

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2012
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>AKRON BEACON JOURNAL RETIREMENT SAVINGS PLAN</u>	1b Three-digit plan number (PN) ► <u>001</u> 1c Effective date of plan <u>08/02/2006</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>BEACON JOURNAL PUBLISHING COMPANY</u> <u>44 E. EXCHANGE STREET</u> <u>AKRON, OH 44328</u>	2b Employer Identification Number (EIN) <u>34-1095666</u> 2c Sponsor's telephone number <u>330-996-3184</u> 2d Business code (see instructions) <u>511110</u>

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	<u>10/10/2013</u>	<u>JAY HUNTER</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 342
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a 290	
b Retired or separated participants receiving benefits.....	6b 0	
c Other retired or separated participants entitled to future benefits.....	6c 33	
d Subtotal. Add lines 6a , 6b , and 6c	6d 323	
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 1	
f Total. Add lines 6d and 6e	6f 324	
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g 201	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h 3	
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T 3D		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>AKRON BEACON JOURNAL RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BEACON JOURNAL PUBLISHING COMPANY</u>	D Employer Identification Number (EIN) <u>34-1095666</u>

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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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)

THE VANGUARD GROUP, INC

23-1945930

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 25 37 52	NONE	4786	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>AKRON BEACON JOURNAL RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN)	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>BEACON JOURNAL PUBLISHING COMPANY</u>	D Employer Identification Number (EIN) <u>34-1095666</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD RETIREMENT SAVINGS TRUST

b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN <u>23-2186884-022</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1171848</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan AKRON BEACON JOURNAL RETIREMENT SAVINGS PLAN		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 BEACON JOURNAL PUBLISHING COMPANY		D Employer Identification Number (EIN) 34-1095666

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	398693	396531
(9) Value of interest in common/collective trusts.....	1c(9)	1071745	1171848
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	13767803	14797754
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	15238241	16366133

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	15238241	16366133
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	239044	
(B) Participants	2a(1)(B)	691427	
(C) Others (including rollovers)	2a(1)(C)	13928	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		944399

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	14440	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		14440

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	349227	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		349227

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		32603
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		1317526
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		2658195

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1522744	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		1522744
f Corrective distributions (see instructions)	2f		3622
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	3937	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		3937
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1530303

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		1127892
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: **MCGLADREY, LLP**

(2) EIN: **42-0714325**

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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

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.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>AKRON BEACON JOURNAL RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BEACON JOURNAL PUBLISHING COMPANY</u>	D Employer Identification Number (EIN) <u>34-1095666</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>23-2186884</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

- 19** If the total number of participants is 1,000 or more, complete lines (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 line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____



September 30, 2013

Akron Beacon Journal Retirement Savings Plan
44 E. Exchange Street
Akron, Ohio 44308

Dear Mr. Roger Messmore:

In accordance with your request, this contains an unsecured electronic final version of the Akron Beacon Journal Retirement Savings Plan financial statements as of and for the year ended December 31, 2012, provided to allow you to comply with the Form 5500 filing requirements. You understand that this electronic version is not secure and it is possible for financial information to be manipulated.

These financial statements and our report thereon are not to be modified in any manner. The final version of these financial statements and related auditor's report as provided in print form is the official version. Once attached to the Form 5500 filing, this unsecured electronic version should be deleted from your records and the secured version (also provided) should be used to comply with all future requests for electronic versions of these financial statements.

Sincerely,

McGladrey LLP

A handwritten signature in blue ink, appearing to read "David M. Dobranic", with a stylized flourish at the end.

David M. Dobranic, Director

Attachment

Akron Beacon Journal Retirement Savings Plan

Financial Report
December 31, 2012

Contents

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Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year)	12



Independent Auditor's Report

To the Retirement Committee
Beacon Journal Publishing Company
Akron, Ohio

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Akron Beacon Journal Retirement Savings Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

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 3, which was certified or provided by Vanguard Fiduciary Trust Company, the trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Independent Auditor's Report (Continued)

Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2012, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purposes of additional analysis and is not a required part of the financial statements. The supplemental schedule is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations

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

A handwritten signature in black ink that reads "McGladrey LLP". The signature is written in a cursive, flowing style.

Cleveland, Ohio
September 30, 2013

Akron Beacon Journal Retirement Savings Plan

**Statements of Net Assets Available for Benefits
December 31, 2012 and 2011**

	2012	2011
Assets		
Investments, at fair value		
Registered investment companies	\$ 14,797,754	\$ 13,767,803
Common/collective trust fund	1,171,848	1,071,745
Total investments	15,969,602	14,839,548
Notes receivable from participants	396,531	398,693
Net assets available for benefits, at fair value	16,366,133	15,238,241
Adjustment from fair value to contract value for interest in common/collective trust fund relating to fully benefit-responsive investment contracts	(57,644)	(49,386)
Net assets available for benefits	\$ 16,308,489	\$ 15,188,855

See Notes to Financial Statements.

