

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
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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>PENTON MEDIA, INC. RETIREMENT AND SAVINGS PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>005</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>09/01/1998</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>005</u>	1c Effective date of plan <u>09/01/1998</u>			
1b Three-digit plan number (PN) ▶	<u>005</u>						
1c Effective date of plan <u>09/01/1998</u>							
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>PENTON MEDIA, INC.</u> <u>1300 E 9TH STREET 3RD FLOOR</u> <u>CLEVELAND, OH 44114</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">2b Employer Identification Number (EIN) <u>36-2875386</u></td> <td style="width: 20%;"></td> </tr> <tr> <td>2c Sponsor's telephone number <u>216-696-7000</u></td> <td></td> </tr> <tr> <td>2d Business code (see instructions) <u>511120</u></td> <td></td> </tr> </table>	2b Employer Identification Number (EIN) <u>36-2875386</u>		2c Sponsor's telephone number <u>216-696-7000</u>		2d Business code (see instructions) <u>511120</u>	
2b Employer Identification Number (EIN) <u>36-2875386</u>							
2c Sponsor's telephone number <u>216-696-7000</u>							
2d Business code (see instructions) <u>511120</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. Signature of plan administrator	10/14/2013 Date	NANCY FRIERSON Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature. Signature of employer/plan sponsor	10/14/2013 Date	NANCY FRIERSON 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 PENTON MEDIA, INC. 1300 E 9TH STREET 3RD FLOOR CLEVELAND, OH 44114		3b Administrator's EIN 36-2875386
		3c Administrator's telephone number 216-696-7000
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 1738
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	1071
b Retired or separated participants receiving benefits.....	6b	12
c Other retired or separated participants entitled to future benefits.....	6c	574
d Subtotal. Add lines 6a , 6b , and 6c	6d	1657
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	2
f Total. Add lines 6d and 6e	6f	1659
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	1366
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	7
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: 2A 2F 2G 2J 2T 3H		
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 PENTON MEDIA,INC. RETIREMENT AND SAVINGS PLAN	B Three-digit plan number (PN) ▶ 005
C Plan sponsor's name as shown on line 2a of Form 5500 PENTON MEDIA, INC.	D Employer Identification Number (EIN) 36-2875386

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
FID.INV.INST.OPS.CO.

04-2647786

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 60	RECORDKEEPER	10999	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.		
ALZGI NFJ DIV VL ADM - BOSTON FINAN 330 W. 9TH STREET KANSAS CITY, MO 66160	0.35%	
(a) Enter service provider name as it appears on line 2 (b) Service Codes (see instructions) (c) Enter amount of indirect compensation		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.		
DAVIS NY VENTURE Y - BOSTON FINANCI 330 W. 9TH STREET KANSAS CITY, MO 66160	0.10%	
(a) Enter service provider name as it appears on line 2 (b) Service Codes (see instructions) (c) Enter amount of indirect compensation		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.		
DODGE & COX INCOME - BOSTON FINANCI P.O. BOX 8480 BOSTON, MA 02266	0.08%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
H & W MID CAP VAL I - U.S. BANCORP P.O. BOX 701 MILWAUKEE, WI 53201	0.25%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
HARBOR INTL INST - PRINCIPAL SHAREH P.O. BOX 804660 CHICAGO, IL 60680-4108	0.10%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MGRS/C CAP APPR SRV - BNY MELLON IN P.O. BOX 9793 PROVIDENCE, RI 02940	0.35%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
MSIF MID CAP GRTH I - MORGAN STANLE 13-3799749	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
NORTHERN SM CAP VAL - NORTHERN TRUS 36-2723087	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ROYCE VALUE PLUS SER - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.45%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation TRP RETIRE INCOME - T. ROWE PRICE S 52-2269240		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.15%		
(a) Enter service provider name as it appears on line 2 FIDELITY INVESTMENTS INSTITUTIONAL		
(b) Service Codes (see instructions) 60		
(c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation TRP RETIREMENT 2005 - T. ROWE PRICE 52-2269240		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.15%		
(a) Enter service provider name as it appears on line 2 FIDELITY INVESTMENTS INSTITUTIONAL		
(b) Service Codes (see instructions) 60		
(c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation TRP RETIREMENT 2010 - T. ROWE PRICE 52-2269240		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.15%		

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
TRP RETIREMENT 2015 - T. ROWE PRICE	0.15%	
52-2269240		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
TRP RETIREMENT 2020 - T. ROWE PRICE	0.15%	
52-2269240		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
TRP RETIREMENT 2025 - T. ROWE PRICE	0.15%	
52-2269240		

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation TRP RETIREMENT 2030 - T. ROWE PRICE 52-2269240		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.15%		
(a) Enter service provider name as it appears on line 2 FIDELITY INVESTMENTS INSTITUTIONAL		
(b) Service Codes (see instructions) 60		
(c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation TRP RETIREMENT 2035 - T. ROWE PRICE 52-2269240		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.15%		
(a) Enter service provider name as it appears on line 2 FIDELITY INVESTMENTS INSTITUTIONAL		
(b) Service Codes (see instructions) 60		
(c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation TRP RETIREMENT 2040 - T. ROWE PRICE 52-2269240		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.15%		

