes to the Plan's financial statements effective January 1, 2010, except for the disclosures related to Level 3 fair value measurements, which will be included in the notes to the Plan's financial statements effective January 1, 2011.

Dover Publications Inc. Retirement Income Plan

Notes to Financial Statements
December 31, 2009 and 2008

3. INVESTMENTS

The following table presents the fair value of all Plan investments at December 31, 2009 and 2008. Amounts that represent five percent or more of the Plan's net assets are separately identified.

	<u>2009</u>	<u>2008</u>
Investments at fair value:		
Guaranteed investment contract:		
Prudential Retirement Insurance and Annuity Company	\$ 2,433,277	\$ 2,647,333
Total investments at fair value	<u>\$ 2,433,277</u>	<u>\$ 2,647,333</u>

During 2009, there was no appreciation (depreciation) in fair value (including gains and losses on investments bought and sold, as well as held during the year) on the Plan's investment in the guaranteed investment contract.

4. FAIR VALUE DISCLOSURE

Assets measured at fair value on a recurring basis as of December 31, 2009 and 2008 are as follows:

	<u>Total Fair Value</u>	<u>Quoted Prices in Active Markets for Identical Assets (Level 1)</u>	<u>Significant Other Observable Inputs (Level 2)</u>	<u>Significant Unobservable Inputs (Level 3)</u>
December 31, 2009:				
Investments:				
Guaranteed investment contract	\$ 2,433,277	\$ -	\$ -	\$ 2,433,277
Total investments at fair value	<u>\$ 2,433,277</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 2,433,277</u>

	<u>Total Fair Value</u>	<u>Quoted Prices in Active Markets for Identical Assets (Level 1)</u>	<u>Significant Other Observable Inputs (Level 2)</u>	<u>Significant Unobservable Inputs (Level 3)</u>
December 31, 2008:				
Investments:				
Guaranteed investment contract	\$ 2,647,333	-	-	\$ 2,647,333
Total investments at fair value	<u>\$ 2,647,333</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 2,647,333</u>

Dover Publications Inc. Retirement Income Plan

Notes to Financial Statements
December 31, 2009 and 2008

4. FAIR VALUE DISCLOSURE...continued

Changes in the fair value of the Plan's Level 3 investments during the year ended December 31, 2009 were as follows:

	<u>Guaranteed Investment Contracts</u>
Balance at December 31, 2008	\$ 2,647,333
Income	142,489
Disbursements	<u>(356,545)</u>
Balance at December 31, 2009	<u>\$ 2,433,277</u>

5. FUNDING POLICY

Contributions to provide benefits under the Plan are made solely by the Company. The Company's funding policy is to make cash contributions to the Plan in amounts as determined by the Plan's independent actuary. The Company met the minimum funding requirements of ERISA for the year ended December 31, 2009.

6. INFORMATION PREPARED AND CERTIFIED BY PLAN'S TRUSTEE

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Prudential Retirement Insurance and Annuity Company, the trustee of the Plan, has certified to the completeness and accuracy of all investments reflected on the accompanying statements of net assets available for plan benefits as of December 31, 2009 and 2008, the Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year) as of December 31, 2009, the Schedule H, Line 4(j) - Schedule of Reportable Transactions for the year ended December 31, 2009 and the related investment activity reflected in the statement of changes in net assets available for plan benefits for the year ended December 31, 2009.

7. RISKS AND UNCERTAINTIES

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

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

Dover Publications Inc. Retirement Income Plan

Notes to Financial Statements
December 31, 2009 and 2008

8. INCOME TAX STATUS

The Plan obtained its latest determination letter on January 9, 2003, in which the Internal Revenue Service stated that the Plan as then designed, was in compliance with the applicable requirements of the Internal Revenue Code ("IRC"). The Plan has been amended since receiving the determination letter; however, the Company and the plan administrator believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC and the Plan and related trust continue to be tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

9. ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

The actuarial present value of accumulated plan benefits is presented as of December 31, 2009 and 2008 as follows:

	<u>2009</u>	<u>2008</u>
Actuarial present value of accumulated plan benefits:		
Vested benefits:		
Active participants	\$ 626,738	\$ 632,577
Participants with deferred benefits	233,970	312,652
Participants receiving benefits	<u>1,808,924</u>	<u>1,863,082</u>
	<u>2,669,632</u>	<u>2,808,311</u>
Nonvested benefits	<u>3,255</u>	<u>4,103</u>
Total actuarial present value of accumulated plan benefits	<u>\$ 2,672,887</u>	<u>\$ 2,812,414</u>

The following is a summary of the changes in the actuarial present value of accumulated plan benefits for the year ended December 31, 2009:

Actuarial present value of accumulated plan benefits	
at December 31, 2008	\$ 2,812,414
Increase attributable to benefits accumulated	92,195
Increase for interest due to the decrease in the discount period	173,334
Assumption changes	(92,294)
Benefit payments	<u>(312,762)</u>
Actuarial present value of accumulated plan benefits	
at December 31, 2009	<u>\$ 2,672,887</u>

10. PARTY-IN-INTEREST TRANSACTIONS

Plan investments consist of a guaranteed investment contract managed by Prudential Retirement Insurance and Annuity Company, the trustee of the Plan, that qualify as party-in-interest transactions as that term is defined in Section 3(14) of ERISA.

11. PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right under the Plan, in certain circumstances, to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event that the Plan is terminated, the net assets of the Plan will be allocated for payment of plan benefits to the participants in an order of priority determined in accordance with ERISA, applicable regulations there under and the plan document.

Dover Publications Inc. Retirement Income Plan

Notes to Financial Statements
December 31, 2009 and 2008

11. PLAN TERMINATION...continued

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation ("PBGC") if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination, subject to a statutory ceiling on the amount of an individual's monthly benefit.

Whether all participants receive their benefits should the Plan be terminated at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits, the priority of those benefits to be paid and the level and type of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by the then existing assets and the PBGC guaranty while other benefits may not be provided for at all.

12. SUBSEQUENT EVENTS

On June 22, 2011, the plan administrator received a Notice of Rejection of the Form 5500 Annual Report for 2009. In response, the Company filed an amended Form 5500, including audited financial statements, for 2009. The auditor's report contained a disclaimer of opinion with respect to the accumulated plan benefits.

On September 26, 2011, the plan administrator received a Notice of Intent to Assess a Penalty letter for 2009 from the DOL, to which the Company had 35 days to respond. The auditor's report attached to the amended Form 5500 filed on August 8, 2011 was not accepted by the DOL. The plan administrator submitted a reasonable cause statement to the DOL on October 26, 2011.

