

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 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2013</div> 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 <u>GANNETT RETIREMENT PLAN</u>	1b Three-digit plan number (PN) ▶	<u>001</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>GANNETT CO., INC.</u> <u>7950 JONES BRANCH DRIVE</u> <u>MCLEAN, VA 22107</u>	1c Effective date of plan <u>12/31/1949</u>	
	2b Employer Identification Number (EIN) <u>16-0442930</u>	
	2c Sponsor's telephone number <u>703-854-6000</u>	
	2d Business code (see instructions) <u>511110</u>	

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2014	KEVIN LORD
	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:		3c Administrator's telephone number	
a Sponsor's name		4b EIN	
5 Total number of participants at the beginning of the plan year		4c PN	
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		5 45151	
a Active participants		6a 10175	
b Retired or separated participants receiving benefits		6b 16482	
c Other retired or separated participants entitled to future benefits		6c 16687	
d Subtotal. Add lines 6a , 6b , and 6c		6d 43344	
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e 0	
f Total. Add lines 6d and 6e		6f 43344	
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 6	
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 3H			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply)		9b Plan benefit arrangement (check all that apply)	
(1) ☐ Insurance		(1) ☐ Insurance	
(2) ☐ Code section 412(e)(3) insurance contracts		(2) ☐ Code section 412(e)(3) insurance contracts	
(3) ☒ Trust		(3) ☒ Trust	
(4) ☐ General assets of the sponsor		(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		b General Schedules	
(1) ☒ R (Retirement Plan Information)		(1) ☒ H (Financial Information)	
(2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary		(2) ☐ I (Financial Information – Small Plan)	
(3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		(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>GANNETT RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>GANNETT CO., INC.</u>	D Employer Identification Number (EIN) <u>16-0442930</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 _____ Day _____ Year _____	
2 Assets:	
a Market value	2a <u>1918164129</u>
b Actuarial value	2b <u>1895097249</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>16354</u> (1) Number of participants <u>1205326811</u> (2) Funding Target
b For terminated vested participants.....	3b <u>17036</u> <u>373050196</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>4930649</u>
(2) Vested benefits	3c(2) <u>373664228</u>
(3) Total active.....	3c(3) <u>11761</u> <u>378594877</u>
d Total.....	3d <u>45151</u> <u>1956971884</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>6.55 %</u>
6 Target normal cost	6 <u>13564528</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>09/24/2014</u>
Signature of actuary		Date
<u>PATRICK F. KINLAW</u>		<u>14-06743</u>
Type or print name of actuary		Most recent enrollment number
<u>TOWERS WATSON DELAWARE INC.</u>		<u>703-258-8000</u>
Firm name		Telephone number (including area code)
<u>901 NORTH GLEBE ROAD</u> <u>ARLINGTON, VA 22203</u>		
Address of the firm		

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)	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of <u>12.61</u> %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		45108227
b Interest on (a) using prior year's effective interest rate of <u>6.90</u> % except as otherwise provided (see instructions)		3112468
c Total available at beginning of current plan year to add to prefunding balance		48220695
d Portion of (c) to be added to prefunding balance		31500000
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	31500000

Part III Funding Percentages		
14 Funding target attainment percentage	14	95.22 %
15 Adjusted funding target attainment percentage	15	95.22 %
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	95.27 %
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
01/15/2014	10000000		06/27/2013	105552	
01/15/2013	97297		07/18/2013	108692	
02/21/2013	172311		08/22/2013	163321	
03/28/2013	110834		09/24/2013	102460	
04/18/2013	106506		10/29/2013	102629	
05/23/2013	106902		11/20/2013	97603	
			Totals ►	18(b)	56370519
				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	51953858
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
12/18/2013	96412				
04/15/2014	31000000				
07/15/2014	14000000				
			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: 5.23%	2nd segment: 6.51%	3rd segment: 7.16 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 65
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	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
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	13564528	
b Excess assets, if applicable, but not greater than line 31a	31b		
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	93374635	32552393	
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	46116921	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	31500000	31500000
36 Additional cash requirement (line 34 minus line 35).....	36	14616921	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	51953858	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	37336937	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	31500000	
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>GANNETT RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>GANNETT CO., INC.</u>	D Employer Identification Number (EIN) <u>16-0442930</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>FRANKLIN ADVISORS, INC.</u>
<u>94-2990534</u>

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
<u>SOUTHEASTERN ASSET MANAGEMENT</u>
<u>62-0951781</u>

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

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

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

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 17 50	NONE	2949639	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

SOUTHEASTERN ASSET MANAGEMENT

62-0951781

(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	NONE	1544116	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BAILLIE GIFFORD OVERSEAS LIMITED

22-3438530

(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 71	NONE	1031935	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)

WESTERN ASSET MANAGEMENT COMPANY

95-2705767

(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	NONE	396549	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

NORTHERN TRUST COMPANY

35-1561860

(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?
21 50 62	NONE	838396	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

WASATCH ADVISORS

87-0319391

(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 33 51 52 99	NONE	842989	Yes ☒ No ☐	Yes ☒ No ☐	0	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)

PACIFIC INVESTMENT MANAGEMENT CO

33-0629048

(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 28 51 99	NONE	459388	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

NEW SOUTH CAPITAL MANAGEMENT, INC.

62-1237220

(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	716447	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

TRUST COMPANY OF THE WEST

95-2749628

(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 21 68	NONE	481496	Yes ☒ No ☐	Yes ☒ No ☐	0	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)

GENESIS INVESTMENT MANAGEMENT

98-0425770

(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	NONE	403331	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

WALTER SCOTT & PARTNERS LIMITED

98-0465834

(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	1216941	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

ROCATON INVESTMENT ADVISORS

04-3638035

(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?
50 70	NONE	315396	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)

BLACKROCK INSTITUTIONAL TRUST CO

94-3112180

(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?
21 24 28 50 51	NONE	216650	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

ERNST & YOUNG US LLP

34-6565596

(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?
10 50	NONE	95000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

NIXON PEABODY LLP

16-0764720

(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 50	NONE	35343	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)

MONDRIAN INVESTMENT GROUP INC.

56-2475915

(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	108924	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

FIDUCIARY TRUST INTERNATIONAL

65-0080824

(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 55	NONE	18100	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2013</div> 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>GANNETT RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>GANNETT CO., INC.</u>	D Employer Identification Number (EIN) <u>16-0442930</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)	

a Name of MTIA, CCT, PSA, or 103-12 IE: <u>TCW CONCENTRATED CORE EQUITIES TR</u>			
b Name of sponsor of entity listed in (a): <u>TRUST COMPANY OF THE WEST</u>			
c EIN-PN <u>95-6843783-000</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>103793361</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>GENESIS GROUP TRUST EE BENEFIT PLAN</u>			
b Name of sponsor of entity listed in (a): <u>GENESIS INV MGT LLP</u>			
c EIN-PN <u>22-3163872-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>45427330</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>BLACKROCK DEBT INDEX NL FD</u>			
b Name of sponsor of entity listed in (a): <u>BLACKROCK INSTITUTIONAL TRUST COMPANY</u>			
c EIN-PN <u>94-3291425-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>66076180</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>NTGI COLTV GOVT STIF REGISTERED</u>			
b Name of sponsor of entity listed in (a): <u>NORTHERN TRUST</u>			
c EIN-PN <u>45-6138589-068</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>364769</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>WA OPPORTUNISTIC EMERG MKTS</u>			
b Name of sponsor of entity listed in (a): <u>WESTERN ASSET MANAGEMENT CO.</u>			
c EIN-PN <u>45-2234171-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>2860050</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>WA OPPORTUNISTIC US HIGH YIELD</u>			
b Name of sponsor of entity listed in (a): <u>WESTERN ASSET MANAGEMENT COMPANY</u>			
c EIN-PN <u>04-3500652-001</u>	d Entity code <u>E</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1288815</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>WESTN ASSETS OPP.INTL INVT GRADE</u>			
b Name of sponsor of entity listed in (a): <u>WESTERN ASSET MANAGEMENT CO.</u>			
c EIN-PN <u>04-3399188-001</u>	d Entity code <u>E</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1514426</u>	

a Name of MTIA, CCT, PSA, or 103-12 IE: WESTN AST FLOATING RATE HI INC**b** Name of sponsor of entity listed in (a): WESTERN ASSET MANAGEMENT CO.

c EIN-PN 26-0847827-001	d Entity code E	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2639366
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a Name of MTIA, CCT, PSA, or 103-12 IE: WESTN AST MTG BACKED SEC PORT**b** Name of sponsor of entity listed in (a): WESTERN ASSET MANAGEMENT CO.

c EIN-PN 20-1575792-001	d Entity code E	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 23248005
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a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK MSCI EQUITY INDEX**b** Name of sponsor of entity listed in (a): BLACKROCK INSTITUTIONAL TRUST COMPANY

c EIN-PN 26-4150003-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 158203931
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a Name of MTIA, CCT, PSA, or 103-12 IE: FRANKLIN TEMP GLOBAL MULTI PLUS**b** Name of sponsor of entity listed in (a): FIDUCIARY TRUST INTERNATIONAL

c EIN-PN 80-0733663-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 76596217
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

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

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

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

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

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

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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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
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 GANNETT RETIREMENT PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 GANNETT CO., INC.	D Employer Identification Number (EIN) 16-0442930	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash		1a	
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....		1b(1)	55000000
(2) Participant contributions		1b(2)	
(3) Other.....		1b(3)	3268509
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....		1c(1)	39240173
(2) U.S. Government securities		1c(2)	7919885
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred		1c(3)(A)	14089418
(B) All other		1c(3)(B)	16366106
(4) Corporate stocks (other than employer securities):			
(A) Preferred		1c(4)(A)	1484241
(B) Common.....		1c(4)(B)	821764743
(5) Partnership/joint venture interests		1c(5)	168861301
(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)	453321837
(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)	28690612
(13) Value of interest in registered investment companies (e.g., mutual funds).....		1c(13)	254625183
(14) Value of funds held in insurance company general account (unallocated contracts).....		1c(14)	
(15) Other.....		1c(15)	183122178

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	22372995	36745873
(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	2076135301	2084500059

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	148746636	9324300
k Total liabilities (add all amounts in lines 1g through 1j)	1k	148746636	9324300

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	1927388665	2075175759
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	56370519	
(B) Participants	2a(1)(B)	4630	
(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)		56375149

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	43028	
(B) U.S. Government securities	2b(1)(B)	1453892	
(C) Corporate debt instruments	2b(1)(C)	3538598	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	610759	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		5646277
(2) Dividends: (A) Preferred stock	2b(2)(A)	301437	
(B) Common stock	2b(2)(B)	9901554	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	2521830	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		12724821
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	1832628380	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	1811706318	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		20922062
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	210078125	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		210078125

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		50116649
(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)		380520
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-5712844
c Other income	2c		4752362
d Total income. Add all income amounts in column (b) and enter total	2d		355283121

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	190190581	
(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)		190190581
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)	4207278	
(2) Contract administrator fees	2i(2)	2259	
(3) Investment advisory and management fees	2i(3)	7472210	
(4) Other	2i(4)	5623699	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		17305446
j Total expenses. Add all expense amounts in column (b) and enter total	2j		207496027

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		147787094
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: ERNST & YOUNG LLP

(2) EIN: 34-6565596

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	
4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
4d		X	
e Was this plan covered by a fidelity bond?	X		30000000
4e	X		30000000
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	
4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	X		
4j	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection.
---	--	--

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

A Name of plan <u>GANNETT RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>GANNETT CO., INC.</u>	D Employer Identification Number (EIN) <u>16-0442930</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>36-1561860</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>1257</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: 50% Investment-Grade Debt: 19% High-Yield Debt: 9% Real Estate: 1% Other: 21%

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):



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Report of Independent Auditors

The Plan Administrator
Gannett Retirement Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of The Gannett Retirement Plan, which comprise the statements of net assets available for benefits 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 related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States. 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 certified investment information described in Note 5, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the entity that certified the investment information meets the requirements of 29 CFR 2520.103-8. The plan administrator has obtained certifications as of December 31, 2013 and 2012, and for the years then ended stating that the investment information provided to the plan administrator is complete and accurate.



Disclaimer of Opinion on Financial Statements

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.

Disclaimer of Opinion on Supplemental Schedules

The accompanying supplemental schedules of: (1) Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2013, (2) Schedule H, Line 4i – Schedule of Assets Held (Acquired and Disposed of Within Year) for the year ended December 31, 2013 and (3) Schedule H, Line 4j – Schedule of Reportable Transactions for the year ended December 31, 2013, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules referred to above.

Report on Compliance of Form and Content with Department of Labor's Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the certified investment information, have been audited by us in accordance with auditing standards generally accepted in the United States 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.

Ernst & Young LLP

October 13, 2014

SCHEDULE SB ATTACHMENTS

Schedule SB – Statement by Enrolled Actuary

Plan Sponsor	Gannett Co., Inc
EIN/PN	16-0442930/001
Plan Name	Gannett Retirement Plan
Valuation Date	January 1, 2013
Enrolled Actuary	Patrick F. Kinlaw
Enrollment Number	14-06743

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:	Gannett Retirement Plan
EIN / PN:	16-0442930 / 001
Plan Sponsor:	Gannett Co., Inc
Valuation Date:	January 1, 2013

**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 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 GANNETT RETIREMENT PLAN		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF GANNETT CO., INC.		D Employer identification number (EIN) 16-0442930
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	1,918,164,129
b Actuarial value		2b	1,895,097,249
3 Funding target/participant count breakdown:			
		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a	16,354	1,205,326,811
b For terminated vested participants.....	3b	17,036	373,050,196
c For active participants:			
(1) Non-vested benefits	3c(1)		4,930,649
(2) Vested benefits	3c(2)		373,664,228
(3) Total active.....	3c(3)	11,761	378,594,877
d Total.....	3d	45,151	1,956,971,884
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	6.55 %
6 Target normal cost.....		6	13,564,528

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**

Patrick F. Kinlaw

Pfk

09/24/2014

Signature of actuary

Date

Patrick F. Kinlaw

14-06743

Type or print name of actuary

Most recent enrollment number

Towers Watson Delaware Inc.

(703) 258-8000

Firm name

Telephone number (including area code)

901 North Glebe Road

Arlington

VA 22203

Address of the firm

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)	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of <u>12.61</u> %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		45,108,227
b Interest on (a) using prior year's effective interest rate of <u>6.90</u> % except as otherwise provided (see instructions)		3,112,468
c Total available at beginning of current plan year to add to prefunding balance		48,220,695
d Portion of (c) to be added to prefunding balance		31,500,000
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	31,500,000

Part III Funding Percentages

14 Funding target attainment percentage	14	95.22 %
15 Adjusted funding target attainment percentage	15	95.22 %
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	95.27 %
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
01/15/2014	10,000,000		06/27/2013	105,552	
01/15/2013	97,297		07/18/2013	108,692	
02/21/2013	172,311		08/22/2013	163,321	
03/28/2013	110,834		09/24/2013	102,460	
04/18/2013	106,506		10/29/2013	102,629	
05/23/2013	106,902		11/20/2013	97,603	
Totals ▶			18(b)	56,370,519	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	51,953,858

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	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost**21 Discount rate:****a Segment rates:**1st segment
5.23 %2nd segment
6.51 %3rd segment
7.16 %☐ N/A, full yield curve used**b Applicable month (enter code):****21b**

4

22 Weighted average retirement age:**22**

65

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**

0

29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a):**29**

0

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**

13,564,528

b Excess assets, if applicable, but not greater than line 31a:**31b****32 Amortization installments:****a Net shortfall amortization installment:**

Outstanding Balance

Installment

93,374,635

32,552,393

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**

46,116,921

Carryover balance

Prefunding balance

Total balance

35 Balances elected for use to offset funding requirement:

0

31,500,000

31,500,000

36 Additional cash requirement (line 34 minus line 35):**36**

14,616,921

37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c):**37**

51,953,858

38 Present value of excess contributions for current year (see instructions):**a Total (excess, if any, of line 37 over line 36):****38a**

37,336,937

b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances:**38b**

31,500,000

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 SB, line 18 - Contributions Made to the Plan for the Plan Year

Plan Sponsor's Name GANNETT CO., INC.

PN: 001

[illegible]

SCHEDULE SB ATTACHMENTS

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

See the attachment labeled "Schedule SB, Part V – Statement of Actuarial Assumptions/Methods" 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.

Plan Name: Gannett Retirement Plan
EIN / PN: 16-0442930 / 001
Plan Sponsor: Gannett Co., Inc
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of Actuarial Assumptions/Methods

Plan Sponsor

Gannett Co., Inc.

EIN/PN

16-0442930/001

Interest rate basis:

- | | |
|---|-----------------|
| • Applicable month | September |
| • Yield curve basis | 3-Segment Rates |
| • MAP-21 applied for funding | Yes |
| • MAP-21 applied for benefit restrictions | Yes |

Interest rates:

	<u>Reflecting Corridors</u>	<u>Not Reflecting Corridors</u>
• First segment rate	5.23%	1.75%
• Second segment rate	6.51%	4.62%
• Third segment rate	7.16%	5.72%
• Effective interest rate	6.55%	4.84%

For purposes of determining the Target Normal Cost and the additional Funding Target under maximum deductibility rules, the future compensation increases are assumed to be 3%.

Future Increases in Social Security

Social security benefits are assumed to increase in the future due to increases in the national average wage index of 4.00% per year, and compensation and benefit limits are assumed to increase 3.00% per year.

Assumed Cost-of-Living Adjustments

For any active participant as of 7/31/2008 who was frozen as of 8/1/2008, a 2.2% COLA (prorated for partial years) is applied to the frozen benefit until assumed retirement date. The 2.2% is a long-term assumption consistent with historical 10-year and 30-year averages of the relevant index.

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Lump Sum Conversion Rate

For the PPA funding valuation, lump sums are determined using the 3-segment rates reflecting MAP-21 corridors.

Plan Related Expenses

The amount included for plan-related expenses is \$13,025,779. This is estimated as 0.5% of January 1, 2013 assets plus the PBGC variable-rate premium due in October. These loads are added to the normal cost on January 1.

Mortality

For all participants: The prescribed mortality assumption under IRL §430(h)(3)(a) using static tables with separate mortality for annuitants and non-annuitants.

Retirement

Males & Females	
Age	Retirement
55	0.040
56	0.040
57	0.040
58	0.040
59	0.040
60	0.040
61	0.040
62	0.150
63	0.100
64	0.100
65	0.250
66	0.250
67	0.250
68	0.250
69	0.250
70	1.000

All participants are assumed to retire by age 70, or immediately if older.

Disability Rates

None Assumed.

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Representative Termination Rates not due to disability, retirement or mortality

Attained Age	Males & Females
20	0.12000
25	0.12000
30	0.10000
35	0.09000
40	0.08949
45	0.06897
50	0.05523
55	0.05041

Form of Payment

Participants under the pension equity formula who are current employees, or terminated employment less than one year before the valuation date, are assumed to take their benefit as a lump sum. 60% of these lump sums are assumed to be paid immediately upon termination, with the remaining 40% paid at age 64 (or their current age if they are older than 64). For terminated vested participants who terminated employment at least one year prior to the census date, and who are eligible to receive their benefits as a lump sum, 10% of such participants are assumed to elect to receive a lump sum immediately, and 90% at the age of 64 (or their current age if they are older than 64). Participants frozen under a grandfathered benefit or still accruing under a formula other than the pension equity formula are assumed to take their benefit as an annuity commencing at age 65 or immediately if eligible for retirement.

Marriage

It is assumed that 80% of active male participants and 50% of active female participants are married to an eligible spouse.

Inclusion Date

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

Asset Method

Under this method, the valuation assets are equal to the average of three values (all determined without regard to receivable contributions), the result increased by the discounted present value of contributions expected to be made after the valuation date based on the prior plan year PPA effective interest rate. This amount is then subject to a 10% corridor around the market value of assets (including the discounted present value of receivable contributions) as of the valuation date. The three values used to develop the average value are: the market value of assets as of the current valuation date, the adjusted market value of assets as of the prior valuation date and the adjusted market value of assets as of the second prior valuation date. The adjusted market value as of a relevant valuation date is equal to the market value of assets as of the prior valuation date increased by actual plan contributions and assumed return on plan assets and decreased by actual plan disbursements after that date until the current valuation date. The assumed rate of return on plan assets for the prior plan year (pursuant to IRS Notice 2009-22) was 7.52%. The assumed rate of return on plan assets for the second prior plan year (pursuant to IRS Notice 2009-22) was 6.57%. Because expected

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investment returns under this method are limited under WRERA, over time it is more likely to produce an actuarial value that is expected to be less than the market value of assets.

Future Increases in Maximum Benefits and Plan Compensation Limitations

Accrued benefits projected to be paid in future years are limited to the maximum presently allowed under IRC §415. Plan compensation is limited to the maximum presently allowed under IRC §401(a)(17). No provision is made for future increases in the maximum annual benefit or compensation limit.

Employees

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

Participant Data

Employee data was supplied by Towers Watson through the BenefitConnect System. Data on participants receiving benefits was received from Gannett via Northern Trust.

Funding Target

Present value of accrued benefits.

Benefits not Included in Valuation

All benefits described in the attachment titled "Schedule SB, Part V – Summary of Plan Provisions" were valued based on discussions with Gannett regarding the likelihood that these benefits will be paid. Towers Watson has reviewed the plan provisions with Gannett and, based on that review, is not aware of any significant benefits required to be valued that were not.

Nature of Actuarial Calculations

The results documented in this report are estimates based on data that may be imperfect and on assumptions about future events. Certain plan provisions may be approximated or deemed insignificant and therefore are not valued. Assumptions may be made about participant data or other factors. Reasonable efforts were made in this valuation to ensure that items that are significant in the context of the actuarial liabilities or costs are treated appropriately, and not excluded or included inappropriately.

A range of results, different from those presented in this report could be considered reasonable. The numbers are not rounded, but this is for convenience only and should not imply precision, which is not inherent in actuarial calculations.

The assumptions selected for this valuation other than those prescribed by law generally reflect long-term average expectations. If overall future plan experience is less favorable than assumed, the relative level of plan costs or contribution requirements determined in this valuation will likely increase in future valuations. Future actuarial measurements may differ significantly from the current measurements presented in this report due to such factors as the following: plan experience differing from that anticipated by the economic or demographic assumptions; increases or decreases expected as part of the natural operation of the methodology used for the measurements (such as the end of an amortization period); and changes in plan

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provisions or applicable law. It is beyond the scope of this actuarial valuation to analyze the potential range of future pension contributions, but we can do so upon request.

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Schedule SB, Part V Summary of Plan Provisions

Note: This Appendix summarizes the provisions that apply to substantial numbers of participants in the Gannett Retirement Plan. Other detail for smaller groups of participants may be found in the plan document and Summary Plan Descriptions.

Plan Sponsor

Gannett Co., Inc.

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Latest Amendment

The Plan was amended and restated effective January 1, 2010. Amendment No. 1 to the amended and restated plan was effective December 20, 2011, and added provisions for the payment of retroactive annuities. Neither the amending restatement, nor Amendment No. 1, affected the actuarial valuation.

Plan Year

The twelve-month period ending December 31.

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PEP Participants (Part I of the SPP)

Eligibility

Participants hired before July 28, 1999 became participants in the plan on the first day of the month coincident with or next following employment. Employees under certain union plans have different dates of participation (see SPP).

Generally, employees hired after July 27, 1999 and before August 1, 2008 became participants in the plan the January 1st or July 1st following the later of the date the employee attained age 21 or completed one year of service. Employees in certain locations have different dates of participation (see SPP).

Effective August 1, 2008, no new participants are eligible for the GRP except for certain union employees and employees from the Honolulu Advertiser.

Credited Service

Frozen Plan Participants: No credited service is earned effective August 1, 2008.

Participants Still Accruing Under the PEP Part (I): One year of service is credited if 1,820 hours is worked in a year. Partial service is awarded if the participant worked more than 1,000 hours.

Vesting Service

Elapsed time method except for final year of employment where a year of vesting service is earned if participant works at least 1,000 hours.

Compensation

Basic compensation, including commissions, overtime pay, and performance-related bonuses, but excluding deferred compensation and profit sharing distributions and/or contributions. Bonuses are included for the year in which earned, even if paid the following year. For the GRP, compensation is subject to IRC 401(a)(17) compensation limits.

For Frozen Participants, earnings after July 31, 2008 shall not count for the purposes of calculating the benefit under the plan.

Final Average Compensation

The average of the participant's compensation during the 60 consecutive months of Credited Service out of the last 120 months of Credited Service prior to retirement or termination resulting in the highest average.

For Frozen Participants, the final average earnings shall be calculated as of July 31, 2008 and not recalculated after.

Normal Retirement Benefit

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Normal Retirement Date: Later of age 65 or 5th anniversary of commencement of participation in plan. For those hired before 6/1/1991, age 65.

Annual Benefit: A Participant's Basic Retirement Amount under this Plan as stated as a single lump sum benefit is equal to the sum of Paragraphs (a) and (b) below:

- (a) The product of Paragraphs (i) and (ii):
 - (i) The sum of the Participant's Total Basic Percentage, Starting Percentage, and Transition Percentage.
 - (ii) The Participant's Final Average Earnings.
- (b) The product of Paragraphs (i) and (ii):
 - (i) The Participant's Total Supplemental Percentage.
 - (ii) The Participant's Final Average Earnings in excess of the Social Security Wage Base.

Basic Percentage: A participant's Total Basic Percentage is calculated differently based on the date the participant was hired as follows:

- (a) For a participant who is hired before January 1, 2003, the Total Basic Percentage means the sum of the Basic Percentages a Participant earns for a year or partial year of credited service after December 31, 1997. The Percentage that a participant earns for any one year of Credited Service after December 31, 1997 is based on total years of Credited Service earned pursuant to the following table:

Based on a Participant's Total Years of Credited Service	Basic Percentage Earned for a Year of Credited Service after December 31, 1997
For the Participant's first ten years of Credited Service	5%
For the Participant's next ten years of Credited Service	7%
For the Participant's years of Credited Service over 20	9%

- (b) For a participant who is hired on or after January 1, 2003, the Total Basic Percentage means the sum of the Basic Percentages a Participant earns for a year or partial year of credited service. The Percentage that a participant earns for any one year of Credited Service is based on the participant's age and total years of Credited Service pursuant to the following table.

If the sum of the Participant's Age and Credited Service is	Basic Percentage Earned for a Year of Credited Service after January 1, 2003
Less than 45	1%
Greater than or equal to 45 and less than 55	2%
Greater than or equal to 55 and less than 65	5%
Greater than or equal to 65 and less than 75	6%
Greater than or equal to 75 and less than 85	8%
Greater than or equal to 85	10%

If the Participant has attained age 50 with 20 years of credited service, the following table shall apply in lieu of the table above:

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If the sum of the Participant's Age and Credited Service is	Basic Percentage Earned for a Year of Credited Service after January 1, 2003
Greater than or equal to 70 and less than 75	9%
Greater than or equal to 75 and less than 85	11%
Greater than or equal to 85	13%

Starting Percentage: For active participants as of December 31, 1997, the starting percentage is the transitional present value as of December 31, 1997 of the Participant's Accrued Benefit under the Plan divided by the participant's Final Average Earnings as of December 31, 1997.

