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 01/01/2011 and ending 12/31/2011

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
CBK PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 03/01/2000

2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan)

CHRONICLE BOOKS, LLC

680 2ND STREET
SAN FRANCISCO, CA 94107

2b Employer Identification Number (EIN) 94-3347649

2c Sponsor's telephone number 415-537-4255

2d Business code (see instructions) 511130

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/09/2012	TODD PRESLEY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

680 2ND STREET
SAN FRANCISCO, CA 94107

3b Administrator's EIN
94-3347649

3c Administrator's telephone number
415-537-4255

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**	248
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**	169
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	96
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	265
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	265
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	247
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:
2E 2F 2G 2J 2K 2S 2T 3D

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
CBK PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
94-3347649

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

BANK OF AMERICA
1400 MERRILL LYNCH DRIVE
MAIL STOP NJ2-140-03-51
PENNINGTON, NJ 08534

94-1687665

(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)

MERRILL LYNCH, PIERCE FENNER SMITH

4 WORLD FINANCIAL CENTER
250 VESEY STREET
NEW YORK, NY 10281

13-5674085

(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?
	RECORDKEEPER	40	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

MERRILL LYNCH PIERCE FENNER SMITH

4 WORLD FINANCIAL CENTER
250 VESEY STREET
NEW YORK, NY 10281

13-5674085

(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?
15 52 59 60 62 63 67	FLOAT REVENUE RECORD KEEP		Yes [X] No [ ]	Yes [X] No [ ]		Yes [X] No [ ]

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

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

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
(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 D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
CBK PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
94-3347649

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

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

b Name of sponsor of entity listed in (a): BANK OF AMERICA, N.A. EIN 226575237

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions)
22-6575237-014	C	1394742

a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP INDEX TRUST

b Name of sponsor of entity listed in (a): BANK OF AMERICA, N.A.EIN 226837207

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions)
22-6837207-021	C	8431

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP INDEX TRUST TIER 1

b Name of sponsor of entity listed in (a): BANK OF AMERICA, N.A. EIN 226727804

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions)
22-6727804-002	C	190170

a Name of MTIA, CCT, PSA, or 103-12 IE: INVESCO STABLE VALUE RETURN CL4

b Name of sponsor of entity listed in (a): INVESCO NATIONAL TRUST CO

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions)
27-3868124-001	C	1711522

a Name of MTIA, CCT, PSA, or 103-12 IE: INVESCO STABLE VALUE RETURN MG CL4

b Name of sponsor of entity listed in (a): INVESCO NATIONAL TRUST CO

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions)
27-3868124-001	C	443288

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
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a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN

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 01/01/2011 and ending 12/31/2011

A Name of plan
CBK PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
94-3347649

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)	32451	58350
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	68554	20288
(9) Value of interest in common/collective trusts	1c(9)	3602947	3748153
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	10766979	10960497
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	0
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	14470931	14787288
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	14470931	14787288

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)	482698	
(B) Participants	2a(1)(B)	845822	
(C) Others (including rollovers)	2a(1)(C)	212187	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1540707
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)	2542	
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		2542
(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)	243047	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		243047
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		

			(a) Amount	(b) Total
2b	(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
	(B) Other	2b(5)(B)	0	
	(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)		27425
	(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
	(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
	(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
	(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-668391
c	Other income	2c		0
d	Total income. Add all **income** amounts in column (b) and enter total	2d		1145330
	Expenses			
e	Benefit payment and payments to provide benefits:			
	(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	795335	
	(2) To insurance carriers for the provision of benefits	2e(2)	0	
	(3) Other	2e(3)	0	
	(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		795335
f	Corrective distributions (see instructions)	2f		0
g	Certain deemed distributions of participant loans (see instructions)	2g		30242
h	Interest expense	2h		0
i	Administrative expenses: (1) Professional fees	2i(1)	0	
	(2) Contract administrator fees	2i(2)	0	
	(3) Investment advisory and management fees	2i(3)	0	
	(4) Other	2i(4)	3396	
	(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		3396
j	Total expenses. Add all **expense** amounts in column (b) and enter total	2j		828973
	Net Income and Reconciliation			
k	Net income (loss). Subtract line 2j from line 2d	2k		316357
l	Transfers of assets:			
	(1) To this plan	2l(1)		
	(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: LINDQUIST LLP **(2)** EIN: 52-2385296

