

<b>Form 5500</b>  Department of the Treasury Internal Revenue Service  Department of Labor Employee Benefits Security Administration  Pension Benefit Guaranty Corporation	<b>Annual Return/Report of Employee Benefit Plan</b>  This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).  <p style="text-align: center;">▶ <b>Complete all entries in accordance with the instructions to the Form 5500.</b></p>	OMB Nos. 1210-0110 1210-0089  <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2010</div>  <b>This Form is Open to Public Inspection</b>
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<b>Part I</b>	<b>Annual Report Identification Information</b>
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>12/31/2010</u>	
<b>A</b> This return/report is for:	<input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or <input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____
<b>B</b> This return/report is:	<input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report; <input checked="" type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months).
<b>C</b> If the plan is a collectively-bargained plan, check here. . . . .	<input type="checkbox"/>
<b>D</b> Check box if filing under:	<input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program; <input type="checkbox"/> special extension (enter description)

<b>Part II</b>	<b>Basic Plan Information</b> —enter all requested information				
<b>1a</b> Name of plan <u>MILES MEDIA GROUP, LLC 401(K) PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;"><b>1b</b> Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>002</u></td> </tr> <tr> <td colspan="2"><b>1c</b> Effective date of plan <u>01/01/1972</u></td> </tr> </table>	<b>1b</b> Three-digit plan number (PN) ▶	<u>002</u>	<b>1c</b> Effective date of plan <u>01/01/1972</u>	
<b>1b</b> Three-digit plan number (PN) ▶	<u>002</u>				
<b>1c</b> Effective date of plan <u>01/01/1972</u>					
<b>2a</b> Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)  <u>MILES MEDIA GROUP, LLC</u>   <u>6751 PROFESSIONAL PARKWAY WEST</u> <u>SARASOTA, FL 34240</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td><b>2b</b> Employer Identification Number (EIN) <u>02-0761404</u></td> </tr> <tr> <td><b>2c</b> Sponsor's telephone number <u>800-683-0010</u></td> </tr> <tr> <td><b>2d</b> Business code (see instructions) <u>541600</u></td> </tr> </table>	<b>2b</b> Employer Identification Number (EIN) <u>02-0761404</u>	<b>2c</b> Sponsor's telephone number <u>800-683-0010</u>	<b>2d</b> Business code (see instructions) <u>541600</u>	
<b>2b</b> Employer Identification Number (EIN) <u>02-0761404</u>					
<b>2c</b> Sponsor's telephone number <u>800-683-0010</u>					
<b>2d</b> Business code (see instructions) <u>541600</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.

<b>SIGN HERE</b>	Filed with authorized/valid electronic signature.	10/15/2012	PEGGY GANGEMI
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
<b>SIGN HERE</b>			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
<b>SIGN HERE</b>			
	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 (2010)  
v.092307.1

<b>3a</b> Plan administrator's name and address (if same as plan sponsor, enter "Same") MILES MEDIA GROUP, LLC  6751 PROFESSIONAL PARKWAY WEST SARASOTA, FL 34240	<b>3b</b> Administrator's EIN 02-0761404  <b>3c</b> Administrator's telephone number 800-683-0010
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<b>4</b> 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:  <b>a</b> Sponsor's name	<b>4b</b> EIN  <b>4c</b> PN
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<b>5</b> Total number of participants at the beginning of the plan year	<b>5</b>	183
<b>6</b> Number of participants as of the end of the plan year (welfare plans complete only lines <b>6a</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).		
<b>a</b> Active participants.....	<b>6a</b>	117
<b>b</b> Retired or separated participants receiving benefits.....	<b>6b</b>	0
<b>c</b> Other retired or separated participants entitled to future benefits.....	<b>6c</b>	35
<b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....	<b>6d</b>	152
<b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	<b>6e</b>	0
<b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....	<b>6f</b>	152
<b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	<b>6g</b>	134
<b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	<b>6h</b>	20
<b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) .....	<b>7</b>	

**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 2K 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:

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

<b>a Pension Schedules</b> (1) <input checked="" type="checkbox"/> <b>R</b> (Retirement Plan Information) (2) <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) <input type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	<b>b General Schedules</b> (1) <input checked="" type="checkbox"/> <b>H</b> (Financial Information) (2) <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan) (3) <input type="checkbox"/> <b>A</b> (Insurance Information) (4) <input checked="" type="checkbox"/> <b>C</b> (Service Provider Information) (5) <input checked="" type="checkbox"/> <b>D</b> (DFE/Participating Plan Information) (6) <input type="checkbox"/> <b>G</b> (Financial Transaction Schedules)
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<b>SCHEDULE C</b> <b>(Form 5500)</b>  Department of the Treasury Internal Revenue Service  Department of Labor Employee Benefits Security Administration  Pension Benefit Guaranty Corporation	<b>Service Provider Information</b>  This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).  <b>► File as an attachment to Form 5500.</b>	OMB No. 1210-0110
		<b>2010</b>
		<b>This Form is Open to Public Inspection.</b>

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

<b>A</b> Name of plan <b>MILES MEDIA GROUP, LLC 401(K) PLAN</b>	<b>B</b> Three-digit plan number (PN) <b>►</b>	<b>002</b>
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 <b>MILES MEDIA GROUP, LLC</b>	<b>D</b> Employer Identification Number (EIN) <b>02-0761404</b>	

**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

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

<b>(b)</b> Service Code(s)	<b>(c)</b> Relationship to employer, employee organization, or person known to be a party-in-interest	<b>(d)</b> Enter direct compensation paid by the plan. If none, enter -0-.	<b>(e)</b> Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	<b>(f)</b> Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	<b>(g)</b> Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	<b>(h)</b> Did the service provider give you a formula instead of an amount or estimated amount?
64 65 37	RECORDKEEPER	9583	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

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

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

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

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

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

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

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

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

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

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

**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.	

**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.

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

<b>a</b> Name: KIRKLAND RUSS MURPHY & TAPP PA	<b>b</b> EIN: 59-3076061
<b>c</b> Position: ACCOUNTANT	
<b>d</b> Address: 13577 FEATHER SOUND DRIVE, SUITE 40 CLEARWATER, FL 33762	<b>e</b> Telephone: 727-572-1400
Explanation: THE SHAREHOLDERS OF KIRKLAND RUSS MURPHY & TAPP BECAME SHAREHOLDERS OF MAYER HOFFMAN MCCANN P.C. AS OF NOVEMBER 1, 2010.	

