

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), 6057(b), 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
		2011
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>09/27/2011</u>	
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 <u>THE PLAIN DEALER PUBLISHING CO. 401(K) BARGAINING UNIT SAVINGS PLAN</u>	1b Three-digit plan number (PN) ► <u>011</u> 1c Effective date of plan <u>01/01/1997</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>PLAIN DEALER PUBLISHING CO.</u> <u>1801 SUPERIOR AVENUE</u> <u>CLEVELAND, OH 44114</u>	2b Employer Identification Number (EIN) <u>34-0228575</u> 2c Sponsor's telephone number <u>216-999-4365</u> 2d Business code (see instructions) <u>511110</u>

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	<u>Filed with authorized/valid electronic signature.</u>	<u>07/13/2012</u>	<u>ALYSON JOBLING</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") PLAIN DEALER PUBLISHING CO. 1801 SUPERIOR AVENUE CLEVELAND, OH 44114	3b Administrator's EIN 34-0228575 3c Administrator's telephone number 216-999-4365
---	---

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
---	-----------------------------------

5 Total number of participants at the beginning of the plan year	5	645
---	----------	-----

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	0
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	0
d Subtotal. Add lines 6a , 6b , and 6c	6d	0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	0
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	
--	----------	--

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

2F 2G 2J 2T 3D 3H

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

9a Plan funding arrangement (check all that apply)	9b Plan benefit arrangement (check all that apply)
(1) ☐ Insurance	(1) ☐ Insurance
(2) ☐ Code section 412(e)(3) insurance contracts	(2) ☐ Code section 412(e)(3) insurance contracts
(3) ☒ Trust	(3) ☒ Trust
(4) ☐ General assets of the sponsor	(4) ☐ General assets of the sponsor

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

a Pension Schedules

- (1)** ☒ **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) ☐ **0** **A** (Insurance Information)
(4) ☒ **C** (Service Provider Information)
(5) ☐ **D** (DFE/Participating Plan Information)
(6) ☐ **G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning **01/01/2011** and ending **09/27/2011**

A Name of plan THE PLAIN DEALER PUBLISHING CO. 401(K) BARGAINING UNIT SAVINGS PLAN	B Three-digit plan number (PN) ▶ 011
C Plan sponsor's name as shown on line 2a of Form 5500 PLAIN DEALER PUBLISHING CO.	D Employer Identification Number (EIN) 34-0228575

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
FIDELITY INV. INST. OPS. CO.

04-2647786

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

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

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

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

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

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

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

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

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

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

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 60	RECORDKEEPER	6090	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 ☐

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
JANUS WORLDWIDE T - JANUS SERVICES 43-1804048	0.35%	
(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: PAUL SCHERER & COMPANY LLP	b EIN: 13-1974840
c Position: ACCOUNTANT	
d Address: 1440 BROADWAY NEW YORK, NY 10018	e Telephone: 212-588-2200

Explanation: TANSFERRING WORK TO LARGER ACCOUNTING FIRM.

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 2011 This Form is Open to Public Inspection
--	--	---

For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>09/27/2011</u>		
A Name of plan <u>THE PLAIN DEALER PUBLISHING CO. 401(K) BARGAINING UNIT SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	011
C Plan sponsor's name as shown on line 2a of Form 5500 <u>PLAIN DEALER PUBLISHING CO.</u>	D Employer Identification Number (EIN) <u>34-0228575</u>	

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)	1827895	0
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	413907	0
(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)	19353157	0
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	21594959	0

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	21594959	0
---	-----------	----------	---

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)	737474	
(C) Others (including rollovers)	2a(1)(C)	35526	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		773000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	127	
(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)	17815	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		17942
(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)	200383	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		200383
(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)		-1320147
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		-328822

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1538844	
(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)		1538844
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		443
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)	6136	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		6136
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1545423

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-1874245
l Transfers of assets:			
(1) To this plan.....	2l(1)		708454
(2) From this plan	2l(2)		20429168

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: **KPMG LLP**

(2) EIN: **13-5565207**

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		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		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.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

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)

ADVANCE 401(K) PLAN

5b(2) EIN(s)	5b(3) PN(s)
13-5576716	012

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 2011 This Form is Open to Public Inspection.
---	--	--

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 09/27/2011

A Name of plan <u>THE PLAIN DEALER PUBLISHING CO. 401(K) BARGAINING UNIT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>011</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>PLAIN DEALER PUBLISHING CO.</u>	D Employer Identification Number (EIN) <u>34-0228575</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>04-6568107</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	