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

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

Part IV Compliance Questions

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

During the plan year:

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

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
CBK PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
94-3347649

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 94-1687665

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

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

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

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

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

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

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

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

CHRONICLE BOOKS, LLC
CBK PLAN

EIN 94-3347649
PLAN NO. 001

FINANCIAL STATEMENTS

DECEMBER 31, 2011

Chronicle Books, LLC
CBK Plan

Financial Statements with Additional Information

December 31, 2011 and 2010

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LINDQUIST LLP
CERTIFIED PUBLIC ACCOUNTANTS

REPORT OF INDEPENDENT AUDITORS

To the Investment Committee of
Chronicle Books, LLC, CBK Plan

We have audited the accompanying statements of net assets available for benefits of the Chronicle Books, LLC, CBK Plan (the Plan) as of December 31, 2011 and 2010, and the related statements of changes in net assets available for benefits for the years then ended, and the supplemental schedule as listed in the accompanying table of contents. 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 (DOL) Rules and Regulations for Reporting and Disclosures under the Employee Retirement Income Security Act of 1974 (ERISA), the Investment Committee instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 8, which was certified by Merrill Lynch Trust Company, the trustee, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Investment Committee that the trustee holds the Plan's investment assets and executes investment transactions. The Investment Committee has obtained a certification from the trustee as of and for the years ended December 31, 2011 and 2010, that the information provided to the Investment Committee by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The supplemental schedule is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by Merrill Lynch Trust Company, has been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, is presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Lindquist LLP

October 1, 2012

600 City Parkway West, Suite 300 • Orange, California 92868-7901 • 714.257.0100 • 714.257.1922 FAX • www.lindquistcpa.com

CHRONICLE BOOKS, LLC
CBK PLAN

SCHEDULE H, ITEM 4(I) -
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

EIN: 94-3347649
FORM 5500
DECEMBER 31, 2011

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Fair Value
	Allianz NFJ Dividend Value Fund A	Registered investment company	**	$ 55,469
	American Europacific Growth Fund R3	Registered investment company	**	365,057
	American Europacific Growth Fund R3 GM	Registered investment company	**	368,711
	American Growth Fund of America R3	Registered investment company	**	625,529
	American Growth Fund of America R3 GM	Registered investment company	**	399,030
	Columbia Small-Capital Value II A	Registered investment company	**	151,628
	Columbia Small-Capital Value II A GM	Registered investment company	**	222,108
	Davis NY Venture Fund Class A	Registered investment company	**	850,092
	Eaton Vance Large-Capital Value Fund A	Registered investment company	**	46,417
	Eaton Vance Large-Capital Value Fund A GM	Registered investment company	**	769,010
	Perkins Mid-Capital Value Fund Class A	Registered investment company	**	219,609
	Perkins Mid-Capital Value Fund Class A GM	Registered investment company	**	360,294
	Seligman Comm and Info Fund Class A	Registered investment company	**	147,871
	Thornburg International	Registered investment company	**	995,935
	Calvert Social Investment Fund Equity	Registered investment company	**	147,655
	Blackrock International Index Tier VII	Registered investment company	**	5,265
	Invesco International Small Class A	Registered investment company	**	16,134
	Columbia Acorn Fund Class A	Registered investment company	**	177,860
	Columbia Acorn Fund Class A GM	Registered investment company	**	225,150
	Delaware Investment Dividend Income Class A	Registered investment company	**	39,022
	Delaware Investment Dividend Income Class A GM	Registered investment company	**	371,326
	Invesco Van Kampen Equity Fund A	Registered investment company	**	709,285
	Blackrock Inflation Protected A	Registered investment company	**	196,467
	Blackrock Inflation Protected A GM	Registered investment company	**	148,056
	Thornburg International GM	Registered investment company	**	324,725
	Sentinel Small Company Fund A	Registered investment company	**	55,336
	Sentinel Small Company Fund A GM	Registered investment company	**	124,680
	Van Eck Global Hard Assets	Registered investment company	**	34,708
	Van Eck Global Hard Assets GM	Registered investment company	**	165,359
	Oppenheimer International Bond Fund Class A	Registered investment company	**	26,533
	Oppenheimer Developing Markets Fund Class A	Registered investment company	**	93,787
	Oppenheimer Developing Markets Fund Class A GM	Registered investment company	**	168,956
	Invesco Real Estate Fund A	Registered investment company	**	387,199
	PIMCO Total Return Fund Class A	Registered investment company	**	466,077
	PIMCO Total Return Fund Class A GM	Registered investment company	**	338,353
	Blackrock Global Allocation A	Registered investment company	**	127,503
	Franklin Custodian Fund Income Growth	Registered investment company	**	1,034,301
	Invesco Stable Value Retirement Fund Series 4	Common/collective trust	**	1,711,522
	Invesco Stable Value Retirement Fund GM Series 4	Common/collective trust	**	443,288
*	Merrill Lynch Equity Index Trust Series II	Common/collective trust	**	1,394,742
*	Merrill Lynch Mid-Capital Index Trust Series I	Common/collective trust	**	8,431
*	Merrill Lynch Small-Capital Index Trust Series I	Common/collective trust	**	190,170
	Total investments per the financial statements			14,708,650
***	Notes receivable from participants per the financial statements			20,288
	Total investments per the Form 5500			$ 14,728,938

