

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☒
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information										
1a Name of plan PLAIN DEALER PUBLISHING CO. GUILD RETIREMENT PLAN	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;">004</td> </tr> <tr> <td colspan="2">1c Effective date of plan 06/01/1981</td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) 34-0228575</td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number 216-999-4224</td> </tr> <tr> <td colspan="2">2d Business code (see instructions) 511110</td> </tr> </table>	1b Three-digit plan number (PN) ▶	004	1c Effective date of plan 06/01/1981		2b Employer Identification Number (EIN) 34-0228575		2c Sponsor's telephone number 216-999-4224		2d Business code (see instructions) 511110	
1b Three-digit plan number (PN) ▶	004										
1c Effective date of plan 06/01/1981											
2b Employer Identification Number (EIN) 34-0228575											
2c Sponsor's telephone number 216-999-4224											
2d Business code (see instructions) 511110											
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) PLAIN DEALER PUBLISHING COMPANY LOCAL 1 OF NEWSPAPER GUILD 1801 SUPERIOR AVENUE CLEVELAND, OH 44114											

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

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

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

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
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		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	541
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	93
b Retired or separated participants receiving benefits		6b	183
c Other retired or separated participants entitled to future benefits		6c	224
d Subtotal. Add lines 6a , 6b , and 6c		6d	500
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	27
f Total. Add lines 6d and 6e		6f	527
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	2
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: 1A			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>PLAIN DEALER PUBLISHING CO. GUILD RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>PLAIN DEALER PUBLISHING COMPANY LOCAL 1 OF NEWSPAPER GUILD</u>	D Employer Identification Number (EIN) <u>34-0228575</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2013</u>	
2 Assets:	
a Market value	2a <u>30505557</u>
b Actuarial value	2b <u>30505557</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>207</u> <u>15879330</u>
b For terminated vested participants.....	3b <u>166</u> <u>7233296</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>81617</u>
(2) Vested benefits	3c(2) <u>10710272</u>
(3) Total active.....	3c(3) <u>168</u> <u>10791889</u>
d Total.....	3d <u>541</u> <u>33904515</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐	
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b
5 Effective interest rate	5 <u>6.32</u> %
6 Target normal cost	6 <u>295765</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE		<u>09/26/2014</u>
	Signature of actuary	Date
<u>MICHAEL C. KIRCHNER</u>	Type or print name of actuary	<u>14-05383</u>
		Most recent enrollment number
<u>TOWERS WATSON DELAWARE INC</u>	Firm name	<u>216-937-4000</u>
<u>1001 LAKESIDE AVENUE, SUITE 1900</u> <u>CLEVELAND, OH 44114-1172</u>	Address of the firm	Telephone number (including area code)

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2013
v. 130118

Part II Beginning of Year Carryover and Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	126479	280097
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	126479	280097
9 Amount remaining (line 7 minus line 8)		
10 Interest on line 9 using prior year's actual return of <u>12.64</u> %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		669157
b Interest on (a) using prior year's effective interest rate of <u>7.04</u> % except as otherwise provided (see instructions)		69877
c Total available at beginning of current plan year to add to prefunding balance		739034
d Portion of (c) to be added to prefunding balance		739034
12 Other reductions in balances due to elections or deemed elections		
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	739034

Part III Funding Percentages		
14 Funding target attainment percentage	14	87.79 %
15 Adjusted funding target attainment percentage	15	87.79 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	90.71 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
09/18/2013	27553		02/19/2014	27504	
10/16/2013	35990		03/25/2014	27504	
11/19/2013	201174		04/22/2014	462365	
12/16/2013	27504		04/15/2014	34381	
01/15/2014	34381		05/14/2014	27504	
01/28/2014	276632		06/16/2014	27797	
			Totals ►	18(b)	1906920
				18(c)	

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	
b Contributions made to avoid restrictions adjusted to valuation date	19b	
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	1759041

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☒ No

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part II Beginning of Year Carryover and Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)		
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)		
9	Amount remaining (line 7 minus line 8)		
10	Interest on line 9 using prior year's actual return of _____%		
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		
	b Interest on (a) using prior year's effective interest rate of _____% except as otherwise provided (see instructions)		
	c Total available at beginning of current plan year to add to prefunding balance		
	d Portion of (c) to be added to prefunding balance		
12	Other reductions in balances due to elections or deemed elections		
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)		

Part III Funding Percentages			
14	Funding target attainment percentage	14	%
15	Adjusted funding target attainment percentage	15	%
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
07/02/2014	300000				
07/15/2014	34746				
08/14/2014	27504				
09/15/2014	334381				
			Totals ►	18(b)	18(c)

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
	a Contributions allocated toward unpaid minimum required contributions from prior years.	19a
	b Contributions made to avoid restrictions adjusted to valuation date	19b
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c
20	Quarterly contributions and liquidity shortfalls:	
	a Did the plan have a "funding shortfall" for the prior year?	☐ Yes ☐ No
	b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☐ No
	c If line 20a is "Yes," see instructions and complete the following table as applicable:	

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 4.94%	2nd segment: 6.15%	3rd segment: 6.76 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	295765	
b Excess assets, if applicable, but not greater than line 31a	31b		
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	4137992	1235387	
b Waiver amortization installment		0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	1531152	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	739034	739034
36 Additional cash requirement (line 34 minus line 35).....	36	792118	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	1759041	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	966923	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	739034	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		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 <u>PLAIN DEALER PUBLISHING CO. GUILD RETIREMENT PLAN</u>	B Three-digit plan number (PN) <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>PLAIN DEALER PUBLISHING COMPANY LOCAL 1 OF NEWSPAPER GUILD</u>	D Employer Identification Number (EIN) <u>34-0228575</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
<u>SEI TRUST COMPANY</u> <u>1 FREEDOM VALLEY DRIVE P.O. BOX 110</u> <u>OAKS, PA 19456</u>
<u>06-1271230</u>

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

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

TOWERS WATSON DELAWARE INC

53-0181291

(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?
11	NONE	124733	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

HIGHLAND CONSULTING

34-1753575

(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?
27	NONE	32000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

KALMAR INVESTMENTS INC

51-0261641

(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?
27	NONE	22971	Yes ☒ No ☐	Yes ☐ No ☒	1123	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)

WELLINGTON TRUST CO.

04-2755549

(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?
51	NONE	23270	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

KEYBANK NATIONAL ASSOCIATION

34-1784820

(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?
13 19 99 21 59 62	CUSTODIAN	21684	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

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

TAMRO CAPITAL PARTNERS LLC

36-4373164

(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?
27	NONE	19714	Yes ☒ No ☐	Yes ☐ No ☒	1095	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)

PLAIN DEALER PUBLISHING COMPANY

34-0228575

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15	EMPLOYER	19222	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

FAYEZ SAROFIM & CO

74-1312679

(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?
28 51 68	NONE	16457	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

ZIEGLER LOTSOFF CAPITAL MANAGEMENT

27-2347077

(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?
51	NONE	15998	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)

WALTER & HAVERFIELD LLP

34-0602148

(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?
29	NONE	10276	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
KEYBANK NATIONAL ASSOCIATION	62	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
KEYBANK NATIONAL ASSOCIATION 34-1784820 127 PUBLIC SQUARE CLEVELAND, OH 44114	FLOAT INCOME IS CALCULATED GENERALLY BASED ON THE SHORT-TERM INTEREST CREDIT DIRECTLY LINKED TO THE FED FUNDS TARGET RATE

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FAYEZ SAROFIM & CO	68	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FAYEZ SARIFIM & CO. 74-1312679 2 HOUSTON CENTER, SUITE 2907 HOUSTON, TX 77010	THE COMPENSATION IS ALLOCATED USING A FORMULA BASED ON THE RATIO OF (1) THE BROKERAGE COMMISSIONS PAID BY THE CLIENT TO ALL BROKERS TO (2) THE TOTAL BROKERAGE COMMISSIONS PAID BY ALL CLIENTS TO ALL BROKERS.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2013
		This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>PLAIN DEALER PUBLISHING CO. GUILD RETIREMENT PLAN</u>	B Three-digit plan number (PN) <u>004</u>	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>PLAIN DEALER PUBLISHING COMPANY LOCAL 1 OF NEWSPAPER GUILD</u>	D Employer Identification Number (EIN) <u>34-0228575</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>WTC-CIF RESEARCH VALUE PORTFOLIO</u>		
b Name of sponsor of entity listed in (a): <u>WELLINGTON TRUST COMPANY NA</u>		
c EIN-PN <u>04-2767481-040</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>4161062</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>WINSLOW LARGE CAP GROWTH FUND</u>		
b Name of sponsor of entity listed in (a): <u>NUVEEN/SEI TRUST COMPANY INVESTMENT TRUST</u>		
c EIN-PN <u>27-3442979-010</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>4123185</u>
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
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
A Name of plan PLAIN DEALER PUBLISHING CO. GUILD RETIREMENT PLAN	B Three-digit plan number (PN) ▶	004
C Plan sponsor's name as shown on line 2a of Form 5500 PLAIN DEALER PUBLISHING COMPANY LOCAL 1 OF NEWSPAPER GUILD	D Employer Identification Number (EIN) 34-0228575	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1	Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions.....	1b(1)	1049122	1614699
	(2) Participant contributions.....	1b(2)		
	(3) Other.....	1b(3)	583719	164442
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	454837	404830
	(2) U.S. Government securities	1c(2)	26244	137000
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other.....	1c(3)(B)	5359214	5739993
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common.....	1c(4)(B)	7476200	8535835
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property).....	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans.....	1c(8)		
	(9) Value of interest in common/collective trusts	1c(9)	7734805	8284247
	(10) Value of interest in pooled separate accounts	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities.....	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	7862511	8616773
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other.....	1c(15)	880744	933089

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	31427396	34430908

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	930663	57701
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	930663	57701

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	30496733	34373207
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	1905919	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1905919
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	202	
(B) U.S. Government securities	2b(1)(B)	2855	
(C) Corporate debt instruments	2b(1)(C)	275923	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	52178	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		331158
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	134531	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		134531
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	4689183	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	3768237	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		920946
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	240181	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		240181

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		2331087
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		258497
c Other income.....	2c		193
d Total income. Add all income amounts in column (b) and enter total.....	2d		6122512

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	1829542	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other.....	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		1829542
f Corrective distributions (see instructions).....	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)	135009	
(2) Contract administrator fees.....	2i(2)	19222	
(3) Investment advisory and management fees.....	2i(3)	130037	
(4) Other.....	2i(4)	132228	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		416496
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		2246038

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		3876474
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

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

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

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

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

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

(1) Name: WALTHALL LLP

(2) EIN: 34-0644631

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

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

Part IV Compliance Questions

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

During the plan year:

- a** Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....
- b** Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		600000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

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

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

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

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

A Name of plan <u>PLAIN DEALER PUBLISHING CO. GUILD RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>PLAIN DEALER PUBLISHING COMPANY LOCAL 1 OF NEWSPAPER GUILD</u>	D Employer Identification Number (EIN) <u>34-0228575</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>34-6682667</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3 <u>10</u>

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

**PLAIN DEALER PUBLISHING CO.
GUILD RETIREMENT PLAN**

FINANCIAL STATEMENTS

WITH SUPPLEMENTARY INFORMATION

DECEMBER 31, 2013 AND 2012

**PLAIN DEALER PUBLISHING CO.
GUILD RETIREMENT PLAN**

FINANCIAL STATEMENTS

WITH SUPPLEMENTARY INFORMATION

DECEMBER 31, 2013 AND 2012

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Insight that yields results.

INDEPENDENT AUDITORS' REPORT

October 8, 2014

To the Plan Administrator
Retirement Board of Plain Dealer
Publishing Company - Guild
Plain Dealer Publishing Co. Guild Retirement Plan
Cleveland, Ohio

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Plain Dealer Publishing Co. Guild Retirement Plan, which comprise the statements of net assets available for benefits of as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, and the statement of accumulated plan benefits as of December 31, 2012, and the related statement of changes in accumulated plan benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by the KeyBank National Association, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. 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 and for the years ended December 31, 2013 and 2012 that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedules of assets (held at end of year) and reportable transactions as of and for the year ended December 31, 2013, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

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

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

Walthall, LLP

Certified Public Accountants

PLAIN DEALER PUBLISHING CO. GUILD RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2013 AND 2012

	<u>2013</u>	<u>2012</u>
Investments, at fair value:		
Money market accounts	404,830	454,837
U.S. government securities	137,000	26,244
State government obligations	933,089	880,744
Corporate debt - other	5,739,993	5,359,214
Registered investment companies	8,616,773	7,862,511
Common stocks	8,535,835	7,476,200
Common / collective trusts	<u>8,284,247</u>	<u>7,734,805</u>
	\$ 32,651,767	\$ 29,794,555
Receivables:		
Accrued interest and dividends	133,273	130,163
Employer contributions	\$ 1,614,699	\$ 1,049,122
Pending security sales	<u>31,169</u>	<u>453,556</u>
	<u>1,779,141</u>	<u>1,632,841</u>
TOTAL ASSETS	34,430,908	31,427,396
	LIABILITIES	
Pending security purchases	<u>57,701</u>	<u>930,663</u>
TOTAL LIABILITIES	<u>\$ 57,701</u>	<u>\$ 930,663</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 34,373,207</u></u>	<u><u>\$ 30,496,733</u></u>

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

PLAIN DEALER PUBLISHING CO. GUILD RETIREMENT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDING DECEMBER 31, 2013 AND 2012

	<u>2013</u>	<u>2012</u>
Investment income:		
Net appreciation in fair value of investments	3,416,043	2,956,749
Interest and dividends	800,357	710,175
Other income	<u>193</u>	<u>252</u>
	4,216,593	3,667,176
Less: investment expenses	<u>(130,037)</u>	<u>(139,983)</u>
	4,086,556	3,527,193
Employer contributions	<u>1,905,919</u>	<u>1,701,740</u>
Net change	5,992,475	5,228,933
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO		
Benefits paid to participants	1,829,542	3,254,911
Administrative expenses	<u>286,459</u>	<u>295,826</u>
Total deductions	<u>2,116,001</u>	<u>3,550,737</u>
NET INCREASE	3,876,474	1,678,196
NET ASSETS AVAILABLE FOR BENEFITS - BEGINNING	<u>\$ 30,496,733</u>	<u>\$ 28,818,537</u>
NET ASSETS AVAILABLE FOR BENEFITS - ENDING	<u><u>\$ 34,373,207</u></u>	<u><u>\$ 30,496,733</u></u>

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

PLAIN DEALER PUBLISHING CO. GUILD RETIREMENT PLAN
STATEMENT OF ACCUMULATED PLAN BENEFITS
DECEMBER 31, 2012

	<u>2012</u>
OF ACCUMULATED PLAN BENEFITS	
Vested benefits:	
Participants currently receiving payments	15,424,071
Other participants	<u>17,730,302</u>
	33,154,373
Nonvested benefits	<u>62,689</u>
TOTAL ACTUARIAL PRESENT VALUE	
OF ACCUMULATED PLAN BENEFITS	<u><u>\$ 33,217,062</u></u>

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

PLAIN DEALER PUBLISHING CO. GUILD RETIREMENT PLAN
STATEMENT OF CHANGES IN ACCUMULATED PLAN BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2012

	<u>2012</u>
PLAN BENEFITS - BEGINNING	31,618,286
INCREASE (DECREASE) DURING THE YEAR ATTRIBUTED TO	
Benefits accumulated	181,123
Actuarial losses	917,396
Increase for interest due to the decrease in the discount period	2,010,640
Benefits paid	(3,254,911)
Assumption changes	<u>1,744,528</u>
NET INCREASE	<u>1,598,776</u>
ACTUARIAL PRESENT VALUE OF ACCUMULATED	
 PLAN BENEFITS - ENDING	<u><u>\$ 33,217,062</u></u>

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

PLAIN DEALER PUBLISHING CO. GUILD RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

NOTE 1 - PLAN DESCRIPTION

The following brief description of the Plain Dealer Publishing Co. Guild Retirement Plan ("the Plan") is provided for general information purposes only. Participants should refer to the plan agreement for more complete information.