On December 8, 2011, after obtaining additional information and providing such information to its auditor's, the Company again amended its 2009 Form 5500. The auditor's opinion included with the amended filing contained the limited scope disclaimer as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

During the course of the 2010 audit of the Plan, it was discovered that for a certain participant, the benefit calculation was performed incorrectly by the Actuary, resulting in the participant receiving benefits in excess of what was entitled. The Actuary has acknowledged responsibility for the error and has calculated and committed to fund to the Plan, the resulting overpayment plus interest of approximately \$110,500.

The Company has evaluated subsequent events through December 8, 2011, the date which the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULES

Dover Publications Inc. Retirement Income Plan

Employer Identification Number 13-5630853

Plan Number 001

Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)
December 31, 2009

(a)	(b)	(c)					(d)	(e)
		Description of Investment						
	Identity of Issuer, Lessor, Borrower, or Similar Party	Type of Investment	Maturity Date	Rate of Interest	Collateral	Par or Maturity Value	Cost	Current Value
* Prudential Retirement Insurance and Annuity Company		Guaranteed investment contract	n/a	n/a	n/a	n/a	\$ 2,433,277	\$ 2,433,277
							\$ 2,433,277	\$ 2,433,277

* Represents a party-in-interest to the Plan.

Dover Publications Inc. Retirement Income Plan

Employer Identification Number 13-5630853

Plan Number 001

Schedule H, Line 4(j) - Schedule of Reportable Transactions

Year Ended December 31, 2009

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Lease Rental	Expense Incurred with Transaction	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain (Loss)
Category 1 - Single transaction exceeds 5% of value								
* Prudential Retirement Insurance and Annuity Company	Guaranteed investment contract	\$ -	\$ 357,206	\$ -	\$ -	\$ 357,206	\$ 357,206	\$ -
Category 2 - Series of transactions with the same broker exceeds 5% of value								
None								
Category 3 - Series of transactions in the same security exceeds 5% of value								
* Prudential Retirement Insurance and Annuity Company	Guaranteed investment contract	\$ -	\$ 357,206	\$ -	\$ -	\$ 357,206	\$ 357,206	\$ -
Category 4 - Single transactions with one broker exceeds 5% of value								
None								

* Represents a party-in-interest to the Plan.

Dover Publications Inc. Retirement Income Plan

Financial Statements
and
Supplemental Schedules

December 31, 2009 and 2008

Dover Publications Inc. Retirement Income Plan

FINANCIAL STATEMENTS
AND
SUPPLEMENTAL SCHEDULES
December 31, 2009 and 2008

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INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator and Retirement Committee of
Dover Publications Inc. Retirement Income Plan
North Chelmsford, Massachusetts

We were engaged to audit the accompanying statements of net assets available for plan benefits of the Dover Publications Inc. Retirement Income Plan (the "Plan") as of December 31, 2009 and 2008, and the related statement of changes in net assets available for plan benefits for the year ended December 31, 2009, and supplemental schedules of (a) Schedule H, line 4i-Schedule of Assets Held (At End of Year), and (b) Schedule H, line 4j-Schedule of Reportable Transactions as of or for the year ended December 31, 2009. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Prudential Retirement Insurance and Annuity Company, the trustee of the Plan, except for comparing this information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's assets and executes transactions. The plan administrator has obtained certifications from the trustee regarding the completeness and accuracy of the information summarized in Note 6 that was provided to the plan administrator by the trustee as of and for the year ended December 31, 2009, and as of December 31, 2008.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified or provided 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 United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

McGladrey & Pullen, LLP

December 8, 2011
Boston, Massachusetts

Dover Publications Inc. Retirement Income Plan

Statements of Net Assets Available for Plan Benefits

December 31, 2009 and 2008

	<u>2009</u>	<u>2008</u>
ASSETS		
Investments, at fair value:		
Guaranteed investment contract	<u>\$ 2,433,277</u>	<u>\$ 2,647,333</u>
Net assets available for plan benefits	<u><u>\$ 2,433,277</u></u>	<u><u>\$ 2,647,333</u></u>

The accompanying notes are an integral part of these financial statements.

Dover Publications Inc. Retirement Income Plan

Statement of Changes in Net Assets Available for Plan Benefits

Year Ended December 31, 2009

Additions to net assets attributable to:

Investment income:

Interest income	\$ 142,489
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Total additions	<u>142,489</u>
-----------------	----------------

Deductions from net assets attributable to:

Benefits paid	312,762
---------------	---------

Administrative expenses	<u>43,783</u>
-------------------------	---------------

Total deductions	<u>356,545</u>
------------------	----------------

Net decrease in net assets	(214,056)
----------------------------	-----------

Net assets available for plan benefits:

Beginning of year	<u>2,647,333</u>
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End of year	<u><u>\$ 2,433,277</u></u>
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Dover Publications Inc. Retirement Income Plan

Notes to Financial Statements
December 31, 2009 and 2008

1. DESCRIPTION OF PLAN

The following description of the Dover Publications Inc. Retirement Income Plan, (the "Plan") is provided for general information purposes only. Participants should refer to the plan document for more complete information.

General

The Plan is a noncontributory defined benefit pension plan sponsored by Dover Publications Inc. (the "Company"). The Plan covers certain employees of the Company. The Plan was originally effective as of January 1, 1965. The Plan was restated July 24, 2001, and provided for a freeze of future benefit accruals as of December 31, 2001. After that date, no new employees could become eligible to participate in the Plan and no additional benefits were accrued by active participants. The Plan was most recently amended effective August 31, 2009 to adopt provisions of the Pension Protection Act of 2006. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Assets of the Plan are held in a general account by Prudential Retirement Insurance and Annuity Company (the "Trustee").

Eligibility

Under the provisions of the Plan, participation in the Plan is limited to employees who were hired prior to December 31, 2001, who, prior to that date, had attained 21 years of age and completed at least one year of service, as defined.

Pension Benefits

Participants who have completed five years of qualified service become 100 percent vested in their pension benefits under the Plan. The normal retirement age is the latter of 65 or the fifth anniversary of the employee's initial participation (or 65 for those who became participants prior to January 1, 1988); however, the Plan permits early retirement between the ages of 55 and 64. Participants may elect to receive their pension benefits in any optional forms including a lump sum. If participants terminate before rendering five years of service, they forfeit the right to receive their accumulated plan benefits.

Death and Disability Benefits

Survivor benefits are available under optional forms subject to certain conditions. There are no disability retirement benefits payable under the Plan.

2. SUMMARY OF ACCOUNTING POLICIES

Basis of Presentation and Use of Estimates and Assumptions

The financial statements have been prepared in accordance with accounting standards set by the Financial Accounting Standards Board ("FASB"). The FASB sets generally accepted accounting principles ("GAAP") to ensure net assets available for plan benefits and changes in net assets available for plan benefits are consistently reported. References to GAAP issued by the FASB in these footnotes are to the FASB Accounting Standards Codification ("FASB ASC"). The FASB finalized FASB ASC effective for the periods ending on or after September 15, 2009.