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:
Explanation:	

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:
Explanation:	

<b>a</b> Name:	<b>b</b> EIN;
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:
Explanation:	

<b>a</b> Name:	<b>b</b> EIN;
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:
Explanation:	



**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  
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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  
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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  
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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  
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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  
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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

<b>SCHEDULE H</b> <b>(Form 5500)</b>  Department of the Treasury Internal Revenue Service  Department of Labor Employee Benefits Security Administration  Pension Benefit Guaranty Corporation	<b>Financial Information</b>  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).  <b>► File as an attachment to Form 5500.</b>	OMB No. 1210-0110
		<b>2010</b>
		<b>This Form is Open to Public Inspection</b>

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

<b>A</b> Name of plan <u>MILES MEDIA GROUP, LLC 401(K) PLAN</u>	<b>B</b> Three-digit plan number (PN) <u>002</u>
	<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 <u>MILES MEDIA GROUP, LLC</u>
<b>D</b> Employer Identification Number (EIN) <u>02-0761404</u>	

<b>Part I</b>	<b>Asset and Liability Statement</b>
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**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
<b>a</b> Total noninterest-bearing cash .....	<b>1a</b>		
<b>b</b> Receivables (less allowance for doubtful accounts):			
<b>(1)</b> Employer contributions .....	<b>1b(1)</b>		
<b>(2)</b> Participant contributions .....	<b>1b(2)</b>		
<b>(3)</b> Other.....	<b>1b(3)</b>		
<b>c</b> General investments:			
<b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit) .....	<b>1c(1)</b>	166068	171312
<b>(2)</b> U.S. Government securities.....	<b>1c(2)</b>		
<b>(3)</b> Corporate debt instruments (other than employer securities):			
<b>(A)</b> Preferred .....	<b>1c(3)(A)</b>		
<b>(B)</b> All other.....	<b>1c(3)(B)</b>		
<b>(4)</b> Corporate stocks (other than employer securities):			
<b>(A)</b> Preferred .....	<b>1c(4)(A)</b>		
<b>(B)</b> Common .....	<b>1c(4)(B)</b>		
<b>(5)</b> Partnership/joint venture interests .....	<b>1c(5)</b>		
<b>(6)</b> Real estate (other than employer real property) .....	<b>1c(6)</b>		
<b>(7)</b> Loans (other than to participants) .....	<b>1c(7)</b>		
<b>(8)</b> Participant loans .....	<b>1c(8)</b>	137834	117951
<b>(9)</b> Value of interest in common/collective trusts.....	<b>1c(9)</b>	112277	98811
<b>(10)</b> Value of interest in pooled separate accounts.....	<b>1c(10)</b>		
<b>(11)</b> Value of interest in master trust investment accounts .....	<b>1c(11)</b>		
<b>(12)</b> Value of interest in 103-12 investment entities .....	<b>1c(12)</b>		
<b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds).....	<b>1c(13)</b>	3721800	4385840
<b>(14)</b> Value of funds held in insurance company general account (unallocated contracts).....	<b>1c(14)</b>		
<b>(15)</b> Other .....	<b>1c(15)</b>		

**1d** Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities .....	<b>1d(1)</b>		
(2) Employer real property .....	<b>1d(2)</b>		
<b>e</b> Buildings and other property used in plan operation .....	<b>1e</b>		
<b>f</b> Total assets (add all amounts in lines 1a through 1e) .....	<b>1f</b>	4137979	4773914

**Liabilities**

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

**Net Assets**

<b>l</b> Net assets (subtract line 1k from line 1f) .....	<b>1l</b>	4137979	4773914
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**Part II Income and Expense Statement**

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

**Income**

		(a) Amount	(b) Total
<b>a Contributions:</b>			
(1) Received or receivable in cash from: <b>(A)</b> Employers .....	<b>2a(1)(A)</b>	60311	
<b>(B)</b> Participants .....	<b>2a(1)(B)</b>	409201	
<b>(C)</b> Others (including rollovers) .....	<b>2a(1)(C)</b>		
(2) Noncash contributions .....	<b>2a(2)</b>		
(3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> .....	<b>2a(3)</b>		469512
<b>b Earnings on investments:</b>			
(1) Interest:			
<b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) .....	<b>2b(1)(A)</b>	32	
<b>(B)</b> U.S. Government securities .....	<b>2b(1)(B)</b>		
<b>(C)</b> Corporate debt instruments .....	<b>2b(1)(C)</b>		
<b>(D)</b> Loans (other than to participants) .....	<b>2b(1)(D)</b>		
<b>(E)</b> Participant loans .....	<b>2b(1)(E)</b>	8349	
<b>(F)</b> Other .....	<b>2b(1)(F)</b>		
<b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....	<b>2b(1)(G)</b>		8381
(2) Dividends: <b>(A)</b> Preferred stock .....	<b>2b(2)(A)</b>		
<b>(B)</b> Common stock .....	<b>2b(2)(B)</b>		
<b>(C)</b> Registered investment company shares (e.g. mutual funds) .....	<b>2b(2)(C)</b>	65450	
<b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> .....	<b>2b(2)(D)</b>		65450
(3) Rents .....	<b>2b(3)</b>		
(4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....	<b>2b(4)(A)</b>		
<b>(B)</b> Aggregate carrying amount (see instructions) .....	<b>2b(4)(B)</b>		
<b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result .....	<b>2b(4)(C)</b>		

		(a) Amount	(b) Total
<b>2b</b> (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	<b>2b(5)(A)</b>		
(B) Other .....	<b>2b(5)(B)</b>		
(C) Total unrealized appreciation of assets. Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....	<b>2b(5)(C)</b>		
(6) Net investment gain (loss) from common/collective trusts .....	<b>2b(6)</b>		2891
(7) Net investment gain (loss) from pooled separate accounts .....	<b>2b(7)</b>		
(8) Net investment gain (loss) from master trust investment accounts .....	<b>2b(8)</b>		
(9) Net investment gain (loss) from 103-12 investment entities .....	<b>2b(9)</b>		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	<b>2b(10)</b>		599814
<b>c</b> Other income.....	<b>2c</b>		
<b>d</b> Total income. Add all <b>income</b> amounts in column (b) and enter total.....	<b>2d</b>		1146048

**Expenses**

<b>e</b> Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers .....	<b>2e(1)</b>	500530	
(2) To insurance carriers for the provision of benefits .....	<b>2e(2)</b>		
(3) Other .....	<b>2e(3)</b>		
(4) Total benefit payments. Add lines <b>2e(1)</b> through <b>(3)</b> .....	<b>2e(4)</b>		500530
<b>f</b> Corrective distributions (see instructions) .....	<b>2f</b>		
<b>g</b> Certain deemed distributions of participant loans (see instructions).....	<b>2g</b>		
<b>h</b> Interest expense.....	<b>2h</b>		
<b>i</b> Administrative expenses: (1) Professional fees .....	<b>2i(1)</b>		
(2) Contract administrator fees .....	<b>2i(2)</b>		
(3) Investment advisory and management fees .....	<b>2i(3)</b>		
(4) Other .....	<b>2i(4)</b>	9583	
(5) Total administrative expenses. Add lines <b>2i(1)</b> through <b>(4)</b> .....	<b>2i(5)</b>		9583
<b>j</b> Total expenses. Add all <b>expense</b> amounts in column (b) and enter total.....	<b>2j</b>		510113

**Net Income and Reconciliation**

<b>k</b> Net income (loss). Subtract line <b>2j</b> from line <b>2d</b> .....	<b>2k</b>		635935
<b>l</b> Transfers of assets:			
(1) To this plan.....	<b>2l(1)</b>		
(2) From this plan .....	<b>2l(2)</b>		

**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: **MAYER HOFFMAN MCCANN, PC**

(2) EIN: **43-1947695**

**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
<b>a</b> 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>b</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	
<b>c</b> 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	
<b>d</b> 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	
<b>e</b> Was this plan covered by a fidelity bond?.....	X		500000
<b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....		X	
<b>g</b> 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	
<b>h</b> 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	
<b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
<b>j</b> 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	
<b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
<b>l</b> Has the plan failed to provide any benefit when due under the plan? .....		X	
<b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
<b>n</b> 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. ....		X	