Transitional Percentage: 0.8% times credited service at 12/31/1997 times credited service from 1998-2002 (maximum of 5 years). This percentage is only applied to participants who had either attained age 50 as of June 30, 1998 or had attained age 45 and completed 10 years of service as of June 30, 1998.

Supplemental Percentage: Only for those with a hire date before 1/1/2003. Like Basic Percentage, participants are only given credits for years after 1997, but in determining the level of credit, total credited service is used. Participants receive 2% for each of the first ten years of credited service and 3% for any years of credited service over 10.

The basic retirement amount shall not be less than the Actuarial Equivalent of the participant's Accrued Benefit. The Accrued Benefit is calculated as:

- the PEP lump sum calculated as above but based on the participant's potential credited service at normal retirement age and final average earnings as of the determination date
- Divided by the participant's single life annuity factor at normal retirement age
- Multiplied by the ratio of actual credited service to potential credited service (maximum of 1).

For Frozen Participants: Effective July 31, 2008, the PEP lump sum and Accrued Benefit shall be calculated as of July 31, 2008 and not increased past this date (except with regard to COLA provisions described below).

Early Retirement Benefit

Eligibility: Age 55 and five years of vesting service.

Early Retirement Benefit: Benefit based on Credited Service at retirement, payable immediately in the form of a lump sum or actuarial equivalent annuity. No additional interest or accruals are credited after retirement.

Actuarial Equivalence

The Plan uses the Applicable Interest Rate and Applicable Mortality Table under 417(e)(3) to convert from a lump sum to an annuity.

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Disability Benefit

The Disability Benefit is paid from a separate Long Term Disability Plan. Benefits from this plan are payable at age 65 or when LTD coverage ceases. Participants on LTD as of July 31, 2008 are still accruing benefits in the GRP and are not considered Frozen Participants.

Vested Benefits Upon Termination of Service

Vesting: 3 year cliff vesting

Vested Termination Benefit: The Normal Retirement Benefit based on Credited Service at termination, payable immediately in the form of a lump sum or actuarial equivalent single life annuity.

Death Benefits for Vested Participants in Active Service or Terminated Vested Participants

Eligibility: Vested at date of death and at least one year of marriage.

Benefit: Spouses receive the benefit that would have been payable had the participant terminated on the 1st of the month following the date of death. Benefit is available as lump sum or actuarially equivalent single life annuity.

Death Benefits for Retired Participants

Any death benefits payable to a beneficiary will be paid in accordance with the optional form of benefit chosen at retirement.

Cost of Living Adjustment

All Frozen Participants as of 8/1/2008 have a COLA factor applied to their accrued benefit. The COLA Factor equals the percentage change in the CPI for all Urban Consumers for All Items Less Food and Energy published by the U.S. Department of Labor and Statistics for the 12-month period ending on October 31st prior to the Plan Year in which the index will be applied. The COLA Factor is prorated for any partial year that it applies. The COLA Factor is applied after all applicable Prior Plan Offsets. The frozen benefit as of 7/31/2008 will be increased annually by the COLA Factor for the period commencing 8/1/2008, until the participant's Annuity Starting Date.

Normal Form of Payment

For single participants, a single life annuity and for married participants, a 100% joint and survivor annuity.

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Optional Forms of Payment

Actuarially Equivalent optional forms of payment include:

- a) Single Life Annuity
- b) 50%, 66.67%, 75%, or 100% contingent annuitant options
- c) 10 Year Certain and Continuous Annuity
- d) Lump Sum Distribution

Change in Plan Provisions Since Last Actuarial Valuation

None.

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GRP Participants (Part II(a) of the SPP)

Eligibility

The first day of the month coincident with or next following employment. Employees in certain locations have different dates of participation (see SPP).

Effective August 1, 2008, no new participants are eligible for the GRP except for certain union employees and employees from the Honolulu Advertiser.

Credited Service

Frozen Plan Participants: No credited service is earned effective August 1, 2008.

Participants Still Accruing: One year of service is credited if 1,820 hours is worked in a year. Partial service is awarded if the participant worked more than 1,000 hours.

Vesting Service

Elapsed time method except for final year of employment where a year of vesting service is earned if participant works at least 1,000 hours.

Compensation

Basic compensation, including commissions, overtime pay, and performance-related bonuses, but excluding deferred compensation and profit sharing distributions and/or contributions. Bonuses are included for the year in which earned, even if paid the following year. For the GRP, compensation is subject to IRC 401(a)(17) compensation limits.

For Frozen Participants, earnings after July 31, 2008 shall not count for the purposes of calculating the benefit under the plan.

Final Average Compensation

The average of the participant's compensation during the 60 consecutive months of Credited Service out of the last 120 months of Credited Service prior to retirement or termination resulting in the highest average.

For Frozen Participants, the final average earnings shall be calculated as of July 31, 2008 and not recalculated after.

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Plan Sponsor: Gannett Co., Inc
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Normal Retirement Benefit

Normal Retirement Date: Later of age 65 or 5th anniversary of commencement of participation in plan. For those hired before 6/1/1991, age 65.

Annual Benefit: Maximum of [(1), (2), (3), (4), and (5)] minus (6):

- (1) FAE formula:
 - (a) 2% of FAE times credited service up to 25 years
 - (b) plus 0.7% of FAE times credited service in excess of 25 years
 - (c) Less the Social Security Offset (SS Offset is 50% of PIA amount prorated over 35 years of service, but cannot be any more than half of a + b in the formula above. The PIA is calculated at the minimum of [max(Normal Retirement Age, current age), Social Security Normal Retirement Age] assuming flat earnings in future. The only exception is if retirement (from GRP) is at 60 & 25 years of credited service or later, in which case no future earnings are assumed.
- (2) The Minimum Retirement Income; the monthly retirement benefit earned under the provisions of the plan as of December 31, 1988.
- (3) The Minimum Benefit; for non-union and certain union participants, \$600 per year, reduced by .00333 per month of early retirement.
- (4) The Alternate Benefit; for participants with certain prior plan benefits, the benefit under (1)(a) and (1)(b) are multiplied by a fraction, the numerator is the years of service under the GRP, the denominator is total years of service. (1)(c) is then subtracted from this amount and the Prior Plan benefit is added.
- (5) The Minimum Predecessor Plan Benefit; for Louisville participants as of February 28, 1979 only, benefit calculated under the prior Louisville plan, as though the plan continued, based only on 1978 pay.
- (6) Prior Plan Offset; the amounts payable under a prior plan for certain properties.

Early Retirement Benefit

Eligibility: Age 55 with 5 years of vesting service

Early Retirement Benefit:

If the participant has not both attained age 60 and completed 25 years of service the benefit is determined as follows:

- 1) Prior to the Participant's 62nd birthday, it will be equal to the Normal Retirement Benefit (without subtracting the Social Security Offset) based on prospective credited service. This benefit is multiplied by ratio of actual credited service to prospective credited service and further multiplied by a factor equal to 1.00000 reduced by .00333 for each full month by which commencement of the Participant's Retirement Date precedes Normal Retirement Date.

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- 2) After the Participant's 62nd birthday, the amount in a) will be reduced by the Social Security Offset (reduced for early commencement).

If the participant has attained age 60 and completed 25 years the benefit is the same as calculated above, but the .00333 is replaced by .00208.

Disability Benefit

The Disability Benefit is paid from a separate Long Term Disability Plan. Benefits from this plan are payable at age 65 or when LTD coverage ceases. Participants on LTD as of July 31, 2008 are still accruing benefits in the GRP and are not considered Frozen Participants.

Vested Benefits Upon Termination of Service

Vesting: 5 year cliff vesting

Vested Termination Benefit: The participant is entitled to his normal retirement benefit based on prospective credited service. This benefit is multiplied by ratio of actual credited service to prospective credited service and valued as payable at the Participant's Normal Retirement Date. An earlier date may be elected, after attaining age 55. The amount payable at that date is the vested accrued benefit multiplied by the appropriate Actuarial Equivalent factor for early commencement.

Death Benefits for Vested Participants in Active Service or Terminated Vested Participants

Eligibility: Vested at date of death and at least one year of marriage.

Benefit:

Prior to the participant attaining age 55: spouses receive the benefit that would have been payable under the 100% J&S option if the participant had terminated on date of death (for participants in active service at death), survived to earliest retirement age, and then retired.

After the participant attains age 55: spouse receives the benefit that would have been payable under the 100% J&S option if the participant had retired early on the first of the month following death.

Death Benefits for Retired Participants

Any death benefits payable to a beneficiary will be paid in accordance with the optional form of benefit chosen at retirement.

Cost of Living Adjustment

All Frozen Participants as of 8/1/2008 have a COLA factor applied to their accrued benefit. The COLA Factor equals the percentage change in the CPI for all Urban Consumers for All Items Less Food and Energy published by the U.S. Department of Labor and Statistics for the 12-month period ending on October 31st prior to the Plan Year in which the index will be applied. The COLA Factor is prorated for any partial year that it applies. The COLA Factor is applied after all applicable Prior Plan Offsets. The frozen accrued benefit as of 7/31/2008 will be increased annually by the COLA Factor for the period commencing 8/1/2008, until the participant's Annuity Starting Date.

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Normal Form of Payment

For single participants, a single life annuity and for married participants, a 100% joint and survivor annuity.

Optional Forms of Payment

Actuarially Equivalent optional forms of payment include:

- a) Single Life Annuity
- b) 50%, 66.67%, 75%, or 100% contingent annuitant options
- c) 10 Year Certain and Continuous Annuity

Change in Plan Provisions Since Last Actuarial Valuation

None.

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GRP Participants (Part II(b) of the SPP)

Eligibility

Generally, employees hired after January 1, 1989 and before August 1, 2008 became participants in the plan the January 1st or July 1st following the later of the date the employee attained age 21 or completed one year of service. Employees at certain locations have different dates of participation (see SPP).

Effective August 1, 2008, no new participants are eligible for the GRP except for certain union employees and employees from the Honolulu Advertiser.

Credited Service

One year of service is credited if 1,820 hours is worked in a year. Partial service is awarded if the participant worked more than 1,000 hours.

Vesting Service

Elapsed time method except for final year of employment where a year of vesting service is earned if participant works at least 1,000 hours.

Compensation

Basic compensation, including commissions, overtime pay, and performance-related bonuses, but excluding deferred compensation and profit sharing distributions and/or contributions. For the GRP, compensation is subject to IRC 401(a)(17) compensation limits.

For Frozen Participants, earnings after July 31, 2008 shall not count for the purposes of calculating the benefit under the plan.

Final Average Compensation

The average of the participant's compensation during the 60 consecutive months of Credited Service out of the last 120 months of Credited Service prior to retirement or termination resulting in the highest average.

For Frozen Participants, the final average earnings shall be calculated as of July 31, 2008 and not recalculated after.

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Normal Retirement Benefit

Normal Retirement Date: Later of age 65 or 5th anniversary of commencement of participation in plan. For those hired before 6/1/1991, age 65.

Normal Retirement Benefit: Maximum of [(1), (2), (3), (4), and (5)] minus (6)

- (1) FAE formula:
 - (a) 1% of FAE not in excess of Covered Compensation times credited service up to 35 years
 - (b) plus 1.5% of FAE in excess of Covered Compensation (35-year average of Social Security Wage Bases up to the later of the decrement age or Social Security Normal Retirement Age) times credited service up to 35 years
 - (c) plus for Wilmington, The Detroit News, Detroit Newspaper Partners, and Detroit Free Press, 0.5% of FAE times credited service in excess of 35 years
 - (d) plus for the Tucson Agency, the accrued benefit as of December 31, 1989
 - (e) plus prior plan accrued benefit from Appendix D in SPP for nine WXIA employees
 - (f) plus, for Little Rock (KTHV) the accrued benefit as of June 30, 1995 under the plan then in effect converted to a single life annuity.
- (2) The Minimum Retirement Income; the monthly retirement benefit earned under the provisions of the plan as of December 31, 1988.
- (3) The Minimum Benefit; for non-union and certain union participants, \$600 per year, reduced by .00333 per month of early retirement.
- (4) The Alternate Benefit; for participants with certain prior plan benefits, the benefit under (1)(a) and (1)(b) are multiplied by a fraction, the numerator is the years of service under the GRP, the denominator is total years of service. (1)(c) is then subtracted from this amount and the Prior Plan benefit is added.
- (5) The Minimum Predecessor Plan Benefit; for Louisville participants as of February 28, 1979 only, benefit calculated under the prior Louisville plan, as though the plan continued, based only on 1978 pay.
- (6) Prior Plan Offset; the amounts payable under a prior plan for certain properties.

Early Retirement Benefit

Eligibility: 55 and five years of vesting.

Early Retirement Benefit: The Normal Retirement Benefit reduced .333% for each full month by which commencement of the Participant's Retirement Date precedes Normal Retirement Date.

For a Frozen Plan Participant, the early retirement benefit is calculated as the sum of (i) and (ii):

- (i) The Frozen Plan Participant's Accrued Benefit as of July 31, 2008, reduced by the early retirement factors that apply to such benefit; plus

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- (ii) The Frozen Plan Participant's benefit attributable to the COLA Factor calculated as follows:
 - a. The Frozen Plan Participant's Accrued Benefit as of July 31, 2008, reflecting the actual COLA Factor adjustments through the Annuity Starting Date and Projected to Age 65 with the COLA Factor in effect at the Annuity Starting Date, less
 - b. The Frozen Plan Participant's Accrued Benefit as of July 31, 2008.
 - c. The above difference is actuarially reduced using 7% interest and Revenue Ruling 2001-62 mortality.

Disability Benefit

The Disability Benefit is paid from a separate Long Term Disability Plan. Benefits from this plan are payable at age 65 or when LTD coverage ceases. Participants on LTD as of July 31, 2008 are still accruing benefits in the GRP and are not considered Frozen participants.

Vested Benefits Upon Termination of Service

Vesting: 5 year cliff vesting.

Vested Termination Benefit: The participant is entitled to his normal retirement benefit payable at the Participant's Normal Retirement Date. An earlier date may be elected, after attaining age 55. The amount payable at that date is the vested accrued benefit multiplied by the appropriate actuarial equivalence factor for early commencement.

Death Benefits for Vested Participants in Active Service or Terminated Vested Participants

Eligibility: Vested at date of death and at least one year of marriage.

Benefit:

Prior to the participant attaining age 55: spouse receives the benefit that would have been payable under the 100% J&S option if the participant had terminated on date of death (for participants in active service at death), survived to earliest retirement age, and then retired.

After the participant attains age 55: spouse receives the benefit that would have been payable under the 100% J&S option if the participant had retired early on the first of the month following death.

Death Benefits for Retired Participants

Any death benefits payable to a beneficiary will be paid in accordance with the optional form of benefit chosen at retirement.

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Cost of Living Adjustment

All Frozen Participants as of 8/1/2008 have a COLA factor applied to their accrued benefit. The COLA Factor equals the percentage change in the CPI for all Urban Consumers for All Items Less Food and Energy published by the U.S. Department of Labor and Statistics for the 12-month period ending on October 31st prior to the Plan Year in which the index will be applied. The COLA Factor is prorated for any partial year that it applies. The COLA Factor is applied after all applicable Prior Plan Offsets. The frozen accrued benefit as of 7/31/2008 will be increased annually by the COLA Factor for the period commencing 8/1/2008, until the participant's Annuity Starting Date.

Normal Form of Payment

For single participants, a single life annuity and for married participants, 100% joint and survivor annuity.

Optional Forms of Payment

- a) Actuarially Equivalent optional forms of payment include:
- b) Single Life Annuity
- c) 50%, 66.67%, 75%, or 100% contingent annuitant options
- d) 10 Year Certain and Continuous Annuity

Additional optional forms are available to participants at certain locations.

Change in Plan Provisions Since Last Actuarial Valuation

None.

Plan Name: Gannett Retirement Plan
EIN / PN: 16-0442930 / 001
Plan Sponsor: Gannett Co., Inc
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

GRP Participants – Collective Bargaining Units of Federated (Part II(c) of SPP)

Eligibility

Employees as of December 31, 1975 who were members of the previous plan are eligible immediately. All others are eligible on the first of the month coincident with or next following completion of one year of service.

Effective August 1, 2008, no new participants are eligible for the GRP under this section except for certain union employees covered by collective bargaining agreements that require continued benefit accruals under the plan.

Continuous Service

An employee's latest period of uninterrupted employment. Continuity is not broken by sick leave, vacation, approved leaves of absence or military service.

Basic Annual Earnings

Total Base Compensation, excluding bonuses and overtime.

For Frozen Participants, earnings after July 31, 2008 shall not count for the purposes of calculating the benefit under the plan.

Normal Retirement Benefit

Normal Retirement Date: First of the month coincident with or following attainment of age 65.

Annual Benefit:

Accrued benefit is calculated as the sum of:

- a) 110% of 1/1/1975 Accrued Retirement Income Credit. The Retirement Income Credit is the annual amount of retirement income credited under the Previous Plan as of January 1, 1975.
- b) plus 1.4% of Basic Annual Earnings up to Social Security Wage Base and 2.0% of Basic Annual Earnings in excess of Social Security Wage Base for each year of participation after January 1, 1975.

Early Retirement Benefit

Eligibility: Participant may elect early retirement within 10 years of their normal retirement date.

Early Retirement Benefit: The Normal Retirement Benefit reduced .333% for each full month by which commencement of the Participant's Retirement Date precedes Normal Retirement Date.

Plan Name: Gannett Retirement Plan
EIN / PN: 16-0442930 / 001
Plan Sponsor: Gannett Co., Inc
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

For a Frozen Plan Participant, the early retirement benefit is calculated as the sum of (i) and (ii):

- (i) The Frozen Plan Participant's Accrued Benefit as of July 31, 2008, reduced by the early retirement factors that apply to such benefit; plus
- (ii) The Frozen Plan Participant's benefit attributable to the COLA Factor calculated as follows:
 - a. The Frozen Plan Participant's Accrued Benefit as of July 31, 2008, reflecting the actual COLA Factor adjustments through the Annuity Starting Date and Projected to Age 65 with the COLA Factor in effect at the Annuity Starting Date, less
 - b. The Frozen Plan Participant's Accrued Benefit as of July 31, 2008.
 - c. The above difference is actuarially reduced using 7% interest and Revenue Ruling 2001-62 mortality.

Disability Benefit

Eligibility: Attainment of age 50, completion of 15 years of continuous service and qualification for disability benefits under Title II of the Federal Social Security Act after 6 months of disability.

Disability Benefit: The benefits payable to the normal retirement date are the same as the normal retirement benefit. After the normal retirement date, the benefit is adjusted for normal form.

Vested Benefits Upon Termination of Service

Vesting: 5 years of continuous service.

Vested Termination Benefit: The participant is entitled to his normal retirement benefit payable at the Participant's Normal Retirement Date. An earlier date may be elected, after attaining age 55. The amount payable at that date is the vested accrued benefit multiplied by the appropriate actuarial equivalence factor for early commencement.

Death Benefits for Vested Participants in Active Service or Terminated Vested Participants

Eligibility: Vested at date of death and at least one year of marriage.

Benefit:

Prior to the participant attaining age 55: spouse receives the benefit that would have been payable under the 50% J&S option if the participant had terminated on date of death (for participants in active service at death), survived to earliest retirement age, and then retired.

After the participant attains age 55: spouse receives the benefit that would have been payable under the 50% J&S option if the participant had retired early on the first of the month following death.

Death Benefits for Retired Participants

Any death benefits payable to a beneficiary will be paid in accordance with the optional form of benefit chosen at retirement.

Plan Name: Gannett Retirement Plan
EIN / PN: 16-0442930 / 001
Plan Sponsor: Gannett Co., Inc
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Cost of Living Adjustment

All Frozen Participants as of 8/1/2008 have a COLA factor applied to their accrued benefit. The COLA Factor equals the percentage change in the CPI for all Urban Consumers for All Items Less Food and Energy published by the U.S. Department of Labor and Statistics for the 12-month period ending on October 31st prior to the Plan Year in which the index will be applied. The COLA Factor is prorated for any partial year that it applies. The COLA Factor is applied after all applicable Prior Plan Offsets. The frozen accrued benefit as of 7/31/2008 will be increased annually by the COLA Factor for the period commencing 8/1/2008, until the participant's Annuity Starting Date.

Normal Form of Payment

For single participants, a single life annuity and for married participants, a 50% joint and survivor annuity.

Optional Forms of Payment

Actuarially Equivalent optional forms of payment include:

- a) Single Life Annuity
- b) 50%, 66.67%, 75%, or 100% contingent annuitant options
- c) 10 Year Certain and Continuous Annuity

Change in Plan Provisions Since Last Actuarial Valuation

None.

Plan Name: Gannett Retirement Plan
EIN / PN: 16-0442930 / 001
Plan Sponsor: Gannett Co., Inc
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

GRP Participants - Des Moines Register and Tribune (Part II(I) of the SPP)

Eligibility

Participants in the prior plan as of July 1, 1985 automatically participate. All others covered under a collectively bargaining agreement become participants at the end of the first 12-month period in which at least 1,000 hours of service are completed.

Continuous Service

For periods of employment beginning on and after July 1, 1985, the total number of years and months employed by an employer or a controlled group member from July 1, 1985 to retirement or termination.

Credited Service

Continuous service excluding any period of employment prior to July 1, 1985. In general, continuous service with a nonparticipating affiliate does not count as credited service unless otherwise specifically stated.

Compensation

Base rate of pay excluding overtime, incentives, bonuses and other special pay.

Normal Retirement Benefit

Normal Retirement Date: First of the month coincident with or following attainment of age 65.

Annual Benefit: For each year and month of credited service, .8% of monthly Compensation plus .7% of monthly compensation in excess of \$250.

Early Retirement Benefit

Eligibility: Attainment of age 55 and completion of ten years of continuous service.

Early Retirement Benefit: The Normal Retirement Benefit reduced .00333% for each full month by which commencement of the Participant's Retirement Date precedes Normal Retirement Date. Social Security Supplements are available to those participants represented by the Typographical Union or Pressman's Union who meet the eligibility requirements spelled out in those collective bargaining agreements. These monthly supplements range from \$465 - \$665, based on Compensation for the first 24 months or until age 62 whichever is earlier and are reduced to \$230 - \$330 until age 65.

Disability Benefit

Eligibility: An active participant with 10 or more years of continuous service who incurs a disability before normal retirement date.

Plan Name: Gannett Retirement Plan
EIN / PN: 16-0442930 / 001
Plan Sponsor: Gannett Co., Inc
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Disability Benefit: The benefits payable are the accrued benefit as of the last day of active employment, payable on the first day of the month coinciding with or next following the date of established disability.

Vested Benefits Upon Termination of Service

Eligibility: Completion of 5 years of continuous service.

Vested Termination Benefit: The benefit calculated under the normal retirement benefit formula, accrued to termination, assumed payable at normal retirement date. A participant may elect to have actuarially reduced payments begin on the first day of any month after attainment of age 55.

Death Benefits for Vested Participants in Active Service or Terminated Vested Participants

Eligibility: Vested at date of death and at least one year of marriage.

Benefit:

Prior to the participant attaining age 55: spouse receives the benefit that would have been payable under the 50% J&S option if the participant had terminated on date of death (for participants in active service at death), survived to earliest retirement age, and then retired.

After the participant attains age 55: spouse receives the benefit that would have been payable under the 50% J&S option if the participant had retired early on the first of the month following death.

Death Benefits for Retired Participants

Any death benefits payable to a beneficiary will be paid in accordance with the optional form of benefit chosen at retirement.

Normal Form of Payment

For single participants, a single life annuity and for married participants, a 50% joint and survivor annuity.

Optional Forms of Payment

Actuarially Equivalent optional forms of payment include:

- a) Single Life Annuity
- b) 50%, 75%, or 100% contingent annuitant options
- c) Level Income

Change in Plan Provisions Since Last Actuarial Valuation

None.

Plan Name: Gannett Retirement Plan
EIN / PN: 16-0442930 / 001
Plan Sponsor: Gannett Co., Inc
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

GRP Participants - Central Newspapers, Inc . (Part II(aa) of the SPP)

Eligibility

First day of the month coincident with or next following date of hire and completion of 1,000 hours of service.

Effective August 1, 2008, no new participants are eligible for the plan.

Credited Service

Service is awarded for each month the participant was credited with at least one hour of credited service. One year of service is awarded for each 12-month period during which an employee completes 1,000 hours of service.

No credited service is earned effective August 1, 2008 for Frozen Participants.

Vesting Service

During the initial year of employment, one year of service is granted is an employee completes 1,000 hours of service during the 12 month period commencing with the employee's hire date. Subsequent to the initial year, one year of service is granted for each calendar year which an employee completes 1,000 hours of service.

Compensation

Total compensation including commissions, overtime, bonus, and the portion of a participant's compensation which is redirected under the Savings Plus Plan. Excluding severance pay, termination incentive bonuses, and reimbursement allowances for uniforms, tools, etc.

For Frozen Participants, earnings after July 31, 2008 shall not count for the purposes of calculating the benefit under the plan.

Final Average Compensation

The average of the participant's Compensation during the five highest consecutive calendar years out of the last ten consecutive calendar years of employment. If the participant has completed less than five consecutive calendar years of employment then Final Average Compensation is calculated using all full calendar years of employment.

For Frozen Participants, the final average earnings shall be calculated as of July 31, 2008 and not recalculated after.

Plan Name: Gannett Retirement Plan
EIN / PN: 16-0442930 / 001
Plan Sponsor: Gannett Co., Inc
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Normal Retirement Benefit

Normal Retirement Date: Attainment of age 65

Accrued Benefit: (a)+(b)+(c)

- a) The accrued benefit on December 31, 1986
- b) For service after January 1, 1986 until December 31, 1993: 1.875% of weekly earnings up to \$312 plus (if required contributions were made) 2.25% of Weekly earnings in excess of \$312.
- c) 1.2% of Final Average Compensation multiplied by Credited Service after December 31, 1993.

Early Retirement Benefit

Eligibility: First of the month coincident with or following attainment of age 55

Early Retirement Benefit: Accrued benefit payable in equal monthly installments, reduced 1/30 for each year payment commences prior to age 65.

For a Frozen Plan Participant, the early retirement benefit is calculated as the sum of (i) and (ii):

- (i) the Frozen Plan Participant's Accrued Benefit as of July 31, 2008, reduced by the early retirement factors that apply to such benefit; plus
- (ii) The Frozen Plan Participant's benefit attributable to the COLA Factor calculated as follows:
 - a. The Frozen Plan Participant's Accrued Benefit as of July 31, 2008, reflecting the actual COLA Factor adjustments through the Annuity Starting Date and Projected to Age 65 with the COLA Factor in effect at the Annuity Starting Date, less
 - b. The Frozen Plan Participant's Accrued Benefit as of July 31, 2008.
 - c. The above difference is actuarially reduced using 7% interest and Revenue Ruling 01-62 mortality.

Disability Benefit

Eligibility: For a participant who is determined to be disabled, the first of the month coincident with or next following the date on which the Participant retires.

Disability Benefit: Accrued benefit payable in equal monthly installments.

Vested Benefits Upon Termination of Service

Eligibility: Completion of 5 years of continuous service or age 55.

Benefit: Accrued Benefit payable in equal monthly installments. Benefit is unreduced at age 65, reduced 1/15 for each of the first 5 years that the benefit commences prior to age 65, and 1/30 for each of the next 5 years.