Nature of operations

The Plan is a defined benefit plan covering substantially all members of Local 1 of the Northeast Ohio Newspaper Guild ("the Guild") employed by the Plain Dealer Publishing Company ("the Company"). It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Plan is administered by a Retirement Board ("the Board"), which is comprised of four members, two each selected by both the Guild and the Company. The Board has full authority to control and manage the operation and administration of the Plan, except for the management of the Plan assets. Contributions received and assets held by KeyBank National Association, the Trustee of the Plan, are invested by the Trustee under the direction of investment firms appointed by the Board.

Pension benefits

Employees with five or more years of credited service are entitled to annual pension benefits beginning at normal retirement age (65) equal to a percentage (1.3285714%, except for the period of March 1, 2007 through June 30, 2008, inclusive, the percentage shall be .9%) of their average monthly compensation (up to \$5,519.72 for credited service through May 31, 2005, up to \$4,265.23 for credited service from June 1, 2005 through June 30, 2005, and up to \$5,519.72 for credited service on and after April 1, 2006) multiplied times their years of credited service. Employees do not receive credit for service performed during the periods of August 1, 2003 through December 31, 2004; July 1, 2005 through March 31, 2006; January 1, 2009 through December 31, 2009; October 1, 2010 through December 31, 2010; July 1, 2011 through June 30, 2012; and October 15, 2012 through December 31, 2014, inclusive. The Plan permits early retirement at ages 55 through 64 if employees have 10 or more years of credited service. Employees may elect to receive their pension benefits in the form of a joint and survivor annuity, or in another form as specified in the Plan. If employees terminate before rendering five years of credited service, they forfeit the right to receive the portion of their accumulated plan benefits.

Death and disability benefits

In the event of the death of a participant prior to that participant's termination of employment before September 1, 2011, the surviving spouse or designated beneficiary received a death benefit as specified by the Plan. Prior to December 1, 2012, if a participant with 10 years of credited service retires before age 65 due to a permanent and total disability, the participant will receive the benefit specified by the Plan.

Funding policy

The Company shall contribute an amount to the Plan as determined by the current collective bargaining agreement between the Company and the Guild, and additional amounts, if necessary, to meet the minimum required contributions. Contributions to the Plan are contingent on such payments being deductible by the Company under the provisions of the Internal Revenue Code. The Company's contributions for both 2013 and 2012 exceed the minimum funding requirements as prescribed by ERISA.

Plan termination

The Company anticipates that the Plan will continue without interruption; however, both the Company and Guild reserve the right to terminate the Plan subject to the requirements set forth in ERISA. In the event of termination of the Plan, the Plan provides that all of its assets shall be allocated among the participants in actuarially-determined amounts in the order provided by ERISA. Accrued benefits up to the date of such termination will be non-forfeitable. To the extent unfunded vested benefits exist, ERISA provides that such benefits are payable to participants by the Pension Benefit Guaranty Corporation, up to specified limitations.

PLAIN DEALER PUBLISHING CO. GUILD RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

NOTE 1 - PLAN DESCRIPTION (Continued)

Plan amendments

The Plan was amended as follows:

- Effective June 1, 2011, benefit accruals under the Plan were suspended until June 30, 2012.
- Effective October 15, 2012, benefit accruals under the Plan were suspended until April 15, 2013.
- Effective December 1, 2012, disability benefits under the Plan were eliminated.
- Effective December 1, 2012:
 - The determination of the applicable interest rate to be used for Plan calculations was modified.
 - Certain participants who terminated employment on or before September 30, 2012 with an accrued retirement benefit not exceeding an actuarial equivalent of \$35,000 were eligible to elect to receive a lump sum payment if a properly completed application was submitted prior to December 12, 2012.
 - The dollar distribution criteria set forth in the Plan was changed from \$1,000 to \$5,000.
- Effective April 16, 2013, benefit accruals under the Plan were suspended until December 31, 2014.

The suspension of the benefit accruals can be overridden by a negotiated agreement, or by funding provisions required by the Pension Protection Act of 2006.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting

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

Use of estimates

In preparing financial statements in conformity with accounting principles generally accepted in the United States of America, management makes estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosures of contingent assets and liabilities at the date of the financial statements, as well as the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Investment valuation and income recognition

The Plan's investments are stated at fair value. Fair value is a price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 7 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold, as well as held during the year.

Payment of benefits

Benefit payments to participants are recorded upon distribution.

PLAIN DEALER PUBLISHING CO. GUILD RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Expenses of the plan

All expenses of the Plan, such as administrator fees, actuarial fees, trustee fees, audit fees, insurance premium payments to the Pension Benefit Guaranty Corporation, investment advisor fees, and other administrative costs are paid by the Plan.

Actuarial present value of accumulated plan benefits

Accumulated plan benefits are those future periodic payments that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to: (a) retired or terminated employees or their beneficiaries; (b) beneficiaries of employees who have died; and (c) present employees or their beneficiaries. Benefits payable under all circumstances are included to the extent that they are deemed attributable to employee service, rendered up to the valuation date.

The actuarial present value of accumulated plan benefits is determined by an actuary, and is that amount which results from applying actuarial assumptions in order to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements, such as for death, disability, withdrawal, or retirements) between the valuation date and the expected date of payment.

The accumulated plan benefit information is presented as of the beginning of the plan year. The significant actuarial assumptions used to determine the actuarial present value of accumulated plan benefits at December 31, 2012 were as follows:

Mortality	IRC Sec. 430(h)(3)(A) static tables with separate mortality rates for annuitants and non-annuitants
Interest rate	6.5%
Average retirement age	63.5

Risks and uncertainties

Plan contributions and the actuarial present value of accumulated plan benefits are prepared based on certain assumptions pertaining to interest rates, inflation rates, and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

NOTE 3 - RELATED PARTY TRANSACTIONS

KeyBank National Association has physical and administrative control of certain assets and is responsible for the safekeeping of the Plan's assets, investment of funds as directed by the investment firms, and other transactions as directed by the Plan administrator. Certain Plan investments are units of common / collective trusts managed by the Trustee and its affiliates. The Plan also invests in money market accounts managed by The Victory Portfolios, a related party of the Trustee. Fees paid by the Plan to the Trustee were \$21,684 and \$19,386 for the years ended December 31, 2013 and 2012, respectively.

The Company provides recordkeeping services for the Plan. For such responsibilities, the Company receives fees at customary and reasonable rates as provided in the Plan. Fees paid by the Plan to the Company were \$19,222 and \$28,407 for the years ended December 31, 2013 and 2012, respectively.

PLAIN DEALER PUBLISHING CO. GUILD RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

NOTE 4 - INVESTMENTS

The Plan's investments are held by a bank-administered trust fund. The following table presents the fair values of those investments.

<u>Investments at Fair Value as Provided by the Plan's Trustee</u>	<u>2013</u>	<u>2012</u>
Money market accounts	\$ 404,830	\$ 454,837
Registered investment companies	8,616,773	7,862,511
U.S. government securities	137,000	26,244
	933,089	880,744
Corporate debt - other	5,739,993	5,359,214
Common stocks	8,535,835	7,476,200
Common / collective trusts	8,284,247	7,734,805
Total investments at fair value	<u>\$ 32,651,767</u>	<u>\$ 29,794,555</u>

Investments that represent five percent or more of the Plan's net assets are presented in the following table:

	<u>2013</u>	<u>2012</u>
Registered investment companies		
Dreyfus Standish Fixed Income Fund	\$ -	\$ 6,411,160
Dreyfus Intermediate Term Income Fund	6,992,389	
Common / collective trusts:		
Wellington Management - CIF Research Value Portfolio	\$ 4,161,062	3,872,145
Winslow Large Cap Growth Fund	4,123,185	3,862,660

During 2013 and 2012, the Plan's investments (including investments bought, sold, as well as held during the year) appreciated in value by \$3,416,043 and \$2,956,749, respectively, as follows:

Net Appreciation in Fair Value

<u>Investments at Fair Value as Provided by the Plan's Trustee</u>	<u>\$</u>	<u>2012</u>
U.S. government securities	\$ (18,681)	\$ 12,225
State government securities	(120,742)	2,784
	(606,447)	396,614
Registered investment companies	(1,347)	515,505
Common stocks	1,906,997	943,203
Common / collective trusts	2,256,263	1,086,418
Net appreciation in fair value	<u>\$ 3,416,043</u>	<u>\$ 2,956,749</u>

PLAIN DEALER PUBLISHING CO. GUILD RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

NOTE 5 - TAX STATUS

The Internal Revenue Service has determined and informed the Company, by a letter dated March 21, 2012, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since the effective date of the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan, and recognize a tax liability (or asset) if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that, as of December 31, 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for periods prior to 2010.

NOTE 6 - CERTIFIED INFORMATION

KeyBank National Association holds the Plan's investment assets and executes transactions thereon. Financial information relating to those assets, which comprise substantially all of the Plan's assets, is included in the accompanying financial statements, based on information provided by the Trustee. That information, which has not been audited by independent accountants, is summarized as follows:

<u>Fair Value of Account as of December 31,</u>	<u>2013</u>	<u>2012</u>
Money market accounts	\$ 404,830	\$ 454,837
U.S. government securities	137,000	26,244
State government securities	933,089	880,744
	5,739,993	5,359,214
Registered investment companies	8,616,773	7,862,511
Common stocks	8,535,835	7,476,200
Common / collective trusts	8,284,247	7,734,805
Accrued interest and dividends	133,273	130,163
Pending security purchases	(57,701)	(930,663)
Pending security sales	31,169	453,556
Total certified net assets	<u>32,758,508</u>	<u>29,447,611</u>
Employer contribution receivable	<u>1,614,699</u>	<u>1,049,122</u>
Net assets per financial statements	<u>\$ 34,373,207</u>	<u>\$ 30,496,733</u>
 <u>Net Increase (Decrease) in the</u> <u>Account for the Year Ended December 31,</u>	 <u>2013</u>	 <u>2012</u>
Employer contributions received	\$ 1,340,342	\$ 652,618
Interest and dividend income received and accrued	800,357	710,175
Other income	193	252
Net appreciation in fair value of investments	3,416,043	2,956,749
Benefits paid to participants	(1,829,542)	(3,254,911)
Administrative and investment expenses	(416,496)	(435,809)
Total certified increase	<u>3,310,897</u>	<u>629,074</u>
Employer contributions accrued	1,614,699	1,049,122
Payment of prior contribution accrued	(1,049,122)	-
Total increase	<u>\$ 3,876,474</u>	<u>\$ 1,678,196</u>

PLAIN DEALER PUBLISHING CO. GUILD RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

NOTE 7 - FAIR VALUE MEASUREMENT

FASB ASC 825-10 establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation technologies used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 825-10 are described as follows:

- Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 - Inputs to the valuation methodology include:
- quoted prices for similar assets or liabilities in active markets;
 - quoted prices for identical or similar assets or liabilities in inactive markets;
 - inputs other than quoted prices that are observable for the asset or liability; and
 - inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.
- Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value.

Money market accounts: Valued at the quoted net asset value (NAV) of shares held by the Plan at year end.

Common stocks, corporate debt, and U.S. government securities: Valued at the closing price reported on the active market on which the individual securities are traded.

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

Common / collective trusts (CCT): Valued at the net asset value (NAV) of shares held by the Plan at year end for the underlying securities held in all of the trust's commingled accounts. While NAV for a CCT is quoted in a market that is not active; classification in the fair value hierarchy is based on the observability of the investments held in the CCT. Accordingly, the Plan has classified CCTs based on the lowest level input that is significant to NAV.

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

PLAIN DEALER PUBLISHING CO. GUILD RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

NOTE 7 - FAIR VALUE MEASUREMENT (Continued)

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

Assets at Fair Value as of December 31, 2013				
	(Level 1)	(Level 2)	(Level 3)	Total
Money market accounts	404,830	\$ -	\$ -	\$ 404,830
U.S. government securities				
Treasury bonds	137,000	-	-	137,000
State government obligations	933,089	-	-	933,089
Corporate debt - other				
AA+	192,840	-	-	192,840
AA	445,178	-	-	445,178
AA-	229,873	-	-	229,873
A+	476,226	-	-	476,226
A	\$ 2,361,810	-	-	2,361,810
A-	1,059,552	-	-	1,059,552
BBB+	735,385	-	-	735,385
BBB	159,819	-	-	159,819
BBB-	\$ 79,310	-	-	79,310
Registered investment companies				
International large cap fund	1,624,384	-	-	1,624,384
Fixed income fund	6,992,389	-	-	6,992,389
Common stocks				
Industrial	-	-	-	-
Capital goods	1,251,342	-	-	1,251,342
Consumer cyclicals	950,042	-	-	950,042
Consumer staples	2,697,839	-	-	2,697,839
Energy / utilities	1,156,692	-	-	1,156,692
Financial	\$ 972,091	-	-	972,091
Technology	1,364,036	-	-	1,364,036
Miscellaneous	143,793	-	-	143,793
Common / collective trusts				
Value	-	4,161,062	-	4,161,062
Large cap growth	-	4,123,185	-	4,123,185
Total	<u>\$ 24,367,520</u>	<u>\$ 8,284,247</u>	<u>\$ -</u>	<u>\$ 32,651,767</u>

PLAIN DEALER PUBLISHING CO. GUILD RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

NOTE 7 - FAIR VALUE MEASUREMENT (Continued)

Description	Assets at Fair Value as of December 31, 2012			
	(Level 1)	(Level 2)	(Level 3)	Total
Money market accounts	\$ 454,837	\$ -	\$ -	\$ 454,837
U.S. government securities				
Collateralized mortgage obligations	26,244	-	-	26,244
State government obligations	880,744	-	-	880,744
Corporate debt - other				
AA+	203,895	-	-	203,895
AA	360,521	-	-	360,521
AA-	282,142	-	-	282,142
A+	647,050	-	-	647,050
A	1,596,962	-	-	1,596,962
A-	1,582,679	-	-	1,582,679
BBB+	268,756	-	-	268,756
BBB	327,895	-	-	327,895
BBB-	89,314	-	-	89,314
Registered investment companies				
International large cap fund	1,451,351	-	-	1,451,351
Fixed income fund	6,411,160	-	-	6,411,160
Common stocks				
Industrial	481,912	-	-	481,912
Capital goods	712,802	-	-	712,802
Consumer cyclicals	1,078,580	-	-	1,078,580
Consumer staples	2,029,908	-	-	2,029,908
Energy / utilities	936,058	-	-	936,058
Financial	596,549	-	-	596,549
Technology	1,495,381	-	-	1,495,381
Miscellaneous	145,010	-	-	145,010
Common / collective trusts				
Value	-	3,872,145	-	3,872,145
Large cap growth	-	3,862,660	-	3,862,660
Total	\$ 22,059,750	\$ 7,734,805	\$ -	\$ 29,794,555

PLAIN DEALER PUBLISHING CO. GUILD RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

NOTE 7 - FAIR VALUE MEASUREMENT (Continued)

The following table summarizes investments measured at fair value based on NAV per share, as of December 31, 2013 and 2012:

December 31, 2013				
Investment	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
Common / collective trusts				
Value fund	\$4,161,062	\$ -	Daily	30 days
Large cap growth funds	4,123,185	-	Daily	None

December 31, 2012				
Investment	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
Common / collective trusts				
Value fund	\$3,872,145	\$ -	Daily	30 days
Large cap growth funds	3,862,660	-	Daily	None

NOTE 8 – SUBSEQUENT EVENTS

The Board has evaluated subsequent events from the date of the statement of net assets available for benefits through October 8, 2014.