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 (include any prior year accumulated funding deficiency not waived)	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 or other authority 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. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

- 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): _____



**PLAIN DEALER PUBLISHING CO. 401(k) BARGAINING UNIT
SAVINGS PLAN**

Financial Statements (Modified Cash Basis)

September 27, 2011 and December 31, 2010

(With Independent Auditors' Report Thereon)

**PLAIN DEALER PUBLISHING CO. 401(k) BARGAINING UNIT
SAVINGS PLAN**

September 27, 2011 and December 31, 2010

Table of Contents

	Page
Independent Auditors' Report	1
Financial Statements (Modified Cash Basis):	
Statements of Net Assets Available for Plan Benefits (Modified Cash Basis) as of September 27, 2011 and December 31, 2010	2
Statement of Changes in Net Assets Available for Plan Benefits (Modified Cash Basis) for the period from January 1, 2011 to September 27, 2011	3
Notes to Financial Statements	4 – 10



KPMG LLP
345 Park Avenue
New York, NY 10154-0102

Independent Auditors' Report

The Board of the 401(k) Plan
Plain Dealer Publishing Co. 401(k) Bargaining Unit Savings Plan:

We were engaged to audit the accompanying Statements of Net Assets Available for Plan Benefits (modified cash basis) of the Plain Dealer Publishing Co. 401(k) Bargaining Unit Savings Plan (the Plan) as of September 27, 2011 and December 31, 2010, and the related Statement of Changes in Net Assets Available for Plan Benefits (modified cash basis) for the period from January 1, 2011 to September 27, 2011. These financial statements are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in note 3 to the financial statements, which was derived from information certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan's administrator that the trustee held the Plan's investment assets and executed investment transactions. The Plan's administrator has obtained certifications from the trustee as of September 27, 2011 and December 31, 2010, and for the period from January 1, 2011 to September 27, 2011 that the information provided to the Plan administrator by the trustee is complete and accurate.

As described in note 2 to the financial statements, the financial statements were prepared on a modified cash basis of accounting which is a comprehensive basis of accounting other than U.S. generally accepted accounting principles.

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

As discussed in note 1 to the financial statements, effective September 27, 2011, the Plan merged into the Advance 401(k) Plan.

KPMG LLP

July 12, 2012

**PLAIN DEALER PUBLISHING CO. 401(k) BARGAINING UNIT
SAVINGS PLAN**

Statements of Net Assets Available for Plan Benefits
(Modified Cash Basis)

September 27, 2011 and December 31, 2010

	<u>2011</u>	<u>2010</u>
Assets:		
Investments, at fair value:		
Registered investment company mutual funds	\$ —	\$ 21,181,052
Notes receivable from participants	<u>—</u>	<u>413,907</u>
Net assets available for Plan benefits	<u>\$ —</u>	<u>\$ 21,594,959</u>

See accompanying notes to financial statements (modified cash basis).

**PLAIN DEALER PUBLISHING CO. 401(k) BARGAINING UNIT
SAVINGS PLAN**

Statement of Changes in Net Assets Available for Plan Benefits
(Modified Cash Basis)

Period from January 1, 2011 to September 27, 2011

Additions to net assets attributed to:

Investment income (loss):

Net depreciation in fair value of investments

\$ (1,320,147)

Interest and dividends from investments

200,510

Net investment loss

(1,119,637)

Interest income on notes receivable from participants

17,815

Contributions:

Participants

737,474

Rollovers

35,526

Total contributions

773,000

Net transfers to the Plan

708,454

Total additions to net assets

379,632

Deductions from net assets attributed to:

Benefits paid to participants

1,539,287

Administrative expenses

6,136

Total deductions from net assets

1,545,423

Net decrease before transfers from the Plan

(1,165,791)

Net transfer to merged plan (note 1(a))

(20,429,168)

Net decrease after transfers from the Plan

(21,594,959)

Net assets available for Plan benefits:

Beginning of period

21,594,959

End of period

\$ —

See accompanying notes to financial statements (modified cash basis).

