Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
MILES MEDIA GROUP, LLC 401(K) PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/1972

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

MILES MEDIA GROUP, LLC

6751 PROFESSIONAL PARKWAY WEST
SARASOTA, FL 34240

2b Employer Identification Number (EIN)
02-0761404

2c Sponsor's telephone number
800-683-0010

2d Business code (see instructions)
541600

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/03/2014	LEAH LEWIS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	193
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	155
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	39
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	194
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	194
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	175
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	22
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2F 2G 2J 2K 2T 3D 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	[X]	**R** (Retirement Plan Information)
(2)	[ ]	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	[ ]	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	[X]	**H** (Financial Information)
(2)	[ ]	**I** (Financial Information – Small Plan)
(3)	[ ]	**A** (Insurance Information)
(4)	[X]	**C** (Service Provider Information)
(5)	[X]	**D** (DFE/Participating Plan Information)
(6)	[ ]	**G** (Financial Transaction Schedules)

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

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

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

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 64 65	RECORDKEEPER	14343	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

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

A Name of plan
MILES MEDIA GROUP, LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
MILES MEDIA GROUP, LLC

D Employer Identification Number (EIN)
02-0761404

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: MIP CL 1

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

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)
04-3022712-024	C	229398

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)

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

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

A Name of plan
MILES MEDIA GROUP, LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
MILES MEDIA GROUP, LLC

D Employer Identification Number (EIN)
02-0761404

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	191962	170955
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	90969	208813
(9) Value of interest in common/collective trusts	1c(9)	219029	229398
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	4935807	6783445
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	5437767	7392611
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	5437767	7392611

Part II Income and Expense Statement

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

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	89206	
(B) Participants	2a(1)(B)	659673	
(C) Others (including rollovers)	2a(1)(C)	9445	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		758324
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	18	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	8099	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		8117
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	330592	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		330592
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		-741
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		1044118
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		2140410
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	170193	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		170193
f Corrective distributions (see instructions)	2f		1029
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: **(1)** Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	14344	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		14344
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		185566
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1954844
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: MAYER HOFFMAN MCCANN P.C. **(2)** EIN: 43-1947695

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 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:

		Yes	No	Amount
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.)	4a		X	
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.)	4b		X	

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

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

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

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

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)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

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

A Name of plan
MILES MEDIA GROUP, LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
MILES MEDIA GROUP, LLC

D Employer Identification Number (EIN)
02-0761404

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1**

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 04-6568107

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 a Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

MILES MEDIA GROUP, LLC 401(K) PLAN

Financial Statements
and
Supplemental Schedule

December 31, 2013 and 2012
(With Independent Auditor's Report Thereon)

MILES MEDIA GROUP, LLC 401(K) PLAN

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Mayer Hoffman McCann P.C.
An Independent CPA Firm

13577 Feather Sound Drive, Suite 400 ■ Clearwater, Florida 33762
Main: 727.572.1400 ■ Fax: 727.571.1933 www.mhmcpa.com

Independent Auditor's Report

Board of Trustees
Miles Media Group, LLC 401(k) Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Miles Media Group, LLC 401(k) Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and 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.

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of 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 Year End) as of December 31, 2013, which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

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

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

Mayer Hoffman McCann P.C.

September 25, 2014
Clearwater, Florida

MILES MEDIA GROUP, LLC 401(K) PLAN

Statements of Net Assets Available for Benefits

December 31, 2013 and 2012

	2013	2012
Investments, at fair value:		
Money market fund	$ 170,955	191,962
Common/collective trusts	229,398	219,029
Registered investment companies	6,783,445	4,935,807
Total investments	7,183,798	5,346,798
Notes receivable from participants	208,813	90,969
Total assets, at fair value	7,392,611	5,437,767
Excess contribution payable	(4,496)	-
Net assets available for benefits, at fair value	7,388,115	5,437,767
Adjustment from fair value to contract value for fully benefit responsive investment contracts	(3,458)	(6,268)
Net assets available for benefits	$ 7,384,657	5,431,499

See accompanying independent auditor's report and notes to financial statements.