PLAIN DEALER PUBLISHING CO. GUILD RETIREMENT PLAN

PLAN#: 004 EIN: 34-0228575

FORM 5500 SCHEDULE H PART IV LINE 4(i)

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2013

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment	(d) Cost	(e) Current Value
	MONEY MARKET ACCOUNTS:			
	VICTORY PORTFOLIOS			
*	FEDERATED GOVERNMENT OBLIGATIONS FUND	119,679.160 units	\$ 119,679	\$ 119,679
*	FEDERATED PRIME CASH OBLIGATIONS FUND	285,150.480 units	285,151	285,151
	TOTAL MONEY MARKET ACCOUNTS		404,830	404,830
	REGISTERED INVESTMENT COMPANIES:			
	DREYFUS INTERMEDIATE TERM INCOME FUND			
		513,768.469 shares	6,599,675	6,992,389
	GMO FOREIGN FUND II	119,440.000 shares	1,327,042	1,624,384
	TOTAL REGISTERED INVESTMENT COMPANIES		7,926,717	8,616,773
	U.S. GOVERNMENT SECURITIES:			
	UNITED STATES TREASURY BD DTD 02/15/13 3.125% DUE 02/15/43			
		160,000.000 units	144,251	137,000
	STATE GOVERNMENT OBLIGATIONS:			
	CALIFORNIA ST GO 04/01/10 7.625% DUE 03/01/40 TXBL			
		120,000.000 units	161,759	157,990
	MISSISSIPPI ST GO 11/10/10 5.245% DUE 11/01/34 TXBL SER F			
		125,000.000 units	148,420	130,672
	NEW YORK N Y GO 12/21/10 6.271% DUE 12/01/37 TXBL			
		120,000.000 units	164,394	140,021
	PENNSYLVANIA ST TPK COMMN 09/10/10 5.511% DUE 12/01/45 SER B			
		50,000.000 units	56,165	53,056
	PORT AUTH N Y & N J REV 10/10/12 4.458% DUE 10/01/62 TXBL			
		150,000.000 units	150,000	127,176
	SOUTH CAROLINA ST PUB SVC AUTH 12/21/10 6.454% DUE 01/01/50 SER C			
		100,000.000 units	141,047	108,869
	VIRGINIA COMWLTH TRANSN BRD REV 05/26/10 5.35% DUE 05/15/35 TXBL SER A-2			
		110,000.000 units	131,705	115,597
	WISCONSIN ST HEALTH & EDL FACS REV 08/15/13 5.125% DUE 04/15/31			
		100,000.000 units	98,905	99,708
	TOTAL STATE GOVERNMENT OBLIGATIONS		1,052,395	933,089
	CORPORATE DEBT - OTHER:			
	ABBVIE INC SENIOR BD DTD 05/16/13 4.40% DUE 11/06/42			
		140,000.000 units	127,476	130,574
	ALABAMA POWER CO SR NT SER A DTD 05/14/08 6.125% DUE 05/15/38			
		140,000.000 units	186,011	165,459

PLAIN DEALER PUBLISHING CO. GUILD RETIREMENT PLAN

PLAN#: 004 EIN: 34-0228575

FORM 5500 SCHEDULE H PART IV LINE 4(i)

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2013

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment	(d) Cost	(e) Current Value
	CORPORATE DEBT - OTHER (CONTINUED):			
	BANC OF AMERICA MED TERM BK NT			
	DTD 10/26/06 6.00% DUE 10/15/36	120,000.000 units	115,735	137,719
	BURLINGTN NORTHERN SANTA FE			
	SEN DEB DTD 08/22/13 5.15% 09/01/43	115,000.000 units	114,591	116,826
	CANADIAN NATIONAL RAILWAY CO			
	DTD 07/09/04 6.25% DUE 08/01/34	120,000.000 units	162,870	141,976
	CATHOLIC HEALTH INITIATIVES DEB			
	DTD 10/31/12 4.35% DUE 11/01/42	150,000.000 units	152,644	130,125
	CISCO SYSTEMS INC SENIOR BD			
	DTD 11/17/09 5.50% DUE 01/15/40	110,000.000 units	130,345	116,383
	CITIGROUP INC NOTE DTD			
	05/29/07 5.875% DUE 05/29/37	75,000.000 units	76,990	81,859
	COCA COLA ENTERPRISES INC DEB			
	DTD 09/30/96 7.00% DUE 10/01/26	100,000.000 units	132,049	123,424
	COMCAST CORP BOND DTD			
	08/23/07 6.95% DUE 08/15/37	110,000.000 units	140,520	135,223
	CONOCOPHILLIPS NOTE			
	02/03/09 6.50% DUE 02/01/39	130,000.000 units	177,624	163,023
	CONS EDISON CO N Y INC SR DEB SER 06-E			
	DTD 12/01/06 5.70% DUE 12/01/36	80,000.000 units	99,158	90,118
	COOPERATIEVE CENTRALE RAIFFEISEN			
	BK NT DTD 05/24/11 5.25% DUE 05/24/41	110,000.000 units	114,138	113,490
	DEVON ENERGY CORP SENIOR DEB			
	DTD 03/25/02 7.95% DUE 04/15/32	80,000.000 units	103,834	104,118
	EXELON CORP SENIOR NT DTD			
	06/09/05 5.625% DUE 06/15/35	80,000.000 units	88,168	79,310
	FLORIDA POWER CORP BOND DTD			
	09/18/07 6.35% DUE 09/15/37	140,000.000 units	187,031	171,762
	GENERAL ELECT CAP CORP MED TERM NT			
	DTD 01/09/09 6.875% DUE 01/10/39	150,000.000 units	182,260	192,840
	HSBC BANK USA N A MED TERM BK NT			
	DTD 06/18/08 7.00% DUE 01/15/39	150,000.000 units	166,149	187,682
	HOME DEPOT INC SEN BD DTD			
	09/10/13 4.875% DUE 02/15/44	90,000.000 units	90,085	91,131
	JPMORGAN CHASE & CO NOTE			
	DTD 05/22/08 6.40% DUE 05/15/38	150,000.000 units	173,253	179,025
	KELLOGG CO DEB SER B DTD			
	03/29/01 7.45% DUE 04/01/31	95,000.000 units	127,871	119,827
	LOWES COS INC SENIOR BD DTD			
	11/23/11 5.125% DUE 11/15/41	75,000.000 units	80,342	77,135

PLAIN DEALER PUBLISHING CO. GUILD RETIREMENT PLAN

PLAN#: 004 EIN: 34-0228575

FORM 5500 SCHEDULE H PART IV LINE 4(i)

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2013

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment	(d) Cost	(e) Current Value
	CORPORATE DEBT - OTHER (CONTINUED):			
	MCDONALDS CORP MED TERM NT DTD 10/18/07 6.30% DUE 10/15/37	120,000.000 units	164,846	146,231
	METLIFE INC SENIOR NT DTD 12/10/02 6.50% DUE 12/15/32	140,000.000 units	168,203	166,576
	MIDAMERICAN ENERGY CO MED TRM NT DTD 11/01/05 5.75% DUE 11/01/35	120,000.000 units	149,748	134,524
	MORGAN STANLEY MED TERM NT DTD 08/09/06 6.25% DUE 08/09/26	125,000.000 units	146,469	144,475
	NORFOLK SOUTHERN CORP BOND DTD 02/06/01 7.250% DUE 02/15/31	100,000.000 units	139,475	124,413
	NORTHERN STATES POWER CO 1ST MTG DTD 07/01/95 7.125% DUE 07/01/25	75,000.000 units	105,967	93,239
	OHIO EDISON CO BOND DTD 10/20/08 8.25% DUE 10/15/38	90,000.000 units	132,199	129,704
	PACIFIC GAS & ELEC CO BOND DTD 03/23/04 6.05% DUE 03/01/34	70,000.000 units	88,174	80,184
	PHILIP MORRIS INTERNATIONAL INC DTD 05/16/08 6.375% DUE 05/16/38	90,000.000 units	116,513	106,676
	PRUDENTIAL FINANCIAL MED TERM NT SER D DTD 12/14/06 5.70% DUE 12/14/36	120,000.000 units	106,302	128,908
	QUEBEC PROV CDA YANKEE BD DTD 09/15/99 7.500% DUE 09/15/29	130,000.000 units	198,416	171,900
	ST JUDE MEDICAL INC SEN BD DTD 04/02/13 4.75% DUE 04/15/43	140,000.000 units	141,181	132,685
	SIMON PROPERTY GROUP LP SENIOR BD DTD 01/25/10 6.75% DUE 02/01/40	140,000.000 units	182,531	175,598
	SOUTHERN CALIF EDISON CO BOND DTD 01/14/04 6.00% DUE 01/15/34	140,000.000 units	179,178	164,765
	TECK RESOURCES LIMITED FGN BD DTD 07/05/11 6.25% DUE 07/15/41	80,000.000 units	93,319	79,634
	UNITED TECHNOLOGIES CORP SENIOR BD DTD 06/01/12 4.50% DUE 06/01/42	50,000.000 units	55,351	48,555
	VERIZON GLOBAL FUNDING CORP NOTE DTD 06/01/01 7.750% DUE 12/01/30	110,000.000 units	153,719	140,496
	VIRGINIA ELECTRIC & POWER CO SR NT SER A DTD 05/17/07 6.00% DUE 05/15/37	90,000.000 units	116,682	105,138
	WACHOVIA BANK N A MED TERM BK NT DTD 12/07/07 6.60% DUE 01/15/38	140,000.000 units	162,511	174,201
	WAL-MART STORES INC NOTE DTD 08/24/07 6.50% DUE 08/15/37	130,000.000 units	176,667	162,621
	WYETH SENIOR NT DTD 12/16/03 6.50% DUE 02/01/34	130,000.000 units	172,752	159,132
	ZIMMER HOLDINGS INC SEN NT DTD 11/17/09 5.75% DUE 11/30/39	110,000.000 units	123,749	121,309
	TOTAL CORPORATE DEBT - OTHER		6,003,096	5,739,993

- Continued -

PLAIN DEALER PUBLISHING CO. GUILD RETIREMENT PLAN

PLAN#: 004 EIN: 34-0228575

FORM 5500 SCHEDULE H PART IV LINE 4(i)

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2013

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment	(d) Cost	(e) Current Value
	COMMON STOCKS:			
	ABBOTT LABS COM	1,500 shares	26,700	57,495
	ABBVIE INC COM	1,500 shares	28,953	79,215
	ACE LTD FGN COM	400 shares	37,679	41,412
	ACTAVIS PLC	170 shares	24,482	28,560
	ACUITY BRANDS INC COM	135 shares	9,484	14,758
	ACXIOM CORP COM	935 shares	14,786	34,576
	ADVISORY BOARD CO COM	583 shares	9,107	37,120
	AFFILIATED MANAGERS GROUP INC	170 shares	8,915	36,870
	AIR PRODUCTS & CHEMICALS INC	300 shares	26,600	33,534
	ALLIANCE DATA SYSTEMS CORP COM	315 shares	22,998	82,823
	ALTRIA GROUP INC COM	3,500 shares	33,547	134,365
	AMERICAN EXPRESS CO COM	400 shares	17,468	36,292
	AMETEK INC COM	727 shares	18,383	38,291
	ANALOGIC CORP COM	505 shares	23,244	44,723
	APPLE INC COM	275 shares	36,793	154,281
	APPLIED INDL TECHNOLOGIES INC	227 shares	11,640	11,143
	ARCOS DORADOS HOLDINGS INC FGN	2,410 shares	29,653	29,209
	ASHLAND INC COM	370 shares	26,745	35,905
	ASML HOLDING N V FGN COM	200 shares	17,746	18,740
	ATHENAHEALTH INC COM	255 shares	13,967	34,298
	ATMEL CORP COM	4,240 shares	25,738	33,199
	ATWOOD OCEANICS INC COM	415 shares	6,938	22,157
	AUTOMATIC DATA PROCESSING INC	800 shares	32,220	64,639
	AUXILIUM PHARMACEUTICALS INC	1,945 shares	37,609	40,320
	B/E AEROSPACE INC COM	650 shares	23,607	56,569
	BANK OF THE OZARKS INC COM	1,141 shares	16,979	64,569
	BANKRATE INC COM	1,405 shares	25,528	25,206
	BELDEN INC COM	655 shares	17,094	46,145
	BLACKROCK INC COM CL A	150 shares	42,681	47,471
	BONANZA CREEK ENERGY INC COM	280 shares	11,182	12,172
	BROWN & BROWN INC COM	960 shares	32,514	30,134
	BRUKER CORP COM	1,950 shares	35,692	38,552
	CABOT OIL & GAS CORP COM	805 shares	14,093	31,202
	CANADIAN PAC RAILWAY LTD COM	150 shares	18,595	22,698
	CARLISLE COS INC COM	235 shares	17,925	18,659
	CARMAX INC COM	620 shares	14,788	29,152
	CARPENTER TECHNOLOGY CORP COM	355 shares	18,593	22,081
	CARRIZO OIL & GAS INC COM	1,364 shares	42,591	61,066
	CATAMARAN CORP COM	380 shares	19,100	18,036
	CATERPILLAR INC DEL COM	400 shares	34,541	36,324
	CAVIUM INC COM	1,395 shares	48,636	48,141
	CEPHEID INC COM	1,051 shares	38,253	49,052
	CHART INDUSTRIES INC COM	510 shares	46,597	48,776
	CHEVRON CORP COM	1,400 shares	69,468	174,874
	CHICAGO BRIDGE & IRON CO N V FGN	630 shares	8,480	52,378
	CHICO'S FAS INC COM	2,256 shares	34,505	42,503
	CLEAN HARBORS INC COM	420 shares	22,619	25,183
	COCA COLA CO COM	5,000 shares	116,335	206,550