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

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

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



<div>SCHEDULE R (Form 5500)  Department of the Treasury Internal Revenue Service  Department of Labor Employee Benefits Security Administration  Pension Benefit Guaranty Corporation</div>	<div>Retirement Plan Information</div> <div>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).</div> <div>► File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2010</div> <div>This Form is Open to Public Inspection.</div>
For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010		
A Name of plan MILES MEDIA GROUP, LLC 401(K) PLAN		B Three-digit plan number (PN) ► 002
C Plan sponsor's name as shown on line 2a of Form 5500 MILES MEDIA GROUP, LLC		D Employer Identification Number (EIN) 02-0761404
Part I	Distributions	
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....		1 0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 04-6568107		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....		3
Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 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)? <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A		
If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____		
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year .....		6a
b Enter the amount contributed by the employer to the plan for this plan year .....		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A		
Part III	Amendments	
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box. <input type="checkbox"/> Increase <input type="checkbox"/> Decrease <input type="checkbox"/> Both <input type="checkbox"/> 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? <input type="checkbox"/> Yes <input type="checkbox"/> No		
11 a Does the ESOP hold any preferred stock? <input type="checkbox"/> Yes <input type="checkbox"/> 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.) <input type="checkbox"/> Yes <input type="checkbox"/> No		
12 Does the ESOP hold any stock that is not readily tradable on an established securities market? <input type="checkbox"/> Yes <input type="checkbox"/> No		
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.		
Schedule R (Form 5500) 2010 v.092308.1		

**Part V Additional Information for Multiemployer Defined Benefit Pension Plans**

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

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

<b>a</b> The current year .....	<b>14a</b>	
<b>b</b> The plan year immediately preceding the current plan year .....	<b>14b</b>	
<b>c</b> The second preceding plan year .....	<b>14c</b>	

- 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:

<b>a</b> The corresponding number for the plan year immediately preceding the current plan year .....	<b>15a</b>	
<b>b</b> The corresponding number for the second preceding plan year .....	<b>15b</b>	

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

<b>a</b> Enter the number of employers who withdrew during the preceding plan year .....	<b>16a</b>	
<b>b</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 .....	<b>16b</b>	

- 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): \_\_\_\_\_

**MILES MEDIA GROUP, LLC 401(k) PLAN**

**Financial Statements  
and Supplemental Schedule**

**December 31, 2010 and 2009  
(With Independent Auditors' Report Thereon)**

## **MILES MEDIA GROUP, LLC 401(k) PLAN**

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## Mayer Hoffman McCann P.C.

An Independent CPA Firm

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### Independent Auditors' Report

Board of Trustees

Miles Media Group, LLC 401(k) Plan:

We were engaged to audit the accompanying financial statements and supplemental schedule of Miles Media Group, LLC 401(k) Plan (Plan) as of December 31, 2010, and for the year then ended, as listed in the accompanying index. These financial statements and supplemental schedule are the responsibility of the Plan's management. The financial statements of the Plan as of December 31, 2009 were audited by other auditors, Kirkland, Russ, Murphy & Tapp, P.A. whose shareholders became shareholders of Mayer Hoffman McCann P.C. as of November 1, 2010. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed the other auditors not to perform, and they did not perform, any auditing procedures with respect to information certified by Fidelity Management Trust Company, the trustee of the Plan. Their report, dated October 8, 2010, indicated that (a) because of the significance of the information that they did not audit, they were unable to, and did not, express an opinion on the financial statements taken as a whole and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the trustee, were 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 permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the 2010 financial statements and supplemental schedule. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the trustee as of and for the year ended December 31, 2010, that the information provided to the Plan Administrator 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 2010 financial statements and supplemental schedule taken as a whole. The form and content of the information included in the 2010 financial statements and supplemental schedule, 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.

*Mayer Hoffman McCann P.C.*

September 30, 2011  
Clearwater, Florida

**MILES MEDIA GROUP, LLC 401(k) PLAN**

**Statements of Net Assets Available for Benefits**

**December 31, 2010 and 2009**

	<b>2010</b>	<b>2009</b>
Investments, at fair value:		
Money market fund	\$ 171,312	166,068
Common collective trust	98,811	112,277
Mutual funds	<u>4,385,840</u>	<u>3,721,800</u>
Total investments	4,655,963	4,000,145
Notes receivable from participants	<u>117,951</u>	<u>137,834</u>
Net assets available for benefits, at fair value	4,773,914	4,137,979
Adjustment from fair value to contract value for fully benefit responsive investment contracts	<u>(803)</u>	<u>2,088</u>
Net assets available for benefits	<u><u>\$ 4,773,111</u></u>	<u><u>4,140,067</u></u>

**MILES MEDIA GROUP, LLC 401(k) PLAN**

**Statement of Changes in Net Assets Available for Benefits**

**For the Year Ended December 31, 2010**

Additions to net assets attributable to:

Investment income:

Net appreciation in fair value of investments	\$	599,814
Interest on notes receivable from participants		8,349
Interest and dividends from investments		<u>65,482</u>

Total investment income		673,645
-------------------------	--	---------

Contributions:

Employer		60,311
Participant		<u>409,201</u>

Total additions to net assets		<u>1,143,157</u>
-------------------------------	--	------------------

Deductions from net assets attributable to:

Benefits paid to participants		500,530
Administrative expenses		<u>9,583</u>

Total deductions from net assets		<u>510,113</u>
----------------------------------	--	----------------

Net increase		633,044
--------------	--	---------

Net assets available for benefits:

Beginning of year		<u>4,140,067</u>
End of year	\$	<u><u>4,773,111</u></u>



# **MILES MEDIA GROUP, LLC 401(k) PLAN**

## **Notes to Financial Statements**

**December 31, 2010 and 2009**

### **(1) Description of the Plan**

The following description of the Miles Media Group, LLC 401(k) Plan (Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

In February 2010, the Plan was amended and restated to adopt the Fidelity Volume Submitter Plan. The Plan operates in compliance with the regulations under the Internal Revenue Code of 1986 and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

In September 2010, the Plan was amended to allow participants to make after-tax Roth 401(k) contributions and added an automatic deminimus service for terminated participant balances between \$1,000 and \$5,000 to rollover to an individual retirement plan without the participant's consent.

#### **(a) General**

The Plan is a defined contribution plan that covers substantially all employees of the Employer. Covered employees are eligible to participate in salary deferrals to the Plan once they have completed six months of service and are 21 years of age.

Effective for the 2009 Plan Year, the Plan was amended to allow automatic enrollment. In addition, eligible employees are able to enter the Plan the first day of each month following the period in which the employee completed the service requirements as defined by the Plan.

#### **(b) Contributions**

The Plan allows each participant to elect under a salary deferral agreement to reduce compensation to which he or she is otherwise entitled in return for the agreement of the Employer to contribute the deferred amounts to the Plan on behalf of that employee. Such elective deferrals are made on a before-tax or after tax basis and are subject to certain limitations. Elective deferrals were limited to the lesser of 100% of eligible compensation or \$16,500 (\$22,000 for participants over age 50) for the year ended December 31, 2010.

At its discretion, the Employer may make matching contributions to the Plan. During the years ended December 31, 2010 and 2009, the Employer elected to match 27.5% of participants' deferrals of the first 4% of the participants' eligible compensation. Any forfeiture of the Employer matching contributions are first applied to administrative expenses of the Plan, and then any remaining forfeitures are used to reduce employer contributions. Forfeitures available to reduce administrative expenses and employer contributions were approximately \$4,000 at December 31, 2010 and 2009. During 2010, approximately \$6,800 in forfeitures were used to reduce Plan administrative expenses.

In addition, the Plan allows the Employer to make discretionary annual Qualified Non-Elective Employer Contributions (QNEC) to the Plan at the discretion of the Employer's Board of Directors. There were no QNEC contributions made during the year ended December 31, 2010.

