

## Form 10-Q

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the quarterly period ended: **June 30, 2015**  
OR  
 TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
Commission file no. **1-33741**



# A. H. BELO CORPORATION

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**38-3765318**

(I.R.S. Employer Identification No.)

**P. O. Box 224866, Dallas, Texas 75222-4866**

**(214) 977-8200**

(Address of principal executive offices, including zip code)

(Registrant's telephone number, including area code)

Former name, former address and former fiscal year, if changed since last report.

**None**

Indicate by check mark whether registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer:

Accelerated filer:

Non-accelerated filer:

Smaller reporting company:

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest possible date.

Class	Outstanding at July 24, 2015
<b>Common Stock, \$.01 par value</b>	<b>21,680,077</b>

Total Common Stock consists of 19,292,128 shares of Series A Common Stock and 2,387,949 shares of Series B Common Stock.

**A. H. BELO CORPORATION**  
**FORM 10-Q**  
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## PART I

### Item 1. Financial Information

#### A. H. Belo Corporation and Subsidiaries Condensed Consolidated Statements of Operations

In thousands, except share and per share amounts (unaudited)	<i>Three Months Ended June 30,</i>		<i>Six Months Ended June 30,</i>	
	<i>2015</i>	<i>2014</i>	<i>2015</i>	<i>2014</i>
<b>Net Operating Revenue</b>				
Advertising and marketing services	\$ 38,266	\$ 40,251	\$ 75,097	\$ 77,977
Circulation	20,816	21,227	41,854	42,239
Printing, distribution and other	7,594	7,783	15,161	13,437
Total net operating revenue	66,676	69,261	132,112	133,653
<b>Operating Costs and Expense</b>				
Employee compensation and benefits	25,105	25,722	52,608	53,886
Other production, distribution and operating costs	31,015	29,640	62,475	58,084
Newsprint, ink and other supplies	7,843	8,114	16,009	16,102
Depreciation	2,875	3,348	5,915	6,758
Amortization	373	30	746	60
Total operating costs and expense	67,211	66,854	137,753	134,890
Operating income (loss)	(535)	2,407	(5,641)	(1,237)
<b>Other Income (Expense), Net</b>				
Gains on equity method investments, net	690	18,567	276	18,159
Other income (loss), net	(532)	141	(423)	258
Total other income (expense), net	158	18,708	(147)	18,417
<b>Income (Loss) from Continuing Operations Before Income Taxes</b>				
Income tax provision (benefit)	(377)	21,115	(5,788)	17,180
<b>Income (Loss) from Continuing Operations</b>				
Income from discontinued operations	317	1,428	(5,413)	2,319
<b>Income (Loss) from Continuing Operations</b>				
Income from discontinued operations	(694)	19,687	(375)	14,861
Income (Loss) related to the divestiture of discontinued operations, net	—	2,146	—	3,123
Tax expense from discontinued operations	2	153	(10)	(25)
Tax expense from discontinued operations	—	30	—	46
<b>Gain (Loss) from Discontinued Operations, Net</b>				
Gain (Loss) from Discontinued Operations, Net	2	2,269	(10)	3,052
<b>Net Income (Loss)</b>				
Net loss attributable to noncontrolling interests	(692)	21,956	(385)	17,913
Net loss attributable to noncontrolling interests	(100)	(24)	(156)	(30)
<b>Net Income (Loss) Attributable to A. H. Belo Corporation</b>				
Net Income (Loss) Attributable to A. H. Belo Corporation	\$ (592)	\$ 21,980	\$ (229)	\$ 17,943
<b>Per Share Basis</b>				
<b>Basic</b>				
Continuing operations	\$ (0.03)	\$ 0.86	\$ (0.01)	\$ 0.64
Discontinued operations	—	0.10	—	0.14
Net income (loss) attributable to A. H. Belo Corporation	\$ (0.03)	\$ 0.96	\$ (0.01)	\$ 0.78
<b>Diluted</b>				
Continuing operations	\$ (0.03)	\$ 0.85	\$ (0.01)	\$ 0.64
Discontinued operations	—	0.10	—	0.14
Net income (loss) attributable to A. H. Belo Corporation	\$ (0.03)	\$ 0.95	\$ (0.01)	\$ 0.78
<b>Weighted average shares outstanding</b>				
Basic	21,747,635	22,014,125	21,758,382	21,946,256
Diluted	21,747,635	22,121,695	21,758,382	22,064,339

See accompanying Notes to Condensed Consolidated Financial Statements.

**A. H. Belo Corporation and Subsidiaries**  
**Condensed Consolidated Statements of Comprehensive Income (Loss)**

In thousands (unaudited)	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
<b>Net Income (Loss)</b>	\$ (692)	\$ 21,956	\$ (385)	\$ 17,913
<b>Other Comprehensive Income (Loss), Net of Tax:</b>				
Amortization of net actuarial gains (losses)	313	(174)	625	(347)
Total other comprehensive income (loss)	313	(174)	625	(347)
<b>Comprehensive Income (Loss)</b>	(379)	21,782	240	17,566
Comprehensive loss attributable to noncontrolling interests	(100)	(24)	(156)	(30)
<b>Total Comprehensive Income (Loss) Attributable to A. H. Belo Corporation</b>	<u>\$ (279)</u>	<u>\$ 21,806</u>	<u>\$ 396</u>	<u>\$ 17,596</u>

See accompanying Notes to Condensed Consolidated Financial Statements.

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**A. H. Belo Corporation and Subsidiaries**  
**Condensed Consolidated Balance Sheets**

<b>In thousands, except share amounts (unaudited)</b>	<b>June 30,</b>	<b>December 31,</b>
	<b>2015</b>	<b>2014</b>
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 84,061	\$ 158,171
Accounts receivable (net of allowance of \$1,435 and \$1,262 at June 30, 2015 and December 31, 2014, respectively)	32,249	34,396
Inventories	3,903	4,901
Prepays and other current assets	11,063	8,422
Deferred income taxes, net	14	—
Assets of discontinued operations	253	565
<b>Total current assets</b>	<b>131,543</b>	<b>206,455</b>
Property, plant and equipment, at cost	443,377	472,186
Less accumulated depreciation	(391,343)	(410,597)
Property, plant and equipment, net	52,034	61,589
Intangible assets, net	11,900	656
Goodwill	34,085	24,582
Investments	2,302	2,572
Other assets	3,236	2,893
<b>Total assets</b>	<b>\$ 235,100</b>	<b>\$ 298,747</b>
<b>Liabilities and Shareholders' Equity</b>		
Current liabilities:		
Accounts payable	\$ 13,769	\$ 12,904
Accrued compensation and benefits	7,666	8,233
Dividends payable	—	50,148
Other accrued expense	4,703	13,684
Advance subscription payments	15,429	15,894
Liabilities of discontinued operations	85	543
<b>Total current liabilities</b>	<b>41,652</b>	<b>101,406</b>
Long-term pension liabilities	62,923	65,859
Other post-employment benefits	2,525	2,656
Deferred income taxes, net	976	530
Other liabilities	1,821	2,277
<b>Total liabilities</b>	<b>109,897</b>	<b>172,728</b>
Noncontrolling interests - redeemable	1,263	—
Shareholders' equity:		
Preferred stock, \$.01 par value; Authorized 2,000,000 shares; none issued	—	—
Common stock, \$.01 par value; Authorized 125,000,000 shares		
Series A: issued 20,514,806 and 20,341,501 shares at June 30, 2015 and December 31, 2014, respectively	205	203
Series B: issued 2,388,029 and 2,388,237 shares at June 30, 2015 and December 31, 2014, respectively	24	24
Treasury stock, Series A, at cost; 1,189,119 and 944,636 shares held at June 30, 2015 and December 31, 2014, respectively	(10,034)	(8,087)
Additional paid-in capital	500,386	499,320
Accumulated other comprehensive loss	(56,742)	(57,367)
Accumulated deficit	(312,103)	(308,330)
<b>Total shareholders' equity attributable to A. H. Belo Corporation</b>	<b>121,736</b>	<b>125,763</b>
Noncontrolling interests	2,204	256
<b>Total shareholders' equity</b>	<b>123,940</b>	<b>126,019</b>
<b>Total liabilities and shareholders' equity</b>	<b>\$ 235,100</b>	<b>\$ 298,747</b>

See accompanying Notes to Condensed Consolidated Financial Statements.