Akron Beacon Journal Retirement Savings Plan

Statements of Net Assets Available for Benefits December 31, 2012 and 2011

	2012	2011
Additions		
Investment income		
Interest and dividends	\$ 373,572	\$ 308,804
Net appreciation (depreciation) in fair value of investments	1,317,526	(223,040)
Total investment income	1,691,098	85,764
Interest income on notes receivable from participants	14,440	15,462
Contributions		
Employer	239,044	254,491
Participant	691,427	718,260
Rollover	13,928	19,882
Total contributions	944,399	992,633
Total	2,649,937	1,093,859
Deductions		
Benefit payments to participants	1,526,366	1,245,206
Administrative expenses	3,937	1,175
Total deductions	1,530,303	1,246,381
Net increase (decrease)	1,119,634	(152,522)
Net assets available for benefits		
Beginning	15,188,855	15,341,377
Ending	\$ 16,308,489	\$ 15,188,855

See Notes to Financial Statements.

Akron Beacon Journal Retirement Savings Plan

Notes to Financial Statements

Note 1. Description of the Plan

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

General: The Plan was created in August 2006 as a result of the acquisition of the Beacon Journal Publishing Company (the Company and Plan Sponsor) by Sound Publishing Holdings (Sound Publishing), a wholly owned subsidiary of Black Press, Ltd. The Plan was restated effective March 9, 2010.

The Plan is a defined contribution plan in which generally all employees of the Company who meet certain service criteria are eligible to participate, except those employees who are members of a certain collective bargaining unit which has entered into an agreement providing for the exclusion of its members from the Plan. Effective March 9, 2010, members of the Newspaper Guild Local 7 Newsroom, Newspaper Guild Local 7 Other, Local CWA 14514 (formerly known as Compositors ITU Local 182), GCIU and Teamsters Local #473 bargaining units (the Unions) are eligible to participate in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Eligibility to participate: Participants are eligible to participate in the plan after completing one year of service, where a year is defined as when an employee works 1,000 hours or more.

Contributions: Each year, participants may contribute up to 75 percent of pretax annual compensation, up to the annual maximum amount pursuant to the applicable section of the Internal Revenue Code. Participants who meet certain age requirements are eligible to make additional "catch-up contributions" also subject to certain dollar limits. The Plan also provides for employer discretionary matching contributions. The Company contributions are equal to 50 percent of the first 6 percent of eligible compensation that a participant contributes to the Plan. Effective September 1, 2012, members of Local CWA 14514 were no longer eligible to receive employer discretion matching contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

The Company also has the option to make a discretionary profit sharing contribution to the Plan, on an annual basis. Profit sharing contributions are allocated to the accounts of the active participants in direct proportion to the participants' eligible compensation as defined by the Plan. Members of the Unions are not eligible for the Company discretionary profit sharing contributions. There were no profit sharing contributions made during 2012 or 2011.

Investment programs: Participant, employer matching and profit sharing contributions are invested by the trustee, as directed by the employee (participant-directed), in one or more of the available funds. Participants may elect to change their deferred contribution percentage daily and may elect to change investment direction and previously invested contributions from one fund to another.

Vesting: Participants are vested immediately in their contributions plus actual earnings thereon. A participant's vested interest in the Company's matching and profit sharing contributions is based on years of continuous service in accordance with the following schedule:

<u>Years of Service</u>	<u>Vesting</u>
Less than 2 years	0%
2 years	25%
3 years	50%
4 years	75%
5 years	100%

Akron Beacon Journal Retirement Savings Plan

Notes to Financial Statements

Note 1. Description of the Plan (Continued)

Participant accounts: Each participant's account is credited with the participant's contribution and an allocation for (a) the Company's contributions and (b) Plan earnings and is charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Notes receivable from participants: The Plan permits limited borrowings by a participant against the value of his or her account. The loan must be a minimum of \$500 and up to a maximum equal to the lesser of \$50,000 or 50 percent of their vested account balance, whichever is less. The loans are secured by the balance in the participant's account and bear interest at rates which are commensurate with local prevailing rates as determined quarterly by the plan administrator. Principal and interest is paid ratably through bi-weekly payroll deductions.

Forfeited accounts: At December 31, 2012 and 2011, unallocated forfeited accounts were approximately \$5,000 and \$12,000, respectively. These amounts will be used to reduce future employer contributions. In 2012 and 2011, employer contributions were reduced by forfeited amounts of approximately \$10,000 and \$3,000, respectively.

Payment of benefits: On termination of service due to death, disability, or retirement, a participant will receive a lump-sum amount equal to the value of the participant's vested interest in his or her account. Mandatory or involuntary lump-sum distributions in excess of \$1,000, but less than \$5,000, shall be made in the form of a single sum, as provided for by the Plan.