Dover Publications Inc. Retirement Income Plan

Notes to Financial Statements
December 31, 2009 and 2008

2. SUMMARY OF ACCOUNTING POLICIES...continued

Basis of Presentation and Use of Estimates and Assumptions...continued

The preparation of the financial statements in conformity with GAAP requires the Company's management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from these estimates.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. The Plan presents in the statement of changes in net assets available for plan benefits the net appreciation (depreciation) in the fair value of investments, which consists of the realized gains (losses) and the unrealized appreciation (depreciation) on those investments.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump sum distributions, which are attributable under the Plan's provisions to the service employees have rendered as of the valuation date. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits payable under all circumstances - retirement, death, and termination of employment - are included, to the extent they are deemed attributable to the employee's service rendered to the valuation date.

The actuarial present value of accumulated plan benefits is determined by the actuary, and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money and the probability of payment between the valuation date and the expected date of payment.

Actuarial Valuation and Actuarial Assumptions

The actuarial cost method used to calculate the costs and liabilities of the Plan is Unit Credit Actuarial Cost Method.

Actuarial gains and losses are calculated each year and amortized over the minimum and maximum periods allowed by law from the year of such gain or loss. All employees who are plan participants on a valuation date are included in the actuarial valuation.

The Plan's actuary is Prudential Financial for the Plan years ended December 31, 2009 and 2008.

Dover Publications Inc. Retirement Income Plan

Notes to Financial Statements
December 31, 2009 and 2008

2. SUMMARY OF ACCOUNTING POLICIES...continued

Actuarial Valuation and Actuarial Assumptions...continued

Actuarial valuations were performed as of January 1, 2010 and 2009. There were no significant differences between December 31, 2009 and 2008 and January 1, 2010 and 2009, respectively, which would cause the actuarial valuations not to be representative as of December 31, 2009 and 2008. The significant actuarial assumptions used in the valuation as of and for the years ended December 31, 2009 and 2008, the valuation dates, are as follows:

Pre- and Post-Retirement Mortality

Mortality rates were determined in accordance with the IRS Static Mortality Tables for each respective year.

Investment Return

For the year ended December 31, 2009, the investment funds are assumed to earn interest using the non-transitional segment rates with a 4 month look back to September 2009 (5.03% for the first 5 years, 6.73% for the next 15 years and 6.82% after 20 years). For the year ended December 31, 2008, the investment funds are assumed to earn interest using the non-transitional segment rates with a 4 month look back to September 2008 (5.07% for the first 5 years, 6.09% for the next 15 years and 6.56% after 20 years).

Employee Termination

Termination rates for participants range from 0.00 to 0.93 based on both age and gender.

Pre-Retirement Death Benefit

Pre-retirement death benefit is calculated using aforementioned mortality, interest and termination assumptions and on the assumption that 60% of female and 90% of male participants have spouses.

Lump Sum

It is assumed that 50% of participants will elect a lump sum at retirement.

Salary Increase

A salary is not applicable to the Plan.

Employees Included in Computation

Included are all active employees who satisfy the requirements for eligibility in the Plan as of the valuation date.

Current Liability Interest Rate

For the year ended December 31, 2009, the statutory interest rate used to calculate the current liability was the non-transitional segment rates with a 4 month look back to September 2009 (5.03% for the first 5 years, 6.73% for the next 15 years and 6.82% after 20 years). For the year ended December 31, 2008, the statutory interest rate used to calculate the current liability was the October 2008 Corporate Bond Yield.

Dover Publications Inc. Retirement Income Plan

Notes to Financial Statements
December 31, 2009 and 2008

2. SUMMARY OF ACCOUNTING POLICIES...continued

Actuarial Valuation and Actuarial Assumptions...continued

Expenses

For the years ended December 31, 2009 and 2008, \$44,000 and \$41,399, respectively, of expenses are assumed payable from plan assets.

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

The Plan has a deficit of benefit obligations over net assets at December 31, 2009. It is expected that the current deficiency will be funded through future employer contributions.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Fair Value Measurements

Effective January 1, 2008, the Plan adopted the guidance in FASB ASC 820 – *Fair Value Measurements and Disclosures*, which defines fair value, and establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

- Level 1 – Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.
- Level 2 – Valuations based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.
- Level 3 – Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Accordingly, the degree of judgment exercised by the Plan in determining fair value is greatest for instruments categorized in Level 3. A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Fair value is a market-based measure considered from the perspective of a market participant rather than an entity-specific measure. Therefore, even when market assumptions are not readily available, the Plan's own assumptions are set to reflect those that market participants would use in pricing the asset or liability at the measurement date. The Plan uses prices and inputs that are current as of the measurement date, including during periods of market dislocation. In periods of market dislocation, the observability of prices and inputs may be reduced for many instruments. This condition could cause an instrument to be reclassified from Level 1 to Level 2 or Level 2 to Level 3.

Dover Publications Inc. Retirement Income Plan

Notes to Financial Statements
December 31, 2009 and 2008

2. SUMMARY OF ACCOUNTING POLICIES...continued

Fair Value Measurements...continued

Effective January 1, 2009, the guidance in FASB ASC 820 became effective for nonfinancial assets or nonfinancial liabilities that are recorded or disclosed at fair value on a non-recurring basis. As of December 31, 2009, the Plan does not have any non-financial assets or liabilities which are required to be at fair value.

Valuation Techniques

There have been no changes in the valuation techniques used during the current period.

Guaranteed Investment Contract

The Plan's investments in the guaranteed investment contract are maintained in a general investment fund, which is stated at contract value, which represents cost, plus interest income, and less distributions for benefits and administrative expenses. The contract value of the guaranteed investment contract approximates its fair value. This investment is categorized as Level 3.

Accounting for Uncertainty in Income Taxes

The FASB issued new guidance on accounting for uncertainty in income taxes. The Plan adopted the new guidance for the year ended December 31, 2009. Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and had taken no uncertain tax positions that require recognition or disclosure in the financial statements. Therefore no provision or liability for income taxes has been included in the financial statements. With few exceptions, the Plan is no longer subject to income tax examinations by the U.S. federal, state, or local tax authorities for years before 2006.

Accounting Pronouncements Adopted in 2009

In April 2009, the FASB issued FSP FAS 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly*, which was included in Subtopic 820-10-35 in the FASB Codification. ASC 820-10-35 provides guidance regarding how to determine whether there has been a significant decrease in the volume and level of activity for the asset or liability when compared with normal market activity for the asset or liability. In such situations, an entity may conclude that transactions or quoted prices may not be determinative of fair value, and may adjust the transactions or quoted prices to arrive at the fair value of the asset or liability. ASC 820-10-35 also requires disclosures of the breakdown of debt and equity investments by major category based on nature and risks of the investments. This new guidance within ASC 820 is effective for interim and annual reporting periods ending after June 15, 2009, with early adoption permitted for periods ending after March 15, 2009, and must be applied prospectively. The Plan adopted this new guidance effective for plan year ended December 31, 2009. See Note 4 for related disclosures.