Plan Name: Gannett Retirement Plan
EIN / PN: 16-0442930 / 001
Plan Sponsor: Gannett Co., Inc
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Death Benefits for Vested Participants in Active Service or Terminated Vested Participants

Eligibility: 10 years of continuous service with a surviving dependent.

Benefit: 50% of accrued benefit as of date of death, commencing on first of month following date of death.

Eligibility: 5 or more years of continuous service, but not more than 10.

Benefit: 50% of the benefit payable had the participant elected a 50% Contingent Annuity, commencing on the 1st day of the month on the later of the date of death and the date of the participant's 55th birthday.

Death Benefits for Retired Participants

Any death benefits payable to a beneficiary will be paid in accordance with the optional form of benefit chosen at retirement.

Cost of Living Adjustment

All Frozen Participants as of 8/1/2008 have a COLA factor applied to their accrued benefit. The COLA Factor equals the percentage change in the CPI for all Urban Consumers for All Items Less Food and Energy published by the U.S. Department of Labor and Statistics for the 12-month period ending on October 31st prior to the Plan Year in which the index will be applied. The COLA Factor is prorated for any partial year that it applies. The COLA Factor is applied after all applicable Prior Plan Offsets. The frozen accrued benefit as of 7/31/2008 will be increased annually by the COLA Factor for the period commencing 8/1/2008, until the participant's Annuity Starting Date.

Normal Form of Payment

For single participants, a single life annuity and for married participants, a 50% joint and survivor annuity.

Optional Forms of Payment

Actuarially Equivalent optional forms of payment include:

- a) 50%, 75%, or 100% contingent annuitant options
- b) 10 Year Certain and Continuous Annuity

Change in Plan Provisions Since Last Actuarial Valuation

None.

Plan Name: Gannett Retirement Plan
EIN / PN: 16-0442930 / 001
Plan Sponsor: Gannett Co., Inc
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

GRP Participants – Bargaining Unit of Honolulu Advertiser (Part II(ae) of the SPP)

The Hawaii locations II(ae) and II(af) were divested on May 2, 2010. No benefits are accrued after this date for those employees.

Eligibility

First day of the month coinciding with or next following one year of vesting service.

Credited Service

Service is awarded for any period during which the employee was a participant in the plan and received or was entitled to receive compensation.

Vesting Service

A year is credited for each 12-month period commencing on hire date or any anniversary thereof during which the employee was continuously employed.

Compensation

Compensation is defined as total cash payments paid to an employee including straight time, premium and night shift pay, holiday and vacation pay, sick pay, and pay during leave. Excluded are overtime, LTD plan payments and worker's compensation payments.

Average Monthly Compensation

Average of a participant's compensation during any 12-month period for which such average is calculated.

Normal Retirement Benefit

Normal Retirement Date: Later of age 65 or 2nd anniversary of commencement of participation in plan.

Normal Retirement Benefit: The benefit is the greater of the Sum of Past Service Benefit and the Future Service Benefit.

The Past Service Benefit is the greater of:

- a) the benefit accrued under the predecessor plan as of March 31, 1986
- b) 1.5% of the Average Monthly Compensation from March 18, 1985 through March 17, 1986 times Benefit Service as of March 31, 1986.

The Future Service Benefit is 1.5% of Average Monthly Compensation up to \$1,100, plus 2% of Average Monthly Compensation in excess of \$1,100 for each year of Benefit Service From April 1, 1986 through December 31, 1989, plus 2% of Average Monthly Compensation for each year of Benefit Service after January 1, 1990.

Plan Name: Gannett Retirement Plan
EIN / PN: 16-0442930 / 001
Plan Sponsor: Gannett Co., Inc
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Early Retirement Benefit

Eligibility: First of month coincident with or following attainment of age 55

Early Retirement Benefit: The Normal Retirement Benefit reduced .333% for each full month by which commencement of the Participant's Retirement Date precedes Normal Retirement Date.

Disability Benefit

Eligibility: Totally and permanently disabled while an active employee with 15 years of vesting service and not receiving or eligible to receive benefits under the long term disability plan.

Disability Benefit: Accrued benefit based on benefit service and Average Monthly Compensation at the Disability Retirement Date. If the participant is not receiving Social Security Disability Income, the benefit shall not be less than \$60 per month.

Vested Benefits Upon Termination of Service

Vesting: 5 years of vesting service or attainment of age 55.

Vested Termination Benefit: If accumulated contributions remain in the plan, then the benefit equals the accrued benefit. Otherwise the benefit equals the accrued benefit less the portion derived from the accumulated contributions. Payment is available upon eligibility for early retirement, reduced if payment commences prior to age 65.

Death Benefits for Vested Participants in Active Service or Terminated Vested Participants

Eligibility: Earlier of age 55 or completion of 5 years of vesting service.

Benefit: One half of the accrued benefit, payable as an actuarially equivalent 50% J&S, assuming the participant terminated on the date of death (if participant was active), survived to the date of payment commencement, and retired on that date. The benefit is payable on the participant's Normal Retirement Date. If elected, a reduced annuity is payable anytime after the date the participant would have attained age 55.

Death Benefits for Retired Participants

Any death benefits payable to a beneficiary will be paid in accordance with the optional form of benefit chosen at retirement.

Normal Form of Payment

For single participants, a single life annuity and for married participants, a 50% joint and survivor annuity.

Plan Name: Gannett Retirement Plan
EIN / PN: 16-0442930 / 001
Plan Sponsor: Gannett Co., Inc
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Optional Forms of Payment

Actuarially Equivalent optional forms of payment include:

- a) Single Life Annuity
- b) 50%, 66.67%, or 100% contingent annuitant options
- c) Level Income Annuity

Additional optional forms are available to participants at certain locations.

Change in Plan Provisions Since Last Actuarial Valuation

None.

Plan Name: Gannett Retirement Plan
EIN / PN: 16-0442930 / 001
Plan Sponsor: Gannett Co., Inc
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

GRP Participants – Non-Bargaining Unit of Hawaii Newspaper Agency (Part II(a) of the SPP)

The Hawaii locations II(ae) and II(af) were divested on May 2, 2010. No benefits are accrued after this date for those employees.

Eligibility

First day of the month coincident with or following the date of hire.

Credited Service

Service is awarded for any period during which the participant receives or is entitled to receive compensation or LTD payments.

Vesting Service

A year is credited for 1,000 hours of service in the 12-month period commencing on the date of hire and each anniversary thereof.

Compensation

Compensation is defined as total cash payments paid to an employee including salary, wages and bonuses, vacation and holiday pay, sick pay, pay received during leave of absence and temporary disability payments. Excluded are workers' compensation payments plus any additional pay, such as buy-out incentives.

Final Average Monthly Compensation

Average of the participant's Compensation during the 60 highest consecutive months out of the last 120 months, but not less than the salary from March 17, 1986.

Normal Retirement Benefit

Normal Retirement Date: First of the month coincident with or following attainment of age 65.

Annual Benefit:

The Accrued benefit is generally calculated as 1.75% times Final Average Earnings times Credited Service. For Employees with prior service at Persis, the accrued benefit is calculated as 1.75% of Final Average Earnings multiplied by years of benefit service after January 31, 1993, plus prior plan benefits.

Early Retirement Benefit

Eligibility: First of month coincident with or following attainment of age 55.

Early Retirement Benefit: The Normal Retirement Benefit reduced .333% for each full month by which commencement of the Participant's Retirement Date precedes Normal Retirement Date.

Plan Name: Gannett Retirement Plan
EIN / PN: 16-0442930 / 001
Plan Sponsor: Gannett Co., Inc
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Disability Benefit

Eligibility: Totally and permanently disabled while an active employee with 15 years of vesting service and not receiving or eligible to receive benefits under the long term disability plan.

Disability Benefit: Accrued benefit based on benefit service and Average Monthly Compensation at the Disability Retirement Date.

Vested Benefits Upon Termination of Service

Vesting: 5 years of vesting service or attainment of age 55.

Vested Termination Benefit: If accumulated contributions remain in the plan, then the benefit equals the accrued benefit, else the benefit equals the accrued benefit less the portion derived from the accumulated contributions. Payment is any time after eligibility for early retirement, reduced if payment commences prior to age 65.

Death Benefits for Vested Participants in Active Service or Terminated Vested Participants

Eligibility: Earlier of age 55 or completion of 5 years of vesting service.

Benefit: One half of the accrued benefit, payable as an actuarially equivalent 50% J&S, assuming the participant terminated on the date of death (if participant was active), survived to the date of payment commencement, and retired on that date. The benefit is payable on the participant's Normal Retirement Date. If elected, a reduced annuity is payable anytime after the date the participant would have attained age 55.

Death Benefits for Retired Participants

Any death benefits payable to a beneficiary will be paid in accordance with the optional form of benefit chosen at retirement.

Normal Form of Payment

For single participants, a single life annuity and for married participants, a 50% joint and survivor annuity.

Optional Forms of Payment

Actuarially Equivalent optional forms of payment include:

- a) Single Life Annuity
- b) 50%, 66.67%, or 100% contingent annuitant options

10 Year Certain and Continuous Annuity

Change in Plan Provisions Since Last Actuarial Valuation

None.

Plan Name: Gannett Retirement Plan
EIN / PN: 16-0442930 / 001
Plan Sponsor: Gannett Co., Inc
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		2		0		0		0		0		0		0		0		0	
25 - 29	4		248	40,621	15		0		0		0		0		0		0		0	
30 - 34	6		593	48,502	244	49,052	13		1		0		0		0		0		0	
35 - 39	6		474	53,235	490	57,881	200	56,011	14		0		0		0		0		0	
40 - 44	11		421	53,943	555	63,151	423	63,839	153	63,473	26	57,714	3		0		0		0	
45 - 49	13		353	55,496	521	63,855	449	64,377	330	74,711	236	70,151	57	59,919	3		0		0	
50 - 54	20	31,396	371	48,496	495	57,550	446	67,387	322	67,574	428	73,770	248	66,596	47	55,621	2		0	
55 - 59	14		274	48,718	378	55,220	386	64,412	224	66,876	262	75,690	273	83,365	165	73,925	30	64,871	0	
60 - 64	12		157	40,930	238	52,092	195	56,833	113	61,963	136	70,141	110	78,729	115	87,856	76	71,758	11	
65 - 69	1		64	33,555	58	48,967	68	56,555	19		17		17		8		8		6	
70 & Over	1		21	15,140	35	27,176	14		3		4		3		0		0		2	

Plan Name: Gannett Retirement Plan
 EIN / PN: 16-0442930 / 001
 Plan Sponsor: Gannett Co., Inc
 Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26

Schedule of Active Participant Data for Cash Balance Plans 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. Bal.	No.	Avg. Bal.	No.	Avg. Bal.	No.	Avg. Bal.	No.	Avg. Bal.	No.	Avg. Bal.	No.	Avg. Bal.	No.	Avg. Bal.	No.	Avg. Bal.	No.	Avg. Bal.
Under 25	0		0		0		0		0		0		0		0		0		0	
25 – 29	3		241	705	12		0		0		0		0		0		0		0	
30 – 34	6		577	1,337	230	11,591	11		1		0		0		0		0		0	
35 - 39	5		459	1,546	463	16,883	187	26,434	10		0		0		0		0		0	
40 - 44	10		400	1,757	527	20,006	400	31,937	142	43,649	25	49,105	2		0		0		0	
45 - 49	12		340	2,506	479	21,615	422	37,201	306	56,325	229	65,063	53	66,379	2		0		0	
50 - 54	19		353	2,827	457	21,338	393	41,297	248	60,402	379	83,164	207	89,498	30	85,394	1		0	
55 - 59	12		258	3,849	337	20,772	336	43,482	162	67,883	228	101,261	226	130,368	130	144,687	20	136,160	0	
60 - 64	11		147	6,974	217	20,320	169	41,078	91	76,581	107	134,086	84	207,706	81	273,005	37	235,317	2	
65 - 69	1		62	5,223	50	20,342	56	46,439	14		13		11		3		1		1	
70 & Over	1		20	4,280	33	11,866	12		1		0		2		0		0		1	

Plan Name: Gannett Retirement Plan
 EIN / PN: 16-0442930 / 001
 Plan Sponsor: Gannett Co., Inc
 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	26,367,638	7	26,367,638	4,437,823
2	Shortfall	01/01/2012	(260,020,983)	6	(231,985,285)	(44,131,941)
3	Shortfall	01/01/2011	229,882,753	5	171,225,762	37,822,478
4	Shortfall	01/01/2010	204,549,328	4	127,766,520	34,424,033
Total					93,374,635	32,552,393

Plan Name: Gannett Retirement Plan
EIN / PN: 16-0442930 / 001
Plan Sponsor: Gannett Co., Inc
Valuation Date: January 1, 2013

The Gannett Retirement Plan

Statements of Net Assets Available for Benefits

	December 31	
	2013	2012
Assets		
Investments, at fair value:		
Cash and cash equivalents	\$ 39,240,173	\$ 15,507,565
U.S. government-related securities	3,312,742	100,139,575
Mortgage-backed securities	4,607,143	71,640,504
Foreign government bonds	2,762,153	13,930,490
Municipal and provincial bonds	2,184,611	16,386,584
Corporate bonds:		
Preferred	14,089,418	68,675,032
Other	16,366,106	68,761,895
Corporate stocks:		
Preferred	1,484,241	12,637,782
Common	821,764,743	660,338,224
Interest in common/collective trusts:		
Equities	307,424,621	224,518,272
Fixed income	145,897,216	193,619,910
Interest in registered investment companies	254,625,183	119,271,891
Interest in 103-12 investment entities	28,690,612	84,956,290
Partnership/joint venture interests	168,861,301	121,730,039
Hedge funds	170,054,278	157,091,676
Total investments before party-in-interest investments	1,981,364,541	1,929,205,729
Party-in-interest investments, at fair value:		
Gannett Co., Inc. common stock	36,745,873	22,372,995
Total investments	2,018,110,414	1,951,578,724
Other assets:		
Derivative assets	6,751,459	2,484,533
Restricted cash	1,369,677	4,321,271
Receivables:		
Pending sales of securities	1,240,833	114,833,274
Accrued interest and dividends receivable	2,027,676	2,917,499
Employer contribution receivable	55,000,000	—
Total assets	2,084,500,059	2,076,135,301
Liabilities		
Pending purchases of securities	1,497,809	113,781,412
Derivative liabilities	7,190,899	6,531,960
Liability to purchase U.S. government and other securities	—	26,881,561
Other liabilities	635,592	1,551,703
Total liabilities	9,324,300	148,746,636
Net assets available for benefits	\$ 2,075,175,759	\$ 1,927,388,665

See accompanying notes.

The Gannett Retirement Plan

Statements of Changes in Net Assets Available for Benefits

	Year Ended December 31	
	2013	2012
Additions to net assets attributed to:		
Contributions:		
Employer	\$ 56,370,519	\$ 91,192,418
Employee	4,630	4,630
Total contributions	<u>56,375,149</u>	<u>91,197,048</u>
Investment income:		
Interest and dividends	23,123,460	26,831,020
Net appreciation of investments	275,784,512	198,138,566
Total investment income	<u>298,907,972</u>	<u>224,969,586</u>
Net additions	<u>355,283,121</u>	<u>316,166,634</u>
Deductions from net assets attributed to:		
Benefits paid to participants	190,190,581	206,155,542
Administrative expenses	17,305,446	16,100,917
Total deductions	<u>207,496,027</u>	<u>222,256,459</u>
Net increase	<u>147,787,094</u>	<u>93,910,175</u>
Net assets available for benefits:		
Beginning of year	1,927,388,665	1,833,478,490
End of year	<u>\$2,075,175,759</u>	<u>\$1,927,388,665</u>

See accompanying notes.

The Gannett Retirement Plan

Notes to Financial Statements

December 31, 2013

1. Description of the Plan

General

The Gannett Retirement Plan (the Plan) is a defined benefit plan that provides benefits to eligible employees of Gannett Co., Inc. (the Company) and certain of its subsidiaries. The following description of the Plan provides only general information. Participants should refer to the Plan document for a more detailed description of the Plan's provisions. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

In June 2008, the Company's Board of Directors authorized and approved an amendment to the Plan. Under the amendment, most participants in the Plan had their benefits frozen as of August 1, 2008, meaning that their service and earnings on and after that date will not be considered for purposes of calculating their retirement benefits. Participants whose benefits are frozen have their frozen benefits periodically increased by a cost-of-living adjustment until benefits commence. Effective with this amendment, the Plan was also closed to new entrants.

As part of the Pension Protection Act of 2006, new Internal Revenue Code (the Code) Section 436 was enacted, which introduced restrictions that must take effect if a defined benefit plan's funding level falls below certain thresholds. This put limitations on payments if the plan's adjusted funding target attainment percentage is less than 80%. The Benefit Plan Committee approved and adopted the amendment, under Article XVII, as of October 25, 2012, restated effective January 1, 2010.

Plan Benefits

Although benefit provisions of the subsidiaries covered by the Plan vary, the following description applies to the majority of participants in the Plan:

Retirement benefits are normally payable immediately upon termination. Participants' benefits accrued through December 31, 1997, were converted to a percentage of their pay. For each year of service after January 1, 1998, participants accrue an additional percentage, based on years of service with the Company, as defined by the Plan and all Plan amendments, including the June 2008 amendment referred to above. Participants' final benefits are calculated by applying the total percentage accrued through their termination date to their final average earnings. The calculated benefit may be paid as a lump-sum payment, life annuity, contingent annuity or other acceptable optional form. Effective January 1, 2008, the majority of participants are fully vested after the third year of service.

The Gannett Retirement Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Contributions to the Plan

The Company and its participating subsidiaries have to date provided the Plan with assets sufficient for benefit payments and funding has been accomplished through contributions, when necessary. These contributions are sufficient to meet the minimum funding requirements of ERISA as modified by the Pension Protection Act of 2006. The Plan has met the ERISA minimum funding requirements for 2013 and 2012.

Plan Termination

Although the Company and its subsidiaries have not expressed any intent to terminate the Plan, a brief summary description of the termination procedures follows. Upon termination, participants become fully vested in benefits accrued to date. The net assets of the Plan would be allocated for benefits, as prescribed by ERISA and related regulations, in the following order: (a) annuity benefits payable to participants or their beneficiaries who were receiving benefits for at least three years and benefits could have been payable to non-retired participants three years prior to termination; (b) other vested benefits insured by the Pension Benefit Guaranty Corporation (PBGC); (c) all other vested benefits; and (d) non-vested benefits. The financial position of the Plan and the Company and guarantees available from PBGC would determine the extent of benefits provided to participants if the Plan were terminated.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect amounts reported in the financial statements and accompanying notes and supplemental schedules. Actual results could differ from those estimates.

The Gannett Retirement Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

Risks and Uncertainties

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates, employee compensation and demographics, all of which are subject to change. Due to uncertainties inherent in the estimation and assumption 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. Investment securities are exposed to various risks, such as interest rate risk, market risk and credit risk. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

Income Recognition

Income on investments is accrued when earned and gains or losses on such assets are recorded when realized. 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.

Valuation of Investments

Investments are stated at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). See Note 8 for further discussion and disclosures related to fair value measurements.

Pending purchases and sales of securities relate to security trades executed prior to the balance sheet date, but not yet settled, as the Plan follows trade-date accounting. Liabilities to purchase U.S. government and other securities represent obligations of the Plan to deliver certain contracted securities at a future time.

Payment of Benefits

Benefits are recorded when paid.

The Gannett Retirement Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

Administrative Expenses

The Plan incurs expenses directly related to the Plan which consist primarily of third-party administrator fees, trustee fees for investments held outside of the Master Trust, PBGC fees and actuarial fees. These expenses are reported on the statements of changes in net assets available for benefits as administrative expenses.

The Plan records the administrative expenses on a cash basis. The Plan's management believes that such cash basis amounts would not be materially different on an accrual basis.

Recently Issued Accounting Standards

In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs (ASU 2011-04)*. ASU 2011-04 amends ASC 820, *Fair Value Measurements and Disclosures*, to converge the fair value measurement guidance in U.S. GAAP and International Financial Reporting Standards (IFRSs). Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in Accounting Standards Codification (ASC) ASC 820. In addition, Accounting Standards Update (ASU) ASU 2011-04 requires additional fair value disclosures. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. Adoption of ASU 2011-04 did not have an effect on the Plan's net assets available for benefits or changes in net assets available for benefits. Refer to Note 8 for disclosures required by the ASU.

Subsequent Events

Management evaluated subsequent events for the Plan through October 13, 2014, the date the financial statements were available to be issued.

The Gannett Retirement Plan

Notes to Financial Statements (continued)

3. Derivatives

Policy

The Plan enters into contractual arrangements (derivatives) in carrying out its investment strategy, principally: (1) to hedge a portion of the Plan's portfolio to limit or minimize exposure to certain risks, (2) as a less expensive and/or more liquid way to implement investment decisions, particularly in managing a portfolio's duration and yield curve exposure, and/or (3) to increase investment returns by reducing the cost of structuring the portfolio or by capturing value disparities between financial instruments. The Plan utilizes both exchange-traded investment instruments, such as equity and interest rate futures and options on futures, and over-the-counter (OTC) options and forward exchange contracts. Select major financial institutions are used in all derivatives transactions, and standard documentation is required. When engaging in OTC and forward exchange contracts, there is exposure to credit loss in the event of nonperformance by the counterparties to these transactions. The Plan's investment managers manage this exposure through credit approvals, limits, monitoring procedures, and to the extent possible, by restricting the period over which unpaid balances are allowed to accumulate. The Plan does not anticipate nonperformance by counterparties to these contracts. The Plan's investment managers have procedures in place to regularly monitor and report market and counterparty credit risks associated with these instruments. The Plan's policy is to not offset fair value amounts recognized for derivative instruments and to report them on a gross basis. Gains and losses on derivative instruments are reported in net appreciation of investments on the statement of changes in net assets available for benefits and such amounts are not significant for any periods presented.

Instruments Utilized

In carrying out its fixed income investment strategy, the Plan uses both long and short-term futures, and long and short options on securities and futures. The fixed income instruments are utilized to provide liquidity, to obtain a desired portfolio structure, and/or to capture relative value differences.

At December 31, 2013, the Plan held futures contracts with an insignificant notional value and during December 31, 2012, held futures contracts with a notional value of (\$29) million. The notional amount does not represent the exposure to credit loss. Brokers require a minimum deposit or "initial margin" for both buyers and sellers of futures contracts.

The Gannett Retirement Plan

Notes to Financial Statements (continued)

3. Derivatives (continued)

The Plan may buy or write put and call options through listed exchanges and in the OTC market. When the Plan buys or writes an option, an amount equal to the premium paid or received by the Plan is recorded as an asset or liability and is subsequently adjusted to the current market value of the option purchased or written. The premiums paid or received from buying or writing options are recorded as realized gains or losses upon the expiration of the options. The difference between the premium and the amount paid or received on effecting a closing purchase or sale transaction is also treated as a realized gain or loss. If an option is exercised, the premium paid or received is recorded as a realized gain or loss if sold or an adjustment to cost if acquired. The Plan, as a writer of an option, may have no control over whether the underlying securities may be sold (call) or purchased (put) and as a result, bears the market risk of an unfavorable change in the price of the security underlying the written option. Each day brokers "mark to market" open futures and cash settlements occur. This process serves to reduce credit risk because the fair market value of the contract (the amount necessary to unwind the position) is marked (adjusted) daily.

4. Actuarial Present Value of Accumulated Plan Benefits and Changes in Accumulated Plan Benefits

Accumulated plan benefits represent the actuarial present value of estimated future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to services rendered by the employees to the valuation date. 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 (retirement, death, disability and termination of employment) are included, to the extent they are deemed attributable to employee service rendered to the valuation date. Participants' interests in the Plan are actuarially determined for each year.

The present value of obligations for benefits is determined to be the present value of retirement benefits accumulated by participants during the current and prior years to be paid at or during retirement, less benefits forfeited or previously paid.

The following accumulated benefit information was determined by our consulting actuaries. Significant assumptions underlying this information include: (a) rate of return of 8.00% and 8.25% at December 31, 2013 and 2012, respectively, (b) retirement rates ranging from 4% at age 55 to 100% at age 70, (c) mortality rates based on 2014 PPA static mortality tables as of December 31, 2013 and 2013 PPA static mortality tables as of December 31, 2012.

The Gannett Retirement Plan

Notes to Financial Statements (continued)

4. Actuarial Present Value of Accumulated Plan Benefits and Changes in Accumulated Plan Benefits (continued)

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. If the Plan were to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

At December 31, the actuarial present value of accumulated benefits is summarized as follows:

	December 31	
	2013	2012
Vested benefits:		
Participants currently receiving benefits	\$ 1,091,358,000	\$ 1,066,622,000
Participants entitled to deferred benefits	605,406,000	643,414,000
Nonvested benefits	4,255,000	4,982,000
Total	<u>\$ 1,701,019,000</u>	<u>\$ 1,715,018,000</u>

Accumulated employee contributions, including interest, were approximately \$4.1 million and \$4.7 million at December 31, 2013 and 2012, respectively. Interest was credited on these employee contributions at an annual rate of 1.04% and 1.40% during 2013 and 2012, respectively.

The significant factors affecting the change in the actuarial present value of accumulated plan benefits for the years ended December 31, 2013 and 2012, were as follows:

	2013	2012
Actuarial present value of accumulated Plan benefits as of the beginning of the year	\$ 1,715,018,000	\$ 1,735,683,000
Increase (decrease) during the year attributable to:		
Benefits accumulated and actuarial loss	9,885,000	26,167,000
Benefits paid	(190,191,000)	(206,156,000)
Increase due to decrease in the discount period	133,682,000	134,747,000
Change in actuarial assumptions	32,625,000	24,577,000
Actuarial present value of accumulated Plan benefits as of the end of the year	<u>\$ 1,701,019,000</u>	<u>\$ 1,715,018,000</u>

The Gannett Retirement Plan

Notes to Financial Statements (continued)

5. Investments

For 2013 and 2012, the Plan's investment balances, other assets, receivables, liabilities and related investment income included in the financial statements, accompanying notes to financial statements and supplemental schedules were derived from statements certified by The Northern Trust Company, trustee, as to completeness and accuracy.

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

	December 31	
	2013	2012
Blackstone Partners Investment Fund	\$ 166,817,706	\$ 152,887,180
Blackrock Equity Index	158,203,931	99,616,887
PIMCO Unconstrained	123,567,256	*
TCW Concentrated Core Equities	103,793,361	*
CF Blackrock Debt Index	*	180,990,000

* Balance represents less than 5% of the Plan's net assets available for benefits in the respective year.

The Gannett Retirement Plan

Notes to Financial Statements (continued)

5. Investments (continued)

During 2013 and 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) (depreciated) appreciated in value as follows:

	Year Ended December 31	
	2013	2012
Net appreciation (depreciation) in fair value of:		
Investments at fair value as determined by quoted market prices:		
Corporate stocks:		
Preferred	\$ (1,377,048)	\$ 993,243
Common*	208,080,087	101,257,750
Interest in registered investment companies	(5,712,844)	5,011,026
	<u>200,990,195</u>	<u>107,262,019</u>
Investments at estimated fair value:		
U.S. government-related securities**	(6,045,358)	1,706,923
Mortgage-backed securities	(3,395,520)	2,810,964
Corporate stocks, preferred	(1,267)	5,949
Corporate bonds:		
Preferred	(1,655,685)	6,124,207
Other	(1,739,973)	6,855,205
Interest in 103-12 investment entities	380,520	7,925,509
Interest in common/collective trusts:		
Equities	52,641,144	32,909,909
Fixed income	(2,524,495)	9,228,853
Partnership/joint venture interests	21,039,529	14,126,358
Other***	16,095,422	9,182,670
	<u>74,794,317</u>	<u>90,876,547</u>
Total net appreciation (depreciation)	<u>\$ 275,784,512</u>	<u>\$ 198,138,566</u>

* Includes investment appreciation (depreciation) in Gannett Co., Inc. common stock.

