

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>ION MEDIA NETWORKS, INC. 401(K) 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>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1992</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/1992</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>01/01/1992</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>ION MEDIA NETWORKS, INC.</u> <u>601 CLEARWATER PARK ROAD</u> <u>WEST PALM BEACH, FL 33401</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>59-3212788</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>561-659-4122</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>515100</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>59-3212788</u>	2c Sponsor's telephone number <u>561-659-4122</u>	2d Business code (see instructions) <u>515100</u>	
2b Employer Identification Number (EIN) <u>59-3212788</u>					
2c Sponsor's telephone number <u>561-659-4122</u>					
2d Business code (see instructions) <u>515100</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	<u>07/22/2014</u> Date	<u>MICHELE KAHME</u> Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 552
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	562
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	76
d Subtotal. Add lines 6a , 6b , and 6c	6d	638
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	638
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	423
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T 3D 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan 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) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance 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. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	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 ION MEDIA NETWORKS, INC. 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 ION MEDIA NETWORKS, INC.	D Employer Identification Number (EIN) 59-3212788	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier

PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-1050034	93629	040848	0	01/01/2012	12/31/2012

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	0
5 Current value of plan's interest under this contract in separate accounts at year end	5	0

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☐ other ▶

b Balance at the end of the previous year	7b	1944284
c Additions: (1) Contributions deposited during the year	7c(1)	159715
(2) Dividends and credits	7c(2)	
(3) Interest credited during the year	7c(3)	34483
(4) Transferred from separate account	7c(4)	0
(5) Other (specify below)..... ▶ LOAN REPAYMENTS OF \$28,161 TRANSFERS-IN OF \$75,060 MISCELLANEOUS-IN OF \$34	7c(5)	103255
(6) Total additions	7c(6)	297453
d Total of balance and additions (add lines 7b and 7c(6))	7d	2241737
e Deductions:		
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	2131534
(2) Administration charge made by carrier	7e(2)	445
(3) Transferred to separate account	7e(3)	0
(4) Other (specify below)..... ▶ LOAN INITIATIONS OF \$54,349 TRANSFER-OUT OF \$46,013 MISC OF \$2,924, FORF OF \$6,472	7e(4)	109758
(5) Total deductions	7e(5)	2241737
f Balance at the end of the current year (subtract line 7e(5) from line 7d).....	7f	0

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
b ☐ Dental
c ☐ Vision
d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
f ☐ Long-term disability
g ☐ Supplemental unemployment
h ☐ Prescription drug
i ☐ Stop loss (large deductible)
j ☐ HMO contract
k ☐ PPO contract
l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.....	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☐ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

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

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

A Name of plan <u>ION MEDIA NETWORKS, INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ION MEDIA NETWORKS, INC.</u>	D Employer Identification Number (EIN) <u>59-3212788</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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

MERRILL LYNCH, PIERCE, FENNER AND S

13-5674085

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 52 59 60 62 63 72	RECORDKEEPER	760	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

A Name of plan <u>ION MEDIA NETWORKS, INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ▶	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>ION MEDIA NETWORKS, INC.</u>	D Employer Identification Number (EIN) <u>59-3212788</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO STABLE VALUE CL K

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN <u>90-6153906-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1869235</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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 <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>ION MEDIA NETWORKS, INC. 401(K) PLAN</u>		B Three-digit plan number (PN) <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ION MEDIA NETWORKS, INC.</u>		D Employer Identification Number (EIN) <u>59-3212788</u>

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	85629	110601
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities.....	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other.....	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	295851	336020
(9) Value of interest in common/collective trusts.....	1c(9)	0	1869235
(10) Value of interest in pooled separate accounts.....	1c(10)	0	0
(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)	8029507	8989425
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	1944284	0
(15) Other	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(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	10355271	11305281

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	15984	32096
k Total liabilities (add all amounts in lines 1g through 1j)	1k	15984	32096

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	10339287	11273185
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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)	117356	
(B) Participants	2a(1)(B)	1122196	
(C) Others (including rollovers)	2a(1)(C)	275439	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1514991
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	13599	
(F) Other	2b(1)(F)	95777	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		109376
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	194876	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		194876
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		95193
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(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)		856849
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		2771285

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1830281	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		1830281
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions).....	2g		0
h Interest expense.....	2h		0
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)	7106	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		7106
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1837387

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		933898
l Transfers of assets:			
(1) To this plan.....	2l(1)		0
(2) From this plan	2l(2)		0

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: **MARCUM LLP**

(2) EIN: **11-1986323**

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		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....	X		
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	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>ION MEDIA NETWORKS, INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ION MEDIA NETWORKS, INC.</u>	D Employer Identification Number (EIN) <u>59-3212788</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>94-1687665</u> <u>22-1211670</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): _____

ION MEDIA NETWORKS, INC. 401(k) PLAN
FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2012

ION MEDIA NETWORKS, INC. 401(k) PLAN

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INDEPENDENT AUDITORS' REPORT

To the ION Media Networks, Inc. Investment Committee of the
ION Media Networks, Inc. 401(k) Plan
West Palm Beach, Florida

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of ION Media Networks, Inc. 401(k) 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

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Bank of America, N.A., and Prudential Bank & Trust, FSB and Prudential Retirement Insurance and Annuity Company, the trustees of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that Bank of America, N.A. held the Plan's investment assets

and executed investment transactions from September 5, 2012 to December 31, 2012, and that Prudential Bank & Trust, FSB and Prudential Retirement Insurance and Annuity Company, held the Plan's investment assets and executed investment transactions as of December 31, 2011 and for the period January 1, 2012 to September 4, 2012. The plan administrator has obtained certifications from the trustees 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 trustees 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.

Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2012 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. 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 trustees, 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.

