

|                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                         |
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| <b>Form 5500</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security<br>Administration<br><br>Pension Benefit Guaranty Corporation | <b>Annual Return/Report of Employee Benefit Plan</b><br><br>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).<br><br><p style="text-align: center;">▶ <b>Complete all entries in accordance with the instructions to the Form 5500.</b></p> | OMB Nos. 1210-0110<br>1210-0089<br><br><b>2013</b><br><br><b>This Form is Open to Public Inspection</b> |
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| <b>Part I</b>                                                                                            | <b>Annual Report Identification Information</b>                                                                                                                                                                                           |
| For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u> |                                                                                                                                                                                                                                           |
| A This return/report is for:                                                                             | <input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or<br><input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____                         |
| B This return/report is:                                                                                 | <input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report;<br><input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months). |
| C If the plan is a collectively-bargained plan, check here. . . . .                                      | <input type="checkbox"/>                                                                                                                                                                                                                  |
| D Check box if filing under:                                                                             | <input type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program;<br><input type="checkbox"/> special extension (enter description)                                            |

|                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                                                                                        |                                                                     |                                                             |                                                             |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------------------------------|-------------------------------------------------------------|--|
| <b>Part II</b>                                                                                                                                                                                                                           | <b>Basic Plan Information</b> —enter all requested information                                                                                                                                                                                                                                                                         |                                                                     |                                                             |                                                             |  |
| <b>1a</b> Name of plan<br><u>21ST CENTURY MEDIA, INC. 401(K) SAVINGS &amp; RETIREMENT PLAN</u>                                                                                                                                           | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;"><b>1b</b> Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>002</u></td> </tr> <tr> <td colspan="2"><b>1c</b> Effective date of plan<br/><u>01/01/2001</u></td> </tr> </table>                        | <b>1b</b> Three-digit plan number (PN) ▶                            | <u>002</u>                                                  | <b>1c</b> Effective date of plan<br><u>01/01/2001</u>       |  |
| <b>1b</b> Three-digit plan number (PN) ▶                                                                                                                                                                                                 | <u>002</u>                                                                                                                                                                                                                                                                                                                             |                                                                     |                                                             |                                                             |  |
| <b>1c</b> Effective date of plan<br><u>01/01/2001</u>                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                                                        |                                                                     |                                                             |                                                             |  |
| <b>2a</b> Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)<br><br><u>21ST CENTURY MEDIA, INC.</u><br><br><u>448 LINCOLN HIGHWAY, 2ND FLOOR</u><br><u>FAIRLESS HILLS, PA 19030</u> | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td><b>2b</b> Employer Identification Number (EIN)<br/><u>38-3885419</u></td> </tr> <tr> <td><b>2c</b> Sponsor's telephone number<br/><u>215-504-4200</u></td> </tr> <tr> <td><b>2d</b> Business code (see instructions)<br/><u>511110</u></td> </tr> </table> | <b>2b</b> Employer Identification Number (EIN)<br><u>38-3885419</u> | <b>2c</b> Sponsor's telephone number<br><u>215-504-4200</u> | <b>2d</b> Business code (see instructions)<br><u>511110</u> |  |
| <b>2b</b> Employer Identification Number (EIN)<br><u>38-3885419</u>                                                                                                                                                                      |                                                                                                                                                                                                                                                                                                                                        |                                                                     |                                                             |                                                             |  |
| <b>2c</b> Sponsor's telephone number<br><u>215-504-4200</u>                                                                                                                                                                              |                                                                                                                                                                                                                                                                                                                                        |                                                                     |                                                             |                                                             |  |
| <b>2d</b> Business code (see instructions)<br><u>511110</u>                                                                                                                                                                              |                                                                                                                                                                                                                                                                                                                                        |                                                                     |                                                             |                                                             |  |

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

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

|                                                                                                            |                                                   |            |                                                              |
|------------------------------------------------------------------------------------------------------------|---------------------------------------------------|------------|--------------------------------------------------------------|
| <b>SIGN HERE</b>                                                                                           | Filed with authorized/valid electronic signature. | 07/24/2014 | ROBERT MONTELEONE                                            |
|                                                                                                            | Signature of plan administrator                   | Date       | Enter name of individual signing as plan administrator       |
| <b>SIGN HERE</b>                                                                                           |                                                   |            |                                                              |
|                                                                                                            | Signature of employer/plan sponsor                | Date       | Enter name of individual signing as employer or plan sponsor |
| <b>SIGN HERE</b>                                                                                           |                                                   |            |                                                              |
|                                                                                                            | Signature of DFE                                  | Date       | Enter name of individual signing as DFE                      |
| Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional) |                                                   |            | Preparer's telephone number (optional)                       |

|                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                                                                                                                  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>3a</b> Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor Name <input type="checkbox"/> Same as Plan Sponsor Address                                                                                                                                                                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <b>3b</b> Administrator's EIN<br><br><b>3c</b> Administrator's telephone number<br><br><div style="background-color: #cccccc; height: 40px; width: 100%;"></div> |
| <b>4</b> If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:<br><b>a</b> Sponsor's name<br>JOURNAL REGISTER EAST, INC.                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <b>4b</b> EIN<br>22-2518039<br><b>4c</b> PN<br>002                                                                                                               |
| <b>5</b> Total number of participants at the beginning of the plan year                                                                                                                                                                                                                                                                                                                                                    | <b>5</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | 2757                                                                                                                                                             |
| <b>6</b> Number of participants as of the end of the plan year (welfare plans complete only lines <b>6a</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).                                                                                                                                                                                                                                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                                                                                                                  |
| <b>a</b> Active participants .....                                                                                                                                                                                                                                                                                                                                                                                         | <b>6a</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 2085                                                                                                                                                             |
| <b>b</b> Retired or separated participants receiving benefits .....                                                                                                                                                                                                                                                                                                                                                        | <b>6b</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 0                                                                                                                                                                |
| <b>c</b> Other retired or separated participants entitled to future benefits .....                                                                                                                                                                                                                                                                                                                                         | <b>6c</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 587                                                                                                                                                              |
| <b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....                                                                                                                                                                                                                                                                                                                                                   | <b>6d</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 2672                                                                                                                                                             |
| <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits .....                                                                                                                                                                                                                                                                                                                 | <b>6e</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 6                                                                                                                                                                |
| <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....                                                                                                                                                                                                                                                                                                                                                                    | <b>6f</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 2678                                                                                                                                                             |
| <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) .....                                                                                                                                                                                                                                                                            | <b>6g</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 1574                                                                                                                                                             |
| <b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested .....                                                                                                                                                                                                                                                                                | <b>6h</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 108                                                                                                                                                              |
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) .....                                                                                                                                                                                                                                                                                       | <b>7</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                                                                                                                  |
| <b>8a</b> If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:<br>2E 2F 2G 2J 2K 2S 2T 3D 3H                                                                                                                                                                                                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                                                                                                                  |
| <b>b</b> If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:                                                                                                                                                                                                                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                                                                                                                  |
| <b>9a</b> Plan funding arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor                                                                                                                              | <b>9b</b> Plan benefit arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor                                                                                                                                                                                                                |                                                                                                                                                                  |
| <b>10</b> Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                                                                                                                  |
| <b>a Pension Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>R</b> (Retirement Plan Information)<br><br>(2) <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary<br><br>(3) <input type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary | <b>b General Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>H</b> (Financial Information)<br>(2) <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan)<br>(3) <input type="checkbox"/> <b>A</b> (Insurance Information)<br>(4) <input checked="" type="checkbox"/> <b>C</b> (Service Provider Information)<br>(5) <input checked="" type="checkbox"/> <b>D</b> (DFE/Participating Plan Information)<br>(6) <input type="checkbox"/> <b>G</b> (Financial Transaction Schedules) |                                                                                                                                                                  |

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                        |                                                |
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| <b>SCHEDULE C</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Service Provider Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110                              |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                        | <b>2013</b>                                    |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                        | <b>This Form is Open to Public Inspection.</b> |