**A. H. Belo Corporation and Subsidiaries**  
**Condensed Consolidated Statements of Shareholders' Equity**

<i>In thousands, except share amounts (unaudited)</i>	Common Stock			Additional Paid-in Capital	Treasury Stock		Accumulated Other Comprehensive Loss	Accumulated Deficit	Non- controlling Interests	Total
	Shares Series A	Shares Series B	Amount		Shares Series A	Amount				
<b>Balance at December 31, 2013</b>	19,931,599	2,397,155	\$ 223	\$ 496,682	(495,200)	\$ (3,113)	\$ (15,093)	\$ (310,099)	\$ 176	\$ 168,776
Net income (loss)	—	—	—	—	—	—	—	17,943	(30)	17,913
Other comprehensive loss	—	—	—	—	—	—	(347)	—	—	(347)
Treasury stock purchases	—	—	—	—	(200,085)	(2,118)	—	—	—	(2,118)
Issuance of shares for restricted stock units	205,352	—	2	(2)	—	—	—	—	—	—
Issuance of shares for stock option exercises	151,312	—	2	732	—	—	—	—	—	734
Income tax expense on options and RSUs	—	—	—	844	—	—	—	—	—	844
Share-based compensation	—	—	—	634	—	—	—	—	—	634
Conversion of Series B to Series A	8,551	(8,551)	—	—	—	—	—	—	—	—
Dividends	—	—	—	—	—	—	—	(37,429)	—	(37,429)
<b>Balance at June 30, 2014</b>	<b>20,296,814</b>	<b>2,388,604</b>	<b>\$ 227</b>	<b>\$ 498,890</b>	<b>(695,285)</b>	<b>\$ (5,231)</b>	<b>\$ (15,440)</b>	<b>\$ (329,585)</b>	<b>\$ 328</b>	<b>\$ 149,189</b>
<b>Balance at December 31, 2014</b>	<b>20,341,501</b>	<b>2,388,237</b>	<b>\$ 227</b>	<b>\$ 499,320</b>	<b>(944,636)</b>	<b>\$ (8,087)</b>	<b>\$ (57,367)</b>	<b>\$ (308,330)</b>	<b>\$ 256</b>	<b>\$ 126,019</b>
Net loss	—	—	—	—	—	—	—	(229)	(156)	(385)
Other comprehensive income	—	—	—	—	—	—	625	—	—	625
Capital contributions by noncontrolling interests	—	—	—	—	—	—	—	—	2,104	2,104
Treasury stock purchases	—	—	—	—	(244,483)	(1,947)	—	—	—	(1,947)
Issuance of shares for restricted stock units	155,097	—	2	(2)	—	—	—	—	—	—
Issuance of shares for stock option exercises	18,000	—	—	71	—	—	—	—	—	71
Income tax benefit on options and RSUs	—	—	—	546	—	—	—	—	—	546
Share-based compensation	—	—	—	451	—	—	—	—	—	451
Conversion of Series B to Series A	208	(208)	—	—	—	—	—	—	—	—
Dividends	—	—	—	—	—	—	—	(3,544)	—	(3,544)
<b>Balance at June 30, 2015</b>	<b>20,514,806</b>	<b>2,388,029</b>	<b>\$ 229</b>	<b>\$ 500,386</b>	<b>(1,189,119)</b>	<b>\$ (10,034)</b>	<b>\$ (56,742)</b>	<b>\$ (312,103)</b>	<b>\$ 2,204</b>	<b>\$ 123,940</b>

See accompanying Notes to Condensed Consolidated Financial Statements.

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**A. H. Belo Corporation and Subsidiaries**  
**Condensed Consolidated Statements of Cash Flows**

In thousands (unaudited)	<i>Six Months Ended June 30,</i>	
	2015	2014
<b>Operating Activities</b>		
Net Income (Loss)	\$ (385)	\$ 17,913
Adjustments to reconcile net income (loss) to net cash (used for) provided by operations:		
Net (income) loss from discontinued operations	10	(3,052)
Depreciation and amortization	6,661	6,818
Net periodic benefit and contributions related to employee benefit plans	(2,283)	(6,260)
Equity method investment losses	770	(19,065)
Share-based compensation	451	592
Deferred income taxes	(3,738)	933
Gain on investment related activity, net	(1,046)	934
Loss on disposal of fixed assets	665	—
Other operating activities	—	(566)
Changes in working capital and other operating assets and liabilities, net	(9,809)	(4,390)
Net cash used for continuing operations	(8,704)	(6,143)
Net cash (used for) provided by discontinued operations	(156)	8,260
Net cash (used for) provided by operating activities	(8,860)	2,117
<b>Investing Activities</b>		
Acquisitions	(14,111)	—
Proceeds from the sale or disposal of fixed assets	6,011	—
Capital expenditures, net	(2,674)	(2,717)
Other investment related proceeds	1,046	18,861
Purchase of investments	(500)	(2,098)
Net cash (used for) provided by continuing investing activities	(10,228)	14,046
Net cash used for discontinued investing activities	—	(633)
Net cash (used for) provided by investing activities	(10,228)	13,413
<b>Financing Activities</b>		
Dividends paid	(53,692)	(37,429)
Purchase of treasury stock	(1,947)	(2,118)
Net proceeds from exercise of stock options	71	734
Income tax benefit on options and RSUs	546	844
Net cash used for financing activities	(55,022)	(37,969)
Net decrease in cash and cash equivalents	(74,110)	(22,439)
Cash and cash equivalents at beginning of period	158,171	82,193
Cash and cash equivalents at end of period	\$ 84,061	\$ 59,754
<b>Supplemental Disclosures</b>		
Income tax paid, net of refunds	\$ 8,918	\$ —
Noncash investing and financing activities:		
Noncash contributions by noncontrolling interests	\$ 3,367	\$ —
Impairment of equity method investment	\$ —	\$ 934

See accompanying Notes to Condensed Consolidated Financial Statements.

**A. H. Belo Corporation and Subsidiaries**  
**Notes to Condensed Consolidated Financial Statements**

**Note 1: Summary of Significant Accounting Policies**

**Description of Business.** A. H. Belo Corporation and subsidiaries (“A. H. Belo” or the “Company”), headquartered in Dallas, Texas, is a leading local news and information publishing company with commercial printing, distribution and direct mail capabilities, as well as expertise in emerging media and marketing services. With a continued focus on extending the Company’s media platform, A. H. Belo is able to deliver news and information in innovative ways to a broad spectrum of audiences with diverse interests and lifestyles.

The Company publishes *The Dallas Morning News* ([www.dallasnews.com](http://www.dallasnews.com)), Texas’ leading newspaper and winner of nine Pulitzer Prizes; the *Denton Record-Chronicle* ([www.dentonrc.com](http://www.dentonrc.com)), a daily newspaper operating in Denton, Texas, and various niche publications targeting specific audiences. A. H. Belo also offers digital and other business marketing solutions as well as event marketing.

**Basis of Presentation.** These consolidated financial statements include the accounts of A. H. Belo and its subsidiaries. The Company follows the guidance set by the Financial Accounting Standards Board (“FASB”) or other authoritative accounting standards-setting bodies. Under Accounting Standards Codification (“ASC”) 810 – *Consolidation*, the Company determines whether subsidiaries, joint ventures, partnerships and other arrangements should be consolidated. Transactions between the consolidated companies are eliminated and noncontrolling interests in less than wholly-owned subsidiaries are reflected in the consolidated financial statements. The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates. In the opinion of management, all adjustments considered necessary for a fair presentation are included. All dollar amounts are presented in thousands, except per share amounts, unless the context requires otherwise.

Presentation of current and prior period amounts in the consolidated financial statements and notes thereto reflect continuing operations of the Company, unless otherwise noted. Amounts presented for 2014 are exclusive of results related to discontinued operations as well as prior year results of businesses subsequently acquired in 2015.

**New Accounting Pronouncements.** The FASB issued the following Accounting Standards Updates (“ASU”) which could have potential impact to the Company’s financial statements:

ASU 2014-09, *Revenue from Contracts with Customers (Topic 606)*. This guidance generally clarifies the principles for recognizing revenue and develops a common revenue standard for GAAP and International Financial Reporting Standards. The standard outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes the most current revenue recognition guidance. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The update is effective for fiscal years and interim periods beginning after December 15, 2016, and interim periods in those years. In the second quarter of 2015, the FASB deferred the effective date of the standard by one year to December 15, 2017. The Company is currently evaluating the impact this update will have on its recognition and presentation of revenues within the consolidated statements of operations.

ASU 2014-15, *Presentation of Financial Statements - Going Concern (Subtopic 205-40)*. This standard provides guidance around management’s responsibility to evaluate whether there is substantial doubt about an entity’s ability to continue as a going concern and to provide related disclosures. The new standard is effective for fiscal years and interim periods beginning after December 15, 2016. Early adoption is permitted. The Company does not anticipate the adoption of this standard to have a material impact on the presentation of the consolidated financial statements or disclosures.

ASU 2015-02, *Consolidation (Topic 810)*. This update modifies requirements for consolidating certain legal entities. The standard removes the previous presumption that a general partner controls a limited partnership, revises when fees paid to a decision maker or service provider are a variable interest, and places additional emphasis on risk of loss in determining a controlling financial interest. The standard is effective for fiscal years and interim periods beginning after December 15, 2015, with early adoption permitted. The Company is currently evaluating the impact this update will have on its consolidation of legal entities within the consolidated financial statements.



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ASU 2015-04, *Practical Expedient for the Measurement Date of an Employer's Defined Benefit Obligation and Plan Assets (ASC 715)* This update provides clarification on the accounting for contributions to a defined benefit plan and significant events requiring remeasurement, such as settlements or curtailments, that occur during the period between a month-end measurement date and the employers' fiscal year-end. The standard is effective for fiscal years and interim periods beginning after December 15, 2015. The Company is currently evaluating the impact this update will have on the consolidated financial statements and related disclosures.

ASU 2015-05, *Goodwill and Other - Internal-Use Software (Subtopic 350-40)*. This update clarifies requirements for a customer's accounting for fees paid in a cloud computing arrangement. The standard stipulates that if a cloud computing arrangement includes a software license, then the customer should account for the software license element of the arrangement consistent with the acquisition of other software licenses. If a cloud computing arrangement does not include a software license, the customer should account for the arrangement as a service contract. The standard is effective for fiscal years and interim periods beginning after December 15, 2015, with early adoption permitted. The Company must elect to adopt either retrospectively or prospectively. The Company is currently evaluating the impact this update will have on the consolidated financial statements and related disclosures.

**Note 2: Acquisitions**

On January 2, 2015, the Company acquired an 80 percent voting interest in DMV Digital Holdings Company, Inc. ("DMV") which holds all outstanding ownership interests of three Dallas-based businesses, Distribion, Inc., Vertical Nerve, Inc. and CDFX, LLC (d/b/a MarketingFX). These businesses specialize in marketing automation, search engine marketing, direct mail and promotional products, respectively. This acquisition complements and expands the product and service offerings currently available to A. H. Belo clients, thereby strengthening the Company's diversified product portfolio and allowing for greater penetration in a competitive advertising market.