MILES MEDIA GROUP, LLC 401(K) PLAN

Statement of Changes in Net Assets Available for Benefits

For the Year Ended December 31, 2013

Additions to net assets attributable to:		
Investment income:		
Net appreciation in fair value of registered investment companies	$	998,967
Interest on notes receivable from participants		8,099
Interest and dividends from investments		377,830
Total investment income		1,384,896
Contributions:		
Employer		89,206
Participant		655,177
Rollovers		9,445
Total additions to net assets		2,138,724
Deductions from net assets attributable to:		
Benefits paid to participants		171,222
Administrative expenses		14,344
Total deductions from net assets		185,566
Net increase		1,953,158
Net assets available for benefits:		
Beginning of year		5,431,499
End of year	$	7,384,657

See accompanying independent auditor's report and notes to financial statements.

(1) Description of the Plan

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

(a) General

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

Effective February 1, 2010, the Plan was amended and restated to adopt the Fidelity Volume Submitter Plan. The Plan operates in compliance with regulations under the Internal Revenue Code of 1986 and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

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

Effective March 1, 2011, the Plan was amended to include service with specified predecessor employers for purposes of determining eligibility and vesting as detailed in the Plan Agreement. These specified predecessor employers include Brownell Associates, Inc., See Publications, Inc., Prescott Visitor Magazines, Inc., and Weaver Publications, Inc.

(b) Contributions

The Plan allows each participant to elect under a salary deferral agreement to reduce compensation to which he or she is otherwise entitled in return for the agreement of the Employer to contribute the deferred amounts to the Plan on behalf of that employee. Such elective deferrals are made on a before-tax or after tax basis and are subject to certain limitations. Elective deferrals were limited to the lesser of 100% of eligible compensation or $17,500 ($23,000 for participants over age 50) for the year ended December 31, 2013.

At its discretion, the Employer may make matching contributions to the Plan. During the years ended December 31, 2013 and 2012, the Employer elected to match 27.5% of participants' deferrals of the first 4% of the participants' eligible compensation. Any forfeiture of the Employer matching contributions are first applied to administrative expenses of the Plan, and then any remaining forfeitures are used to reduce employer contributions. Forfeitures available to reduce administrative expenses and employer contributions were approximately $9,400 and $10,400 at December 31, 2013 and 2012, respectively. During 2013, approximately $12,800 in forfeitures were used to reduce Plan administrative expenses.

(1) Description of the Plan - Continued

(b) Contributions - Continued

In addition, the Plan allows the Employer to make discretionary annual Qualified Non-Elective Employer Contributions (QNEC) to the Plan at the discretion of the Employer's Board of Directors. There were no QNEC contributions made during the year ended December 31, 2013.

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

(c) Participant Accounts

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

(d) Notes Receivable from Participants

Participants may borrow from their account a minimum of $1,000 to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loan terms range from one to five years or up to ten years for the purchase of a principal residence. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates. Loan interest rates range from 5.25% to 7.00% at December 31, 2013. Principal and interest are paid ratably through payroll deductions.

(e) Vesting

A participant's salary deferrals, QNEC contributions, and earnings thereon, are 100% vested at all times. The Employer's matching contribution vests at an incremental rate of 20% per year upon the second year of service. The contribution becomes 100% vested after six years of service or upon reaching normal retirement age, disability or death.

(f) Investment Options

Participants may direct contributions to any of the investment options offered by the Plan. The investment options include money market funds, various mutual funds, and a common collective trust. The fund fair values are computed daily by the custodians and reflect changes in the unit values of the investments. The common collective trust fair value is determined based on the market value of the underlying guaranteed interest contracts. Fund allocation percentages may be changed by participants at any time.

(1) Description of the Plan - Continued

(g) Payment of Benefits

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

(h) Hardship Withdrawals

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

(i) Plan Termination

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

(2) Summary of Significant Accounting Policies

(a) Accounting Basis

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

(b) Fully Benefit Responsive Investments

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

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

(2) Summary of Significant Accounting Policies - Continued

(b) Fully Benefit Responsive Investments - Continued

ASC 962 requires that fully benefit responsive investments be reported at fair value. However, contract value is the relevant measure to the Plan because it is the amount that is available for Plan benefits. Accordingly, the investment in the Fund, as reflected in the statements of net assets available for benefits, is at fair value with a corresponding adjustment to reflect the investment at contract value. For the years ended December 31, 2013 and 2012, the average yield for this common collective trust was 1.54% and 1.70%, respectively. The crediting interest rate was 0.89% and 1.05%, respectively.