Dover Publications Inc. Retirement Income Plan

Notes to Financial Statements
December 31, 2009 and 2008

2. SUMMARY OF ACCOUNTING POLICIES...continued

Accounting Pronouncements Adopted in 2009...continued

The FASB issued guidance which establishes general standards of accounting for and disclosing events that occur after the date of the statement of net assets available for plan benefits but before financial statements are issued or are available to be issued. The standard defines the period after the balance sheet date during which management of a reporting entity should evaluate events or transactions that may occur for potential recognition or disclosure in the financial statements, the circumstances under which an entity should recognize events or transactions occurring after the date of the statement of net assets available for plan benefits in its financial statements and the disclosures that an entity should make about events or transactions that occurred after the balance sheet date. The guidance is effective for fiscal years, and interim periods within those fiscal years, ending after June 15, 2009. Management has adopted this guidance as of January 1, 2009. See Note 12 for related disclosures.

In September 2009, the FASB issued ASU No. 2009-12, *Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)* ("ASU 2009-12"), which amends the Fair Value Measurements and Disclosures Topic of the FASB ASC to permit the use of net asset value per share, without further adjustment, to estimate the fair value of investments in investment companies that do not have readily determinable fair values. The net asset value per share must be calculated in a manner consistent with the measurement principles of the Financial Services – Investment Companies Topic of the FASB ASC and can be used by investors in investments such as hedge funds, private equity funds, venture capital funds and real estate funds. If it is probable the investment will be sold for an amount other than net asset value, the investor would be required to estimate the fair value of the investment considering all of the rights and obligations of the investment and any other market available data. In addition, the amendments require enhanced disclosure for the investments within the scope of this accounting update. The accounting guidance in ASU 2009-12 is effective for periods ending after December 15, 2009, and early adoption is permitted. The Plan adopted these amendments effective January 1, 2009. The adoption did not have an impact on the Plan's financial statements.

Recent Accounting Pronouncements

In January 2010, the FASB issued ASU No. 2010-06, *Improving Disclosures about Fair Value Measurements* ("ASU 2010-06"), which primarily requires new disclosures related to the levels within the fair value hierarchy. An entity will be required to disclose significant transfers in and out of Levels 1 and 2 of the fair value hierarchy, and separately present information related to purchases, sales, issuances and settlements in the reconciliation of fair value measurements classified as Level 3. In addition, ASU 2010-06 will amend the fair value disclosure requirement for pension and postretirement benefit plan assets to require this disclosure at the investment class level. ASU 2010-06 will be effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures related to purchases, sales, issuances and settlements for Level 3 fair value measurements, which are effective for reporting periods beginning after December 15, 2010. The Plan will include the disclosures as required by ASU 2010-06 in the notes to the Plan's financial statements effective January 1, 2010, except for the disclosures related to Level 3 fair value measurements, which will be included in the notes to the Plan's financial statements effective January 1, 2011.

Dover Publications Inc. Retirement Income Plan

Notes to Financial Statements
December 31, 2009 and 2008

3. INVESTMENTS

The following table presents the fair value of all Plan investments at December 31, 2009 and 2008. Amounts that represent five percent or more of the Plan's net assets are separately identified.

	<u>2009</u>	<u>2008</u>
Investments at fair value:		
Guaranteed investment contract:		
Prudential Retirement Insurance and Annuity Company	\$ 2,433,277	\$ 2,647,333
Total investments at fair value	<u>\$ 2,433,277</u>	<u>\$ 2,647,333</u>

During 2009, there was no appreciation (depreciation) in fair value (including gains and losses on investments bought and sold, as well as held during the year) on the Plan's investment in the guaranteed investment contract.

4. FAIR VALUE DISCLOSURE

Assets measured at fair value on a recurring basis as of December 31, 2009 and 2008 are as follows:

	<u>Total Fair Value</u>	<u>Quoted Prices in Active Markets for Identical Assets (Level 1)</u>	<u>Significant Other Observable Inputs (Level 2)</u>	<u>Significant Unobservable Inputs (Level 3)</u>
December 31, 2009:				
Investments:				
Guaranteed investment contract	\$ 2,433,277	\$ -	\$ -	\$ 2,433,277
Total investments at fair value	<u>\$ 2,433,277</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 2,433,277</u>

	<u>Total Fair Value</u>	<u>Quoted Prices in Active Markets for Identical Assets (Level 1)</u>	<u>Significant Other Observable Inputs (Level 2)</u>	<u>Significant Unobservable Inputs (Level 3)</u>
December 31, 2008:				
Investments:				
Guaranteed investment contract	\$ 2,647,333	-	-	\$ 2,647,333
Total investments at fair value	<u>\$ 2,647,333</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 2,647,333</u>

Dover Publications Inc. Retirement Income Plan

Notes to Financial Statements
December 31, 2009 and 2008

4. FAIR VALUE DISCLOSURE...continued

Changes in the fair value of the Plan's Level 3 investments during the year ended December 31, 2009 were as follows:

	<u>Guaranteed Investment Contracts</u>
Balance at December 31, 2008	\$ 2,647,333
Income	142,489
Disbursements	<u>(356,545)</u>
Balance at December 31, 2009	<u>\$ 2,433,277</u>

5. FUNDING POLICY

Contributions to provide benefits under the Plan are made solely by the Company. The Company's funding policy is to make cash contributions to the Plan in amounts as determined by the Plan's independent actuary. The Company met the minimum funding requirements of ERISA for the year ended December 31, 2009.

6. INFORMATION PREPARED AND CERTIFIED BY PLAN'S TRUSTEE

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Prudential Retirement Insurance and Annuity Company, the trustee of the Plan, has certified to the completeness and accuracy of all investments reflected on the accompanying statements of net assets available for plan benefits as of December 31, 2009 and 2008, the Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year) as of December 31, 2009, the Schedule H, Line 4(j) - Schedule of Reportable Transactions for the year ended December 31, 2009 and the related investment activity reflected in the statement of changes in net assets available for plan benefits for the year ended December 31, 2009.