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

|                                                                                                  |                                                                    |
|--------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>21ST CENTURY MEDIA, INC. 401(K) SAVINGS &amp; RETIREMENT PLAN</u>    | <b>B</b> Three-digit plan number (PN) ▶ <u>002</u>                 |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>21ST CENTURY MEDIA, INC.</u> | <b>D</b> Employer Identification Number (EIN)<br><u>38-3885419</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

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

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

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

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

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

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

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

MERRILL LYNCH, PIERCE, FENNER AND S

13-5674085

| (b)<br>Service Code(s)  | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 15 52 59 60<br>62 63 72 | RECORDKEEPER                                                                                      | 16026                                                                  | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                  | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                                            | 0                                                                                                                                                                               | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

UBS FINANCIAL SERVICES INC

IS BILLING - DC ADVISORY  
1000 HARBOR BLVD. 6TH FLOOR  
WEEHAWKEN, NJ 07086

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 70                     | CONSULTANT                                                                                        | 46145                                                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

WEISER MAZARS LLP

60 CROSSWAYS PARK DRIVE WEST  
SUITE 301  
WOODBURY, NY 11797-9816

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 10                     | ACCOUNTANT                                                                                        | 17500                                                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

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

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

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

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

**Part I Service Provider Information (continued)**

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

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

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

|                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                              |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p style="text-align: center;"><b>SCHEDULE D</b><br/><b>(Form 5500)</b></p> <p style="text-align: center; font-size: small;">Department of the Treasury<br/>Internal Revenue Service</p> <hr/> <p style="text-align: center; font-size: small;">Department of Labor<br/>Employee Benefits Security Administration</p> | <p style="text-align: center;"><b>DFE/Participating Plan Information</b></p> <p style="text-align: center; font-size: small;">This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p style="text-align: center; font-weight: bold;">▶ File as an attachment to Form 5500.</p> | <p style="text-align: center; font-size: small;">OMB No. 1210-0110</p> <hr/> <p style="text-align: center; font-size: large; font-weight: bold;">2013</p> <hr/> <p style="text-align: center; font-size: small;">This Form is Open to Public Inspection.</p> |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                |                                                                                               |                                       |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|---------------------------------------|
| For calendar plan year 2013 or fiscal plan year beginning <span style="color: blue;">01/01/2013</span> and ending <span style="color: blue;">12/31/2013</span> |                                                                                               |                                       |
| <b>A</b> Name of plan<br><span style="color: blue;">21ST CENTURY MEDIA, INC. 401(K) SAVINGS &amp; RETIREMENT PLAN</span>                                       | <b>B</b> Three-digit plan number (PN) ▶                                                       | <span style="color: blue;">002</span> |
|                                                                                                                                                                |                                                                                               |                                       |
| <b>C</b> Plan or DFE sponsor's name as shown on line 2a of Form 5500<br><span style="color: blue;">21ST CENTURY MEDIA, INC.</span>                             | <b>D</b> Employer Identification Number (EIN)<br><span style="color: blue;">38-3885419</span> |                                       |

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

|                                                                                                                                 |                                                          |                                                                                                                                               |
|---------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <span style="color: blue;">FEDERATED CAPITAL PRESERVATION FUND</span>            |                                                          |                                                                                                                                               |
| <b>b</b> Name of sponsor of entity listed in (a): <span style="color: blue;">FEDERATED INVESTORS TRUST CO</span>                |                                                          |                                                                                                                                               |
| <b>c</b> EIN-PN <span style="color: blue;">22-2712853-001</span>                                                                | <b>d</b> Entity code <span style="color: blue;">C</span> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="color: blue;">5916765</span> |
|                                                                                                                                 |                                                          |                                                                                                                                               |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <span style="color: blue;">BLACKROCK EQUITY INDEX FD CL I</span>                 |                                                          |                                                                                                                                               |
| <b>b</b> Name of sponsor of entity listed in (a): <span style="color: blue;">BLACKROCK INSTITUTIONAL TRUST COMPANY, N.A.</span> |                                                          |                                                                                                                                               |
| <b>c</b> EIN-PN <span style="color: blue;">94-3384309-001</span>                                                                | <b>d</b> Entity code <span style="color: blue;">C</span> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="color: blue;">3710464</span> |
|                                                                                                                                 |                                                          |                                                                                                                                               |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                  |                                                          |                                                                                                                                               |
| <b>b</b> Name of sponsor of entity listed in (a):                                                                               |                                                          |                                                                                                                                               |
| <b>c</b> EIN-PN                                                                                                                 | <b>d</b> Entity code                                     | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)                                           |
|                                                                                                                                 |                                                          |                                                                                                                                               |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                  |                                                          |                                                                                                                                               |
| <b>b</b> Name of sponsor of entity listed in (a):                                                                               |                                                          |                                                                                                                                               |
| <b>c</b> EIN-PN                                                                                                                 | <b>d</b> Entity code                                     | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)                                           |
|                                                                                                                                 |                                                          |                                                                                                                                               |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                  |                                                          |                                                                                                                                               |
| <b>b</b> Name of sponsor of entity listed in (a):                                                                               |                                                          |                                                                                                                                               |
| <b>c</b> EIN-PN                                                                                                                 | <b>d</b> Entity code                                     | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)                                           |
|                                                                                                                                 |                                                          |                                                                                                                                               |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                  |                                                          |                                                                                                                                               |
| <b>b</b> Name of sponsor of entity listed in (a):                                                                               |                                                          |                                                                                                                                               |
| <b>c</b> EIN-PN                                                                                                                 | <b>d</b> Entity code                                     | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)                                           |
|                                                                                                                                 |                                                          |                                                                                                                                               |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                  |                                                          |                                                                                                                                               |
| <b>b</b> Name of sponsor of entity listed in (a):                                                                               |                                                          |                                                                                                                                               |
| <b>c</b> EIN-PN                                                                                                                 | <b>d</b> Entity code                                     | <b>e</b> 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)**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

|                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                              |                                                                                                          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|
| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small><br><br><small>Pension Benefit Guaranty Corporation</small> | <b>Financial Information</b><br><br>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).<br><br><b>▶ File as an attachment to Form 5500.</b> | <small>OMB No. 1210-0110</small><br><br><b>2013</b><br><br><b>This Form is Open to Public Inspection</b> |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|

|                                                                                                          |                                                                        |            |
|----------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------|
| For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u> |                                                                        |            |
| <b>A</b> Name of plan<br><u>21ST CENTURY MEDIA, INC. 401(K) SAVINGS &amp; RETIREMENT PLAN</u>            | <b>B</b> Three-digit plan number (PN) ▶                                | <u>002</u> |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>21ST CENTURY MEDIA, INC.</u>         | <b>D</b> Employer Identification Number (EIN)<br><br><u>38-3885419</u> |            |