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation TRP RETIREMENT 2045 - T. ROWE PRICE 52-2269240		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.15%		
(a) Enter service provider name as it appears on line 2 FIDELITY INVESTMENTS INSTITUTIONAL		
(b) Service Codes (see instructions) 60		
(c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation TRP RETIREMENT 2050 - T. ROWE PRICE 52-2269240		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.15%		
(a) Enter service provider name as it appears on line 2 FIDELITY INVESTMENTS INSTITUTIONAL		
(b) Service Codes (see instructions) 60		
(c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation TRP RETIREMENT 2055 - T. ROWE PRICE 52-2269240		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.15%		

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 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
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A Name of plan PENTON MEDIA,INC. RETIREMENT AND SAVINGS PLAN	B Three-digit plan number (PN)	005
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C Plan or DFE sponsor's name as shown on line 2a of Form 5500 PENTON MEDIA, INC.	D Employer Identification Number (EIN) 36-2875386
--	---

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

a	Name of MTIA, CCT, PSA, or 103-12 IE: FID MGD INC PORT
----------	--

b	Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY
----------	--

c EIN-PN 04-3022712-024	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 370262
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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:
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b	Name of sponsor of entity listed in (a):
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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:
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b	Name of sponsor of entity listed in (a):
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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:
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b	Name of sponsor of entity listed in (a):
----------	--

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

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

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 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 PENTON MEDIA, INC. RETIREMENT AND SAVINGS PLAN	B Three-digit plan number (PN) ►	005
C Plan sponsor's name as shown on line 2a of Form 5500 PENTON MEDIA, INC.	D Employer Identification Number (EIN) 36-2875386	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	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)	13945747	13498888
	(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)	1048636	1092318
	(9) Value of interest in common/collective trusts	1c(9)	524537	370262
	(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)	55821264	60865148
	(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	71340184	75826616

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	71340184	75826616
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)	4158272	
(C) Others (including rollovers)	2a(1)(C)	136975	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		4295247
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	1345	
(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)	38326	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		39671
(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)	1396793	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1396793
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(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)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		2687
(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)		5992540
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		11726938

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	7229441	
(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)		7229441
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	11065	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		11065
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		7240506

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		4486432
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: MALONEY AND NOVOTNY

(2) EIN: 34-0677006

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		10000000
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.		X	

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

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

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

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.
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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>PENTON MEDIA, INC. RETIREMENT AND SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>005</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>PENTON MEDIA, INC.</u>	D Employer Identification Number (EIN) <u>36-2875386</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

Part III	Amendments
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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
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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.
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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):

**PENTON MEDIA, INC.
RETIREMENT AND SAVINGS PLAN
FINANCIAL REPORT
DECEMBER 31, 2012 and 2011**

PENTON MEDIA, INC. RETIREMENT AND SAVINGS PLAN
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Independent Auditors' Report

To the Participants and Plan Administrator
Penton Media, Inc. Retirement and Savings Plan
Cleveland, Ohio

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Penton Media, Inc. Retirement and Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits 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 by Fidelity Management Trust Company, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the Trustee as of December 31, 2012 and 2011, and for the year ended December 31, 2012, 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.

Report on Supplementary Information

The supplemental schedule of assets (held at end of year) as of December 31, 2012 on page 12 is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this 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 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 "Melroy + Norvitz LLC". The signature is written in a cursive, flowing style.

Cleveland, Ohio
October 10, 2013

PENTON MEDIA, INC. RETIREMENT AND SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
<u>ASSETS</u>		
Investments, at fair value		
Registered investment companies	\$74,364,036	\$69,767,011
Common/collective trust fund	<u>370,262</u>	<u>524,537</u>
Total investments	74,734,298	70,291,548
Notes receivable from participants	<u>1,092,318</u>	<u>1,054,365</u>
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	75,826,616	71,345,913
Adjustment from fair value to contract value for interest in common/collective trust fund relating to fully benefit-responsive investment contract	<u>(10,596)</u>	<u>(12,937)</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$75,816,020</u></u>	<u><u>\$71,332,976</u></u>

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

PENTON MEDIA, INC. RETIREMENT AND SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year Ended December 31, 2012

ADDITIONS

Investment income:

Interest and dividends	\$ 1,403,163
------------------------	--------------

Net appreciation in fair value of registered investment companies	<u>5,992,543</u>
---	------------------

Total investment income	<u>7,395,706</u>
-------------------------	------------------

Interest on notes receivable from participants	38,326
--	--------

Participants' contributions	<u>4,295,247</u>
-----------------------------	------------------

Total additions	<u>11,729,279</u>
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DEDUCTIONS

Benefits paid directly to participants	7,235,170
--	-----------

Administrative expenses	<u>11,065</u>
-------------------------	---------------

Total deductions	<u>7,246,235</u>
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NET INCREASE	4,483,044
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NET ASSETS AVAILABLE FOR BENEFITS:

BEGINNING OF YEAR	<u>71,332,976</u>
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END OF YEAR	<u><u>\$75,816,020</u></u>
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The accompanying notes are an integral part of these financial statements.