Withdrawals: Participants who have attained normal retirement age of 65 or the age of 59½ may withdraw in cash all or part of their account as defined by the Plan. Participants under the age of 59½ may withdraw all or part of their tax-deferred contributions only for reasons of extreme financial hardship as defined under federal law. Participants over the age of 70 ½ may defer required minimum distributions until the calendar year following the calendar year in which the participant retires.

Note 2. Summary of Significant Accounting Policies

Basis of accounting: The accompanying financial statements have been prepared on an accrual basis of accounting.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through a common/collective trust fund. Contract value for this fund is based on the net asset value of the fund as reported by the investment trustee sponsoring such fund. As required, the statements of net assets available for benefits present the fair value of the investment in the common/collective trust fund as well as an adjustment from fair value to contract value relating to the investment contracts. The statements of changes in net assets available for benefits are prepared on a contract value basis.

Use of estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's management to use certain estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates.

Akron Beacon Journal Retirement Savings Plan

Notes to Financial Statements

Note 2. Summary of Significant Accounting Policies

Investment valuation and income recognition: The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

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. Capital gain distributions are included in dividend income. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

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

Contributions: Participant contributions and Company matching contributions are recognized when they are withheld from the participant's earnings. Company discretionary profit sharing contributions, if any, are approved by the Company's management at the end of the year and are recognized when declared.

Payment of benefits: Benefits are recorded when paid.

Expenses: The Plan's administrative expenses are paid by the Company or the Plan, at the discretion of the Company.

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

Recently issued accounting pronouncement: In October 2012, the FASB issued ASU 2012-04, *Technical Corrections and Improvements*. The amendments in this Update cover a wide range of Topics in the Accounting Standards Codification, including plan accounting. These amendments include technical corrections and improvements to the Accounting Standards Codification and conforming amendments related to fair value measurements. The amendments in this update will generally be effective for fiscal periods beginning after December 15, 2013, for non public entities, except for amendments in this update where there was no transition guidance which were immediately effective upon issuance. The adoption of immediately effective amendments was not significant to these financials. The adoption of ASU 2012-04 is not expected to have a material impact on subsequent periods.

Subsequent events: The plan administrator has evaluated events for potential recognition and/or disclosure through September 30, 2013, the date the financial statements were available to be issued.

Akron Beacon Journal Retirement Savings Plan

Notes to Financial Statements

Note 3. Information Certified or Provided by Vanguard Fiduciary Trust Company

The following is a summary of the Plan's asset information as of December 31, 2012 and 2011, and for the years then ended, included throughout the Plan's financial statements and supplemental schedule that was prepared by or derived from information provided by the trustee and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the trustee that information provided to the Plan Administrator by the trustee related to the following assets is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information which appears throughout the financial statements and supplemental schedule related to the following assets. The values of individual investments that represent 5% or more of the Plan's net assets are separately identified:

	2012	2011
Common/Collective Trust Fund		
Vanguard Retirement Savings Trust (certified at contract value)	\$ 1,171,848	\$ 1,022,359
Registered Investment Companies		
Vanguard 500 Index Investment	\$ 1,423,760	\$ 1,450,832
Vanguard Explorer Fund	1,122,551	843,563
Vanguard LT Investment Grade	1,124,658	890,895
Vanguard Mid-Cap Index Fund	1,267,980	870,149
Vanguard Prime Money Market	1,191,781	1,625,389
Vanguard Target Retirement 2015	1,067,581	930,411
Vanguard Target Retirement 2025	1,288,382	1,172,956
Vanguard Wellington Investment	1,335,449	1,298,401
Vanguard Windsor Fund	1,711,665	1,560,827
Other registered investment companies	3,263,947	3,124,380
Total registered investment companies	\$ 14,797,754	\$ 13,767,803
Notes receivable from participants	\$ 396,531	\$ 398,693

Vanguard Fiduciary Trust Company also certified to the completeness and accuracy of the following for the years ended December 31:

	2012	2011
Interest and dividends	\$ 373,572	\$ 308,804
Net appreciation (depreciation) in fair value of investments		
Registered investment companies	1,317,526	(223,040)
	\$ 1,691,098	\$ 85,764
Interest income on notes receivable from participants	\$ 14,440	\$ 15,462

Akron Beacon Journal Retirement Savings Plan

Notes to Financial Statements

Note 4. Fair Value Measurements

FASB guidance establishes a 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 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 under the guidance 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:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- 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.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Registered investment companies: Valued at quoted market prices which represent the net asset value (NAV) of the shares held by the Plan at year end

Common/collective trust fund: Valued at the total of the NAV of the underlying contracts at year end. The Vanguard Retirement Savings Trust is a collective investment trust fund that invests solely in the Vanguard Retirement Savings Master Trust (the "Master Trust"). The underlying investments of the Master Trust are primarily in a pool of investment contracts issued by insurance companies and commercial banks and in contracts that are backed by high-quality bonds, bond trusts and bond mutual funds. The Plan's interest in the common/collective trust fund is valued based upon the information reported to the Plan by the trustee.