The Company's interest in DMV was acquired for a cash purchase price of \$14,111, net of \$152 cash acquired. Transaction costs related to the purchase were a component of Other production, distribution and operating costs and totaled \$1,287, of which \$725 were incurred in 2015. The estimated fair value of the acquired businesses totals \$17,478, of which \$3,495 is attributable to noncontrolling interests. Approximately \$693 of goodwill acquired is expected to be deductible for tax purposes. As further discussed in Note 11 – Contingencies, the contribution agreement included provisions for two pro-rata dividends and an embedded put arrangement with certain noncontrolling shareholders of DMV. The Company is in the process of finalizing the business valuation and its allocation to underlying assets and liabilities. The preliminary allocation of the purchase price, which is subject to adjustment upon finalization, is summarized as follows:

	<i>Estimated Fair Value</i>
Working capital, net of acquired cash	\$ (79)
Property, plant and equipment	57
Other intangible assets	11,990
Goodwill	9,503
Deferred income tax liabilities	(3,993)
	<u>\$ 17,478</u>

Operating results of the businesses acquired have been included in the Condensed Consolidated Statements of Operations from the acquisition date forward. Revenue from marketing services is recognized at the time services are delivered. For arrangements that include multiple deliverables, revenue and upfront fees are allocated to each unit of accounting based on their relative selling prices. For the three and six months ended June 30, 2015, operating results include \$1,896 and \$3,754 of net operating revenue and a pretax loss of \$111 and \$243 before adjusting for noncontrolling interests, respectively. Pro forma results of the Company, assuming the acquisition had occurred at the beginning of each period presented, would not be materially different from the results reported.

### Note 3: Discontinued Operations and Sales of Assets

**Discontinued Operations.** On September 3, 2014, The Providence Journal Company, a wholly-owned subsidiary of the Company, completed a transaction for the (i) sale of substantially all of the assets comprising the newspaper operations of *The Providence Journal* and related real property located in Providence, Rhode Island, and (ii) assumption of certain liabilities by LMG Rhode Island Holdings, Inc. (“LMG”), a subsidiary of New Media Investment Group Inc. On November 21, 2013, the Company completed the sale of the newspaper operations of *The Press-Enterprise*, including the production facility and related land, to Freedom Communications, Inc. (“Freedom Communications”) under a definitive asset purchase agreement.

Upon completion of these divestitures, the Company no longer owns newspaper operations in Providence, Rhode Island or Riverside, California. The Company continues to hold and market for sale certain land in Providence, Rhode Island. The Company also retains the obligation for the A. H. Belo Pension Plan II, which provides benefits to employees of The Providence Journal Company.

As a result of the above transactions, the activity and balances of *The Providence Journal* and *The Press-Enterprise* are presented as discontinued operations. During the three and six months ended June 30, 2014, income from discontinued operations included revenues of \$22,318 and \$43,512, respectively, and expenses of \$20,172 and \$40,389, respectively, related to *The Providence Journal*. The Company adjusted the gain on the sale of *The Providence Journal* in the three and six months ended June 30, 2015, by \$2 and \$(10), respectively, and *The Press-Enterprise* in the three and six months ended June 30, 2014, by \$153 and \$(25), respectively. As of June 30, 2015, the remaining assets and liabilities of discontinued operations were \$253 and \$85, respectively.

**Other Dispositions.** On June 19, 2015, the Company completed the sale of the land and building which served as the administrative headquarters of *The Providence Journal*. Net proceeds of \$6,119 were received in the second quarter of 2015, upon closing of the transaction, generating a loss of approximately \$292. Also during the second quarter of 2015, the Company demolished the existing structures on another owned property in Providence, Rhode Island generating a loss of \$412.

### Note 4: Goodwill and Intangible Assets

As presented in Note 2 – Acquisitions, the Company acquired \$9,503 of goodwill and \$11,990 of definite-lived intangible assets in connection with its acquisition of DMV. Amortization expense of \$283 and \$566 was recorded for the three and six months ended June 30, 2015, respectively. The identification, valuation and amortization of these assets is not complete and subject to adjustment upon finalization. The definite-lived intangible assets are presented below as Other intangible assets, gross.

The Company also records goodwill and intangible assets from its previous acquisitions. The carrying value of goodwill, exclusive of DMV, was \$24,582 at June 30, 2015 and December 31, 2014. Definite-lived intangible assets recorded from previous acquisitions consist of customer relationships, amortized over an estimated useful life of three years. Amortization expense related to customer relationships from previous acquisitions was \$90 and \$180 for the three and six months ended June 30, 2015 and \$30 and \$60 for the three and six months ended June 30, 2014, respectively.

The carrying value of definite-lived intangible assets is set forth in the table below.

	<u>June 30,</u> <u>2015</u>	<u>December 31,</u> <u>2014</u>
Customer relationships, gross	\$ 975	\$ 975
Other intangible assets, gross	11,990	—
Finite-lived intangible assets, gross	12,965	975
Accumulated amortization	(1,065)	(319)
Finite-lived intangible assets, net	<u>\$ 11,900</u>	<u>\$ 656</u>

**Note 5: Investments**

The Company owns investment interests in various entities which are recorded under the equity method or cost method of accounting, or consolidated if the Company holds a controlling financial interest. Under the equity method, the Company records its share of the investee's earnings or losses each period as a component of other income, net, in the consolidated statements of operations. Under the cost method, the Company records earnings or losses when such amounts are realized. The Company evaluates the recoverability of its investments each period and estimates the fair value of its investments if identified events or circumstances indicate a significant adverse effect on the carrying value. Net gains on equity method investments were \$690 and \$18,567 for the three months ended June 30, 2015 and 2014, respectively, and \$276 and \$18,159 for the six months ended June 30, 2015 and 2014, respectively. The table below sets forth the Company's investments.

	<u>June 30,</u> <u>2015</u>	<u>December 31,</u> <u>2014</u>
Equity method investments	\$ 870	\$ 1,640
Cost method investments	1,432	932
Total investments	<u>\$ 2,302</u>	<u>\$ 2,572</u>

**Equity method investments.** Investments recorded under the equity method of accounting include the following:

Wanderful Media, LLC ("Wanderful") – The Company owns a 13.0 percent interest in Wanderful, which operates *FindnSave.com*, a digital shopping platform where consumers can find national and local retail goods and services for sale. This platform combines local media participation with advanced search and database technology to allow consumers to view local advertised offers and online sales circulars or search for an item and receive a list of local advertisers and the price and terms offered for the searched item. It also utilizes location-based technology and incentives to drive consumers to retailer locations.

In the first quarter of 2014, the Company determined that an other-than-temporary decline occurred in the value of its investment in Wanderful Media after evaluating the estimated fair value of the investee as determined by an independent valuation specialist, which resulted in an impairment charge of \$934 in the first quarter. The Company attributes the impairment primarily to a decline in business related to Wanderful Media's legacy products. An additional contribution of \$1,909 was made in the second quarter of 2014 to provide capital for development of new product offerings as Wanderful Media establishes its market presence.

Classified Ventures, LLC ("Classified Ventures") – The Company owned a 3.3 percent interest in Classified Ventures through its sale date on October 1, 2014. The principal business of Classified Ventures is the operation of *cars.com*. On October 1, 2014, the Company completed a transaction with Gannett Co. Inc. and other unit holders of Classified Ventures whereby Gannett acquired all membership interests from the unit holders of Classified Ventures. Proceeds of \$965 and \$1,046 were received in the three and six months ended June 30, 2015, respectively, representing an adjustment to the sale price and increasing the gain on the transaction. As of June 30, 2015, a receivable of \$3,280 was recorded for additional proceeds related to the sale of Classified Ventures which are expected to be received by the end of the third quarter of 2015.

**Consolidated investments.** The Company consolidates the following investments in which it has a controlling financial interest:

- Your Speakeasy, LLC ("Speakeasy") - 70.0 percent ownership - targets middle-market business customers and provides turnkey social media account management and content development services.
- Untapped Festivals, LLC ("Untapped") - 51.0 percent ownership - hosts events providing craft beer and entertainment events across major Texas cities.
- DMV Digital Holdings Company, Inc. - 80.0 percent ownership - specializes in marketing automation, search engine marketing, direct mail and promotional products.

**Note 6: Long-term Incentive Plans**

A. H. Belo sponsors a long-term incentive plan under which 8,000,000 common shares were authorized for equity based awards. Awards may be granted to A. H. Belo employees and outside directors in the form of non-qualified stock options, incentive stock options, restricted shares, RSUs, performance shares, performance units or stock appreciation rights. In addition, stock options may be accompanied by full and limited stock appreciation rights. Rights and limited stock appreciation rights may also be issued without accompanying stock options.

**Stock Options.**

The table below sets forth a summary of stock option activity under its long-term incentive plan.

	Number of Options	Weighted-Average Exercise Price
<b>Outstanding at December 31, 2014</b>	432,723	\$ 13.15
Exercised	(18,000)	3.95
Canceled	(40,572)	23.41
<b>Outstanding at June 30, 2015</b>	<u>374,151</u>	<u>\$ 12.48</u>

In the three months ended June 30, 2015, no options were exercised. In the three months ended June 30, 2014, the intrinsic value of options exercised was \$84 and the intrinsic value of options exercised in the six months ended June 30, 2015 and 2014, was \$100 and \$897, respectively. The intrinsic value of outstanding options at June 30, 2015 was \$336. The vested and exercisable weighted average remaining contractual term of stock options outstanding as of June 30, 2015, was 2.0 years. The expense associated with all outstanding options was fully recognized in prior years.

**Restricted Stock Units.** Under A. H. Belo's long-term incentive plan, the Company's board of directors periodically awards RSUs. The RSUs have service and/or performance conditions and vest over a period of up to three years. Vested RSUs are redeemed 60 percent in A. H. Belo Series A common stock and 40 percent in cash. As of June 30, 2015, the liability for the portion of the award to be redeemed in cash was \$564. The table below sets forth a summary of RSU activity under its long-term incentive plan.