PENTON MEDIA, INC. RETIREMENT AND SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

Note 1. Description of Plan

The following description of the Penton Media, Inc. Retirement and Savings Plan (the "Plan") provides general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

Participation

The Plan is a defined contribution plan established to provide benefits to qualified domestic employees of the Plan sponsor, Penton Media Inc. ("Penton" or the "Company"), and certain of its affiliates. The Plan allows participants to make pre-tax contributions in accordance with the provisions of Section 401(k) of the Internal Revenue Code. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended. Employees of the Company become eligible to participate in the Plan on the first day of the following month in which the employee begins employment with the Company.

Contributions

Participants may contribute up to 50% of their compensation to the Plan subject to limitations contained in the Internal Revenue Code on a pre-tax basis. The Company may make discretionary contributions, as determined by its Board of Directors. No discretionary contributions were made during 2012. The Plan also provides for the investment of qualified rollover contributions and catch-up contributions for participants age 50 or over.

Participants' Accounts

Fidelity Investments Institutional Operations Company, Inc., the record keeper of the Plan, maintains an individual account for each participant. These accounts are credited with participants' contributions, Company contributions, and an allocation of earnings and expenses. Employees elect to allocate their contributions and any Company contributions to various investment options in one-quarter percent increments as specified in the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are at all times vested in their elective contributions and earnings thereon. Participants become fully vested in the Company's contributions based on a graduated vesting scale whereby a participant becomes 20% vested after one year of service and continues vesting at a rate of 20% for each additional year of service until the participant becomes fully vested after five years of service.

Notes Receivable From Participants

Participants are permitted to borrow against the value of their account balance a minimum of \$1,000 up to, but not to exceed, the lesser of \$50,000 or 50% of the participant's vested account balance. Note terms may not exceed five years unless for the purchase of a principal residence. Repayments of principal and interest are credited to the participants' separate accounts within the funds as elected by the participants. The notes are secured by the balance in the participants' vested accounts and carry an interest rate as determined by the Plan on the date of the loan. The interest rates on existing notes range from 3.25% to 11.50% during 2012 and 2011. Principal and interest are paid ratably through payroll deductions.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

Note 1. Description of Plan (Continued)

Payment of Benefits

A participant, upon retirement, termination, disability, or the attainment of age 59½ or a participant's beneficiary, upon the participant's death, may elect to receive either a lump sum payment, a series of installment payments over a period of time as determined by the Plan, or a combination of the two. The Plan also allows hardship withdrawals if requirements are met as outlined in the Plan document.

Forfeitures

Forfeitures are used to offset Company contributions. No forfeitures were applied during 2012 and 2011. Unallocated forfeitures at December 31, 2012 and 2011 totaled \$266,852 and \$197,722, respectively. During 2013, these funds will be allocated to eligible participants in accordance with Plan provisions.

Termination Provision

Although it has not expressed any intent to do so, the Company has the right to amend, modify, suspend, or terminate the Plan subject to the provisions of ERISA. No amendment, modification, suspension, or termination of the Plan shall have the effect of providing that any amounts then held under the Plan may be used or diverted to any purpose other than for the exclusive benefit of participants or their beneficiaries. In the event of Plan termination, participants will become 100% vested in their accounts. The Company also has the right under the Plan to discontinue its contributions at any time.

Note 2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Subsequent Events

The Company has evaluated subsequent events through October 10, 2013, which is the date the financial statements were available to be issued.

Investment Valuation and Income Recognition

Investments are reported 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. Investments in registered investment companies are valued at the quoted net asset value of the shares held by the Plan on the last day of the Plan year. The investment in the common/collective trust is valued based on the net asset value ("NAV"). The NAV is based on the market value of its underlying investments, adjusted for charges and expenses.

Purchases and sales of securities are recorded as of the trade-date. Interest income is recorded when earned. Dividend income is recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments in registered investment companies bought and sold as well as held during the year.

PENTON MEDIA, INC. RETIREMENT AND SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

Note 2. Summary of Significant Accounting Policies (Continued)

Investment Valuation and Income Recognition (Continued)

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

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contract at December 31, 2012 and 2011 was \$370,262 and \$524,537, respectively. The crediting interest rate is based on a formula agreed upon with the issuer, which is reset at least annually.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events could include the Plan sponsor's inability to meet their financial obligations. The plan administrator does not believe that any events which would limit the Plan's ability to transact at contract value with participants are probable of occurring.

The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

Average yields:	<u>2012</u>	<u>2011</u>
Based on actual earnings	1.70	1.92
Based on interest rate credited to participants	1.05	1.39

Notes Receivable From Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

PENTON MEDIA, INC. RETIREMENT AND SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

Note 2. Summary of Significant Accounting Policies (Continued)

Risks and Uncertainties

The Plan holds various investment options in combinations of investment securities. Investment securities are exposed to various risks, such as interest rates, market, and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

Payment of Benefits

Benefits are recorded when paid by the Plan.

Administrative Expenses

The costs to administer the Plan are paid by the Company with the exception of the loan setup and maintenance fees, which are paid by the affected participant.