** Includes appreciation on U.S. government securities, as well as those securities categorized as liabilities to purchase U.S. government securities.

*** Includes investment appreciation in hedge funds, foreign government bonds, municipal and provincial bonds, interest in registered investment companies and derivative contracts in both asset and liability positions.

The Gannett Retirement Plan

Notes to Financial Statements (continued)

6. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service (IRS) dated May 13, 2011, stating that the Plan is qualified under Section 401(a) of the Code and, therefore, the related trust is exempt from taxation. Subsequent to this determination by the IRS, the Plan was amended and restated. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The plan administrator believes that the Plan is being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan, as amended, is qualified and the related trust is tax exempt.

Accounting principles generally accepted in the United States require plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. 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. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

7. Related-Party Transactions

Gannett Co., Inc. as plan sponsor is a related party. The Plan held 1,242,254 shares of Gannett Co., Inc. common stock at December 31, 2013 and 2012, respectively. There were no purchases or sales of Gannett Co., Inc. common stock during 2013 and 2012. The fair market value of the common stock at December 31, 2013 and 2012, was \$36,745,873 and \$22,372,995, respectively. Certain of the Plan's assets are invested in funds managed by the trustee of the Plan. These transactions qualify as party-in-interest transactions; however, they are exempt from the prohibited transactions rules under ERISA.

The Gannett Retirement Plan

Notes to Financial Statements (continued)

8. Fair Value Measurement

Fair value is defined under ASC 820 as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e., an exit price). To measure fair value, a hierarchy has been established that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs. As such, the hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy in ASC 820 are described below:

- Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 – Inputs to the valuation methodology include:
 - Quoted prices for similar assets or liabilities in active markets;
 - Quoted prices for identical or similar assets or liabilities in inactive markets;
 - Inputs other than quoted prices that are observable for the asset or liability;
 - Inputs that are derived principally from or corroborated by observable market data by correlation or other means; and
 - 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's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The Gannett Retirement Plan

Notes to Financial Statements (continued)

8. Fair Value Measurement (continued)

Below is a description of the valuation methodologies used for assets and liabilities measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

U.S. government-related securities: U.S. government-related securities are treasury bonds, bills and notes that are primarily obligations to the U.S. Treasury. Values are obtained from industry vendors who use various pricing models or quotes for identical or similar securities.

Mortgage-backed securities: Mortgage-backed securities are typically not actively quoted. Values are obtained from industry vendors who use various pricing models or use quotes for identical or similar securities. Investments categorized in Level 3 are thinly traded with values derived using unobservable inputs.

Foreign government bonds, municipal and provincial bonds, and corporate bonds: Valued based on institutional bid evaluations using proprietary models, using discounted cash flow models or models that derive prices based on similar securities. Corporate bonds categorized in Level 3 are primarily from distressed issuers for whom the values represent an estimate of recovery in a potential or actual bankruptcy situation.

Corporate stock common and preferred: Corporate stock classified as Level 1 is valued primarily at the closing price reported on the active market on which the individual securities are traded. The investments categorized in Level 2 are primarily commingled funds recorded at fair value as determined by the sponsor of the respective funds based upon closing market quotes of the underlying assets.

Interest in common/collective trusts and interest in 103-12 investments: Valued using the net asset value as provided monthly by the fund family or fund company. Shares in this category are generally redeemable upon request.

The Gannett Retirement Plan

Notes to Financial Statements (continued)

8. Fair Value Measurement (continued)

Three of these investments in collective trusts are fixed income funds, which use individual subfunds to efficiently add a representative sample of securities in individual market sectors to the portfolio. Two funds in the collective trust fund are equity funds, which use individual subfunds to efficiently add a representative sample of securities in individual subfunds to the portfolio. These funds are generally redeemable with a short-term written or verbal notice. Also included is a fund that invests in a select portfolio of large cap domestic stocks perceived to have superior growth characteristics. Shares in this fund are generally redeemable on any business day, upon two-day notice. There are no unfunded commitments related these types of funds.

Interest in registered investment companies: Valued using the published net asset values as quoted through publicly available pricing sources. The investments in Level 2 are proprietary funds of the individual fund managers and are not publicly quoted.

Derivative assets and liabilities: Primarily consist of forward and swap contracts. Forward contracts are valued at the spot rate, plus or minus forward points between the valuation date and maturity date. Swaps are valued at the mid-evaluation price using discontinued cash flow models. Most of the items in Level 3 are valued based on the market values of other securities for which they represent a synthetic combination. Derivatives categorized as liabilities are mainly swaps and swaptions that are in a negative position. These are valued in the same manner as described above.

Partnership interests: Valued at the net asset value of our investment in the fund as reported by the fund managers. These values are based on an assessment of each underlying investment, considering items such as expected cash flows, changes in market outlook and subsequent rounds of financing. The majority of these investments are included in Level 3 of the fair value hierarchy because exit prices tend to be unobservable and reliance is placed on the above methods. The partnership interest fund, classified as Level 2 in the fair value hierarchy, is invested in Level 1 underlying securities. As the fund itself is not actively traded, it is classified as a Level 2 investment in the fair value hierarchy.

Certain of the partnerships are general leveraged buyout funds and others are venture capital funds. Also included within the partnership portfolio is a fund formed to invest in the leveraged loan market. The Plan does not have the right to redeem its partnership investments at net asset value. Instead, the Plan receives distributions as the underlying assets of the funds are liquidated.

The Gannett Retirement Plan

Notes to Financial Statements (continued)

8. Fair Value Measurement (continued)

It is estimated that the underlying assets of the funds will be liquidated over approximately 9 to 11 years. As of December 31, 2013 and 2012, the unfunded commitments related to these investments were approximately \$28 million and \$38 million, respectively.

Investments in hedge funds: Valued at the net asset value of our investment in the fund as reported by the fund managers. Included within the hedge fund portfolio is a fund of hedge funds whose strategy is to produce a return that is uncorrelated with market movements. Also, certain of the funds categorized as hedge funds were formed to invest in mortgage and credit trading opportunities while others were formed to invest in the leveraged loan market. Shares in the hedge funds are generally redeemable twice a year or on the last business day of each quarter with at least 60 days' written notice subject to potential 5% holdback. There are no unfunded commitments related to the hedge funds as of December 31, 2013 and 2012.

Liability to purchase U.S. government and other securities: The valuation of these securities is correlated with the assets to be purchased. The majority of these securities relate to buying and selling contracts in federal agency securities that have not yet been opened up for public trading. In these instances the investment manager has sold the securities prior to owning them, resulting in a negative asset position. These securities are valued in the same manner as those noted above in U.S. government-related securities.

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

The Gannett Retirement Plan

Notes to Financial Statements (continued)

8. Fair Value Measurement (continued)

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

	Level 1	Level 2	Level 3	Total
Assets				
Cash and cash equivalents	\$ 39,240,173	\$ —	\$ —	\$ 39,240,173
U.S. government-related securities	—	3,312,742	—	3,312,742
Mortgage-backed securities	—	4,209,858	397,285	4,607,143
Foreign government bonds	—	2,762,153	—	2,762,153
Municipal and provincial bonds	—	2,184,611	—	2,184,611
Corporate bonds, preferred	—	13,233,210	856,208	14,089,418
Corporate bonds, other	—	16,366,106	—	16,366,106
Corporate stock, preferred	1,484,241	—	—	1,484,241
Corporate stock, common	858,510,616	—	—	858,510,616
Interest in common/collective trusts:				
Equities	—	307,424,621	—	307,424,621
Fixed income	—	145,897,216	—	145,897,216
Interest in reg. invest. companies	254,625,183	—	—	254,625,183
Interest in 103-12 investments	—	28,690,612	—	28,690,612
Partnership/joint venture interests	—	36,402,294	132,459,007	168,861,301
Hedge funds	—	—	170,054,278	170,054,278
Derivative assets	21,641	6,566,631	163,187	6,751,459
Total	\$ 1,153,881,854	\$ 567,050,054	\$ 303,929,965	\$ 2,024,861,873
Liabilities				
Derivative liabilities	\$ (7,625)	\$ (5,175,401)	\$ (2,007,873)	\$ (7,190,899)
Total	\$ (7,625)	\$ (5,175,401)	\$ (2,007,873)	\$ (7,190,899)

The Gannett Retirement Plan

Notes to Financial Statements (continued)

8. Fair Value Measurement (continued)

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

	Level 1	Level 2	Level 3	Total
Assets				
Cash and cash equivalents	\$ 15,507,565	\$ —	\$ —	\$ 15,507,565
U.S. government-related securities	—	100,139,575	—	100,139,575
Mortgage-backed securities	—	71,640,504	—	71,640,504
Foreign government bonds	—	13,930,490	—	13,930,490
Municipal and provincial bonds	—	16,386,584	—	16,386,584
Corporate bonds, preferred	—	67,877,899	797,133	68,675,032
Corporate bonds, other	—	68,761,895	—	68,761,895
Corporate stock, preferred	11,820,053	817,729	—	12,637,782
Corporate stock, common	682,711,219	—	—	682,711,219
Interest in common/collective trusts:				
Equities	—	224,518,272	—	224,518,272
Fixed income	—	193,619,910	—	193,619,910
Interest in reg. invest. companies	119,271,891	—	—	119,271,891
Interest in 103-12 investments	—	84,956,290	—	84,956,290
Partnership/joint venture interests	—	—	121,730,039	121,730,039
Hedge funds	—	—	157,091,676	157,091,676
Derivatives	33,391	1,951,142	500,000	2,484,533
Total	\$ 829,344,119	\$ 844,600,290	\$ 280,118,848	\$ 1,954,063,257
Liabilities				
Derivative liabilities	\$ (20,563)	\$ (4,503,524)	\$ (2,007,873)	\$ (6,531,960)
Liability to purchase U.S. government and other securities	—	(26,881,561)	—	(26,881,561)
Total	\$ (20,563)	\$ (31,385,085)	\$ (2,007,873)	\$ (33,413,521)

The Gannett Retirement Plan

Notes to Financial Statements (continued)

8. Fair Value Measurement (continued)

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets and liabilities for the year ended December 31, 2013 (in thousands of US dollars).

	Balance, Beginning of Year	Transfers Into Level 3*	Transfers Out of Level 3*	Total Gains or (Losses) (Realized or Unrealized) Included in Changes in Net Assets	Purchases	Sales	Settlements	Balance, End of Year	Unrealized Gains or (Losses) Relating to Assets Still Held at the Reporting Date
<i>(In Thousands of Dollars)</i>									
Assets									
Mortgaged-backed securities	\$ -	\$ -	\$ -	\$ (3)	\$ 401	\$ -	\$ (1)	\$ 397	\$ (3)
Corporate bonds, preferred	797	-	-	195	-	(136)	-	856	199
Partnership/joint ventures	121,730	-	-	23,809	16,180	(1,360)	(27,900)	132,459	8,972
Hedge funds	157,092	-	-	15,104	-	(2,142)	-	170,054	14,066
Derivatives	500	-	-	(376)	40	-	-	164	(376)
Total assets	\$280,119	\$ -	\$ -	\$ 38,729	\$ 16,621	\$ (3,638)	\$ (27,901)	\$ 303,930	\$ 22,858
Liabilities									
Derivative liabilities	\$ (2,008)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ (2,008)	\$ -

* The Company's policy is to recognize transfers in and transfers out as of the beginning of the reporting period.

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets and liabilities for the year ended December 31, 2012 (in thousands of US dollars).

	Balance, Beginning of Year	Transfers Into Level 3*	Transfers Out of Level 3*	Total Gains or (Losses) (Realized or Unrealized) Included in Changes in Net Assets	Purchases	Sales	Settlements	Balance, End of Year	Unrealized Gains or (Losses) Relating to Assets Still Held at the Reporting Date
<i>(In Thousands of Dollars)</i>									
Assets									
Mortgaged-backed securities	\$ 1,271	\$ -	\$ (1,271)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Municipal and provincial bonds	1,441	-	(1,441)	-	-	-	-	-	-
Corporate bonds, preferred	2,070	137	(903)	84	-	(591)	-	797	62
Partnership/joint ventures	120,013	-	-	1,368	21,130	(20,781)	-	121,730	1,368
Hedge funds	150,984	-	-	11,003	-	(4,895)	-	157,092	9,699
Derivatives	235	-	-	265	-	-	-	500	265
Total assets	\$276,014	\$ 137	\$ (3,615)	\$ 12,720	\$ 21,130	\$ (26,267)	\$ -	\$ 280,119	\$ 11,394
Liabilities									
Derivative liabilities	\$ (2,517)	\$ -	\$ 497	\$ 16	\$ -	\$ (4)	\$ -	\$ (2,008)	\$ -

* The Company's policy is to recognize transfers in and transfers out as of the beginning of the reporting period.

The Gannett Retirement Plan

EIN #16-0442930 Plan #001

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

December 31, 2013

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Cash and cash equivalents			
Cash and cash equivalents	Australian dollar	\$	\$
Cash and cash equivalents	Euro	1,755	1,755
Cash and cash equivalents	British pound sterling	2,081,116	2,081,116
Cash and cash equivalents	Japanese yen	3	3
Cash and cash equivalents	New Zealand dollar	20,425	20,425
Cash and cash equivalents	Singapore dollar	1	1
Cash and cash equivalents	United States dollar	4	4
Cash and cash equivalents		37,136,869	37,136,869
		39,240,173	39,240,173
U.S. Government Securities	RESOLUTION FDG CORP FED BOOK ENTRY PRIN STRIPS GENERIC PRIN PMT 10-15-2019		
U.S. Government Securities	UNITED STATES TREAS NTS TIPS .375 07-15-2023	1,038,663	1,397,987
U.S. Government Securities	UNITED STATES TREAS BDS 2.875 DUE 05-15-2043	781,032	764,691
U.S. Government Securities	TSY INFL IX N/B 0.75% DEB 02-15-2042 02-15-2042	401,147	386,594
U.S. Government Securities	TENNESSEE VALLEY AUTH GLOBAL PWR BD 2009SER C 5.25% DUE 09-15-2039 REG	445,372	365,625
U.S. Government Securities	UNITED STATES TREAS NTS DTD 06/30/2013 1.375% DUE 06-30-2018 REG	257,093	277,502
U.S. Government Securities	UNITED STATES TREAS NTS 1.25 DUE 11-30-2018 REG	50,164	49,621
U.S. Government Securities	UNITED STATES TREAS NTS NT 3.625% DUE 08-15-2019 REG	49,531	48,930
U.S. Government Securities		22,238	21,792
U.S. Government Securities		3,045,240	3,312,742
Mortgage Backed Securities	FNMA CAP DEB ZERO CPN DTD 10/09/84 0% DUE 10-09-2019 REG		
Mortgage Backed Securities	FNMA BD 6.25 05-15-2029	442,252	663,227
Mortgage Backed Securities	FNMA 6 DUE 04-18-2036 REG	589,803	551,603
Mortgage Backed Securities	FLHB BD 5.5 07-15-2036	437,782	481,916
Mortgage Backed Securities	GNMA 2011-H08 CL FG FLTG 03-20-2061	533,481	474,303
Mortgage Backed Securities	GNMA 2010-H28 REMIC PASSTHRU CTF CL FLTGT RT DUE 12-20-2060	441,719	439,966
Mortgage Backed Securities	GNMA 2011-H09 CL AF VAR 03-20-2061	430,601	428,870
Mortgage Backed Securities	GNMA VAR RT 2.9% DUE 02-16-2044	262,244	261,092
Mortgage Backed Securities	GNMA VAR RT 2.9% DUE 06-16-2044	297,746	295,439
Mortgage Backed Securities	GNMA 2013-178 CL A 2.25 03-16-2035	102,611	101,846
Mortgage Backed Securities	GNMA 2013-193 REMIC CL AB 2.0% DUE 12-16-2049	101,207	99,804
Mortgage Backed Securities	IO GNMA 2013-178 CL IO VAR RT DUE 06-16-2055	119,719	119,353
Mortgage Backed Securities	IO FHLMC MULTICLASS FHMS K007 XI VAR RT04-25-2020	16,300	15,977
Mortgage Backed Securities	FEDERAL NATL MTG ASSN DISC NT DUE 02-24-2014	98,690	158,808
Mortgage Backed Securities	FEDERAL NATL MTG ASSN GTD MTG POOL #AL3429 4.5% 06-01-2041 BEO	139,865	139,994
Mortgage Backed Securities	IO FHLMC MULTIFAMILY STRUCTURED PASS THRO VAR RT K009 XI DUE 08-25-2020	86,398	84,098
		44,437	78,694

The Gannett Retirement Plan

EIN #16-0442930 Plan #001

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

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Mortgage Backed Securities	FNMA POOL #903857 ADJ RT DUE 12-01-2036 BEO	\$	\$
Mortgage Backed Securities	I/O FHLMC MULTICLASS FHMS K006 AXI VAR RT 01-25-2020	60,896	64,454
Mortgage Backed Securities	I/O FHLMC MULTICLASS FHMS SER K017 CL X11 6088 12-25-2021	28,530	51,764
Mortgage Backed Securities	I/O FHLMC MULTICLASS SER K024 CL X1 VAR RT 09-25-2022	29,839	40,946
Mortgage Backed Securities	I/O FHLMC MULTICLASS 1.7432% 10-25-2021	20,178	23,183
Mortgage Backed Securities	I/O GNMA SER 2012-100 CL IO FLTG RT DUE 08-16-2052 REG	10,624	16,356
Mortgage Backed Securities		16,842	15,432
		4,311,764	4,607,125
Foreign Government Bonds	MEXICO(UNITED MEXICAN STATES) 6.5% BDS 09/06/22	1,077,485	1,052,858
Foreign Government Bonds	BRAZIL(FED REP OF) 10% T-NTS 01/01/17 BRL1000	336,890	327,453
Foreign Government Bonds	TURKEY(REPUBLIC OF) GLOBAL NT 7.375% DUE02-05-2025 REG	228,500	215,900
Foreign Government Bonds	SOUTH AFRICA REP TBOND 5.875% DUE 09-16-2025 REG	210,250	208,000
Foreign Government Bonds	ACHMEA HYPOTHEKBANK NV MEDIUM TERM NTS TRANCHE # TR 1 3.2 DUE 11-03-2014 REG	208,268	202,637
Foreign Government Bonds	INDONESIA REP NOTES SERIES 4 REG S 4.875% DUE 05-05-2021 REG	200,000	198,000
Foreign Government Bonds	INDONESIA REP NT SER 4 144A 4.875% DUE 05-05-2021 BEO	200,000	198,000
Foreign Government Bonds	RUSSIAN FOREIGN BOND- EUROBOOND STEP CPN DUE 31/03/2030	185,085	184,435
Foreign Government Bonds	HUNGARY REP NT 5.75 DUE 11-22-2023 REG	172,991	174,870
Foreign government bonds		2,819,469	2,762,153
Municipal and Provincial Bonds	ONT PROV CDA BD 1.1 DUE 10-25-2017 REG	489,334	484,463
Municipal and Provincial Bonds	ONTARIO (PROV OF) BOOK ENTRY GLOBAL BD 1.2% DUE 02-14-2018 BEO	430,290	421,701
Municipal and Provincial Bonds	ONTARIO PROV CDA BD 4.4% DUE 04-14-2020 REG	393,427	384,020
Municipal and Provincial Bonds	BRITISH COLUMBIA PROV CDA BD SER BCUSG-82 10-23-2022	268,297	242,352
Municipal and Provincial Bonds	NEW YORK ST URBAN DEV CORP REV 5% 03-15-2027 BEO	64,543	66,134
Municipal and Provincial Bonds	CALIFORNIA ST 5% 09-01-2023 BEO	56,090	57,281
Municipal and Provincial Bonds	UTAH TRAN AUTH SALES TAX REV 5% 06-15-2042 BEO	50,139	50,307
Municipal and Provincial Bonds	OHIO ST TPK COMMN TPK REV 5% 02-15-2048 BEO	49,594	49,151
Municipal and Provincial Bonds	SAN ANTONIO TEX ELEC & GAS REV 5% 02-01-2043 BEO	41,158	40,699
Municipal and Provincial Bonds	NEW YORK ST DORM AUTH ST PERS INCOME TAXREV 5% 12-15-2027 BEO	32,202	32,998
Municipal and Provincial Bonds	PRIVATE COLLEGES & UNIVS AUTH GA REV 5% 10-01-2043 BEO	30,986	31,461
Municipal and Provincial Bonds	NORTHEAST OHIO REGL SWR DIST WASTEWR TR 5% 11-15-2043 BEO	31,109	31,019
Municipal and Provincial Bonds	CALIFORNIA ST 5% 11-01-2043 BEO	30,258	30,464
Municipal and Provincial Bonds	NEW JERSEY ST TRANS TR FD AUTH 5% 06-15-2038 BEO	30,020	30,371
Municipal and Provincial Bonds	NEW YORK LIBERTY DEV CORP LIBERTY REV 5%12-15-2041 BEO	30,305	30,234
Municipal and Provincial Bonds	CONNECTICUT ST 5% 07-15-2024 BEO	22,806	22,827
Municipal and Provincial Bonds	NEW YORK N Y 5% 08-01-2025 BEO	21,962	22,246
Municipal and Provincial Bonds	NEW JERSEY ECONOMIC DEV AUTH LEASE REV 5% 06-15-2046 BEO	19,776	20,633
Municipal and Provincial Bonds	NEW YORK N Y CITY TRANSITIONAL FIN AUTH REV 5% 11-01-2042 BEO	20,796	20,562

The Gannett Retirement Plan

EIN #16-0442930 Plan #001

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

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Municipal and Provincial Bonds	OHIO ST TPK COMMN TPK REV 5% 02-15-2048 BEO	\$	20,287
Municipal and Provincial Bonds	PENNSYLVANIA ST TPK COMMN TPK REV 3% 12-01-2043 BEO		19,631
Municipal and Provincial Bonds	RICHMOND VA 5% 03-01-2027 BEO		11,044
Municipal and Provincial Bonds	RICHMOND VA 5% 03-01-2028 BEO		10,952
Municipal and Provincial Bonds	RICHMOND VA 5% 03-01-2029 BEO		10,853
Municipal and Provincial Bonds	NEW YORK ST DORM AUTH ST PERS INCOME TAXREV 5% 12-15-2026 BEO		10,940
Municipal and Provincial Bonds	ARIZONA BRD REGENTS ARIZ ST UNIV SYS REV 5% 07-01-2043 BEO		10,194
Municipal and Provincial Bonds	NEW YORK N Y CITY MUN WTR FIN AUTH WTR & SWR SYS REV 5% 06-15-2047 BEO		10,258
Municipal and Provincial Bonds	NEW YORK N Y CITY MUN WTR FIN AUTH WTR & SWR SYS REV 5% 06-15-2047 BEO		10,243
Municipal and Provincial Bonds		2,227,494	2,184,611
Corporate Debt Instruments – Preferred	NORTHSTAR ED FIN INC DEL STUDENT LN ASSET-BKD NT 2005-1 CL B 10-30-2045 REG	657,250	856,208
Corporate Debt Instruments – Preferred	VALE OVERSEAS LTD 4.375% DUE 01-11-2022	541,215	518,831
Corporate Debt Instruments – Preferred	ABBVIE INC 1.75% DUE 11-06-2017	158,123	159,726
Corporate Debt Instruments – Preferred	HOMESTAR MTG ACCEP CORP 2004-3 MTG PASSTHRU CTF CL AV-1 07-25-2034 REG	350,825	385,985
Corporate Debt Instruments – Preferred	ABBVIE INC 2.9% DUE 11-06-2022	104,304	102,812
Corporate Debt Instruments – Preferred	AMERN INTL GROUP INC MEDIUM TERM NTS TRANCHE # TR 00079 5.85 DUE 01-16-2018	29,835	34,412
Corporate Debt Instruments – Preferred	NOVASTAR MTG FDG FLTGT RT 1.1846% DUE 09-25-2034	350,113	352,175
Corporate Debt Instruments – Preferred	CMO WAMU MTG PASS-THRU CTF 2005-AR2 CL 2A-1A VAR DUE 01-25-2045 REG	328,937	338,355
Corporate Debt Instruments – Preferred	ANHEUSER BUSCH 5% DUE 04-15-2020	208,968	215,025
Corporate Debt Instruments – Preferred	CMO WAMU MTG PASS-THRU CTF 2003-AR10 CLA-7 4.0765 DUE 10-25-2033 REG	301,715	305,837
Corporate Debt Instruments – Preferred	APACHE CORP 3.25 DUE 04-15-2022 REG	21,925	21,676
Corporate Debt Instruments – Preferred	ACE SECS CORP HOME FLTGT RT 1.0946% DUE 11-25-2034	261,968	293,441
Corporate Debt Instruments – Preferred	APACHE CORP 5.1% DUE 09-01-2040	128,652	131,993
Corporate Debt Instruments – Preferred	PVTPPL TRADE MAPS 1 LTD NT SER 2013 CL A 144A VAR RT DUE 12-10-2018 BEO	260,000	260,478
Corporate Debt Instruments – Preferred	AT&T INC 4.35% DUE 06-15-2045	116,299	112,597
Corporate Debt Instruments – Preferred	NORDEA BK AG 4.875% DUE 05-13-2031	95,040	90,054
Corporate Debt Instruments – Preferred	RIO TINTO FIN USA LTD 9 DUE 05-01-2019	218,918	227,397
Corporate Debt Instruments – Preferred	BP CAP MKTS P L C 3.125% DUE 10-01-2015	165,896	221,956
Corporate Debt Instruments – Preferred	PVTPPL CMO RBS COML FDG INC 2013-GSP TR COML MTG PASS THRU CL A VAR 01-13-2032	209,404	219,397
Corporate Debt Instruments – Preferred	BAKER HUGHES INC 3.2 DUE 08-15-2021	219,261	216,590
Corporate Debt Instruments – Preferred	CMO PROVIDENT FDG MTG LN TR SR 2005-1 CL 2A1 VAR DUE 05-25-2035 REG	92,266	89,362
Corporate Debt Instruments – Preferred	BHP BILLITON FIN USA LTD 6.5 DUE 04-01-2019	197,655	204,018
Corporate Debt Instruments – Preferred	BANK AMER CORP 3.3% DUE 01-11-2023	169,454	203,812
Corporate Debt Instruments – Preferred	SUMITOMO MITSUI BK 3.15% DUE 07-22-2015	318,221	302,805
Corporate Debt Instruments – Preferred	AMER MOVIL S A B DE C V 5.625 DUE 11-15-2017 BEO	179,761	186,131
Corporate Debt Instruments – Preferred	RABOBANK NEDERLAND NV VAR RATE PERPETUALDUE 12-29-2049/06-30-2019 BEO	159,337	180,227
		153,980	178,706