Marcus LLP

West Palm Beach, FL
October 1, 2013

ION MEDIA NETWORKS, INC. 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2012 AND 2011

	2012	2011
Assets		
Investments at Fair Value	\$ 10,858,660	\$ 9,973,791
Notes Receivable from Participants	336,020	295,851
Employer Contributions Receivable	<u>110,601</u>	<u>85,629</u>
Total Assets	<u>11,305,281</u>	<u>10,355,271</u>
Liabilities and Net Assets Available for Benefits		
Excess Contributions Payable	<u>32,096</u>	<u>15,984</u>
Net Assets Available for Benefits at Fair Value	11,273,185	10,339,287
Adjustment from Fair Value to Contract Value for Fully Benefit-Responsive Investment Contracts	<u>(52,758)</u>	<u>--</u>
Net Assets Available for Benefits	<u>\$ 11,220,427</u>	<u>\$ 10,339,287</u>

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

ION MEDIA NETWORKS, INC. 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2012

Additions to Net Assets

Investment Income

Net appreciation in fair value of investments	\$ 899,284
Dividend income	194,876
Interest income	<u>95,777</u>

Net Investment Income 1,189,937

Interest Income on Notes Receivable from Participants

13,599

Contributions

Participant	1,122,196
Rollovers	275,439
Employer	<u>117,356</u>

Total Contributions 1,514,991

Total Additions 2,718,527

Deductions from Net Assets

Benefits paid to participants	1,830,281
Administrative expenses	<u>7,106</u>

Total Deductions 1,837,387

Net Increase 881,140

Net Assets Available for Benefits - Beginning 10,339,287

Net Assets Available for Benefits - Ending \$ 11,220,427

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

ION MEDIA NETWORKS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2012

NOTE 1 - DESCRIPTION OF THE PLAN

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

GENERAL

The Plan which was established on January 1, 1992, is a defined contribution plan established for the benefit of the employees of ION Media Networks, Inc. (the Company or Plan Sponsor) who are eligible to participate. All employees of the Company are eligible to participate in the Plan after attaining the age of 21 and completing one month of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act (ERISA). Effective September 5, 2012, the Plan changed its trustee and record keeper from Prudential Bank & Trust, FSB and Prudential Retirement Insurance Annuity Company to Bank of America, N.A.

CONTRIBUTIONS

Each year, participants may elect to make salary reduction contributions to the Plan of up to fifteen percent (15%) of annual compensation as defined in the Plan document. Salary deferrals cannot exceed Internal Revenue Code (IRC) limitations. Participants may also contribute amounts representing distributions from other qualified plans. The Company may make a discretionary matching contribution to participants who were still employed by the Company as of December 31st of the Plan year. In 2012, the Company made a matching contribution totaling 20% of the first 5% of each participant's contribution up to a maximum of \$1,000. During the year ended December 31, 2012 the Company made employer matching contributions of approximately \$117,000 to the Plan.

PARTICIPANT ACCOUNTS

Each participant's account is credited with the participant's contributions and allocations of (a) the Company's discretionary matching contribution (if any) and (b) Plan investment earnings or losses. Allocations are based on the participant's elective contributions and account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

VESTING

Participants are immediately vested in their individual contributions to the Plan and earnings thereon. Company contributions and earnings thereon vest in accordance with the following schedule:

ION MEDIA NETWORKS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2012

NOTE 1 - DESCRIPTION OF PLAN (CONTINUED)

VESTING (CONTINUED)

Years of Service	Vesting Percentage
Less than 1 year	0%
1 year	25%
2 years	50%
3 years	100%

The Plan provides for 100% vesting of Company contributions and earnings thereon upon attainment of normal retirement age of 65, disability or death.

NOTES RECEIVABLE FROM PARTICIPANTS

The Plan allows participants to borrow against their vested balances (minimum loan of \$1,000). The interest rate charged is based on local prevailing interest rates as determined by the Plan. The maximum amount available for loans is the lesser of 50% of the participant's vested account balance or \$50,000, reduced by the highest outstanding loan balance during the prior 12-month period. Loan repayment periods are for a maximum of five years unless the loan is for the purchase of a primary residence, in which case a reasonable repayment period is determined at the time of the loan. Loans are secured by the participant's account and loan repayments are made through payroll deductions.

PAYMENT OF BENEFITS

On retirement, death, disability or termination of service, a participant (or participant's beneficiary in the event of death) may elect to receive a lump sum distribution or periodic payments over a period of not more than the participant's assumed life expectancy. Withdrawals under the Plan are allowed for hardship (as defined in the Code) or the attainment of age 59-1/2.

FORFEITURES

Forfeitures of non-vested account balances are used to reduce the Company's discretionary matching contributions. At December 31, 2012, unallocated forfeited accounts totaled approximately \$2,400. Approximately \$6,600 of forfeitures was used to reduce the Company's matching contributions for the year ended December 31, 2012.

ION MEDIA NETWORKS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2012

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF PRESENTATION

The financial statements of the Plan are prepared on the accrual basis of accounting.

USE OF ESTIMATES

The preparation of the financial statements in accordance 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.

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. See Note 5 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the exdividend date. Net appreciation includes the plan's gains and losses on investments bought and sold as well as held during the year.

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 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 statements of net assets available for benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared using the contract value basis for fully benefit-responsive investment contracts.

NOTES RECEIVABLE FROM PARTICIPANTS

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are recorded as a distribution based upon the terms of the plan document.

ION MEDIA NETWORKS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2012

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

BENEFIT PAYMENTS

Benefits are recorded when paid.

PLAN EXPENSES

Administrative expenses incurred in relation to the maintenance of Plan are substantially paid by the Plan Sponsor, however, if allowed under the Plan document, may be paid by the Plan. Investment expenses, charged by mutual funds and common collective trust funds, are netted against the funds market valuation and are not separately identified.