The Plan accepts rollovers and direct transfers from other tax-qualified plans.

## **MILES MEDIA GROUP, LLC 401(k) PLAN**

### **Notes to Financial Statements - Continued**

#### **(1) Description of the Plan - Continued**

##### **(c) Participant Accounts**

Each participant's account is credited with the participant's contribution, the Employer's contribution, Plan earnings and administrative expenses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

##### **(d) Notes Receivable from Participants**

Participants may borrow from their account a minimum of \$1,000 to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan terms range from one to five years or up to ten years for the purchase of a principal residence. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates. Loan interest rates range from 5.25% to 7.00% at December 31, 2010. Principal and interest are paid ratably through payroll deductions.

##### **(e) Vesting**

A participant's salary deferrals, QNEC contributions, and earnings thereon, are 100% vested at all times. If the participant was hired on or before December 31, 2003, the participant is also 100% vested in their portion of the Employer matching contribution. If the participant was hired on or after January 1, 2004, the Employer's matching contribution vests at an incremental rate of 20% per year upon the second year of service. The contribution becomes 100% vested after six years of service or upon reaching normal retirement age, disability or death.

##### **(f) Payment of Benefits**

The Plan provides for the payment of vested benefits to participants upon retirement, death, disability, termination of employment, or upon reaching the age of 59½ years. Benefits are recorded when paid. If the value of a terminated participant's vested benefit does not exceed \$1,000, the entire amount shall be paid to the participant in a single lump sum. Vested balances between \$1,000 and \$5,000 may be rolled over to an individual retirement plan designated by the Plan Administrator without the participant's consent if the distribution is before the participant's normal retirement age. Vested balances greater than \$5,000 are distributed either in a lump-sum amount equal to the vested value of the participant's account balance or in installment payments.

##### **(g) Hardship Withdrawals**

The Plan allows participants to withdraw a portion of their account balance in the event of immediate and heavy financial need. Any hardship withdrawal is limited to the amount needed to meet the financial need and must qualify with respect to Plan provisions.

##### **(h) Plan Termination**

Although the Employer expects to continue the Plan indefinitely, the Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan. In the event of Plan termination, all benefits become fully vested.

## MILES MEDIA GROUP, LLC 401(k) PLAN

### Notes to Financial Statements - Continued

#### (2) **Summary of Significant Accounting Policies**

##### (a) **Accounting Basis**

The financial statements of the Plan are prepared under the accrual method of accounting.

##### (b) **Fully Benefit-Responsive Investments**

Financial Accounting Standards Board (FASB) *Accounting Standards Codification* 962, *Plan Accounting – Defined Contribution Pension Plans* (ASC 962), defines the circumstances in which an investment contract is considered fully benefit responsive and provides certain reporting and disclosure requirements for fully benefit responsive investment contracts in defined contribution, health and welfare and pension plans. Fidelity Management Trust Company (Fidelity), the trustee of the Plan, has identified the Fidelity MGD Inc Portfolio Fund (the Fund), a common collective trust in which the Plan invests, to be fully benefit responsive.

In certain circumstances, the amount withdrawn from the wrap contract in the Fund would be payable at fair value, rather than at contract value. These events include termination of participating plans or material adverse changes to the provisions of the participating plans. The Fund's management believes that such events are not probable based on prior experience.

ASC 962 requires that fully benefit responsive investments be reported at fair value. However, contract value is the relevant measure to the Plan because it is the amount that is available for Plan benefits. Accordingly, the investment in the Fund, as reflected in the statements of net assets available for benefits, is at fair value with a corresponding adjustment to reflect the investment at contract value. For the years ended December 31, 2010 and 2009, the average yield for this common collective trust was 2.92% and 3.16%, respectively. The crediting interest rate was 1.44% and 1.20%, respectively.

##### (c) **Valuation of Investments and Income Recognition**

Investments of the Plan, except the Plan's fully benefit responsive investment contract (Note 2(b)), are reflected in the accompanying statements of net assets available for benefits at fair market values, as quoted through published market prices. The Plan's fully benefit responsive investment contract is adjusted from fair market value to contract value in the accompanying statements of net assets available for benefits. Notes receivable from participants are valued at their outstanding balance, which approximates fair value.

Net appreciation in fair value of investments includes both realized gains and losses on investments sold during the year and unrealized gains and losses on investments held at the end of the year.

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.

**CLOCKWORK HOME SERVICES, INC. 401(k)  
PROFIT SHARING PLAN AND TRUST**

**Notes to Financial Statements - Continued**

**(2) Summary of Significant Accounting Policies - Continued**

**(c) Investment Valuation and Income Recognition**

The Plan's investments are stated at fair value. Fair values are based on quoted market prices and include interest, dividends, and realized and unrealized gains and losses, net of any fees and expenses.

Net appreciation represents the change in market value of the investments bought, sold and held during the year. Purchases and sales of investments are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

**(d) Payment of Benefits**

Benefits are recorded when paid.

**(e) Risks and Uncertainties**

The Plan provides for various investment options in any combination of investment securities based upon participant requests. Investment securities are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

**(f) New Pronouncements**

In January 2010, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2010-06 *Improving Disclosures about Fair Value Measurements*, which is an update to ASC Topic 820, *Fair Value Measurement and Disclosure*. This update establishes further disclosure requirements regarding transfers in and out of Levels 1 and 2, and activity in Level 3 fair value measurements. In addition, companies will be required to disclose quantitative information about the inputs used in determining fair values. ASU 2010-06 is effective for interim and annual reporting periods beginning after December 15, 2009, except for the new Level 3 disclosures, which will become effective after December 15, 2010. The Plan adopted ASU 2010-06 on January 1, 2010 and the adoption had no impact on the Plan's net assets available for benefits or changes in net assets available for benefits as it only amends required disclosures.

## MILES MEDIA GROUP, LLC 401(k) PLAN

### Notes to Financial Statements - Continued

#### 3) Investments

The fair value of individual investments that represent 5% or more of the Plan's net assets available for benefits consists of the following at December 31, 2010 and 2009:

	<u>2010</u>	<u>2009</u>
Fidelity Growth Company Fund	\$ *	209,478
Fidelity Balanced Fund	349,395	272,610
Fidelity Diversified International Fund	363,639	307,506
Fidelity Contrafund	554,116	507,189
Fidelity Low-Priced Stock Fund	368,014	313,649
Fidelity Asset Manager Fund 50% Composite	265,568	*
Fidelity Value Fund	319,893	263,605
Fidelity Capital & Income Fund	288,729	296,278
Fidelity Select Technology Portfolio Fund	251,534	*
Fidelity US Bond Index Fund	*	222,041
Fidelity Select Natural Resource Portfolio Fund	308,159	291,034

\* This investment did not represent 5% or more of the Plan's net assets.

During 2010, the Plan's investments appreciated in value, including investments bought, sold, and held during the year, as follows:

Mutual funds	\$ <u>599,814</u>
	\$ <u><u>599,814</u></u>

#### (4) Information Certified by the Trustee (Unaudited)

The Plan Administrator has elected the method of annual reporting compliance 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. Accordingly, Fidelity, the Plan's trustee, has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

- Investments and notes receivable from participants, as shown in the statements of net assets available for benefits, as of December 31, 2010 and 2009.
- Total investment income and related investment activity as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2010.
- The schedule of assets (held at end of year) as of December 31, 2010 included in the supplemental schedule.

The Plan's independent auditors did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the accompanying financial statements and supplemental schedule.