The Gannett Retirement Plan

EIN #16-0442930 Plan #001

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

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Corporate Debt Instruments – Preferred	BANK AMER CORP 5.65% DUE 05-01-2018	\$	239,036
Corporate Debt Instruments – Preferred	BANK AMER CORP 6.5% DUE 08-01-2016	19,844	22,582
Corporate Debt Instruments – Preferred	PVTPL COMMONWEALTH BANK AUST TRANCHE # TR 00081 5% DUE 10-15-2019 BEO	139,227	156,048
Corporate Debt Instruments – Preferred	DIAGEO CAP PLC GTD NT 4.828 DUE 07-15-2020	140,000	155,029
Corporate Debt Instruments – Preferred	SHELL INTL FIN B V GTD NT 4.375 DUE 03-25-2020	139,339	153,474
Corporate Debt Instruments – Preferred	BANK AMER CORP 7.625% DUE 06-01-2019	110,732	124,033
Corporate Debt Instruments – Preferred	AMERIQUEST MTG FLTG RT 9246% DUE 09-25-2033	145,969	149,069
Corporate Debt Instruments – Preferred	BEAR STEARNS COS INC BEAR STEARNS CO 6.410 2 17 6.4% DUE 10-02-2017	100,549	116,056
Corporate Debt Instruments – Preferred	BOEING CO SR NT 6 DUE 03-15-2019	109,701	129,563
Corporate Debt Instruments – Preferred	CATHOLIC HEALTH INITIATI 4.35 DUE 11-01-2042	8,902	8,675
Corporate Debt Instruments – Preferred	TOYOTA MTR CR CORP MEDIUM TERM NTS 1.25 DUE 10-05-2017	139,919	137,435
Corporate Debt Instruments – Preferred	CITIGROUP INC 6.01% DUE 01-15-2015	220,154	227,457
Corporate Debt Instruments – Preferred	COMCAST CORP NEW 6.5 DUE 15-01-2017	140,208	160,384
Corporate Debt Instruments – Preferred	COMCAST CORP NEW 6.95% DUE 08-15-2037	138,307	143,143
Corporate Debt Instruments – Preferred	CONOCO INC 6.95% DUE 04-15-2029	74,270	73,758
Corporate Debt Instruments – Preferred	CONOCOPHILLIPS 6 DUE 01-15-2020	11,876	12,654
Corporate Debt Instruments – Preferred	PVTPL COMMONWEALTH BANK AUST TRANCHE # TR 00080 3.75% DUE 10-15-2014 BEO	49,624	58,656
Corporate Debt Instruments – Preferred	DEERE JOHN CAP CORP 2.25 DUE 04-17-2019	119,632	123,059
Corporate Debt Instruments – Preferred	DELTA AIR LINES 6.821% DUE 02-10-2024	60,100	59,872
Corporate Debt Instruments – Preferred	PVTPL HLSS SERVICER ADVANCE RECEIVABLES TR ATS 2013-T5 1.9788 08-15-46	127,822	144,120
Corporate Debt Instruments – Preferred	PVTPL ROCHE HLDGS INC GTD NT 144A 6% DUE03-01-2019/02-25-2009 BEO	109,863	110,055
Corporate Debt Instruments – Preferred	EATON CORP OHIO 1.5 DUE 11-02-2017	88,585	105,321
Corporate Debt Instruments – Preferred	EATON CORP OHIO 2.75% DUE 11-02-2022	49,399	49,017
Corporate Debt Instruments – Preferred	EATON CORP OHIO 4.15 DUE 11-02-2042 REG	74,751	74,629
Corporate Debt Instruments – Preferred	GEN ELEC CAP CORP MEDIUM TERM NTS BO TRANCHE # TR 00804 VAR RT DUE 11-15-2067	44,569	44,417
Corporate Debt Instruments – Preferred	PVTPL CMO COMM 2013-WWP MTG TO CL A-2 144A 3.4244 DUE 03-10-2031 BEO	340,476	368,900
Corporate Debt Instruments – Preferred	GEN ELEC CAP CORP MEDIUM TERM NTS BO TRANCHE # TR 00818 6.875 DUE 01-10-2039	105,547	95,083
Corporate Debt Instruments – Preferred	GENERAL ELEC CO 85% DUE 10-09-2015	309,203	385,679
Corporate Debt Instruments – Preferred	CMO GRANITE MTGS 03-2 PLC SER 1 CL A3 NTFLTGT RATE DUE 07-20-2043 BEO	79,978	80,374
Corporate Debt Instruments – Preferred	GOLDMAN SACHS 5.25% DUE 07-27-2021	84,691	88,583
Corporate Debt Instruments – Preferred	GOLDMAN SACHS 6% DUE 05-01-2014	60,357	65,691
Corporate Debt Instruments – Preferred	GOLDMAN SACHS 6.25% DUE 02-01-2041	149,894	152,679
Corporate Debt Instruments – Preferred	CMO BANC AMER COML MTG INC 2006-1 CL A-MDUE 09-10-2045 REG	240,573	276,576
Corporate Debt Instruments – Preferred	GOLDMAN SACHS GROUP INC SR NT 2.375 01-22-2018	78,877	78,716
Corporate Debt Instruments – Preferred	J P MORGAN CHASE & CO MEDIUM TERM SR NTS TRANCHE # SR 00208 1.1 DUE 10-15-2015	99,958	100,380
Corporate Debt Instruments – Preferred	JPMORGAN CHASE & 3.375% DUE 05-01-2023	199,918	200,763
Corporate Debt Instruments – Preferred	JPMORGAN CHASE & 4.35% DUE 08-15-2021	109,238	102,520
Corporate Debt Instruments – Preferred		40,898	42,157

The Gannett Retirement Plan

EIN #16-0442930 Plan #001

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

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Corporate Debt Instruments – Preferred	BNP PARIBAS / BNP US MEDIUM TERM NTS 2.375 DUE 09-14-2017	\$	\$
Corporate Debt Instruments – Preferred	MEDTRONIC INC 4.45% DUE 03-15-2020	69,908	71,468
Corporate Debt Instruments – Preferred	MERRILL LYNCH & CO INC MEDIUM TERM NTS BOOK ENTRY MTN 6.4% DUE 08-28-2017	69,888	76,714
Corporate Debt Instruments – Preferred	MORGAN STANLEY GLOBAL MEDIUM TERM NT SERF 6.625% DUE 04-01-2018/04-01-2008	34,236	34,587
Corporate Debt Instruments – Preferred	NATL SEMICONDUCTOR 6.6% DUE 06-15-2017	240,300	315,925
Corporate Debt Instruments – Preferred	OCCIDENTAL PETE 2.7% DUE 02-15-2023	41,776	46,746
Corporate Debt Instruments – Preferred	OCCIDENTAL PETE 3.125% DUE 02-15-2022	149,750	137,320
Corporate Debt Instruments – Preferred	PEPSICO INC .7% DUE 08-13-2015	58,977	58,438
Corporate Debt Instruments – Preferred	PEPSICO INC SR NT 4 DUE 03-05-2042	129,957	130,138
Corporate Debt Instruments – Preferred	CMO GRANITE MTGS 04-03 PLC DUE 09-20-2044/09-21-2009 REG	18,191	17,417
Corporate Debt Instruments – Preferred	PHILIP MORRIS INTL 4.5% DUE 03-20-2042	53,249	55,504
Corporate Debt Instruments – Preferred	PHILIP MORRIS INTL INC 2.9 DUE 11-15-2021	58,533	56,045
Corporate Debt Instruments – Preferred	RAYTHEON CO 3.125% DUE 10-15-2020	128,253	124,105
Corporate Debt Instruments – Preferred	BP CAP MKTS P L C 3.245 DUE 05-06-2022	39,786	40,046
Corporate Debt Instruments – Preferred	TEACHERS INS & 6.85% DUE 12-16-2039	50,000	48,463
Corporate Debt Instruments – Preferred	UBS-BARCLAYS COM L 3.3164999485 DUE 12-10-2045	120,772	148,127
Corporate Debt Instruments – Preferred	UNITEDHEALTH GROUP 1.625% DUE 03-15-2019	51,250	46,919
Corporate Debt Instruments – Preferred	UNITEDHEALTH GROUP 6% DUE 02-15-2018	19,920	19,259
Corporate Debt Instruments – Preferred	CMO CD 2006-CD2 MTG TR COM L MTG PASSTHURCTF A-M DUE 01-15-2046 REG	85,526	103,978
Corporate Debt Instruments – Preferred	UNITEDHEALTH GROUP INC 3.375 DUE 11-15-2021	43,311	42,955
Corporate Debt Instruments – Preferred	RIO TINTO FIN USA 3.75% DUE 09-20-2021	39,781	39,506
Corporate Debt Instruments – Preferred	UTD TECHNOLOGIES 4.5% DUE 06-01-2042	39,898	40,384
Corporate Debt Instruments – Preferred	VESEY STR INVT TR I GTD SR NT STEP UP 09-01-2016	69,328	67,976
Corporate Debt Instruments – Preferred	WACHOVIA BK NATL ASSN MEDIUM TERM SUB BKTRANCHE # SB 00008 6 DUE 11-15-2017	80,104	85,897
Corporate Debt Instruments – Preferred	WAL-MART STORES 6.2% DUE 04-15-2038	394,447	403,865
Corporate Debt Instruments – Preferred	WASTE MGMT INC DEL 7.375% DUE 05-15-2029	40,220	48,074
Corporate Debt Instruments – Preferred	SCHLUMBERGER NORGE 4.2% DUE 01-15-2021	62,570	60,839
Corporate Debt Instruments – Preferred	TEVA 3.65 DUE 11-10-2021	34,355	31,710
Corporate Debt Instruments – Preferred	WELLPOINT INC 1.25% DUE 09-10-2015	29,715	29,425
Corporate Debt Instruments – Preferred	WELLPOINT INC 3.125% DUE 05-15-2022	39,984	40,278
Corporate Debt Instruments – Preferred	WELLPOINT INC 3.7% DUE 08-15-2021	29,846	28,136
Corporate Debt Instruments – Preferred	WELLPOINT INC 5.875% DUE 06-15-2017	49,942	49,815
Corporate Debt Instruments – Preferred	WELLPOINT INC 7% DUE 02-15-2019	19,849	22,558
Corporate Debt Instruments – Preferred	RIO TINTO FIN USA 2.5% DUE 05-20-2016	69,888	83,055
Corporate Debt Instruments – Preferred	WELLS FARGO & CO 5.375% DUE 11-02-2043	19,901	20,625
Corporate Debt Instruments – Preferred	WELLS FARGO & CO 5.606% DUE 01-15-2044	59,800	61,440
Corporate Debt Instruments – Preferred	WELLS FARGO & CO NEW MEDIUM TERM SR NTS 1.5 01-16-2018	20,540	20,774
Corporate Debt Instruments – Preferred	BP CAP MKTS P L C 3.561% DUE 11-01-2021	69,874	69,548
Corporate Debt Instruments – Preferred	WELLS FARGO & CO TRANCHE # SR 00129 3.45 DUE 02-13-2023	10,000	10,078
Corporate Debt Instruments – Preferred		80,464	75,632
		13,223,491	14,089,418

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

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Corporate Debt Instruments – Other	PVTPF FMG RES AUGUST 2006 PTY LTD SR NT 144A 6.375 DUE 02-01-2016/02-01-2013 BEO	\$	\$
Corporate Debt Instruments – Other	PETROBRAS INTL FIN 3.875% DUE 01-27-2016	28,575	31,050
Corporate Debt Instruments – Other	ALTRIA GROUP INC 5.375 BDS DUE 01-31-2044 USD 1000	206,717	205,892
Corporate Debt Instruments – Other	ALTRIA GROUP INC 9.25% DUE 08-06-2019	10,118	10,041
Corporate Debt Instruments – Other	ALTRIA GROUP INC 9.95% DUE 11-10-2038	263,629	276,635
Corporate Debt Instruments – Other	AMERADA HESS CORP 7.3% DUE 08-15-2031	137,409	137,286
Corporate Debt Instruments – Other	AMERICAN EXPRESS CO SUB DEB FLTG RATE VAR RT DUE 09-01-2066/08-01-2006	43,272	48,851
Corporate Debt Instruments – Other	AMERN EXPRESS CO 2.65 DUE 12-02-2022	104,408	106,550
Corporate Debt Instruments – Other	PETROBRAS INTL FIN 5.75% DUE 01-20-2020	31,300	29,686
Corporate Debt Instruments – Other	AMERN INTL GROUP 6.25% DUE 03-15-2087	184,025	188,296
Corporate Debt Instruments – Other	PETROBRAS GLOBAL 4.375% DUE 05-20-2023	198,978	200,000
Corporate Debt Instruments – Other	ANADARKO PETE CORP 6.45% DUE 09-15-2036	87,440	89,089
Corporate Debt Instruments – Other	ANADARKO PETE CORP 8.7% DUE 03-15-2019	80,391	78,605
Corporate Debt Instruments – Other	AOL TIME WARNER 7.7% DUE 05-01-2032	69,780	88,625
Corporate Debt Instruments – Other	ARCH COAL INC SR NT 7 DUE 06-15-2019	54,712	51,359
Corporate Debt Instruments – Other	BARRICK NA FIN LLC 4.4 DUE 05-30-2021	41,000	39,750
Corporate Debt Instruments – Other	BURL NORTHN SANTA 5.75% DUE 05-01-2040	96,941	86,656
Corporate Debt Instruments – Other	CCO HLDGS LLC / 6.625% DUE 01-31-2022	84,226	87,791
Corporate Debt Instruments – Other	BARRICK GOLD CORP 4.1% DUE 05-01-2023	119,400	123,600
Corporate Debt Instruments – Other	XSTRATA FIN CDA STEP CPN 2.7% DUE 10-25-2017	175,038	180,778
Corporate Debt Instruments – Other	CCO HLDGS LLC / 7% DUE 01-15-2019	119,986	121,362
Corporate Debt Instruments – Other	CELULOSA ARAUCO Y CONSTITUCION S A NT 4.75 DUE 01-11-2022	20,050	21,075
Corporate Debt Instruments – Other	CHES ENERGY CORP 6.875% DUE 11-15-2020	156,000	146,136
Corporate Debt Instruments – Other	XSTRATA FIN CDA 2.05% DUE 10-23-2015	71,050	79,100
Corporate Debt Instruments – Other	CITIGROUP INC 3.5% DUE 05-15-2023	80,157	81,018
Corporate Debt Instruments – Other	PVTPF XSTRATA FIN CDA LTD GTD NT 144A 5.8% DUE 11-15-2016/11-15-2013 BEO	212,065	204,994
Corporate Debt Instruments – Other	CITIGROUP INC 5.5% DUE 09-13-2025	57,025	55,088
Corporate Debt Instruments – Other	CITIGROUP INC 6.125% DUE 08-25-2036	90,108	94,792
Corporate Debt Instruments – Other	PVTPF CR AGRICOLE S A TRANCHE # TR 000042.625 01-21-2014 BEO	38,446	42,647
Corporate Debt Instruments – Other	PVTPF PERNOD RICARD SA 4.45 DUE 01-15-2022	269,482	270,256
Corporate Debt Instruments – Other	CITIGROUP INC FLTG RT 5.9% DUE 12-29-2049	189,739	182,080
Corporate Debt Instruments – Other	CLIFFS NAT RES INC 3.95% DUE 01-15-2018	40,000	37,400
Corporate Debt Instruments – Other	CREDIT AGRICOLE S A UNDATED DEEPLY FIXEDTO 144A FLTG RATE NT 8.375 15 AUG 39	80,271	80,784
Corporate Debt Instruments – Other	CLIFFS NAT RES INC 4.8% DUE 10-01-2020	150,000	170,250
Corporate Debt Instruments – Other	CLIFFS NAT RES INC 4.875% DUE 04-01-2021	49,160	49,696
Corporate Debt Instruments – Other		38,805	38,901

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

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Corporate Debt Instruments – Other	CMO BANC AMER COML MTG TR 2006 5 5 448 DUE 09-10-2047 REG	\$	10,496
Corporate Debt Instruments – Other	CMO C-BASS TR 2001-CB4 MTG LN BKD CTF IA-1 DUE 11-25-2033 BEO		39,884
Corporate Debt Instruments – Other	CMO COBAL T CMBS COML MTG TR 2007-C2 COMLMTG PASSTHRU CTF CL A-MFX 04-15-47 REG		57,635
Corporate Debt Instruments – Other	CMO COMM 2012-CR3 CL A3 2.822 DUE 10-15-2045		10,219
Corporate Debt Instruments – Other	CMO COMM 2012-CR3 CL A3 2.822 DUE 10-15-2045		106,185
Corporate Debt Instruments – Other	CMO GS MTG SECS TR 2013-GC13 CL A-5 DUE 07-12-2046 REG		41,199
Corporate Debt Instruments – Other	PVTP L KAUPTHING BK HF MED TRM SR BK NTS TR # SR 00001 5.75 10-4-11 BD IN DEFAULT		119,342
Corporate Debt Instruments – Other	CMO J P MORGAN CHASE COML MTG SECS TR 2007 C DUE 02-12-2051 REG		23,180
Corporate Debt Instruments – Other	GLITNIR BANK I HF GLITNIR BANK I HF BONDS DEFAULTED DUE 09-14-2049 BEO		98,989
Corporate Debt Instruments – Other	CMO JPMBB COML MTG SECS TR 2013-C17 COMLMTG PASSTHRU CTF CL B DUE 01-15-2047 REG		10,182
Corporate Debt Instruments – Other	CMO MORGAN STANLEY BK AMER MERRILL LYNCH COML PASS CL A-4 2.918 02-15-2046 BEO		41,200
Corporate Debt Instruments – Other	CMO WASHINGTON BK COML MTG TR COML MTG PASS-TH CL A-M 5.383 DUE 12-11-2043 REG		98,848
Corporate Debt Instruments – Other	CMO WASHINGTON MUT MTG SECS CORP SER 2004-AR14 CL A1 DUE 01-25-2035 REG		380,512
Corporate Debt Instruments – Other	COMM 2013-CCRE12 4.046 DUE 10-10-2046		92,700
Corporate Debt Instruments – Other	COMM 2013-CCRE12 4.30000019073% DUE 10-10-2046		30,898
Corporate Debt Instruments – Other	COMM 2013-CCRE12 FLTGT RT 4.76200008392% DUE 10-10-2046		10,300
Corporate Debt Instruments – Other	COMM 2013-CCRE12 MTG TR MTG PASS THRU CTF CL C VAR RATE DUE 10-10-2046		9,997
Corporate Debt Instruments – Other	PVTP L GLITNIR BANK I HF SUB NT FIXED/FLTGT144A 6.693 15 JUN 2016 BEO IN DEFAULT		10,137
Corporate Debt Instruments – Other	CONCHO RES INC 5.3% DUE 10-01-2022		728,979
Corporate Debt Instruments – Other	CONSECO FIN SECURITIZATIONS SER 2000-4 CL A6 EXP MAT 4-1-13 8.31 05-01-32 BEO		160,275
Corporate Debt Instruments – Other	COUNTRY WIDE FINL 6.25% DUE 05-15-2016		111,655
Corporate Debt Instruments – Other	DEVON ENERGY CORP 5.6 DUE 07-15-2041		115,970
Corporate Debt Instruments – Other	DEVON FING CORP U 7.875% DUE 09-30-2031		70,113
Corporate Debt Instruments – Other	DISH DBS CORP 6.75% DUE 06-01-2021		58,048
Corporate Debt Instruments – Other	ECOLAB INC 4.35% DUE 12-08-2021		102,125
Corporate Debt Instruments – Other	PVTP L KAUPTHING BK MEDIUM TERM SUB TRANCHE # 01 7.125 5-19-16 BD IN DEFAULT		39,974
Corporate Debt Instruments – Other	EL PASO NAT GAS CO 8.375% DUE 06-15-2032		248,680
Corporate Debt Instruments – Other	EXPRESS SCRIPTS HLDG 3.5 DUE 11-15-2016 REG		149,772
Corporate Debt Instruments – Other	FIRSTENERGY CORP 2.75% DUE 03-15-2018		258,088
Corporate Debt Instruments – Other	FIRSTENERGY CORP 4.25 DUE 03-15-2023		39,996
Corporate Debt Instruments – Other	INTESA SANPAOLO S 3.625% DUE 08-12-2015		37,527
Corporate Debt Instruments – Other	FIRSTENERGY CORP 7.375% DUE 11-15-2031		189,759
Corporate Debt Instruments – Other	FORD MTR CR CO LLC 8.125% DUE 01-15-2020		369,819
Corporate Debt Instruments – Other	FREEMONT-MCMORAN 2.375% DUE 03-15-2018		258,239
Corporate Debt Instruments – Other	PVTP L MALLINCKRODT INTL FIN SA SR NT 144A 4.75% DUE 04-15-2023 BEO		48,285
Corporate Debt Instruments – Other	TI CAPITAL 7.175% DUE 06-18-2019		28,021
Corporate Debt Instruments – Other	FREEMONT-MCMORAN COPPER & GOLD INC 3.1 DUE 03-15-2020 REG		10,894
Corporate Debt Instruments – Other	FREEMONT-MCMORAN COPPER & GOLD INC 3.55% DUE 03-01-2022		56,351
Corporate Debt Instruments – Other			66,528

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

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Corporate Debt Instruments – Other	PVTP L MALLINCKRODT INTL FIN SA SR NT 144A 3.5% DUE 04-15-2018 BEO	\$	9,935 \$
Corporate Debt Instruments – Other	PETROLEOS 3.5% DUE 01-30-2023		479,603
Corporate Debt Instruments – Other	GOLDMAN SACHS 6.75% DUE 10-01-2037		20,351
Corporate Debt Instruments – Other	GOLDMAN SACHS CAP II GTD FIXED TO FLTG NORMAL PPS DUE 06-01-2043/06-01-2012 REG		129,241
Corporate Debt Instruments – Other	GOLDMAN SACHS GROUP INC FOR FUTURE EQUITGOLDMAN SACHS GP 5.625 DUE 01/15/17		19,986
Corporate Debt Instruments – Other	GS MTG SECS TR 4.27099990845% DUE 11-10-2046		185,393
Corporate Debt Instruments – Other	GS MTG SECS TR 4.64900016785% DUE 11-10-2046		51,499
Corporate Debt Instruments – Other	DEUTSCHE TELEKOM 5.75% DUE 03-23-2016		74,516
Corporate Debt Instruments – Other	HCA INC SR SEC2 NT 6.5 DUE 02-15-2020		47,934
Corporate Debt Instruments – Other	HESS CORP NT 8.125 DUE 02-15-2019 REG		40,296
Corporate Debt Instruments – Other	HUMANA INC 3.15 DUE 12-01-2022		29,883
Corporate Debt Instruments – Other	I/O CMO DBUBS 2011-LC3 MTG TR MTG PASS THRU CTF CL X-A 144A 08-30-2044 BEO		27,771
Corporate Debt Instruments – Other	I/O CMO GS MTG SECS TR 2011-GC5 MTG PASSTHRU CTF CL X-A 144A 08-10-2044 BEO		44,007
Corporate Debt Instruments – Other	I/O CMO LB UBS COML MTG TR 2007 C7 MTG PASS THRU CTF CL A-M 09-15-2045 REG		27,674
Corporate Debt Instruments – Other	I/O CMO MORGAN STANLEY LYNCH TR COML MTGCTF X-A 144A 08-17-2045 BEO		48,039
Corporate Debt Instruments – Other	PVTP L HEINEKEN N V SR NT 1.4% DUE 10-01-2017 BEO		64,485
Corporate Debt Instruments – Other	I/O CMO WFRBS COML MTG TR 2012-C7 COML CL X-A 144A 06-16-2045		39,868
Corporate Debt Instruments – Other	IMPAC CMB TR SERIES 2004-6 CLASS-1A2 10-25-2034 REG		11,242
Corporate Debt Instruments – Other	ING U S INC 2.9 DUE 02-15-2018 REG		182,422
Corporate Debt Instruments – Other	INTELSAT JACKSON 7.25% DUE 04-01-2019		39,935
Corporate Debt Instruments – Other	JPMBB COML MTG 4.41960000992% DUE 11-15-2045		16,720
Corporate Debt Instruments – Other	JPMBB COML MTG FLTG RT 5.081419% DUE 11-15-2045		61,800
Corporate Debt Instruments – Other	KERR MCGEE CORP 6.95 DUE 07-01-2024 BEO		20,100
Corporate Debt Instruments – Other	KERR MCGEE CORP 7.875% DUE 09-15-2031		11,540
Corporate Debt Instruments – Other	KEY ENERGY SVCS 6.75% DUE 03-01-2021		101,579
Corporate Debt Instruments – Other	KROGER CO 6.15% DUE 01-15-2020		38,200
Corporate Debt Instruments – Other	KROGER CO 6.4% DUE 08-15-2017		40,708
Corporate Debt Instruments – Other	LORILLARD TOB CO 8.125% DUE 06-23-2019		10,554
Corporate Debt Instruments – Other	METLIFE INC 6.4% DUE 12-15-2066		12,708
Corporate Debt Instruments – Other	SOUTHN COPPER CORP 5.25% DUE 11-08-2042		184,352
Corporate Debt Instruments – Other	MOLSON COORS 3.5 DUE 05-01-2022		239,795
Corporate Debt Instruments – Other	MONDELEZ INTERNATIONAL INC 5.375 DUE 02-10-2020		20,043
Corporate Debt Instruments – Other	MORGAN STANLEY BK 3.21399998665% DUE 02-15-2046		119,895
Corporate Debt Instruments – Other	NEWS AMER INC 6.65% DUE 11-15-2037		93,724
Corporate Debt Instruments – Other	NOBLE ENERGY INC 5.25% DUE 11-15-2043		39,420
Corporate Debt Instruments – Other	NOBLE ENERGY INC 8.25% DUE 03-01-2019		29,902
Corporate Debt Instruments – Other	PAC GAS & ELEC CO 5.8% DUE 03-01-2037		89,576
Corporate Debt Instruments – Other	PAC GAS & ELEC CO 6.05% DUE 03-01-2034		33,072
			43,177
			45,820