EXCESS CONTRIBUTION PAYABLE

Contributions received from participants for 2012 and 2011 are net of payments of \$32,096 and \$15,984 made in 2012 and 2011, respectively to certain active participants to return to them excess deferral contributions as required to satisfy the relevant nondiscrimination provisions of the Plan. That amounts are also included in the Plan's statement of net assets available for benefits as excess contributions payable at December 31, 2012 and 2011.

SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through October 1, 2013, the date the financial statements were available to be issued.

NOTE 3 - INFORMATION CERTIFIED BY THE TRUSTEE AND CUSTODIAN

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, Bank of America, N.A., the trustee of the Plan, has certified to the completeness and accuracy of all investments reflected on the accompanying statements of net assets available for benefits as of December 31, 2012, the related investment activity reflected in the statement of changes in net assets available for benefits from September 5, 2012 to December 31, 2012, and the information reflected on the supplementary schedule of assets (held at end of year) as of December 31, 2012. Prudential Bank & Trust, FSB and Prudential Retirement Insurance and Annuity Company, the former trustees of the Plan have certified to the completeness and accuracy of all investments reflected on the accompanying statement of net assets available for benefits as of December 31, 2011, and for the period from January 1, 2012 to September 4, 2012.

ION MEDIA NETWORKS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2012

NOTE 4 - INVESTMENTS

The following presents the fair value individual investments that represent 5% or more of the Plan's net assets available for benefits:

	December 31,	
	2012	2011
Wells Fargo Stable Value Fund K**	\$ 1,869,235	*
Blackrock S&P 500 Index I	1,482,418	*
Aston/Fairpointe Mid Cap Fund	1,284,872	*
PIMCO Total Return A	958,629	1,015,214
Blackrock EQ Dividend A	767,231	*
JP Morgan Smart Retirement 2030	629,804	*
Thorn Inter Value R4	588,630	588,045
Guaranteed Income Fund****	*	1,944,284
Vanguard 500 Index	*	1,550,795
Aston Optimum Mid Cap N	*	1,286,568
Eaton Vance LG Cap Val A	*	649,973

* Less than 5%

** The fair value of the Wells Fargo Stable Value Fund K is disclosed in the table above. The contract value of the Plan's investment in Wells Fargo Stable Value Fund K was \$1,816,477 at December 31, 2012.

*** Contract value approximated fair value for this Guaranteed Income Fund.

NET CHANGE IN FAIR VALUE

During 2012, the plan's investments (including investments bought, sold, and held during the year) appreciated in value by \$899,284 as follows:

Mutual Funds	\$ 856,849
Common/Collective Trust	<u>42,435</u>
Net Change in Fair Value	<u>\$ 899,284</u>

ION MEDIA NETWORKS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2012

NOTE 4 – INVESTMENTS (CONTINUED)

RISKS AND UNCERTAINTIES

The Plan provides for various investment options in investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits. The plan administrator, through its investment advisor, monitors the Plans' investments and the risks associated therewith on a regular basis, which the plan administrator believes minimizes these risks.

NOTE 5 - FAIR VALUE MEASUREMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy under Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 820, Fair Value Measurements and Disclosures are described as follows:

LEVEL 1

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

LEVEL 2

Inputs to the valuation methodology include:

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

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

ION MEDIA NETWORKS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2012

NOTE 5 - FAIR VALUE MEASUREMENTS (CONTINUED)

LEVEL 3

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

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

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

Mutual Funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Common/Collective Trust: Valued at the NAV of units of a bank collective trust. The net asset value as provided by the trustee is used as a practical expedient to estimate fair value. The net asset value is based on the fair value of the underlying investments held by the bank, less its liabilities (see Note 6).

Guaranteed Income Fund: The fund is valued at contract value, which was equal to fair value as of December 31, 2011. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses.

The preceding methods above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although 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.

ION MEDIA NETWORKS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2012

NOTE 5 - FAIR VALUE MEASUREMENTS (CONTINUED)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011.

	Assets at Fair Value as of December 31, 2012			
	(Level 1)	(Level 2)	(Level 3)	Total
Mutual Funds				
Blend	\$ 5,230,029	\$ --	\$ --	\$ 5,230,029
Fixed income	1,123,418	--	--	1,123,418
Growth	1,670,380	--	--	1,670,380
Value	930,740	--	--	930,740
Other	34,858	--	--	34,858
	<u>8,989,425</u>	<u>--</u>	<u>--</u>	<u>8,989,425</u>
Common/Collective Trust				
Stable value fund	--	1,869,235	--	1,869,235
Total Assets at Fair Value	<u>\$ 8,989,425</u>	<u>\$ 1,869,235</u>	<u>\$ --</u>	<u>\$ 10,858,660</u>

	Assets at Fair Value as of December 31, 2011			
	(Level 1)	(Level 2)	(Level 3)	Total
Mutual Funds				
Blend	\$ 4,138,107	\$ --	\$ --	\$ 4,138,107
Fixed Income	1,290,096	--	--	1,290,096
Balanced	921,469	--	--	921,469
Growth	875,304	--	--	875,304
Value	766,066	--	--	766,066
Other	38,465	--	--	38,465
	<u>8,029,507</u>	<u>--</u>	<u>--</u>	<u>8,029,507</u>
Guaranteed Income Fund				
Guaranteed investment contract	--	1,944,284	--	1,944,284
Total Assets at Fair Value	<u>\$ 8,029,507</u>	<u>\$ 1,944,284</u>	<u>\$ --</u>	<u>\$ 9,973,791</u>