7. RISKS AND UNCERTAINTIES

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

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

Dover Publications Inc. Retirement Income Plan

Notes to Financial Statements
December 31, 2009 and 2008

8. INCOME TAX STATUS

The Plan obtained its latest determination letter on January 9, 2003, in which the Internal Revenue Service stated that the Plan as then designed, was in compliance with the applicable requirements of the Internal Revenue Code ("IRC"). The Plan has been amended since receiving the determination letter; however, the Company and the plan administrator believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC and the Plan and related trust continue to be tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

9. ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

The actuarial present value of accumulated plan benefits is presented as of December 31, 2009 and 2008 as follows:

	<u>2009</u>	<u>2008</u>
Actuarial present value of accumulated plan benefits:		
Vested benefits:		
Active participants	\$ 626,738	\$ 632,577
Participants with deferred benefits	233,970	312,652
Participants receiving benefits	<u>1,808,924</u>	<u>1,863,082</u>
	<u>2,669,632</u>	<u>2,808,311</u>
Nonvested benefits	<u>3,255</u>	<u>4,103</u>
Total actuarial present value of accumulated plan benefits	<u>\$ 2,672,887</u>	<u>\$ 2,812,414</u>

The following is a summary of the changes in the actuarial present value of accumulated plan benefits for the year ended December 31, 2009:

Actuarial present value of accumulated plan benefits	
at December 31, 2008	\$ 2,812,414
Increase attributable to benefits accumulated	92,195
Increase for interest due to the decrease in the discount period	173,334
Assumption changes	(92,294)
Benefit payments	<u>(312,762)</u>
Actuarial present value of accumulated plan benefits	
at December 31, 2009	<u>\$ 2,672,887</u>

10. PARTY-IN-INTEREST TRANSACTIONS

Plan investments consist of a guaranteed investment contract managed by Prudential Retirement Insurance and Annuity Company, the trustee of the Plan, that qualify as party-in-interest transactions as that term is defined in Section 3(14) of ERISA.

11. PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right under the Plan, in certain circumstances, to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event that the Plan is terminated, the net assets of the Plan will be allocated for payment of plan benefits to the participants in an order of priority determined in accordance with ERISA, applicable regulations there under and the plan document.

Dover Publications Inc. Retirement Income Plan

Notes to Financial Statements
December 31, 2009 and 2008

11. PLAN TERMINATION...continued

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation ("PBGC") if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination, subject to a statutory ceiling on the amount of an individual's monthly benefit.

Whether all participants receive their benefits should the Plan be terminated at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits, the priority of those benefits to be paid and the level and type of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by the then existing assets and the PBGC guaranty while other benefits may not be provided for at all.

12. SUBSEQUENT EVENTS

On June 22, 2011, the plan administrator received a Notice of Rejection of the Form 5500 Annual Report for 2009. In response, the Company filed an amended Form 5500, including audited financial statements, for 2009. The auditor's report contained a disclaimer of opinion with respect to the accumulated plan benefits.

On September 26, 2011, the plan administrator received a Notice of Intent to Assess a Penalty letter for 2009 from the DOL, to which the Company had 35 days to respond. The auditor's report attached to the amended Form 5500 filed on August 8, 2011 was not accepted by the DOL. The plan administrator submitted a reasonable cause statement to the DOL on October 26, 2011.

On December 8, 2011, after obtaining additional information and providing such information to its auditor's, the Company again amended its 2009 Form 5500. The auditor's opinion included with the amended filing contained the limited scope disclaimer as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

During the course of the 2010 audit of the Plan, it was discovered that for a certain participant, the benefit calculation was performed incorrectly by the Actuary, resulting in the participant receiving benefits in excess of what was entitled. The Actuary has acknowledged responsibility for the error and has calculated and committed to fund to the Plan, the resulting overpayment plus interest of approximately \$110,500.

The Company has evaluated subsequent events through December 8, 2011, the date which the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULES

Dover Publications Inc. Retirement Income Plan

Employer Identification Number 13-5630853

Plan Number 001

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

December 31, 2009

(a)	(b)	(c)					(d)	(e)
		Description of Investment						
	Identity of Issuer, Lessor, Borrower, or Similar Party	Type of Investment	Maturity Date	Rate of Interest	Collateral	Par or Maturity Value	Cost	Current Value
*	Prudential Retirement Insurance and Annuity Company	Guaranteed investment contract	n/a	n/a	n/a	n/a	\$ 2,433,277	\$ 2,433,277
							\$ 2,433,277	\$ 2,433,277

* Represents a party-in-interest to the Plan.

Dover Publications Inc. Retirement Income Plan

Employer Identification Number 13-5630853

Plan Number 001

Schedule H, Line 4(j) - Schedule of Reportable Transactions

Year Ended December 31, 2009

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Lease Rental	Expense Incurred with Transaction	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain (Loss)
Category 1 - Single transaction exceeds 5% of value								
* Prudential Retirement Insurance and Annuity Company	Guaranteed investment contract	\$ -	\$ 357,206	\$ -	\$ -	\$ 357,206	\$ 357,206	\$ -
Category 2 - Series of transactions with the same broker exceeds 5% of value								
None								
Category 3 - Series of transactions in the same security exceeds 5% of value								
* Prudential Retirement Insurance and Annuity Company	Guaranteed investment contract	\$ -	\$ 357,206	\$ -	\$ -	\$ 357,206	\$ 357,206	\$ -
Category 4 - Single transactions with one broker exceeds 5% of value								
None								

* Represents a party-in-interest to the Plan.

Dover Publications Inc. Retirement Income Plan

Financial Statements
and
Supplemental Schedules

December 31, 2009 and 2008

Dover Publications Inc. Retirement Income Plan

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES December 31, 2009 and 2008

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INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator and Retirement Committee of
Dover Publications Inc. Retirement Income Plan
North Chelmsford, Massachusetts

We were engaged to audit the accompanying statements of net assets available for plan benefits of the Dover Publications Inc. Retirement Income Plan (the "Plan") as of December 31, 2009 and 2008, and the related statement of changes in net assets available for plan benefits for the year ended December 31, 2009, and supplemental schedules of (a) Schedule H, line 4i-Schedule of Assets Held (At End of Year), and (b) Schedule H, line 4j-Schedule of Reportable Transactions as of or for the year ended December 31, 2009. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Prudential Retirement Insurance and Annuity Company, the trustee of the Plan, except for comparing this information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's assets and executes transactions. The plan administrator has obtained certifications from the trustee regarding the completeness and accuracy of the information summarized in Note 6 that was provided to the plan administrator by the trustee as of and for the year ended December 31, 2009, and as of December 31, 2008.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified or provided 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 United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

McGladrey & Pullen, LLP

December 8, 2011
Boston, Massachusetts

Dover Publications Inc. Retirement Income Plan

Statements of Net Assets Available for Plan Benefits

December 31, 2009 and 2008

	<u>2009</u>	<u>2008</u>
ASSETS		
Investments, at fair value:		
Guaranteed investment contract	<u>\$ 2,433,277</u>	<u>\$ 2,647,333</u>
Net assets available for plan benefits	<u><u>\$ 2,433,277</u></u>	<u><u>\$ 2,647,333</u></u>

The accompanying notes are an integral part of these financial statements.