| <b>Part I</b> | <b>Asset and Liability Statement</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                 | (a) Beginning of Year | (b) End of Year |
|---------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|-----------------------|-----------------|
| <b>1</b>      | 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. <b>Round off amounts to the nearest dollar.</b> 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. |                 |                       |                 |
|               | <b>Assets</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                 |                       |                 |
| <b>a</b>      | Total noninterest-bearing cash .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <b>1a</b>       | 16753                 |                 |
| <b>b</b>      | Receivables (less allowance for doubtful accounts):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                 |                       |                 |
|               | (1) Employer contributions.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | <b>1b(1)</b>    |                       |                 |
|               | (2) Participant contributions.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>1b(2)</b>    | 14142                 | 15289           |
|               | (3) Other.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>1b(3)</b>    | 13562                 | 10036           |
| <b>c</b>      | General investments:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                 |                       |                 |
|               | (1) Interest-bearing cash (include money market accounts & certificates of deposit).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>1c(1)</b>    | 266128                | 540093          |
|               | (2) U.S. Government securities .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <b>1c(2)</b>    |                       |                 |
|               | (3) Corporate debt instruments (other than employer securities):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                 |                       |                 |
|               | (A) Preferred .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <b>1c(3)(A)</b> |                       |                 |
|               | (B) All other.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>1c(3)(B)</b> |                       |                 |
|               | (4) Corporate stocks (other than employer securities):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                 |                       |                 |
|               | (A) Preferred .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <b>1c(4)(A)</b> |                       |                 |
|               | (B) Common.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | <b>1c(4)(B)</b> |                       |                 |
|               | (5) Partnership/joint venture interests .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>1c(5)</b>    |                       |                 |
|               | (6) Real estate (other than employer real property).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>1c(6)</b>    |                       |                 |
|               | (7) Loans (other than to participants) .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <b>1c(7)</b>    |                       |                 |
|               | (8) Participant loans.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <b>1c(8)</b>    | 1179730               | 1015783         |
|               | (9) Value of interest in common/collective trusts .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <b>1c(9)</b>    | 10150908              | 9627229         |
|               | (10) Value of interest in pooled separate accounts .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>1c(10)</b>   |                       |                 |
|               | (11) Value of interest in master trust investment accounts .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | <b>1c(11)</b>   |                       |                 |
|               | (12) Value of interest in 103-12 investment entities.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | <b>1c(12)</b>   |                       |                 |
|               | (13) Value of interest in registered investment companies (e.g., mutual funds).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <b>1c(13)</b>   | 35658344              | 38806133        |
|               | (14) Value of funds held in insurance company general account (unallocated contracts).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <b>1c(14)</b>   |                       |                 |
|               | (15) Other.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | <b>1c(15)</b>   | 0                     | 0               |

**1d** Employer-related investments:

|                                                                      |              | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|--------------|-----------------------|-----------------|
| (1) Employer securities .....                                        | <b>1d(1)</b> | 0                     | 0               |
| (2) Employer real property .....                                     | <b>1d(2)</b> |                       |                 |
| <b>e</b> Buildings and other property used in plan operation .....   | <b>1e</b>    |                       |                 |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | <b>1f</b>    | 47299567              | 50014563        |

**Liabilities**

|                                                                           |           |       |       |
|---------------------------------------------------------------------------|-----------|-------|-------|
| <b>g</b> Benefit claims payable .....                                     | <b>1g</b> |       |       |
| <b>h</b> Operating payables .....                                         | <b>1h</b> |       |       |
| <b>i</b> Acquisition indebtedness .....                                   | <b>1i</b> |       |       |
| <b>j</b> Other liabilities .....                                          | <b>1j</b> | 22975 | 12224 |
| <b>k</b> Total liabilities (add all amounts in lines 1g through 1j) ..... | <b>1k</b> | 22975 | 12224 |

**Net Assets**

|                                                           |           |          |          |
|-----------------------------------------------------------|-----------|----------|----------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | <b>1l</b> | 47276592 | 50002339 |
|-----------------------------------------------------------|-----------|----------|----------|

**Part II Income and Expense Statement**

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

**Income**

|                                                                                                            |                 | (a) Amount | (b) Total |
|------------------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| <b>a Contributions:</b>                                                                                    |                 |            |           |
| (1) Received or receivable in cash from: <b>(A)</b> Employers .....                                        | <b>2a(1)(A)</b> | 0          |           |
| <b>(B)</b> Participants .....                                                                              | <b>2a(1)(B)</b> | 2026672    |           |
| <b>(C)</b> Others (including rollovers) .....                                                              | <b>2a(1)(C)</b> | 141160     |           |
| (2) Noncash contributions .....                                                                            | <b>2a(2)</b>    | 0          |           |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |            | 2167832   |
| <b>b Earnings on investments:</b>                                                                          |                 |            |           |
| (1) Interest:                                                                                              |                 |            |           |
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) .....       | <b>2b(1)(A)</b> | 298        |           |
| <b>(B)</b> U.S. Government securities .....                                                                | <b>2b(1)(B)</b> | 0          |           |
| <b>(C)</b> Corporate debt instruments .....                                                                | <b>2b(1)(C)</b> |            |           |
| <b>(D)</b> Loans (other than to participants) .....                                                        | <b>2b(1)(D)</b> |            |           |
| <b>(E)</b> Participant loans .....                                                                         | <b>2b(1)(E)</b> | 47807      |           |
| <b>(F)</b> Other .....                                                                                     | <b>2b(1)(F)</b> | 0          |           |
| <b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                              | <b>2b(1)(G)</b> |            | 48105     |
| (2) Dividends: <b>(A)</b> Preferred stock .....                                                            | <b>2b(2)(A)</b> | 0          |           |
| <b>(B)</b> Common stock .....                                                                              | <b>2b(2)(B)</b> | 0          |           |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                                  | <b>2b(2)(C)</b> | 1300802    |           |
| <b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> .....                  | <b>2b(2)(D)</b> |            | 1300802   |
| (3) Rents .....                                                                                            | <b>2b(3)</b>    |            |           |
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                                 | <b>2b(4)(A)</b> | 0          |           |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                                              | <b>2b(4)(B)</b> | 0          |           |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result .....                  | <b>2b(4)(C)</b> |            | 0         |
| (5) Unrealized appreciation (depreciation) of assets: <b>(A)</b> Real estate .....                         | <b>2b(5)(A)</b> |            |           |
| <b>(B)</b> Other .....                                                                                     | <b>2b(5)(B)</b> | 0          |           |
| <b>(C)</b> Total unrealized appreciation of assets. Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....         | <b>2b(5)(C)</b> |            | 0         |

|                                                                                                |        | (a) Amount | (b) Total |
|------------------------------------------------------------------------------------------------|--------|------------|-----------|
| (6) Net investment gain (loss) from common/collective trusts.....                              | 2b(6)  |            | 987395    |
| (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) |            | 5227033   |
| c Other income.....                                                                            | 2c     |            | 49684     |
| d Total income. Add all <b>income</b> amounts in column (b) and enter total.....               | 2d     |            | 9780851   |

**Expenses**

|                                                                                     |       |         |         |
|-------------------------------------------------------------------------------------|-------|---------|---------|
| e Benefit payment and payments to provide benefits:                                 |       |         |         |
| (1) Directly to participants or beneficiaries, including direct rollovers.....      | 2e(1) | 6894137 |         |
| (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) |         | 6894137 |
| f Corrective distributions (see instructions).....                                  | 2f    |         | 0       |
| g Certain deemed distributions of participant loans (see instructions).....         | 2g    |         | 258677  |
| h Interest expense.....                                                             | 2h    |         | 0       |
| i Administrative expenses: (1) Professional fees.....                               | 2i(1) | 17500   |         |
| (2) Contract administrator fees.....                                                | 2i(2) |         |         |
| (3) Investment advisory and management fees.....                                    | 2i(3) | 46145   |         |
| (4) Other.....                                                                      | 2i(4) | 16026   |         |
| (5) Total administrative expenses. Add lines 2i(1) through (4).....                 | 2i(5) |         | 79671   |
| j Total expenses. Add all <b>expense</b> amounts in column (b) and enter total..... | 2j    |         | 7232485 |

**Net Income and Reconciliation**

|                                                         |       |  |         |
|---------------------------------------------------------|-------|--|---------|
| k Net income (loss). Subtract line 2j from line 2d..... | 2k    |  | 2548366 |
| l Transfers of assets:                                  |       |  |         |
| (1) To this plan.....                                   | 2l(1) |  | 202601  |
| (2) From this plan.....                                 | 2l(2) |  | 25220   |