ION MEDIA NETWORKS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2012

NOTE 6 – FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACTS

During 2012 the Plan began investing in the Wells Fargo Stable Value Fund K, which is a collective trust fund that invests in benefit-responsive investment contracts. During 2011, the Plan invested in benefit-responsive investment contracts with Prudential Retirement Insurance and Annuity Company (Prudential Bank). Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. Contract value represents contributions made to the contract, plus earnings at guaranteed crediting rates, less participant withdrawals and administrative expenses. The benefit-responsive investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

As described in Note 2, because the Plan's investment contracts are fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the investment contract. Interest is credited on contract balances using a single "portfolio rate" approach. Under this methodology, a single interest crediting rate is applied to all contributions made to the product regardless of the timing of those contributions.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contracts at December 31, 2012 and 2011 amounted to \$1,869,235 and \$1,944,284, respectively. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than 1.50%. Such interest rates are reviewed on a semi-annual basis for resetting.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the plan documents (including complete or partial plan termination or merger with another plan), (2) changes to plan's prohibition on competing investment options or deletion of equity cash provisions, (3) bankruptcy of the plan sponsor or other plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under Employee Retirement Income Security Act of 1974. The plan administrator does not believe that any events which would limit the plan's ability to transact at contract value with the participants are probable of occurring.

	December 31,	
	2012	2011
Average Yields		
Based on actual earnings	0.94%	3.00%
Based on interest rate credited to participants	1.95%	3.00%

ION MEDIA NETWORKS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2012

NOTE 7 - TAX STATUS

The Plan uses a prototype non-standard plan which received an opinion letter from the Internal Revenue Service dated March 31, 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 opinion letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore believes that the Plan is qualified and the related trust is tax-exempt.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

NOTE 8 - PLAN TERMINATION

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

NOTE 9 – RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

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

	<u>2012</u>
Net assets available for benefits per financial statements	\$ 11,220,427
Adjustment from contract value to fair value for fully benefit-responsive investment contract	<u>52,758</u>
Net Assets Available for Benefits per Form 5500	<u><u>\$ 11,273,185</u></u>

ION MEDIA NETWORKS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2012

NOTE 9 – RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500 (CONTINUED)

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

Net increase per financial statements	\$ 881,140
Adjustment from contract value to fair value for fully benefit-responsive contract at December 31, 2012	<u>52,758</u>
Net Increase per Form 5500	<u><u>\$ 933,898</u></u>

ION MEDIA NETWORKS, INC. 401(k) PLAN
REQUIRED SUPPLEMENTAL SCHEDULE
DECEMBER 31, 2012

ION MEDIA NETWORKS, INC. 401(k) PLAN

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

DECEMBER 31, 2012

EIN: 59-3212788

PLAN 001

Identity of Issuer, Borrower, Lessor or Similar		Description of Investment	Cost	Current Value
(a)	(b)	(c)	(d)	(e)
*	Common/Collective Trust	Wells Fargo Stable Value Fund K	**	\$ 1,869,235
*	Mutual Fund	Blackrock S&P500 Index I	**	1,482,418
*	Mutual Fund	Aston/Fairpointe Mid Cap Fund	**	1,284,872
*	Mutual Fund	Pimco Total Return Fund CL A	**	958,629
*	Mutual Fund	Blackrock Eq Dividend A	**	767,231
*	Mutual Fund	JP Morgan Smrtirement 2030	**	629,804
*	Mutual Fund	Thornburg Intrnl Growth	**	588,630
*	Mutual Fund	JP Morgan Large Cap Growth Fund A	**	443,714
*	Mutual Fund	Columbia Small Cap Index Fund A	**	443,384
*	Mutual Fund	MFS International New Discover Fund FD CL A	**	335,740
*	Mutual Fund	JP Morgan Smrtirement 2040	**	240,373
*	Mutual Fund	Blackrock Intern Index A	**	229,763
*	Mutual Fund	Janus Triton Fund CL A	**	225,020
*	Mutual Fund	JP Morgan Smrtirement 2020	**	178,173
*	Mutual Fund	Templeton Global Bond Fund CL A	**	164,789
*	Mutual Fund	Columbian Contrarian Core CL A	**	157,718
*	Mutual Fund	JP Morgan Smrtirement 2015	**	154,795
*	Mutual Fund	JP Morgan Smrtirement 2035	**	124,845
*	Mutual Fund	Pimco Real Return Bond Fund CL A	**	114,946
*	Mutual Fund	JP Morgan Smrtirement 2035	**	104,350
*	Mutual Fund	Allianz NFJ Small Cap Value CL A	**	96,630
*	Mutual Fund	Oppenheimer Dev Markets Fund CL A	**	77,276
*	Mutual Fund	Perkins Mid Cap Value Fund CL A	**	66,879
*	Mutual Fund	ING Real Estate Fund CL A	**	52,894
*	Mutual Fund	PIMCO Commodity Real Ret Str A	**	34,668
*	Mutual Fund	JP Morgan Smrtirement 2025	**	18,647
*	Mutual Fund	JP Morgan Smrtirement 2050	**	7,451
*	Mutual Fund	JP Morgan Smrtirement 2045	**	5,596
*	Mutual Fund	Settlement Fund	**	190
Total Investments				10,858,660
* Note Receivable from Participants 4.25% to 6.00%, maturity dates through 2022				336,020
				<u>\$ 11,194,680</u>

* Represents a party-in-interest as defined by ERISA.

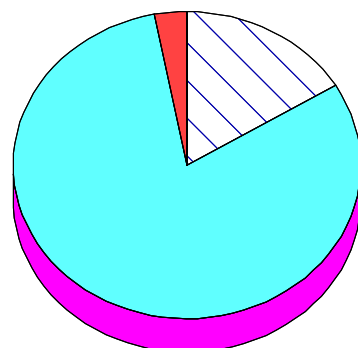
** Cost information not required for participant directed investments.