(c) Valuation of Investments and Income Recognition

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

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

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

(d) 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 and disclosures. Accordingly, actual results may differ from those estimates.

(e) Administrative Expenses

Administrative expenses represent recordkeeping, legal, and accounting fees incurred to maintain the Plan and are paid to Fidelity. Custodial and third party administrator fees are paid out of Plan assets with any other costs being paid by the Employer.

(2) Summary of Significant Accounting Policies - Continued

(f) Notes Receivable from Participants and Interest Recognition

Loans to participants are reported at their unpaid principal balances plus any accrued but unpaid interest. Interest income on notes receivables from participants is recorded when it is earned.

(g) Withdrawals and Exchanges

Withdrawals and exchanges between investment fund options by participants are recorded based upon the specific proceeds and cost of the investment at the date of withdrawal or exchange.

(h) Risks and Uncertainties

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

(3) Investments

The fair value of individual investments that represent 5% or more of the Plan's net assets available for benefits consists of the following at December 31, 2013 and 2012:

	2013	2012
Fidelity Growth Company Fund	$ 487,109	323,361
Fidelity Balanced Fund	495,091	391,396
Fidelity Diversified International Fund	486,918	343,353
Fidelity Contrafund	910,078	677,136
Fidelity Low-Priced Stock Fund	468,786	341,880
Fidelity Asset Manager Fund 50% Composite	377,103	286,552
Fidelity Value Fund	463,466	324,486
Fidelity Capital & Income Fund	389,135	328,127

(4) Information Certified by the Trustee (Unaudited)

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Accordingly, Fidelity, the Plan's trustee, has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

- Total investments and notes receivable from participants, as shown in the statements of net assets available for benefits, as of December 31, 2013 and 2012;
- Total investment income and related investment activity as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2013;
- The schedule of assets (held at end of year) as of December 31, 2013 included in the supplemental schedule.

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

(5) Income Tax Status

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

(6) Transactions with Parties-in-Interest

Certain plan investments are managed and held by Fidelity, and these transactions qualify as party-in-interest transactions. During 2013, the Plan paid Fidelity approximately, $14,300 for these services. While these transactions qualify as party-in-interest transactions as defined in Section 3(14) of ERISA, they are expressly exempted from the prohibited transaction rules.

(7) Reconciliation of Financial Statements to Form 5500

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

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

	2013	2012
Net assets available for benefits per the financial statements	$ 7,384,657	5,431,499
Excess contributions payable	4,496	-
Adjustment from fair value to contract value for fully benefit responsive investment contracts	3,458	6,268
Net assets available for benefits per Schedule H of Form 5500, Line 1(l)	$ 7,392,611	5,437,767

The following is a reconciliation of the net increase in net assets available for benefits per the financial statements for the year ended December 31, 2013 to the net income on Schedule H of Form 5500:

Net increase in net assets available for benefits per the financial statements	$ 1,953,158
Excess contribution payable at December 31, 2013	4,496
Fair value adjustment at December 31, 2012	(6,268)
Fair value adjustment at December 31, 2013	3,458
Net income per Schedule H of Form 5500, Line 2(k)	$ 1,954,844

(8) Fair Value Measurements

FASB ASC 820, *Fair Value Measurements and Disclosures*, establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three levels of the fair value hierarchy under ASC 820 are described below. A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities that the Plan has the ability to access at measurement date;

Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly; these might include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (such as interest rates, volatilities, prepayment speeds, credit risks, etc.) or inputs that are derived principally from or corroborated by market data by correlation or other means;

Level 3: Unobservable inputs for determining the fair values of assets or liabilities that reflect assumptions that market participants would use in pricing the assets or liabilities.

The asset's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The following is a description of the valuation methodologies used for the investments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy. There have been no changes in methodologies used at December 31, 2013 and 2012.

Money Market Fund

Money market funds are valued based on quoted market prices in active markets, which represent the net asset value of shares held by the Plan at year end and are classified as Level 1 investments.