**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: **WEISER MAZARS LLP**

(2) EIN: **13-1459550**

**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   |    | 227668 |
| 4b |     | X  |        |

|                                                                                                                                                                                                                               | Yes | No | Amount |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|--------|
| <b>c</b> Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) .....                                          |     | X  |        |
| <b>d</b> Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.) .....                               |     | X  |        |
| <b>e</b> Was this plan covered by a fidelity bond? .....                                                                                                                                                                      | X   |    | 500000 |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....                                                                                       |     | X  |        |
| <b>g</b> Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? .....                                                    |     | X  |        |
| <b>h</b> Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? .....                                          |     | X  |        |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) .....                                                                | X   |    |        |
| <b>j</b> Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) ..... |     | X  |        |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? .....                                                           |     | X  |        |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan? .....                                                                                                                                            |     | X  |        |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) .....                                                                                                  |     | X  |        |
| <b>n</b> If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. ....                                      |     |    |        |

**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) |
|-----------------------------------------------------------------------|--------------|-------------|
| 21ST CENTURY MEDIA, INC AFFILIATES 401(K) SAVINGS AND RETIREMENT PLAN | 38-3885419   | 003         |
|                                                                       |              |             |
|                                                                       |              |             |
|                                                                       |              |             |
|                                                                       |              |             |

**5c** If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ..... ☐ Yes ☐ No ☐ Not determined

## Part V Trust Information (optional)

|                         |                       |
|-------------------------|-----------------------|
| <b>6a</b> Name of trust | <b>6b</b> Trust's EIN |
|                         |                       |

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            |                                                                                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| <b>SCHEDULE R</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Retirement Plan Information</b><br><br>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).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2013</b><br><br><b>This Form is Open to Public Inspection.</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

|                                                                                                  |                                                                    |
|--------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>21ST CENTURY MEDIA, INC. 401(K) SAVINGS &amp; RETIREMENT PLAN</u>    | <b>B</b> Three-digit plan number (PN) ▶<br><u>002</u>              |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>21ST CENTURY MEDIA, INC.</u> | <b>D</b> Employer Identification Number (EIN)<br><u>38-3885419</u> |

|               |                      |
|---------------|----------------------|
| <b>Part I</b> | <b>Distributions</b> |
|---------------|----------------------|

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

|                                                                                                                                                                                                                                                                    |          |          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|
| <b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....                                                                                                                              | <b>1</b> | <u>0</u> |
| <b>2</b> 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):<br><br>EIN(s): <u>94-1687665</u> |          |          |
| <b>Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.</b>                                                                                                                                                                                            |          |          |
| <b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....                                                                                                                                    | <b>3</b> |          |

|                |                                                                                                                                                                              |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part II</b> | <b>Funding Information</b> (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) |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                                                                                                                                                                                                           |                              |                             |                              |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|------------------------------|
| <b>4</b> Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....                                                                                                                                                                                                                                                       | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A |
| <b>If the plan is a defined benefit plan, go to line 8.</b>                                                                                                                                                                                                                                                                                                               |                              |                             |                              |
| <b>5</b> 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. <b>Date:</b> Month _____ Day _____ Year _____<br><b>If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.</b> |                              |                             |                              |
| <b>6 a</b> Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....                                                                                                                                                                                                                             | <b>6a</b>                    |                             |                              |
| <b>b</b> Enter the amount contributed by the employer to the plan for this plan year.....                                                                                                                                                                                                                                                                                 | <b>6b</b>                    |                             |                              |
| <b>c</b> 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) .....                                                                                                                                                                                                                          | <b>6c</b>                    |                             |                              |
| <b>If you completed line 6c, skip lines 8 and 9.</b>                                                                                                                                                                                                                                                                                                                      |                              |                             |                              |
| <b>7</b> Will the minimum funding amount reported on line 6c be met by the funding deadline?.....                                                                                                                                                                                                                                                                         | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A |
| <b>8</b> 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?.....                                                                                                | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A |

|                 |                   |
|-----------------|-------------------|
| <b>Part III</b> | <b>Amendments</b> |
|-----------------|-------------------|

|                                                                                                                                                                                                                            |                                   |                                   |                               |                             |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|
| <b>9</b> 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..... | <input type="checkbox"/> Increase | <input type="checkbox"/> Decrease | <input type="checkbox"/> Both | <input type="checkbox"/> No |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|

|                |                                                                                                                                                   |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part IV</b> | <b>ESOPs</b> (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. |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|

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

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

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

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

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

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

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

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

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

- 19** If the total number of participants is 1,000 or more, complete 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): \_\_\_\_\_

## Independent Auditors' Report

To the Plan Administrator

21st Century Media, Inc. 401(k) Savings & Retirement Plan (formerly known as Journal Register Company, Inc. 401(k) Savings and Retirement Plan)

### Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the 21st Century Media, Inc. 401(k) Savings & Retirement Plan (formerly known as Journal Register Company, Inc. 401(k) Savings and Retirement Plan) (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

### Management's Responsibility for the Financial Statements

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

### Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on 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., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2013 and 2012, and for the year ended December 31, 2013, that the information provided to the plan administrator by the trustee is complete and accurate.

### Disclaimer of Opinion

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

**Other Matter**

The supplemental schedule of assets (held at end of year) and schedule of delinquent participant contributions as of or for the year ended December 31, 2013, are 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 are presented for the purpose of additional analysis and are 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 the supplemental schedules.

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



July 22, 2014

**21st Century Media, Inc. 401(k) Savings & Retirement Plan**  
**(formerly known as Journal Register Company, Inc. 401(k) Savings and Retirement Plan)**  
**Schedule of Delinquent Participant Contributions**  
**Year Ended December 31, 2013**

---

EIN: 38-3885419 Plan # 002

Schedule H, Line 4a

Check here if late participant loan repayments are included ☒

| Participant Contributions<br>Transferred Late to Plan | Total that Constitutes Nonexempt Prohibited Transactions |                                         |                                             | Total Fully Corrected Under<br>VFCP and PTE 2002-51 |
|-------------------------------------------------------|----------------------------------------------------------|-----------------------------------------|---------------------------------------------|-----------------------------------------------------|
|                                                       | Contributions<br>Not Corrected                           | Contributions Corrected<br>Outside VFCP | Contributions Pending<br>Correction in VFCP |                                                     |
| \$ 227,668                                            | \$ -                                                     | \$ -                                    | \$ -                                        | \$ 227,668                                          |

WeiserMazars LLP

**21<sup>st</sup> Century Media, Inc.  
401(k) Savings &  
Retirement Plan**

**(formerly known as Journal Register  
Company, Inc. 401(k) Savings and  
Retirement Plan)**

**Financial Statements and  
Supplemental Schedules  
December 31, 2013 and 2012**



**21<sup>st</sup> Century Media, Inc. 401(k) Savings & Retirement Plan**  
**(formerly known as Journal Register Company, Inc. 401(k) Savings and Retirement Plan)**  
**Contents**  
**December 31, 2013 and 2012**

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|                                                                 | <b>Page(s)</b> |
|-----------------------------------------------------------------|----------------|
| <b>Independent Auditors' Report .....</b>                       | <b>1-2</b>     |
| <b>Financial Statements</b>                                     |                |
| Statements of Net Assets Available for Benefits.....            | 3              |
| Statement of Changes in Net Assets Available for Benefits ..... | 4              |
| Notes to Financial Statements .....                             | 5-13           |
| <b>Supplemental Schedules</b>                                   |                |
| Schedule of Assets (Held at End of Year).....                   | 14             |
| Schedule of Delinquent Participant Contributions .....          | 15             |

## Independent Auditors' Report

To the Plan Administrator

21st Century Media, Inc. 401(k) Savings & Retirement Plan (formerly known as Journal Register Company, Inc. 401(k) Savings and Retirement Plan)

### Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the 21st Century Media, Inc. 401(k) Savings & Retirement Plan (formerly known as Journal Register Company, Inc. 401(k) Savings and Retirement Plan) (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

### Management's Responsibility for the Financial Statements

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

### Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on 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., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2013 and 2012, and for the year ended December 31, 2013, that the information provided to the plan administrator by the trustee is complete and accurate.