Note 3. Unaudited Information

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Trustee has certified to the completeness and accuracy of all investments and notes receivable from participants reflected on the statements of net assets available for benefits at December 31, 2012 and 2011, the supplemental schedule at December 31, 2012, the related investment and loan interest activity reflected in the statement of changes in net assets available for benefits for the year ended December 31, 2012, and investment related information in the accompanying notes to the financial statements. This information is unaudited by independent accountants.

The following presents investments that represent 5% or more of the Plan's net assets at December 31:

	<u>2012</u>	<u>2011</u>
Investments:		
Registered investment companies		
Fidelity Retirement Money Market Portfolio	\$13,498,888	\$13,945,746
Dodge & Cox Income Fund	7,909,162	7,197,517
MGRS/C CAP APPR ADM	7,843,235	7,850,286
Fidelity Balanced Fund	6,366,082	5,761,531
Fidelity Diversified International Fund	5,758,467	5,171,790
Morgan Stanley Intl. Fund Mid Cap Growth I	4,896,246	5,149,486
Davis New York Venture Fund Inc. Class Y	*	3,662,675
Vanguard 500 Index	4,023,626	*

* - Investment did not represent greater than 5% of Plan net assets for period reported

PENTON MEDIA, INC. RETIREMENT AND SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

Note 4. Fair Value Measurements

The Plan estimates the fair value of financial instruments using available market information and other generally accepted valuation methodologies. The inputs used to measure fair value are classified into three levels:

- Level 1 – Quoted market prices in active markets for identical assets and liabilities
- Level 2 – Observable market-based inputs or unobservable inputs that are corroborated by market data
- Level 3 – Unobservable inputs in which little or no market data exists

The methods described in Note 2 may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. There have been no changes in the methodologies used from 2011 to 2012. 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.

The following table sets forth by level the Plan's assets at fair value as of December 31, 2012:

	Assets at Fair Value as of December 31, 2012			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Registered investment companies:				
Money market	\$13,498,888			\$13,498,888
Lifecycle funds	9,894,730			9,894,730
Short term bonds	954,942			954,942
Intermediate term bonds	7,909,162			7,909,162
Balanced hybrid	6,366,082			6,366,082
Large value	3,085,157			3,085,157
Mid value	1,548,384			1,548,384
Small value	1,921,675			1,921,675
Large blend	7,729,988			7,729,988
Large growth	7,843,235			7,843,235
Mid growth	4,896,246			4,896,246
Small growth	1,185,442			1,185,442
International global	7,530,105			7,530,105
Common/collective trust fund:				
Managed income		\$ 370,262		370,262
Total	<u>\$74,364,036</u>	<u>\$ 370,262</u>	<u>\$ -</u>	<u>\$74,734,298</u>

PENTON MEDIA, INC. RETIREMENT AND SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

Note 4. Fair Value Measurements (Continued)

The following table sets forth by level the Plan's assets at fair value as of December 31, 2011:

	Assets at Fair Value as of December 31, 2011			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Registered investment companies:				
Money market	\$13,945,746			\$13,945,746
Lifecycle funds	8,542,822			8,542,822
Short term bonds	795,554			795,554
Intermediate term bonds	7,197,517			7,197,517
Balanced hybrid	5,761,531			5,761,531
Large value	2,755,567			2,755,567
Mid value	990,441			990,441
Small value	1,702,535			1,702,535
Large blend	7,043,661			7,043,661
Large growth	7,850,286			7,850,286
Mid growth	5,149,486			5,149,486
Small growth	1,371,705			1,371,705
International global	6,660,160			6,660,160
Common/collective trust fund:				
Managed income		\$ 524,537		524,537
 Total	 <u>\$69,767,011</u>	 <u>\$ 524,537</u>	 <u>\$ -</u>	 <u>\$70,291,548</u>

Note 5. Income Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated March 11, 2008, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). Although the Plan has been amended since receiving the determination letter, the plan administrator believes that the Plan is designed and currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

The plan administrator has analyzed the tax positions taken by the Plan and has concluded that, as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require such recognition or disclosure in the financial statements. As of December 31, 2012, the Plan's tax years from 2009 and thereafter remain subject to examination by the Internal Revenue Service, as well as various other taxing authorities.

Note 6. Party-in-Interest Transactions

Certain plan investments are shares of investments managed by Fidelity Management Trust Company ("Fidelity"), the Trustee of the Plan, therefore, these transactions qualify as party-in-interest transactions. Party-in-interest transactions also include fees of \$11,065 paid to Fidelity.