- Continued -

PLAIN DEALER PUBLISHING CO. GUILD RETIREMENT PLAN

PLAN#: 004 EIN: 34-0228575

FORM 5500 SCHEDULE H PART IV LINE 4(i)

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2013

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment	(d) Cost	(e) Current Value
	COMMON STOCKS (CONTINUED):			
	COLONY FINANCIAL INC REIT	2,282 shares	50,851	46,302
	COMCAST CORP COM CL A	800 shares	32,331	41,572
	COMMVAULT SYSTEMS INC COM	624 shares	33,103	46,714
	CONCUR TECHNOLOGIES INC COM	315 shares	5,585	14,445
	CONNS INC COM	385 shares	23,846	30,296
	CONOCOPHILLIPS COM	1,200 shares	42,171	84,780
	COOPER COS INC COM	450 shares	18,542	55,728
	CORE LABORATORIES N V FGN	190 shares	6,335	36,281
	CORPORATE EXECUTIVE BOARD CO	674 shares	17,948	52,188
	CYBERONICS INC COM	435 shares	20,254	28,459
	DSW INC COM CL A	580 shares	21,658	24,783
	DEXCOM INC COM	1,918 shares	19,772	67,916
	DIAGEO PLC SPONS ADR	300 shares	34,137	39,726
	DIAMOND FOODS INC COM	910 shares	21,541	23,514
	DICKS SPORTING GOODS INC COM	615 shares	28,962	35,732
	DIODES INC COM	270 shares	1,723	6,361
	WALT DISNEY CO COM	550 shares	34,405	42,020
	ELECTRONICS FOR IMAGING INC COM	310 shares	12,066	12,006
	ENERSYS COM	570 shares	5,644	39,951
	ESTEE LAUDER COS INC COM	800 shares	16,966	60,256
	EXXON MOBIL CORP COM	2,475 shares	78,180	250,470
	F M C CORP COM	365 shares	14,390	27,543
	F5 NETWORKS INC COM	235 shares	12,455	21,352
	FINISAR CORP COM	700 shares	14,484	16,744
	FIRST CASH FINL SVCS INC COM	826 shares	41,225	51,080
	FIRSTMERIT CORP COM	2,183 shares	36,416	48,528
	FIVE BELOW INC COM	591 shares	27,866	25,530
	FLOWERVE CORP COM	475 shares	16,510	37,444
	FOSTER WHEELER AG FGN COM	1,318 shares	39,250	43,495
	FRANCESCAS HOLDINGS CORP COM	618 shares	11,399	11,371
	FRANKLIN ELEC INC COM	1,052 shares	18,984	46,961
	FRANKLIN RES INC COM	750 shares	37,468	43,297
	FREEPORT-MCMORAN COPPER & GOLD	700 shares	36,909	26,418
	GENERAL ELEC CO COM	1,200 shares	17,380	33,636
	GEOSPACE TECHNOLOGIES CORP COM	189 shares	16,954	17,886
	GLACIER BANCORP INC COM	2,222 shares	30,735	66,193
	GRAND CANYON EDUCATION INC COM	1,005 shares	18,409	43,818
	GREENHILL & CO INC COM	658 shares	30,839	38,124
	GULFPORT ENERGY CORP COM	280 shares	17,921	17,676
	HAEMONETICS CORP COM	500 shares	22,083	21,065
	HANOVER INSURANCE GROUP INC	767 shares	42,104	45,798
	HARMAN INTL INDS INC COM	22 shares	828	1,801
	HAWIIAN HOLDINGS INC COM	657 shares	6,161	6,327
	HERBALIFE LTD FGN COM	620 shares	21,129	48,794
	HMS HOLDINGS CORP COM	1,751 shares	44,107	39,748
	ICON PLC SPONS ADR	455 shares	10,590	18,389
	IHS INC COM CL A	255 shares	18,862	30,524
	INFORMATICA CORP COM	945 shares	34,434	39,218
	INTEL CORP COM	1,450 shares	70,925	37,635
	INTERNATIONAL BUSINESS MACHS	500 shares	63,437	93,785

- Continued -

PLAIN DEALER PUBLISHING CO. GUILD RETIREMENT PLAN

PLAN#: 004 EIN: 34-0228575

FORM 5500 SCHEDULE H PART IV LINE 4(i)

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2013

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment	(d) Cost	(e) Current Value
	COMMON STOCKS (CONTINUED):			
	INTUITIVE SURGICAL INC COM	65 shares	19,842	24,965
	JOHNSON & JOHNSON COM	1,322 shares	58,715	121,082
	JP MORGAN CHASE & CO COM	1,800 shares	59,890	105,264
	KINDER MORGAN INC COM	500 shares	18,926	18,000
	KRAFT FOODS GROUP INC COM	400 shares	13,218	21,564
	LANDSTAR SYS INC COM	570 shares	30,622	32,746
	LASALLE HOTEL PROPERTIES REIT	1,803 shares	34,110	55,641
	LIFE TIME FITNESS INC COM	1,150 shares	26,373	54,050
	LIVE NATION ENTERTAINMENT INC	1,310 shares	14,218	25,886
	LKQ CORP COM	895 shares	5,527	29,445
	LUMINEX CORP COM	625 shares	13,042	12,125
	MCDONALDS CORP COM	1,100 shares	42,081	97,030
	MCGRAW HILL COS INC COM	630 shares	10,322	49,266
	MERCK & CO INC COM	600 shares	34,534	30,030
	MICROS SYS INC COM	420 shares	13,264	24,095
	MIDDLEBY CORP COM	145 shares	11,433	34,760
	MONDELEZ INTERNATIONAL INC	900 shares	18,343	31,770
	MONRO MUFFLER BRAKE INC COM	913 shares	32,822	51,457
	MORNINGSTAR INC COM	465 shares	20,826	36,312
	MSC INDL DIRECT INC COM	535 shares	19,006	43,265
	NCR CORP NEW COM	900 shares	19,356	30,654
	NATL PENN BANCSHARES INC COM	3,600 shares	37,766	40,788
	NESTLE S A SPONS ADR REPSTG REG SH	1,425 shares	38,634	104,629
	NICE SYSTEMS LTD SPONS ADR	495 shares	10,961	20,275
	NORTHWEST NATURAL GAS CO COM	329 shares	15,738	14,088
	NOVARTIS AG ADR	500 shares	35,160	40,190
	NOVO-NORDISK A S ADR	500 shares	33,975	92,380
	OCCIDENTAL PETE CORP DEL COM	800 shares	30,914	76,080
	OMNIVISION TECHNOLOGIES INC COM	2,167 shares	36,407	37,272
	OPENTABLE INC COM	604 shares	46,009	47,939
	PENTAIR LTD FGN COM	740 shares	29,291	57,476
	PEPSICO INC COM	750 shares	28,170	62,205
	PHILIP MORRIS INTERNATIONAL INC	2,700 shares	65,346	235,251
	PHILLIPS 66 COM	700 shares	14,620	53,991
	PIER 1 IMPORTS INC COM	880 shares	20,357	20,310
	POLYONE CORP COM	1,295 shares	18,650	45,778
	POLYPORE INTERNATIONAL INC COM	325 shares	13,921	12,642
	POLYPORE INTERNATIONAL INC COM	940 shares	38,818	36,566
	POOL CORP COM	804 shares	42,372	46,745
	PORTFOLIO RECOVERY ASSOCS INC	918 shares	29,631	48,507
	PRAXAIR INC COM	475 shares	25,577	61,764
	PROCTER & GAMBLE CO COM	1,225 shares	37,982	99,727

PLAIN DEALER PUBLISHING CO. GUILD RETIREMENT PLAN

PLAN#: 004 EIN: 34-0228575

FORM 5500 SCHEDULE H PART IV LINE 4(i)

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2013

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment	(d) Cost	(e) Current Value
	COMMON STOCKS (CONTINUED):			
	PROTO LABS INC COM	491 shares	39,694	34,949
	QUALCOMM INC COM	500 shares	21,335	37,125
	QUANTA SERVICES INC COM	515 shares	13,318	16,253
	QUIKSILVER INC COM	4,202 shares	30,996	36,852
	RAVEN INDS INC COM	518 shares	15,976	21,311
	RED ROBIN GOURMET BURGERS INC	656 shares	22,927	48,242
	RESMED INC COM	620 shares	12,548	29,190
	ROCHE HLDG LTD SPONS ADR	850 shares	50,877	59,543
	ROYAL DUTCH SHELL PLC SPONS ADR	600 shares	27,867	42,762
	SALIX PHARMACEUTICALS LTD COM	280 shares	10,251	25,183
	SANDERSON FARMS INC COM	656 shares	35,008	47,448
	SAPIENT CORP COM	2,180 shares	19,991	37,845
	SBA COMMUNICATIONS CORP COM	370 shares	14,352	33,241
	SEACOR HOLDINGS INC COM	401 shares	29,536	36,571
	SERVICE CORP INTERNATIONAL COM	1,710 shares	7,859	31,002
	SMITH A O COM	795 shares	26,302	42,882
	SOUTHWESTERN ENERGY CO COM	590 shares	20,725	23,205
	STATE STR CORP COM	300 shares	21,188	22,017
	STERICYCLE INC COM	105 shares	5,179	12,198
	STIFEL FINL CORP COM	1,128 shares	40,155	54,054
	SUPERIOR ENERGY SVCS INC COM	1,040 shares	26,840	27,674
	SYNTEL INC COM	210 shares	6,596	19,100
	TARGET CORP COM	1,175 shares	39,848	74,342
	TECH DATA CORP COM	112 shares	5,652	5,779
	TERADYNE INC COM	1,685 shares	16,582	29,690
	TEXAS INSTRS INC COM	1,500 shares	74,163	65,865
	TEXAS ROADHOUSE INC COM CL A	1,767 shares	31,537	49,123
	TEXAS ROADHOUSE INC COM CL A	1,310 shares	23,263	36,418
	TOOTSIE ROLL INDS INC COM	1,105 shares	29,732	35,957
	TOTAL S A SPONS ADR	700 shares	39,273	42,889
	TRACTOR SUPPLY CO COM	420 shares	4,311	32,584
	TREEHOUSE FOODS INC COM	442 shares	17,872	30,463
	TRIMBLE NAVIGATION LTD COM	1,185 shares	22,366	41,120
	TYLER TECHNOLOGIES INC COM	307 shares	24,231	31,354
	ULTA SALON COSMETICS & FRAG	200 shares	18,861	19,304
	ULTIMATE SOFTWARE GROUP INC	280 shares	19,555	42,902
	UNIT CORP COM	613 shares	27,747	31,643
	UNITED NAT FOODS INC COM	843 shares	26,615	63,554
	UNITED NAT FOODS INC COM	465 shares	7,241	35,056
	UNITED RENTALS INC COM	280 shares	10,024	21,826
	UNITED TECHNOLOGIES CORP COM	500 shares	32,005	56,900
	URBAN OUTFITTERS INC COM	885 shares	27,512	32,834
	UTI WORLDWIDE INC FGN COM	985 shares	10,973	17,297

- Continued -

PLAIN DEALER PUBLISHING CO. GUILD RETIREMENT PLAN

PLAN#: 004 EIN: 34-0228575

FORM 5500 SCHEDULE H PART IV LINE 4(i)

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2013

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment	(d) Cost	(e) Current Value
	COMMON STOCKS (CONTINUED):			
	VALUECLICK INC COM	385 shares	10,043	8,997
	VERIFONE SYSTEMS INC	729 shares	18,820	19,552
	VITAMIN SHOPPE INC COM	350 shares	17,785	18,204
	WAL MART STORES INC COM	800 shares	43,767	62,952
	WALGREEN CO COM	700 shares	19,149	40,208
	WATSCO INC COM	385 shares	36,338	36,983
	WEIGHT WATCHERS INTL INC COM	546 shares	17,842	17,980
	WELLS FARGO CO COM	900 shares	39,404	40,860
	WEST PHARMACEUTICAL SVS INC	1,000 shares	29,288	49,060
	WESTPORT INNOVATIONS INC FGN	1,924 shares	50,428	37,730
	WORTHINGTON INDS INC	575 shares	23,919	24,196
	WR GRACE & CO COM	375 shares	16,409	37,076
	ZUMNIEZ INC COM	1,207 shares	31,698	31,382
	TOTAL COMMON STOCKS		5,142,607	8,535,835
	COMMON / COLLECTIVE TRUSTS:			
	WELLINGTON TRUST COMPANY N.A.			
	CIF RESEARCH VALUE FUND	225,165.687 units	2,269,553	4,161,062
	WINSLOW LARGE CAP			
	GROWTH FUND	132,535.672 units	2,706,772	4,123,185
	TOTAL COMMON / COLLECTIVE TRUSTS		4,976,325	8,284,247
	TOTAL INVESTMENTS		<u>\$ 25,650,221</u>	<u>\$ 32,651,767</u>

PLAIN DEALER PUBLISHING CO. GUILD RETIREMENT PLAN

PLAN#: 004 EIN: 34-0228575

FORM 5500 SCHEDULE H PART IV LINE 4(j)

SCHEDULE OF REPORTABLE TRANSACTIONS

FOR THE YEAR ENDED DECEMBER 31, 2013

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
<u>Category (1) - A single transaction within the plan year in excess of 5% of the current value of the plan assets</u>						

None

- Continued -

PLAIN DEALER PUBLISHING CO. GUILD RETIREMENT PLAN

PLAN#: 004 EIN: 34-0228575

FORM 5500 SCHEDULE H PART IV LINE 4(j)

SCHEDULE OF REPORTABLE TRANSACTIONS

FOR THE YEAR ENDED DECEMBER 31, 2013

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(f) Expense Incurred with Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
<u>Category (3) - Any transaction within the plan year involving securities of the same issue if, within the plan year, any series of transactions with respect to such securities amount in the aggregate to more than 5% of current value of the plan assets.</u>							
Victory Portfolio	Federated Prime Cash Obligations Institutional Shares Transactions:						
	(146) - Purchases	\$ 2,673,583	\$ -	\$ -	\$ 2,673,583	\$ 2,673,583	\$ -
	(58) - Sales	\$ -	\$ 2,537,931	\$ -	\$ 2,537,931	\$ 2,537,931	\$ -
Victory Portfolio	Federated Government Obligations Institutional Shares Transactions:						
	(233) - Purchases	\$ 3,233,908	\$ -	\$ -	\$ 3,233,908	\$ 3,233,908	\$ -
	(166) - Sales	\$ -	\$ 3,419,568	\$ -	\$ 3,419,568	\$ 3,419,568	\$ -

- Continued -

SCHEDULE II

PLAIN DEALER PUBLISHING CO. GUILD RETIREMENT PLAN

PLAN#: 004 EIN: 34-0228575

FORM 5500 SCHEDULE H PART IV LINE 4(j)

SCHEDULE OF REPORTABLE TRANSACTIONS

FOR THE YEAR ENDED DECEMBER 31, 2013

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(f) Expense Incurred with Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
<u>Category (3) - Any transaction within the plan year involving securities of the same issue if, within the plan year, any series of transactions with respect to such securities amount in the aggregate to more than 5% of current value of the plan assets.</u>							
U.S. Government	United States Treasury Notes 3.5%, due 5/15/20						
	Transactions:						
	(2) - Purchases	\$ 879,800	\$ -	\$ -	\$ 879,800	\$ 879,800	\$ -
	(4) - Sales	\$ -	\$ 995,900	\$ -	\$ 983,335	\$ 995,900	\$ 12,565
Victory Portfolio	Victory Prime Obligations Fund						
	Transactions:						
	(9) - Purchases	\$ 2,684,484	\$ -	\$ -	\$ 2,684,484	\$ 2,684,484	\$ -
	(4) - Sales	\$ -	\$ 3,232,160	\$ -	\$ 3,232,160	\$ 3,232,160	\$ -
Victory Portfolio	Government Reserves Fund Trust Class						
	Transactions:						
	(34) - Purchases	\$ 888,233	\$ -	\$ -	\$ 888,233	\$ 888,233	\$ -
	(19) - Sales	\$ -	\$ 1,159,335	\$ -	\$ 1,159,335	\$ 1,159,335	\$ -

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V

Summary of Principal Plan Provisions

Plan Sponsor

Retirement Board of The Plain Dealer Publishing Company - Guild

Plan

Guild Retirement Plan

Effective Date and Most Recent Amendment

November 1, 1959 (as most recently Restated January 1, 2011 and further amended November 2012 to pay limited lump sums and further amended through agreement December 2012 to extend temporary freeze through 2014).