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

Akron Beacon Journal Retirement Savings Plan

Notes to Financial Statements

Note 4. Fair Value Measurements (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value at December 31:

	2012			
	Level 1	Level 2	Level 3	Total
Registered Investment Companies				
Fixed income - money market	\$ 1,191,781	\$ -	\$ -	\$ 1,191,781
Fixed income - long term bond	1,124,658	-	-	1,124,658
Fixed income - intermediate bond	635,973	-	-	635,973
Large cap stock - value	3,113,152	-	-	3,113,152
Large cap stock - blend	5,066,018	-	-	5,066,018
Large cap stock - growth	562,717	-	-	562,717
Mid cap stock - blend	1,267,980	-	-	1,267,980
Small cap stock - growth	1,122,551	-	-	1,122,551
International stock - growth	712,924	-	-	712,924
Common/collective trust fund	-	1,171,848	-	1,171,848
Total assets at fair value	\$14,797,754	\$ 1,171,848	\$ -	\$15,969,602

	2011			
	Level 1	Level 2	Level 3	Total
Registered Investment Companies				
Fixed income - money market	\$ 1,625,389	\$ -	\$ -	\$ 1,625,389
Fixed income - long term bond	890,895	-	-	890,895
Fixed income - intermediate bond	669,562	-	-	669,562
Large cap stock - value	2,864,203	-	-	2,864,203
Large cap stock - blend	4,963,066	-	-	4,963,066
Large cap stock - growth	453,952	-	-	453,952
Mid cap stock - blend	870,149	-	-	870,149
Small cap stock - growth	843,563	-	-	843,563
International stock - growth	587,024	-	-	587,024
Common/collective trust fund	-	1,071,745	-	1,071,745
Total assets at fair value	\$13,767,803	\$ 1,071,745	\$ -	\$14,839,548

The following tables set forth additional disclosures of Plan's investments whose fair value is estimated using net asset value per unit or share as to a practical expedient (or its equivalent) as of December 31:

	2012			
	Fair Value	Unfunded Commitment	Redemption Frequency	Redemption Notice Period
Common/collective trust fund (a)	\$ 1,171,848	None	Daily	None

	2011			
	Fair Value	Unfunded Commitment	Redemption Frequency	Redemption Notice Period
Common/collective trust fund (a)	\$ 1,071,745	None	Daily	None

(a) This category includes a stable value collective fund whose objective is to protect principal while providing a higher rate of return than shorter term investments, such as money market funds. The fund invests 80%-90% of its net assets in a diversified portfolio of investment contracts.

Akron Beacon Journal Retirement Savings Plan

Notes to Financial Statements

Note 4. Fair Value Measurements (Continued)

To assess the appropriate classification of investments within the fair value hierarchy, the availability of market data is monitored. Changes in economic conditions or valuation techniques may require the transfer of investments from one fair value level to another. In such instances, the transfer is reported at the end of the reporting period.

We evaluate the significance of transfers between levels based upon the nature of the investment and size of the transfer relative to total net assets available for benefits. For the year ended December 31, 2012, there were no significant transfers in or out of Level 1, 2, or 3.

Note 5. Tax Status

Effective March 9, 2010, the Plan restated and readopted a non-standardized form of a prototype plan sponsored by Vanguard Fiduciary Trust Company. The prototype plan has received an opinion letter from the Internal Revenue Service as to the prototype plan's qualified status. The prototype plan opinion letter has been relied upon by this Plan. The Plan Administrator believes the Plan is designed and is being operated in compliance with the applicable provisions of the Internal Revenue Code and therefore is exempt from income taxes. No provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the plan, and has concluded that as of December 31, 2012 and 2011 there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

Note 6. Party-in-Interest Transactions

The Plan invests in registered investment companies and a common/collective trust fund managed by an affiliate of Vanguard Fiduciary Trust Company (Vanguard). Vanguard is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Administrative expenses paid to Vanguard totaled \$3,937 and \$1,175 for 2012 and 2011, respectively.

Note 7. Plan Termination

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

Note 8. Reconciliation of Financial Statements to IRS Form 5500

The fully benefit-responsive investment contract is recorded on the IRS Form 5500 at fair value while in the Plan's financial statements this investment is presented at fair value with an adjustment to contract value.

Notes receivable from participants are reported on the Form 5500 as participant loans and considered plan investments while in the Plan's financial statements they are classified as receivables from participants.