PENTON MEDIA, INC. RETIREMENT AND SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

Note 7. Reconciliation to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2012 and 2011 to the Form 5500:

	<u>2012</u>	<u>2011</u>
Net assets available for benefits per the financial statements	\$75,816,020	\$71,332,976
Previously defaulted loans	-	(5,729)
Adjustment from fair value to contract value for interest in common/collective trust relating to fully benefit-responsive investment contract	<u>10,596</u>	<u>12,937</u>
	<u>\$75,826,616</u>	<u>\$71,340,184</u>

The following is a reconciliation of investment gain per the financial statements for the year ended December 31, 2012 to the Form 5500:

Total investment gain per the financial statements	\$ 7,395,706
Adjustment from fair value to contract value for interest in common/collective trust relating to fully benefit-responsive investment contract	<u>(2,341)</u>
	<u>\$ 7,393,365</u>

The following is a reconciliation of benefits paid directly to participants per the financial statements for the year ended December 31, 2012 to the Form 5500:

Total benefits paid directly to participants per the financial statements	\$ 7,235,170
Previously defaulted loans	<u>(5,729)</u>
	<u>\$ 7,229,441</u>

Note 8. Subsequent Events

Effective July 1, 2013, a 401(k) Plan of an acquired entity was merged into the Plan. The assets transferred into the Plan totaled \$14,454,769.

SUPPLEMENTAL SCHEDULE

PENTON MEDIA, INC. RETIREMENT AND SAVINGS PLAN

EMPLOYER NO. 36-2875386

PLAN NO. 005

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2012

(a) (b) <u>Identity of Issue</u>	(c) <u>Description of Investment</u>	Current (e) <u>Value</u>
	Registered Investment Companies	
* Fidelity Investments	Fidelity Retirement Money Market Portfolio	\$13,498,888
Dodge & Cox	Dodge & Cox Income Fund	7,909,162
MGRS/C	MGRS/C CAP APPR ADM	7,843,235
* Fidelity Investments	Fidelity Balanced Fund	6,366,082
* Fidelity Investments	Fidelity Diversified International Fund	5,758,467
Morgan Stanley Investments, LP	Morgan Stanley Intl. Fund Mid Cap Growth I	4,896,246
The Vanguard Group	Vanguard 500 Index	4,023,626
Davis Selected Advisers, LP	Davis New York Venture Fund Inc. Class Y	3,706,362
T. Rowe Price Associates, Inc.	T. Rowe Price Retirement Fund 2030	3,194,788
NFJ Investment Group	Allianz NFJ Dividend Value Fund Admin Class	3,085,157
T. Rowe Price Associates, Inc.	T. Rowe Price Retirement Fund 2020	2,472,970
Northern Trust Investments	Northern Small Cap Value Fund	1,921,675
Harbor Capital Advisors, Inc.	Harbor International Institutional Class	1,715,583
T. Rowe Price Associates, Inc.	T. Rowe Price Retirement Fund 2040	1,699,337
Hotchkis and Wiley Capital	Hotchkis and Wiley Mid-Cap Value Fund	
Management, LLC	Class I	1,548,384
Royce & Associates, LLC	Royce Value Plus Fund Service Class	1,185,442
* Fidelity Investments	Fidelity Short-Term Bond Fund	954,942
T. Rowe Price Associates, Inc.	T. Rowe Price Retirement Fund 2025	535,568
T. Rowe Price Associates, Inc.	T. Rowe Price Retirement Fund 2035	527,402
T. Rowe Price Associates, Inc.	T. Rowe Price Retirement Income Fund	283,883
T. Rowe Price Associates, Inc.	T. Rowe Price Retirement Fund 2010	269,451
T. Rowe Price Associates, Inc.	T. Rowe Price Retirement Fund 2015	235,614
T. Rowe Price Associates, Inc.	T. Rowe Price Retirement Fund 2045	210,136
T. Rowe Price Associates, Inc.	T. Rowe Price Retirement Fund 2050	187,767
T. Rowe Price Associates, Inc.	T. Rowe Price Retirement Fund 2005	178,439
T. Rowe Price Associates, Inc.	T. Rowe Price Retirement Fund 2055	99,375
Calvert Asset Management Company, Inc.	Calvert World Values Intl. Equity Fund	56,055
		<u>74,364,036</u>
	Common/Collective Trust Fund	
* Fidelity Investments	Fidelity Managed Income Portfolio	370,262
* Participant loans	Interest ranging from 3.25% to 11.50%	<u>1,092,318</u>
		<u><u>\$75,826,616</u></u>
* Denotes a party-in-interest		

**PENTON MEDIA, INC.
RETIREMENT AND SAVINGS PLAN
FINANCIAL REPORT
DECEMBER 31, 2012 and 2011**

PENTON MEDIA, INC. RETIREMENT AND SAVINGS PLAN
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Independent Auditors' Report

To the Participants and Plan Administrator
Penton Media, Inc. Retirement and Savings Plan
Cleveland, Ohio

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Penton Media, Inc. Retirement and Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits 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 by Fidelity Management Trust Company, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the Trustee as of December 31, 2012 and 2011, and for the year ended December 31, 2012, 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.

Report on Supplementary Information

The supplemental schedule of assets (held at end of year) as of December 31, 2012 on page 12 is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this 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 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 "Melroy + Horvath LLC". The signature is written in a cursive, flowing style.