Eligibility

Employees of The Plain Dealer Publishing Company covered by a Collective Bargaining Agreement between the Company and the Guild.

Plan Year

The twelve-month period ending December 31, 2013.

Normal Retirement Benefit

Eligibility: Age 65.

Benefit Formula: Monthly Benefit is equal to 1.3285714% (for the Period March 1, 2007 to June 30, 2008, the benefit multiplier is decreased to 0.9%) of Average Monthly Compensation (to a maximum of \$5,519.72) times years of Credited Service, to a maximum of 30 years. The minimum monthly benefit is \$10.00 per year of Credited Service, to a maximum of 30 years.

Average Monthly Compensation is limited to \$5,519.72 (\$4,265.23 for June 2005 service) and is computed as the average of the highest 60 consecutive months' compensation; such compensation excludes overtime, special bonuses and payment for special work.

The benefit was temporarily frozen from August 1, 2003 until December 31, 2004, July 1, 2005 through March 31, 2006, January 1, 2009 through December 31, 2009, October 1,

Plan Name:	The Plain Dealer Publishing Company Guild Retirement Plan
EIN / PN:	34-0228757 / 004
Plan Sponsor:	Plain Dealer
Valuation Date:	January 1, 2013

SCHEDULE SB ATTACHMENTS

2010 through December 31, 2010, June 1, 2011 through June 30, 2012, and October 15, 2012 through December 31, 2014. Benefit service and compensation during these periods are excluded from the benefit amount calculation.

Early Retirement Benefit

Eligibility: Age 55 with 10 years of Credited Service.

Benefit: Accrued normal retirement benefit payable at age 65 using credited service and average monthly compensation at early retirement. The benefit is available earlier on an actuarially reduced basis. The reduction is 6% per year to ages 57 and older. For age 55, the reduction is about 55% and for age 60, it is 30%.

Disability Benefit

Eligibility: 10 years of Credited Service with a determination of permanent and total disability prior to December 1, 2012.

Benefit: Accrued normal retirement benefit using credited service and average monthly compensation at disability. The benefit is payable immediately without actuarial reduction.

Vested Benefits Upon Termination of Service

Eligibility: 5 years of Eligibility Service.

Benefit: Accrued normal retirement benefit at age 65 using credited service and average monthly compensation at termination. The benefit is available on an actuarially reduced basis at any time after age 55.

Pre-retirement Spouse's Benefit

Eligibility: Upon death after completion of 5 years of Eligibility Service, provided that the employee has been married to his current spouse for at least one year.

Benefit: The surviving spouse will receive the benefit she would have received if the employee had terminated on the day of his death, had lived to earliest commencement, elected a 50% Joint and Survivor form of payment, and then died.

Optional Forms of Retirement Income in Lieu of Normal Form

The benefit is calculated under a 5 year certain and continuous basis. Alternatively, a participant may elect to receive his benefit actuarially determined on a 100% Joint and Survivor, 75% Joint and Survivor, 50%

Plan Name:	The Plain Dealer Publishing Company Guild Retirement Plan
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Valuation Date:	January 1, 2013

SCHEDULE SB ATTACHMENTS

Joint and Survivor basis, or 120-month certain and continuous basis. Unless otherwise elected, the normal form of payment under the Plan is:

- If married, the actuarially equivalent 50% Joint and Survivor basis, or
- If not married, the 5 year certain and continuous basis

Plan Name:	The Plain Dealer Publishing Company Guild Retirement Plan
EIN / PN:	34-0228757 / 004
Plan Sponsor:	Plain Dealer
Valuation Date:	January 1, 2013

PLAIN DEALER PUBLISHING CO. GUILD RETIREMENT PLAN

PLAN#: 004 EIN: 34-0228575

FORM 5500 SCHEDULE H PART IV LINE 4(i)

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2013

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment	(d) Cost	(e) Current Value
	MONEY MARKET ACCOUNTS:			
	VICTORY PORTFOLIOS			
*	FEDERATED GOVERNMENT OBLIGATIONS FUND	119,679.160 units	\$ 119,679	\$ 119,679
*	FEDERATED PRIME CASH OBLIGATIONS FUND	285,150.480 units	285,151	285,151
	TOTAL MONEY MARKET ACCOUNTS		404,830	404,830
	REGISTERED INVESTMENT COMPANIES:			
	DREYFUS INTERMEDIATE TERM INCOME FUND			
		513,768.469 shares	6,599,675	6,992,389
	GMO FOREIGN FUND II	119,440.000 shares	1,327,042	1,624,384
	TOTAL REGISTERED INVESTMENT COMPANIES		7,926,717	8,616,773
	U.S. GOVERNMENT SECURITIES:			
	UNITED STATES TREASURY BD DTD 02/15/13 3.125% DUE 02/15/43			
		160,000.000 units	144,251	137,000
	STATE GOVERNMENT OBLIGATIONS:			
	CALIFORNIA ST GO 04/01/10 7.625% DUE 03/01/40 TXBL			
		120,000.000 units	161,759	157,990
	MISSISSIPPI ST GO 11/10/10 5.245% DUE 11/01/34 TXBL SER F			
		125,000.000 units	148,420	130,672
	NEW YORK N Y GO 12/21/10 6.271% DUE 12/01/37 TXBL			
		120,000.000 units	164,394	140,021
	PENNSYLVANIA ST TPK COMMN 09/10/10 5.511% DUE 12/01/45 SER B			
		50,000.000 units	56,165	53,056
	PORT AUTH N Y & N J REV 10/10/12 4.458% DUE 10/01/62 TXBL			
		150,000.000 units	150,000	127,176
	SOUTH CAROLINA ST PUB SVC AUTH 12/21/10 6.454% DUE 01/01/50 SER C			
		100,000.000 units	141,047	108,869
	VIRGINIA COMWLTH TRANSN BRD REV 05/26/10 5.35% DUE 05/15/35 TXBL SER A-2			
		110,000.000 units	131,705	115,597
	WISCONSIN ST HEALTH & EDL FACS REV 08/15/13 5.125% DUE 04/15/31			
		100,000.000 units	98,905	99,708
	TOTAL STATE GOVERNMENT OBLIGATIONS		1,052,395	933,089
	CORPORATE DEBT - OTHER:			
	ABBVIE INC SENIOR BD DTD 05/16/13 4.40% DUE 11/06/42			
		140,000.000 units	127,476	130,574
	ALABAMA POWER CO SR NT SER A DTD 05/14/08 6.125% DUE 05/15/38			
		140,000.000 units	186,011	165,459

PLAIN DEALER PUBLISHING CO. GUILD RETIREMENT PLAN

PLAN#: 004 EIN: 34-0228575

FORM 5500 SCHEDULE H PART IV LINE 4(i)

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2013

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment	(d) Cost	(e) Current Value
	CORPORATE DEBT - OTHER (CONTINUED):			
	BANC OF AMERICA MED TERM BK NT			
	DTD 10/26/06 6.00% DUE 10/15/36	120,000.000 units	115,735	137,719
	BURLINGTN NORTHERN SANTA FE			
	SEN DEB DTD 08/22/13 5.15% 09/01/43	115,000.000 units	114,591	116,826
	CANADIAN NATIONAL RAILWAY CO			
	DTD 07/09/04 6.25% DUE 08/01/34	120,000.000 units	162,870	141,976
	CATHOLIC HEALTH INITIATIVES DEB			
	DTD 10/31/12 4.35% DUE 11/01/42	150,000.000 units	152,644	130,125
	CISCO SYSTEMS INC SENIOR BD			
	DTD 11/17/09 5.50% DUE 01/15/40	110,000.000 units	130,345	116,383
	CITIGROUP INC NOTE DTD			
	05/29/07 5.875% DUE 05/29/37	75,000.000 units	76,990	81,859
	COCA COLA ENTERPRISES INC DEB			
	DTD 09/30/96 7.00% DUE 10/01/26	100,000.000 units	132,049	123,424
	COMCAST CORP BOND DTD			
	08/23/07 6.95% DUE 08/15/37	110,000.000 units	140,520	135,223
	CONOCOPHILLIPS NOTE			
	02/03/09 6.50% DUE 02/01/39	130,000.000 units	177,624	163,023
	CONS EDISON CO N Y INC SR DEB SER 06-E			
	DTD 12/01/06 5.70% DUE 12/01/36	80,000.000 units	99,158	90,118
	COOPERATIEVE CENTRALE RAIFFEISEN			
	BK NT DTD 05/24/11 5.25% DUE 05/24/41	110,000.000 units	114,138	113,490
	DEVON ENERGY CORP SENIOR DEB			
	DTD 03/25/02 7.95% DUE 04/15/32	80,000.000 units	103,834	104,118
	EXELON CORP SENIOR NT DTD			
	06/09/05 5.625% DUE 06/15/35	80,000.000 units	88,168	79,310
	FLORIDA POWER CORP BOND DTD			
	09/18/07 6.35% DUE 09/15/37	140,000.000 units	187,031	171,762
	GENERAL ELECT CAP CORP MED TERM NT			
	DTD 01/09/09 6.875% DUE 01/10/39	150,000.000 units	182,260	192,840
	HSBC BANK USA N A MED TERM BK NT			
	DTD 06/18/08 7.00% DUE 01/15/39	150,000.000 units	166,149	187,682
	HOME DEPOT INC SEN BD DTD			
	09/10/13 4.875% DUE 02/15/44	90,000.000 units	90,085	91,131
	JPMORGAN CHASE & CO NOTE			
	DTD 05/22/08 6.40% DUE 05/15/38	150,000.000 units	173,253	179,025
	KELLOGG CO DEB SER B DTD			
	03/29/01 7.45% DUE 04/01/31	95,000.000 units	127,871	119,827
	LOWES COS INC SENIOR BD DTD			
	11/23/11 5.125% DUE 11/15/41	75,000.000 units	80,342	77,135

PLAIN DEALER PUBLISHING CO. GUILD RETIREMENT PLAN

PLAN#: 004 EIN: 34-0228575

FORM 5500 SCHEDULE H PART IV LINE 4(i)

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2013

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment	(d) Cost	(e) Current Value
	CORPORATE DEBT - OTHER (CONTINUED):			
	MCDONALDS CORP MED TERM NT DTD 10/18/07 6.30% DUE 10/15/37	120,000.000 units	164,846	146,231
	METLIFE INC SENIOR NT DTD 12/10/02 6.50% DUE 12/15/32	140,000.000 units	168,203	166,576
	MIDAMERICAN ENERGY CO MED TRM NT DTD 11/01/05 5.75% DUE 11/01/35	120,000.000 units	149,748	134,524
	MORGAN STANLEY MED TERM NT DTD 08/09/06 6.25% DUE 08/09/26	125,000.000 units	146,469	144,475
	NORFOLK SOUTHERN CORP BOND DTD 02/06/01 7.250% DUE 02/15/31	100,000.000 units	139,475	124,413
	NORTHERN STATES POWER CO 1ST MTG DTD 07/01/95 7.125% DUE 07/01/25	75,000.000 units	105,967	93,239
	OHIO EDISON CO BOND DTD 10/20/08 8.25% DUE 10/15/38	90,000.000 units	132,199	129,704
	PACIFIC GAS & ELEC CO BOND DTD 03/23/04 6.05% DUE 03/01/34	70,000.000 units	88,174	80,184
	PHILIP MORRIS INTERNATIONAL INC DTD 05/16/08 6.375% DUE 05/16/38	90,000.000 units	116,513	106,676
	PRUDENTIAL FINANCIAL MED TERM NT SER D DTD 12/14/06 5.70% DUE 12/14/36	120,000.000 units	106,302	128,908
	QUEBEC PROV CDA YANKEE BD DTD 09/15/99 7.500% DUE 09/15/29	130,000.000 units	198,416	171,900
	ST JUDE MEDICAL INC SEN BD DTD 04/02/13 4.75% DUE 04/15/43	140,000.000 units	141,181	132,685
	SIMON PROPERTY GROUP LP SENIOR BD DTD 01/25/10 6.75% DUE 02/01/40	140,000.000 units	182,531	175,598
	SOUTHERN CALIF EDISON CO BOND DTD 01/14/04 6.00% DUE 01/15/34	140,000.000 units	179,178	164,765
	TECK RESOURCES LIMITED FGN BD DTD 07/05/11 6.25% DUE 07/15/41	80,000.000 units	93,319	79,634
	UNITED TECHNOLOGIES CORP SENIOR BD DTD 06/01/12 4.50% DUE 06/01/42	50,000.000 units	55,351	48,555
	VERIZON GLOBAL FUNDING CORP NOTE DTD 06/01/01 7.750% DUE 12/01/30	110,000.000 units	153,719	140,496
	VIRGINIA ELECTRIC & POWER CO SR NT SER A DTD 05/17/07 6.00% DUE 05/15/37	90,000.000 units	116,682	105,138
	WACHOVIA BANK N A MED TERM BK NT DTD 12/07/07 6.60% DUE 01/15/38	140,000.000 units	162,511	174,201
	WAL-MART STORES INC NOTE DTD 08/24/07 6.50% DUE 08/15/37	130,000.000 units	176,667	162,621
	WYETH SENIOR NT DTD 12/16/03 6.50% DUE 02/01/34	130,000.000 units	172,752	159,132
	ZIMMER HOLDINGS INC SEN NT DTD 11/17/09 5.75% DUE 11/30/39	110,000.000 units	123,749	121,309
	TOTAL CORPORATE DEBT - OTHER		6,003,096	5,739,993