Supplemental Schedule

Akron Beacon Journal Retirement Savings Plan

Employer No. 34-1095666

Plan No. 001

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

December 31, 2012

(a)	(b)	(c)	(e)
	Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investment	Current Value
*	Vanguard	Registered Investment Companies	
		Vanguard 500 Index Investment	\$ 1,423,760
		Vanguard Dividend Growth Fund	83,162
		Vanguard Equity Income Fund	66,038
		Vanguard Explorer Fund	1,122,551
		Vanguard GNMA Fund	114,752
		Vanguard Inflation-Protected Securities Fund	197,123
		Vanguard International Growth Fund	712,924
		Vanguard LT Investment Grade	1,124,658
		Vanguard Mid-Cap Index Fund	1,267,980
		Vanguard Morgan Growth Investment	562,717
		Vanguard Prime Money Market	1,191,781
		Vanguard Target Retirement 2010	2,435
		Vanguard Target Retirement 2015	1,067,581
		Vanguard Target Retirement 2020	75,182
		Vanguard Target Retirement 2025	1,288,382
		Vanguard Target Retirement 2030	1,857
		Vanguard Target Retirement 2035	727,115
		Vanguard Target Retirement 2040	18,930
		Vanguard Target Retirement 2045	74,314
		Vanguard Target Retirement Income	303,300
		Vanguard Total Bond Market Index	324,098
		Vanguard Wellington Investment	1,335,449
		Vanguard Windsor Fund	1,711,665
			<u>14,797,754</u>
		Common/Collective Trust Fund	
*	Vanguard	Vanguard Retirement Savings Trust	1,171,848
*	Participant Loans	Participant loans bearing interest at 3.25% to 8.50%, maturing through 2017	396,531
			<u>\$ 16,366,133</u>
*	Represents a party-in-interest		

Note: The above information has been certified by Vanguard Fiduciary Trust Company, the trustee, as complete and accurate, except for the common/collective trust fund which has been certified at contract value. Column (d) Cost has been omitted as it is not required under ERISA.

Akron Beacon Journal Retirement Savings Plan

Financial Report
December 31, 2012

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Independent Auditor's Report

To the Retirement Committee
Beacon Journal Publishing Company
Akron, Ohio

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Akron Beacon Journal Retirement Savings Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

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 3, which was certified or provided by Vanguard Fiduciary Trust Company, the trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Independent Auditor's Report (Continued)

Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2012, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purposes of additional analysis and is not a required part of the financial statements. The supplemental schedule is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations

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

A handwritten signature in black ink that reads "McGladrey LLP". The signature is written in a cursive, flowing style.

Cleveland, Ohio
September 30, 2013

Akron Beacon Journal Retirement Savings Plan

**Statements of Net Assets Available for Benefits
December 31, 2012 and 2011**

	2012	2011
Assets		
Investments, at fair value		
Registered investment companies	\$ 14,797,754	\$ 13,767,803
Common/collective trust fund	1,171,848	1,071,745
Total investments	15,969,602	14,839,548
Notes receivable from participants	396,531	398,693
Net assets available for benefits, at fair value	16,366,133	15,238,241
Adjustment from fair value to contract value for interest in common/collective trust fund relating to fully benefit-responsive investment contracts	(57,644)	(49,386)
Net assets available for benefits	\$ 16,308,489	\$ 15,188,855

See Notes to Financial Statements.

Akron Beacon Journal Retirement Savings Plan

Statements of Net Assets Available for Benefits December 31, 2012 and 2011

	2012	2011
Additions		
Investment income		
Interest and dividends	\$ 373,572	\$ 308,804
Net appreciation (depreciation) in fair value of investments	1,317,526	(223,040)
Total investment income	1,691,098	85,764
Interest income on notes receivable from participants	14,440	15,462
Contributions		
Employer	239,044	254,491
Participant	691,427	718,260
Rollover	13,928	19,882
Total contributions	944,399	992,633
Total	2,649,937	1,093,859
Deductions		
Benefit payments to participants	1,526,366	1,245,206
Administrative expenses	3,937	1,175
Total deductions	1,530,303	1,246,381
Net increase (decrease)	1,119,634	(152,522)
Net assets available for benefits		
Beginning	15,188,855	15,341,377
Ending	\$ 16,308,489	\$ 15,188,855

See Notes to Financial Statements.

Akron Beacon Journal Retirement Savings Plan

Notes to Financial Statements

Note 1. Description of the Plan

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

General: The Plan was created in August 2006 as a result of the acquisition of the Beacon Journal Publishing Company (the Company and Plan Sponsor) by Sound Publishing Holdings (Sound Publishing), a wholly owned subsidiary of Black Press, Ltd. The Plan was restated effective March 9, 2010.

The Plan is a defined contribution plan in which generally all employees of the Company who meet certain service criteria are eligible to participate, except those employees who are members of a certain collective bargaining unit which has entered into an agreement providing for the exclusion of its members from the Plan. Effective March 9, 2010, members of the Newspaper Guild Local 7 Newsroom, Newspaper Guild Local 7 Other, Local CWA 14514 (formerly known as Compositors ITU Local 182), GCIU and Teamsters Local #473 bargaining units (the Unions) are eligible to participate in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Eligibility to participate: Participants are eligible to participate in the plan after completing one year of service, where a year is defined as when an employee works 1,000 hours or more.