### Disclaimer of Opinion

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

**Other Matter**

The supplemental schedule of assets (held at end of year) and schedule of delinquent participant contributions as of or for the year ended December 31, 2013, are 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 are presented for the purpose of additional analysis and are 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 the supplemental schedules.

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



July 22, 2014

**21st Century Media, Inc. 401(k) Savings & Retirement Plan**  
**(formerly known as Journal Register Company, Inc. 401(k) Savings and Retirement Plan)**  
**Statements of Net Assets Available for Benefits**  
**December 31, 2013 and 2012**

|                                                                                                   | <u>2013</u>          | <u>2012</u>          |
|---------------------------------------------------------------------------------------------------|----------------------|----------------------|
| <b>Assets</b>                                                                                     |                      |                      |
| Investments, at fair value                                                                        |                      |                      |
| Common/collective trusts                                                                          | \$ 9,644,308         | \$10,278,329         |
| Registered investment companies                                                                   | <u>38,806,133</u>    | <u>35,658,344</u>    |
| Total investments, at fair value                                                                  | 48,450,441           | 45,936,673           |
| Cash, interest-bearing                                                                            | <u>540,093</u>       | <u>266,128</u>       |
| Total investments                                                                                 | <u>48,990,534</u>    | <u>46,202,801</u>    |
| Receivables                                                                                       |                      |                      |
| Participant contributions                                                                         | 15,289               | 14,142               |
| Notes receivable from participants                                                                | 1,015,783            | 1,179,730            |
| Accrued interest income                                                                           | 390                  | 390                  |
| Other                                                                                             | <u>9,646</u>         | <u>13,172</u>        |
| Total receivables                                                                                 | <u>1,041,108</u>     | <u>1,207,434</u>     |
| Cash                                                                                              | <u>-</u>             | <u>16,753</u>        |
| Total assets                                                                                      | <u>50,031,642</u>    | <u>47,426,988</u>    |
| <b>Liabilities</b>                                                                                |                      |                      |
| Accrued expenses                                                                                  | <u>12,224</u>        | <u>22,975</u>        |
| Total liabilities                                                                                 | <u>12,224</u>        | <u>22,975</u>        |
| Net assets reflecting investments at fair value                                                   | 50,019,418           | 47,404,013           |
| Adjustment from fair value to contract value for fully<br>benefit-responsive investment contracts | <u>(17,079)</u>      | <u>(127,421)</u>     |
| Net assets available for benefits                                                                 | <u>\$ 50,002,339</u> | <u>\$ 47,276,592</u> |

See accompanying notes to the financial statements.

**21st Century Media, Inc. 401(k) Savings & Retirement Plan**  
**(formerly known as Journal Register Company, Inc. 401(k) Savings and Retirement Plan)**  
**Statement of Changes in Net Assets Available for Benefits**  
**Year Ended December 31, 2013**

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|                                                       |                             |
|-------------------------------------------------------|-----------------------------|
| Additions to net assets attributed to                 |                             |
| Investment income                                     |                             |
| Net appreciation of investments                       | \$ 6,156,126                |
| Interest and dividends                                | <u>1,359,402</u>            |
| Total investment income                               | <u>7,515,528</u>            |
| Interest income on notes receivable from participants | <u>47,807</u>               |
| Contributions                                         |                             |
| Participant                                           | 2,026,672                   |
| Rollover                                              | <u>141,160</u>              |
| Total contributions                                   | <u>2,167,832</u>            |
| Other additions                                       | <u>49,684</u>               |
| Total additions                                       | <u>9,780,851</u>            |
| Deductions from net assets attributed to              |                             |
| Distributions to participants                         | 6,890,167                   |
| Deemed distributions of participant loans             | 258,677                     |
| Administrative fees                                   | 79,671                      |
| Other deductions                                      | <u>3,970</u>                |
| Total deductions                                      | <u>7,232,485</u>            |
| Net increase                                          | 2,548,366                   |
| Assets transferred in from other plans, net           | 177,381                     |
| Net assets available for benefits, beginning of year  | <u>47,276,592</u>           |
| Net assets available for benefits, end of year        | <u><u>\$ 50,002,339</u></u> |

See accompanying notes to the financial statements.

**21<sup>st</sup> Century Media, Inc. 401(k) Savings & Retirement Plan**  
**(formerly known as Journal Register Company, Inc. 401(k) Savings and Retirement Plan)**  
**Notes to Financial Statements**  
**Years Ended December 31, 2013 and 2012**

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**1. Description of the Plan**

On April 5, 2013, 21<sup>st</sup> Century Media, Inc. purchased certain assets and assumed certain liabilities of the Journal Register Company in an asset purchase transaction. As part of the asset purchase transaction, 21<sup>st</sup> Century Media, Inc. agreed to continue to provide a retirement savings plan for the employee group and elected to become the Sponsor of the existing Journal Register Company, Inc. 401(k) Savings and Retirement Plan with few modifications and changed the name of the plan from Journal Register Company, Inc. 401(k) Savings and Retirement Plan to 21st Century Media, Inc. 401(k) Savings & Retirement Plan.

The following brief description of the 21st Century Media, Inc. 401(k) Savings & Retirement Plan (formerly known as Journal Register Company, Inc. 401(k) Savings and Retirement Plan) (the “Plan”) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan’s provisions.

**General**

The Plan is a defined contribution plan covering substantially all non-union employees of the participating employers (the “Employers”) of 21<sup>st</sup> Century Media, Inc. (the “Sponsor”) as of April 5, 2013 or of Journal Register Company, Inc. (the “Sponsor”) through April 4, 2013 and is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”).

**Eligibility Requirements**

An employee of any of the Employers who has reached the age of 21 is immediately eligible to participate in the Plan. Upon satisfaction of the age requirement, an employee may then enter into the Plan on the first day of the calendar month following the date that the eligibility requirement is met.

**Contributions**

**Employee Contributions**

Any eligible employee may participate in the Plan by completing an on-line salary reduction agreement and electing to contribute on a pre-tax basis an amount of not more than 60 percent of total annual compensation, excluding overtime, bonuses and any other incentive pay. The Plan was amended, effective January 1, 2013, that, in the absence of an election made by an eligible employee to the contrary within 60 days, a participant shall be deemed to have elected a pre-tax contribution of 2% of his or her plan compensation. Total participant pre-tax contributions may not exceed amounts in accordance with Internal Revenue Service (“IRS”) guidelines which for the calendar year 2013 limits contributions to \$17,500. Those participants that have attained the age of 50 may defer up to an additional \$5,500 as catch-up contributions.

Participants may transfer to their Plan accounts part or all of an “eligible rollover distribution” received from a prior employer’s qualified plan.

Participants may also make after-tax contributions to the Plan which have different tax treatments upon distribution.

**21<sup>st</sup> Century Media, Inc. 401(k) Savings & Retirement Plan**  
**(formerly known as Journal Register Company, Inc. 401(k) Savings and Retirement Plan)**  
**Notes to Financial Statements**  
**Years Ended December 31, 2013 and 2012**

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**Employer Contributions**

During 2009, the Plan was amended to suspend employer matching contributions.

For 2013, federal law requires that the aggregated amounts contributed to the participant account by the participant and the employer may not exceed the lesser of \$51,000 (\$56,500 if the participant's age is 50 or older) or 100 percent of the participant's compensation, as adjusted from time to time by the IRS for increases in the cost of living.

**Profit-sharing Contributions**

The Employers may make a discretionary profit-sharing contribution. The participant's share of the profit-sharing contribution, if any, will be allocated to the participant's account based on the ratio that the participant's compensation bears to the total compensation of all participants eligible for a share of the profit-sharing contribution. In addition to the eligibility requirements of the Plan, the participant must be credited with 1000 hours of service and be employed on the last day of the Plan year to be eligible to receive an allocation of the profit-sharing contribution, if any, made by the Employers. For the Plan year ended December 31, 2013, the Employers did not make a profit-sharing contribution to the Plan.