Cleveland, Ohio
October 10, 2013

PENTON MEDIA, INC. RETIREMENT AND SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
<u>ASSETS</u>		
Investments, at fair value		
Registered investment companies	\$74,364,036	\$69,767,011
Common/collective trust fund	<u>370,262</u>	<u>524,537</u>
Total investments	74,734,298	70,291,548
Notes receivable from participants	<u>1,092,318</u>	<u>1,054,365</u>
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	75,826,616	71,345,913
Adjustment from fair value to contract value for interest in common/collective trust fund relating to fully benefit-responsive investment contract	<u>(10,596)</u>	<u>(12,937)</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$75,816,020</u></u>	<u><u>\$71,332,976</u></u>

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

PENTON MEDIA, INC. RETIREMENT AND SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year Ended December 31, 2012

ADDITIONS

Investment income:

Interest and dividends	\$ 1,403,163
------------------------	--------------

Net appreciation in fair value of registered investment companies	<u>5,992,543</u>
---	------------------

Total investment income	7,395,706
-------------------------	-----------

Interest on notes receivable from participants	38,326
--	--------

Participants' contributions	<u>4,295,247</u>
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Total additions	11,729,279
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DEDUCTIONS

Benefits paid directly to participants	7,235,170
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Administrative expenses	<u>11,065</u>
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Total deductions	<u>7,246,235</u>
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NET INCREASE	4,483,044
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NET ASSETS AVAILABLE FOR BENEFITS:

BEGINNING OF YEAR	<u>71,332,976</u>
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END OF YEAR	<u><u>\$75,816,020</u></u>
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The accompanying notes are an integral part of these financial statements.

PENTON MEDIA, INC. RETIREMENT AND SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

Note 1. Description of Plan

The following description of the Penton Media, Inc. Retirement and Savings Plan (the "Plan") provides general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

Participation

The Plan is a defined contribution plan established to provide benefits to qualified domestic employees of the Plan sponsor, Penton Media Inc. ("Penton" or the "Company"), and certain of its affiliates. The Plan allows participants to make pre-tax contributions in accordance with the provisions of Section 401(k) of the Internal Revenue Code. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended. Employees of the Company become eligible to participate in the Plan on the first day of the following month in which the employee begins employment with the Company.

Contributions

Participants may contribute up to 50% of their compensation to the Plan subject to limitations contained in the Internal Revenue Code on a pre-tax basis. The Company may make discretionary contributions, as determined by its Board of Directors. No discretionary contributions were made during 2012. The Plan also provides for the investment of qualified rollover contributions and catch-up contributions for participants age 50 or over.

Participants' Accounts

Fidelity Investments Institutional Operations Company, Inc., the record keeper of the Plan, maintains an individual account for each participant. These accounts are credited with participants' contributions, Company contributions, and an allocation of earnings and expenses. Employees elect to allocate their contributions and any Company contributions to various investment options in one-quarter percent increments as specified in the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are at all times vested in their elective contributions and earnings thereon. Participants become fully vested in the Company's contributions based on a graduated vesting scale whereby a participant becomes 20% vested after one year of service and continues vesting at a rate of 20% for each additional year of service until the participant becomes fully vested after five years of service.

Notes Receivable From Participants

Participants are permitted to borrow against the value of their account balance a minimum of \$1,000 up to, but not to exceed, the lesser of \$50,000 or 50% of the participant's vested account balance. Note terms may not exceed five years unless for the purchase of a principal residence. Repayments of principal and interest are credited to the participants' separate accounts within the funds as elected by the participants. The notes are secured by the balance in the participants' vested accounts and carry an interest rate as determined by the Plan on the date of the loan. The interest rates on existing notes range from 3.25% to 11.50% during 2012 and 2011. Principal and interest are paid ratably through payroll deductions.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

Note 1. Description of Plan (Continued)

Payment of Benefits

A participant, upon retirement, termination, disability, or the attainment of age 59½ or a participant's beneficiary, upon the participant's death, may elect to receive either a lump sum payment, a series of installment payments over a period of time as determined by the Plan, or a combination of the two. The Plan also allows hardship withdrawals if requirements are met as outlined in the Plan document.

Forfeitures

Forfeitures are used to offset Company contributions. No forfeitures were applied during 2012 and 2011. Unallocated forfeitures at December 31, 2012 and 2011 totaled \$266,852 and \$197,722, respectively. During 2013, these funds will be allocated to eligible participants in accordance with Plan provisions.

Termination Provision

Although it has not expressed any intent to do so, the Company has the right to amend, modify, suspend, or terminate the Plan subject to the provisions of ERISA. No amendment, modification, suspension, or termination of the Plan shall have the effect of providing that any amounts then held under the Plan may be used or diverted to any purpose other than for the exclusive benefit of participants or their beneficiaries. In the event of Plan termination, participants will become 100% vested in their accounts. The Company also has the right under the Plan to discontinue its contributions at any time.

Note 2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Subsequent Events

The Company has evaluated subsequent events through October 10, 2013, which is the date the financial statements were available to be issued.

Investment Valuation and Income Recognition

Investments are reported 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. Investments in registered investment companies are valued at the quoted net asset value of the shares held by the Plan on the last day of the Plan year. The investment in the common/collective trust is valued based on the net asset value ("NAV"). The NAV is based on the market value of its underlying investments, adjusted for charges and expenses.

Purchases and sales of securities are recorded as of the trade-date. Interest income is recorded when earned. Dividend income is recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments in registered investment companies bought and sold as well as held during the year.