See Independent Auditors' Report

STATEMENT OF ASSETS
FOR THE PERIOD 09/01/2012 - 12/31/2012

ION MEDIA NETWORKS 401(K) PLAN
CONSOLIDATION

ALLOCATION OF PLAN ASSETS



16.30% COMMON / COLLECTIVE TRUSTS

3.02% LOANS

80.68% MUTUAL FUNDS

0.00% PENDING SETTLEMENT FUNDS

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
<u>COMMON / COLLECTIVE TRUSTS</u>					
WELLS FARGO STABLE VALUE CL K	17,584.4846	103.300	1,808,730.42	1,816,477.26	16.30%
<u>MUTUAL FUNDS</u>					
JPMORGAN LARGE CAP GROWTH FD A	18,503.4998	23.980	446,975.96	443,713.93	3.98%
MFS INTL NEW DISCOVERY FD CL A	14,000.8309	23.980	316,862.31	335,739.92	3.01%
JANUS TRITON FUND CL A	12,521.9762	17.970	223,649.16	225,019.91	2.02%
PERKINS MID CAP VALUE FD CL A	3,136.9352	21.320	68,100.88	66,879.46	0.60%
ING REAL ESTATE FUND CL A	3,263.0695	16.210	52,677.08	52,894.36	0.47%
PIMCO COMMODITY REAL RET STR A	5,317.2442	6.520	36,663.89	34,668.43	0.31%
COLUMBIAN CONTRARIAN CORE CL A	9,802.2220	16.090	156,220.25	157,717.75	1.42%
JP MORGAN SMTRTIREMENT 2015	9,614.6109	16.100	154,741.61	154,795.24	1.39%

Balances include the effect of pending trades

STATEMENT OF ASSETS

FOR THE PERIOD 09/01/2012 - 12/31/2012

ION MEDIA NETWORKS 401(K) PLAN

CONSOLIDATION

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
JP MORGAN SMTRTIREMENT	6,374.4791	16.370	102,892.60	104,350.22	0.94%
JP MORGAN SMTRTIREMENT 2020	10,964.5064	16.250	173,521.29	178,173.23	1.60%
JP MORGAN SMTRTIREMENT 2030	39,166.8988	16.080	605,643.90	629,803.73	5.65%
JP MORGAN SMTRTIREMENT 2040	14,957.8726	16.070	230,718.51	240,373.01	2.16%
JP MORGAN SMTRTIREMENT 2025	1,211.5982	15.390	18,440.07	18,646.50	0.17%
JP MORGAN SMTRTIREMENT 2045	366.2092	15.280	5,549.89	5,595.68	0.05%
JP MORGAN SMTRTIREMENT 2050	487.9610	15.270	7,285.50	7,451.16	0.07%
JP MORGAN SMTRTIREMENT 2035	8,213.4650	15.200	120,031.89	124,844.67	1.12%
THORNBURG INTRNL GRTH R4	36,223.3995	16.250	542,706.62	588,630.24	5.28%
BLACKROCK EQ DIVIDEND A	38,573.6948	19.890	755,193.29	767,230.79	6.89%
PIMCO REAL RETURN BD FD CL A	9,368.0790	12.270	117,040.00	114,946.33	1.03%
OPPENHEIMER DEV MKTS FD CL A	2,189.7294	35.290	73,274.24	77,275.55	0.69%
PIMCO TOTAL RETURN FUND CL A	85,287.2530	11.240	980,603.33	958,628.72	8.60%
BLACKROCK S&P500 INDEX I	85,098.6075	17.420	1,478,526.97	1,482,417.74	13.30%
BLACKROCK INTERN INDEX A	20,906.5208	10.990	214,222.69	229,762.66	2.06%
ALLIANZ NFJ SM-CAP VALUE CL A	3,398.8807	28.430	100,173.75	96,630.18	0.87%
COLUMBIA SMALL CAP INDEX FD A	25,021.6622	17.720	442,916.28	443,383.85	3.98%
ASTON/FAIRPOINTE MID CAP FUND	38,480.7356	33.390	1,267,901.37	1,284,871.76	11.53%
TEMPLETON GLOBAL BOND FD CL A	12,316.0401	13.380	162,477.25	164,788.62	1.48%
TOTAL MUTUAL FUNDS			8,855,010.58	8,989,233.64	80.68%

Balances include the effect of pending trades

STATEMENT OF ASSETS
FOR THE PERIOD 09/01/2012 - 12/31/2012

ION MEDIA NETWORKS 401(K) PLAN

CONSOLIDATION

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
<u>LOANS</u>					
LOAN FUND	336,019.7900	1.000	336,019.79	336,019.79	3.02%
<u>PENDING SETTLEMENT FUNDS</u>					
PENDING SETTLEMENT FUND	190.0000	1.000	190.00	190.00	0.00%
INVESTMENT TOTAL			10,999,950.79	11,141,920.69	100.00%
UNINVESTED CASH			0.00	0.00	0.00%
ACCRUED INCOME			0.00	0.00	0.00%
CASH			0.00	0.00	0.00%
TOTAL ASSETS			10,999,950.79	11,141,920.69	100.00%

The balance in the cash fund may be temporarily invested in the BIF Money Fund. Additional amounts not reported as cash may also be invested in the BIF Money Fund pending settlement of trades.

Balances include the effect of pending trades

ION MEDIA NETWORKS, INC. 401(k) PLAN
FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2012

ION MEDIA NETWORKS, INC. 401(k) PLAN

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INDEPENDENT AUDITORS' REPORT

To the ION Media Networks, Inc. Investment Committee of the
ION Media Networks, Inc. 401(k) Plan
West Palm Beach, Florida

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of ION Media Networks, Inc. 401(k) 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

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Bank of America, N.A., and Prudential Bank & Trust, FSB and Prudential Retirement Insurance and Annuity Company, the trustees of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that Bank of America, N.A. held the Plan's investment assets

and executed investment transactions from September 5, 2012 to December 31, 2012, and that Prudential Bank & Trust, FSB and Prudential Retirement Insurance and Annuity Company, held the Plan's investment assets and executed investment transactions as of December 31, 2011 and for the period January 1, 2012 to September 4, 2012. The plan administrator has obtained certifications from the trustees 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 trustees 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.

Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2012 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. 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 trustees, 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.

Marcus LLP

West Palm Beach, FL
October 1, 2013

ION MEDIA NETWORKS, INC. 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2012 AND 2011

	2012	2011
Assets		
Investments at Fair Value	\$ 10,858,660	\$ 9,973,791
Notes Receivable from Participants	336,020	295,851
Employer Contributions Receivable	<u>110,601</u>	<u>85,629</u>
Total Assets	<u>11,305,281</u>	<u>10,355,271</u>
Liabilities and Net Assets Available for Benefits		
Excess Contributions Payable	<u>32,096</u>	<u>15,984</u>
Net Assets Available for Benefits at Fair Value	11,273,185	10,339,287
Adjustment from Fair Value to Contract Value for Fully Benefit-Responsive Investment Contracts	<u>(52,758)</u>	<u>--</u>
Net Assets Available for Benefits	<u>\$ 11,220,427</u>	<u>\$ 10,339,287</u>

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

ION MEDIA NETWORKS, INC. 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2012

Additions to Net Assets

Investment Income

Net appreciation in fair value of investments	\$ 899,284
Dividend income	194,876
Interest income	<u>95,777</u>

Net Investment Income 1,189,937

Interest Income on Notes Receivable from Participants

13,599

Contributions

Participant	1,122,196
Rollovers	275,439
Employer	<u>117,356</u>

Total Contributions 1,514,991

Total Additions 2,718,527

Deductions from Net Assets

Benefits paid to participants	1,830,281
Administrative expenses	<u>7,106</u>

Total Deductions 1,837,387

Net Increase 881,140

Net Assets Available for Benefits - Beginning 10,339,287

Net Assets Available for Benefits - Ending \$ 11,220,427

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

ION MEDIA NETWORKS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2012

NOTE 1 - DESCRIPTION OF THE PLAN

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

GENERAL

The Plan which was established on January 1, 1992, is a defined contribution plan established for the benefit of the employees of ION Media Networks, Inc. (the Company or Plan Sponsor) who are eligible to participate. All employees of the Company are eligible to participate in the Plan after attaining the age of 21 and completing one month of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act (ERISA). Effective September 5, 2012, the Plan changed its trustee and record keeper from Prudential Bank & Trust, FSB and Prudential Retirement Insurance Annuity Company to Bank of America, N.A.

CONTRIBUTIONS

Each year, participants may elect to make salary reduction contributions to the Plan of up to fifteen percent (15%) of annual compensation as defined in the Plan document. Salary deferrals cannot exceed Internal Revenue Code (IRC) limitations. Participants may also contribute amounts representing distributions from other qualified plans. The Company may make a discretionary matching contribution to participants who were still employed by the Company as of December 31st of the Plan year. In 2012, the Company made a matching contribution totaling 20% of the first 5% of each participant's contribution up to a maximum of \$1,000. During the year ended December 31, 2012 the Company made employer matching contributions of approximately \$117,000 to the Plan.

PARTICIPANT ACCOUNTS

Each participant's account is credited with the participant's contributions and allocations of (a) the Company's discretionary matching contribution (if any) and (b) Plan investment earnings or losses. Allocations are based on the participant's elective contributions and account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

VESTING

Participants are immediately vested in their individual contributions to the Plan and earnings thereon. Company contributions and earnings thereon vest in accordance with the following schedule:

ION MEDIA NETWORKS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2012

NOTE 1 - DESCRIPTION OF PLAN (CONTINUED)

VESTING (CONTINUED)

Years of Service	Vesting Percentage
Less than 1 year	0%
1 year	25%
2 years	50%
3 years	100%

The Plan provides for 100% vesting of Company contributions and earnings thereon upon attainment of normal retirement age of 65, disability or death.

NOTES RECEIVABLE FROM PARTICIPANTS

The Plan allows participants to borrow against their vested balances (minimum loan of \$1,000). The interest rate charged is based on local prevailing interest rates as determined by the Plan. The maximum amount available for loans is the lesser of 50% of the participant's vested account balance or \$50,000, reduced by the highest outstanding loan balance during the prior 12-month period. Loan repayment periods are for a maximum of five years unless the loan is for the purchase of a primary residence, in which case a reasonable repayment period is determined at the time of the loan. Loans are secured by the participant's account and loan repayments are made through payroll deductions.

PAYMENT OF BENEFITS

On retirement, death, disability or termination of service, a participant (or participant's beneficiary in the event of death) may elect to receive a lump sum distribution or periodic payments over a period of not more than the participant's assumed life expectancy. Withdrawals under the Plan are allowed for hardship (as defined in the Code) or the attainment of age 59-1/2.

FORFEITURES

Forfeitures of non-vested account balances are used to reduce the Company's discretionary matching contributions. At December 31, 2012, unallocated forfeited accounts totaled approximately \$2,400. Approximately \$6,600 of forfeitures was used to reduce the Company's matching contributions for the year ended December 31, 2012.

ION MEDIA NETWORKS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2012

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF PRESENTATION

The financial statements of the Plan are prepared on the accrual basis of accounting.

USE OF ESTIMATES

The preparation of the financial statements in accordance 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.

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. See Note 5 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the exdividend date. Net appreciation includes the plan's gains and losses on investments bought and sold as well as held during the year.

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 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 statements of net assets available for benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared using the contract value basis for fully benefit-responsive investment contracts.