Registered Investment Companies (Mutual Funds)

Mutual funds are valued based on quoted market prices in active markets, which represent the net asset value of shares held by the Plan at year end and are classified as Level 1 investments.

Common/Collective Trusts

The fair value of the Common Collective Trust is equal to the sum of the market value of all of the fund's underlying investments, the majority of which are corporate bonds and U.S. government and Government agency obligations. These debt securities are valued based on evaluated prices from independent pricing services which utilize matrix pricing that considers the price of bonds of comparable quality, coupon, maturity, and type and are classified as Level 2 investments.

(8) Fair Value Measurements - Continued

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2013:

		Fair Value Measurements at 12/31/2013 Using		
Description	Assets Measured at Fair Value at 12/31/13	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Common/collective trusts	$ 229,398	-	229,398	-
Money market fund	170,955	170,955	-	-
Registered investment companies				
Large Growth Funds	1,491,828	1,491,828	-	-
International/Global Funds	486,918	486,918	-	-
Mid Blend Funds	468,785	468,785	-	-
Mid Value Funds	463,466	463,466	-	-
Balanced/Hybrid Funds	495,091	495,091	-	-
High Yield Funds	389,135	389,135	-	-
Bond Funds	247,757	247,757	-	-
Mid Growth Funds	317,056	317,056	-	-
Blended Benchmarks Funds	377,103	377,103	-	-
Specialty Funds	1,012,433	1,012,433	-	-
Small Growth Funds	201,817	201,817	-	-
Lifecycle Funds	832,056	832,056	-	-
	$ 7,183,798	6,954,400	229,398	-

(8) Fair Value Measurements - Continued

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

		Fair Value Measurements at 12/31/2012 Using		
Description	Assets Measured at Fair Value at 12/31/12	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Common/collective trusts	$ 219,029	-	219,029	-
Money market fund	191,962	191,962	-	-
Registered investment companies				
Large Growth Funds	1,067,937	1,067,937	-	-
International/Global Funds	343,353	343,353	-	-
Mid Blend Funds	341,880	341,880	-	-
Mid Value Funds	324,486	324,486	-	-
Balanced/Hybrid Funds	391,396	391,396	-	-
High Yield Funds	328,127	328,127	-	-
Bond Funds	224,454	224,454	-	-
Mid Growth Funds	237,686	237,686	-	-
Blended Benchmarks Funds	286,552	286,552	-	-
Specialty Funds	723,635	723,635	-	-
Small Growth Funds	144,372	144,372	-	-
Lifecycle Funds	521,929	521,929	-	-
	$ 5,346,798	5,127,769	219,029	-

(9) Subsequent Events

The Plan's management has evaluated events and transactions for potential recognition or disclosure through September 25, 2014, the date which financial statements were available to be issued.

MILES MEDIA GROUP, LLC 401(K) PLAN

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

Employer Identification Number: 02-0761404
Plan Number: 002

December 31, 2013

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value (if applicable)	(e) Current Value
*	Fidelity Growth Company Fund	Registered Investment Company	$ 487,109
*	Fidelity Diversified International Fund	Registered Investment Company	486,918
*	Fidelity Contrafund	Registered Investment Company	910,078
*	Fidelity Low-Priced Stock Fund	Registered Investment Company	468,786
*	Fidelity Value Fund	Registered Investment Company	463,466
*	Fidelity Balanced Fund	Registered Investment Company	495,091
*	Fidelity Capital & Income Fund	Registered Investment Company	389,135
*	Fidelity US Bond Index Advantage	Registered Investment Company	247,757
*	Fidelity Mid-Cap Stock Fund	Registered Investment Company	317,056
*	Fidelity Asset Manager Fund 50% Composite	Registered Investment Company	377,103
*	Fidelity Fifty Fund	Registered Investment Company	94,641
*	Fidelity Select Technology Portfolio Fund	Registered Investment Company	235,268
*	Fidelity Select Health Care Portfolio Fund	Registered Investment Company	258,235
*	Fidelity Stock Selector Small Cap Fund	Registered Investment Company	201,817
*	Fidelity Select Natural Resource Portfolio Fund	Registered Investment Company	295,668
*	Fidelity Select Financial Services Portfolio Fund	Registered Investment Company	99,130
*	Fidelity Select Utilities Portfolio Fund	Registered Investment Company	54,035
*	Fidelity Select Consumer Discretionary Portfolio Fund	Registered Investment Company	42,190
*	Fidelity Select Industrials Portfolio Fund	Registered Investment Company	27,907
*	Fidelity Freedom Income	Registered Investment Company	3,716
*	Fidelity Freedom 2000	Registered Investment Company	7,203
*	Fidelity Freedom 2015	Registered Investment Company	116
*	Fidelity Freedom 2020	Registered Investment Company	15,592
*	Fidelity Freedom 2025	Registered Investment Company	71,896
*	Fidelity Freedom 2030	Registered Investment Company	111,182
*	Fidelity Freedom 2035	Registered Investment Company	142,716
*	Fidelity Freedom 2040	Registered Investment Company	203,277
*	Fidelity Freedom 2045	Registered Investment Company	191,607
*	Fidelity Freedom 2050	Registered Investment Company	80,817
*	Fidelity Freedom 2055	Registered Investment Company	3,933
*	Fidelity Retirement Government Money Market Portfolio Fund	Money Market Fund	170,955
*	Fidelity MGD Inc Portfolio Fund	Common/Collective Trust	229,398
			7,183,798
*	Participant loans	5.25% - 7.00%	208,813
			$ 7,392,611