Dover Publications Inc. Retirement Income Plan

Statement of Changes in Net Assets Available for Plan Benefits

Year Ended December 31, 2009

Additions to net assets attributable to:

Investment income:

Interest income	\$ 142,489
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Total additions	<u>142,489</u>
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Deductions from net assets attributable to:

Benefits paid	312,762
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Administrative expenses	<u>43,783</u>
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Total deductions	<u>356,545</u>
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Net decrease in net assets	(214,056)
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Net assets available for plan benefits:

Beginning of year	<u>2,647,333</u>
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End of year	<u><u>\$ 2,433,277</u></u>
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Dover Publications Inc. Retirement Income Plan

Notes to Financial Statements
December 31, 2009 and 2008

1. DESCRIPTION OF PLAN

The following description of the Dover Publications Inc. Retirement Income Plan, (the "Plan") is provided for general information purposes only. Participants should refer to the plan document for more complete information.

General

The Plan is a noncontributory defined benefit pension plan sponsored by Dover Publications Inc. (the "Company"). The Plan covers certain employees of the Company. The Plan was originally effective as of January 1, 1965. The Plan was restated July 24, 2001, and provided for a freeze of future benefit accruals as of December 31, 2001. After that date, no new employees could become eligible to participate in the Plan and no additional benefits were accrued by active participants. The Plan was most recently amended effective August 31, 2009 to adopt provisions of the Pension Protection Act of 2006. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Assets of the Plan are held in a general account by Prudential Retirement Insurance and Annuity Company (the "Trustee").

Eligibility

Under the provisions of the Plan, participation in the Plan is limited to employees who were hired prior to December 31, 2001, who, prior to that date, had attained 21 years of age and completed at least one year of service, as defined.

Pension Benefits

Participants who have completed five years of qualified service become 100 percent vested in their pension benefits under the Plan. The normal retirement age is the latter of 65 or the fifth anniversary of the employee's initial participation (or 65 for those who became participants prior to January 1, 1988); however, the Plan permits early retirement between the ages of 55 and 64. Participants may elect to receive their pension benefits in any optional forms including a lump sum. If participants terminate before rendering five years of service, they forfeit the right to receive their accumulated plan benefits.

Death and Disability Benefits

Survivor benefits are available under optional forms subject to certain conditions. There are no disability retirement benefits payable under the Plan.

2. SUMMARY OF ACCOUNTING POLICIES

Basis of Presentation and Use of Estimates and Assumptions

The financial statements have been prepared in accordance with accounting standards set by the Financial Accounting Standards Board ("FASB"). The FASB sets generally accepted accounting principles ("GAAP") to ensure net assets available for plan benefits and changes in net assets available for plan benefits are consistently reported. References to GAAP issued by the FASB in these footnotes are to the FASB Accounting Standards Codification ("FASB ASC"). The FASB finalized FASB ASC effective for the periods ending on or after September 15, 2009.

Dover Publications Inc. Retirement Income Plan

Notes to Financial Statements
December 31, 2009 and 2008

2. SUMMARY OF ACCOUNTING POLICIES...continued

Basis of Presentation and Use of Estimates and Assumptions...continued

The preparation of the financial statements in conformity with GAAP requires the Company's management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from these estimates.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. The Plan presents in the statement of changes in net assets available for plan benefits the net appreciation (depreciation) in the fair value of investments, which consists of the realized gains (losses) and the unrealized appreciation (depreciation) on those investments.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump sum distributions, which are attributable under the Plan's provisions to the service employees have rendered as of the valuation date. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits payable under all circumstances - retirement, death, and termination of employment - are included, to the extent they are deemed attributable to the employee's service rendered to the valuation date.

The actuarial present value of accumulated plan benefits is determined by the actuary, and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money and the probability of payment between the valuation date and the expected date of payment.

Actuarial Valuation and Actuarial Assumptions

The actuarial cost method used to calculate the costs and liabilities of the Plan is Unit Credit Actuarial Cost Method.

Actuarial gains and losses are calculated each year and amortized over the minimum and maximum periods allowed by law from the year of such gain or loss. All employees who are plan participants on a valuation date are included in the actuarial valuation.

The Plan's actuary is Prudential Financial for the Plan years ended December 31, 2009 and 2008.

Dover Publications Inc. Retirement Income Plan

Notes to Financial Statements
December 31, 2009 and 2008

2. SUMMARY OF ACCOUNTING POLICIES...continued

Actuarial Valuation and Actuarial Assumptions...continued

Actuarial valuations were performed as of January 1, 2010 and 2009. There were no significant differences between December 31, 2009 and 2008 and January 1, 2010 and 2009, respectively, which would cause the actuarial valuations not to be representative as of December 31, 2009 and 2008. The significant actuarial assumptions used in the valuation as of and for the years ended December 31, 2009 and 2008, the valuation dates, are as follows:

Pre- and Post-Retirement Mortality

Mortality rates were determined in accordance with the IRS Static Mortality Tables for each respective year.

Investment Return

For the year ended December 31, 2009, the investment funds are assumed to earn interest using the non-transitional segment rates with a 4 month look back to September 2009 (5.03% for the first 5 years, 6.73% for the next 15 years and 6.82% after 20 years). For the year ended December 31, 2008, the investment funds are assumed to earn interest using the non-transitional segment rates with a 4 month look back to September 2008 (5.07% for the first 5 years, 6.09% for the next 15 years and 6.56% after 20 years).

Employee Termination

Termination rates for participants range from 0.00 to 0.93 based on both age and gender.

Pre-Retirement Death Benefit

Pre-retirement death benefit is calculated using aforementioned mortality, interest and termination assumptions and on the assumption that 60% of female and 90% of male participants have spouses.

Lump Sum

It is assumed that 50% of participants will elect a lump sum at retirement.

Salary Increase

A salary is not applicable to the Plan.

Employees Included in Computation

Included are all active employees who satisfy the requirements for eligibility in the Plan as of the valuation date.

Current Liability Interest Rate

For the year ended December 31, 2009, the statutory interest rate used to calculate the current liability was the non-transitional segment rates with a 4 month look back to September 2009 (5.03% for the first 5 years, 6.73% for the next 15 years and 6.82% after 20 years). For the year ended December 31, 2008, the statutory interest rate used to calculate the current liability was the October 2008 Corporate Bond Yield.

Dover Publications Inc. Retirement Income Plan

Notes to Financial Statements
December 31, 2009 and 2008

2. SUMMARY OF ACCOUNTING POLICIES...continued

Actuarial Valuation and Actuarial Assumptions...continued

Expenses

For the years ended December 31, 2009 and 2008, \$44,000 and \$41,399, respectively, of expenses are assumed payable from plan assets.

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

The Plan has a deficit of benefit obligations over net assets at December 31, 2009. It is expected that the current deficiency will be funded through future employer contributions.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Fair Value Measurements

Effective January 1, 2008, the Plan adopted the guidance in FASB ASC 820 – *Fair Value Measurements and Disclosures*, which defines fair value, and establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 – Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.

Level 2 – Valuations based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.