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

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Corporate Debt Instruments – Other	PAC GAS & ELEC CO 8.25% DUE 10-15-2018	\$	\$ 53,766
Corporate Debt Instruments – Other	PLAINS EXPL & 6.5 DUE 11-15-2020		21,413
Corporate Debt Instruments – Other	PLAINS EXPL & 6.875 DUE 02-15-2023		10,750
Corporate Debt Instruments – Other	PVTPL SANTANDER US DEBT S A UNIPERSONAL SR NT 144A 3.724% DUE 01-20-2015 BEO		100,000
Corporate Debt Instruments – Other	PPN WRIGLEY WM JR CO 2.4 DUE 10-21-2018 2018		19,963
Corporate Debt Instruments – Other	PVTPL AVIS BUDGET RENT CAR FDG LLC RENT 2.97 SER 2013-2A CL A DUE 2-20-20		429,927
Corporate Debt Instruments – Other	PVTPL CALPINE CORP SR SEC NT 144A 7.875% DUE 01-15-2023/01-14-2011 BEO		26,143
Corporate Debt Instruments – Other	PVTPL CMO J P MORGAN CHASE COML MTG SECSTR 2013-1 COML CL C VAR RT 10-15-30		100,000
Corporate Debt Instruments – Other	PVTPL CMO J P MORGAN CHASE COML TR 2013-1 COML 144A CL A VAR RT 10-15-2030		100,000
Corporate Debt Instruments – Other	PVTPL CMO MAS TR SPECIALIZED LN TR SER 2005-R1 CL 1A1 144A 6 DUE 08-25-2034 BEO		377,581
Corporate Debt Instruments – Other	PVTPL HYUNDAI CAP AMER SR NT 2.125% DUE 10-02-2017 BEO		39,945
Corporate Debt Instruments – Other	PVTPL INTL LEASE FIN CORP SR SEC NT 144A 6.75 DUE 09-01-2016/08-20-2010 BEO		159,994
Corporate Debt Instruments – Other	PVTPL M & T BK CORP 6.875 DUE 12-29-2049 BEO		507,446
Corporate Debt Instruments – Other	TELEFONICA 5.134% DUE 04-27-2020		89,885
Corporate Debt Instruments – Other	PVTPL PEGASUS AVIATION LEASE SECUR SER 2000-1 NT CL A-2 144A 8.37 3-25-2030 BEO		284,531
Corporate Debt Instruments – Other	TELEFONICA SA 5.877% DUE 07-15-2019		40,234
Corporate Debt Instruments – Other	PVTPL CR SUISSE AG GUERNSEY BRH COVERED BD 1.625 DUE 03-06-2015		558,174
Corporate Debt Instruments – Other	PVTPL SOUTHERN NAT GAS CO SOUTHERN NAT GAS 5.9% DUE 04-01-2017/03-26-2007 BEO		33,620
Corporate Debt Instruments – Other	PVTPL WRIGLEY WM JR CO NT 2.9 DUE 10-21-2019		30,016
Corporate Debt Instruments – Other	QEP RES INC 6.875% DUE 03-01-2021		50,189
Corporate Debt Instruments – Other	QEP RESOURCES INC 5.25 DUE 05-01-2023		41,300
Corporate Debt Instruments – Other	UBS AG STAMFORD 2.25% DUE 01-28-2014		19,625
Corporate Debt Instruments – Other	REYNOLDS AMERN INC 3.25% DUE 11-01-2022		289,875
Corporate Debt Instruments – Other	ROCK-TENN CO 3.5% DUE 03-01-2020		39,946
Corporate Debt Instruments – Other	ROCK-TENN CO 4% DUE 03-01-2023		40,000
Corporate Debt Instruments – Other	SESI L L C 7.125 DUE 12-15-2021		50,000
Corporate Debt Instruments – Other	TRANSOCEAN INC 6.375% DUE 12-15-2021		66,600
Corporate Debt Instruments – Other	SOUTHN NAT GAS CO 8% DUE 03-01-2032		70,465
Corporate Debt Instruments – Other	SPRINT CAP CORP 6.875% DUE 11-15-2028		40,688
Corporate Debt Instruments – Other	SPRINT CAP CORP 8.75% DUE 03-15-2032		23,050
Corporate Debt Instruments – Other	STATE STR CORP STEP CPN 4.956% DUE 03-15-2018		45,875
Corporate Debt Instruments – Other	THERMO FISHER SCIENTIFIC INC 5.3 DUE 02-01-2044		225,706
Corporate Debt Instruments – Other	TIME WARNER CABLE 4.125% DUE 02-15-2021		30,645
Corporate Debt Instruments – Other	TIME WARNER CABLE 5.875% DUE 11-15-2040		10,706
Corporate Debt Instruments – Other	TIME WARNER CABLE 6.75% DUE 06-15-2039		31,010
Corporate Debt Instruments – Other	TIME WARNER INC 8.25 DUE 04-01-2019 REG		25,951
Corporate Debt Instruments – Other	TIME WARNER INC 6.25% DUE 03-29-2041		48,566
Corporate Debt Instruments – Other	TIME WARNER NEW 4.7 DUE 01-15-2021		132,543
Corporate Debt Instruments – Other			20,811
Corporate Debt Instruments – Other			40,027
Corporate Debt Instruments – Other			42,467

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

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Corporate Debt Instruments – Other	UTD AIRLS PASS 9.75 DUE 01-15-2017	\$	\$
Corporate Debt Instruments – Other	VERIZON 2.45% DUE 11-01-2022	192,424	212,158
Corporate Debt Instruments – Other	VERIZON COMMUNICATIONS 5.15 BDS DUE 09-15-2023 USD2000 REG	19,989	17,705
Corporate Debt Instruments – Other	VERIZON COMMUNICATIONS 6 DUE 04-01-2041	481,772	504,635
Corporate Debt Instruments – Other	VERIZON COMMUNICATIONS 6.4 NTS DUE 09-15-2033 USD REG	12,088	10,979
Corporate Debt Instruments – Other	VERIZON COMMUNICATIONS 6.55 BDS DUE 09-15-2043 USD2000 BEO	189,810	218,523
Corporate Debt Instruments – Other	VERIZON COMMUNICATIONS INC 4.5 DUE 09-15-2020	126,844	128,695
Corporate Debt Instruments – Other	VERIZON NT 6.35 DUE 04-01-2019	190,620	203,408
Corporate Debt Instruments – Other	VERIZON WIRELESS 8.5% DUE 11-15-2018	97,890	94,031
Corporate Debt Instruments – Other	VIACOM INC NEW 4.25% DUE 09-01-2023	48,737	50,645
Corporate Debt Instruments – Other	PVTP UNITE BUSINESS MEDIA LT 5.75 DUE 11-03-2020	88,610	89,813
Corporate Debt Instruments – Other	WACHOVIA CAP TR III FIXED-FLT RATE BD DUE 03-29-2049 REG	117,954	124,754
Corporate Debt Instruments – Other	WELLS FARGO CAP X 5.95% DUE 12-01-2086	164,633	155,550
Corporate Debt Instruments – Other	WELLS FARGO COML 4.21799993515% DUE 07-17-2046	100,151	98,150
Corporate Debt Instruments – Other	WILLIAMS COS INC 7.5% DUE 01-15-2031	30,898	30,882
Corporate Debt Instruments – Other	WILLIAMS COS INC 7.875% DUE 09-01-2021	21,625	24,310
Corporate Debt Instruments – Other	WILLIAMS COS INC 8.75% DUE 03-15-2032	63,517	59,962
Corporate Debt Instruments – Other	ROYAL BK SCOTLAND GROUP PLC 6 DUE 12-19-2023 REG	30,487	35,025
Corporate Debt Instruments – Other	WILLIAMS PARTNERS 5.25% DUE 03-15-2020	69,369	70,498
Corporate Debt Instruments – Other	ROYAL BK SCOTLAND 6.1% DUE 06-10-2023	50,869	54,674
Corporate Debt Instruments – Other	WRIGLEY WM JR CO 3.375% DUE 10-21-2020	49,935	50,405
Corporate Debt Instruments – Other	ZOETIS INC 3.25 DUE 02-01-2023 REG	19,980	19,770
Corporate Debt Instruments – Other	ROYAL BK SCOTLAND 2.55% DUE 09-18-2015	47,959	46,784
Corporate Debt Instruments – Other	ROYAL BK SCOTLAND 4.7% DUE 07-03-2018	29,983	30,683
Corporate Debt Instruments – Other	WPP FIN 2010 GTD SR NT 5.625 DUE 11-15-2043 REG	30,093	30,479
Corporate Debt Instruments – Other		9,992	9,899
		17,317,167	16,366,106
Corporate Stock – Preferred	ADR PETROLEO BRASILEIRO SA PETROBRAS SPONSORED ADR REPSTG PFD SHS	3,311,358	1,416,116
Corporate Stock – Preferred	CITIGROUP CAP XIII 7.875% TR PFD SECS FIXED/FLTG	64,057	68,125
Corporate Stock – Preferred		3,375,415	1,484,241
Corporate Stock – Common	#REORG/NOVO-NORDISK MAND EXCH NOVA NORDISK A/S-B 8A4VFZU 02/02/2014	1,855,696	5,617,997
Corporate Stock – Common	ABAXIS INC COM	532,290	1,033,637
Corporate Stock – Common	ACS ACTIVIDADES CO EUR0.5	6,002,558	5,056,123
Corporate Stock – Common	ADOBE SYS INC COM	3,372,143	5,658,660
Corporate Stock – Common	ADR BAIDU INC SPONSORED ADR	9,458,468	20,171,592
Corporate Stock – Common	ADR CTRIP COM INTL LTD ADS AMERICAN DEP SHS	2,626,938	3,049,943

The Gannett Retirement Plan

EIN #16-0442930 Plan #001

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

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par. or Maturity Value	Cost	Current Value
Corporate Stock – Common	ADR HDPC BK LTD ADR REPSTG 3 SHS	\$	\$
Corporate Stock – Common	ADR NEW ORIENTAL ED & TECHNOLOGY GROUP INC SPONSORED ADR REPSTG COM	1,024,783	2,164,382
Corporate Stock – Common	AGGREKO	2,848,698	4,433,218
Corporate Stock – Common	ORD GBP0.13708387	3,431,056	3,529,106
Corporate Stock – Common	AIA GROUP LTD USD1.00	7,603,298	8,193,646
Corporate Stock – Common	ALLEGIAN TRAVEL CO COM	1,134,896	1,741,974
Corporate Stock – Common	AMAZON COM INC COM	6,666,722	22,748,178
Corporate Stock – Common	AMERISAFE INC COM	2,188,011	4,726,656
Corporate Stock – Common	AMPHENOL CORP NEW CL A	2,476,759	4,994,080
Corporate Stock – Common	AMYRIS INC FORMERLY AMYRIS	173,589	45,362
Corporate Stock – Common	ANGIE'S LIST INC	686,020	795,178
Corporate Stock – Common	AON PLC COM	6,005,913	9,924,187
Corporate Stock – Common	APPLE INC COM STK	3,581,945	9,310,498
Corporate Stock – Common	APPROACH RES INC COM STK	358,267	565,756
Corporate Stock – Common	ARES CAP CORP COM	1,214,156	2,457,591
Corporate Stock – Common	ARM HLDGS ORD GBP0.0005	3,853,823	5,102,838
Corporate Stock – Common	ATLAS COPCO AB SER'ANPV	4,237,165	7,600,834
Corporate Stock – Common	AUTOMATIC DATA PROCESSING INC COM	2,748,020	5,276,893
Corporate Stock – Common	BANK NEW YORK MELLON CORP COM STK	3,515,342	5,478,592
Corporate Stock – Common	BELLE INTERNATIONAL HKD0.01	2,334,292	1,477,310
Corporate Stock – Common	BG GROUP ORD GBP0.10	4,404,160	5,043,666
Corporate Stock – Common	BLUE NILE INC COM	1,516,279	1,890,805
Corporate Stock – Common	BROOKDALE SR LIVING INC COM STK	2,100,761	3,742,822
Corporate Stock – Common	BURBERRY GROUP ORD GBP0.0005	2,438,243	2,983,547
Corporate Stock – Common	C R BARD	1,894,756	3,321,712
Corporate Stock – Common	CELLULAR DYNAMICS INTL INC COM	277,290	321,086
Corporate Stock – Common	CEMPRA INC COM	425,847	778,860
Corporate Stock – Common	CHEF'S WAREHOUSE HOLDINGS IN	813,474	1,096,970
Corporate Stock – Common	CHEMOCENTRYX INC COM STK	540,499	309,528
Corporate Stock – Common	CHESAPEAKE ENERGY CORP COM	13,529,863	13,371,878
Corporate Stock – Common	CHEUNG KONG(HLDGS) HKD0.50	9,901,729	11,855,218
Corporate Stock – Common	CHICOS FAS INC COM	971,610	1,362,829
Corporate Stock – Common	CHINA MOBILE LTD HKD0.10	3,542,818	3,323,321

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EIN #16-0442930 Plan #001

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

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Corporate Stock – Common	CHINA SHENHUA ENERGY CO 'H'	\$ 2,825,840	\$ 2,271,962
Corporate Stock – Common	CHUGAI PHARMACY CO. LTD NPV	1,477,476	2,021,835
Corporate Stock – Common	CISCO SYSTEMS INC	4,131,557	4,449,590
Corporate Stock – Common	CLP HOLDINGS HKD\$	1,973,636	2,158,298
Corporate Stock – Common	CNH INDUSTRIAL NV COM STK	3,997,955	4,314,362
Corporate Stock – Common	CNOOC LTD HKD0.02	3,802,099	4,495,004
Corporate Stock – Common	COGNIZANT TECH SOLUTIONS CORP CL A	382,409	1,472,288
Corporate Stock – Common	COLGATE-PALMOLIVE CO COM	3,458,416	5,203,758
Corporate Stock – Common	COMPUTER PROGRAMS & SYS INC COM	231,250	376,670
Corporate Stock – Common	CONCUR TECHNOLOGIES INC COM	465,092	1,187,602
Corporate Stock – Common	COPART INC COM	1,918,383	4,030,767
Corporate Stock – Common	CORRECTIONS CORP AMER	2,517,066	4,345,164
Corporate Stock – Common	CSL LTD NPV	2,415,646	4,361,841
Corporate Stock – Common	DEALERTRACK TECHNOLOGY COM	376,549	1,649,144
Corporate Stock – Common	DENSO CORP NPV	2,264,564	3,522,049
Corporate Stock – Common	DEXCOM INC COM	74,557	689,079
Corporate Stock – Common	DIRECTV COM COM	3,962,731	10,874,766
Corporate Stock – Common	DRIL-QUIP INC COM	771,703	1,667,638
Corporate Stock – Common	EBAY INC COM USD0.001	4,235,499	8,613,668
Corporate Stock – Common	ENVESTNET INC COM STK	215,397	296,769
Corporate Stock – Common	EOG RESOURCES INC COM	3,126,088	5,203,040
Corporate Stock – Common	ESPERION THERAPEUTICS INC NEW COM	174,980	161,582
Corporate Stock – Common	ESSILOR INTL EURO.18	1,708,982	3,045,556
Corporate Stock – Common	EXACT SCIENCES CORP COM	510,005	861,354
Corporate Stock – Common	EXLSERVICE COM INC COM STK	795,487	853,182
Corporate Stock – Common	FACEBOOK INC CL A CL A	4,992,903	7,887,602
Corporate Stock – Common	FACTSET RESH SYS INC COM STK	356,743	806,749
Corporate Stock – Common	FAIRFAX FINL HLDGS LTD SUB VTG	3,060,620	8,361,254
Corporate Stock – Common	FANUC CORP NPV	1,516,215	3,260,073
Corporate Stock – Common	FASTENAL CO COM	2,567,144	4,503,948
Corporate Stock – Common	FEDEX CORP COM	6,941,722	12,206,073
Corporate Stock – Common	FERROVIAL SA EURO 2	4,630,178	7,742,657

The Gannett Retirement Plan

EIN #16-0442930 Plan #001

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

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Corporate Stock – Common	FIRST CASH FINANCIAL SERVICES INC	\$ 2,139,014	\$ 4,433,928
Corporate Stock – Common	FLEETMATE GROUP PLC COM EURO.015	605,164	745,544
Corporate Stock – Common	FLUIDIGM CORP DEL COM STK	509,611	1,390,594
Corporate Stock – Common	FUSION-IO INC	1,088,654	493,935
Corporate Stock – Common	GENCORP INC COM	3,199,074	4,308,582
Corporate Stock – Common	GOOGLE INC CL A CL A	11,247,567	21,408,923
Corporate Stock – Common	GRACO INC COM	631,590	1,675,830
Corporate Stock – Common	GRAN TERRA ENERGY INC COM	500,095	619,815
Corporate Stock – Common	HAYNES INTL INC COM NEW COM NEW	2,979,443	3,159,728
Corporate Stock – Common	HEICO CORP NEW CL A CL A	652,148	2,096,144
Corporate Stock – Common	HENNES & MAURITZ SER'B'NPV	3,350,316	4,920,833
Corporate Stock – Common	HERMES INTL NPV	2,534,516	4,955,813
Corporate Stock – Common	HIBBETT SPORTS INC COM STK	365,882	1,362,347
Corporate Stock – Common	HIGHER ONE HLDGS INC COM	739,269	491,309
Corporate Stock – Common	HITTITE MICROWAVE CORP COM STK	603,770	1,033,052
Corporate Stock – Common	HOCHTIEF AG NPV	5,437,543	7,234,276
Corporate Stock – Common	HONDA MOTOR CO NPV	2,688,353	3,065,049
Corporate Stock – Common	HONG KONG & CHINA GAS HKD0.25	2,833,220	3,291,564
Corporate Stock – Common	HOWARD HUGHES CORP COM STOCK	1,873,698	4,984,150
Corporate Stock – Common	HSBC HLDGS ORD USD0.50(UK REG)	3,316,258	3,160,745
Corporate Stock – Common	HSN INC NEW COM	973,572	5,669,300
Corporate Stock – Common	HUB GROUP INC CL A	983,035	1,273,528
Corporate Stock – Common	ICON PLC COM	1,337,093	1,861,244
Corporate Stock – Common	IDEX CORP COM	352,915	869,584
Corporate Stock – Common	ILLUMINA INC COM	6,805,515	11,854,260
Corporate Stock – Common	INDITEX EURO.15	9,486,743	19,283,140
Corporate Stock – Common	INFINITY PTY & CAS CORP COM	1,178,749	4,046,700
Corporate Stock – Common	INTERPUBLIC GROUP COMPANIES INC COM	7,509	10,921
Corporate Stock – Common	INTUITIVE SURGICAL INC COM NEW STK	8,948,135	10,445,056
Corporate Stock – Common	IPC THE HOSPITALIST CO INC STK	1,677,233	1,924,117
Corporate Stock – Common	IPG PHOTONICS CORP COM	1,388,426	2,207,694
Corporate Stock – Common	JARDEN CORP COM	2,445,958	7,527,645
Corporate Stock – Common	JOHNSON & JOHNSON COM USD1	3,238,180	4,790,157

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

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Corporate Stock – Common	KERING	\$	\$
Corporate Stock – Common	KEYENCE CORP NPV	7,752,960	11,703,147
Corporate Stock – Common	KNIGHT TRANSN INC COM	2,926,385	5,618,524
Corporate Stock – Common	KOMATSU NPV	3,057,596	3,599,207
Corporate Stock – Common	KONINKLIJKE PHILIPS N.V	4,499,286	3,724,831
Corporate Stock – Common	LAFARGE EUR4	5,044,870	10,261,578
Corporate Stock – Common	LEVEL 3 COMMUNICATIONS INC COM NEW	6,327,818	10,665,591
Corporate Stock – Common	LIFE TIME FITNESS INC COM	11,208,258	8,248,251
Corporate Stock – Common	LINKEDIN CORP CL A	1,591,927	2,368,894
Corporate Stock – Common	LIQUIDITY SVCS INC COM STK	2,732,696	4,577,498
Corporate Stock – Common	LOEWS CORP COM	2,371,878	2,472,206
Corporate Stock – Common	L'OREAL EUR0.20	7,899,773	9,059,472
Corporate Stock – Common	MAKEMYTRIP LTD USD0.0005	4,233,441	7,437,128
Corporate Stock – Common	MASTERCARD INC CL A	1,035,207	1,212,013
Corporate Stock – Common	MATTRESS FIRM HOLDING CORP	2,367,773	8,438,146
Corporate Stock – Common	MEDIDATA SOLUTIONS INC COM	540,005	684,594
Corporate Stock – Common	MEDNAX INC COM	360,015	2,422,800
Corporate Stock – Common	MICROSOFT CORP COM	722,255	1,309,411
Corporate Stock – Common	MITSUBISHI ESTATE CO LTD	2,947,023	4,121,043
Corporate Stock – Common	MLP EXTERIAN HLDGS INC COM STK	1,201,788	1,855,192
Corporate Stock – Common	MONDELEZ INTL INC COM	261	650
Corporate Stock – Common	MONRO MUFFLER BRAKE INC COM	6,030,099	8,030,750
Corporate Stock – Common	MSC INDL DIRECT INC CL A COM	849,229	1,505,714
Corporate Stock – Common	MTS SYS CORP COM	3,479,854	8,163,180
Corporate Stock – Common	MURPHY OIL CORP COM	2,008,598	4,523,663
Corporate Stock – Common	MWI VETERINARY SUPPLY INC COM STK	4,162,334	5,196,888
Corporate Stock – Common	NESTLE SA CHF0.10(REGD)	268,921	1,172,124
Corporate Stock – Common	NETSUITE INC COM STK	2,717,080	4,221,904
Corporate Stock – Common	NEWS CORP NEW CL A CL A	92,115	920,072
Corporate Stock – Common	NEWS CORP NEW CL B CL B	3,998,465	4,559,060
Corporate Stock – Common	NIKE INC CL B	4,884,297	5,595,054
Corporate Stock – Common	NORTHERN OIL & GAS INC NEV COM STK	1,818,599	5,095,872
Corporate Stock – Common		799,436	623,762

The Gannett Retirement Plan

EIN #16-0442930 Plan #001

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

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Corporate Stock – Common	NOVOZYMES A/S SERB/DKK2 (POST CONSOLIDAT	\$ 3,537,305	\$ 7,086,721
Corporate Stock – Common	O REILLY AUTOMOTIVE INC NEW COM USD0.01	310,613	1,416,454
Corporate Stock – Common	OLD DOMINION FIGHT LINE INC COM	397,630	1,726,755
Corporate Stock – Common	ORACLE CORP COM	2,777,583	4,407,552
Corporate Stock – Common	OVERSEA-CHINESE BANKING CORPORATION SGD0.5	3,198,176	3,391,787
Corporate Stock – Common	POLYPORE INTL INC COM	1,179,915	1,301,361
Corporate Stock – Common	POOL CORP COM STK	812,628	2,465,136
Corporate Stock – Common	POWER INTEGRATIONS INC COM	1,118,111	2,252,839
Corporate Stock – Common	PRAXAIR INC COM	3,332,422	4,212,972
Corporate Stock – Common	PRECISION CASTPARTS CORP COM	2,087,784	5,251,350
Corporate Stock – Common	PROTO LABS INC COM	607,828	1,207,640
Corporate Stock – Common	QUALCOMM INC COM	3,284,852	4,462,425
Corporate Stock – Common	RACKSPACE HOSTING INC COM STK	3,698,148	2,816,108
Corporate Stock – Common	REALPAGE INC COM STK	1,245,154	1,605,622
Corporate Stock – Common	RECKITT BENCK GRP ORD GBP0.10	3,175,749	4,818,612
Corporate Stock – Common	RESOURCES CONNECTION INC COM	804,616	766,211
Corporate Stock – Common	RITCHIE BROS AUCTIONEERS INC COM	324,294	367,797
Corporate Stock – Common	RUSH ENTERPRISES INC CL A CL A	1,816,159	4,002,750
Corporate Stock – Common	SALESFORCE COM INC COM STK	5,082,047	8,856,891
Corporate Stock – Common	SANGAMO BIOSCIENCES INC COM STK	439,633	931,227
Corporate Stock – Common	SCHLUMBERGER LTD COM COM	3,724,687	4,910,995
Corporate Stock – Common	SCIQUEST INC NEW COM	440,190	1,025,252
Corporate Stock – Common	SEATTLE GENETICS INC COM	3,985,860	5,325,475
Corporate Stock – Common	SERVICESOURCE INTERNATIONAL	699,674	610,265
Corporate Stock – Common	SGS SA CHF1.00 (REGD)	2,040,745	3,484,028
Corporate Stock – Common	SHIN-ETSU CHEMICAL NPV	3,077,134	3,259,712
Corporate Stock – Common	SHUTTERFLY INC COM	303,661	779,484
Corporate Stock – Common	SIGMA-ALDRICH CORP COM	3,538,700	4,738,104
Corporate Stock – Common	SILICON LABORATORIES INC COM	672,034	771,264
Corporate Stock – Common	SPLUNK INC COMSTK COM USD0.001	1,736,576	1,921,936
Corporate Stock – Common	STANCORP FINL GROUP INC COM	1,365,192	2,981,250
Corporate Stock – Common	STANDARD CHARTERED PLC SHS	4,428,617	3,977,127

The Gannett Retirement Plan

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

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Corporate Stock – Common	STANTEC INC COM STK	\$ 482,183	\$ 1,429,534
Corporate Stock – Common	STRATEGIC HOTELS & RESORTS INC COM	2,360,107	2,638,380
Corporate Stock – Common	SUNCOR ENERGY INC COM NPV NEW	2,894,259	2,831,992
Corporate Stock – Common	SWATCH GROUP CHF2.25(BR)	2,085,112	2,452,522
Corporate Stock – Common	SYNGENTA CHF0.10 (REGD)	3,494,507	4,113,746
Corporate Stock – Common	SYNTEL INC COM	1,341,412	2,349,784
Corporate Stock – Common	TANDEM DIABETES CARE INC COM	346,320	594,978
Corporate Stock – Common	TANGOE INC COM STK	1,070,535	1,279,016
Corporate Stock – Common	TECHNE CORP COM	588,731	874,088
Corporate Stock – Common	TENCENT HOLDINGS LTD	5,844,735	19,008,970
Corporate Stock – Common	TESCO CORP COM	2,128,571	2,668,322
Corporate Stock – Common	TESCO ORD GBP0.05	4,347,640	3,845,913
Corporate Stock – Common	TESLA MTRS INC COM	2,371,466	3,623,556
Corporate Stock – Common	TETRA TECH INC NEW COM	1,271,980	1,462,123
Corporate Stock – Common	THERMON GROUP HLDGS INC	1,815,495	3,084,600
Corporate Stock – Common	TIX COS INC COM NEW	3,156,225	8,310,392
Corporate Stock – Common	TRAVELERS COS INC COM STK	3,706,025	5,613,480
Corporate Stock – Common	TRIPADVISOR INC COM COM STK	2,963,496	3,948,589
Corporate Stock – Common	TWITTER INC COM	512,824	1,255,433
Corporate Stock – Common	ULTIMATE SOFTWARE GROUP INC COM	787,992	3,844,290
Corporate Stock – Common	ULTRA PETE CORP COM NPV	494,764	549,607
Corporate Stock – Common	UNIFIRST CORP MASS COM	1,539,069	3,595,200
Corporate Stock – Common	VISTAPRINT NV COM USD0.001	986,202	1,660,020
Corporate Stock – Common	WAL-MART STORES INC COM	3,005,236	4,343,688
Corporate Stock – Common	WALTER INV MGMT CORP	2,401,522	5,666,475
Corporate Stock – Common	WASTE CONNECTIONS INC COM	1,206,714	2,039,179
Corporate Stock – Common	WESCO AIRCRAFT HOLDINGS INC	1,419,690	2,236,783
Corporate Stock – Common	WHOLE FOODS MKT INC COM	3,238,879	10,235,910
Corporate Stock – Common	WOODSIDE PETROLEUM NPV	4,069,312	3,445,386
Corporate Stock – Common	ZEBRA TECHNOLOGIES CORP CL A	3,167,197	4,558,944
Corporate Stock – Common	ZULILY INC CL A CL A	135,366	254,919
Corporate Stock – Common	ZUMIEZ INC COM	1,096,626	1,340,299
Corporate Stock – Common		511,810,468	821,764,743