**PLAIN DEALER PUBLISHING CO. 401(k) BARGAINING UNIT
SAVINGS PLAN**

Notes to Financial Statements
(Modified Cash Basis)

September 27, 2011 and December 31, 2010

(1) Description of the Plan and Nature of Operations

The following description of The Plain Dealer Publishing Co. (the Company) 401(k) Bargaining Unit Savings Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

(a) Merger

On September 27, 2011, the Plan merged into the Advance 401(k) Plan. The sponsor of the Advance 401(k) Plan is the parent of the Company. As a result of the merger, the net assets of the Plan totaling \$20,429,168 were transferred to the Advance 401(k) Plan on that date.

(b) General

The Plan was a 401(k) defined contribution plan for the benefit of employees of the Company. The Plan was adopted effective January 1, 1997 and had since been amended. The Plan covered employees who were covered by a collective bargaining agreement and were age 18 or older. The Plan was subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Investment assets of the Plan were maintained under a trust agreement with Fidelity Management Trust Company (the Trustee) and the Plan's recordkeeping administrative services were provided by Fidelity Investments Institutional Operations Company, Inc. (collectively, Fidelity). All investment and participant loan transactions were executed by Fidelity at the direction of, and for the exclusive benefit of, participants under the Plan.

(c) Participants' Accounts

Each participant's share of the Plan's assets was recorded in an account established for that participant. Each participant's account was credited with the participant's contribution, if any, adjusted to reflect income, realized gains and losses and unrealized appreciation or depreciation in the value of the Plan's assets. All contributions were invested based on participant direction. The benefit to which a participant was entitled was the benefit that could be provided from the participant's vested account.

Participants could elect to divide their contributions or initiate a transfer among the investment fund options in whole increments of 1% on a daily basis, subject to certain restrictions. An eligible participant could elect to suspend or resume his or her contributions, subject to the Plan's notice requirements. Changes requested by participants were implemented as soon as administratively practicable, in accordance with the Plan document.

(d) Contributions

Eligible employees could, at their option, contribute up to 60% each year of their eligible pre-tax compensation, as defined under the Plan, subject to certain Internal Revenue Code (IRC) limitations, into any of the available investment elections.

**PLAIN DEALER PUBLISHING CO. 401(k) BARGAINING UNIT
SAVINGS PLAN**

Notes to Financial Statements
(Modified Cash Basis)

September 27, 2011 and December 31, 2010

A participant who made the maximum amount of permitted deferral contributions for a plan year, and who had attained or would have attained age 50 during such plan year, could have elected to make additional catch-up contributions. Catch-up contributions were considered deferred contributions for all purposes under the Plan, except that catch-up contributions: (a) were not subject to the percentage contribution limitations, and (b) could not exceed \$5,500 for 2011.

(e) *Rollover Contributions and Transfers to the Plan*

The Plan permitted participants to have their interests in other qualified plans rolled over to the Plan or to make rollover contributions into the Plan from a conduit individual retirement account, which held amounts attributable solely to a rollover from another qualified plan. In addition, the Plan permitted for direct transfers of participant accounts for employees in businesses that were acquired by the Company. Such transfers or rollovers to the Plan could only be made with the approval of the Plan administrator and did not affect any other contributions made by or on behalf of a participant.

Transfers into the Plan of \$708,454 related to the transfer of employees' balances from the Company's 401(k) Nonbargaining Savings Plan.

(f) *Fund Vesting*

Participants immediately vested in their contributions, plus actual earnings thereon.

(g) *Payment of Benefits*

Upon retirement at normal retirement age, as defined, death, or termination of service, a participant's vested interest in the Plan became payable to the participant (or his or her assigned beneficiary in the case of death). A participant could elect to receive benefit payments in annual installments, a lump-sum amount or as a direct rollover contribution to an Individual Retirement Account (IRA) or an eligible retirement plan of all or part of the payment. Withdrawals prior to attaining retirement age were not permitted except in the event of termination, disability or as a hardship distribution. Upon proof, to the satisfaction of the plan administrator, and in compliance with the IRC, of an immediate and heavy financial need, amounts contributed could be withdrawn for hardship purpose. Certain income tax penalties could have applied to withdrawals or distributions prior to retirement age.