Contributions: Each year, participants may contribute up to 75 percent of pretax annual compensation, up to the annual maximum amount pursuant to the applicable section of the Internal Revenue Code. Participants who meet certain age requirements are eligible to make additional "catch-up contributions" also subject to certain dollar limits. The Plan also provides for employer discretionary matching contributions. The Company contributions are equal to 50 percent of the first 6 percent of eligible compensation that a participant contributes to the Plan. Effective September 1, 2012, members of Local CWA 14514 were no longer eligible to receive employer discretion matching contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

The Company also has the option to make a discretionary profit sharing contribution to the Plan, on an annual basis. Profit sharing contributions are allocated to the accounts of the active participants in direct proportion to the participants' eligible compensation as defined by the Plan. Members of the Unions are not eligible for the Company discretionary profit sharing contributions. There were no profit sharing contributions made during 2012 or 2011.

Investment programs: Participant, employer matching and profit sharing contributions are invested by the trustee, as directed by the employee (participant-directed), in one or more of the available funds. Participants may elect to change their deferred contribution percentage daily and may elect to change investment direction and previously invested contributions from one fund to another.

Vesting: Participants are vested immediately in their contributions plus actual earnings thereon. A participant's vested interest in the Company's matching and profit sharing contributions is based on years of continuous service in accordance with the following schedule:

<u>Years of Service</u>	<u>Vesting</u>
Less than 2 years	0%
2 years	25%
3 years	50%
4 years	75%
5 years	100%

Akron Beacon Journal Retirement Savings Plan

Notes to Financial Statements

Note 1. Description of the Plan (Continued)

Participant accounts: Each participant's account is credited with the participant's contribution and an allocation for (a) the Company's contributions and (b) Plan earnings and is charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Notes receivable from participants: The Plan permits limited borrowings by a participant against the value of his or her account. The loan must be a minimum of \$500 and up to a maximum equal to the lesser of \$50,000 or 50 percent of their vested account balance, whichever is less. The loans are secured by the balance in the participant's account and bear interest at rates which are commensurate with local prevailing rates as determined quarterly by the plan administrator. Principal and interest is paid ratably through bi-weekly payroll deductions.

Forfeited accounts: At December 31, 2012 and 2011, unallocated forfeited accounts were approximately \$5,000 and \$12,000, respectively. These amounts will be used to reduce future employer contributions. In 2012 and 2011, employer contributions were reduced by forfeited amounts of approximately \$10,000 and \$3,000, respectively.

Payment of benefits: On termination of service due to death, disability, or retirement, a participant will receive a lump-sum amount equal to the value of the participant's vested interest in his or her account. Mandatory or involuntary lump-sum distributions in excess of \$1,000, but less than \$5,000, shall be made in the form of a single sum, as provided for by the Plan.

Withdrawals: Participants who have attained normal retirement age of 65 or the age of 59½ may withdraw in cash all or part of their account as defined by the Plan. Participants under the age of 59½ may withdraw all or part of their tax-deferred contributions only for reasons of extreme financial hardship as defined under federal law. Participants over the age of 70 ½ may defer required minimum distributions until the calendar year following the calendar year in which the participant retires.

Note 2. Summary of Significant Accounting Policies

Basis of accounting: The accompanying financial statements have been prepared on an accrual basis of accounting.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through a common/collective trust fund. Contract value for this fund is based on the net asset value of the fund as reported by the investment trustee sponsoring such fund. As required, the statements of net assets available for benefits present the fair value of the investment in the common/collective trust fund as well as an adjustment from fair value to contract value relating to the investment contracts. The statements of changes in net assets available for benefits are prepared on a contract value basis.

Use of estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's management to use certain estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates.

Akron Beacon Journal Retirement Savings Plan

Notes to Financial Statements

Note 2. Summary of Significant Accounting Policies

Investment valuation and income recognition: The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

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. Capital gain distributions are included in dividend income. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

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

Contributions: Participant contributions and Company matching contributions are recognized when they are withheld from the participant's earnings. Company discretionary profit sharing contributions, if any, are approved by the Company's management at the end of the year and are recognized when declared.

Payment of benefits: Benefits are recorded when paid.

Expenses: The Plan's administrative expenses are paid by the Company or the Plan, at the discretion of the Company.