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

To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Accordingly, the degree of judgment exercised by the Plan in determining fair value is greatest for instruments categorized in Level 3. A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Fair value is a market-based measure considered from the perspective of a market participant rather than an entity-specific measure. Therefore, even when market assumptions are not readily available, the Plan's own assumptions are set to reflect those that market participants would use in pricing the asset or liability at the measurement date. The Plan uses prices and inputs that are current as of the measurement date, including during periods of market dislocation. In periods of market dislocation, the observability of prices and inputs may be reduced for many instruments. This condition could cause an instrument to be reclassified from Level 1 to Level 2 or Level 2 to Level 3.

Dover Publications Inc. Retirement Income Plan

Notes to Financial Statements
December 31, 2009 and 2008

2. SUMMARY OF ACCOUNTING POLICIES...continued

Fair Value Measurements...continued

Effective January 1, 2009, the guidance in FASB ASC 820 became effective for nonfinancial assets or nonfinancial liabilities that are recorded or disclosed at fair value on a non-recurring basis. As of December 31, 2009, the Plan does not have any non-financial assets or liabilities which are required to be at fair value.

Valuation Techniques

There have been no changes in the valuation techniques used during the current period.

Guaranteed Investment Contract

The Plan's investments in the guaranteed investment contract are maintained in a general investment fund, which is stated at contract value, which represents cost, plus interest income, and less distributions for benefits and administrative expenses. The contract value of the guaranteed investment contract approximates its fair value. This investment is categorized as Level 3.

Accounting for Uncertainty in Income Taxes

The FASB issued new guidance on accounting for uncertainty in income taxes. The Plan adopted the new guidance for the year ended December 31, 2009. Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and had taken no uncertain tax positions that require recognition or disclosure in the financial statements. Therefore no provision or liability for income taxes has been included in the financial statements. With few exceptions, the Plan is no longer subject to income tax examinations by the U.S. federal, state, or local tax authorities for years before 2006.

Accounting Pronouncements Adopted in 2009

In April 2009, the FASB issued FSP FAS 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly*, which was included in Subtopic 820-10-35 in the FASB Codification. ASC 820-10-35 provides guidance regarding how to determine whether there has been a significant decrease in the volume and level of activity for the asset or liability when compared with normal market activity for the asset or liability. In such situations, an entity may conclude that transactions or quoted prices may not be determinative of fair value, and may adjust the transactions or quoted prices to arrive at the fair value of the asset or liability. ASC 820-10-35 also requires disclosures of the breakdown of debt and equity investments by major category based on nature and risks of the investments. This new guidance within ASC 820 is effective for interim and annual reporting periods ending after June 15, 2009, with early adoption permitted for periods ending after March 15, 2009, and must be applied prospectively. The Plan adopted this new guidance effective for plan year ended December 31, 2009. See Note 4 for related disclosures.

Dover Publications Inc. Retirement Income Plan

Notes to Financial Statements
December 31, 2009 and 2008

2. SUMMARY OF ACCOUNTING POLICIES...continued

Accounting Pronouncements Adopted in 2009...continued

The FASB issued guidance which establishes general standards of accounting for and disclosing events that occur after the date of the statement of net assets available for plan benefits but before financial statements are issued or are available to be issued. The standard defines the period after the balance sheet date during which management of a reporting entity should evaluate events or transactions that may occur for potential recognition or disclosure in the financial statements, the circumstances under which an entity should recognize events or transactions occurring after the date of the statement of net assets available for plan benefits in its financial statements and the disclosures that an entity should make about events or transactions that occurred after the balance sheet date. The guidance is effective for fiscal years, and interim periods within those fiscal years, ending after June 15, 2009. Management has adopted this guidance as of January 1, 2009. See Note 12 for related disclosures.

In September 2009, the FASB issued ASU No. 2009-12, *Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)* ("ASU 2009-12"), which amends the Fair Value Measurements and Disclosures Topic of the FASB ASC to permit the use of net asset value per share, without further adjustment, to estimate the fair value of investments in investment companies that do not have readily determinable fair values. The net asset value per share must be calculated in a manner consistent with the measurement principles of the Financial Services – Investment Companies Topic of the FASB ASC and can be used by investors in investments such as hedge funds, private equity funds, venture capital funds and real estate funds. If it is probable the investment will be sold for an amount other than net asset value, the investor would be required to estimate the fair value of the investment considering all of the rights and obligations of the investment and any other market available data. In addition, the amendments require enhanced disclosure for the investments within the scope of this accounting update. The accounting guidance in ASU 2009-12 is effective for periods ending after December 15, 2009, and early adoption is permitted. The Plan adopted these amendments effective January 1, 2009. The adoption did not have an impact on the Plan's financial statements.

Recent Accounting Pronouncements

In January 2010, the FASB issued ASU No. 2010-06, *Improving Disclosures about Fair Value Measurements* ("ASU 2010-06"), which primarily requires new disclosures related to the levels within the fair value hierarchy. An entity will be required to disclose significant transfers in and out of Levels 1 and 2 of the fair value hierarchy, and separately present information related to purchases, sales, issuances and settlements in the reconciliation of fair value measurements classified as Level 3. In addition, ASU 2010-06 will amend the fair value disclosure requirement for pension and postretirement benefit plan assets to require this disclosure at the investment class level. ASU 2010-06 will be effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures related to purchases, sales, issuances and settlements for Level 3 fair value measurements, which are effective for reporting periods beginning after December 15, 2010. The Plan will include the disclosures as required by ASU 2010-06 in the notes to the Plan's financial statements effective January 1, 2010, except for the disclosures related to Level 3 fair value measurements, which will be included in the notes to the Plan's financial statements effective January 1, 2011.

Dover Publications Inc. Retirement Income Plan

Notes to Financial Statements
December 31, 2009 and 2008

3. INVESTMENTS

The following table presents the fair value of all Plan investments at December 31, 2009 and 2008. Amounts that represent five percent or more of the Plan's net assets are separately identified.

	<u>2009</u>	<u>2008</u>
Investments at fair value:		
Guaranteed investment contract:		
Prudential Retirement Insurance and Annuity Company	\$ 2,433,277	\$ 2,647,333
Total investments at fair value	\$ 2,433,277	\$ 2,647,333

During 2009, there was no appreciation (depreciation) in fair value (including gains and losses on investments bought and sold, as well as held during the year) on the Plan's investment in the guaranteed investment contract.