** Party-in-interest*

MILES MEDIA GROUP, LLC 401(K) PLAN

Financial Statements
and
Supplemental Schedule

December 31, 2013 and 2012
(With Independent Auditor's Report Thereon)

MILES MEDIA GROUP, LLC 401(K) PLAN

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Mayer Hoffman McCann P.C.
An Independent CPA Firm

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Independent Auditor's Report

Board of Trustees
Miles Media Group, LLC 401(k) Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Miles Media Group, LLC 401(k) Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and 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.

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of 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 Year End) as of December 31, 2013, which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

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

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

Mayer Hoffman McCann P.C.

September 25, 2014
Clearwater, Florida

MILES MEDIA GROUP, LLC 401(K) PLAN

Statements of Net Assets Available for Benefits

December 31, 2013 and 2012

	2013	2012
Investments, at fair value:		
Money market fund	$ 170,955	191,962
Common/collective trusts	229,398	219,029
Registered investment companies	6,783,445	4,935,807
Total investments	7,183,798	5,346,798
Notes receivable from participants	208,813	90,969
Total assets, at fair value	7,392,611	5,437,767
Excess contribution payable	(4,496)	-
Net assets available for benefits, at fair value	7,388,115	5,437,767
Adjustment from fair value to contract value for fully benefit responsive investment contracts	(3,458)	(6,268)
Net assets available for benefits	$ 7,384,657	5,431,499

See accompanying independent auditor's report and notes to financial statements.

MILES MEDIA GROUP, LLC 401(K) PLAN

Statement of Changes in Net Assets Available for Benefits

For the Year Ended December 31, 2013

Additions to net assets attributable to:		
Investment income:		
Net appreciation in fair value of registered investment companies	$	998,967
Interest on notes receivable from participants		8,099
Interest and dividends from investments		377,830
Total investment income		1,384,896
Contributions:		
Employer		89,206
Participant		655,177
Rollovers		9,445
Total additions to net assets		2,138,724
Deductions from net assets attributable to:		
Benefits paid to participants		171,222
Administrative expenses		14,344
Total deductions from net assets		185,566
Net increase		1,953,158
Net assets available for benefits:		
Beginning of year		5,431,499
End of year	$	7,384,657

See accompanying independent auditor's report and notes to financial statements.

(1) Description of the Plan

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

(a) General

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

Effective February 1, 2010, the Plan was amended and restated to adopt the Fidelity Volume Submitter Plan. The Plan operates in compliance with regulations under the Internal Revenue Code of 1986 and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

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

Effective March 1, 2011, the Plan was amended to include service with specified predecessor employers for purposes of determining eligibility and vesting as detailed in the Plan Agreement. These specified predecessor employers include Brownell Associates, Inc., See Publications, Inc., Prescott Visitor Magazines, Inc., and Weaver Publications, Inc.