## MILES MEDIA GROUP, LLC 401(k) PLAN

### Notes to Financial Statements - Continued

#### (5) Income Tax Status

Fidelity, as sponsor of several prototype plan documents, files for a favorable Internal Revenue Service (IRS) opinion letter for each document. The prototype plan documents adopted by the Plan on January 1, 2004 and February 2, 2010 each obtained a favorable opinion letter dated October 9, 2003 and March 31, 2008, respectively, in which the IRS stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan Administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

#### (6) Transactions with Parties-in-Interest

Certain Plan investments are funds managed by the trustee and, therefore, these transactions qualify as party-in-interest transactions.

#### (7) Reconciliation of Financial Statements to Form 5500

The Annual Return/Report of Employee Benefit Plan (the Form 5500) is prepared on the modified cash basis. Accordingly, certain balances included on Schedule H (Part I and II) of the Form 5500 differ from those included in these financial statements.

The following is a reconciliation of net assets available for benefits per the financial statements to Schedule H of Form 5500:

	<u>2010</u>	<u>2009</u>
Net assets available for benefits per the financial statements	\$ 4,773,111	4,140,067
Adjustment from fair value to contract value for fully benefit responsive investment contracts	<u>803</u>	<u>(2,088)</u>
Net assets available for benefits per Schedule H of Form 5500, Line 1(l)	\$ <u>4,773,914</u>	<u>4,137,979</u>

The following is a reconciliation of the net increase in net assets available for benefits per the financial statements for the year ended December 31, 2010 to the net income on Schedule H of Form 5500:

Net increase in net assets available for benefits per the financial statements	\$ 633,044
Fair value adjustment at December 31, 2009	2,088
Fair value adjustment at December 31, 2010	<u>803</u>
Net income per Schedule H of Form 5500, Line 2(k)	\$ <u>635,935</u>

## MILES MEDIA GROUP, LLC 401(k) PLAN

### Notes to Financial Statements - Continued

#### (8) Fair Value Measurements

FASB ASC 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted market prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

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

Level 2: Inputs to the valuation methodology include:

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

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

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

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 following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in methodologies used at December 31, 2010 and 2009.

#### *Mutual Funds*

Valued at the net asset value of shares held by the Plan at year end.

#### *Common/Collective Trusts*

Valued at fair value by the expected future cash flows for each contract discounted to present value.

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 fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

# **MILES MEDIA GROUP, LLC 401(k) PLAN**

## **Notes to Financial Statements - Continued**

### **(8) Fair Value Measurements - Continued**

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2010 and 2009.

		<b>Fair Value Measurements at 12/31/2010 Using:</b>		
<b>Description</b>	<b>Assets Measured at Fair Value at 12/31/10</b>	<b>Quoted Prices in Active Markets (Level 1)</b>	<b>Significant Other Observable Inputs (Level 2)</b>	<b>Significant Unobservable Inputs (Level 3)</b>
Common/collective trusts	\$ 98,811	-	98,811	-
Money market fund	171,312	171,312	-	-
Mutual funds:				
Large Growth Funds	872,836	872,836	-	-
International/Global Funds	363,639	363,639	-	-
Mid Blend Funds	368,014	368,014	-	-
Mid Value Funds	319,893	319,893	-	-
Balanced/Hybrid Funds	349,395	349,395	-	-
High Yield Funds	288,729	288,729	-	-
Bond Funds	227,973	227,973	-	-
Mid Growth Funds	218,056	218,056	-	-
Blended Benchmarks Funds	265,568	265,568	-	-
Specialty Funds	705,199	705,199	-	-
Small Growth Funds	181,279	181,279	-	-
Lifecycle Funds	225,259	225,259	-	-
	<u>\$ 4,655,963</u>	<u>4,557,152</u>	<u>98,811</u>	<u>-</u>

		<b>Fair Value Measurements at 12/31/2009 Using:</b>		
<b>Description</b>	<b>Assets Measured at Fair Value at 12/31/09</b>	<b>Quoted Prices in Active Markets (Level 1)</b>	<b>Significant Other Observable Inputs (Level 2)</b>	<b>Significant Unobservable Inputs (Level 3)</b>
Common/collective trusts	\$ 112,277	-	112,277	-
Money market fund	166,068	166,068	-	-
Mutual funds:				
Large Growth Funds	846,326	846,326	-	-
International/Global Funds	307,506	307,506	-	-
Mid Blend Funds	313,649	313,649	-	-
Mid Value Funds	263,605	263,605	-	-
Balanced/Hybrid Funds	272,610	272,610	-	-
High Yield Funds	296,278	296,278	-	-
Bond Funds	222,041	222,041	-	-
Mid Growth Funds	171,954	171,954	-	-
Blended Benchmarks Funds	183,936	183,936	-	-
Specialty Funds	595,862	595,862	-	-
Small Growth Funds	125,209	125,209	-	-
Lifecycle Funds	122,824	122,824	-	-
	<u>\$ 4,000,145</u>	<u>3,887,868</u>	<u>112,277</u>	<u>-</u>



**MILES MEDIA GROUP, LLC 401(k) PLAN**

**Notes to Financial Statements - Continued**

**(9) Subsequent Events**

The Plan's management has evaluated events and transactions for potential recognition or disclosure through September 30, 2011, the date which financial statements were available to be issued.

# MILES MEDIA GROUP, LLC 401(k) PLAN

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

**Employer Identification Number: 02-0761404**

**Plan Number: 002**

**December 31, 2010**

(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	(e) Current Value
*	Fidelity Growth Company Fund	Registered Investment Company	\$ 198,111
*	Fidelity Diversified International Fund	Registered Investment Company	363,639
*	Fidelity Contrafund	Registered Investment Company	554,116
*	Fidelity Low-Priced Stock Fund	Registered Investment Company	368,014
*	Fidelity Value Fund	Registered Investment Company	319,893
*	Fidelity Balanced Fund	Registered Investment Company	349,395
*	Fidelity Capital & Income Fund	Registered Investment Company	288,729
*	Fidelity US Bond Index Fund	Registered Investment Company	227,973
*	Fidelity Mid-Cap Stock Fund	Registered Investment Company	218,056
*	Fidelity Asset Manager Fund 50% Composite	Registered Investment Company	265,568
*	Fidelity Fifty Fund	Registered Investment Company	120,609
*	Fidelity Select Technology Portfolio Fund	Registered Investment Company	251,534
*	Fidelity Select Health Care Portfolio Fund	Registered Investment Company	92,881
*	Fidelity Stock Selector Small Cap Fund	Registered Investment Company	181,279
*	Fidelity Select Natural Resource Portfolio Fund	Registered Investment Company	308,159
*	Fidelity Select Financial Services Portfolio Fund	Registered Investment Company	16,111
*	Fidelity Select Utilities Portfolio Fund	Registered Investment Company	20,474
*	Fidelity Select Consumer Discretionary Portfolio Fund	Registered Investment Company	13,569
*	Fidelity Select Industrials Portfolio Fund	Registered Investment Company	2,471
*	Fidelity Freedom 2015	Registered Investment Company	51,794
*	Fidelity Freedom 2020	Registered Investment Company	51,869
*	Fidelity Freedom 2025	Registered Investment Company	23,282
*	Fidelity Freedom 2030	Registered Investment Company	30,798
*	Fidelity Freedom 2035	Registered Investment Company	6,739
*	Fidelity Freedom 2040	Registered Investment Company	20,068
*	Fidelity Freedom 2045	Registered Investment Company	31,922
*	Fidelity Freedom 2050	Registered Investment Company	8,787
*	Fidelity Retirement Government Money Market Portfolio Fund	Money Market Fund	171,312
*	Fidelity MGD Inc Portfolio Fund	Common/Collective Trust	98,811
			4,655,963
*	Participant loans	5.25% - 7.00%	117,951
			\$ 4,773,914

\* Party-in-interest

**MILES MEDIA GROUP, LLC 401(k) PLAN**

**Financial Statements  
and Supplemental Schedule**

**December 31, 2010 and 2009  
(With Independent Auditors' Report Thereon)**

## **MILES MEDIA GROUP, LLC 401(k) PLAN**

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## Mayer Hoffman McCann P.C.