4. FAIR VALUE DISCLOSURE

Assets measured at fair value on a recurring basis as of December 31, 2009 and 2008 are as follows:

	Total Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2009:				
Investments:				
Guaranteed investment contract	\$ 2,433,277	\$ -	\$ -	\$ 2,433,277
Total investments at fair value	\$ 2,433,277	\$ -	\$ -	\$ 2,433,277

	Total Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2008:				
Investments:				
Guaranteed investment contract	\$ 2,647,333	-	-	\$ 2,647,333
Total investments at fair value	\$ 2,647,333	\$ -	\$ -	\$ 2,647,333

Dover Publications Inc. Retirement Income Plan

Notes to Financial Statements
December 31, 2009 and 2008

4. FAIR VALUE DISCLOSURE...continued

Changes in the fair value of the Plan's Level 3 investments during the year ended December 31, 2009 were as follows:

	<u>Guaranteed Investment Contracts</u>
Balance at December 31, 2008	\$ 2,647,333
Income	142,489
Disbursements	<u>(356,545)</u>
Balance at December 31, 2009	<u>\$ 2,433,277</u>

5. FUNDING POLICY

Contributions to provide benefits under the Plan are made solely by the Company. The Company's funding policy is to make cash contributions to the Plan in amounts as determined by the Plan's independent actuary. The Company met the minimum funding requirements of ERISA for the year ended December 31, 2009.

6. INFORMATION PREPARED AND CERTIFIED BY PLAN'S TRUSTEE

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Prudential Retirement Insurance and Annuity Company, the trustee of the Plan, has certified to the completeness and accuracy of all investments reflected on the accompanying statements of net assets available for plan benefits as of December 31, 2009 and 2008, the Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year) as of December 31, 2009, the Schedule H, Line 4(j) - Schedule of Reportable Transactions for the year ended December 31, 2009 and the related investment activity reflected in the statement of changes in net assets available for plan benefits for the year ended December 31, 2009.

7. RISKS AND UNCERTAINTIES

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

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

Dover Publications Inc. Retirement Income Plan

Notes to Financial Statements
December 31, 2009 and 2008

8. INCOME TAX STATUS

The Plan obtained its latest determination letter on January 9, 2003, in which the Internal Revenue Service stated that the Plan as then designed, was in compliance with the applicable requirements of the Internal Revenue Code ("IRC"). The Plan has been amended since receiving the determination letter; however, the Company and the plan administrator believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC and the Plan and related trust continue to be tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

9. ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

The actuarial present value of accumulated plan benefits is presented as of December 31, 2009 and 2008 as follows:

	<u>2009</u>	<u>2008</u>
Actuarial present value of accumulated plan benefits:		
Vested benefits:		
Active participants	\$ 626,738	\$ 632,577
Participants with deferred benefits	233,970	312,652
Participants receiving benefits	<u>1,808,924</u>	<u>1,863,082</u>
	<u>2,669,632</u>	<u>2,808,311</u>
Nonvested benefits	<u>3,255</u>	<u>4,103</u>
Total actuarial present value of accumulated plan benefits	<u>\$ 2,672,887</u>	<u>\$ 2,812,414</u>

The following is a summary of the changes in the actuarial present value of accumulated plan benefits for the year ended December 31, 2009:

Actuarial present value of accumulated plan benefits	
at December 31, 2008	\$ 2,812,414
Increase attributable to benefits accumulated	92,195
Increase for interest due to the decrease in the discount period	173,334
Assumption changes	(92,294)
Benefit payments	<u>(312,762)</u>
Actuarial present value of accumulated plan benefits	
at December 31, 2009	<u>\$ 2,672,887</u>

10. PARTY-IN-INTEREST TRANSACTIONS

Plan investments consist of a guaranteed investment contract managed by Prudential Retirement Insurance and Annuity Company, the trustee of the Plan, that qualify as party-in-interest transactions as that term is defined in Section 3(14) of ERISA.

11. PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right under the Plan, in certain circumstances, to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event that the Plan is terminated, the net assets of the Plan will be allocated for payment of plan benefits to the participants in an order of priority determined in accordance with ERISA, applicable regulations there under and the plan document.

Dover Publications Inc. Retirement Income Plan

Notes to Financial Statements
December 31, 2009 and 2008

11. PLAN TERMINATION...continued

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation ("PBGC") if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination, subject to a statutory ceiling on the amount of an individual's monthly benefit.

Whether all participants receive their benefits should the Plan be terminated at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits, the priority of those benefits to be paid and the level and type of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by the then existing assets and the PBGC guaranty while other benefits may not be provided for at all.

12. SUBSEQUENT EVENTS

On June 22, 2011, the plan administrator received a Notice of Rejection of the Form 5500 Annual Report for 2009. In response, the Company filed an amended Form 5500, including audited financial statements, for 2009. The auditor's report contained a disclaimer of opinion with respect to the accumulated plan benefits.

On September 26, 2011, the plan administrator received a Notice of Intent to Assess a Penalty letter for 2009 from the DOL, to which the Company had 35 days to respond. The auditor's report attached to the amended Form 5500 filed on August 8, 2011 was not accepted by the DOL. The plan administrator submitted a reasonable cause statement to the DOL on October 26, 2011.

On December 8, 2011, after obtaining additional information and providing such information to its auditor's, the Company again amended its 2009 Form 5500. The auditor's opinion included with the amended filing contained the limited scope disclaimer as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

During the course of the 2010 audit of the Plan, it was discovered that for a certain participant, the benefit calculation was performed incorrectly by the Actuary, resulting in the participant receiving benefits in excess of what was entitled. The Actuary has acknowledged responsibility for the error and has calculated and committed to fund to the Plan, the resulting overpayment plus interest of approximately \$110,500.

The Company has evaluated subsequent events through December 8, 2011, the date which the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULES

Dover Publications Inc. Retirement Income Plan

Employer Identification Number 13-5630853

Plan Number 001

Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)
December 31, 2009

(a)	(b)	(c)					(d)	(e)
		Description of Investment						
	Identity of Issuer, Lessor, Borrower, or Similar Party	Type of Investment	Maturity Date	Rate of Interest	Collateral	Par or Maturity Value	Cost	Current Value
*	Prudential Retirement Insurance and Annuity Company	Guaranteed investment contract	n/a	n/a	n/a	n/a	\$ 2,433,277	\$ 2,433,277
							\$ 2,433,277	\$ 2,433,277

* Represents a party-in-interest to the Plan.

Dover Publications Inc. Retirement Income Plan

Employer Identification Number 13-5630853

Plan Number 001

Schedule H, Line 4(j) - Schedule of Reportable Transactions

Year Ended December 31, 2009

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Lease Rental	Expense Incurred with Transaction	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain (Loss)
Category 1 - Single transaction exceeds 5% of value								
* Prudential Retirement Insurance and Annuity Company	Guaranteed investment contract	\$ -	\$ 357,206	\$ -	\$ -	\$ 357,206	\$ 357,206	\$ -
Category 2 - Series of transactions with the same broker exceeds 5% of value								
None								
Category 3 - Series of transactions in the same security exceeds 5% of value								
* Prudential Retirement Insurance and Annuity Company	Guaranteed investment contract	\$ -	\$ 357,206	\$ -	\$ -	\$ 357,206	\$ 357,206	\$ -
Category 4 - Single transactions with one broker exceeds 5% of value								
None								

* Represents a party-in-interest to the Plan.