* Party-in-interest to the Plan.
** Cost omitted for participant-directed investments.
*** Interest rates on loans range from 4.25% to 5.75%.

Chronicle Books, LLC
CBK Plan

Statements of Net Assets Available for Benefits

December 31, 2011 and 2010

	2011	2010
Assets		
Investments - at fair value		
Mutual funds	$ 10,960,497	$ 10,766,979
Common/collective trusts	3,748,153	3,602,947
Total investments	14,708,650	14,369,926
Receivables		
Notes receivable from participants	20,288	68,554
Employer contributions	58,350	32,451
Total receivables	78,638	101,005
Net assets available for benefits - at fair value	14,787,288	14,470,931
Adjustments from fair value to contract value for interest in the Invesco Stable Value Retirement Fund relating to fully benefit-responsive investment contracts	(10,310)	-
Net assets available for benefits - participant accounts	$ 14,776,978	$ 14,470,931

See accompanying notes to financial statements.

Chronicle Books, LLC
CBK Plan

Statements of Changes in Net Assets Available for Benefits

Years Ended December 31, 2011 and 2010

	2011	2010
Additions		
Investment income		
Net appreciation (depreciation) in fair value of investments	$ (683,651)	$ 1,319,927
Interest and dividends	275,422	211,423
Total investment income (loss)	(408,229)	1,531,350
Contributions		
Participants	845,822	791,358
Employer	482,698	434,229
Rollover	212,187	21,243
Total contributions	1,540,707	1,246,830
Interest on participant loans	2,542	3,947
Total additions	1,135,020	2,782,127
Deductions		
Benefits paid to participants	825,577	694,966
Administrative expenses	3,396	120
Total deductions	828,973	695,086
Net change	306,047	2,087,041
Net assets available for benefits - participant accounts		
Beginning of year	14,470,931	12,383,890
End of year	$ 14,776,978	$ 14,470,931

See accompanying notes to financial statements.

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Method of Accounting - The accompanying financial statements are prepared using the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America.

Investment Valuation, Transactions and Income Recognition -

General - Investments are carried at fair value, which is determined, presented and disclosed in accordance with Financial Accounting Standards Board Accounting Standards Codification (FASB ASC) 820, *Fair Value Measurements and Disclosures*. Under FASB ASC 820, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e., the "exit price") in an orderly transaction between market participants at the measurement date.

FASB ASC 820 establishes a fair value hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are those that market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Plan. Unobservable inputs reflect the Plan's assumptions about inputs that market participants would use in pricing the investments developed based on the best information available in the circumstances. The fair value hierarchy is categorized into three levels, based on the inputs, as follows:

Level 1 - Valuations based on quoted prices in active markets for identical assets or liabilities that the Plan has the ability to access.