	Total RSUs	Issuance of Common Stock	RSUs Redeemed in Cash	Cash Payments at Closing Price of Stock	Weighted- Average Price on Date of Grant
<b>Non-vested at December 31, 2014</b>	501,158				\$ 6.81
Granted	134,812				7.66
Vested	(258,502)	155,097	103,405	\$ 821	5.81
Canceled	(48,239)				7.47
<b>Non-vested at June 30, 2015</b>	<u>329,229</u>				<u>\$ 7.85</u>

**Compensation Expense.** A. H. Belo recognizes compensation expense for RSUs issued to its employees and directors under its long-term incentive plan over the vesting period of the award, as set forth in the table below.

	RSUs Redeemable in Stock	RSUs Redeemable in Cash	Total RSU Awards Expense
Three months ended June 30,			
2015	\$ 80	\$ (299)	\$ (219)
2014	105	150	255
Six months ended June 30,			
2015	\$ 451	\$ (367)	\$ 84
2014	592	1,333	1,925

#### Note 7: Income Taxes

Income taxes are recorded using the asset and liability method. The provision for taxes reflects the Company's estimate of the effective tax rate expected to be applied for the full fiscal year, adjusted for any discrete transactions which are reported in the period in which they occur. The estimated effective tax rate is re-evaluated each quarter based on the Company's estimated tax expense for the year. If a reliable estimate cannot be made of the annual effective tax rate, which could be caused by the significant variability in rates when marginal earnings are expected for the year and significant permanent or temporary differences exist, a discrete tax rate is calculated for the period.

The Company recognized income tax provision (benefit) from continuing operations of \$317 and \$1,428 for the three months ended June 30, 2015 and 2014, respectively, and \$(5,413) and \$2,319 for the six months ended June 30, 2015 and 2014, respectively. Effective income tax rates from continuing operations were 93.5 percent and 13.5 percent for 2015 and 2014, respectively. The effective tax rate is affected by recurring items such as tax rates and income in jurisdictions which we expect to be fairly consistent in the near term. Tax benefit for the six months ended June 30, 2015, reflected a reduction in the valuation allowance for deferred tax assets of \$3,993 as a result of DMV acquisition-date deferred tax liabilities assumed. Tax provision for the three and six months ended June 30, 2014, was primarily attributable to state income tax expense and changes in the valuation allowance on deferred tax assets.

#### Note 8: Pension and Other Retirement Plans

**Defined Benefit Plans.** The Company sponsors two defined benefit pension plans, the A. H. Belo Pension Plans I and II (collectively the "A. H. Belo Pension Plans"). A. H. Belo Pension Plan I provides benefits to certain employees primarily employed with *The Dallas Morning News* or the A. H. Belo corporate offices. A. H. Belo Pension Plan II provides benefits to certain employees of The Providence Journal Company, the obligation for which was retained by the Company in the sale transaction of the newspaper operations of *The Providence Journal*. No additional benefits are accruing under the A. H. Belo Pension Plans, as future benefits were frozen prior to the plans' effective date.

During the three and six months ended June 30, 2014, the Company made required contributions of \$2,186 and \$4,126, respectively, to the A. H. Belo Pension Plans. No contributions are required to the A. H. Belo Pension Plans in 2015. Management believes the assumed rate of return on the plans' assets of 6.5 percent continues to be appropriate.

*Net Periodic Pension Benefit*

The Company estimates net periodic pension expense or benefit based on the expected return on plan assets, the interest on projected pension obligations and the amortization of actuarial gains and losses in accumulated other comprehensive loss, if required. The table below sets forth components of net periodic pension benefit.

	<i>Three Months Ended June 30,</i>		<i>Six Months Ended June 30,</i>	
	<i>2015</i>	<i>2014</i>	<i>2015</i>	<i>2014</i>
Interest cost	\$ 3,540	\$ 4,330	\$ 7,080	\$ 8,660
Expected return on plans' assets	(5,008)	(5,215)	(10,016)	(10,430)
Amortization of actuarial loss	314	—	626	—
Net periodic pension expense (benefit)	\$ (1,154)	\$ (885)	\$ (2,310)	\$ (1,770)

**Defined Contribution Plans.** The A. H. Belo Savings Plan, a defined contribution 401(k) plan, covers substantially all employees of A. H. Belo. Participants may elect to contribute a portion of their pretax compensation, as provided by the plan and the Internal Revenue Code. Employees can contribute up to 100 percent of their annual eligible compensation (less required withholdings and deductions) up to statutory limits. The Company provides an ongoing dollar-for-dollar match of eligible employee contributions, up to 1.5 percent of the employees' compensation on a per-pay-period basis. During the three months ended June 30, 2015 and 2014, the Company recorded expense of \$268 and \$268, respectively, and during the six months ended June 30, 2015 and 2014, the Company recorded expense of \$526 and \$521, respectively, for matching contributions to this plan.

**Note 9: Accumulated Other Comprehensive Loss**

Accumulated other comprehensive loss contains actuarial gains and losses associated with the A. H. Belo Pension Plans and gains and losses resulting from negative plan amendments and other actuarial experience related to other post-employment benefit plans. The Company records amortization of accumulated other comprehensive loss in employee compensation and benefits in its consolidated statements of operations. Gains and losses associated with the A. H. Belo Pension Plans are amortized over the weighted average remaining life expectancy of the participants. Gains and losses associated with the Company's other post-employment benefit plans are amortized over the average remaining service period of active plan participants. The net deferred tax assets associated with accumulated other comprehensive loss are fully reserved.

The table below sets forth the changes in accumulated other comprehensive loss, net of taxes.

	<i>Three Months Ended June 30,</i>					
	<i>2015</i>			<i>2014</i>		
	<i>Total</i>	<i>Defined benefit pension plans</i>	<i>Other post-employment benefit plans</i>	<i>Total</i>	<i>Defined benefit pension plans</i>	<i>Other post-employment benefit plans</i>
Balance, beginning of period	\$ (57,055)	\$ (57,342)	\$ 287	\$ (15,266)	\$ (16,059)	\$ 793
Amortization	313	314	(1)	(174)	—	(174)
Balance, end of period	\$ (56,742)	\$ (57,028)	\$ 286	\$ (15,440)	\$ (16,059)	\$ 619

  

	<i>Six Months Ended June 30,</i>					
	<i>2015</i>			<i>2014</i>		
	<i>Total</i>	<i>Defined benefit pension plans</i>	<i>Other post-employment benefit plans</i>	<i>Total</i>	<i>Defined benefit pension plans</i>	<i>Other post-employment benefit plans</i>
Balance, beginning of period	\$ (57,367)	\$ (57,654)	\$ 287	\$ (15,093)	\$ (16,059)	\$ 966
Amortization	625	626	(1)	(347)	—	(347)
Balance, end of period	\$ (56,742)	\$ (57,028)	\$ 286	\$ (15,440)	\$ (16,059)	\$ 619

**Note 10: Earnings Per Share**

The table below sets forth the reconciliations for net income (loss) and weighted average shares used for calculating basic and diluted earnings per share (“EPS”). The Company’s Series A and B common stock equally share in the distributed and undistributed earnings.

	<i>Three Months Ended June 30,</i>		<i>Six Months Ended June 30,</i>	
	<i>2015</i>	<i>2014</i>	<i>2015</i>	<i>2014</i>
<b>Earnings (numerator)</b>				
Net income (loss) attributable to A. H. Belo Corporation	\$ (592)	\$ 21,980	\$ (229)	\$ 17,943
Less: Income (Loss) from discontinued operations, net	2	2,269	(10)	3,052
Less: Income (Loss) to participating securities	26	811	62	869
Net income (loss) available to common shareholders from continuing operations	\$ (620)	\$ 18,900	\$ (281)	\$ 14,022
<b>Shares (denominator)</b>				
Weighted average common shares outstanding (basic)	21,747,635	22,014,125	21,758,382	21,946,256
Effect of dilutive securities	—	107,570	—	118,083
Adjusted weighted average shares outstanding (diluted)	<u>21,747,635</u>	<u>22,121,695</u>	<u>21,758,382</u>	<u>22,064,339</u>
<b>Earnings per share from continuing operations</b>				
Basic	<u>\$ (0.03)</u>	<u>\$ 0.86</u>	<u>\$ (0.01)</u>	<u>\$ 0.64</u>
Diluted	<u>\$ (0.03)</u>	<u>\$ 0.85</u>	<u>\$ (0.01)</u>	<u>\$ 0.64</u>

Holders of service-based RSUs participate in A. H. Belo dividends on a one-for-one share basis. Distributed and undistributed income associated with participating securities is included in the calculation of EPS under the two-class method as prescribed under ASC 260 – *Earnings Per Share*.

The Company considers outstanding stock options and RSUs in the calculation of its earnings per share. A total of 703,380 and 995,709 options and RSUs outstanding during the three and six months ended June 30, 2015, and 2014, respectively were excluded from the calculation because they did not affect the earnings per share for common shareholders or the effect was anti-dilutive.

**Note 11: Contingencies**

**Legal proceedings.** A number of legal proceedings are pending against A. H. Belo. In the opinion of management, liabilities, if any, arising from these legal proceedings would not have a material adverse effect on A. H. Belo's results of operations, liquidity or financial condition.

**Pro-rata dividends.** In conjunction with the acquisition of DMV, the contribution agreement provides for a pro-rata dividend of 100 percent and 50 percent of DMV's free-cash flow for fiscal years 2015 and 2016, respectively. Free-cash-flow is defined as earnings before interest, taxes, depreciation and amortization less capital expenditures, debt amortization and interest expense, as applicable.

**Redeemable noncontrolling interest.** In connection with the acquisition of DMV, the Company entered into a shareholder agreement which provided a put option to a noncontrolling shareholder. The put option provides the shareholder with the right to require the Company to purchase up to 25 percent of his ownership interest between the second and third anniversaries of the agreement and up to 50 percent of his ownership interest between the fourth and fifth anniversaries of the agreement.