(b) Contributions

The Plan allows each participant to elect under a salary deferral agreement to reduce compensation to which he or she is otherwise entitled in return for the agreement of the Employer to contribute the deferred amounts to the Plan on behalf of that employee. Such elective deferrals are made on a before-tax or after tax basis and are subject to certain limitations. Elective deferrals were limited to the lesser of 100% of eligible compensation or $17,500 ($23,000 for participants over age 50) for the year ended December 31, 2013.

At its discretion, the Employer may make matching contributions to the Plan. During the years ended December 31, 2013 and 2012, the Employer elected to match 27.5% of participants' deferrals of the first 4% of the participants' eligible compensation. Any forfeiture of the Employer matching contributions are first applied to administrative expenses of the Plan, and then any remaining forfeitures are used to reduce employer contributions. Forfeitures available to reduce administrative expenses and employer contributions were approximately $9,400 and $10,400 at December 31, 2013 and 2012, respectively. During 2013, approximately $12,800 in forfeitures were used to reduce Plan administrative expenses.

(1) Description of the Plan - Continued

(b) Contributions - Continued

In addition, the Plan allows the Employer to make discretionary annual Qualified Non-Elective Employer Contributions (QNEC) to the Plan at the discretion of the Employer's Board of Directors. There were no QNEC contributions made during the year ended December 31, 2013.

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

(c) Participant Accounts

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

(d) Notes Receivable from Participants

Participants may borrow from their account a minimum of $1,000 to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loan terms range from one to five years or up to ten years for the purchase of a principal residence. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates. Loan interest rates range from 5.25% to 7.00% at December 31, 2013. Principal and interest are paid ratably through payroll deductions.

(e) Vesting

A participant's salary deferrals, QNEC contributions, and earnings thereon, are 100% vested at all times. The Employer's matching contribution vests at an incremental rate of 20% per year upon the second year of service. The contribution becomes 100% vested after six years of service or upon reaching normal retirement age, disability or death.

(f) Investment Options

Participants may direct contributions to any of the investment options offered by the Plan. The investment options include money market funds, various mutual funds, and a common collective trust. The fund fair values are computed daily by the custodians and reflect changes in the unit values of the investments. The common collective trust fair value is determined based on the market value of the underlying guaranteed interest contracts. Fund allocation percentages may be changed by participants at any time.

(1) Description of the Plan - Continued

(g) Payment of Benefits

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

(h) Hardship Withdrawals

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

(i) Plan Termination

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

(2) Summary of Significant Accounting Policies

(a) Accounting Basis

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

(b) Fully Benefit Responsive Investments

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

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

(2) Summary of Significant Accounting Policies - Continued

(b) Fully Benefit Responsive Investments - Continued

ASC 962 requires that fully benefit responsive investments be reported at fair value. However, contract value is the relevant measure to the Plan because it is the amount that is available for Plan benefits. Accordingly, the investment in the Fund, as reflected in the statements of net assets available for benefits, is at fair value with a corresponding adjustment to reflect the investment at contract value. For the years ended December 31, 2013 and 2012, the average yield for this common collective trust was 1.54% and 1.70%, respectively. The crediting interest rate was 0.89% and 1.05%, respectively.

(c) Valuation of Investments and Income Recognition

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

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

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

(d) 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 and disclosures. Accordingly, actual results may differ from those estimates.

(e) Administrative Expenses

Administrative expenses represent recordkeeping, legal, and accounting fees incurred to maintain the Plan and are paid to Fidelity. Custodial and third party administrator fees are paid out of Plan assets with any other costs being paid by the Employer.

(2) Summary of Significant Accounting Policies - Continued

(f) Notes Receivable from Participants and Interest Recognition

Loans to participants are reported at their unpaid principal balances plus any accrued but unpaid interest. Interest income on notes receivables from participants is recorded when it is earned.

(g) Withdrawals and Exchanges

Withdrawals and exchanges between investment fund options by participants are recorded based upon the specific proceeds and cost of the investment at the date of withdrawal or exchange.