Level 2 - Valuations based on quoted prices in markets that are not active, quoted prices for similar investments in active markets or model-based valuations for which all significant assumptions are observable and can be corroborated by observable market data.

Level 3 - Valuations based on unobservable inputs that are supported by little or no market activity and are significant to the overall fair value measurement. Values are determined using proprietary pricing models, discounted cash flow models that include the investment entities' own judgments and estimations, or some other pricing method using unobservable inputs.

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

In January 2010, the FASB issued Accounting Standards Update (ASU) 2010-6, *Improving Disclosures about Fair Value Measurements,* which requires the Plan to make new disclosures about recurring or non-recurring fair value measurements, including significant transfers into and out of Level 1 and Level 2 fair value measurements and information on purchases, sales, issuances and settlements on a gross basis in the reconciliation of Level 3 fair value measurements. ASU 2010-6 is effective for annual reporting periods beginning after December 31, 2009, except for Level 3 reconciliation disclosures, which are effective for annual periods beginning after December 31, 2010. The adoption of ASU 2010-6 did not have a material impact on the Plan's financial statements.

Inputs and Valuation Methods - In determining fair value, FASB ASC 820 allows various valuation approaches. The specific methods used for each of the Plan's investment classes are presented below:

Mutual funds: The fair value of mutual funds is generally based on quoted market prices in active markets (Level 1).

Common/collective trusts: The fair value of the units in common/collective trusts is estimated based on the net asset value per unit of the investments. The underlying asset values of the common/collective trusts may be calculated based on quoted market prices or other observable inputs (Level 2).

Valuation Methods, Consistency - The valuation techniques used in the accompanying financial statements have been consistently applied.

Transactions and Income Recognition - Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Notes Receivable from Participants - Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Contributions Receivable - Participant and employer contributions receivable are based on contributions due and not paid prior to year-end. Allowance for uncollectible accounts is considered unnecessary and is not provided.

Administrative Expenses - Substantially all expenses incurred for administering the Plan are paid by the Plan's sponsor.

Payment of Benefits - Participant withdrawals and termination payments are recorded when paid.

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Fully Benefit-Responsive Investment Contracts - Under FASB ASC 962, *Plan Accounting - Defined Contribution Pension Plans,* investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. As required by FASB ASC 962, the statements of net assets available for benefits present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statements of changes in net assets available for benefits are prepared on a contract value basis. The Plan did not hold fully benefit-responsive investment contracts at year-end December 31, 2010. See Note 11 to the financial statements for additional detail.

Estimates - The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures in the financial statements. Actual results could differ from those estimates.

Risks and Uncertainties - The Plan invests in mutual funds and common/collective trusts. Such investments are exposed to various risks, such as interest rate, market fluctuations and credit. Due to the level of risk associated with certain investments and the level of uncertainty with respect to changes in the value of investments, it is at least reasonably possible that changes in risks in the near term would materially affect the amounts reported in the statements of net assets available for benefits and the statements of changes in net assets available for benefits.

NOTE 2. DESCRIPTION OF THE PLAN

The following description of the Chronicle Books, LLC, CBK Plan provides only general information. Participants should refer to the Summary Plan Description for a more complete description of the Plan's provisions.

General - The Plan was established to provide retirement benefits for eligible employees of Chronicle Books, LLC (the Company). The Plan is financed by contributions from the participants, matching contributions and discretionary non-elective profit sharing contributions from the Company, and net earnings of the investments of the Plan. The Plan also accepts rollover contributions from other qualified plans. The Plan is a defined contribution plan covering all employees of the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

NOTE 2. DESCRIPTION OF THE PLAN (CONT'D)

The Plan has adopted an Automatic Enrollment feature whereby the Company enrolls eligible participants and contributes 4% of their compensation (before taxes) to the Plan, unless the participant elects to not enroll in the Plan. This feature also includes an automatic increase in the participants' deferral percentage in April of every year by 1% of total compensation. This feature only applies to participants with deferral percentages of less than 10%.