**Participant Accounts**

Each participant account is credited with participant contributions, any Employer matching contributions, any Employer discretionary profit-sharing contributions, and investment earnings and charged with any direct administrative expenses. Allocations of investment earnings are made on a daily basis based on the participant's share of the specific funds in which their accounts are invested. Other allocations are based on eligible compensation or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**Investment Options**

Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan offers seventeen registered investment companies, more commonly referred to as mutual funds, two common/collective trusts and a retirement bank account as investment options for the participants. Additionally, participants may direct their investments into portfolios that are based on risk-tolerance ranging from conservative to aggressive. These portfolios use the investment options available under the Plan to achieve their risk-tolerance objectives and are typically rebalanced quarterly.

**Vesting**

Participant contributions and any allocated amounts of interest, dividends and net capital gains or losses thereon are fully vested. Employer safe-harbor matching contributions made prior to January 1, 2009, plus any allocated interest, dividends and net capital gains and losses thereon, were fully vested. Employer contributions associated with transferred account balances from predecessor plans, plus any allocated interest, dividends, and net capital gains or losses thereon, vest at various rates depending on the predecessor plan provisions in which the employee participated. All employer contributions are immediately and fully vested upon death, disability or reaching normal retirement age.

Profit-sharing contributions vest at 20 percent for each year of service beginning with the end of the second year of service through the end of the sixth year of service at which time the participant is fully vested. A participant's vested percentage is based on participation in any prior 21<sup>st</sup> Century Media or Journal Register Company 401(k) plans.

**21<sup>st</sup> Century Media, Inc. 401(k) Savings & Retirement Plan**  
**(formerly known as Journal Register Company, Inc. 401(k) Savings and Retirement Plan)**  
**Notes to Financial Statements**  
**Years Ended December 31, 2013 and 2012**

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**Payment of Benefits**

Distributions under the Plan will be made upon a participant's death, disability, normal retirement or other termination of employment. Retirement distributions are made upon attainment of age 65, either in a lump-sum payment, installment payments, or rollover to a qualified plan, at the option of the participant. Death benefits will be paid to the designated beneficiary in a payment method selected by the beneficiary.

Employees who retire, become permanently disabled, or withdraw from the Plan generally will receive the non-forfeitable portion of their account balance subject to the following rules:

- If the employee's non-forfeitable account balance exceeds \$5,000, benefit payment will not commence prior to the employee reaching normal retirement age of 65, unless the employee consents in writing to receive the payment prior to retirement.
- If the employee's non-forfeitable account balance does not exceed \$5,000, the plan administrator will distribute the funds in one lump-sum payment as soon as administratively practicable after the date of the employee's retirement, disability or withdrawal.

At any time during their employment, if a participant is in immediate financial need, he or she may apply for a hardship withdrawal no greater than the financial need and only after other means of meeting the financial need have been explored and exhausted. The Plan administrator will then determine whether such withdrawal is necessary to satisfy the participant's financial hardship.

**Participant Loans**

Participants may borrow from their fund accounts, the lesser of a maximum of \$50,000 or 50% of their vested account balance. Loans are secured by the balance in the participant's account and bear interest at the prime rate plus one percent at the time of the loan. The term of the loan shall not exceed five years unless the loan is used to purchase the participant's primary residence, in which case the maximum payment term is 15 years. Principal and interest are paid ratably through payroll deductions.

**Forfeited Accounts**

Forfeitures are retained in the Plan and used to reduce future employer contributions, if any, or Plan administrative expenses. At December 31, 2013 and 2012, unapplied forfeitures, held in the Plan were \$22,102 and \$31,255, respectively. During 2013, total additions to the forfeiture account were \$19,813 of which \$19,386 were participant forfeited nonvested account balances. Total deductions in 2013 were \$28,966 all of which were applied to administrative expenses.

**Revenue Sharing**

The Plan shares in the investment related revenue, such as various processing, service, distribution and all other fees that Merrill Lynch receives from registered investment companies or collective trusts attributable to the Plan assets invested in such registered investment companies and trust. To the extent that this revenue exceeds the service based fees charged for the services rendered to the Plan, the Plan receives a credit for this excess on a quarterly basis. In the event the stipulated revenue is not in excess of the service based fees, either the Sponsor or the Plan must pay the deficiency. At December 31, 2013 and 2012 the balance of the excess credit account held in the Plan was \$28,708 and \$30,239, respectively. During 2013, total additions to the excess credit account were \$44,700 of which \$46,231 were applied to administrative expenses.

**Administrative Expenses**

All costs and expenses incurred in the administration of the Plan, including fees and expenses of the trustee, are either paid by the Plan or paid by one of the Employers or the Sponsor.

**21<sup>st</sup> Century Media, Inc. 401(k) Savings & Retirement Plan**  
**(formerly known as Journal Register Company, Inc. 401(k) Savings and Retirement Plan)**  
**Notes to Financial Statements**  
**Years Ended December 31, 2013 and 2012**

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Administrative expenses include such costs as accounting, audit, legal, trustee, custodial, investment management and recordkeeping fees. Those expenses paid by the Plan are reflected as administrative expenses in the accompanying Statement of Changes in Net Assets Available for Benefits.

**2. Summary of Significant Accounting Policies**

**Basis of Accounting**

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

The Plan invests in investment contracts through a common/collective trust. Accounting standards for defined contribution retirement plans require that investment contracts be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. As required under accounting standards, the Statements of Net Assets Available for Benefits present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

**Use of Estimates**

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

**Investment Valuation and Income Recognition**

Investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Shares of registered investment companies are valued at quoted market prices which represent the net asset value of shares held by the Plan at year-end. Common/collective trusts are valued at the net asset value of units of the common/collective trust. The net asset value, as provided by the common/collective trustee, is an estimate of the fair value of the common/collective trust investment. The net asset value is based on the fair value of the underlying investments held by the common/collective trust less any liabilities of the common /collective trust.

The preceding methods described 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 administrator believes the 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.

Purchases and sales of shares of registered investment companies and common/collective trusts are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividend income is recorded on the ex-dividend date.

The Plan presents in the Statement of Changes in Net Assets Available for Benefits, the net appreciation (depreciation) in the fair value of its investments, which consist of the realized gains (or losses) and the unrealized appreciation (depreciation) on those investments bought, sold and held during the year.

**21<sup>st</sup> Century Media, Inc. 401(k) Savings & Retirement Plan**  
**(formerly known as Journal Register Company, Inc. 401(k) Savings and Retirement Plan)**  
**Notes to Financial Statements**  
**Years Ended December 31, 2013 and 2012**

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**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 reclassified as distributions based upon the terms of the Plan document.

**Payment of Benefits**

Benefits are recorded when paid.

**3. Information Prepared and Certified by Trustee**

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor 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 and notes receivable from participants reflected on the accompanying Statements of Net Assets Available for Benefits as of December 31, 2013 and 2012 and on the supplemental Schedule of Assets (Held at End of Year) as of December 31, 2013. Additionally, the completeness and accuracy of the related investment activity and interest income on notes receivable from participants reflected in the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2013 has been certified by the trustee.