PENTON MEDIA, INC. RETIREMENT AND SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

Note 2. Summary of Significant Accounting Policies (Continued)

Investment Valuation and Income Recognition (Continued)

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

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contract at December 31, 2012 and 2011 was \$370,262 and \$524,537, respectively. The crediting interest rate is based on a formula agreed upon with the issuer, which is reset at least annually.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events could include the Plan sponsor's inability to meet their financial obligations. The plan administrator does not believe that any events which would limit the Plan's ability to transact at contract value with participants are probable of occurring.

The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

Average yields:	<u>2012</u>	<u>2011</u>
Based on actual earnings	1.70	1.92
Based on interest rate credited to participants	1.05	1.39

Notes Receivable From Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

PENTON MEDIA, INC. RETIREMENT AND SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

Note 2. Summary of Significant Accounting Policies (Continued)

Risks and Uncertainties

The Plan holds various investment options in combinations of investment securities. Investment securities are exposed to various risks, such as interest rates, market, and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

Payment of Benefits

Benefits are recorded when paid by the Plan.

Administrative Expenses

The costs to administer the Plan are paid by the Company with the exception of the loan setup and maintenance fees, which are paid by the affected participant.

Note 3. Unaudited Information

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Trustee has certified to the completeness and accuracy of all investments and notes receivable from participants reflected on the statements of net assets available for benefits at December 31, 2012 and 2011, the supplemental schedule at December 31, 2012, the related investment and loan interest activity reflected in the statement of changes in net assets available for benefits for the year ended December 31, 2012, and investment related information in the accompanying notes to the financial statements. This information is unaudited by independent accountants.

The following presents investments that represent 5% or more of the Plan's net assets at December 31:

	<u>2012</u>	<u>2011</u>
Investments:		
Registered investment companies		
Fidelity Retirement Money Market Portfolio	\$13,498,888	\$13,945,746
Dodge & Cox Income Fund	7,909,162	7,197,517
MGRS/C CAP APPR ADM	7,843,235	7,850,286
Fidelity Balanced Fund	6,366,082	5,761,531
Fidelity Diversified International Fund	5,758,467	5,171,790
Morgan Stanley Intl. Fund Mid Cap Growth I	4,896,246	5,149,486
Davis New York Venture Fund Inc. Class Y	*	3,662,675
Vanguard 500 Index	4,023,626	*

* - Investment did not represent greater than 5% of Plan net assets for period reported

PENTON MEDIA, INC. RETIREMENT AND SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

Note 4. Fair Value Measurements

The Plan estimates the fair value of financial instruments using available market information and other generally accepted valuation methodologies. The inputs used to measure fair value are classified into three levels:

- Level 1 – Quoted market prices in active markets for identical assets and liabilities
- Level 2 – Observable market-based inputs or unobservable inputs that are corroborated by market data
- Level 3 – Unobservable inputs in which little or no market data exists

The methods described in Note 2 may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. There have been no changes in the methodologies used from 2011 to 2012. 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.

The following table sets forth by level the Plan's assets at fair value as of December 31, 2012:

	Assets at Fair Value as of December 31, 2012			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Registered investment companies:				
Money market	\$13,498,888			\$13,498,888
Lifecycle funds	9,894,730			9,894,730
Short term bonds	954,942			954,942
Intermediate term bonds	7,909,162			7,909,162
Balanced hybrid	6,366,082			6,366,082
Large value	3,085,157			3,085,157
Mid value	1,548,384			1,548,384
Small value	1,921,675			1,921,675
Large blend	7,729,988			7,729,988
Large growth	7,843,235			7,843,235
Mid growth	4,896,246			4,896,246
Small growth	1,185,442			1,185,442
International global	7,530,105			7,530,105
Common/collective trust fund:				
Managed income		\$ 370,262		370,262
Total	<u>\$74,364,036</u>	<u>\$ 370,262</u>	<u>\$ -</u>	<u>\$74,734,298</u>

PENTON MEDIA, INC. RETIREMENT AND SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

Note 4. Fair Value Measurements (Continued)

The following table sets forth by level the Plan's assets at fair value as of December 31, 2011:

	Assets at Fair Value as of December 31, 2011			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Registered investment companies:				
Money market	\$13,945,746			\$13,945,746
Lifecycle funds	8,542,822			8,542,822
Short term bonds	795,554			795,554
Intermediate term bonds	7,197,517			7,197,517
Balanced hybrid	5,761,531			5,761,531
Large value	2,755,567			2,755,567
Mid value	990,441			990,441
Small value	1,702,535			1,702,535
Large blend	7,043,661			7,043,661
Large growth	7,850,286			7,850,286
Mid growth	5,149,486			5,149,486
Small growth	1,371,705			1,371,705
International global	6,660,160			6,660,160
Common/collective trust fund:				
Managed income		\$ 524,537		524,537
Total	<u>\$69,767,011</u>	<u>\$ 524,537</u>	<u>\$ -</u>	<u>\$70,291,548</u>

Note 5. Income Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated March 11, 2008, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). Although the Plan has been amended since receiving the determination letter, the plan administrator believes that the Plan is designed and currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

The plan administrator has analyzed the tax positions taken by the Plan and has concluded that, as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require such recognition or disclosure in the financial statements. As of December 31, 2012, the Plan's tax years from 2009 and thereafter remain subject to examination by the Internal Revenue Service, as well as various other taxing authorities.