The exercisability of the noncontrolling interest put arrangement is outside of the control of the Company. As such, the redeemable noncontrolling interest of \$1,263 is reported in the mezzanine equity section in the condensed consolidated balance sheets as of June 30, 2015. In the event that the put options expire unexercised, the related portion of noncontrolling interest would be classified as a component of equity in the condensed consolidated balance sheets.

Redeemable noncontrolling interests are recorded at fair value on the acquisition date and the carrying value adjusted each period to the greater of the estimated redemption value or the value that would otherwise be assigned if the interests were not redeemable. Changes in redemption value are recorded to retained earnings or additional paid in capital, as applicable, and have no effect to earnings of the Company. No adjustments to the carrying value of redeemable noncontrolling interests have been recorded since the January 2, 2015 acquisition date of DMV.



**Note 12: Segment Reporting**

The Company has identified two reportable segments based on management and internal reporting structures as well as product and service offerings: Publishing and Marketing and Event Marketing Services (“MEMS”).

The Publishing segment includes the Company’s core print operations associated with its newspapers, niche publications and related websites, which generate print and digital advertising and subscription sales. Also included are the commercial printing and distribution services primarily related to national and regional newspapers and preprint advertisers as these services leverage the production and other operating assets of this segment to provide additional contribution margin. The Company evaluates Publishing operations based on operating profit and cash flows from operating activities.

The MEMS segment is comprised of the Company’s marketing services and event marketing businesses. Marketing services includes the operations related to the January 2015 acquisition of DMV as well as operations related to Speakeasy and 508 Digital. Event marketing includes the operations of Crowdsourc and Untapped Festivals. The Company evaluates MEMS operations based on revenue growth and operating profit as these businesses continue to expand within their respective markets.

The following tables set forth information related to our reportable segments.

	<i>Three Months Ended June 30,</i>		<i>Six Months Ended June 30,</i>	
	<i>2015</i>	<i>2014</i>	<i>2015</i>	<i>2014</i>
<b>Net Operating Revenue</b>				
<i>Publishing</i>	\$ 61,903	\$ 67,171	\$ 122,853	\$ 129,731
<i>MEMS</i>	4,773	2,090	9,259	3,922
Total	<u>\$ 66,676</u>	<u>\$ 69,261</u>	<u>\$ 132,112</u>	<u>\$ 133,653</u>
<b>Operating Income (Loss)</b>				
<i>Publishing</i>	\$ 358	\$ 2,851	\$ (4,178)	\$ (52)
<i>MEMS</i>	(893)	(444)	(1,463)	(1,185)
Total	<u>\$ (535)</u>	<u>\$ 2,407</u>	<u>\$ (5,641)</u>	<u>\$ (1,237)</u>
			<i>June 30,</i>	<i>December 31,</i>
			<i>2015</i>	<i>2014</i>
<b>Total Assets</b>				
<i>Publishing</i>			\$ 208,400	\$ 295,788
<i>MEMS</i>			26,700	2,959
Total			<u>\$ 235,100</u>	<u>\$ 298,747</u>

**Note 13: Subsequent Events**

In July 2015, the Company offered a voluntary severance option to certain newsroom employees and anticipates granting between 30 to 40 requests on a first-come, first-served basis. These reductions will allow the Company to realize the cost savings needed to add new positions which will support a growing digital platform. Costs associated with this offer are estimated to be between \$2,500 and \$3,000 and are expected to be incurred in the third quarter of 2015.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

A. H. Belo intends for the discussion of its financial condition and results of operations that follows to provide information that will assist in understanding its financial statements, the changes in certain key items in those statements from period to period, and the primary factors that accounted for those changes, as well as how certain accounting principles, policies and estimates affect its financial statements. The following information should be read in conjunction with the Company's Condensed Consolidated Financial Statements and related Notes filed as part of this report. Amounts presented for 2014 are exclusive of results related to discontinued operations and businesses acquired in 2015. Unless otherwise noted, amounts in Management's Discussion and Analysis reflect continuing operations of the Company, and all dollar amounts are presented in thousands, except per share amounts.

### OVERVIEW

A. H. Belo, headquartered in Dallas, Texas, is a leading local news and information publishing company with commercial printing, distribution and direct mail capabilities, as well as expertise in emerging media and marketing services. With a continued focus on extending the Company's media platform, A. H. Belo is able to deliver news and information in innovative ways to a broad spectrum of audiences with diverse interests and lifestyles.

The Company publishes *The Dallas Morning News* ([www.dallasnews.com](http://www.dallasnews.com)), Texas' leading newspaper and winner of nine Pulitzer Prizes; the *Denton Record-Chronicle* ([www.dentonrc.com](http://www.dentonrc.com)), a daily newspaper operating in Denton, Texas, and various niche publications targeting specific audiences. A. H. Belo offers digital and other business marketing solutions and provides event promotion and marketing services.

On January 2, 2015, the Company acquired an 80 percent voting interest in DMV Digital Holdings Company, Inc. ("DMV"), into which the stock of three Dallas-based companies, Distribion, Inc. ("Distribion"), Vertical Nerve, Inc. ("Vertical Nerve") and CDFX, LLC (d/b/a "MarketingFX"), were contributed. These businesses specialize in local marketing automation, search engine marketing, direct mail and promotional products, respectively. This acquisition complements and expands the product and service offerings currently available to A. H. Belo clients, thereby strengthening the Company's diversified product portfolio and allowing for greater penetration in a competitive advertising market.

## RESULTS OF CONTINUING OPERATIONS

### Consolidated Results of Continuing Operations

The table below sets forth the components of A. H. Belo's net operating revenue.

Segment	Three Months Ended June 30,			Six Months Ended June 30,		
	2015	Percentage Change	2014	2015	Percentage Change	2014
<b>Advertising and marketing services</b>	<b>\$ 38,266</b>	<b>(4.9)%</b>	<b>\$ 40,251</b>	<b>\$ 75,097</b>	<b>(3.7)%</b>	<b>\$ 77,977</b>
Display advertising	10,919	(18.5)%	13,402	22,059	(11.2)%	24,850
Classified advertising	5,210	(10.8)%	5,841	10,566	(11.3)%	11,910
Preprint advertising	12,141	(7.9)%	13,188	23,138	(9.8)%	25,653
Digital advertising	6,050	2.1 %	5,926	11,605	(2.7)%	11,922
Marketing services	3,946	108.3 %	1,894	7,729	112.2 %	3,642
<b>Circulation</b>	<b>20,816</b>	<b>(1.9)%</b>	<b>21,227</b>	<b>41,854</b>	<b>(0.9)%</b>	<b>42,239</b>
<b>Printing, distribution and other</b>	<b>7,594</b>	<b>(2.4)%</b>	<b>7,783</b>	<b>15,161</b>	<b>12.8 %</b>	<b>13,437</b>
Commercial print and distribution	6,767	(10.8)%	7,587	13,631	3.6 %	13,157
Event marketing and other	827	321.9 %	196	1,530	446.4 %	280
<b>Total net operating revenue</b>	<b>\$ 66,676</b>	<b>(3.7)%</b>	<b>\$ 69,261</b>	<b>\$ 132,112</b>	<b>(1.2)%</b>	<b>\$ 133,653</b>
Publishing	\$ 61,903	(7.8)%	\$ 67,171	\$ 122,853	(5.3)%	\$ 129,731
Other	\$ 4,773	128.4 %	\$ 2,090	\$ 9,259	136.1 %	\$ 3,922

#### Advertising and marketing services revenue

The Company's traditional revenues are generated from advertising within its core newspapers, niche publications and related websites and from subscription and single copy sales of its printed newspapers. As a result of competitive conditions, the Company and the newspaper industry have faced a significant decline in core advertising revenue over the past decade. The Company has sought to diversify its revenues through development of product extensions and new products and investment in companies acquired to add new channels of marketing, increased home delivery rates and leveraging of its existing assets to offer cost efficient printing and distribution services to its local markets. The Company is focused on stabilizing revenue primarily through expansion of its marketing services operations, as evidenced through the acquisition of DMV in January 2015, and through growth of its event marketing services provided by Crowdsourc and Untapped.

Advertising revenue from core newspapers continues to be adversely affected by decreased national advertiser spending as well as the shift of advertiser spending to other forms of media. Decreases in print display and classified categories are indicative of continuing trends by advertisers towards digital advertising, which is widely available from many sources. Companies are redistributing more of their advertising budgets towards programmatic channels to acquire digital advertising on multiple platforms which provides for targeted delivery and measurement. The Company has responded to these challenges by expanding its use of programmatic channels and developing its own programmatic trading platform to meet customer demands for digital ad placement opportunities in display, mobile, video and social categories.

Expanded digital and marketing services product offerings have allowed the Company to leverage the Company's existing resources and relationships to offer additional value to present and new advertising clients. Through Speakeasy and 508 Digital, business customers are offered turn-key solutions for social media and online reputation management, content development for mobile website and email marketing, search engine marketing and optimization, and advertising analytics. The businesses comprising the DMV acquisition specialize in marketing automation, search engine marketing, direct mail and promotional products, respectively. This acquisition complements and expands the product and service offerings currently available to A. H. Belo clients, thereby strengthening the Company's diversified product portfolio and allowing for greater penetration in a competitive advertising market.

The following summarizes year-over-year performance in advertising and marketing service revenue for the three and six months ended June 30, 2015, by category.

**Display advertising** – As advertisers continue to diversify marketing budgets to incorporate more and varied avenues of reaching consumers, traditional display advertising continues to decline. Although volumes have remained relatively flat in 2015, lower rates are being offered to customers in response to competitive pressures. Overall rates received from advertisers declined by approximately 17 percent and 12 percent, for the three and six months ended June 30, 2015,

respectively. Revenue decreased for most display categories, with electronics and technology advertisements accounting for most declines in both periods.