The Gannett Retirement Plan

EIN #16-0442930 Plan #001

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

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Value of Interest in Common/Collective Trusts			
Equities	CF BLACKROCK MSCI ACWI EQUITY INDEX NON-LENDABLE FUND	\$	158,203,931
Equities	CF TCW CONCENTRATED CORE EQUITIES TR	64,145,414	103,793,361
Equities	GENESIS GROUP TRUST EMPLOYEE BENEFIT PLANS - CATEGORY B	33,811,622	45,427,329
Equities		227,961,534	307,424,621
Fixed Income	CF FRANKLIN TEMPLETON GLOBAL MULTISECTOR PLUS TRUST	75,000,000	76,596,217
Fixed Income	CF BLACKROCK DEBT INDEX NL FD	58,011,561	66,076,180
Fixed Income	CF WA OPPORTUNITIES EMERGING MARKETS PORTFOLIO LLC FUND	3,097,825	2,860,050
Fixed Income	NTGI COLTV GOVT STIF REGI STERED	364,769	364,769
Fixed Income		136,474,155	145,897,216
Value of Interest in Registered Investment Companies			
Value of Interest in Registered Investment Companies	MFO PIMCO UNCONSTRAINED BD-INS	125,453,446	123,567,256
Value of Interest in Registered Investment Companies	MFO JPMORGAN TR II U S GOVT MONEY MKT FDCAP CL	3,451	3,451
Value of Interest in Registered Investment Companies	MFO DOUBLELINE TOTAL RETURN BOND FUND-I	76,996,031	75,241,708
Value of Interest in Registered Investment Companies	GANNETT CENTRALIZED CASH MANAGEMENT-	55,812,768	55,812,768
		258,265,696	254,625,183
103-12 Investment Entities			
103-12 Investment Entities	CF WESTN AST MTG BACKED SEC PORT	14,866,000	23,248,005
103-12 Investment Entities	CF WESTN AST FLOATING RATE HI INC FD LLC	1,767,843	2,639,366
103-12 Investment Entities	CF WESTN ASSETS OPP INTL INVT GRADE SEC PORT LLC	988,995	1,514,426
103-12 Investment Entities	CF WA OPPORTUNISTIC US \$ HIGH YIELD SEC PORT LLC	768,151	1,288,815
103-12 Investment Entities		18,390,989	28,690,612
Partnership/Joint Venture Interests	MONDRIAN FOCUSED EMERGING MARKETS EQUITY FUND	39,172,211	36,402,294
Partnership/Joint Venture Interests	BLACKSTONE REAL ESTATE PARTNERS VI TE2, LP	13,738,023	22,464,692
Partnership/Joint Venture Interests	TPG PARTNERS VI, LP	17,567,398	19,628,647
Partnership/Joint Venture Interests	TPG PARTNERS V, L.P.	20,155,103	19,205,784
Partnership/Joint Venture Interests	CARLYLE PARTNERS IV LP	14,045,036	14,819,499
Partnership/Joint Venture Interests	SANDLER CAPITAL PARTNERS V FTE, LP	11,377,203	11,871,544
Partnership/Joint Venture Interests	TPG PARTNERS IV, LP	12,761,486	12,690,043
Partnership/Joint Venture Interests	CARLYLE INFRASTRUCTURE PARTNERS, L.P.	13,011,451	12,014,047
Partnership/Joint Venture Interests	FORTRESS CREDIT OPPORTUNITIES FUND III (C)	7,641,889	8,720,293
Partnership/Joint Venture Interests	FORTRESS CREDIT OPPORTUNITIES FUND III (B)	5,095,644	5,819,694
Partnership/Joint Venture Interests	VS&A COMM III	5,560,985	1,871,137

The Gannett Retirement Plan

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

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Partnership/Joint Venture Interests	TPG PARTNERS III, LP	\$ 5,317,496	\$ 1,740,225
Partnership/Joint Venture Interests	T3 PARTNERS II, LP	2,791,197	1,281,948
Partnership/Joint Venture Interests	CARLYLE PARTNERS II, LP	1,407,190	286,215
Partnership/Joint Venture Interests	CARLYLE PARTNERS III, LP	5,533,394	38,288
Partnership/Joint Venture Interests	T3 PARTNERS LP #16	1,338,883	6,948
Partnership/Joint Venture Interests	CARLYLE HIGH YIELD INVESTORS, L.P.	1	—
Partnership/Joint Venture Interests	TPG PARTNERS II, LP	16,128,116	1
Partnership/Joint Venture Interests	SANDLER PARTNERS IV	10,562,652	1
Partnership/Joint Venture Interests	SANDLER INTERNET FTE CORP.	409,570	1
Partnership/Joint Venture Interests		203,614,928	168,861,301
Hedge Funds	BPIF NON-TAXABLE (aka BLACKSTONE	133,927,825	166,817,706
Hedge Funds	CF BLACKSTONE VALUE RECOVERY OFFSHORE LTD CL A FD	1,536,220	2,719,532
Hedge Funds	CF BLACKSTONE VALUE RECOVERY OFFSHORE LTD S2-A1 SER 1 FD	156,450	517,040
Hedge Funds		135,620,495	170,054,278
Gannett Co., Inc. Common Stock	GANNETT INC COM	18,446,724	36,745,873
Gannett Co., Inc. Common Stock		18,446,724	36,745,873
Total Investments		\$ 1,596,145,202	\$ 2,018,110,396

The Gannett Retirement Plan

Schedule H, Line 4i – Schedule of Assets
(Acquired and Disposed of Within Year)

For the Year Ended December 31, 2013

(a) Identity of Issuer, Borrower, Lessor, or Similar Party	(b) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(c) Cost of Acquisitions	(d) Proceeds of Dispositions
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* No assets were acquired and disposed of within year.

The Gannett Retirement Plan

Schedule H, Line 4j – Schedule of Reportable Transactions*

For the Year Ended December 31, 2013

Description	Purchases (P) Sales (S)	Purchase Price	Selling Price	Lease Rental	Expense Incurred With Transaction	Cost of Asset	Current Value of Asset on Transaction Date	Gain (Loss)

* Transactions or series of transactions during the Plan year ended December 31, 2013, exceeding 5% of fair value of Plan assets at the beginning of the year. Five percent of \$2,076,135,301 is \$103,806,765.

Please see attached schedule.

◆ 5% Report - Part A

Single Transaction in Excess of 5%

Security Description / Asset ID	Shares/Par Value	Date	Acquisition Price	Disposition Price	Lease Rental	Expenses Incurred	Cost	Current Value on Transaction Date	Net Gain/Loss
Value of Interest in Registered Investment Companies									
United States - USD									
GANNETT CENTRALIZED CASH MANAGEMENT- CUSIP: 3449979Z6	158,898,585.17	3 Sep 13	1.00			0.00	158,898,585.17	158,898,585.17	0.00
GANNETT CENTRALIZED CASH MANAGEMENT- CUSIP: 3449979Z6	-158,899,093.76	30 Aug 13		1.00		0.00	158,899,093.76	158,899,093.76	0.00
MFO PIMCO UNCONSTRAINED BD-INS CUSIP: 72201M487	14,447,862.16	12 Jul 13	11.26			0.00	162,682,927.93	162,682,927.93	0.00

NOTE: TRANSACTIONS ARE BASED ON THE 2012-12-31 VALUE (INCLUDING ACCRUALS) OF 1,918,164,129.04

◆ 5% Report - Part B

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Series of Non-Security Transactions with Same Party in Excess of 5%

Security Description / Asset ID	Shares/Par Value	Date	Acquisition Price	Disposition Price	Lease Rental	Expenses Incurred	Cost	Current Value on Transaction Date	Net Gain/Loss
NORTHERN TRUST COMPANY, CHICAGO									
Cash and Cash Equivalents									
Brazilian real - BRL									
FX DEAL TRANSACTED ON 15 OCT 2013 USD / BRL EX RATE 0.4575821 WITH NORTHERN	-640,857.87	15 Oct 13				0.00	-293,245.11	-293,245.11	0.00
Canadian dollar - CAD									
FX DEAL TRANSACTED ON 26 DEC 2013 USD / CAD EX RATE 0.9397613 WITH NORTHERN	-16,160.00	26 Dec 13				0.00	-15,186.54	-15,210.13	-23.59
FX DEAL TRANSACTED ON 29 JAN 2013 CAD / USD EX RATE 1.0025 WITH NORTHERN TRUST	48.61	29 Jan 13				0.00	48.49	48.41	-0.08
Euro - EUR									
FX DEAL TRANSACTED ON 03 JAN 2013 USD / EUR EX RATE 1.311443 WITH NORTHERN TRUST	-700,000.00	3 Jan 13				0.00	-918,010.10	-915,775.00	2,235.10
FX DEAL TRANSACTED ON 04 FEB 2013 USD / EUR EX RATE 1.3553 WITH NORTHERN TRUST	-693,587.92	4 Feb 13				0.00	-940,019.71	-938,979.26	1,040.45
FX DEAL TRANSACTED ON 04 SEP 2013 EUR / USD EX RATE 0.7591862 WITH NORTHERN	7,520,000.00	4 Sep 13				0.00	9,905,344.00	9,865,488.27	-39,855.73
FX DEAL TRANSACTED ON 05 JUN 2013 EUR / USD EX RATE 0.7650524 WITH NORTHERN	7,245,000.00	5 Jun 13				0.00	9,469,939.50	9,559,414.57	89,475.07
FX DEAL TRANSACTED ON 05 JUN 2013 USD / EUR EX RATE 1.30775 WITH NORTHERN TRUST	-7,050,000.00	5 Jun 13				0.00	-9,219,813.75	-9,248,895.25	-29,081.50
FX DEAL TRANSACTED ON 05 NOV 2013 USD / EUR EX RATE 1.3474 WITH NORTHERN TRUST	-746,996.59	5 Nov 13				0.00	-1,006,503.21	-1,010,499.63	-3,996.42
FX DEAL TRANSACTED ON 06 FEB 2013 EUR / USD EX RATE 0.7384652 WITH NORTHERN	650,000.00	6 Feb 13				0.00	880,204.00	850,362.50	-29,841.50
FX DEAL TRANSACTED ON 06 MAR 2013 EUR / USD EX RATE 0.7692308 WITH NORTHERN	6,050,000.00	6 Mar 13				0.00	7,865,000.00	7,914,912.47	49,912.47

NOTE: TRANSACTIONS ARE BASED ON THE 2012-12-31 VALUE (INCLUDING ACCRUALS) OF 1,918,164,129.04

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◆ 5% Report - Part B

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Series of Non-Security Transactions with Same Party in Excess of 5%

Security Description / Asset ID	Shares/Par Value	Date	Acquisition Price	Disposition Price	Lease Rental	Expenses Incurred	Cost	Current Value on Transaction Date	Net Gain/Loss
NORTHERN TRUST COMPANY, CHICAGO									
FX DEAL TRANSACTED ON 06 MAR 2013 USD / EUR EX.RATE 1.30085 WITH NORTHERN TRUST	-6,140,000.00	6 Mar 13				0.00	-7,987,219.00	-8,101,422.42	-114,203.42
FX DEAL TRANSACTED ON 06 MAY 2013 USD / EUR EX.RATE 1.3071 WITH NORTHERN TRUST	-1,044,885.30	6 May 13				0.00	-1,365,769.58	-1,376,479.66	-10,710.08
FX DEAL TRANSACTED ON 08 JUL 2013 USD / EUR EX.RATE 1.2852 WITH NORTHERN TRUST	-99,470.00	8 Jul 13				0.00	-127,838.84	-127,182.35	656.49
FX DEAL TRANSACTED ON 08 MAY 2013 USD / EUR EX.RATE 1.317204 WITH NORTHERN TRUST	-960,000.00	8 May 13				0.00	-1,264,515.84	-1,266,671.91	-2,156.07
FX DEAL TRANSACTED ON 09 MAY 2013 USD / EUR EX.RATE 1.3025 WITH NORTHERN TRUST	-45,279.37	9 May 13				0.00	-58,976.38	-58,736.40	239.98
FX DEAL TRANSACTED ON 12 JUN 2013 EUR / USD EX.RATE 0.7492882 WITH NORTHERN	460,539.96	12 Jun 13				0.00	614,636.63	612,495.09	-2,141.54
FX DEAL TRANSACTED ON 13 JUN 2013 EUR / USD EX.RATE 0.7511455 WITH NORTHERN	1,346,177.72	13 Jun 13				0.00	1,792,166.40	1,795,801.05	3,634.65
FX DEAL TRANSACTED ON 13 JUN 2013 USD / EUR EX.RATE 1.33186 WITH NORTHERN TRUST	-470,000.00	13 Jun 13				0.00	-625,974.20	-616,593.02	9,381.18
FX DEAL TRANSACTED ON 13 NOV 2013 USD / EUR EX.RATE 1.3452 WITH NORTHERN TRUST	-191,641.97	13 Nov 13				0.00	-257,796.78	-257,921.36	-124.58
FX DEAL TRANSACTED ON 14 JUN 2013 USD / EUR EX.RATE 1.311 WITH NORTHERN TRUST	-5,992.50	14 Jun 13				0.00	-7,856.17	-7,998.49	-142.32
FX DEAL TRANSACTED ON 14 NOV 2013 USD / EUR EX.RATE 1.3471 WITH NORTHERN TRUST	-1,939,475.17	14 Nov 13				0.00	-2,612,667.00	-2,623,140.29	-10,473.29
FX DEAL TRANSACTED ON 16 SEP 2013 USD / EUR EX.RATE 1.3337 WITH NORTHERN TRUST	-995,859.22	16 Sep 13				0.00	-1,328,177.44	-1,329,272.90	-1,095.46
FX DEAL TRANSACTED ON 17 APR 2013 EUR / USD EX.RATE 0.7666948 WITH NORTHERN	1,117,613.75	17 Apr 13				0.00	1,457,703.61	1,462,062.33	4,358.72
FX DEAL TRANSACTED ON 17 APR 2013 USD / EUR EX.RATE 1.30468 WITH NORTHERN TRUST	-145,000.00	17 Apr 13				0.00	-189,178.60	-191,320.24	-2,141.64
FX DEAL TRANSACTED ON 20 FEB 2013 USD / EUR EX.RATE 1.334 WITH NORTHERN TRUST	-773,976.91	20 Feb 13				0.00	-1,032,485.20	-1,018,708.35	13,776.85

NOTE: TRANSACTIONS ARE BASED ON THE 2012-12-31 VALUE (INCLUDING ACCRUALS) OF 1,918,164,129.04

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Series of Non-Security Transactions with Same Party in Excess of 5%

Security Description / Asset ID	Shares/Par Value	Date	Acquisition Price	Disposition Price	Lease Rental	Expenses Incurred	Cost	Current Value on Transaction Date	Net Gain/Loss
NORTHERN TRUST COMPANY, CHICAGO									
FX DEAL TRANSACTED ON 24 MAY 2013 USD / EUR EX.RATE 1.2919 WITH NORTHERN TRUST	-78,901.25	24 May 13				0.00	-101,932.52	-101,431.50	501.02
FX DEAL TRANSACTED ON 25 JAN 2013 USD / EUR EX.RATE 1.3445 WITH NORTHERN TRUST	-28,860.00	25 Jan 13				0.00	-38,802.27	-38,848.44	-46.17
FX DEAL TRANSACTED ON 25 SEP 2013 USD / EUR EX.RATE 1.3528 WITH NORTHERN TRUST	-1,495,244.66	25 Sep 13				0.00	-2,022,766.98	-2,024,785.63	-2,018.65
Hong Kong dollar - HKD									
FX DEAL TRANSACTED ON 04 OCT 2013 USD / HKD EX.RATE 0.1289557 WITH NORTHERN	-9,752,850.96	4 Oct 13				0.00	-1,257,685.88	-1,257,710.21	-24.33
FX DEAL TRANSACTED ON 07 MAY 2013 HKD / USD EX.RATE 7.7612 WITH NORTHERN TRUST	4,594,269.05	7 May 13				0.00	591,953.44	591,995.39	41.95
FX DEAL TRANSACTED ON 07 OCT 2013 USD / HKD EX.RATE 0.1289574 WITH NORTHERN	-11,003,627.41	7 Oct 13				0.00	-1,418,998.96	-1,419,063.01	-64.05
FX DEAL TRANSACTED ON 09 MAY 2013 HKD / USD EX.RATE 7.7597 WITH NORTHERN TRUST	4,387,210.08	9 May 13				0.00	565,383.98	565,278.35	-105.63
FX DEAL TRANSACTED ON 11 JUN 2013 USD / HKD EX.RATE 0.128788 WITH NORTHERN TRUST	-1,741,060.00	11 Jun 13				0.00	-224,227.59	-224,208.83	18.76
FX DEAL TRANSACTED ON 13 MAY 2013 HKD / USD EX.RATE 7.7612 WITH NORTHERN TRUST	943,701.92	13 May 13				0.00	121,592.27	121,587.57	-4.70
FX DEAL TRANSACTED ON 14 JUN 2013 HKD / USD EX.RATE 7.7613 WITH NORTHERN TRUST	6,002,084.69	14 Jun 13				0.00	773,334.97	773,479.47	144.50
FX DEAL TRANSACTED ON 16 JUL 2013 USD / HKD EX.RATE 0.1288813 WITH NORTHERN	-35.06	16 Jul 13				0.00	-4.52	-4.52	0.00
FX DEAL TRANSACTED ON 16 SEP 2013 USD / HKD EX.RATE 0.1289574 WITH NORTHERN	-435,580.00	16 Sep 13				0.00	-56,171.26	-56,174.52	-3.26
FX DEAL TRANSACTED ON 17 JUN 2013 HKD / USD EX.RATE 7.7594 WITH NORTHERN TRUST	3,466,933.64	17 Jun 13				0.00	446,804.35	446,818.74	14.39
FX DEAL TRANSACTED ON 18 OCT 2013 USD / HKD EX.RATE 0.1289692 WITH NORTHERN	-43.29	18 Oct 13				0.00	-5.58	-5.58	0.00

NOTE: TRANSACTIONS ARE BASED ON THE 2012-12-31 VALUE (INCLUDING ACCRUALS) OF 1,918,164,129.04

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Series of Non-Security Transactions with Same Party in Excess of 5%

Security Description / Asset ID	Shares/Par Value	Date	Acquisition Price	Disposition Price	Lease Rental	Expenses Incurred	Cost	Current Value on Transaction Date	Net Gain/Loss
NORTHERN TRUST COMPANY, CHICAGO									
FX DEAL TRANSACTED ON 22 MAR 2013 HKD / USD EX.RATE 7.763 WITH NORTHERN TRUST	19,446,589.99	22 Mar 13				0.00	2,505,035.42	2,505,438.85	403.43
FX DEAL TRANSACTED ON 24 OCT 2013 USD / HKD EX.RATE 0.128979 WITH NORTHERN TRUST	-137,514.77	24 Oct 13				0.00	-17,736.52	-17,734.80	1.72
Japanese yen - JPY									
FX DEAL TRANSACTED ON 01 APR 2013 JPY / USD EX.RATE 93.642 WITH NORTHERN TRUST	17,000,000.00	1 Apr 13				0.00	181,542.47	168,441.91	-13,100.56
FX DEAL TRANSACTED ON 01 APR 2013 USD / JPY EX.RATE 0.0106625 WITH NORTHERN	-4,075,318.00	1 Apr 13				0.00	-43,452.97	-43,600.28	-147.31
FX DEAL TRANSACTED ON 01 APR 2013 USD / JPY EX.RATE 0.0106746 WITH NORTHERN	-5,008,387.00	1 Apr 13				0.00	-53,462.71	-53,934.82	-472.11
FX DEAL TRANSACTED ON 01 MAY 2013 USD / JPY EX.RATE 0.0102817 WITH NORTHERN	-43,000,000.00	1 May 13				0.00	-442,113.92	-426,058.96	16,054.96
FX DEAL TRANSACTED ON 02 JUL 2013 JPY / USD EX.RATE 100.2362 WITH NORTHERN TRUST	46,300,000.00	2 Jul 13				0.00	461,908.97	470,361.15	8,452.18
FX DEAL TRANSACTED ON 02 JUL 2013 USD / JPY EX.RATE 0.0099741 WITH NORTHERN	-60,574,291.00	2 Jul 13				0.00	-604,172.06	-605,591.51	-1,419.45
FX DEAL TRANSACTED ON 03 APR 2013 USD / JPY EX.RATE 0.0107296 WITH NORTHERN	-6,768,026.00	3 Apr 13				0.00	-72,618.30	-69,651.39	2,966.91
FX DEAL TRANSACTED ON 04 APR 2013 USD / JPY EX.RATE 0.0104822 WITH NORTHERN	-7,548,245.00	4 Apr 13				0.00	-79,122.06	-76,333.57	2,788.49
FX DEAL TRANSACTED ON 05 APR 2013 JPY / USD EX.RATE 96.435 WITH NORTHERN TRUST	65,000,000.00	5 Apr 13				0.00	674,029.14	644,042.61	-29,986.53
FX DEAL TRANSACTED ON 05 APR 2013 USD / JPY EX.RATE 0.0103659 WITH NORTHERN	-60,505,633.00	5 Apr 13				0.00	-627,196.36	-611,137.15	16,059.21
FX DEAL TRANSACTED ON 05 AUG 2013 JPY / USD EX.RATE 98.5692 WITH NORTHERN TRUST	13,000,000.00	5 Aug 13				0.00	131,887.04	132,066.85	179.81
FX DEAL TRANSACTED ON 05 AUG 2013 USD / JPY EX.RATE 0.010144 WITH NORTHERN TRUST	-10,765,881.00	5 Aug 13				0.00	-109,209.59	-111,465.35	-2,255.76

NOTE: TRANSACTIONS ARE BASED ON THE 2012-12-31 VALUE (INCLUDING ACCRUALS) OF 1,918,164,129.04

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Series of Non-Security Transactions with Same Party in Excess of 5%

Security Description / Asset ID	Shares/Par Value	Date	Acquisition Price	Disposition Price	Lease Rental	Expenses Incurred	Cost	Current Value on Transaction Date	Net Gain/Loss
NORTHERN TRUST COMPANY, CHICAGO									
FX DEAL TRANSACTED ON 06 AUG 2013 JPY / USD EX RATE 98.12 WITH NORTHERN TRUST	103,400,000.00	6 Aug 13				0.00	1,053,811.66	1,050,439.38	-3,372.28
FX DEAL TRANSACTED ON 06 AUG 2013 USD / JPY EX RATE 0.0101906 WITH NORTHERN	-105,682,931.00	6 Aug 13				0.00	-1,076,968.62	-1,102,069.25	-25,100.63
FX DEAL TRANSACTED ON 07 AUG 2013 JPY / USD EX RATE 97.0512 WITH NORTHERN TRUST	51,300,000.00	7 Aug 13				0.00	528,586.97	521,156.09	-7,430.88
FX DEAL TRANSACTED ON 07 AUG 2013 USD / JPY EX RATE 0.0103029 WITH NORTHERN	-51,082,301.00	7 Aug 13				0.00	-526,296.12	-530,697.64	-4,401.52
FX DEAL TRANSACTED ON 08 APR 2013 JPY / USD EX RATE 98.495 WITH NORTHERN TRUST	5,500,000.00	8 Apr 13				0.00	55,840.40	54,495.91	-1,344.49
FX DEAL TRANSACTED ON 08 APR 2013 USD / JPY EX RATE 0.0101492 WITH NORTHERN	-7,663,238.00	8 Apr 13				0.00	-77,775.68	-77,013.60	762.08
FX DEAL TRANSACTED ON 08 JAN 2013 USD / JPY EX RATE 0.0114325 WITH NORTHERN	-419,790.00	8 Jan 13				0.00	-4,799.25	-4,759.52	39.73
FX DEAL TRANSACTED ON 08 MAY 2013 JPY / USD EX RATE 98.8102 WITH NORTHERN TRUST	20,000,000.00	8 May 13				0.00	202,408.25	198,166.96	-4,241.29
FX DEAL TRANSACTED ON 08 MAY 2013 USD / JPY EX RATE 0.0101194 WITH NORTHERN	-27,596,603.00	8 May 13				0.00	-279,261.31	-271,139.74	8,121.57
FX DEAL TRANSACTED ON 09 APR 2013 USD / JPY EX RATE 0.0101122 WITH NORTHERN	-2,303,644.00	9 Apr 13				0.00	-23,295.01	-23,140.57	154.44
FX DEAL TRANSACTED ON 09 JAN 2013 USD / JPY EX RATE 0.0114155 WITH NORTHERN	-210,095.00	9 Jan 13				0.00	-2,398.34	-2,354.01	44.33
FX DEAL TRANSACTED ON 09 MAY 2013 JPY / USD EX RATE 99.273 WITH NORTHERN TRUST	81,000,000.00	9 May 13				0.00	815,931.82	802,576.17	-13,355.65
FX DEAL TRANSACTED ON 09 MAY 2013 USD / JPY EX RATE 0.0100725 WITH NORTHERN	-83,962,998.00	9 May 13				0.00	-845,719.16	-825,229.72	20,489.44
FX DEAL TRANSACTED ON 10 JAN 2013 USD / JPY EX RATE 0.0113327 WITH NORTHERN	-40,112,933.00	10 Jan 13				0.00	-454,589.00	-452,486.55	2,102.45
FX DEAL TRANSACTED ON 10 MAY 2013 USD / JPY EX RATE 0.0098522 WITH NORTHERN	-5,103,946.00	10 May 13				0.00	-50,285.18	-50,021.52	263.66

NOTE: TRANSACTIONS ARE BASED ON THE 2012-12-31 VALUE (INCLUDING ACCRUALS) OF 1,918,164,129.04

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Series of Non-Security Transactions with Same Party in Excess of 5%

Security Description / Asset ID	Shares/Par Value	Date	Acquisition Price	Disposition Price	Lease Rental	Expenses Incurred	Cost	Current Value on Transaction Date	Net Gain/Loss
NORTHERN TRUST COMPANY, CHICAGO									
FX DEAL TRANSACTED ON 11 JAN 2013 JPY / USD EX RATE 98.198 WITH NORTHERN TRUST	26,000,000.00	11 Jan 13				0.00	291,486.36	281,812.27	-9,674.09
FX DEAL TRANSACTED ON 11 JAN 2013 USD / JPY EX RATE 0.011207 WITH NORTHERN TRUST	-33,878,623.00	11 Jan 13				0.00	-379,677.50	-382,830.93	-3,153.43
FX DEAL TRANSACTED ON 12 FEB 2013 JPY / USD EX RATE 93.89 WITH NORTHERN TRUST	36,000,000.00	12 Feb 13				0.00	383,427.42	390,201.60	6,774.18
FX DEAL TRANSACTED ON 12 FEB 2013 USD / JPY EX RATE 0.0106496 WITH NORTHERN	-73,296,630.00	12 Feb 13				0.00	-780,581.79	-787,627.66	-7,045.87
FX DEAL TRANSACTED ON 14 MAR 2013 USD / JPY EX RATE 0.0103756 WITH NORTHERN	-40,184,848.00	14 Mar 13				0.00	-416,941.77	-423,466.44	-6,524.67
FX DEAL TRANSACTED ON 15 MAR 2013 JPY / USD EX RATE 95.77 WITH NORTHERN TRUST	132,000,000.00	15 Mar 13				0.00	1,378,302.18	1,307,901.91	-70,400.27
FX DEAL TRANSACTED ON 15 MAR 2013 USD / JPY EX RATE 0.010433 WITH NORTHERN TRUST	-149,839,793.00	15 Mar 13				0.00	-1,564,317.09	-1,569,967.99	-5,650.90
FX DEAL TRANSACTED ON 15 MAY 2013 JPY / USD EX RATE 102.434 WITH NORTHERN TRUST	38,000,000.00	15 May 13				0.00	370,970.58	376,517.22	5,546.64
FX DEAL TRANSACTED ON 18 MAR 2013 JPY / USD EX RATE 94.97 WITH NORTHERN TRUST	31,000,000.00	18 Mar 13				0.00	326,418.87	307,158.78	-19,260.09
FX DEAL TRANSACTED ON 18 MAR 2013 USD / JPY EX RATE 0.0105175 WITH NORTHERN	-33,958,312.00	18 Mar 13				0.00	-357,155.15	-357,249.09	-93.94
FX DEAL TRANSACTED ON 19 MAR 2013 JPY / USD EX RATE 95.392 WITH NORTHERN TRUST	9,700,000.00	19 Mar 13				0.00	101,685.68	96,110.97	-5,574.71
FX DEAL TRANSACTED ON 19 MAR 2013 USD / JPY EX RATE 0.0104778 WITH NORTHERN	-6,318,107.00	19 Mar 13				0.00	-66,199.78	-66,865.35	-665.57
FX DEAL TRANSACTED ON 22 FEB 2013 JPY / USD EX RATE 93.37 WITH NORTHERN TRUST	30,000,000.00	22 Feb 13				0.00	321,302.35	325,168.00	3,865.65
FX DEAL TRANSACTED ON 22 FEB 2013 USD / JPY EX RATE 0.0107101 WITH NORTHERN	-81,294,471.00	22 Feb 13				0.00	-870,670.14	-886,574.74	-15,904.60
FX DEAL TRANSACTED ON 25 JUN 2013 USD / JPY EX RATE 0.0102249 WITH NORTHERN	-5,056,774.00	25 Jun 13				0.00	-51,705.26	-51,898.95	-193.69