NOTES RECEIVABLE FROM PARTICIPANTS

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are recorded as a distribution based upon the terms of the plan document.

ION MEDIA NETWORKS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2012

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

BENEFIT PAYMENTS

Benefits are recorded when paid.

PLAN EXPENSES

Administrative expenses incurred in relation to the maintenance of Plan are substantially paid by the Plan Sponsor, however, if allowed under the Plan document, may be paid by the Plan. Investment expenses, charged by mutual funds and common collective trust funds, are netted against the funds market valuation and are not separately identified.

EXCESS CONTRIBUTION PAYABLE

Contributions received from participants for 2012 and 2011 are net of payments of \$32,096 and \$15,984 made in 2012 and 2011, respectively to certain active participants to return to them excess deferral contributions as required to satisfy the relevant nondiscrimination provisions of the Plan. That amounts are also included in the Plan's statement of net assets available for benefits as excess contributions payable at December 31, 2012 and 2011.

SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through October 1, 2013, the date the financial statements were available to be issued.

NOTE 3 - INFORMATION CERTIFIED BY THE TRUSTEE AND CUSTODIAN

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, Bank of America, N.A., the trustee of the Plan, has certified to the completeness and accuracy of all investments reflected on the accompanying statements of net assets available for benefits as of December 31, 2012, the related investment activity reflected in the statement of changes in net assets available for benefits from September 5, 2012 to December 31, 2012, and the information reflected on the supplementary schedule of assets (held at end of year) as of December 31, 2012. Prudential Bank & Trust, FSB and Prudential Retirement Insurance and Annuity Company, the former trustees of the Plan have certified to the completeness and accuracy of all investments reflected on the accompanying statement of net assets available for benefits as of December 31, 2011, and for the period from January 1, 2012 to September 4, 2012.

ION MEDIA NETWORKS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2012

NOTE 4 - INVESTMENTS

The following presents the fair value individual investments that represent 5% or more of the Plan's net assets available for benefits:

	December 31,	
	2012	2011
Wells Fargo Stable Value Fund K**	\$ 1,869,235	*
Blackrock S&P 500 Index I	1,482,418	*
Aston/Fairpointe Mid Cap Fund	1,284,872	*
PIMCO Total Return A	958,629	1,015,214
Blackrock EQ Dividend A	767,231	*
JP Morgan Smart Retirement 2030	629,804	*
Thorn Inter Value R4	588,630	588,045
Guaranteed Income Fund***	*	1,944,284
Vanguard 500 Index	*	1,550,795
Aston Optimum Mid Cap N	*	1,286,568
Eaton Vance LG Cap Val A	*	649,973

* Less than 5%

** The fair value of the Wells Fargo Stable Value Fund K is disclosed in the table above. The contract value of the Plan's investment in Wells Fargo Stable Value Fund K was \$1,816,477 at December 31, 2012.

*** Contract value approximated fair value for this Guaranteed Income Fund.

NET CHANGE IN FAIR VALUE

During 2012, the plan's investments (including investments bought, sold, and held during the year) appreciated in value by \$899,284 as follows:

Mutual Funds	\$ 856,849
Common/Collective Trust	<u>42,435</u>
Net Change in Fair Value	<u>\$ 899,284</u>

ION MEDIA NETWORKS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2012

NOTE 4 – INVESTMENTS (CONTINUED)

RISKS AND UNCERTAINTIES

The Plan provides for various investment options in investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits. The plan administrator, through its investment advisor, monitors the Plans' investments and the risks associated therewith on a regular basis, which the plan administrator believes minimizes these risks.

NOTE 5 - FAIR VALUE MEASUREMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy under Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 820, Fair Value Measurements and Disclosures are described as follows:

LEVEL 1

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

LEVEL 2

Inputs to the valuation methodology include:

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

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

ION MEDIA NETWORKS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2012

NOTE 5 - FAIR VALUE MEASUREMENTS (CONTINUED)

LEVEL 3

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

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

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

Mutual Funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Common/Collective Trust: Valued at the NAV of units of a bank collective trust. The net asset value as provided by the trustee is used as a practical expedient to estimate fair value. The net asset value is based on the fair value of the underlying investments held by the bank, less its liabilities (see Note 6).

Guaranteed Income Fund: The fund is valued at contract value, which was equal to fair value as of December 31, 2011. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses.

The preceding methods above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although 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.

ION MEDIA NETWORKS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2012

NOTE 5 - FAIR VALUE MEASUREMENTS (CONTINUED)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011.

	Assets at Fair Value as of December 31, 2012			
	(Level 1)	(Level 2)	(Level 3)	Total
Mutual Funds				
Blend	\$ 5,230,029	\$ --	\$ --	\$ 5,230,029
Fixed income	1,123,418	--	--	1,123,418
Growth	1,670,380	--	--	1,670,380
Value	930,740	--	--	930,740
Other	34,858	--	--	34,858
	<u>8,989,425</u>	<u>--</u>	<u>--</u>	<u>8,989,425</u>
Common/Collective Trust				
Stable value fund	--	1,869,235	--	1,869,235
Total Assets at Fair Value	<u>\$ 8,989,425</u>	<u>\$ 1,869,235</u>	<u>\$ --</u>	<u>\$ 10,858,660</u>

	Assets at Fair Value as of December 31, 2011			
	(Level 1)	(Level 2)	(Level 3)	Total
Mutual Funds				
Blend	\$ 4,138,107	\$ --	\$ --	\$ 4,138,107
Fixed Income	1,290,096	--	--	1,290,096
Balanced	921,469	--	--	921,469
Growth	875,304	--	--	875,304
Value	766,066	--	--	766,066
Other	38,465	--	--	38,465
	<u>8,029,507</u>	<u>--</u>	<u>--</u>	<u>8,029,507</u>
Guaranteed Income Fund				
Guaranteed investment contract	--	1,944,284	--	1,944,284
Total Assets at Fair Value	<u>\$ 8,029,507</u>	<u>\$ 1,944,284</u>	<u>\$ --</u>	<u>\$ 9,973,791</u>