- Continued -

PLAIN DEALER PUBLISHING CO. GUILD RETIREMENT PLAN

PLAN#: 004 EIN: 34-0228575

FORM 5500 SCHEDULE H PART IV LINE 4(i)

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2013

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment	(d) Cost	(e) Current Value
	COMMON STOCKS:			
	ABBOTT LABS COM	1,500 shares	26,700	57,495
	ABBVIE INC COM	1,500 shares	28,953	79,215
	ACE LTD FGN COM	400 shares	37,679	41,412
	ACTAVIS PLC	170 shares	24,482	28,560
	ACUITY BRANDS INC COM	135 shares	9,484	14,758
	ACXIOM CORP COM	935 shares	14,786	34,576
	ADVISORY BOARD CO COM	583 shares	9,107	37,120
	AFFILIATED MANAGERS GROUP INC	170 shares	8,915	36,870
	AIR PRODUCTS & CHEMICALS INC	300 shares	26,600	33,534
	ALLIANCE DATA SYSTEMS CORP COM	315 shares	22,998	82,823
	ALTRIA GROUP INC COM	3,500 shares	33,547	134,365
	AMERICAN EXPRESS CO COM	400 shares	17,468	36,292
	AMETEK INC COM	727 shares	18,383	38,291
	ANALOGIC CORP COM	505 shares	23,244	44,723
	APPLE INC COM	275 shares	36,793	154,281
	APPLIED INDL TECHNOLOGIES INC	227 shares	11,640	11,143
	ARCOS DORADOS HOLDINGS INC FGN	2,410 shares	29,653	29,209
	ASHLAND INC COM	370 shares	26,745	35,905
	ASML HOLDING N V FGN COM	200 shares	17,746	18,740
	ATHENAHEALTH INC COM	255 shares	13,967	34,298
	ATMEL CORP COM	4,240 shares	25,738	33,199
	ATWOOD OCEANICS INC COM	415 shares	6,938	22,157
	AUTOMATIC DATA PROCESSING INC	800 shares	32,220	64,639
	AUXILIUM PHARMACEUTICALS INC	1,945 shares	37,609	40,320
	B/E AEROSPACE INC COM	650 shares	23,607	56,569
	BANK OF THE OZARKS INC COM	1,141 shares	16,979	64,569
	BANKRATE INC COM	1,405 shares	25,528	25,206
	BELDEN INC COM	655 shares	17,094	46,145
	BLACKROCK INC COM CL A	150 shares	42,681	47,471
	BONANZA CREEK ENERGY INC COM	280 shares	11,182	12,172
	BROWN & BROWN INC COM	960 shares	32,514	30,134
	BRUKER CORP COM	1,950 shares	35,692	38,552
	CABOT OIL & GAS CORP COM	805 shares	14,093	31,202
	CANADIAN PAC RAILWAY LTD COM	150 shares	18,595	22,698
	CARLISLE COS INC COM	235 shares	17,925	18,659
	CARMAX INC COM	620 shares	14,788	29,152
	CARPENTER TECHNOLOGY CORP COM	355 shares	18,593	22,081
	CARRIZO OIL & GAS INC COM	1,364 shares	42,591	61,066
	CATAMARAN CORP COM	380 shares	19,100	18,036
	CATERPILLAR INC DEL COM	400 shares	34,541	36,324
	CAVIUM INC COM	1,395 shares	48,636	48,141
	CEPHEID INC COM	1,051 shares	38,253	49,052
	CHART INDUSTRIES INC COM	510 shares	46,597	48,776
	CHEVRON CORP COM	1,400 shares	69,468	174,874
	CHICAGO BRIDGE & IRON CO N V FGN	630 shares	8,480	52,378
	CHICO'S FAS INC COM	2,256 shares	34,505	42,503
	CLEAN HARBORS INC COM	420 shares	22,619	25,183
	COCA COLA CO COM	5,000 shares	116,335	206,550

- Continued -

PLAIN DEALER PUBLISHING CO. GUILD RETIREMENT PLAN

PLAN#: 004 EIN: 34-0228575

FORM 5500 SCHEDULE H PART IV LINE 4(i)

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2013

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment	(d) Cost	(e) Current Value
	COMMON STOCKS (CONTINUED):			
	COLONY FINANCIAL INC REIT	2,282 shares	50,851	46,302
	COMCAST CORP COM CL A	800 shares	32,331	41,572
	COMMVAULT SYSTEMS INC COM	624 shares	33,103	46,714
	CONCUR TECHNOLOGIES INC COM	315 shares	5,585	14,445
	CONNS INC COM	385 shares	23,846	30,296
	CONOCOPHILLIPS COM	1,200 shares	42,171	84,780
	COOPER COS INC COM	450 shares	18,542	55,728
	CORE LABORATORIES N V FGN	190 shares	6,335	36,281
	CORPORATE EXECUTIVE BOARD CO	674 shares	17,948	52,188
	CYBERONICS INC COM	435 shares	20,254	28,459
	DSW INC COM CL A	580 shares	21,658	24,783
	DEXCOM INC COM	1,918 shares	19,772	67,916
	DIAGEO PLC SPONS ADR	300 shares	34,137	39,726
	DIAMOND FOODS INC COM	910 shares	21,541	23,514
	DICKS SPORTING GOODS INC COM	615 shares	28,962	35,732
	DIODES INC COM	270 shares	1,723	6,361
	WALT DISNEY CO COM	550 shares	34,405	42,020
	ELECTRONICS FOR IMAGING INC COM	310 shares	12,066	12,006
	ENERSYS COM	570 shares	5,644	39,951
	ESTEE LAUDER COS INC COM	800 shares	16,966	60,256
	EXXON MOBIL CORP COM	2,475 shares	78,180	250,470
	F M C CORP COM	365 shares	14,390	27,543
	F5 NETWORKS INC COM	235 shares	12,455	21,352
	FINISAR CORP COM	700 shares	14,484	16,744
	FIRST CASH FINL SVCS INC COM	826 shares	41,225	51,080
	FIRSTMERIT CORP COM	2,183 shares	36,416	48,528
	FIVE BELOW INC COM	591 shares	27,866	25,530
	FLOWERVE CORP COM	475 shares	16,510	37,444
	FOSTER WHEELER AG FGN COM	1,318 shares	39,250	43,495
	FRANCESCAS HOLDINGS CORP COM	618 shares	11,399	11,371
	FRANKLIN ELEC INC COM	1,052 shares	18,984	46,961
	FRANKLIN RES INC COM	750 shares	37,468	43,297
	FREEPORT-MCMORAN COPPER & GOLD	700 shares	36,909	26,418
	GENERAL ELEC CO COM	1,200 shares	17,380	33,636
	GEOSPACE TECHNOLOGIES CORP COM	189 shares	16,954	17,886
	GLACIER BANCORP INC COM	2,222 shares	30,735	66,193
	GRAND CANYON EDUCATION INC COM	1,005 shares	18,409	43,818
	GREENHILL & CO INC COM	658 shares	30,839	38,124
	GULFPORT ENERGY CORP COM	280 shares	17,921	17,676
	HAEMONETICS CORP COM	500 shares	22,083	21,065
	HANOVER INSURANCE GROUP INC	767 shares	42,104	45,798
	HARMAN INTL INDS INC COM	22 shares	828	1,801
	HAWIIAN HOLDINGS INC COM	657 shares	6,161	6,327
	HERBALIFE LTD FGN COM	620 shares	21,129	48,794
	HMS HOLDINGS CORP COM	1,751 shares	44,107	39,748
	ICON PLC SPONS ADR	455 shares	10,590	18,389
	IHS INC COM CL A	255 shares	18,862	30,524
	INFORMATICA CORP COM	945 shares	34,434	39,218
	INTEL CORP COM	1,450 shares	70,925	37,635
	INTERNATIONAL BUSINESS MACHS	500 shares	63,437	93,785

- Continued -

PLAIN DEALER PUBLISHING CO. GUILD RETIREMENT PLAN

PLAN#: 004 EIN: 34-0228575

FORM 5500 SCHEDULE H PART IV LINE 4(i)

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2013

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment	(d) Cost	(e) Current Value
	COMMON STOCKS (CONTINUED):			
	INTUITIVE SURGICAL INC COM	65 shares	19,842	24,965
	JOHNSON & JOHNSON COM	1,322 shares	58,715	121,082
	JP MORGAN CHASE & CO COM	1,800 shares	59,890	105,264
	KINDER MORGAN INC COM	500 shares	18,926	18,000
	KRAFT FOODS GROUP INC COM	400 shares	13,218	21,564
	LANDSTAR SYS INC COM	570 shares	30,622	32,746
	LASALLE HOTEL PROPERTIES REIT	1,803 shares	34,110	55,641
	LIFE TIME FITNESS INC COM	1,150 shares	26,373	54,050
	LIVE NATION ENTERTAINMENT INC	1,310 shares	14,218	25,886
	LKQ CORP COM	895 shares	5,527	29,445
	LUMINEX CORP COM	625 shares	13,042	12,125
	MCDONALDS CORP COM	1,100 shares	42,081	97,030
	MCGRAW HILL COS INC COM	630 shares	10,322	49,266
	MERCK & CO INC COM	600 shares	34,534	30,030
	MICROS SYS INC COM	420 shares	13,264	24,095
	MIDDLEBY CORP COM	145 shares	11,433	34,760
	MONDELEZ INTERNATIONAL INC	900 shares	18,343	31,770
	MONRO MUFFLER BRAKE INC COM	913 shares	32,822	51,457
	MORNINGSTAR INC COM	465 shares	20,826	36,312
	MSC INDL DIRECT INC COM	535 shares	19,006	43,265
	NCR CORP NEW COM	900 shares	19,356	30,654
	NATL PENN BANCSHARES INC COM	3,600 shares	37,766	40,788
	NESTLE S A SPONS ADR REPSTG REG SH	1,425 shares	38,634	104,629
	NICE SYSTEMS LTD SPONS ADR	495 shares	10,961	20,275
	NORTHWEST NATURAL GAS CO COM	329 shares	15,738	14,088
	NOVARTIS AG ADR	500 shares	35,160	40,190
	NOVO-NORDISK A S ADR	500 shares	33,975	92,380
	OCCIDENTAL PETE CORP DEL COM	800 shares	30,914	76,080
	OMNIVISION TECHNOLOGIES INC COM	2,167 shares	36,407	37,272
	OPENTABLE INC COM	604 shares	46,009	47,939
	PENTAIR LTD FGN COM	740 shares	29,291	57,476
	PEPSICO INC COM	750 shares	28,170	62,205
	PHILIP MORRIS INTERNATIONAL INC	2,700 shares	65,346	235,251
	PHILLIPS 66 COM	700 shares	14,620	53,991
	PIER 1 IMPORTS INC COM	880 shares	20,357	20,310
	POLYONE CORP COM	1,295 shares	18,650	45,778
	POLYPORE INTERNATIONAL INC COM	325 shares	13,921	12,642
	POLYPORE INTERNATIONAL INC COM	940 shares	38,818	36,566
	POOL CORP COM	804 shares	42,372	46,745
	PORTFOLIO RECOVERY ASSOCS INC	918 shares	29,631	48,507
	PRAXAIR INC COM	475 shares	25,577	61,764
	PROCTER & GAMBLE CO COM	1,225 shares	37,982	99,727

PLAIN DEALER PUBLISHING CO. GUILD RETIREMENT PLAN

PLAN#: 004 EIN: 34-0228575

FORM 5500 SCHEDULE H PART IV LINE 4(i)

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2013

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment	(d) Cost	(e) Current Value
	COMMON STOCKS (CONTINUED):			
	PROTO LABS INC COM	491 shares	39,694	34,949
	QUALCOMM INC COM	500 shares	21,335	37,125
	QUANTA SERVICES INC COM	515 shares	13,318	16,253
	QUIKSILVER INC COM	4,202 shares	30,996	36,852
	RAVEN INDS INC COM	518 shares	15,976	21,311
	RED ROBIN GOURMET BURGERS INC	656 shares	22,927	48,242
	RESMED INC COM	620 shares	12,548	29,190
	ROCHE HLDG LTD SPONS ADR	850 shares	50,877	59,543
	ROYAL DUTCH SHELL PLC SPONS ADR	600 shares	27,867	42,762
	SALIX PHARMACEUTICALS LTD COM	280 shares	10,251	25,183
	SANDERSON FARMS INC COM	656 shares	35,008	47,448
	SAPIENT CORP COM	2,180 shares	19,991	37,845
	SBA COMMUNICATIONS CORP COM	370 shares	14,352	33,241
	SEACOR HOLDINGS INC COM	401 shares	29,536	36,571
	SERVICE CORP INTERNATIONAL COM	1,710 shares	7,859	31,002
	SMITH A O COM	795 shares	26,302	42,882
	SOUTHWESTERN ENERGY CO COM	590 shares	20,725	23,205
	STATE STR CORP COM	300 shares	21,188	22,017
	STERICYCLE INC COM	105 shares	5,179	12,198
	STIFEL FINL CORP COM	1,128 shares	40,155	54,054
	SUPERIOR ENERGY SVCS INC COM	1,040 shares	26,840	27,674
	SYNTEL INC COM	210 shares	6,596	19,100
	TARGET CORP COM	1,175 shares	39,848	74,342
	TECH DATA CORP COM	112 shares	5,652	5,779
	TERADYNE INC COM	1,685 shares	16,582	29,690
	TEXAS INSTRS INC COM	1,500 shares	74,163	65,865
	TEXAS ROADHOUSE INC COM CL A	1,767 shares	31,537	49,123
	TEXAS ROADHOUSE INC COM CL A	1,310 shares	23,263	36,418
	TOOTSIE ROLL INDS INC COM	1,105 shares	29,732	35,957
	TOTAL S A SPONS ADR	700 shares	39,273	42,889
	TRACTOR SUPPLY CO COM	420 shares	4,311	32,584
	TREEHOUSE FOODS INC COM	442 shares	17,872	30,463
	TRIMBLE NAVIGATION LTD COM	1,185 shares	22,366	41,120
	TYLER TECHNOLOGIES INC COM	307 shares	24,231	31,354
	ULTA SALON COSMETICS & FRAG	200 shares	18,861	19,304
	ULTIMATE SOFTWARE GROUP INC	280 shares	19,555	42,902
	UNIT CORP COM	613 shares	27,747	31,643
	UNITED NAT FOODS INC COM	843 shares	26,615	63,554
	UNITED NAT FOODS INC COM	465 shares	7,241	35,056
	UNITED RENTALS INC COM	280 shares	10,024	21,826
	UNITED TECHNOLOGIES CORP COM	500 shares	32,005	56,900
	URBAN OUTFITTERS INC COM	885 shares	27,512	32,834
	UTI WORLDWIDE INC FGN COM	985 shares	10,973	17,297