Participant Contributions - Employees of the Company are eligible to participate in the Plan at the beginning of the first month following their hire date. Participants may elect to defer a portion of their compensation in the form of pretax salary deferrals, not to exceed the applicable IRS contribution limits of $16,500 for 2011 and 2010. A participant who attains age 50 or older by the end of the Plan year can elect to defer additional amounts, called "catch-up contributions," to the Plan. The limits for 2011 and 2010, were $5,500.

Employer Contributions - The Company contributes an amount equal to 100% of the first 4% of compensation contributed to the Plan by a participant. In addition, the Company may, at its discretion, make a profit-sharing contribution, which participants will proportionally share. No profit-sharing contributions were made for the years ended December 31, 2011 and 2010.

A full-time employee becomes eligible to receive an allocation of the Company's matching contributions at the beginning of the first month following the employee's hire date. Participants direct the investment of the contributions and the employer matching contributions into various investment options offered by the Plan. Currently, the Plan offers various mutual fund and common/collective trust investment options for the participants.

Participant Accounts - Each participant's account is credited with the participant's contribution, rollover, and the Company's contribution and earnings and is charged with an allocation of administrative expenses based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Vesting - Participants are immediately vested in their contributions plus actual earnings thereon. The Company's contributions are also immediately vested upon participation in the Plan.

Participant Loans - Participants may borrow from their fund accounts up to a maximum equal to the lesser of $50,000 or 50% of their account balance. Loans are secured by the borrower's account balance and bear interest at rates that range from 4.25% to 5.75%, which is fixed at the prime rate, published in the Wall Street Journal at the time the loan is processed, plus 2%. Repayment of a loan must be made at least quarterly, on an after-tax basis, in level payments of principal and interest, and must be repaid within five years, unless the loan is taken for the purchase of a primary residence.

NOTE 2. DESCRIPTION OF THE PLAN (CONT'D)

Benefits - A participant may elect to receive a lump-sum payment or installment payments upon termination of service. Prior to separation from service, participants may withdraw all or any portion of their account attributable to rollover, after-tax, or IRA contributions. Withdrawals of employee before-tax, Company matching, or profit sharing contributions are permitted upon reaching age 59½. Under certain circumstances, a participant may qualify for a hardship distribution and receive a lump-sum payment equal to all or a portion of the participant's account balance.

Forfeited Accounts - At December 31, 2011 and 2010, forfeited non-vested account balances were $69 and $2,542, respectively. These accounts will be used to reduce future employer contributions.

NOTE 3. PRIORITIES UPON TERMINATION

It is the intent of the Company to continue the Plan in full force and effect; however, the right to discontinue the Plan is reserved by the Company. Termination shall not permit any part of the Plan assets to be used for, or diverted to, purposes other than the exclusive benefit of the participants and beneficiaries. In the event of termination, the Company will direct the trustee to distribute each participant's account in a single sum, as soon as administratively practicable after the termination of the Plan, irrespective of the present value of the participant's account and whether or not the participant consents to that distribution.

NOTE 4. TAX STATUS

The Plan obtained its latest determination letter, dated March 31, 2008, 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 the effective date of the letter; however, the Investment Committee and the Plan's tax counsel believe that the Plan is designed and currently being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require the Investment Committee to evaluate the tax positions taken and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Investment Committee has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2011, there are no uncertain positions taken, or expected to be taken, that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by the taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Investment Committee believes it is no longer subject to income tax examinations for the years prior to the fiscal year ending December 31, 2008.

NOTE 5. INVESTMENTS

All investments in the Plan are participant-directed. The following summary presents the fair value for each of the Plan's investment categories.

	December 31, 2011	December 31, 2010
Investments at fair value, as determined by quoted market prices		
Mutual funds	$ 10,960,497	$ 10,766,979
Investments at estimated fair value, based on models, cash flow analyses, appraisals or other observable inputs		
Common/collective trusts	3,748,153	3,602,947
Total	$ 14,708,650	$ 14,369,926