(h) *Notes Receivable from Participants*

Subject to approval by the Plan's administrator, participants could borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of (a) \$50,000 (reduced by the participant's highest outstanding loan balance during the preceding 12-month period), or (b) 50% of the vested portion in the participant's account. The loans were secured by the balance in the participant's account. Such borrowings generally must be repaid (through payroll deductions) within five years (or ten years when it is for the purchase of a principal residence). All loans bore interest at a rate fixed by the Plan administrator based on the interest rate currently being charged for loans of comparable size, risk and maturity when the application for the loan was approved. Notes receivable from participants as of December 31, 2010 bore interest at rates ranging from 4% to 10.25% with

**PLAIN DEALER PUBLISHING CO. 401(k) BARGAINING UNIT
SAVINGS PLAN**

Notes to Financial Statements
(Modified Cash Basis)

September 27, 2011 and December 31, 2010

maturity dates through 2016. Notes receivable from participants at December 31, 2010 amounted \$413,907, and represented unpaid principal balance plus any accrued but unpaid interest.

(2) Summary of Significant Accounting Policies

(a) *Basis of Presentation*

The accompanying financial statements have been prepared on the modified cash basis of accounting under which contributions are recorded when received, investment income is recorded when collected, and benefit payments and expenses are recorded when paid. Investments are adjusted to fair value. The modified cash basis of accounting is a comprehensive basis of accounting other than U.S. generally accepted accounting principles. The preparation of financial statements on the modified cash basis requires the Plan's management to make estimates and assumptions that affect the reported amounts of net assets, additions to net assets, deductions from net assets and disclosures of contingent liabilities, if any. Actual results could differ from those estimates and assumptions.

(b) *Investment Valuation and Income Recognition*

The Plan's investments are stated at fair value. All Plan assets were transferred to the Advance 401(k) Plan before close of business on September 27, 2011. Shares of mutual funds are valued at fair value, which represents the funds' net asset value at the end of the reporting period.

Purchases and sales of securities are recorded on a trade-date basis. Interest income and dividends are recorded when collected. The Plan's investment assets are not guaranteed as to principal or interest, and their values vary depending upon the performance of the underlying investments.

(c) *Payment of Benefits*

Benefits are recorded when paid.

(d) *Administrative Expenses*

Investment management, investment advisory fees and certain administrative fees of the Plan were paid from the assets of the Plan. Participants were charged for a portion of the cost to administer the Plan including the recordkeeping, accounting, legal and trustee services and other administrative services, which were deducted automatically from the participant's account. Participants were also charged for certain transactions, such as the processing of a loan. Certain other administrative and advisory fee expenses in 2011 were paid by the Company.

(e) *Plan Fees*

Investment fees and transaction-based fees charged to the Plan for investments in the mutual funds are deducted from income earned on a daily basis and are not separately reflected. Consequently, these fees are reflected as a reduction of investment return for such investments.

**PLAIN DEALER PUBLISHING CO. 401(k) BARGAINING UNIT
SAVINGS PLAN**

Notes to Financial Statements
(Modified Cash Basis)

September 27, 2011 and December 31, 2010

(f) Recent Accounting Pronouncements

In January 2010, the Financial Accounting Standards Board issued guidance that requires additional disclosures about recurring and nonrecurring fair value measurements, including significant transfers into and out of Level I and Level II of the fair value measurements hierarchy, and separately presenting information regarding purchases, sales, issuances, and settlements in the reconciliation of Level III fair value measurements. The Plan prospectively adopted the new guidance effective January 1, 2010, except for Level III reconciliation disclosures, which was effective for the Plan on January 1, 2011. The adoption of the new guidance did not have a significant impact on the Plan's financial statements.

(3) Investments and Notes Receivable from Participants

Investments and notes receivable from participants presented in the September 27, 2011 and December 31, 2010 Statements of Net Assets Available for Plan Benefits, the investment activities included on the Statement of Changes in Net Assets Available for Plan Benefits for the period from January 1, 2011 to September 27, 2011, and the accompanying notes to the financial statements were prepared in part or entirely from information certified by the Trustee in accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The information certified included total investments of \$0 and \$21,181,052 at September 27, 2011 and December 31, 2010, respectively, and related investment losses of \$1,119,637, for the period from January 1, 2011 to September 27, 2011. The information certified also included notes receivable from participants of \$0 and \$413,907 at September 27, 2011 and December 31, 2010, respectively, and related interest income of \$17,815, for the period from January 1, 2011 to September 27, 2011. As such, the Plan administrator instructed the Plan's auditor not to perform any auditing procedures on such accounts and activity.