(h) Risks and Uncertainties

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

(3) Investments

The fair value of individual investments that represent 5% or more of the Plan's net assets available for benefits consists of the following at December 31, 2013 and 2012:

	2013	2012
Fidelity Growth Company Fund	$ 487,109	323,361
Fidelity Balanced Fund	495,091	391,396
Fidelity Diversified International Fund	486,918	343,353
Fidelity Contrafund	910,078	677,136
Fidelity Low-Priced Stock Fund	468,786	341,880
Fidelity Asset Manager Fund 50% Composite	377,103	286,552
Fidelity Value Fund	463,466	324,486
Fidelity Capital & Income Fund	389,135	328,127

(4) Information Certified by the Trustee (Unaudited)

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Accordingly, Fidelity, the Plan's trustee, has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

- Total investments and notes receivable from participants, as shown in the statements of net assets available for benefits, as of December 31, 2013 and 2012;
- Total investment income and related investment activity as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2013;
- The schedule of assets (held at end of year) as of December 31, 2013 included in the supplemental schedule.

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

(5) Income Tax Status

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

(6) Transactions with Parties-in-Interest

Certain plan investments are managed and held by Fidelity, and these transactions qualify as party-in-interest transactions. During 2013, the Plan paid Fidelity approximately, $14,300 for these services. While these transactions qualify as party-in-interest transactions as defined in Section 3(14) of ERISA, they are expressly exempted from the prohibited transaction rules.

(7) Reconciliation of Financial Statements to Form 5500

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

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

	2013	2012
Net assets available for benefits per the financial statements	$ 7,384,657	5,431,499
Excess contributions payable	4,496	-
Adjustment from fair value to contract value for fully benefit responsive investment contracts	3,458	6,268
Net assets available for benefits per Schedule H of Form 5500, Line 1(l)	$ 7,392,611	5,437,767

The following is a reconciliation of the net increase in net assets available for benefits per the financial statements for the year ended December 31, 2013 to the net income on Schedule H of Form 5500:

Net increase in net assets available for benefits per the financial statements	$ 1,953,158
Excess contribution payable at December 31, 2013	4,496
Fair value adjustment at December 31, 2012	(6,268)
Fair value adjustment at December 31, 2013	3,458
Net income per Schedule H of Form 5500, Line 2(k)	$ 1,954,844

(8) Fair Value Measurements

FASB ASC 820, *Fair Value Measurements and Disclosures*, establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three levels of the fair value hierarchy under ASC 820 are described below. A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities that the Plan has the ability to access at measurement date;

Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly; these might include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (such as interest rates, volatilities, prepayment speeds, credit risks, etc.) or inputs that are derived principally from or corroborated by market data by correlation or other means;

Level 3: Unobservable inputs for determining the fair values of assets or liabilities that reflect assumptions that market participants would use in pricing the assets or liabilities.

The asset's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The following is a description of the valuation methodologies used for the investments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy. There have been no changes in methodologies used at December 31, 2013 and 2012.

Money Market Fund

Money market funds are valued based on quoted market prices in active markets, which represent the net asset value of shares held by the Plan at year end and are classified as Level 1 investments.

Registered Investment Companies (Mutual Funds)

Mutual funds are valued based on quoted market prices in active markets, which represent the net asset value of shares held by the Plan at year end and are classified as Level 1 investments.

Common/Collective Trusts

The fair value of the Common Collective Trust is equal to the sum of the market value of all of the fund's underlying investments, the majority of which are corporate bonds and U.S. government and Government agency obligations. These debt securities are valued based on evaluated prices from independent pricing services which utilize matrix pricing that considers the price of bonds of comparable quality, coupon, maturity, and type and are classified as Level 2 investments.

(8) Fair Value Measurements - Continued

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2013:

		Fair Value Measurements at 12/31/2013 Using		
Description	Assets Measured at Fair Value at 12/31/13	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Common/collective trusts	$ 229,398	-	229,398	-
Money market fund	170,955	170,955	-	-
Registered investment companies				
Large Growth Funds	1,491,828	1,491,828	-	-
International/Global Funds	486,918	486,918	-	-
Mid Blend Funds	468,785	468,785	-	-
Mid Value Funds	463,466	463,466	-	-
Balanced/Hybrid Funds	495,091	495,091	-	-
High Yield Funds	389,135	389,135	-	-
Bond Funds	247,757	247,757	-	-
Mid Growth Funds	317,056	317,056	-	-
Blended Benchmarks Funds	377,103	377,103	-	-
Specialty Funds	1,012,433	1,012,433	-	-
Small Growth Funds	201,817	201,817	-	-
Lifecycle Funds	832,056	832,056	-	-
	$ 7,183,798	6,954,400	229,398	-