**4. Investments**

The following table lists investments which constitute more than five percent of the Plan's net assets available for benefits as of December 31, 2013 and 2012:

|                                                       | <u>2013</u>  | <u>2012</u>  |
|-------------------------------------------------------|--------------|--------------|
| Common/collective trusts, at contract value           |              |              |
| Federated Investors Trust - Capital Preservation Fund | \$ 5,916,765 | \$ 7,231,613 |
| Common/collective trusts, at fair value               |              |              |
| BlackRock - Equity Index Fund                         | 3,710,464    | 2,919,295    |
| Registered investment companies, at fair value        |              |              |
| Pacific Investment Management Co. - Total             |              |              |
| Return Fund Class A                                   | 6,066,172    | 6,612,868    |
| Franklin Templeton - Managed Trust Rising             | 7,513,303    | 6,120,311    |
| Lazard - International Equity Portfolio               | 4,117,176    |              |
| Thornburg - International Value Fund Class A          |              | 3,871,985    |
| Wells Fargo Advantage - Strategic Large Cap Growth    | 3,421,822    | 2,925,843    |
| Blackrock - Equity Dividend Class I                   | 3,130,967    | 2,814,822    |
| American Century - Government Bond Fund               |              | 2,383,247    |
| Alliance NFJ - Small Cap Value Class A                | 2,629,828    |              |

**21<sup>st</sup> Century Media, Inc. 401(k) Savings & Retirement Plan**  
**(formerly known as Journal Register Company, Inc. 401(k) Savings and Retirement Plan)**  
**Notes to Financial Statements**  
**Years Ended December 31, 2013 and 2012**

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During the year ended December 31, 2013, the Plan's investments appreciated (including realized gains and losses) in value as follows:

|                                 |                            |
|---------------------------------|----------------------------|
| Registered investment companies | \$ 5,227,033               |
| Common/collective trusts        | <u>929,093</u>             |
| Net appreciation in investments | <u><u>\$ 6,156,126</u></u> |

**5. Fair Value Measurements**

Generally accepted accounting principles in the United States of America provide a framework for measuring fair value by utilizing a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements).

The three levels of the fair value hierarchy are described below:

- Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 Inputs to the valuation methodology include:
- Quoted prices for similar assets or liabilities in active markets;
  - Quoted prices for identical or similar assets or liabilities in inactive markets;
  - Inputs other than quoted prices that are observable for the asset or liability;
  - Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

In instances in which the inputs used to measure fair value fall into different levels of the fair value hierarchy, the fair value measurement has been determined based on the lowest level input that is significant to the fair value measurement in its entirety.

**21<sup>st</sup> Century Media, Inc. 401(k) Savings & Retirement Plan**  
**(formerly known as Journal Register Company, Inc. 401(k) Savings and Retirement Plan)**  
**Notes to Financial Statements**  
**Years Ended December 31, 2013 and 2012**

The following tables set forth by level, within the fair value hierarchy, the Plan's fair value measurements as of December 31, 2013 and 2012:

|                                                              | December 31, 2013 |               |         |               |
|--------------------------------------------------------------|-------------------|---------------|---------|---------------|
|                                                              | Level 1           | Level 2       | Level 3 | Total         |
| Registered investment companies                              |                   |               |         |               |
| Equity or stock funds by investment objective                |                   |               |         |               |
| Growth funds                                                 | \$ 18,765,859     | \$ -          | \$ -    | \$ 18,765,859 |
| Value funds                                                  | 7,052,348         | -             | -       | 7,052,348     |
| Income funds                                                 | 2,381,213         | -             | -       | 2,381,213     |
| Balanced funds                                               | 1,421,850         | -             | -       | 1,421,850     |
| Total equity or stock funds                                  | 29,621,270        | -             | -       | 29,621,270    |
| Bond or fixed income funds                                   | 9,184,863         | -             | -       | 9,184,863     |
| Common and collective trusts ("CCT") by investment objective |                   |               |         |               |
| Index fund                                                   | -                 | 3,710,464     | -       | 3,710,464     |
| Stable value fund                                            | -                 | 5,933,844     | -       | 5,933,844     |
| Total CCT                                                    | -                 | 9,644,308     | -       | 9,644,308     |
| Total investments, at fair value                             | \$ 38,806,133     | \$ 9,644,308  | \$ -    | \$ 48,450,441 |
|                                                              |                   |               |         |               |
|                                                              | December 31, 2012 |               |         |               |
|                                                              | Level 1           | Level 2       | Level 3 | Total         |
| Registered investment companies                              |                   |               |         |               |
| Equity or stock funds by investment objective                |                   |               |         |               |
| Growth funds                                                 | \$ 16,313,495     | \$ -          | \$ -    | \$ 16,313,495 |
| Value funds                                                  | 6,146,595         | -             | -       | 6,146,595     |
| Income funds                                                 | 2,154,228         | -             | -       | 2,154,228     |
| Balanced funds                                               | 1,316,210         | -             | -       | 1,316,210     |
| Total equity or stock funds                                  | 25,930,528        | -             | -       | 25,930,528    |
| Bond or fixed income funds                                   | 9,727,816         | -             | -       | 9,727,816     |
| Common and collective trusts ("CCT") by investment objective |                   |               |         |               |
| Index fund                                                   | -                 | 2,919,295     | -       | 2,919,295     |
| Stable value fund                                            | -                 | 7,359,034     | -       | 7,359,034     |
| Total CCT                                                    | -                 | 10,278,329    | -       | 10,278,329    |
| Total investments, at fair value                             | \$ 35,658,344     | \$ 10,278,329 | \$ -    | \$ 45,936,673 |

**21<sup>st</sup> Century Media, Inc. 401(k) Savings & Retirement Plan**  
**(formerly known as Journal Register Company, Inc. 401(k) Savings and Retirement Plan)**  
**Notes to Financial Statements**  
**Years Ended December 31, 2013 and 2012**

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**6. Transfer of Assets**

Transfers of assets represent the net transfer of participant accounts between plans of the Sponsor resulting from participants moving between employers and being eligible for a different plan of the Sponsor. The assets transferred in from other plans, net for the year ended December 31, 2013, consist of the following:

|                                             |                   |
|---------------------------------------------|-------------------|
| Assets transferred in                       | \$ 202,601        |
| Assets transferred out                      | <u>(25,220)</u>   |
| Assets transferred in from other plans, net | <u>\$ 177,381</u> |

**7. Related Party Transactions**

Merrill Lynch, Pierce, Fenner and Smith, Inc. (“Merrill Lynch”) provides recordkeeping services for the Plan. Merrill Lynch is an affiliate of Bank of America, N.A., and these transactions qualify as exempt party-in-interest transactions. During the year ended December 31, 2013, Merrill Lynch received \$15,225 of recordkeeping and administrative fees.

The Retirement Bank Account available to participants to choose as an investment is with FIA Card Services, N.A., an FDIC-insured affiliate of Merrill Lynch. Any transactions with the Retirement Bank Account qualify as exempt party-in-interest transactions.

**8. Tax Status**

The Plan was developed from the Merrill Lynch defined contribution 401(k) prototype plan. The prototype plan received a favorable determination letter from the IRS dated March 31, 2008. This favorable determination letter stated that the prototype plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (“IRC”). As part of the Plan’s contractual arrangement with Merrill Lynch, the prototype plan will be amended to comply with changes in regulations to remain qualified under the IRC. As such, the Plan has not requested a separate determination letter from the IRS. Although the Plan has been amended since March 31, 2008, the plan administrator believes the Plan is designed and 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.

Accounting principles generally accepted in the United States of America require the plan administrator to evaluate tax positions taken by the Plan and recognize a tax liability or asset if the Plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by either federal or state or local tax authorities. 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 the Plan is no longer subject to income tax examinations for years prior to 2010.

**21<sup>st</sup> Century Media, Inc. 401(k) Savings & Retirement Plan**  
**(formerly known as Journal Register Company, Inc. 401(k) Savings and Retirement Plan)**  
**Notes to Financial Statements**  
**Years Ended December 31, 2013 and 2012**

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**9. Risks and Uncertainties**

The Plan provides for investments in various registered investment companies and in common/collective trusts. These registered investment companies and common/collective trusts, in turn, invest in various types of investment securities. Investment securities, in general, are exposed to various risks, such as interest rate, credit and overall market volatility risks. Due to the level of risk associated with investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the amounts reported in the Statements of Net Assets Available for Benefits.

**10. Plan Termination**

The Sponsor has right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100 percent vested in their accounts.