Note 6. Party-in-Interest Transactions

Certain plan investments are shares of investments managed by Fidelity Management Trust Company ("Fidelity"), the Trustee of the Plan, therefore, these transactions qualify as party-in-interest transactions. Party-in-interest transactions also include fees of \$11,065 paid to Fidelity.

PENTON MEDIA, INC. RETIREMENT AND SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

Note 7. Reconciliation to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2012 and 2011 to the Form 5500:

	<u>2012</u>	<u>2011</u>
Net assets available for benefits per the financial statements	\$75,816,020	\$71,332,976
Previously defaulted loans	-	(5,729)
Adjustment from fair value to contract value for interest in common/collective trust relating to fully benefit-responsive investment contract	<u>10,596</u>	<u>12,937</u>
	<u>\$75,826,616</u>	<u>\$71,340,184</u>

The following is a reconciliation of investment gain per the financial statements for the year ended December 31, 2012 to the Form 5500:

Total investment gain per the financial statements	\$ 7,395,706
Adjustment from fair value to contract value for interest in common/collective trust relating to fully benefit-responsive investment contract	<u>(2,341)</u>
	<u>\$ 7,393,365</u>

The following is a reconciliation of benefits paid directly to participants per the financial statements for the year ended December 31, 2012 to the Form 5500:

Total benefits paid directly to participants per the financial statements	\$ 7,235,170
Previously defaulted loans	<u>(5,729)</u>
	<u>\$ 7,229,441</u>

Note 8. Subsequent Events

Effective July 1, 2013, a 401(k) Plan of an acquired entity was merged into the Plan. The assets transferred into the Plan totaled \$14,454,769.

SUPPLEMENTAL SCHEDULE

PENTON MEDIA, INC. RETIREMENT AND SAVINGS PLAN

EMPLOYER NO. 36-2875386

PLAN NO. 005

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2012

(a) (b) <u>Identity of Issue</u>	(c) <u>Description of Investment</u>	Current (e) <u>Value</u>
	Registered Investment Companies	
* Fidelity Investments	Fidelity Retirement Money Market Portfolio	\$13,498,888
Dodge & Cox	Dodge & Cox Income Fund	7,909,162
MGRS/C	MGRS/C CAP APPR ADM	7,843,235
* Fidelity Investments	Fidelity Balanced Fund	6,366,082
* Fidelity Investments	Fidelity Diversified International Fund	5,758,467
Morgan Stanley Investments, LP	Morgan Stanley Intl. Fund Mid Cap Growth I	4,896,246
The Vanguard Group	Vanguard 500 Index	4,023,626
Davis Selected Advisers, LP	Davis New York Venture Fund Inc. Class Y	3,706,362
T. Rowe Price Associates, Inc.	T. Rowe Price Retirement Fund 2030	3,194,788
NFJ Investment Group	Allianz NFJ Dividend Value Fund Admin Class	3,085,157
T. Rowe Price Associates, Inc.	T. Rowe Price Retirement Fund 2020	2,472,970
Northern Trust Investments	Northern Small Cap Value Fund	1,921,675
Harbor Capital Advisors, Inc.	Harbor International Institutional Class	1,715,583
T. Rowe Price Associates, Inc.	T. Rowe Price Retirement Fund 2040	1,699,337
Hotchkis and Wiley Capital	Hotchkis and Wiley Mid-Cap Value Fund	
Management, LLC	Class I	1,548,384
Royce & Associates, LLC	Royce Value Plus Fund Service Class	1,185,442
* Fidelity Investments	Fidelity Short-Term Bond Fund	954,942
T. Rowe Price Associates, Inc.	T. Rowe Price Retirement Fund 2025	535,568
T. Rowe Price Associates, Inc.	T. Rowe Price Retirement Fund 2035	527,402
T. Rowe Price Associates, Inc.	T. Rowe Price Retirement Income Fund	283,883
T. Rowe Price Associates, Inc.	T. Rowe Price Retirement Fund 2010	269,451
T. Rowe Price Associates, Inc.	T. Rowe Price Retirement Fund 2015	235,614
T. Rowe Price Associates, Inc.	T. Rowe Price Retirement Fund 2045	210,136
T. Rowe Price Associates, Inc.	T. Rowe Price Retirement Fund 2050	187,767
T. Rowe Price Associates, Inc.	T. Rowe Price Retirement Fund 2005	178,439
T. Rowe Price Associates, Inc.	T. Rowe Price Retirement Fund 2055	99,375
Calvert Asset Management Company, Inc.	Calvert World Values Intl. Equity Fund	56,055
		<u>74,364,036</u>
	Common/Collective Trust Fund	
* Fidelity Investments	Fidelity Managed Income Portfolio	370,262
* Participant loans	Interest ranging from 3.25% to 11.50%	<u>1,092,318</u>
		<u><u>\$75,826,616</u></u>
* Denotes a party-in-interest		