NOTE: TRANSACTIONS ARE BASED ON THE 2012-12-31 VALUE (INCLUDING ACCRUALS) OF 1,918,164,129.04

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Series of Non-Security Transactions with Same Party in Excess of 5%

Security Description / Asset ID	Shares/Par Value	Date	Acquisition Price	Disposition Price	Lease Rental	Expenses Incurred	Cost	Current Value on Transaction Date	Net Gain/Loss
NORTHERN TRUST COMPANY, CHICAGO									
FX DEAL TRANSACTED ON 26 MAR 2013 JPY / USD EX.RATE 94.269 WITH NORTHERN TRUST	63,000,000.00	26 Mar 13				0.00	668,300.29	624,225.91	-44,074.38
FX DEAL TRANSACTED ON 26 MAR 2013 USD / JPY EX.RATE 0.0106033 WITH NORTHERN	-48,997,457.00	26 Mar 13				0.00	-519,536.18	-521,138.66	-1,602.48
FX DEAL TRANSACTED ON 27 FEB 2013 JPY / USD EX.RATE 91.26 WITH NORTHERN TRUST	638,000,000.00	27 Feb 13				0.00	6,991,014.68	6,915,239.54	-75,775.14
FX DEAL TRANSACTED ON 27 FEB 2013 USD / JPY EX.RATE 0.010965 WITH NORTHERN TRUST	-632,000,000.00	27 Feb 13				0.00	-6,929,900.55	-6,262,075.80	667,824.75
FX DEAL TRANSACTED ON 29 MAR 2013 USD / JPY EX.RATE 0.0106236 WITH NORTHERN	-1,697,353.00	29 Mar 13				0.00	-18,032.01	-18,053.11	-21.10
FX DEAL TRANSACTED ON 29 MAY 2013 JPY / USD EX.RATE 101.35 WITH NORTHERN TRUST	212,800,000.00	29 May 13				0.00	2,099,654.66	2,108,496.41	8,841.75
FX DEAL TRANSACTED ON 29 MAY 2013 USD / JPY EX.RATE 0.0098712 WITH NORTHERN	-214,000,000.00	29 May 13				0.00	-2,112,432.75	-2,174,023.47	-61,590.72
United States dollar - USD									
FX DEAL TRANSACTED ON 01 APR 2013 JPY / USD EX.RATE 93.642 WITH NORTHERN TRUST	-181,542.47	1 Apr 13				0.00	-181,542.47	-181,542.47	0.00
FX DEAL TRANSACTED ON 01 APR 2013 USD / JPY EX.RATE 0.0106625 WITH NORTHERN	43,452.97	1 Apr 13				0.00	43,452.97	43,452.97	0.00
FX DEAL TRANSACTED ON 01 APR 2013 USD / JPY EX.RATE 0.0106746 WITH NORTHERN	53,462.71	1 Apr 13				0.00	53,462.71	53,462.71	0.00
FX DEAL TRANSACTED ON 01 MAY 2013 USD / JPY EX.RATE 0.0102817 WITH NORTHERN	442,113.92	1 May 13				0.00	442,113.92	442,113.92	0.00
FX DEAL TRANSACTED ON 02 JUL 2013 JPY / USD EX.RATE 100.2362 WITH NORTHERN TRUST	-461,908.97	2 Jul 13				0.00	-461,908.97	-461,908.97	0.00
FX DEAL TRANSACTED ON 02 JUL 2013 USD / JPY EX.RATE 0.0099741 WITH NORTHERN	604,172.06	2 Jul 13				0.00	604,172.06	604,172.06	0.00
FX DEAL TRANSACTED ON 03 APR 2013 USD / JPY EX.RATE 0.0107296 WITH NORTHERN	72,618.30	3 Apr 13				0.00	72,618.30	72,618.30	0.00

NOTE: TRANSACTIONS ARE BASED ON THE 2012-12-31 VALUE (INCLUDING ACCRUALS) OF 1,918,164,129.04

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Series of Non-Security Transactions with Same Party in Excess of 5%

Security Description / Asset ID	Shares/Par Value	Date	Acquisition Price	Disposition Price	Lease Rental	Expenses Incurred	Cost	Current Value on Transaction Date	Net Gain/Loss
NORTHERN TRUST COMPANY, CHICAGO									
FX DEAL TRANSACTED ON 03 JAN 2013 USD / EUR EX.RATE 1.311443 WITH NORTHERN TRUST	918,010.10	3 Jan 13				0.00	918,010.10	918,010.10	0.00
FX DEAL TRANSACTED ON 04 APR 2013 USD / JPY EX.RATE 0.0104822 WITH NORTHERN	79,122.06	4 Apr 13				0.00	79,122.06	79,122.06	0.00
FX DEAL TRANSACTED ON 04 FEB 2013 USD / EUR EX.RATE 1.3553 WITH NORTHERN TRUST	940,019.71	4 Feb 13				0.00	940,019.71	940,019.71	0.00
FX DEAL TRANSACTED ON 04 OCT 2013 USD / HKD EX.RATE 0.1289557 WITH NORTHERN	1,257,685.88	4 Oct 13				0.00	1,257,685.88	1,257,685.88	0.00
FX DEAL TRANSACTED ON 04 SEP 2013 EUR / USD EX.RATE 0.7591862 WITH NORTHERN	-9,905,344.00	4 Sep 13				0.00	-9,905,344.00	-9,905,344.00	0.00
FX DEAL TRANSACTED ON 05 APR 2013 JPY / USD EX.RATE 96.435 WITH NORTHERN TRUST	-674,029.14	5 Apr 13				0.00	-674,029.14	-674,029.14	0.00
FX DEAL TRANSACTED ON 05 APR 2013 USD / JPY EX.RATE 0.0103659 WITH NORTHERN	627,196.36	5 Apr 13				0.00	627,196.36	627,196.36	0.00
FX DEAL TRANSACTED ON 05 AUG 2013 JPY / USD EX.RATE 98.5692 WITH NORTHERN TRUST	-131,887.04	5 Aug 13				0.00	-131,887.04	-131,887.04	0.00
FX DEAL TRANSACTED ON 05 AUG 2013 USD / JPY EX.RATE 0.010144 WITH NORTHERN TRUST	109,209.59	5 Aug 13				0.00	109,209.59	109,209.59	0.00
FX DEAL TRANSACTED ON 05 JUN 2013 EUR / USD EX.RATE 0.7650524 WITH NORTHERN	-9,469,939.50	5 Jun 13				0.00	-9,469,939.50	-9,469,939.50	0.00
FX DEAL TRANSACTED ON 05 JUN 2013 USD / EUR EX.RATE 1.307775 WITH NORTHERN TRUST	9,219,813.75	5 Jun 13				0.00	9,219,813.75	9,219,813.75	0.00
FX DEAL TRANSACTED ON 05 NOV 2013 USD / EUR EX.RATE 1.3474 WITH NORTHERN TRUST	1,006,503.21	5 Nov 13				0.00	1,006,503.21	1,006,503.21	0.00
FX DEAL TRANSACTED ON 06 AUG 2013 JPY / USD EX.RATE 98.12 WITH NORTHERN TRUST	-1,053,811.66	6 Aug 13				0.00	-1,053,811.66	-1,053,811.66	0.00
FX DEAL TRANSACTED ON 06 AUG 2013 USD / JPY EX.RATE 0.0101906 WITH NORTHERN	1,076,968.62	6 Aug 13				0.00	1,076,968.62	1,076,968.62	0.00
FX DEAL TRANSACTED ON 06 FEB 2013 EUR / USD EX.RATE 0.7384652 WITH NORTHERN	-880,204.00	6 Feb 13				0.00	-880,204.00	-880,204.00	0.00

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Security Description / Asset ID	Shares/Par Value	Date	Acquisition Price	Disposition Price	Lease Rental	Expenses Incurred	Cost	Current Value on Transaction Date	Net Gain/Loss
NORTHERN TRUST COMPANY, CHICAGO									
FX DEAL TRANSACTED ON 06 MAR 2013 EUR / USD EX RATE 0.7692308 WITH NORTHERN	-7,865,000.00	6 Mar 13				0.00	-7,865,000.00	-7,865,000.00	0.00
FX DEAL TRANSACTED ON 06 MAR 2013 USD / EUR EX RATE 1.30085 WITH NORTHERN TRUST	7,987,219.00	6 Mar 13				0.00	7,987,219.00	7,987,219.00	0.00
FX DEAL TRANSACTED ON 06 MAY 2013 USD / EUR EX RATE 1.3071 WITH NORTHERN TRUST	1,365,769.58	6 May 13				0.00	1,365,769.58	1,365,769.58	0.00
FX DEAL TRANSACTED ON 07 AUG 2013 JPY / USD EX RATE 97.0512 WITH NORTHERN TRUST	-528,586.97	7 Aug 13				0.00	-528,586.97	-528,586.97	0.00
FX DEAL TRANSACTED ON 07 AUG 2013 USD / JPY EX RATE 0.0103029 WITH NORTHERN	526,296.12	7 Aug 13				0.00	526,296.12	526,296.12	0.00
FX DEAL TRANSACTED ON 07 MAY 2013 HKD / USD EX RATE 7.7612 WITH NORTHERN TRUST	-591,953.44	7 May 13				0.00	-591,953.44	-591,953.44	0.00
FX DEAL TRANSACTED ON 07 OCT 2013 USD / HKD EX RATE 0.1289574 WITH NORTHERN	1,418,998.96	7 Oct 13				0.00	1,418,998.96	1,418,998.96	0.00
FX DEAL TRANSACTED ON 08 APR 2013 JPY / USD EX RATE 98.495 WITH NORTHERN TRUST	-55,840.40	8 Apr 13				0.00	-55,840.40	-55,840.40	0.00
FX DEAL TRANSACTED ON 08 APR 2013 USD / JPY EX RATE 0.0101492 WITH NORTHERN	77,775.68	8 Apr 13				0.00	77,775.68	77,775.68	0.00
FX DEAL TRANSACTED ON 08 JAN 2013 USD / JPY EX RATE 0.0114325 WITH NORTHERN	4,799.25	8 Jan 13				0.00	4,799.25	4,799.25	0.00
FX DEAL TRANSACTED ON 08 JUL 2013 USD / EUR EX RATE 1.2852 WITH NORTHERN TRUST	127,838.84	8 Jul 13				0.00	127,838.84	127,838.84	0.00
FX DEAL TRANSACTED ON 08 MAY 2013 JPY / USD EX RATE 98.8102 WITH NORTHERN TRUST	-202,408.25	8 May 13				0.00	-202,408.25	-202,408.25	0.00
FX DEAL TRANSACTED ON 08 MAY 2013 USD / EUR EX RATE 1.317204 WITH NORTHERN TRUST	1,264,515.84	8 May 13				0.00	1,264,515.84	1,264,515.84	0.00
FX DEAL TRANSACTED ON 08 MAY 2013 USD / JPY EX RATE 0.0101194 WITH NORTHERN	279,261.31	8 May 13				0.00	279,261.31	279,261.31	0.00
FX DEAL TRANSACTED ON 09 APR 2013 USD / JPY EX RATE 0.0101122 WITH NORTHERN	23,295.01	9 Apr 13				0.00	23,295.01	23,295.01	0.00

NOTE: TRANSACTIONS ARE BASED ON THE 2012-12-31 VALUE (INCLUDING ACCRUALS) OF 1,918,164,129.04

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Series of Non-Security Transactions with Same Party in Excess of 5%

Security Description / Asset ID	Shares/Par Value	Date	Acquisition Price	Disposition Price	Lease Rental	Expenses Incurred	Cost	Current Value on Transaction Date	Net Gain/Loss
NORTHERN TRUST COMPANY, CHICAGO									
FX DEAL TRANSACTED ON 09 JAN 2013 USD / JPY EX.RATE 0.0114155 WITH NORTHERN	2,398.34	9 Jan 13				0.00	2,398.34	2,398.34	0.00
FX DEAL TRANSACTED ON 09 MAY 2013 HKD / USD EX.RATE 7.7597 WITH NORTHERN TRUST	-565,383.98	9 May 13				0.00	-565,383.98	-565,383.98	0.00
FX DEAL TRANSACTED ON 09 MAY 2013 JPY / USD EX.RATE 99.273 WITH NORTHERN TRUST	-815,931.82	9 May 13				0.00	-815,931.82	-815,931.82	0.00
FX DEAL TRANSACTED ON 09 MAY 2013 USD / EUR EX.RATE 1.3025 WITH NORTHERN TRUST	58,976.38	9 May 13				0.00	58,976.38	58,976.38	0.00
FX DEAL TRANSACTED ON 09 MAY 2013 USD / JPY EX.RATE 0.0100725 WITH NORTHERN	845,719.16	9 May 13				0.00	845,719.16	845,719.16	0.00
FX DEAL TRANSACTED ON 10 JAN 2013 USD / JPY EX.RATE 0.0113327 WITH NORTHERN	454,589.00	10 Jan 13				0.00	454,589.00	454,589.00	0.00
FX DEAL TRANSACTED ON 10 MAY 2013 USD / JPY EX.RATE 0.0098522 WITH NORTHERN	50,285.18	10 May 13				0.00	50,285.18	50,285.18	0.00
FX DEAL TRANSACTED ON 11 JAN 2013 JPY / USD EX.RATE 88.198 WITH NORTHERN TRUST	-291,486.36	11 Jan 13				0.00	-291,486.36	-291,486.36	0.00
FX DEAL TRANSACTED ON 11 JAN 2013 USD / JPY EX.RATE 0.011207 WITH NORTHERN TRUST	379,677.50	11 Jan 13				0.00	379,677.50	379,677.50	0.00
FX DEAL TRANSACTED ON 11 JUN 2013 USD / HKD EX.RATE 0.128788 WITH NORTHERN TRUST	224,227.59	11 Jun 13				0.00	224,227.59	224,227.59	0.00
FX DEAL TRANSACTED ON 12 FEB 2013 JPY / USD EX.RATE 93.89 WITH NORTHERN TRUST	-383,427.42	12 Feb 13				0.00	-383,427.42	-383,427.42	0.00
FX DEAL TRANSACTED ON 12 FEB 2013 USD / JPY EX.RATE 0.0106496 WITH NORTHERN	780,581.79	12 Feb 13				0.00	780,581.79	780,581.79	0.00
FX DEAL TRANSACTED ON 12 JUN 2013 EUR / USD EX.RATE 0.7492882 WITH NORTHERN	-614,636.63	12 Jun 13				0.00	-614,636.63	-614,636.63	0.00
FX DEAL TRANSACTED ON 13 JUN 2013 EUR / USD EX.RATE 0.7511455 WITH NORTHERN	-1,792,166.40	13 Jun 13				0.00	-1,792,166.40	-1,792,166.40	0.00
FX DEAL TRANSACTED ON 13 JUN 2013 USD / EUR EX.RATE 1.33186 WITH NORTHERN TRUST	625,974.20	13 Jun 13				0.00	625,974.20	625,974.20	0.00

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Security Description / Asset ID	Shares/Par Value	Date	Acquisition Price	Disposition Price	Lease Rental	Expenses Incurred	Cost	Current Value on Transaction Date	Net Gain/Loss
NORTHERN TRUST COMPANY, CHICAGO									
FX DEAL TRANSACTED ON 13 MAY 2013 HKD / USD EX RATE 7.7612 WITH NORTHERN TRUST	-121,592.27	13 May 13				0.00	-121,592.27	-121,592.27	0.00
FX DEAL TRANSACTED ON 13 NOV 2013 USD / EUR EX RATE 1.3452 WITH NORTHERN TRUST	257,796.78	13 Nov 13				0.00	257,796.78	257,796.78	0.00
FX DEAL TRANSACTED ON 14 JUN 2013 HKD / USD EX RATE 7.7613 WITH NORTHERN TRUST	-773,334.97	14 Jun 13				0.00	-773,334.97	-773,334.97	0.00
FX DEAL TRANSACTED ON 14 JUN 2013 USD / EUR EX RATE 1.311 WITH NORTHERN TRUST	7,856.17	14 Jun 13				0.00	7,856.17	7,856.17	0.00
FX DEAL TRANSACTED ON 14 MAR 2013 USD / JPY EX RATE 0.0103756 WITH NORTHERN	416,941.77	14 Mar 13				0.00	416,941.77	416,941.77	0.00
FX DEAL TRANSACTED ON 14 NOV 2013 USD / EUR EX RATE 1.3471 WITH NORTHERN TRUST	2,612,667.00	14 Nov 13				0.00	2,612,667.00	2,612,667.00	0.00
FX DEAL TRANSACTED ON 15 MAR 2013 JPY / USD EX RATE 95.77 WITH NORTHERN TRUST	-1,378,302.18	15 Mar 13				0.00	-1,378,302.18	-1,378,302.18	0.00
FX DEAL TRANSACTED ON 15 MAR 2013 USD / JPY EX RATE 0.010433 WITH NORTHERN TRUST	1,564,317.09	15 Mar 13				0.00	1,564,317.09	1,564,317.09	0.00
FX DEAL TRANSACTED ON 15 MAY 2013 JPY / USD EX RATE 102.434 WITH NORTHERN TRUST	-370,970.58	15 May 13				0.00	-370,970.58	-370,970.58	0.00
FX DEAL TRANSACTED ON 15 OCT 2013 USD / BRL EX RATE 0.4575821 WITH NORTHERN	293,245.11	15 Oct 13				0.00	293,245.11	293,245.11	0.00
FX DEAL TRANSACTED ON 16 JUL 2013 USD / HKD EX RATE 0.1288813 WITH NORTHERN	4.52	16 Jul 13				0.00	4.52	4.52	0.00
FX DEAL TRANSACTED ON 16 SEP 2013 USD / EUR EX RATE 1.3337 WITH NORTHERN TRUST	1,328,177.44	16 Sep 13				0.00	1,328,177.44	1,328,177.44	0.00
FX DEAL TRANSACTED ON 16 SEP 2013 USD / HKD EX RATE 0.1289574 WITH NORTHERN	56,171.26	16 Sep 13				0.00	56,171.26	56,171.26	0.00
FX DEAL TRANSACTED ON 17 APR 2013 EUR / USD EX RATE 0.7666948 WITH NORTHERN	-1,457,703.61	17 Apr 13				0.00	-1,457,703.61	-1,457,703.61	0.00
FX DEAL TRANSACTED ON 17 APR 2013 USD / EUR EX RATE 1.30468 WITH NORTHERN TRUST	189,178.60	17 Apr 13				0.00	189,178.60	189,178.60	0.00

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Series of Non-Security Transactions with Same Party in Excess of 5%

Security Description / Asset ID	Shares/Par Value	Date	Acquisition Price	Disposition Price	Lease Rental	Expenses Incurred	Cost	Current Value on Transaction Date	Net Gain/Loss
NORTHERN TRUST COMPANY, CHICAGO									
FX DEAL TRANSACTED ON 17 JUN 2013 HKD / USD EX.RATE 7.7594 WITH NORTHERN TRUST	-446,804.35	17 Jun 13				0.00	-446,804.35	-446,804.35	0.00
FX DEAL TRANSACTED ON 18 MAR 2013 JPY / USD EX.RATE 94.97 WITH NORTHERN TRUST	-326,418.87	18 Mar 13				0.00	-326,418.87	-326,418.87	0.00
FX DEAL TRANSACTED ON 18 MAR 2013 USD / JPY EX.RATE 0.0105175 WITH NORTHERN	357,155.15	18 Mar 13				0.00	357,155.15	357,155.15	0.00
FX DEAL TRANSACTED ON 18 OCT 2013 USD / HKD EX.RATE 0.1289692 WITH NORTHERN	5.58	18 Oct 13				0.00	5.58	5.58	0.00
FX DEAL TRANSACTED ON 19 MAR 2013 JPY / USD EX.RATE 95.392 WITH NORTHERN TRUST	-101,685.68	19 Mar 13				0.00	-101,685.68	-101,685.68	0.00
FX DEAL TRANSACTED ON 19 MAR 2013 USD / JPY EX.RATE 0.0104778 WITH NORTHERN	66,199.78	19 Mar 13				0.00	66,199.78	66,199.78	0.00
FX DEAL TRANSACTED ON 20 FEB 2013 USD / EUR EX.RATE 1.334 WITH NORTHERN TRUST	1,032,485.20	20 Feb 13				0.00	1,032,485.20	1,032,485.20	0.00
FX DEAL TRANSACTED ON 22 FEB 2013 JPY / USD EX.RATE 93.37 WITH NORTHERN TRUST	-321,302.35	22 Feb 13				0.00	-321,302.35	-321,302.35	0.00
FX DEAL TRANSACTED ON 22 FEB 2013 USD / JPY EX.RATE 0.0107101 WITH NORTHERN	870,670.14	22 Feb 13				0.00	870,670.14	870,670.14	0.00
FX DEAL TRANSACTED ON 22 MAR 2013 HKD / USD EX.RATE 7.763 WITH NORTHERN TRUST	-2,505,035.42	22 Mar 13				0.00	-2,505,035.42	-2,505,035.42	0.00
FX DEAL TRANSACTED ON 24 MAY 2013 USD / EUR EX.RATE 1.2919 WITH NORTHERN TRUST	101,932.52	24 May 13				0.00	101,932.52	101,932.52	0.00
FX DEAL TRANSACTED ON 24 OCT 2013 USD / HKD EX.RATE 0.128979 WITH NORTHERN TRUST	17,736.52	24 Oct 13				0.00	17,736.52	17,736.52	0.00
FX DEAL TRANSACTED ON 25 JAN 2013 USD / EUR EX.RATE 1.3445 WITH NORTHERN TRUST	38,802.27	25 Jan 13				0.00	38,802.27	38,802.27	0.00
FX DEAL TRANSACTED ON 25 JUN 2013 USD / JPY EX.RATE 0.0102249 WITH NORTHERN	51,705.26	25 Jun 13				0.00	51,705.26	51,705.26	0.00
FX DEAL TRANSACTED ON 25 SEP 2013 USD / EUR EX.RATE 1.3528 WITH NORTHERN TRUST	2,022,766.98	25 Sep 13				0.00	2,022,766.98	2,022,766.98	0.00

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Series of Non-Security Transactions with Same Party in Excess of 5%

Security Description / Asset ID	Shares/Par Value	Date	Acquisition Price	Disposition Price	Lease Rental	Expenses Incurred	Cost	Current Value on Transaction Date	Net Gain/Loss
NORTHERN TRUST COMPANY, CHICAGO									
FX DEAL TRANSACTED ON 26 DEC 2013 USD / CAD EX.RATE 0.9397613 WITH NORTHERN	15,186.54	26 Dec 13				0.00	15,186.54	15,186.54	0.00
FX DEAL TRANSACTED ON 26 MAR 2013 JPY / USD EX.RATE 94.269 WITH NORTHERN TRUST	-668,300.29	26 Mar 13				0.00	-668,300.29	-668,300.29	0.00
FX DEAL TRANSACTED ON 26 MAR 2013 USD / JPY EX.RATE 0.0106033 WITH NORTHERN	519,536.18	26 Mar 13				0.00	519,536.18	519,536.18	0.00
FX DEAL TRANSACTED ON 27 FEB 2013 JPY / USD EX.RATE 91.26 WITH NORTHERN TRUST	-6,991,014.68	27 Feb 13				0.00	-6,991,014.68	-6,991,014.68	0.00
FX DEAL TRANSACTED ON 27 FEB 2013 USD / JPY EX.RATE 0.010965 WITH NORTHERN TRUST	6,929,900.55	27 Feb 13				0.00	6,929,900.55	6,929,900.55	0.00
FX DEAL TRANSACTED ON 29 JAN 2013 CAD / USD EX.RATE 1.0025 WITH NORTHERN TRUST	-48.49	29 Jan 13				0.00	-48.49	-48.49	0.00
FX DEAL TRANSACTED ON 29 MAR 2013 USD / JPY EX.RATE 0.0106236 WITH NORTHERN	18,032.01	29 Mar 13				0.00	18,032.01	18,032.01	0.00
FX DEAL TRANSACTED ON 29 MAY 2013 JPY / USD EX.RATE 101.35 WITH NORTHERN TRUST	-2,099,654.66	29 May 13				0.00	-2,099,654.66	-2,099,654.66	0.00
FX DEAL TRANSACTED ON 29 MAY 2013 USD / JPY EX.RATE 0.0098712 WITH NORTHERN	2,112,432.75	29 May 13				0.00	2,112,432.75	2,112,432.75	0.00
Total NORTHERN TRUST COMPANY, CHICAGO							.000.00	265,080.84	265,080.84

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Account number 7191 IN
Account Name CONSOLIDATES

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Series of Transactions by Issue in Excess of 5%

Security Description / Asset ID	Number of Transactions	Transaction Aggregate Acquisition Price	Disposition Price	Lease Rental	Expenses Incurred	Cost of Asset	Current Value of Asset on Transaction
CF BLACKROCK DEBT INDEX NL FD CUSIP: 177996246	4		111,500,000.00		0.00	97,694,115.08	111,500,000.00
GANNETT CENTRALIZED CASH MANAGEMENT- CUSIP: 344997926	620	718,962,580.04			0.00	718,962,580.04	718,962,580.04
MFO JPMORGAN TR II U S GOVT MONEY MKT FD CAP CL CUSIP: 4812C0670	581		740,666,187.72		0.00	740,666,187.72	740,666,187.72
	137	458,955,832.16			0.00	458,955,832.16	458,955,832.16
MFO PIMCO UNCONSTRAINED BD-INS CUSIP: 72201M487	127		422,001,891.53		0.00	422,001,891.53	422,001,891.53
	9	163,736,960.81			0.00	163,736,960.81	163,736,960.81
NTGI COLTV GOVT STIF REGI STERED CUSIP: 195998BD0	4		38,000,000.00		0.00	38,283,515.06	38,000,000.00
	173	80,739,681.19			0.00	80,739,681.19	80,739,681.19
	95		93,004,821.60		0.00	93,004,821.60	93,004,821.60

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