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

Recently issued accounting pronouncement: In October 2012, the FASB issued ASU 2012-04, *Technical Corrections and Improvements*. The amendments in this Update cover a wide range of Topics in the Accounting Standards Codification, including plan accounting. These amendments include technical corrections and improvements to the Accounting Standards Codification and conforming amendments related to fair value measurements. The amendments in this update will generally be effective for fiscal periods beginning after December 15, 2013, for non public entities, except for amendments in this update where there was no transition guidance which were immediately effective upon issuance. The adoption of immediately effective amendments was not significant to these financials. The adoption of ASU 2012-04 is not expected to have a material impact on subsequent periods.

Subsequent events: The plan administrator has evaluated events for potential recognition and/or disclosure through September 30, 2013, the date the financial statements were available to be issued.

Akron Beacon Journal Retirement Savings Plan

Notes to Financial Statements

Note 3. Information Certified or Provided by Vanguard Fiduciary Trust Company

The following is a summary of the Plan's asset information as of December 31, 2012 and 2011, and for the years then ended, included throughout the Plan's financial statements and supplemental schedule that was prepared by or derived from information provided by the trustee and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the trustee that information provided to the Plan Administrator by the trustee related to the following assets is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information which appears throughout the financial statements and supplemental schedule related to the following assets. The values of individual investments that represent 5% or more of the Plan's net assets are separately identified:

	2012	2011
Common/Collective Trust Fund		
Vanguard Retirement Savings Trust (certified at contract value)	\$ 1,171,848	\$ 1,022,359
Registered Investment Companies		
Vanguard 500 Index Investment	\$ 1,423,760	\$ 1,450,832
Vanguard Explorer Fund	1,122,551	843,563
Vanguard LT Investment Grade	1,124,658	890,895
Vanguard Mid-Cap Index Fund	1,267,980	870,149
Vanguard Prime Money Market	1,191,781	1,625,389
Vanguard Target Retirement 2015	1,067,581	930,411
Vanguard Target Retirement 2025	1,288,382	1,172,956
Vanguard Wellington Investment	1,335,449	1,298,401
Vanguard Windsor Fund	1,711,665	1,560,827
Other registered investment companies	3,263,947	3,124,380
Total registered investment companies	\$ 14,797,754	\$ 13,767,803
Notes receivable from participants	\$ 396,531	\$ 398,693

Vanguard Fiduciary Trust Company also certified to the completeness and accuracy of the following for the years ended December 31:

	2012	2011
Interest and dividends	\$ 373,572	\$ 308,804
Net appreciation (depreciation) in fair value of investments		
Registered investment companies	1,317,526	(223,040)
	\$ 1,691,098	\$ 85,764
Interest income on notes receivable from participants	\$ 14,440	\$ 15,462

Akron Beacon Journal Retirement Savings Plan

Notes to Financial Statements

Note 4. Fair Value Measurements

FASB guidance establishes a 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 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 under the guidance 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:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- 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.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Registered investment companies: Valued at quoted market prices which represent the net asset value (NAV) of the shares held by the Plan at year end

Common/collective trust fund: Valued at the total of the NAV of the underlying contracts at year end. The Vanguard Retirement Savings Trust is a collective investment trust fund that invests solely in the Vanguard Retirement Savings Master Trust (the "Master Trust"). The underlying investments of the Master Trust are primarily in a pool of investment contracts issued by insurance companies and commercial banks and in contracts that are backed by high-quality bonds, bond trusts and bond mutual funds. The Plan's interest in the common/collective trust fund is valued based upon the information reported to the Plan by the trustee.

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

Akron Beacon Journal Retirement Savings Plan

Notes to Financial Statements

Note 4. Fair Value Measurements (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value at December 31:

	2012			
	Level 1	Level 2	Level 3	Total
Registered Investment Companies				
Fixed income - money market	\$ 1,191,781	\$ -	\$ -	\$ 1,191,781
Fixed income - long term bond	1,124,658	-	-	1,124,658
Fixed income - intermediate bond	635,973	-	-	635,973
Large cap stock - value	3,113,152	-	-	3,113,152
Large cap stock - blend	5,066,018	-	-	5,066,018
Large cap stock - growth	562,717	-	-	562,717
Mid cap stock - blend	1,267,980	-	-	1,267,980
Small cap stock - growth	1,122,551	-	-	1,122,551
International stock - growth	712,924	-	-	712,924
Common/collective trust fund	-	1,171,848	-	1,171,848
Total assets at fair value	\$14,797,754	\$ 1,171,848	\$ -	\$15,969,602

	2011			
	Level 1	Level 2	Level 3	Total
Registered Investment Companies				
Fixed income - money market	\$ 1,625,389	\$ -	\$ -	\$ 1,625,389
Fixed income - long term bond	890,895	-	-	890,895
Fixed income - intermediate bond	669,562	-	-	669,562
Large cap stock - value	2,864,203	-	-	2,864,203
Large cap stock - blend	4,963,066	-	-	4,963,066
Large cap stock - growth	453,952	-	-	453,952
Mid cap stock - blend	870,149	-	-	870,149
Small cap stock - growth	843,563	-	-	843,563
International stock - growth	587,024	-	-	587,024
Common/collective trust fund	-	1,071,745	-	1,071,745
Total assets at fair value	\$13,767,803	\$ 1,071,745	\$ -	\$14,839,548