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

	December 31, 2011	December 31, 2010
Investments at fair value, as determined by quoted market prices		
Mutual funds		
Davis New York Venture Fund	$ 850,092	$ 924,928
Eaton Vance Large-Cap Value Fund	769,010	-
Thornburg International	995,935	1,188,045
Invesco Van Kampen Equity Fund	-	734,886
Franklin Custodian Fund Income Growth	1,034,301	953,459
Investments at estimated fair value, based on models, cash flow analyses, appraisals or other observable inputs		
Common/collective trusts		
Merrill Lynch Retirement Preservation Trust	-	2,134,630
Merrill Lynch Equity Index Trust Series II	1,394,743	1,282,075
Invesco Stable Value Retirement Fund Tier 4	2,154,810	-

NOTE 5. INVESTMENTS (CONT'D)

The Plan's investments, including investments bought, sold or held during the year, appreciated (depreciated) in value as follows:

	Years Ended December 31, 2011	2010
Investments at fair value, as determined by quoted market prices		
Mutual funds	$ (698,911)	$ 1,138,324
Investments at estimated fair value, based on models, cash flow analyses, appraisals or other observable inputs		
Common/collective trusts	15,260	181,603
	$ (683,651)	$ 1,319,927

NOTE 6. INVESTMENTS AT FAIR VALUE HIERARCHY

Assets measured at fair value on a recurring basis, based on their fair value hierarchy at December 31, 2011 and 2010, are as follows:

		Fair Value Measurements at Reporting Date using:	
Description	December 31, 2011	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
Mutual funds			
Equity/stock	$ 10,028,564	$ 10,028,564	$ -
Bond/fixed income	804,430	804,430	-
Allocation funds	127,503	127,503	-
Total mutual funds	10,960,497	10,960,497	-
Common/collective trusts			
Stable value fund	2,154,810	-	2,154,810
Equity funds	1,593,343	-	1,593,343
Total common/collective trusts	3,748,153	-	3,748,153
Total	$ 14,708,650	$ 10,960,497	$ 3,748,153

NOTE 6. INVESTMENTS AT FAIR VALUE HIERARCHY (CONT'D)

Description	December 31, 2010	Fair Value Measurements at Reporting Date using: Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
Mutual funds			
Equity/stock	$ 9,914,711	$ 9,914,711	$ -
Bond/fixed income	727,191	727,191	-
Allocation funds	125,077	125,077	-
Total mutual funds	10,766,979	10,766,979	-
Common/collective trusts			
Stable value	3,602,947	-	3,602,947
Total	$ 14,369,926	$ 10,766,979	$ 3,602,947

NOTE 7. INVESTMENTS IN CERTAIN ENTITIES THAT CALCULATE NET ASSET VALUE

In September 2009, the FASB issued Accounting Standards Update (ASU) 2009-12, *Investments in Certain Entities that Calculate Net Asset Value per Share (or its Equivalent),* which amended certain subsections of FASB ASC 820. Overall, the guidance permits entities to use net asset value per share (or its equivalent), as a practical expedient, to measure fair value when the investment does not have a readily determinable fair value and the net asset value is calculated in a manner consistent with investment company accounting.

As a result of adopting this guidance in ASU 2009-12, the Plan has provided additional disclosures regarding the nature and risks of investments within the scope of this guidance. The adoption of ASU 2009-12 did not have a material effect on the Plan's net assets available for benefits or its changes in net assets available for benefits.

NOTE 7. INVESTMENTS IN CERTAIN ENTITIES THAT CALCULATE NET ASSET VALUE (CONT'D)

The fair value and redemption information for investments that calculate net asset value per share as of December 31, 2011 and 2010, are as follows:

Investment Type	Fair Value as of December 31, 2011	2010		Redemption Frequency (if currently eligible)	Redemption Notice Period
Common/collective trusts					
Invesco Stable Value Retirement Fund Tier 4	$ 2,154,810	$ -	{a}	Daily	10 days
Merrill Lynch Equity Index Trust Series II	1,394,742	1,282,075	{b}	Daily	Daily
Merrill Lynch Mid-Cap Index Trust Series I	8,431	2,151	{c}	Daily	Daily
Merrill Lynch Small-Cap Index Trust Series I	190,170	184,091	{d}	Daily	Daily
Merrill Lynch Retirement Preservation Trust	-	2,134,630	{e}	Daily	Daily

There were no unfunded commitments for the years ended December 31, 2011 and 2010.