- Continued -

PLAIN DEALER PUBLISHING CO. GUILD RETIREMENT PLAN

PLAN#: 004 EIN: 34-0228575

FORM 5500 SCHEDULE H PART IV LINE 4(i)

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2013

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment	(d) Cost	(e) Current Value
	COMMON STOCKS (CONTINUED):			
	VALUECLICK INC COM	385 shares	10,043	8,997
	VERIFONE SYSTEMS INC	729 shares	18,820	19,552
	VITAMIN SHOPPE INC COM	350 shares	17,785	18,204
	WAL MART STORES INC COM	800 shares	43,767	62,952
	WALGREEN CO COM	700 shares	19,149	40,208
	WATSCO INC COM	385 shares	36,338	36,983
	WEIGHT WATCHERS INTL INC COM	546 shares	17,842	17,980
	WELLS FARGO CO COM	900 shares	39,404	40,860
	WEST PHARMACEUTICAL SVS INC	1,000 shares	29,288	49,060
	WESTPORT INNOVATIONS INC FGN	1,924 shares	50,428	37,730
	WORTHINGTON INDS INC	575 shares	23,919	24,196
	WR GRACE & CO COM	375 shares	16,409	37,076
	ZUMNIEZ INC COM	1,207 shares	31,698	31,382
	TOTAL COMMON STOCKS		5,142,607	8,535,835
	COMMON / COLLECTIVE TRUSTS:			
	WELLINGTON TRUST COMPANY N.A.			
	CIF RESEARCH VALUE FUND	225,165.687 units	2,269,553	4,161,062
	WINSLOW LARGE CAP			
	GROWTH FUND	132,535.672 units	2,706,772	4,123,185
	TOTAL COMMON / COLLECTIVE TRUSTS		4,976,325	8,284,247
	TOTAL INVESTMENTS		<u>\$ 25,650,221</u>	<u>\$ 32,651,767</u>

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26 Schedule of Active Participant Data as of January 1, 2013

Attained Age	Years of Credited Service																			
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & Over	
	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.
Under 25	0		0		0		0		0		0		0		0		0		0	
25 - 29	0		1		0		0		0		0		0		0		0		0	
30 - 34	0		8		1		0		0		0		0		0		0		0	
35 - 39	0		4		5		1		0		0		0		0		0		0	
40 - 44	0		3		5		1		4		1		0		0		0		0	
45 - 49	2		0		15		3		7		0		0		0		0		0	
50 - 54	1		1		9		4		15		3		2		0		0		0	
55 - 59	0		4		9		7		11		5		5		0		0		0	
60 - 64	0		1		3		2		7		5		4		5		0		0	
65 - 69	0		0		0		0		1		0		2		0		1		0	
70 & Over	0		0		0		0		0		0		0		0		0		0	

Plan Name: The Plain Dealer Publishing Company Guild Retirement Plan
 EIN / PN: 34-0228757 / 004
 Plan Sponsor: Plain Dealer
 Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V

Statement of Actuarial Assumptions and Methods

Economic Assumptions

Interest rate basis:

Applicable month	September
Yield curve basis	3-Segment Rates

Interest rates:

	Reflecting MAP-21 Corridors	Not Reflecting MAP-21 Corridors
First segment rate	4.94%	1.75%
Second segment rate	6.15%	4.62%
Third segment rate	6.76%	5.72%
Effective interest rate	6.32%	4.94%

Annual rates of increase

Future Social Security wage bases	Not applicable.
Statutory limits on compensation	Not applicable.

Demographic Assumptions

Inclusion date The valuation date coincident with or next following the enrollment date on which the employee becomes a participant.

New or rehired employees It was assumed there will be no new or rehired employees.

Mortality

- **Healthy** The prescribed mortality assumption under Section 430(h)(3)(A) of the Internal Revenue Code using static tables with separate mortality rates for annuitants and non-annuitants.
- Disabled** For plan reporting purposes, the 1985 Pension Disability Mortality Table for males and females is used. However, for all other purposes the prescribed mortality assumption under Section 430(h)(3)(A) of the Internal Revenue Code using static tables with separate mortality rates for annuitants and non-annuitants are used for Target Liability and Target Normal Cost.

Plan Name: The Plain Dealer Publishing Company Guild Retirement Plan
EIN / PN: 34-0228757 / 004
Plan Sponsor: Plain Dealer
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Termination

Below is an excerpt of the assumption at various ages:

Percentage leaving during the year		
Attained Age	Males	Females
25	4.9%	7.4%
30	3.4	4.9
35	2.4	3.4
40	1.3	2.4
45	0.7	1.3
50	Nil	0.7

Disability

Not applicable.

Retirement

The rates at which participants retire by age are shown below.

Percentage retiring during the year	
Attained Age	Incidence of Retirement
55	2%
56	2%
57	2%
58	3%
59	3%
60	3%
61	5%
62	20%
63	10%
64	10%
65	60%
66	50%
67	100%

Benefit commencement date:

- Preretirement death benefit The later of the death of the active participant or the date the participant would have attained age 55.

Deferred vested benefit The later of age 65 or termination of employment.

Retirement benefit Termination of employment.

Form of payment Participants are assumed to elect the 5 year certain and continuous form.

Plan Name: The Plain Dealer Publishing Company Guild Retirement Plan
EIN / PN: 34-0228757 / 004
Plan Sponsor: Plain Dealer
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Marriage 85% of eligible participants are assumed to be married and male spouses are assumed to be three years older than female spouses.

Plan compensation Compensation assumed paid in the current year beginning on the valuation date is the annualized rate in effect at the valuation date.

Plan related expenses The amount included this year for plan-related expenses is \$295,765.

Methods

Valuation date First day of plan year

Funding target Present value of accrued benefits.

Target normal cost Present value of benefits expected to accrue during plan year plus plan-related expenses expected to be paid from plan assets during plan year.

Actuarial value of assets The actuarial value of assets is equal to the market value of assets as of the valuation date plus the discounted present value of contributions made after the valuation date for the 2012 plan year, discounted using the effective interest rate for the 2013 plan year.

Benefits not valued None.

Plan Name: The Plain Dealer Publishing Company Guild Retirement Plan
EIN / PN: 34-0228757 / 004
Plan Sponsor: Plain Dealer
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 32
Schedule of Amortization Bases
as of January 1, 2013

			Remaining		Amortization
Type of Base	Date Established	Initial Amount	Amortization Period (Years)	Outstanding Balance	Payment
1 Shortfall	01/01/2013	1,905,186	7	1,905,186	317,960
2 Shortfall	01/01/2012	(2,061,946)	6	(1,852,316)	(349,963)
3 Shortfall	01/01/2011	396,188	5	296,650	65,185
4 Shortfall	01/01/2010	2,396,375	4	1,502,787	403,291
5 Shortfall	01/01/2009	4,502,225	3	2,285,685	798,914
Total				4,137,992	1,235,387

Plan Name: The Plain Dealer Publishing Company Guild Retirement Plan
 EIN / PN: 34-0228757 / 004
 Plan Sponsor: Plain Dealer
 Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Schedule SB – Statement by Enrolled Actuary

Plan Sponsor	Plain Dealer
EIN/PN	34-0228757/004
Plan Name	The Plain Dealer Publishing Company Guild Retirement Plan
Valuation Date	January 1, 2013
Enrolled Actuary	Michael Kirchner
Enrollment Number	14-05383

The actuarial assumptions that are not mandated by IRC § 430 and regulations, represent the enrolled actuary's best estimate of anticipated experience under the plan, subject to the following conditions:

The actuarial valuation, on which the information in this Schedule SB is based, has been prepared in reliance upon the employee and financial data furnished by the plan administrator and the trustee. The enrolled actuary has not made a rigorous check of the accuracy of this information but has accepted it after reviewing it and concluding it is reasonable in relation to similar information furnished in previous years. The amounts of contributions and dates paid shown in Item 18 of Schedule SB were listed in reliance on information provided by the plan administrator and/or trustee.

Plan Name:	The Plain Dealer Publishing Company Guild Retirement Plan
EIN / PN:	34-0228757 / 004
Plan Sponsor:	Plain Dealer
Valuation Date:	January 1, 2013

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22
Description of Weighted Average Retirement Age
as of January 1, 2013

See attachments for retirement rates. The average retirement age for Line 22 was calculated by determining the average age at retirement for those current active participants expected to reach retirement, based on all current decrements assumed.

Age of Retirement (A)	Rates of Retirement (B)	% Retiring (C)	Weighted Ages (A)*(C)
55	2.00%	2.00%	1.1000
56	2.00%	1.96%	1.0976
57	2.00%	1.92%	1.0949
58	3.00%	2.82%	1.6377
59	3.00%	2.74%	1.6159
60	3.00%	2.66%	1.5940
61	5.00%	4.30%	2.6200
62	20.00%	16.32%	10.1190
63	10.00%	6.53%	4.1129
64	10.00%	5.88%	3.7604
65	60.00%	31.73%	20.6232
66	50.00%	10.58%	6.9802
67	100.00%	10.58%	7.0859
Retirement Age:			63

Plan Name: The Plain Dealer Publishing Company Guild Retirement Plan
EIN / PN: 34-0228757 / 004
Plan Sponsor: Plain Dealer
Valuation Date: January 1, 2013

Form 5500Department of the Treasury
Internal Revenue ServiceDepartment 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**

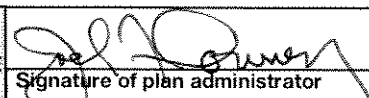
- A** This return/report is for: ☐ a multiemployer plan; ☐ a multiple-employer plan; or
☒ a single-employer plan; ☐ a DFE (specify) _____
- B** This return/report is: ☐ the first return/report; ☐ the final return/report;
☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
- C** If the plan is a collectively-bargained plan, check here ☒
- D** Check box if filing under: ☒ Form 5558; ☐ automatic extension; ☐ the DFVC program;
☐ special extension (enter description) _____

Part II Basic Plan Information - enter all requested information

1a Name of plan PLAIN DEALER PUBLISHING CO. GUILD RETIREMENT PLAN	1b Three-digit plan number (PN) ▶ 004
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) PLAIN DEALER PUBLISHING COMPANY LOCAL 1 OF NEWSPAPER 1801 SUPERIOR AVENUE CLEVELAND OH 44114	1c Effective date of plan 06/01/1981 2b Employer Identification Number (EIN) 34-0228575 2c Sponsor's telephone number 2169994224 2d Business code (see instructions) 511110

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		October 10, 2014	JOEL F. DOWNEY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE		10-10-14	PAUL CAVANAGH
	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)

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2013)
v. 130118

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☒ Same as Plan Sponsor Address	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px;"></div>
--	---

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	541
---	----------	-----

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 b Retired or separated participants receiving benefits c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6a 6b 6c 6d 6e 6f 6g 6h	93 183 224 500 27 527 2
--	--	---

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:
1A

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

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
---	---

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

a Pension Schedules

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

b General Schedules

- (1) ☒ **H** (Financial Information)
 (2) ☐ **I** (Financial Information - Small Plan)
 (3) ☐ **A** (Insurance Information)
 (4) ☒ **C** (Service Provider Information)
 (5) ☒ **D** (DFE/Participating Plan Information)
 (6) ☐ **G** (Financial Transaction Schedules)

PLAIN DEALER PUBLISHING CO. GUILD RETIREMENT PLAN

PLAN#: 004 EIN: 34-0228575

FORM 5500 SCHEDULE H PART IV LINE 4(j)

SCHEDULE OF REPORTABLE TRANSACTIONS

FOR THE YEAR ENDED DECEMBER 31, 2013

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
<u>Category (1) - A single transaction within the plan year in excess of 5% of the current value of the plan assets</u>						

None

- Continued -

PLAIN DEALER PUBLISHING CO. GUILD RETIREMENT PLAN

PLAN#: 004 EIN: 34-0228575

FORM 5500 SCHEDULE H PART IV LINE 4(j)

SCHEDULE OF REPORTABLE TRANSACTIONS

FOR THE YEAR ENDED DECEMBER 31, 2013

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(f) Expense Incurred with Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
<u>Category (3) - Any transaction within the plan year involving securities of the same issue if, within the plan year, any series of transactions with respect to such securities amount in the aggregate to more than 5% of current value of the plan assets.</u>							
Victory Portfolio	Federated Prime Cash Obligations Institutional Shares Transactions:						
	(146) - Purchases	\$ 2,673,583	\$ -	\$ -	\$ 2,673,583	\$ 2,673,583	\$ -
	(58) - Sales	\$ -	\$ 2,537,931	\$ -	\$ 2,537,931	\$ 2,537,931	\$ -
Victory Portfolio	Federated Government Obligations Institutional Shares Transactions:						
	(233) - Purchases	\$ 3,233,908	\$ -	\$ -	\$ 3,233,908	\$ 3,233,908	\$ -
	(166) - Sales	\$ -	\$ 3,419,568	\$ -	\$ 3,419,568	\$ 3,419,568	\$ -

- Continued -

PLAIN DEALER PUBLISHING CO. GUILD RETIREMENT PLAN

PLAN#: 004 EIN: 34-0228575

FORM 5500 SCHEDULE H PART IV LINE 4(j)

SCHEDULE OF REPORTABLE TRANSACTIONS

FOR THE YEAR ENDED DECEMBER 31, 2013

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(f) Expense Incurred with Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
<u>Category (3) - Any transaction within the plan year involving securities of the same issue if, within the plan year, any series of transactions with respect to such securities amount in the aggregate to more than 5% of current value of the plan assets.</u>							
U.S. Government	United States Treasury Notes 3.5%, due 5/15/20						
	Transactions:						
	(2) - Purchases	\$ 879,800	\$ -	\$ -	\$ 879,800	\$ 879,800	\$ -
	(4) - Sales	\$ -	\$ 995,900	\$ -	\$ 983,335	\$ 995,900	\$ 12,565
Victory Portfolio	Victory Prime Obligations Fund						
	Transactions:						
	(9) - Purchases	\$ 2,684,484	\$ -	\$ -	\$ 2,684,484	\$ 2,684,484	\$ -
	(4) - Sales	\$ -	\$ 3,232,160	\$ -	\$ 3,232,160	\$ 3,232,160	\$ -
Victory Portfolio	Government Reserves Fund Trust Class						
	Transactions:						
	(34) - Purchases	\$ 888,233	\$ -	\$ -	\$ 888,233	\$ 888,233	\$ -
	(19) - Sales	\$ -	\$ 1,159,335	\$ -	\$ 1,159,335	\$ 1,159,335	\$ -

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

**Single-Employer Defined Benefit Plan
Actuarial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

► **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2013**This Form is Open to Public
Inspection**

For calendar plan year 201 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

► **Round off amounts to nearest dollar.**► **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan Plain Dealer Publishing Co. Guild Retirement Plan	B Three-digit plan number (PN) ► 004
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Retirement Board	D Employer Identification Number (EIN) 34-0228575
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I Basic Information

1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2013</u>		
2 Assets:		
a Market value	2a	30,505,557
b Actuarial value	2b	30,505,557
3 Funding target/participant count breakdown:	(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a 207	15,879,330
b For terminated vested participants	3b 166	7,233,296
c For active participants:		
(1) Non-vested benefits	3c(1)	81,617
(2) Vested benefits	3c(2)	10,710,272
(3) Total active	3c(3) 168	10,791,889
d Total	3d 541	33,904,515
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)	☐	
a Funding target disregarding prescribed at-risk assumptions	4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b	
5 Effective interest rate	5	6.32 %
6 Target normal cost	6	295,765

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

**SIGN
HERE**

Signature of actuary

Michael C. Kirchner

Type or print name of actuary

Towers Watson Delaware Inc.