**Classified advertising** – Classified advertising remains challenged as alternative digital outlets continue to emerge. Overall classified revenue decreased in both periods due to lower volumes in all categories except legal. This decline was partially offset by higher rates in the employment category.

**Preprint advertising** – Revenue decreased in both periods due to a decline in the volume of preprint newspaper inserts, consistent with the decline in circulation volumes and due to lower volumes in home delivery mail advertising.

**Digital advertising** – Digital revenue is primarily comprised of online display and classified advertising which consists of advertising placed on the Company's websites or through programmatic advertising channels. Online classified is comprised of digital listings in auto, real estate, employment and other categories, including the Company's resale of affiliate products such as *cars.com*. Online banner and other display advertising increased by 14.7 percent and 6.3 percent to \$2,273 and \$4,206 during the three and six months ended June 30, 2015, respectively. Online classified declined 4.3 percent and 7.1 percent to \$3,776 and \$7,396 during the three and six months ended June 30, 2015, respectively. In the fourth quarter of 2014, the Company divested of its membership interest in Classified Ventures, the owner of *cars.com*, and entered into a modified affiliate agreement allowing *The Dallas Morning News* to resell *cars.com* products and services exclusively in its local market. The modified agreement increases the wholesale rate that the Company pays to Classified Ventures for selling *cars.com* products. Declines in online classified advertising are driven by decreases of \$189 and \$494 related to *cars.com* in the three and six months ended June 30, 2015, respectively.

**Marketing services** – The Company began generating marketing services revenue in 2013 with 508 Digital and Speakeasy. The acquisition of DMV in January 2015 added three more marketing services companies. Marketing services revenue more than doubled as a result of growth at Speakeasy of approximately 52 percent and 44 percent in the three and six months ended June 30, 2015, as well as \$1,896 and \$3,754 of incremental revenue from the acquired entities in the three and six months ended June 30, 2015.

#### ***Circulation revenue***

Circulation revenue declined slightly from the prior year as the benefit from recent rate increases substantially offset volume declines. Volumes have decreased for both home delivery and single copy sales, with more notable decline in single copy sales as newspapers compete for prime retail placement. Home delivery and single copy paid print circulation volumes declined 7.9 percent and 15.2 percent, respectively, for the three months ended June 30, 2015, and 7.9 percent and 17.2 percent, respectively, for the six months ended June 30, 2015. These declines were offset by an effective rate increase of 6.3 percent and 11.5 percent in the three months ended June 30, 2015, and 6.9 percent and 17.8 percent in the six months ended June 30, 2015, in home delivery and single copy rates, respectively.

#### ***Printing, distribution and other revenue***

The Company's newspapers aggressively market the capacity of their printing and distribution assets to other newspapers that would benefit from cost sharing arrangements. Revenue decreased for the three months ended June 30, 2015, by \$451 due to lower circulation volumes and increased for the six months ended June 30, 2015, by \$1,218 primarily due to the commencement of commercial printing services in March 2014 for various regional and community newspapers. Revenue declines of \$359 and \$721 were recognized for the three and six months ended June 30, 2015, respectively, due to the loss of a significant contract for mailed insert advertisements. This category also incorporates event marketing revenues generated by Crowdsource and Untapped as part of the MEMS segment. Event marketing revenues increased \$573 and \$1,166 for the three and six months ended June 30, 2015, respectively, as Crowdsource expanded its service offerings to include Savor Dallas, a local restaurant event promotion and as Untapped, a weekend craft beer and music event, expanded its events across major Texas metropolitan areas.

### Operating Costs and Expenses

The table below sets forth the components of the Company's operating expenses.

	Three Months Ended June 30,			Six Months Ended June 30,		
	2015	Percentage Change	2014	2015	Percentage Change	2014
<b>Operating Costs and Expense</b>						
<b>Employee compensation and benefits</b>	\$ 25,105	(2.4)%	\$ 25,722	\$ 52,608	(2.4)%	\$ 53,886
<i>Publishing</i>	22,688	(9.0)%	24,937	47,992	(7.7)%	51,998
<i>MEMS</i>	2,417	207.9 %	785	4,616	144.5 %	1,888
<b>Other production, distribution and operating costs</b>	31,015	4.6 %	29,640	62,475	7.6 %	58,084
<i>Publishing</i>	28,302	1.3 %	27,939	57,490	4.6 %	54,987
<i>MEMS</i>	2,713	59.5 %	1,701	4,985	61.0 %	3,097
<b>Newsprint, ink and other supplies</b>	7,843	(3.3)%	8,114	16,009	(0.6)%	16,102
<i>Publishing</i>	7,674	(5.2)%	8,091	15,627	(2.5)%	16,030
<i>MEMS</i>	169	634.8 %	23	382	430.6 %	72
<b>Depreciation</b>	2,875	(14.1)%	3,348	5,915	(12.5)%	6,758
<i>Publishing</i>	2,851	(14.2)%	3,323	5,862	(12.6)%	6,708
<i>MEMS</i>	24	(4.0)%	25	53	6.0 %	50
<b>Amortization</b>	373	n/m	30	746	n/m	60
<i>Publishing</i>	30	— %	30	60	— %	60
<i>MEMS</i>	343	100.0 %	—	686	100.0 %	—
<b>Total operating costs and expense</b>	\$ 67,211	0.5 %	\$ 66,854	\$ 137,753	2.1 %	\$ 134,890
<i>Publishing</i>	\$ 61,545	(4.3)%	\$ 64,320	\$ 127,031	(2.1)%	\$ 129,783
<i>MEMS</i>	\$ 5,666	123.6 %	\$ 2,534	\$ 10,722	109.9 %	\$ 5,107
<b>Operating income (loss)</b>	\$ (535)	(122.2)%	\$ 2,407	\$ (5,641)	356.0 %	\$ (1,237)
<i>Publishing</i>	\$ 358	(87.4)%	\$ 2,851	\$ (4,178)	7,934.6 %	\$ (52)
<i>MEMS</i>	\$ (893)	101.1 %	\$ (444)	\$ (1,463)	23.5 %	\$ (1,185)

**Employee compensation and benefits** – The Company continues to implement measures to optimize its workforce and reduce risk associated with future obligations towards legacy employee benefit plans. Employee compensation and benefits decreased in the three and six months ended June 30, 2015, by \$617 and \$1,278, respectively. Expenses within the Company's Publishing segment decreased in both periods due to lower incentive compensation due to fewer annual equity awards and a reduced market price of the Company's stock, as well as reduced salaries and commissions in response to lower sales. Expenses within the Company's MEMS segment grew primarily due to higher salaries related to expanded marketing services resulting from the acquisition of DMV and its approximately 45 employees. For the three and six months ended June 30, 2015, employee related costs for marketing services grew by \$1,385 and \$2,302, respectively, primarily due to the acquisition of DMV and employee related costs for event marketing grew by \$247 and \$425, respectively, as these operations continue to expand.

**Other production, distribution and operating costs** – Expenses increased in the Company's Publishing segment as a result of continuing initiatives to develop new products and service offerings. Year-to-date increases were primarily due to higher costs associated with programmatic platform development to support expanded digital advertising and to accommodate greater interactive play between mobile devices; higher consulting costs to optimize the Company's sales and operating activities; and increased legal fees. Within the MEMS segment, expenses increased due to higher costs associated with the Company's marketing services and event marketing operations as those businesses continue to grow. For the three and six months ended June 30, 2015, marketing services expenses grew by \$265 and \$648, respectively, and event marketing expenses grew by \$748 and \$1,240, respectively.

**Newsprint, ink and other supplies** – Expenses decreased due to reduced newsprint rates and lower consumption, consistent with lower circulation volumes of Company and certain third-party newspapers, offset by higher costs for purchased supplements and inserts. Newsprint consumption for the three months ended June 30, 2015 and 2014 approximated 7,892 and 8,627 metric tons, respectively, and the average cost per metric ton for newsprint was \$539 and \$595, respectively. Newsprint consumption

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approximated 15,646 and 16,747 metric tons for the six months ended June 30, 2015 and 2014, respectively, at an average cost per metric ton of \$560 and \$598, respectively.

**Depreciation** – Expenses decreased due to a lower depreciable asset base as a higher level of in-service assets are fully depreciated.

**Amortization** – Expense increased due to the amortization of finite-lived intangible assets acquired in conjunction with the Company's purchase of DMV.

**Other**

The table below sets forth the other components of the Company's results of operations.

	<i>Three Months Ended June 30,</i>			<i>Six Months Ended June 30,</i>		
	<i>2015</i>	<i>Percentage Change</i>	<i>2014</i>	<i>2015</i>	<i>Percentage Change</i>	<i>2014</i>
<b>Other Income (Expense), Net</b>						
Gains on equity method investments, net	\$ 690	(96.3)%	\$ 18,567	\$ 276	(98.5)%	\$ 18,159
Other income (expense), net	(532)	(477.3)%	141	(423)	264.0 %	258
Total other income (expense), net	\$ 158	(99.2)%	\$ 18,708	\$ (147)	(100.8)%	\$ 18,708
<b>Income tax provision (benefit)</b>	\$ 317	(77.8)%	\$ 1,428	\$ (5,413)	n/m	\$ 2,319

**Other Income (Expense)** – Other income (expense) is primarily comprised of gains (losses) from equity method investments and gains (losses) from the sale or disposition of fixed assets. In the three months ended June 30, 2015, losses from operations of equity method investments were offset by post-sale proceeds of \$965 received related to the Company's former membership interest in Classified Ventures. In the three months ended June 30, 2015, other expense included \$(292) related to the sale of a building and land in Providence, Rhode Island which formerly served as the administrative headquarters of *The Providence Journal*, and \$412 of costs for the demolition of existing structures on another Providence, Rhode Island property to achieve more favorable market value. In the three months ended June 30, 2014, gains included \$18,532 related to Classified Ventures' sale of *apartments.com*, partially offset by an other-than-temporary impairment of \$934 related to the investment in Wanderful Media. The Company determined that an other-than-temporary decline occurred in the value of the investment after evaluating the estimated fair value of the investee as determined by an independent valuation specialist. The Company attributes the impairment primarily to a decline in business related to Wanderful Media's legacy products. The 2014 impairment was offset by income on the Company's investment in Classified Ventures. The Company sold its membership interest in Classified Ventures in the fourth quarter of 2014.