The following tables set forth additional disclosures of Plan's investments whose fair value is estimated using net asset value per unit or share as to a practical expedient (or its equivalent) as of December 31:

	2012			
	Fair Value	Unfunded Commitment	Redemption Frequency	Redemption Notice Period
Common/collective trust fund (a)	\$ 1,171,848	None	Daily	None

	2011			
	Fair Value	Unfunded Commitment	Redemption Frequency	Redemption Notice Period
Common/collective trust fund (a)	\$ 1,071,745	None	Daily	None

(a) This category includes a stable value collective fund whose objective is to protect principal while providing a higher rate of return than shorter term investments, such as money market funds. The fund invests 80%-90% of its net assets in a diversified portfolio of investment contracts.

Akron Beacon Journal Retirement Savings Plan

Notes to Financial Statements

Note 4. Fair Value Measurements (Continued)

To assess the appropriate classification of investments within the fair value hierarchy, the availability of market data is monitored. Changes in economic conditions or valuation techniques may require the transfer of investments from one fair value level to another. In such instances, the transfer is reported at the end of the reporting period.

We evaluate the significance of transfers between levels based upon the nature of the investment and size of the transfer relative to total net assets available for benefits. For the year ended December 31, 2012, there were no significant transfers in or out of Level 1, 2, or 3.

Note 5. Tax Status

Effective March 9, 2010, the Plan restated and readopted a non-standardized form of a prototype plan sponsored by Vanguard Fiduciary Trust Company. The prototype plan has received an opinion letter from the Internal Revenue Service as to the prototype plan's qualified status. The prototype plan opinion letter has been relied upon by this Plan. The Plan Administrator believes the Plan is designed and is being operated in compliance with the applicable provisions of the Internal Revenue Code and therefore is exempt from income taxes. No provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the plan, and has concluded that as of December 31, 2012 and 2011 there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

Note 6. Party-in-Interest Transactions

The Plan invests in registered investment companies and a common/collective trust fund managed by an affiliate of Vanguard Fiduciary Trust Company (Vanguard). Vanguard is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Administrative expenses paid to Vanguard totaled \$3,937 and \$1,175 for 2012 and 2011, respectively.

Note 7. Plan Termination

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

Note 8. Reconciliation of Financial Statements to IRS Form 5500

The fully benefit-responsive investment contract is recorded on the IRS Form 5500 at fair value while in the Plan's financial statements this investment is presented at fair value with an adjustment to contract value.

Notes receivable from participants are reported on the Form 5500 as participant loans and considered plan investments while in the Plan's financial statements they are classified as receivables from participants.

Supplemental Schedule

Akron Beacon Journal Retirement Savings Plan

Employer No. 34-1095666

Plan No. 001

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

December 31, 2012

(a)	(b)	(c)	(e)
	Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investment	Current Value
* Vanguard		Registered Investment Companies	
		Vanguard 500 Index Investment	\$ 1,423,760
		Vanguard Dividend Growth Fund	83,162
		Vanguard Equity Income Fund	66,038
		Vanguard Explorer Fund	1,122,551
		Vanguard GNMA Fund	114,752
		Vanguard Inflation-Protected Securities Fund	197,123
		Vanguard International Growth Fund	712,924
		Vanguard LT Investment Grade	1,124,658
		Vanguard Mid-Cap Index Fund	1,267,980
		Vanguard Morgan Growth Investment	562,717
		Vanguard Prime Money Market	1,191,781
		Vanguard Target Retirement 2010	2,435
		Vanguard Target Retirement 2015	1,067,581
		Vanguard Target Retirement 2020	75,182
		Vanguard Target Retirement 2025	1,288,382
		Vanguard Target Retirement 2030	1,857
		Vanguard Target Retirement 2035	727,115
		Vanguard Target Retirement 2040	18,930
		Vanguard Target Retirement 2045	74,314
		Vanguard Target Retirement Income	303,300
		Vanguard Total Bond Market Index	324,098
		Vanguard Wellington Investment	1,335,449
		Vanguard Windsor Fund	1,711,665
			<u>14,797,754</u>
		Common/Collective Trust Fund	
* Vanguard		Vanguard Retirement Savings Trust	1,171,848
* Participant Loans		Participant loans bearing interest at 3.25% to 8.50%, maturing through 2017	396,531
			<u>\$ 16,366,133</u>
* Represents a party-in-interest			

Note: The above information has been certified by Vanguard Fiduciary Trust Company, the trustee, as complete and accurate, except for the common/collective trust fund which has been certified at contract value. Column (d) Cost has been omitted as it is not required under ERISA.