ION MEDIA NETWORKS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2012

NOTE 6 – FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACTS

During 2012 the Plan began investing in the Wells Fargo Stable Value Fund K, which is a collective trust fund that invests in benefit-responsive investment contracts. During 2011, the Plan invested in benefit-responsive investment contracts with Prudential Retirement Insurance and Annuity Company (Prudential Bank). Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. Contract value represents contributions made to the contract, plus earnings at guaranteed crediting rates, less participant withdrawals and administrative expenses. The benefit-responsive investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

As described in Note 2, because the Plan's investment contracts are fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the investment contract. Interest is credited on contract balances using a single "portfolio rate" approach. Under this methodology, a single interest crediting rate is applied to all contributions made to the product regardless of the timing of those contributions.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contracts at December 31, 2012 and 2011 amounted to \$1,869,235 and \$1,944,284, respectively. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than 1.50%. Such interest rates are reviewed on a semi-annual basis for resetting.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the plan documents (including complete or partial plan termination or merger with another plan), (2) changes to plan's prohibition on competing investment options or deletion of equity cash provisions, (3) bankruptcy of the plan sponsor or other plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under Employee Retirement Income Security Act of 1974. The plan administrator does not believe that any events which would limit the plan's ability to transact at contract value with the participants are probable of occurring.

	December 31,	
	2012	2011
Average Yields		
Based on actual earnings	0.94%	3.00%
Based on interest rate credited to participants	1.95%	3.00%

ION MEDIA NETWORKS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2012

NOTE 7 - TAX STATUS

The Plan uses a prototype non-standard plan which received an opinion letter from the Internal Revenue Service dated March 31, 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 opinion letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore believes that the Plan is qualified and the related trust is tax-exempt.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

NOTE 8 - PLAN TERMINATION

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

NOTE 9 – RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

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

	<u>2012</u>
Net assets available for benefits per financial statements	\$ 11,220,427
Adjustment from contract value to fair value for fully benefit-responsive investment contract	<u>52,758</u>
Net Assets Available for Benefits per Form 5500	<u><u>\$ 11,273,185</u></u>

ION MEDIA NETWORKS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2012

NOTE 9 – RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500 (CONTINUED)

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

Net increase per financial statements	\$ 881,140
Adjustment from contract value to fair value for fully benefit-responsive contract at December 31, 2012	<u>52,758</u>
Net Increase per Form 5500	<u>\$ 933,898</u>

ION MEDIA NETWORKS, INC. 401(k) PLAN
REQUIRED SUPPLEMENTAL SCHEDULE
DECEMBER 31, 2012

ION MEDIA NETWORKS, INC. 401(k) PLAN

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

DECEMBER 31, 2012

EIN: 59-3212788

PLAN 001

Identity of Issuer, Borrower, Lessor or Similar		Description of Investment	Cost	Current Value
(a)	(b)	(c)	(d)	(e)
*	Common/Collective Trust	Wells Fargo Stable Value Fund K	**	\$ 1,869,235
*	Mutual Fund	Blackrock S&P500 Index I	**	1,482,418
*	Mutual Fund	Aston/Fairpointe Mid Cap Fund	**	1,284,872
*	Mutual Fund	Pimco Total Return Fund CL A	**	958,629
*	Mutual Fund	Blackrock Eq Dividend A	**	767,231
*	Mutual Fund	JP Morgan Smrtirement 2030	**	629,804
*	Mutual Fund	Thornburg Intrnl Growth	**	588,630
*	Mutual Fund	JP Morgan Large Cap Growth Fund A	**	443,714
*	Mutual Fund	Columbia Small Cap Index Fund A	**	443,384
*	Mutual Fund	MFS International New Discover Fund FD CL A	**	335,740
*	Mutual Fund	JP Morgan Smrtirement 2040	**	240,373
*	Mutual Fund	Blackrock Intern Index A	**	229,763
*	Mutual Fund	Janus Triton Fund CL A	**	225,020
*	Mutual Fund	JP Morgan Smrtirement 2020	**	178,173
*	Mutual Fund	Templeton Global Bond Fund CL A	**	164,789
*	Mutual Fund	Columbian Contrarian Core CL A	**	157,718
*	Mutual Fund	JP Morgan Smrtirement 2015	**	154,795
*	Mutual Fund	JP Morgan Smrtirement 2035	**	124,845
*	Mutual Fund	Pimco Real Return Bond Fund CL A	**	114,946
*	Mutual Fund	JP Morgan Smrtirement 2035	**	104,350
*	Mutual Fund	Allianz NFJ Small Cap Value CL A	**	96,630
*	Mutual Fund	Oppenheimer Dev Markets Fund CL A	**	77,276
*	Mutual Fund	Perkins Mid Cap Value Fund CL A	**	66,879
*	Mutual Fund	ING Real Estate Fund CL A	**	52,894
*	Mutual Fund	PIMCO Commodity Real Ret Str A	**	34,668
*	Mutual Fund	JP Morgan Smrtirement 2025	**	18,647
*	Mutual Fund	JP Morgan Smrtirement 2050	**	7,451
*	Mutual Fund	JP Morgan Smrtirement 2045	**	5,596
*	Mutual Fund	Settlement Fund	**	190
Total Investments				10,858,660
* Note Receivable from Participants 4.25% to 6.00%, maturity dates through 2022				336,020
				<u>\$ 11,194,680</u>

* Represents a party-in-interest as defined by ERISA.

** Cost information not required for participant directed investments.

See Independent Auditors' Report