An Independent CPA Firm

### KRMT Tampa Bay Division

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Clearwater, FL 33762  
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www.mhm-pc.com

### Independent Auditors' Report

Board of Trustees

Miles Media Group, LLC 401(k) Plan:

We were engaged to audit the accompanying financial statements and supplemental schedule of Miles Media Group, LLC 401(k) Plan (Plan) as of December 31, 2010, and for the year then ended, as listed in the accompanying index. These financial statements and supplemental schedule are the responsibility of the Plan's management. The financial statements of the Plan as of December 31, 2009 were audited by other auditors, Kirkland, Russ, Murphy & Tapp, P.A. whose shareholders became shareholders of Mayer Hoffman McCann P.C. as of November 1, 2010. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed the other auditors not to perform, and they did not perform, any auditing procedures with respect to information certified by Fidelity Management Trust Company, the trustee of the Plan. Their report, dated October 8, 2010, indicated that (a) because of the significance of the information that they did not audit, they were unable to, and did not, express an opinion on the financial statements taken as a whole and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the trustee, were 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 permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the 2010 financial statements and supplemental schedule. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the trustee as of and for the year ended December 31, 2010, that the information provided to the Plan Administrator 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 2010 financial statements and supplemental schedule taken as a whole. The form and content of the information included in the 2010 financial statements and supplemental schedule, 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.

*Mayer Hoffman McCann P.C.*

September 30, 2011  
Clearwater, Florida

**MILES MEDIA GROUP, LLC 401(k) PLAN**

**Statements of Net Assets Available for Benefits**

**December 31, 2010 and 2009**

	<b>2010</b>	<b>2009</b>
Investments, at fair value:		
Money market fund	\$ 171,312	166,068
Common collective trust	98,811	112,277
Mutual funds	<u>4,385,840</u>	<u>3,721,800</u>
Total investments	4,655,963	4,000,145
Notes receivable from participants	<u>117,951</u>	<u>137,834</u>
Net assets available for benefits, at fair value	4,773,914	4,137,979
Adjustment from fair value to contract value for fully benefit responsive investment contracts	<u>(803)</u>	<u>2,088</u>
Net assets available for benefits	<u><u>\$ 4,773,111</u></u>	<u><u>4,140,067</u></u>

**MILES MEDIA GROUP, LLC 401(k) PLAN**

**Statement of Changes in Net Assets Available for Benefits**

**For the Year Ended December 31, 2010**

Additions to net assets attributable to:

Investment income:

Net appreciation in fair value of investments	\$	599,814
Interest on notes receivable from participants		8,349
Interest and dividends from investments		<u>65,482</u>

Total investment income		673,645
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Contributions:

Employer		60,311
Participant		<u>409,201</u>

Total additions to net assets		<u>1,143,157</u>
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Deductions from net assets attributable to:

Benefits paid to participants		500,530
Administrative expenses		<u>9,583</u>

Total deductions from net assets		<u>510,113</u>
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Net increase		633,044
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Net assets available for benefits:

Beginning of year		<u>4,140,067</u>
End of year	\$	<u><u>4,773,111</u></u>

# **MILES MEDIA GROUP, LLC 401(k) PLAN**

## **Notes to Financial Statements**

**December 31, 2010 and 2009**

### **(1) Description of the Plan**

The following description of the Miles Media Group, LLC 401(k) Plan (Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

In February 2010, the Plan was amended and restated to adopt the Fidelity Volume Submitter Plan. The Plan operates in compliance with the regulations under the Internal Revenue Code of 1986 and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

In September 2010, the Plan was amended to allow participants to make after-tax Roth 401(k) contributions and added an automatic deminimus service for terminated participant balances between \$1,000 and \$5,000 to rollover to an individual retirement plan without the participant's consent.

#### **(a) General**

The Plan is a defined contribution plan that covers substantially all employees of the Employer. Covered employees are eligible to participate in salary deferrals to the Plan once they have completed six months of service and are 21 years of age.

Effective for the 2009 Plan Year, the Plan was amended to allow automatic enrollment. In addition, eligible employees are able to enter the Plan the first day of each month following the period in which the employee completed the service requirements as defined by the Plan.

#### **(b) Contributions**

The Plan allows each participant to elect under a salary deferral agreement to reduce compensation to which he or she is otherwise entitled in return for the agreement of the Employer to contribute the deferred amounts to the Plan on behalf of that employee. Such elective deferrals are made on a before-tax or after tax basis and are subject to certain limitations. Elective deferrals were limited to the lesser of 100% of eligible compensation or \$16,500 (\$22,000 for participants over age 50) for the year ended December 31, 2010.

At its discretion, the Employer may make matching contributions to the Plan. During the years ended December 31, 2010 and 2009, the Employer elected to match 27.5% of participants' deferrals of the first 4% of the participants' eligible compensation. Any forfeiture of the Employer matching contributions are first applied to administrative expenses of the Plan, and then any remaining forfeitures are used to reduce employer contributions. Forfeitures available to reduce administrative expenses and employer contributions were approximately \$4,000 at December 31, 2010 and 2009. During 2010, approximately \$6,800 in forfeitures were used to reduce Plan administrative expenses.

In addition, the Plan allows the Employer to make discretionary annual Qualified Non-Elective Employer Contributions (QNEC) to the Plan at the discretion of the Employer's Board of Directors. There were no QNEC contributions made during the year ended December 31, 2010.

The Plan accepts rollovers and direct transfers from other tax-qualified plans.



## **MILES MEDIA GROUP, LLC 401(k) PLAN**

### **Notes to Financial Statements - Continued**

#### **(1) Description of the Plan - Continued**

##### **(c) Participant Accounts**

Each participant's account is credited with the participant's contribution, the Employer's contribution, Plan earnings and administrative expenses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

##### **(d) Notes Receivable from Participants**

Participants may borrow from their account a minimum of \$1,000 to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan terms range from one to five years or up to ten years for the purchase of a principal residence. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates. Loan interest rates range from 5.25% to 7.00% at December 31, 2010. Principal and interest are paid ratably through payroll deductions.

##### **(e) Vesting**

A participant's salary deferrals, QNEC contributions, and earnings thereon, are 100% vested at all times. If the participant was hired on or before December 31, 2003, the participant is also 100% vested in their portion of the Employer matching contribution. If the participant was hired on or after January 1, 2004, the Employer's matching contribution vests at an incremental rate of 20% per year upon the second year of service. The contribution becomes 100% vested after six years of service or upon reaching normal retirement age, disability or death.