Firm name
1001 Lakeside Avenue, Suite 1900Cleveland OH 44114-1172
Address of the firm

09/26/2014

Date

14-05383

Most recent enrollment number

(216) 937-4000

Telephone number (including area code)

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2013
v. 130118

Part II Beginning of Year Carryover and Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	126,479	280,097
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	126,479	280,097
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of <u>12.64</u> %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		669,157
b Interest on (a) using prior year's effective interest rate of <u>7.04</u> % except as otherwise provided (see instructions)		69,877
c Total available at beginning of current plan year to add to prefunding balance		739,034
d Portion of (c) to be added to prefunding balance		739,034
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	739,034

Part III Funding Percentages

14 Funding target attainment percentage	14	87.79 %
15 Adjusted funding target attainment percentage	15	87.79 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	90.71 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
09/18/2013	27,553		02/19/2014	27,504	
10/16/2013	35,990		03/25/2014	27,504	
11/19/2013	201,174		04/22/2014	462,365	
12/16/2013	27,504		04/15/2014	34,381	
01/15/2014	34,381		05/14/2014	27,504	
01/28/2014	276,632		09/15/2014	334,381	
Totals ▶			18(b)	1,906,920	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	
b Contributions made to avoid restrictions adjusted to valuation date	19b	
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	1,759,041

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☒ No
c If line 20a is "Yes," see instructions and complete the following table as applicable:	

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:			
a Segment rates:	1st segment: 4.94 %	2nd segment: 6.15 %	3rd segment: 6.76 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 4
22 Weighted average retirement age			22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	295,765	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	4,137,992	1,235,387	
b Waiver amortization installment		0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..	34	1,531,152	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	739,034	739,034
36 Additional cash requirement (line 34 minus line 35).....	36	792,118	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	1,759,041	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	966,923	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	739,034	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42	0	
43 Excess installment acceleration amount to be carried over to future plan years	43	0	

[illegible]

SCHEDULE SB ATTACHMENTS

Schedule SB – Statement by Enrolled Actuary

Plan Sponsor	Plain Dealer
EIN/PN	34-0228757/004
Plan Name	The Plain Dealer Publishing Company Guild Retirement Plan
Valuation Date	January 1, 2013
Enrolled Actuary	Michael Kirchner
Enrollment Number	14-05383

The actuarial assumptions that are not mandated by IRC § 430 and regulations, represent the enrolled actuary's best estimate of anticipated experience under the plan, subject to the following conditions:

The actuarial valuation, on which the information in this Schedule SB is based, has been prepared in reliance upon the employee and financial data furnished by the plan administrator and the trustee. The enrolled actuary has not made a rigorous check of the accuracy of this information but has accepted it after reviewing it and concluding it is reasonable in relation to similar information furnished in previous years. The amounts of contributions and dates paid shown in Item 18 of Schedule SB were listed in reliance on information provided by the plan administrator and/or trustee.

Plan Name:	The Plain Dealer Publishing Company Guild Retirement Plan
EIN / PN:	34-0228757 / 004
Plan Sponsor:	Plain Dealer
Valuation Date:	January 1, 2013

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 19
Discounted Employer Contributions
as of January 1, 2013

Date	Applicable Plan Year	Contribution	Interest Rate Used to Discount During Timely Contribution Period	Timely Contribution Period	Interest Rate Used to Discount During Late Contribution Period	Late Contribution Period	Interest Adjusted Contribution
09/18/2013	2013	27,553	6.32%	1/1/2013-09/18/2013	11.32%	N/A	26,374
10/16/2013	2013	35,990	6.32%	1/1/2013-10/16/2013	11.32%	10/15/2013-10/16/2013	34,281
11/19/2013	2013	201,174	6.32%	1/1/2013-11/19/2013	11.32%	10/15/2013-11/19/2013	189,864
12/16/2013	2013	27,504	6.32%	1/1/2013-12/16/2013	11.32%	N/A	25,935
01/15/2014	2013	34,381	6.32%	1/1/2013-01/15/2014	11.32%	N/A	32,260
01/28/2014	2013	276,632	6.32%	1/1/2013-01/28/2014	11.32%	01/15/2014-01/28/2014	258,619
02/19/2014	2013	27,504	6.32%	1/1/2013-02/19/2014	11.32%	N/A	25,659
03/25/2014	2013	27,504	6.32%	1/1/2013-03/25/2014	11.32%	N/A	25,502
04/15/2014	2013	34,381	6.32%	1/1/2013-04/15/2014	11.32%	N/A	31,770
04/22/2014	2013	462,365	6.32%	1/1/2013-04/22/2014	11.32%	N/A	426,740
05/14/2014	2013	27,504	6.32%	1/1/2013-05/14/2014	11.32%	N/A	25,290
06/16/2014	2013	27,797	6.32%	1/1/2013-06/16/2014	11.32%	N/A	25,421
07/02/2014	2013	300,000	6.32%	1/1/2013-07/02/2014	11.32%	N/A	273,606
07/15/2014	2013	34,746	6.32%	1/1/2013-07/15/2014	11.32%	N/A	31,619
08/14/2014	2013	27,504	6.32%	1/1/2013-08/14/2014	11.32%	N/A	24,905
09/15/2014	2013	334,381	6.32%	1/1/2013-09/15/2014	11.32%	N/A	301,196
Total		1,906,920					1,759,041

Plan Name: The Plain Dealer Publishing Company Guild Retirement Plan
 EIN / PN: 34-0228757 / 004
 Plan Sponsor: Plain Dealer
 Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22
Description of Weighted Average Retirement Age
as of January 1, 2013

See attachments for retirement rates. The average retirement age for Line 22 was calculated by determining the average age at retirement for those current active participants expected to reach retirement, based on all current decrements assumed.

Age of Retirement (A)	Rates of Retirement (B)	% Retiring (C)	Weighted Ages (A)*(C)
55	2.00%	2.00%	1.1000
56	2.00%	1.96%	1.0976
57	2.00%	1.92%	1.0949
58	3.00%	2.82%	1.6377
59	3.00%	2.74%	1.6159
60	3.00%	2.66%	1.5940
61	5.00%	4.30%	2.6200
62	20.00%	16.32%	10.1190
63	10.00%	6.53%	4.1129
64	10.00%	5.88%	3.7604
65	60.00%	31.73%	20.6232
66	50.00%	10.58%	6.9802
67	100.00%	10.58%	7.0859

Retirement Age: 63

Plan Name: The Plain Dealer Publishing Company Guild Retirement Plan
EIN / PN: 34-0228757 / 004
Plan Sponsor: Plain Dealer
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26 Schedule of Active Participant Data as of January 1, 2013

Attained Age	Years of Credited Service																			
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & Over	
	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.
Under 25	0		0		0		0		0		0		0		0		0		0	
25 - 29	0		1		0		0		0		0		0		0		0		0	
30 - 34	0		8		1		0		0		0		0		0		0		0	
35 - 39	0		4		5		1		0		0		0		0		0		0	
40 - 44	0		3		5		1		4		1		0		0		0		0	
45 - 49	2		0		15		3		7		0		0		0		0		0	
50 - 54	1		1		9		4		15		3		2		0		0		0	
55 - 59	0		4		9		7		11		5		5		0		0		0	
60 - 64	0		1		3		2		7		5		4		5		0		0	
65 - 69	0		0		0		0		1		0		2		0		1		0	
70 & Over	0		0		0		0		0		0		0		0		0		0	

Plan Name: The Plain Dealer Publishing Company Guild Retirement Plan
 EIN / PN: 34-0228757 / 004
 Plan Sponsor: Plain Dealer
 Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 32
Schedule of Amortization Bases
as of January 1, 2013

	Type of Base	Date Established	Initial Amount	Remaining Amortization Period (Years)	Outstanding Balance	Amortization Payment
1	Shortfall	01/01/2013	1,905,186	7	1,905,186	317,960
2	Shortfall	01/01/2012	(2,061,946)	6	(1,852,316)	(349,963)
3	Shortfall	01/01/2011	396,188	5	296,650	65,185
4	Shortfall	01/01/2010	2,396,375	4	1,502,787	403,291
5	Shortfall	01/01/2009	4,502,225	3	2,285,685	798,914
Total					4,137,992	1,235,387

Plan Name: The Plain Dealer Publishing Company Guild Retirement Plan
 EIN / PN: 34-0228757 / 004
 Plan Sponsor: Plain Dealer
 Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V

Statement of Actuarial Assumptions and Methods

Economic Assumptions

Interest rate basis:

Applicable month	September
Yield curve basis	3-Segment Rates

Interest rates:

	Reflecting MAP-21 Corridors	Not Reflecting MAP-21 Corridors
First segment rate	4.94%	1.75%
Second segment rate	6.15%	4.62%
Third segment rate	6.76%	5.72%
Effective interest rate	6.32%	4.94%

Annual rates of increase

Future Social Security wage bases	Not applicable.
Statutory limits on compensation	Not applicable.

Demographic Assumptions

Inclusion date The valuation date coincident with or next following the enrollment date on which the employee becomes a participant.

New or rehired employees It was assumed there will be no new or rehired employees.

Mortality

- **Healthy** The prescribed mortality assumption under Section 430(h)(3)(A) of the Internal Revenue Code using static tables with separate mortality rates for annuitants and non-annuitants.
- Disabled** For plan reporting purposes, the 1985 Pension Disability Mortality Table for males and females is used. However, for all other purposes the prescribed mortality assumption under Section 430(h)(3)(A) of the Internal Revenue Code using static tables with separate mortality rates for annuitants and non-annuitants are used for Target Liability and Target Normal Cost.

Plan Name: The Plain Dealer Publishing Company Guild Retirement Plan
EIN / PN: 34-0228757 / 004
Plan Sponsor: Plain Dealer
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Termination

Below is an excerpt of the assumption at various ages:

Percentage leaving during the year		
Attained Age	Males	Females
25	4.9%	7.4%
30	3.4	4.9
35	2.4	3.4
40	1.3	2.4
45	0.7	1.3
50	Nil	0.7

Disability

Not applicable.

Retirement

The rates at which participants retire by age are shown below.

Percentage retiring during the year	
Attained Age	Incidence of Retirement
55	2%
56	2%
57	2%
58	3%
59	3%
60	3%
61	5%
62	20%
63	10%
64	10%
65	60%
66	50%
67	100%

Benefit commencement date:

● Preretirement death benefit The later of the death of the active participant or the date the participant would have attained age 55.

Deferred vested benefit The later of age 65 or termination of employment.

Retirement benefit Termination of employment.

Form of payment Participants are assumed to elect the 5 year certain and continuous form.

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Valuation Date: January 1, 2013

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Marriage 85% of eligible participants are assumed to be married and male spouses are assumed to be three years older than female spouses.

Plan compensation Compensation assumed paid in the current year beginning on the valuation date is the annualized rate in effect at the valuation date.

Plan related expenses The amount included this year for plan-related expenses is \$295,765.

Methods

Valuation date First day of plan year

Funding target Present value of accrued benefits.

Target normal cost Present value of benefits expected to accrue during plan year plus plan-related expenses expected to be paid from plan assets during plan year.

Actuarial value of assets The actuarial value of assets is equal to the market value of assets as of the valuation date plus the discounted present value of contributions made after the valuation date for the 2012 plan year, discounted using the effective interest rate for the 2013 plan year.

Benefits not valued None.

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Schedule SB, Part V

Summary of Principal Plan Provisions

Plan Sponsor

Retirement Board of The Plain Dealer Publishing Company - Guild

Plan

Guild Retirement Plan

Effective Date and Most Recent Amendment

November 1, 1959 (as most recently Restated January 1, 2011 and further amended November 2012 to pay limited lump sums and further amended through agreement December 2012 to extend temporary freeze through 2014).

Eligibility

Employees of The Plain Dealer Publishing Company covered by a Collective Bargaining Agreement between the Company and the Guild.

Plan Year

The twelve-month period ending December 31, 2013.

Normal Retirement Benefit

Eligibility: Age 65.

Benefit Formula: Monthly Benefit is equal to 1.3285714% (for the Period March 1, 2007 to June 30, 2008, the benefit multiplier is decreased to 0.9%) of Average Monthly Compensation (to a maximum of \$5,519.72) times years of Credited Service, to a maximum of 30 years. The minimum monthly benefit is \$10.00 per year of Credited Service, to a maximum of 30 years.

Average Monthly Compensation is limited to \$5,519.72 (\$4,265.23 for June 2005 service) and is computed as the average of the highest 60 consecutive months' compensation; such compensation excludes overtime, special bonuses and payment for special work.

The benefit was temporarily frozen from August 1, 2003 until December 31, 2004, July 1, 2005 through March 31, 2006, January 1, 2009 through December 31, 2009, October 1,

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2010 through December 31, 2010, June 1, 2011 through June 30, 2012, and October 15, 2012 through December 31, 2014. Benefit service and compensation during these periods are excluded from the benefit amount calculation.

Early Retirement Benefit

Eligibility: Age 55 with 10 years of Credited Service.

Benefit: Accrued normal retirement benefit payable at age 65 using credited service and average monthly compensation at early retirement. The benefit is available earlier on an actuarially reduced basis. The reduction is 6% per year to ages 57 and older. For age 55, the reduction is about 55% and for age 60, it is 30%.

Disability Benefit

Eligibility: 10 years of Credited Service with a determination of permanent and total disability prior to December 1, 2012.

Benefit: Accrued normal retirement benefit using credited service and average monthly compensation at disability. The benefit is payable immediately without actuarial reduction.

Vested Benefits Upon Termination of Service

Eligibility: 5 years of Eligibility Service.

Benefit: Accrued normal retirement benefit at age 65 using credited service and average monthly compensation at termination. The benefit is available on an actuarially reduced basis at any time after age 55.

Pre-retirement Spouse's Benefit

Eligibility: Upon death after completion of 5 years of Eligibility Service, provided that the employee has been married to his current spouse for at least one year.

Benefit: The surviving spouse will receive the benefit she would have received if the employee had terminated on the day of his death, had lived to earliest commencement, elected a 50% Joint and Survivor form of payment, and then died.

Optional Forms of Retirement Income in Lieu of Normal Form

The benefit is calculated under a 5 year certain and continuous basis. Alternatively, a participant may elect to receive his benefit actuarially determined on a 100% Joint and Survivor, 75% Joint and Survivor, 50%

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Joint and Survivor basis, or 120-month certain and continuous basis. Unless otherwise elected, the normal form of payment under the Plan is:

- If married, the actuarially equivalent 50% Joint and Survivor basis, or
- If not married, the 5 year certain and continuous basis

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