{a} The objective of the Invesco Stable Value Retirement Fund Tier 4 is to seek preservation of principal and provide interest income reasonably obtained under prevailing market conditions and rates, consistent with seeking to maintain required liquidity.

{b} The objective of the Merrill Lynch Equity Index Trust Series II is to invest in a portfolio of assets where performance is expected to match approximately the performance of the Standard & Poor's (S&P) 500 Composite Stock Index (or such other index representing a significant portion of U.S. stock market capitalization that the trustee, upon ten days' prior notice to participating plans, determines to seek to match) before deduction of expenses.

{c} The objective of the Merrill Lynch Mid-Cap Index Trust Series I is to purchase and sell securities to replicate the risk and return of the S&P Mid-Cap 400 Index.

{d} The objective of the Merrill Lynch Small-Cap Index Trust Series I is to purchase and sell securities to replicate the risk and return of the Russell 2000 Index.

{e} The Merrill Lynch Retirement Preservation Trust seeks to preserve principal, maintain high liquidity and earn an appropriate market return.

NOTE 8. INFORMATION PREPARED BY AND CERTIFIED BY THE TRUSTEE

The following information, included in the accompanying financial statements and supplemental schedule, was obtained from data that was prepared by and certified as complete and accurate by Merrill Lynch Trust Company:

	December 31,	
	2011	2010
Investments at fair value	$ 14,708,650	$ 14,369,926
Adjustments from fair value to contract value for fully benefit-responsive investment contracts	(10,310)	-
Investments as certified by the trustee	$ 14,698,340	$ 14,369,926
Notes receivable from participants	$ 20,288	$ 68,554
Net appreciation in fair value of investments	$ (683,651)	$ 1,319,927
Interest and dividends	275,422	211,423
Total investment income as certified by the trustee	$ (408,229)	$ 1,531,350
Interest on participant loans	$ 2,542	$ 3,947

In addition, the information in Notes 5 and 6 and the supplemental schedule of assets held for investment purposes at end of year was derived from information certified by the Trustee.

NOTE 9. PLAN TERMINATION

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

NOTE 10. RELATED-PARTY TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Merrill Lynch Trust Company (Merrill Lynch), the Plan's trustee. Transactions in such investments qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules.

NOTE 11. INVESCO STABLE VALUE RETIREMENT FUND INVESTMENT CONTRACT

The Plan entered into a benefit-responsive investment contract with Invesco Stable Value Retirement Fund. Invesco maintains the contributions in a collective investment trust. The trust is credited with earnings on the underlying investments and is charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate, which is guaranteed to the Plan.

Because the guaranteed investment contract is fully benefit responsive, contract value is the relevant measure attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. Contract value, as reported to the Plan by Merrill Lynch, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may direct the withdrawal or transfer of all or a portion of their investment at contract value.

These investment contracts are recorded at fair value; however, because these contracts are fully benefit responsive and adjustment is reflected in the statements of net assets available for benefits, these investments are presented at contract value (in accordance with FASB ASC 962-205-45-2, *Fully Benefit-Responsive Investment Contracts*).

NOTE 12. RECONCILIATION TO FORM 5500

The following is a reconciliation of investments in common/collective trusts per the financial statements to the Form 5500 at December 31, 2011:

Net assets available for benefits per the financial statements	$ 14,776,978
Adjustment from contract value to fair value in common/collective trusts	10,310
Net assets per Form 5500	$ 14,787,288

The following is a reconciliation of total income per the financial statements to the Form 5500:

	Year Ended December 31, 2011
Total additions per the financial statements	$ 1,135,020
Cumulative effect of adjustment from contract value to fair value in common/collective trusts	10,310
Total income per Form 5500	$ 1,145,330

NOTE 13. SUBSEQUENT EVENTS

Effective May 1, 2012, the Chronicle Books, LLC, CBK Plan terminated their investment custodian and administrative agreements with Merrill Lynch and entered into an investment custodian agreement with Mass Mutual and an administrative agreement with Nicholas Pension Consultants.

Subsequent events were evaluated through the date on which the financial statements were available to be issued. This date is approximately the same as the independent auditors' report date.