**Tax provision** – Income tax decreased for the three and six months ended June 30, 2015, due to lower required valuation allowances resulting from the Company's ability to use acquisition-date deferred tax liabilities. See the Condensed Consolidated Financial Statements, Note 7 – Income Taxes.

**Discontinued Operations**

As a result of the sale of *The Providence Journal*, which was completed on September 3, 2014, and the sale of *The Press-Enterprise*, which was completed on November 21, 2013 (see Note 3 – Discontinued Operations and Sales of Assets), the disposition and results of operations associated with these businesses are reported as discontinued operations in the Company’s financial statements. The gain (loss) related to the discontinued operations was \$2 and \$2,269 for the three months ended June 30, 2015 and 2014, respectively, and \$(10) and \$3,052 for the six months ended June 30, 2015 and 2014, respectively, and was primarily generated by *The Providence Journal*.

On June 19, 2015, the Company completed the sale of the land and building which served as the administrative headquarters of *The Providence Journal*. Net proceeds of \$6,119 were received in the second quarter of 2015, upon closing of the transaction, generating a loss of approximately \$292. Also during the second quarter of 2015, the Company demolished the existing structures on another owned property in Providence, Rhode Island generating a loss of \$412.

Upon completion of these transactions, the Company no longer owns newspaper operations in either Providence, Rhode Island or Riverside, California. The Company continues to own and market for sale certain land in Providence, Rhode Island. The Company also retains the obligation for the A. H Belo Pension Plan II, which provides benefits to employees of The Providence Journal Company.



### **Liquidity and Capital Resources**

The Company's cash balance as of June 30, 2015 and December 31, 2014, was \$84,061 and \$158,171, respectively. Working capital as of June 30, 2015 and December 31, 2014, was \$89,891 and \$105,049, respectively. The decrease in cash is primarily a result of distributions to shareholders of a portion of the cash proceeds generated in 2014 from the sale of the Company's interest in Classified Ventures and the sale of *The Providence Journal*, which collectively generated cash proceeds of approximately \$146,000. Other significant uses of cash include acquisition of new businesses and payment of taxes related to the gains on the 2014 divestiture transactions.

In 2015, the Company returned \$55,639 to shareholders through quarterly and special dividends and through its stock repurchase program, as discussed below in Financing Cash Flows. Payment of dividends and share repurchases are dependent upon available cash after considering future operating and investing requirements and cannot be guaranteed.

In January 2015, the Company acquired DMV for \$14,111 through a newly-formed holding company in which the Company has an 80 percent voting interest as described in Note 2 – Acquisitions. The Company paid cash for the acquisition, and transaction costs were \$1,287, of which \$725 were incurred in 2015. This acquisition is part of the Company's revenue diversification strategy, and the Company continues to seek future acquisitions which will complement and leverage the Company's existing products.

In June 2015, the Company completed the sale of a building and land in Providence, Rhode Island which formerly served as the administrative headquarters of *The Providence Journal*. Net sales proceeds of \$6,119 were received and a loss of \$292 was recorded related to the divestiture. Also during the second quarter of 2015, costs of \$412 were incurred related to the demolition of existing structures on another Providence, Rhode Island property.

Cash used in operating activities in 2015 totaled \$8,860, which included \$8,918 of tax payments related to the gains on the divestiture of assets in 2014. Cash flows from operations are expected to grow throughout the year as benefits from cost cutting measures are realized and as revenues are expected to increase in subsequent quarters, consistent with historical trends. The Company is not required to make any pension contributions in 2015 and discretionary spending will be managed according to operating results.

The Company intends to deploy its cash in the long-term interests of the Company, its shareholders and employees as it seeks potential acquisition or investment opportunities complementing its advertising and marketing services products. Management works aggressively to align the current expense structure with changes in revenue and believes existing cash and cash generated from operations will be sufficient to meet foreseeable cash flow requirements for operations, capital spending and pension contributions. The following discusses the changes in cash flows by operating, investing and financing activities.

#### **Operating Cash Flows**

Net cash used for continuing operating activities for 2015 and 2014 was \$8,704 and \$6,143, respectively. Cash flows from continuing operations decreased in 2015 primarily due to tax payments of \$8,918 related to gains on dispositions of assets in 2014. Cash flows provided by discontinued operations for 2015 and 2014, were \$156 and \$8,260, respectively, and primarily represented the results of operations from *The Providence Journal*.

#### **Investing Cash Flows**

Net cash (used for) provided by continuing investing activities was \$(10,228) and \$14,046 in 2015 and 2014, respectively. Cash flows used for continuing investing activities in 2015 included payments of \$14,111 and \$500 related to acquisitions and investments during the period, respectively. Sales proceeds, net of disposal costs for fixed assets, of \$6,011 were received during 2015 related to the Providence, Rhode Island properties. Other investment related proceeds of \$1,046 and \$18,861 were received related to distributions from Classified Ventures, LLC in 2015 and 2014, respectively. Cash flows used for continuing investing activities also include \$2,674 and \$2,717 of capital spending in 2015 and 2014, respectively. Cash flows used for investing activities of discontinued operations in 2014 were \$633 and represented capital spending associated with *The Providence Journal*.

#### **Financing Cash Flows**

Net cash used for continuing financing activities was \$55,022 and \$37,969 in 2015 and 2014, respectively. Cash used for continuing financing activities includes dividend payments of \$53,692 and \$37,429 in 2015 and 2014, respectively. Dividends paid in 2015 included a special dividend of \$2.25 per share declared and recorded in 2014, returning \$50,148 to shareholders and holders of RSUs. In 2015 and 2014, the Company purchased 244,483 and 200,085 shares of its Series A common stock at a cost of \$1,947 and \$2,118, respectively, under its share repurchase program.

## **Financing Arrangements**

None.

## **Contractual Obligations**

No contributions to the A. H. Belo Pension Plans are required in 2015.

On May 14, 2015, the Company announced a \$0.08 per share dividend to shareholders of record and holders of RSUs as of the close of business on August 14, 2015, which will be paid on September 4, 2015.

Additional information related to the Company's contractual obligations is available in Company's Annual Report on Form 10-K for the year ended December 31, 2014, filed on March 6, 2015, with the SEC.

## **Critical Accounting Policies and Estimates**

No material changes were made to the Company's critical accounting policies as set forth in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations", included in the Company's Annual Report on Form 10-K filed with the SEC for the year ended December 31, 2014.

### *Forward-Looking Statements*

*Statements in this communication concerning A. H. Belo's business outlook or future economic performance, anticipated profitability, revenues, expenses, dividends, capital expenditures, investments, dispositions, impairments, business initiatives, acquisitions, pension plan contributions and obligations, real estate sales, working capital, future financings and other financial and non-financial items that are not historical facts, are "forward-looking statements" as the term is defined under applicable federal securities laws. Forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results to differ materially from those statements.*

*Such risks, uncertainties and factors include, but are not limited to the following: changes in capital market conditions and prospects, changes in advertising demand and newsprint prices; newspaper circulation trends and other circulation matters, including changes in readership methods, patterns and demography; audits and related actions by the Alliance for Audited Media; challenges implementing increased subscription pricing and new pricing structures; challenges in achieving expense reduction goals in a timely manner and the resulting potential effect on operations; challenges attracting and retaining key personnel; challenges in consummating asset acquisitions or dispositions upon acceptable terms; technological changes; development of Internet commerce; industry cycles; changes in pricing or other actions by new and existing competitors and suppliers; consumer acceptance of new products and business initiatives; labor relations; regulatory, tax and legal changes; adoption of new accounting standards or changes in existing accounting standards by the Financial Accounting Standards Board or other accounting standard-setting bodies or authorities; the effects of Company acquisitions, dispositions and co-owned ventures and investments; pension plan matters; general economic conditions and changes in interest rates; significant armed conflict; acts of terrorism; and other factors beyond the Company's control, as well as other risks described elsewhere in this Annual Report on Form 10-K and in the Company's other public disclosures and filings with the SEC.*

## **Item 3. Quantitative and Qualitative Disclosures about Market Risk**

There were no material changes in A. H. Belo Corporation's exposure to market risk from the disclosure included in the Annual Report on Form 10-K for the year ended December 31, 2014.

## **Item 4. Controls and Procedures**

**(a) Evaluation of disclosure controls and procedures.** Based on the evaluation of the Company's disclosure controls and procedures (as defined in Securities Exchange Act of 1934 Rules 13a-15(e) and 15d-15(e)) required by Securities Exchange Act Rules 13a-15(b) or 15d-15(b), the Company's Chief Executive Officer and the Company's Chief Financial Officer have concluded that as of the end of the period covered by this report, the Company's disclosure controls and procedures were effective.

**(b) Changes in internal controls.** There were no changes in the Company's internal control over financial reporting that occurred during the period covered by this report that materially affected, or are reasonably likely to materially affect, its internal control over financial reporting.

## PART II

### Item 1. Legal Proceedings

A number of legal proceedings are pending against A. H. Belo. In the opinion of management, liabilities, if any, arising from these legal proceedings would not have a material adverse effect on A. H. Belo's results of operations, liquidity or financial condition.

### Item 1A. Risk Factors

There were no material changes from the risk factors disclosed under the heading "Risk Factors" in Item 1A in the Annual Report on Form 10-K for the year ended December 31, 2014.

### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

There were no unregistered sales of the Company's equity securities during the period covered by this report.

#### Issuer Purchases of Equity Securities

The Company repurchases shares of its common stock from time to time pursuant to publicly announced share repurchase programs. During 2015, the Company repurchased 244,483 Series A shares at a cost of \$1,947. All purchases were made through open market transactions and were recorded as treasury stock.

The following table contains information for shares repurchased during the second quarter of 2015. None of the shares in this table were repurchased directly from any of our officers or directors.

<u>Period</u>	<u>Total Number of Shares Purchased</u>	<u>Average Price Paid per Share</u>	<u>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</u>	<u>Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs</u>
April 2015	40,692	\$ 7.97	1,106,176	393,824 <sup>(a)</sup>
May 2015	39,771	6.35	1,145,947	1,354,053 <sup>(a)</sup>
June 2015	43,172	5.92	1,189,119	1,310,881 <sup>(a)</sup>

<sup>(a)</sup> Share repurchases are made pursuant to a share repurchase program authorized by the Company's board of directors. On May 14, 2015, the Company's board of directors authorized the repurchase of up to an additional 1,000,000 shares of the Company's Series A Common Stock, par value \$0.01 per share or Series B Common Stock, par value \$0.01 per share. A total of 2,500,000 shares have been authorized for repurchase.

### Item 3. Defaults Upon Senior Securities

None.

### Item 4. Mine Safety Disclosures

None.

### Item 5. Other Information

None.

**Item 6. Exhibits**

Exhibits marked with an asterisk (\*) are incorporated by reference to documents previously filed by the Company with the SEC, as indicated. In accordance with Regulation S-T, the XBRL-related information marked with a double asterisk (\*\*) in Exhibit No. 101 to this Quarterly Report on Form 10-Q is deemed filed. All other documents are filed with this report. Exhibits marked with a tilde (~) are management contracts, compensatory plan contracts or arrangements filed pursuant to Item 601(b)(10)(iii)(A) of Regulation S-K.

<b>Exhibit Number</b>	<b>Description</b>
3.1	* Amended and Restated Certificate of Incorporation of the Company (Exhibit 3.1 to Amendment No. 3 to the Company's Form 10 dated January 18, 2008 (Securities and Exchange Commission File No. 001-33741) (the "Third Amendment to Form 10"))
3.2	* Certificate of Designations of Series A Junior Participating Preferred Stock of the Company dated January 11, 2008 (Exhibit 3.2 to Post-Effective Amendment No. 1 to Form 10 filed January 31, 2008 (Securities and Exchange Commission File No. 001-33741))
3.3	* Amended and Restated Bylaws of the Company, effective December 11, 2014 (Exhibit 3.1 to A. H. Belo Corporation's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 12, 2014 (Securities and Exchange Commission File No. 001-33741))
4.1	* Certain rights of the holders of the Company's Common Stock set forth in Exhibits 3.1-3.3 above
4.2	* Specimen Form of Certificate representing shares of the Company's Series A Common Stock (Exhibit 4.2 to the Third Amendment to Form 10)
4.3	* Specimen Form of Certificate representing shares of the Company's Series B Common Stock (Exhibit 4.3 to the Third Amendment to Form 10)
4.4	* Rights Agreement dated as of January 11, 2008 between the Company and Mellon Investor Services LLC (Exhibit 4.4 to the Third Amendment to Form 10)
10.1	* Material Contracts
~(1)	* Form of Limited Guaranty by and between A. H. Belo Corporation and Freedom Communications Holdings, Inc (Exhibit 10.2 to A. H. Belo Corporation's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 11, 2013 (Securities and Exchange Commission File No. 001-33741))
~(2)	* Asset Purchase Agreement among The Providence Journal Company and LMG Rhode Island Holdings, Inc. dated as of July 22, 2014 (Exhibit 10.1 to A. H. Belo Corporation's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 25, 2014 (Securities and Exchange Commission File No. 001-33741) (the "July 25, 2014 Form 8-K"))
~(3)	* Form of Limited Guaranty by and between A. H. Belo Corporation and LMG Rhode Island Holdings, Inc (Exhibit 10.2 to the July 25, 2014 Form 8-K)
~(4)	* Unit Purchase Agreement dated August 5, 2014 by and among Gannett Company, Inc., Classified Ventures, LLC, and Unitholders of Classified Ventures, LLC (Exhibit 2.1 to A. H. Belo Corporation's Current Report on Form 8-K filed with the Securities and Exchange Commission on August 6, 2014 (Securities and Exchange Commission file no. 001-33741))

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<b>Exhibit Number</b>	<b>Description</b>
10.2	* Compensatory plans and arrangements:
~(1)	* A. H. Belo Savings Plan as Amended and Restated Effective January 1, 2015 (Exhibit 10.2 (1) to the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 6, 2015 (Securities and Exchange Commission File No. 001-33741))
~(2)	* A. H. Belo Corporation 2008 Incentive Compensation Plan (Exhibit 10.5 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 12, 2008 (Securities and Exchange Commission File No. 001-33741) (the "February 12, 2008 Form 8-K"))
	* (a) First Amendment to A. H. Belo 2008 Incentive Compensation Plan effective July 23, 2008 (Exhibit 10.2(2)(a) to the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 14, 2008 (Securities and Exchange Commission File No. 001-33741))
	* (b) Form of A. H. Belo 2008 Incentive Compensation Plan Non-Employee Director Evidence of Grant (for Non-Employee Director Awards) (Exhibit 10.2(2)(b) to the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 13, 2010 (Securities and Exchange Commission File No. 001-33741) (the "1st Quarter 2010 Form 10-Q"))
	* (c) Form of A. H. Belo 2008 Incentive Compensation Plan Evidence of Grant (for Employee Awards) (Exhibit 10.2(2)(c) to the 1st Quarter 2010 Form 10-Q)
	* (d) Form of A. H. Belo 2008 Incentive Compensation Plan Evidence of Grant (Exhibit 10.1 to A. H. Belo Corporation's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 12, 2012 (Securities and Exchange Commission File No. 001-33741) (the "March 12, 2012 Form 8-K"))
	* (e) Form of A. H. Belo Cash Long-Term Incentive Evidence of Grant (Exhibit 10.2 to the March 12, 2012 Form 8-K)
~(3)	* A. H. Belo Pension Transition Supplement Restoration Plan effective January 1, 2008 (Exhibit 10.6 to the February 12, 2008 Form 8-K)
	* (a) First Amendment to the A. H. Belo Pension Transition Supplement Restoration Plan dated March 31, 2009 (Exhibit 10.4 to the April 2, 2009 Form 8-K)
~(4)	* A. H. Belo Corporation Change In Control Severance Plan (Exhibit 10.7 to the February 12, 2008 Form 8-K)
	* (a) Amendment to the A. H. Belo Change in Control Severance Plan dated March 31, 2009 (Exhibit 10.3 to the April 2, 2009 Form 8-K)
~(5)	* Robert W. Decherd Compensation Arrangements dated June 19, 2013 (Exhibit 10.1 to the June 19, 2013 Form 8-K)
~(6)	* Daniel J. Blizzard Letter Agreement dated December 11, 2014 (Exhibit 10.1 to the December 11, 2014 Form 8-K)
10.3	Agreements relating to the separation of A. H. Belo from its former parent company:
(1)	* Separation and Distribution Agreement by and between Belo Corp. and A. H. Belo Corporation dated as of February 8, 2008 (Exhibit 2.1 to the February 12, 2008 Form 8-K)
(2)	* Pension Plan Transfer Agreement by and between Belo Corp. and A. H. Belo Corporation dated as of October 6, 2010 (Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 8, 2010 (Securities and Exchange Commission File No. 001-33741))
(3)	* Agreement among the Company, Belo Corp., and The Pension Benefit Guaranty Corporation, effective March 9, 2011 (Exhibit 10.3(6) to the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 11, 2011 (Securities and Exchange Commission File No. 001-33741))

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<b>Exhibit Number</b>	<b>Description</b>
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32	Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	** XBRL Instance Document
101.SCH	** XBRL Taxonomy Extension Schema
101.CAL	** XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	** XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	** XBRL Taxonomy Extension Label Linkbase Document
101.PRE	** XBRL Taxonomy Extension Presentation Linkbase Document

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**A. H. BELO CORPORATION**

By: /s/ Katy Murray  
Katy Murray  
Senior Vice President/Chief Financial Officer  
(Principal Financial Officer)

Dated: July 28, 2015

**EXHIBIT INDEX**

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<b>Exhibit Number</b>	<b>Description</b>
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101.INS	** XBRL Instance Document
101.SCH	** XBRL Taxonomy Extension Schema
101.CAL	** XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	** XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	** XBRL Taxonomy Extension Label Linkbase Document
101.PRE	** XBRL Taxonomy Extension Presentation Linkbase Document

In accordance with Regulation S-T, the XBRL-related information marked with a double asterisk (\*\*) in Exhibit No. 101 to this Quarterly Report on Form 10-Q is deemed filed.

**32** A. H. Belo Corporation First Quarter 2015 on Form 10-Q



## SECTION 302 CERTIFICATION

I, James M. Moroney III, Chairman of the Board, President and Chief Executive Officer of A. H. Belo Corporation, certify that:

1. I have reviewed this quarterly report on Form 10-Q of A. H. Belo Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: /s/ James M. Moroney III  
James M. Moroney III  
Chairman of the Board, President and Chief Executive Officer

Date: July 28, 2015

## SECTION 302 CERTIFICATION

I, Katy Murray, Senior Vice President/Chief Financial Officer of A. H. Belo Corporation, certify that:

1. I have reviewed this quarterly report on Form 10-Q of A. H. Belo Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: /s/ Katy Murray

Katy Murray

Senior Vice President/Chief Financial Officer

Date: July 28, 2015