**11. Subsequent Events**

The Plan has evaluated events and transactions subsequent to the Plan's year-end through the time that the financial statements were available to be issued on July 22, 2014. Based on this evaluation, the subsequent event described in the following paragraph was identified.

On December 30, 2013, MediaNews Group, Inc. ("MNG") acquired 21st Century Holdings, LLC and its wholly owned subsidiaries, one of which is 21st Century Media, Inc., the Sponsor of the Plan. Management of MNG decided it would be more beneficial to offer all employees one 401(k) plan; accordingly, it was decided that the Plan would be merged with the existing Media News Group Retirement/Savings Plan. On May 1, 2014, the Plan participants became fully vested in their account balances, Plan assets were liquidated, transferred and invested in assets with similar characteristics as under the Plan, employees ceased to participate in the Plan and began participating in the MediaNews Group Retirement /Savings Plan.

**21st Century Media, Inc. 401(k) Savings & Retirement Plan**  
**(formerly known as Journal Register Company, Inc. 401(k) Savings and Retirement Plan)**  
**Schedule of Assets (Held at End of Year)**  
**December 31, 2013**

EIN: 38-3885419 Plan # 002

Schedule H, Line 4i

| (a) | (b)<br>Identity of Issuer, Borrower<br>Lessor or Similar Party | (c)<br>Description of Investment Including<br>Maturity Date, Rate of Interest,<br>Collateral, Par or Maturity Value | (d)<br>Cost | (e)<br>Current<br>Value |
|-----|----------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------|-------------|-------------------------|
|     | Common/Collective Trusts                                       |                                                                                                                     |             |                         |
|     | Federated Investors Trust                                      | Capital Preservation Fund                                                                                           | (1)         | \$ 5,916,765            |
|     | BlackRock                                                      | Equity Index Fund                                                                                                   | (1)         | \$ 3,710,464            |
|     | Registered Investment Companies                                |                                                                                                                     |             |                         |
|     | Pacific Investment Management Company                          | Total Return Fund Class A                                                                                           | (1)         | 6,066,172               |
|     | Franklin Templeton                                             | Managed Trust Rising                                                                                                | (1)         | 7,513,303               |
|     | Lazard                                                         | International Equity Portfolio                                                                                      | (1)         | 4,117,176               |
|     | Wells Fargo Advantage                                          | Strategic Large Cap Growth                                                                                          | (1)         | 3,421,822               |
|     | BlackRock                                                      | Equity Dividend Class I                                                                                             | (1)         | 3,130,967               |
|     | Alliance NFJ                                                   | Small Cap Value Class A                                                                                             | (1)         | 2,629,828               |
|     | American Century                                               | Government Bond Fund                                                                                                | (1)         | 2,433,906               |
|     | Invesco Van Kampen                                             | Equity Fund Class A                                                                                                 | (1)         | 2,381,213               |
|     | Ivy                                                            | Midcap Growth Fund Class I                                                                                          | (1)         | 2,223,183               |
|     | BlackRock                                                      | Global Allocation Fund Class I                                                                                      | (1)         | 1,421,850               |
|     | Victory                                                        | Established Fund                                                                                                    | (1)         | 1,291,553               |
|     | Oppenheimer                                                    | Global Fund Class Y                                                                                                 | (1)         | 942,942                 |
|     | Mainstay                                                       | High Yield Corporate Bond Fund                                                                                      | (1)         | 684,785                 |
|     | Clearbridge                                                    | Small Cap Growth Class A                                                                                            | (1)         | 547,433                 |
|     | Cash, interest bearing                                         |                                                                                                                     |             |                         |
| *   | FIA Card Services, N.A.                                        | Retirement Bank Account                                                                                             | (1)         | 540,093                 |
|     | Participant loans                                              | Interest rates from 4.25% - 9.25%,<br>maturing through December 2018                                                | -0-         | 1,015,783               |

(1) Cost information has not been provided as Plan assets are participant directed.

\* Party-in-interest to the Plan.

**21st Century Media, Inc. 401(k) Savings & Retirement Plan**  
**(formerly known as Journal Register Company, Inc. 401(k) Savings and Retirement Plan)**  
**Schedule of Delinquent Participant Contributions**  
**Year Ended December 31, 2013**

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EIN: 38-3885419 Plan # 002

Schedule H, Line 4a

Check here if late participant loan repayments are included ☒

| Participant Contributions<br>Transferred Late to Plan | Total that Constitutes Nonexempt Prohibited Transactions |                                         |                                             | Total Fully Corrected Under<br>VFCP and PTE 2002-51 |
|-------------------------------------------------------|----------------------------------------------------------|-----------------------------------------|---------------------------------------------|-----------------------------------------------------|
|                                                       | Contributions<br>Not Corrected                           | Contributions Corrected<br>Outside VFCP | Contributions Pending<br>Correction in VFCP |                                                     |
| \$ 227,668                                            | \$ -                                                     | \$ -                                    | \$ -                                        | \$ 227,668                                          |

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**21st Century Media, Inc. 401(k) Savings & Retirement Plan**  
**(formerly known as Journal Register Company, Inc. 401(k) Savings and Retirement Plan)**  
**Schedule of Assets (Held at End of Year)**  
**December 31, 2013**

EIN: 38-3885419 Plan # 002

Schedule H, Line 4i

| (a) | (b)<br>Identity of Issuer, Borrower<br>Lessor or Similar Party | (c)<br>Description of Investment Including<br>Maturity Date, Rate of Interest,<br>Collateral, Par or Maturity Value | (d)<br>Cost | (e)<br>Current<br>Value |
|-----|----------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------|-------------|-------------------------|
|     | Common/Collective Trusts                                       |                                                                                                                     |             |                         |
|     | Federated Investors Trust                                      | Capital Preservation Fund                                                                                           | (1)         | \$ 5,916,765            |
|     | BlackRock                                                      | Equity Index Fund                                                                                                   | (1)         | \$ 3,710,464            |
|     | Registered Investment Companies                                |                                                                                                                     |             |                         |
|     | Pacific Investment Management Company                          | Total Return Fund Class A                                                                                           | (1)         | 6,066,172               |
|     | Franklin Templeton                                             | Managed Trust Rising                                                                                                | (1)         | 7,513,303               |
|     | Lazard                                                         | International Equity Portfolio                                                                                      | (1)         | 4,117,176               |
|     | Wells Fargo Advantage                                          | Strategic Large Cap Growth                                                                                          | (1)         | 3,421,822               |
|     | BlackRock                                                      | Equity Dividend Class I                                                                                             | (1)         | 3,130,967               |
|     | Alliance NFJ                                                   | Small Cap Value Class A                                                                                             | (1)         | 2,629,828               |
|     | American Century                                               | Government Bond Fund                                                                                                | (1)         | 2,433,906               |
|     | Invesco Van Kampen                                             | Equity Fund Class A                                                                                                 | (1)         | 2,381,213               |
|     | Ivy                                                            | Midcap Growth Fund Class I                                                                                          | (1)         | 2,223,183               |
|     | BlackRock                                                      | Global Allocation Fund Class I                                                                                      | (1)         | 1,421,850               |
|     | Victory                                                        | Established Fund                                                                                                    | (1)         | 1,291,553               |
|     | Oppenheimer                                                    | Global Fund Class Y                                                                                                 | (1)         | 942,942                 |
|     | Mainstay                                                       | High Yield Corporate Bond Fund                                                                                      | (1)         | 684,785                 |
|     | Clearbridge                                                    | Small Cap Growth Class A                                                                                            | (1)         | 547,433                 |
|     | Cash, interest bearing                                         |                                                                                                                     |             |                         |
| *   | FIA Card Services, N.A.                                        | Retirement Bank Account                                                                                             | (1)         | 540,093                 |
|     | Participant loans                                              | Interest rates from 4.25% - 9.25%,<br>maturing through December 2018                                                | -0-         | 1,015,783               |

(1) Cost information has not been provided as Plan assets are participant directed.

\* Party-in-interest to the Plan.