(8) Fair Value Measurements - Continued

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

		Fair Value Measurements at 12/31/2012 Using		
Description	Assets Measured at Fair Value at 12/31/12	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Common/collective trusts	$ 219,029	-	219,029	-
Money market fund	191,962	191,962	-	-
Registered investment companies				
Large Growth Funds	1,067,937	1,067,937	-	-
International/Global Funds	343,353	343,353	-	-
Mid Blend Funds	341,880	341,880	-	-
Mid Value Funds	324,486	324,486	-	-
Balanced/Hybrid Funds	391,396	391,396	-	-
High Yield Funds	328,127	328,127	-	-
Bond Funds	224,454	224,454	-	-
Mid Growth Funds	237,686	237,686	-	-
Blended Benchmarks Funds	286,552	286,552	-	-
Specialty Funds	723,635	723,635	-	-
Small Growth Funds	144,372	144,372	-	-
Lifecycle Funds	521,929	521,929	-	-
	$ 5,346,798	5,127,769	219,029	-

(9) Subsequent Events

The Plan's management has evaluated events and transactions for potential recognition or disclosure through September 25, 2014, the date which financial statements were available to be issued.

MILES MEDIA GROUP, LLC 401(K) PLAN

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

Employer Identification Number: 02-0761404
Plan Number: 002

December 31, 2013

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value (if applicable)	(e) Current Value
*	Fidelity Growth Company Fund	Registered Investment Company	$ 487,109
*	Fidelity Diversified International Fund	Registered Investment Company	486,918
*	Fidelity Contrafund	Registered Investment Company	910,078
*	Fidelity Low-Priced Stock Fund	Registered Investment Company	468,786
*	Fidelity Value Fund	Registered Investment Company	463,466
*	Fidelity Balanced Fund	Registered Investment Company	495,091
*	Fidelity Capital & Income Fund	Registered Investment Company	389,135
*	Fidelity US Bond Index Advantage	Registered Investment Company	247,757
*	Fidelity Mid-Cap Stock Fund	Registered Investment Company	317,056
*	Fidelity Asset Manager Fund 50% Composite	Registered Investment Company	377,103
*	Fidelity Fifty Fund	Registered Investment Company	94,641
*	Fidelity Select Technology Portfolio Fund	Registered Investment Company	235,268
*	Fidelity Select Health Care Portfolio Fund	Registered Investment Company	258,235
*	Fidelity Stock Selector Small Cap Fund	Registered Investment Company	201,817
*	Fidelity Select Natural Resource Portfolio Fund	Registered Investment Company	295,668
*	Fidelity Select Financial Services Portfolio Fund	Registered Investment Company	99,130
*	Fidelity Select Utilities Portfolio Fund	Registered Investment Company	54,035
*	Fidelity Select Consumer Discretionary Portfolio Fund	Registered Investment Company	42,190
*	Fidelity Select Industrials Portfolio Fund	Registered Investment Company	27,907
*	Fidelity Freedom Income	Registered Investment Company	3,716
*	Fidelity Freedom 2000	Registered Investment Company	7,203
*	Fidelity Freedom 2015	Registered Investment Company	116
*	Fidelity Freedom 2020	Registered Investment Company	15,592
*	Fidelity Freedom 2025	Registered Investment Company	71,896
*	Fidelity Freedom 2030	Registered Investment Company	111,182
*	Fidelity Freedom 2035	Registered Investment Company	142,716
*	Fidelity Freedom 2040	Registered Investment Company	203,277
*	Fidelity Freedom 2045	Registered Investment Company	191,607
*	Fidelity Freedom 2050	Registered Investment Company	80,817
*	Fidelity Freedom 2055	Registered Investment Company	3,933
*	Fidelity Retirement Government Money Market Portfolio Fund	Money Market Fund	170,955
*	Fidelity MGD Inc Portfolio Fund	Common/Collective Trust	229,398
			7,183,798
*	Participant loans	5.25% - 7.00%	208,813
			$ 7,392,611

** Party-in-interest*