##### **(f) Payment of Benefits**

The Plan provides for the payment of vested benefits to participants upon retirement, death, disability, termination of employment, or upon reaching the age of 59½ years. Benefits are recorded when paid. If the value of a terminated participant's vested benefit does not exceed \$1,000, the entire amount shall be paid to the participant in a single lump sum. Vested balances between \$1,000 and \$5,000 may be rolled over to an individual retirement plan designated by the Plan Administrator without the participant's consent if the distribution is before the participant's normal retirement age. Vested balances greater than \$5,000 are distributed either in a lump-sum amount equal to the vested value of the participant's account balance or in installment payments.

##### **(g) Hardship Withdrawals**

The Plan allows participants to withdraw a portion of their account balance in the event of immediate and heavy financial need. Any hardship withdrawal is limited to the amount needed to meet the financial need and must qualify with respect to Plan provisions.

##### **(h) Plan Termination**

Although the Employer expects to continue the Plan indefinitely, the Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan. In the event of Plan termination, all benefits become fully vested.

## MILES MEDIA GROUP, LLC 401(k) PLAN

### Notes to Financial Statements - Continued

#### (2) **Summary of Significant Accounting Policies**

##### (a) **Accounting Basis**

The financial statements of the Plan are prepared under the accrual method of accounting.

##### (b) **Fully Benefit-Responsive Investments**

Financial Accounting Standards Board (FASB) *Accounting Standards Codification* 962, *Plan Accounting – Defined Contribution Pension Plans* (ASC 962), defines the circumstances in which an investment contract is considered fully benefit responsive and provides certain reporting and disclosure requirements for fully benefit responsive investment contracts in defined contribution, health and welfare and pension plans. Fidelity Management Trust Company (Fidelity), the trustee of the Plan, has identified the Fidelity MGD Inc Portfolio Fund (the Fund), a common collective trust in which the Plan invests, to be fully benefit responsive.

In certain circumstances, the amount withdrawn from the wrap contract in the Fund would be payable at fair value, rather than at contract value. These events include termination of participating plans or material adverse changes to the provisions of the participating plans. The Fund's management believes that such events are not probable based on prior experience.

ASC 962 requires that fully benefit responsive investments be reported at fair value. However, contract value is the relevant measure to the Plan because it is the amount that is available for Plan benefits. Accordingly, the investment in the Fund, as reflected in the statements of net assets available for benefits, is at fair value with a corresponding adjustment to reflect the investment at contract value. For the years ended December 31, 2010 and 2009, the average yield for this common collective trust was 2.92% and 3.16%, respectively. The crediting interest rate was 1.44% and 1.20%, respectively.

##### (c) **Valuation of Investments and Income Recognition**

Investments of the Plan, except the Plan's fully benefit responsive investment contract (Note 2(b)), are reflected in the accompanying statements of net assets available for benefits at fair market values, as quoted through published market prices. The Plan's fully benefit responsive investment contract is adjusted from fair market value to contract value in the accompanying statements of net assets available for benefits. Notes receivable from participants are valued at their outstanding balance, which approximates fair value.

Net appreciation in fair value of investments includes both realized gains and losses on investments sold during the year and unrealized gains and losses on investments held at the end of the year.

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.

**CLOCKWORK HOME SERVICES, INC. 401(k)  
PROFIT SHARING PLAN AND TRUST**

**Notes to Financial Statements - Continued**

**(2) Summary of Significant Accounting Policies - Continued**

**(c) Investment Valuation and Income Recognition**

The Plan's investments are stated at fair value. Fair values are based on quoted market prices and include interest, dividends, and realized and unrealized gains and losses, net of any fees and expenses.

Net appreciation represents the change in market value of the investments bought, sold and held during the year. Purchases and sales of investments are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

**(d) Payment of Benefits**

Benefits are recorded when paid.

**(e) Risks and Uncertainties**

The Plan provides for various investment options in any combination of investment securities based upon participant requests. Investment securities are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

**(f) New Pronouncements**

In January 2010, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2010-06 *Improving Disclosures about Fair Value Measurements*, which is an update to ASC Topic 820, *Fair Value Measurement and Disclosure*. This update establishes further disclosure requirements regarding transfers in and out of Levels 1 and 2, and activity in Level 3 fair value measurements. In addition, companies will be required to disclose quantitative information about the inputs used in determining fair values. ASU 2010-06 is effective for interim and annual reporting periods beginning after December 15, 2009, except for the new Level 3 disclosures, which will become effective after December 15, 2010. The Plan adopted ASU 2010-06 on January 1, 2010 and the adoption had no impact on the Plan's net assets available for benefits or changes in net assets available for benefits as it only amends required disclosures.

## MILES MEDIA GROUP, LLC 401(k) PLAN

### Notes to Financial Statements - Continued

#### 3) Investments

The fair value of individual investments that represent 5% or more of the Plan's net assets available for benefits consists of the following at December 31, 2010 and 2009:

	<u>2010</u>	<u>2009</u>
Fidelity Growth Company Fund	\$ *	209,478
Fidelity Balanced Fund	349,395	272,610
Fidelity Diversified International Fund	363,639	307,506
Fidelity Contrafund	554,116	507,189
Fidelity Low-Priced Stock Fund	368,014	313,649
Fidelity Asset Manager Fund 50% Composite	265,568	*
Fidelity Value Fund	319,893	263,605
Fidelity Capital & Income Fund	288,729	296,278
Fidelity Select Technology Portfolio Fund	251,534	*
Fidelity US Bond Index Fund	*	222,041
Fidelity Select Natural Resource Portfolio Fund	308,159	291,034

\* This investment did not represent 5% or more of the Plan's net assets.

During 2010, the Plan's investments appreciated in value, including investments bought, sold, and held during the year, as follows:

Mutual funds	\$ <u>599,814</u>
	\$ <u><u>599,814</u></u>

#### (4) Information Certified by the Trustee (Unaudited)

The Plan Administrator has elected the method of annual reporting compliance 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. Accordingly, Fidelity, the Plan's trustee, has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

- Investments and notes receivable from participants, as shown in the statements of net assets available for benefits, as of December 31, 2010 and 2009.
- Total investment income and related investment activity as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2010.
- The schedule of assets (held at end of year) as of December 31, 2010 included in the supplemental schedule.

The Plan's independent auditors did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the accompanying financial statements and supplemental schedule.

# MILES MEDIA GROUP, LLC 401(k) PLAN

## Notes to Financial Statements - Continued

### (5) Income Tax Status

Fidelity, as sponsor of several prototype plan documents, files for a favorable Internal Revenue Service (IRS) opinion letter for each document. The prototype plan documents adopted by the Plan on January 1, 2004 and February 2, 2010 each obtained a favorable opinion letter dated October 9, 2003 and March 31, 2008, respectively, in which the IRS stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan Administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

### (6) Transactions with Parties-in-Interest

Certain Plan investments are funds managed by the trustee and, therefore, these transactions qualify as party-in-interest transactions.

### (7) Reconciliation of Financial Statements to Form 5500

The Annual Return/Report of Employee Benefit Plan (the Form 5500) is prepared on the modified cash basis. Accordingly, certain balances included on Schedule H (Part I and II) of the Form 5500 differ from those included in these financial statements.