The following individual investments represent 5% or more of net assets available for Plan benefits as of September 27, 2011 and December 31, 2010:

	<u>2011</u>	<u>2010</u>
Fidelity Capital Appreciation Fund	\$ —	\$ 1,124,046
Fidelity Freedom 2020 Fund	—	1,292,135
Fidelity Government Income Fund	—	1,895,766
Fidelity Growth Company Fund	—	1,975,862
Fidelity Growth & Income Portfolio	—	1,838,130
Fidelity Magellan Fund	—	1,401,412
Fidelity OTC Portfolio	—	1,428,303
Fidelity Retirement Money Market Portfolio	—	1,827,895
Spartan U.S. Equity Index Fund	—	1,818,143

**PLAIN DEALER PUBLISHING CO. 401(k) BARGAINING UNIT
SAVINGS PLAN**

Notes to Financial Statements
(Modified Cash Basis)

September 27, 2011 and December 31, 2010

During the period from January 1, 2011 to September 27, 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the period) depreciated in value, as follows:

	<u>2011</u>
Registered investment company mutual funds	\$ <u><u>(1,320,147)</u></u>

(4) Fair Value Measurements

The fair value of an asset or liability is based on the assumptions that market participants would use in pricing the asset or liability. Valuation techniques consistent with the market approach, income approach and/or cost approach are used to measure fair value. The Plan follows a three-tiered fair value hierarchy when determining the inputs to valuation techniques. The fair value hierarchy prioritizes the inputs to valuation techniques into three broad levels in order to maximize the use of observable inputs and minimize the use of unobservable inputs. The levels of the fair value hierarchy are as follows:

- Level I – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level II – Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; and inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level II input must be observable for substantially the full term of the asset or liability.
- Level III – Assets or liabilities whose significant value drivers are unobservable.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

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

There were no changes in the Plan's valuation methodologies at September 27, 2011 and December 31, 2010. In addition, there were no transfers between Levels for the period from January 1, 2011 to September 27, 2011.

The Plan's investment assets at fair value was \$0 as of September 27, 2011.

**PLAIN DEALER PUBLISHING CO. 401(k) BARGAINING UNIT
SAVINGS PLAN**

Notes to Financial Statements
(Modified Cash Basis)

September 27, 2011 and December 31, 2010

The following table sets forth by level, within the fair value hierarchy, the Plan's assets carried at fair value on a recurring basis as of December 31, 2010:

	<u>Level I</u>	<u>Level II</u>	<u>Level III</u>	<u>Total</u>
Registered investment company mutual funds:				
U.S. Equity Funds	\$ 13,658,328	\$ —	\$ —	\$ 13,658,328
Balanced Fund	1,001,402	—	—	1,001,402
Target Dated Fund	2,144,848	—	—	2,144,848
International Equity	652,813	—	—	652,813
Fixed income Funds	1,895,766	—	—	1,895,766
Money Market Funds	<u>1,827,895</u>	<u>—</u>	<u>—</u>	<u>1,827,895</u>
Total investments measured at fair value	<u>\$ 21,181,052</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 21,181,052</u>

The Plan's valuation methodology used to measure the fair values of mutual funds was derived from the funds' net asset values, which are quoted in active markets.

(5) Party-in-Interest Transactions

The Plan investments are shares of mutual funds managed by Fidelity, which is the trustee as defined by the Plan, and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for investment management services were included as a reduction of the return earned on each fund.

(6) Tax Status

The Plan has adopted a Volume Submitter Plan Document that received a favorable determination letter dated March 31, 2008, that the Volume Submitter Plan was designed in accordance with applicable sections of the IRC. The Plan Document has been amended since receiving the determination letter. In the opinion of the Plan administrator, the Plan and its underlying trust are designed and have operated in compliance with the applicable provisions of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that there were no uncertain tax positions that would require disclosure in the financial statements.

(7) Plan Termination

Although it had not expressed the intent to do so, the Company had the right under the Plan to discontinue its contributions at any time and to terminate its participation subject to the provisions of ERISA. In the event the Company had terminated the Plan, participants would become fully vested in their accounts and the assets of the Plan would have been distributed to the participants in accordance with the provisions of ERISA.

**PLAIN DEALER PUBLISHING CO. 401(k) BARGAINING UNIT
SAVINGS PLAN**

Notes to Financial Statements
(Modified Cash Basis)

September 27, 2011 and December 31, 2010

As discussed in note 1(a), the Plan merged into the Advance 401(k) Plan effective September 27, 2011.

(8) Subsequent Events

Subsequent events were evaluated by the Plan administrator through July 12, 2012, which is the date the financial statements were available to be issued. The Plan administrator has determined there were no material events requiring disclosure or adjustment to the accompanying financial statements.