The following is a reconciliation of net assets available for benefits per the financial statements to Schedule H of Form 5500:

	<u>2010</u>	<u>2009</u>
Net assets available for benefits per the financial statements	\$ 4,773,111	4,140,067
Adjustment from fair value to contract value for fully benefit responsive investment contracts	<u>803</u>	<u>(2,088)</u>
Net assets available for benefits per Schedule H of Form 5500, Line 1(l)	\$ <u>4,773,914</u>	<u>4,137,979</u>

The following is a reconciliation of the net increase in net assets available for benefits per the financial statements for the year ended December 31, 2010 to the net income on Schedule H of Form 5500:

Net increase in net assets available for benefits per the financial statements	\$ 633,044
Fair value adjustment at December 31, 2009	2,088
Fair value adjustment at December 31, 2010	<u>803</u>
Net income per Schedule H of Form 5500, Line 2(k)	\$ <u>635,935</u>

## MILES MEDIA GROUP, LLC 401(k) PLAN

### Notes to Financial Statements - Continued

#### (8) Fair Value Measurements

FASB ASC 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted market prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

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

Level 2: Inputs to the valuation methodology include:

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

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

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

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 following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in methodologies used at December 31, 2010 and 2009.

#### *Mutual Funds*

Valued at the net asset value of shares held by the Plan at year end.

#### *Common/Collective Trusts*

Valued at fair value by the expected future cash flows for each contract discounted to present value.

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 fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

# MILES MEDIA GROUP, LLC 401(k) PLAN

## Notes to Financial Statements - Continued

### (8) Fair Value Measurements - Continued

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2010 and 2009.

		Fair Value Measurements at 12/31/2010 Using:		
Description	Assets Measured at Fair Value at 12/31/10	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Common/collective trusts	\$ 98,811	-	98,811	-
Money market fund	171,312	171,312	-	-
Mutual funds:				
Large Growth Funds	872,836	872,836	-	-
International/Global Funds	363,639	363,639	-	-
Mid Blend Funds	368,014	368,014	-	-
Mid Value Funds	319,893	319,893	-	-
Balanced/Hybrid Funds	349,395	349,395	-	-
High Yield Funds	288,729	288,729	-	-
Bond Funds	227,973	227,973	-	-
Mid Growth Funds	218,056	218,056	-	-
Blended Benchmarks Funds	265,568	265,568	-	-
Specialty Funds	705,199	705,199	-	-
Small Growth Funds	181,279	181,279	-	-
Lifecycle Funds	225,259	225,259	-	-
	<u>\$ 4,655,963</u>	<u>4,557,152</u>	<u>98,811</u>	<u>-</u>

		Fair Value Measurements at 12/31/2009 Using:		
Description	Assets Measured at Fair Value at 12/31/09	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Common/collective trusts	\$ 112,277	-	112,277	-
Money market fund	166,068	166,068	-	-
Mutual funds:				
Large Growth Funds	846,326	846,326	-	-
International/Global Funds	307,506	307,506	-	-
Mid Blend Funds	313,649	313,649	-	-
Mid Value Funds	263,605	263,605	-	-
Balanced/Hybrid Funds	272,610	272,610	-	-
High Yield Funds	296,278	296,278	-	-
Bond Funds	222,041	222,041	-	-
Mid Growth Funds	171,954	171,954	-	-
Blended Benchmarks Funds	183,936	183,936	-	-
Specialty Funds	595,862	595,862	-	-
Small Growth Funds	125,209	125,209	-	-
Lifecycle Funds	122,824	122,824	-	-
	<u>\$ 4,000,145</u>	<u>3,887,868</u>	<u>112,277</u>	<u>-</u>

**MILES MEDIA GROUP, LLC 401(k) PLAN**

**Notes to Financial Statements - Continued**

**(9) Subsequent Events**

The Plan's management has evaluated events and transactions for potential recognition or disclosure through September 30, 2011, the date which financial statements were available to be issued.



**MILES MEDIA GROUP, LLC 401(k) PLAN**

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

**Employer Identification Number: 02-0761404**

**Plan Number: 002**

**December 31, 2010**

(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	(e) Current Value
* Fidelity Growth Company Fund		Registered Investment Company	\$ 198,111
* Fidelity Diversified International Fund		Registered Investment Company	363,639
* Fidelity Contrafund		Registered Investment Company	554,116
* Fidelity Low-Priced Stock Fund		Registered Investment Company	368,014
* Fidelity Value Fund		Registered Investment Company	319,893
* Fidelity Balanced Fund		Registered Investment Company	349,395
* Fidelity Capital & Income Fund		Registered Investment Company	288,729
* Fidelity US Bond Index Fund		Registered Investment Company	227,973
* Fidelity Mid-Cap Stock Fund		Registered Investment Company	218,056
* Fidelity Asset Manager Fund 50% Composite		Registered Investment Company	265,568
* Fidelity Fifty Fund		Registered Investment Company	120,609
* Fidelity Select Technology Portfolio Fund		Registered Investment Company	251,534
* Fidelity Select Health Care Portfolio Fund		Registered Investment Company	92,881
* Fidelity Stock Selector Small Cap Fund		Registered Investment Company	181,279
* Fidelity Select Natural Resource Portfolio Fund		Registered Investment Company	308,159
* Fidelity Select Financial Services Portfolio Fund		Registered Investment Company	16,111
* Fidelity Select Utilities Portfolio Fund		Registered Investment Company	20,474
* Fidelity Select Consumer Discretionary Portfolio Fund		Registered Investment Company	13,569
* Fidelity Select Industrials Portfolio Fund		Registered Investment Company	2,471
* Fidelity Freedom 2015		Registered Investment Company	51,794
* Fidelity Freedom 2020		Registered Investment Company	51,869
* Fidelity Freedom 2025		Registered Investment Company	23,282
* Fidelity Freedom 2030		Registered Investment Company	30,798
* Fidelity Freedom 2035		Registered Investment Company	6,739
* Fidelity Freedom 2040		Registered Investment Company	20,068
* Fidelity Freedom 2045		Registered Investment Company	31,922
* Fidelity Freedom 2050		Registered Investment Company	8,787
* Fidelity Retirement Government Money Market Portfolio Fund		Money Market Fund	171,312
* Fidelity MGD Inc Portfolio Fund		Common/Collective Trust	98,811
			4,655,963
* Participant loans		5.25% - 7.00%	117,951
			\$ 4,773,914

\* Party-in-interest

**MILES MEDIA GROUP, LLC 401(k) PLAN**

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

**Employer Identification Number: 02-0761404**

**Plan Number: 002**

**December 31, 2010**

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* Fidelity Capital & Income Fund		Registered Investment Company	288,729
* Fidelity US Bond Index Fund		Registered Investment Company	227,973
* Fidelity Mid-Cap Stock Fund		Registered Investment Company	218,056
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* Fidelity Fifty Fund		Registered Investment Company	120,609
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* Fidelity Select Health Care Portfolio Fund		Registered Investment Company	92,881
* Fidelity Stock Selector Small Cap Fund		Registered Investment Company	181,279
* Fidelity Select Natural Resource Portfolio Fund		Registered Investment Company	308,159
* Fidelity Select Financial Services Portfolio Fund		Registered Investment Company	16,111
* Fidelity Select Utilities Portfolio Fund		Registered Investment Company	20,474
* Fidelity Select Consumer Discretionary Portfolio Fund		Registered Investment Company	13,569
* Fidelity Select Industrials Portfolio Fund		Registered Investment Company	2,471
* Fidelity Freedom 2015		Registered Investment Company	51,794
* Fidelity Freedom 2020		Registered Investment Company	51,869
* Fidelity Freedom 2025		Registered Investment Company	23,282
* Fidelity Freedom 2030		Registered Investment Company	30,798
* Fidelity Freedom 2035		Registered Investment Company	6,739
* Fidelity Freedom 2040		Registered Investment Company	20,068
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* Fidelity MGD Inc Portfolio Fund		Common/Collective Trust	98,811
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\* Party-in-interest