

A. H. Belo Corp  
Form 10-Q  
August 01, 2017  
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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, 2017

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)

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Delaware 38-3765318  
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

P. O. Box 224866, Dallas, Texas 75222-4866 (214) 977-8222  
(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, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth 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)

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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.

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| Class                         | Outstanding at<br>July 27, 2017 |
|-------------------------------|---------------------------------|
| Common Stock, \$.01 par value | 21,753,166                      |

Total Common Stock consists of 19,280,601 shares of Series A Common Stock and 2,472,565 shares of Series B Common Stock.

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## PART I

## Item 1. Financial Information

## A. H. Belo Corporation and Subsidiaries

## Consolidated Statements of Operations

| In thousands, except share and per share amounts<br>(unaudited) | Three Months Ended June 30, |           | Six Months Ended June 30, |           |
|---|-----------------------------|-----------|---------------------------|-----------|
|   | 2017                        | 2016      | 2017                      | 2016      |
| Net Operating Revenue:  |                             |           |                           |           |
| Advertising and marketing services                              | \$ 36,022                   | \$ 38,040 | \$ 71,226                 | \$ 73,277 |
| Circulation   | 19,088                      | 19,821    | 38,254                    | 40,173    |
| Printing, distribution and other                                | 7,979                       | 8,765     | 14,510                    | 15,659    |
| Total net operating revenue                                     | 63,089                      | 66,626    | 123,990                   | 129,109   |
| Operating Costs and Expense:                                    |                             |           |                           |           |
| Employee compensation and benefits                              | 24,853                      | 24,774    | 52,728                    | 51,791    |
| Other production, distribution and operating costs              | 29,736                      | 29,898    | 58,062                    | 58,229    |
| Newsprint, ink and other supplies                               | 5,993                       | 6,461     | 11,894                    | 12,519    |
| Depreciation  | 2,727                       | 2,605     | 5,233                     | 5,237     |
| Amortization  | 199                         | 229       | 399                       | 455       |
| Goodwill impairment   | —                           | —         | 228                       | —         |
| Total operating costs and expense                               | 63,508                      | 63,967    | 128,544                   | 128,231   |
| Operating income (loss)   | (419)                       | 2,659     | (4,554)                   | 878       |
| Other income (expense), net                                     | (93)                        | 408       | (430)                     | 487       |
| Income (Loss) from Continuing Operations Before                 |                             |           |                           |           |
| Income Taxes  | (512)                       | 3,067     | (4,984)                   | 1,365     |
| Income tax provision  | 293                         | 2,393     | 251                       | 1,284     |
| Net Income (Loss)   | (805)                       | 674       | (5,235)                   | 81        |
| Net income (loss) attributable to noncontrolling                |                             |           |                           |           |
| interests   | —                           | (19)      | —                         | 20        |
| Net Income (Loss) Attributable to A. H. Belo                    |                             |           |                           |           |
| Corporation   | \$ (805)                    | \$ 693    | \$ (5,235)                | \$ 61     |
| Per Share Basis   |                             |           |                           |           |
| Net income (loss) attributable to A. H. Belo                    |                             |           |                           |           |
| Corporation   |                             |           |                           |           |
| Basic and diluted   | \$ (0.04)                   | \$ 0.03   | \$ (0.24)                 | \$ 0.00   |

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Number of common shares used in the per share calculation:

|         |            |            |            |            |
|---------|------------|------------|------------|------------|
| Basic   | 21,743,390 | 21,614,260 | 21,717,032 | 21,564,200 |
| Diluted | 21,743,390 | 21,762,559 | 21,717,032 | 21,724,876 |

See the accompanying Notes to the Consolidated Financial Statements.

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## A. H. Belo Corporation and Subsidiaries

## Consolidated Statements of Comprehensive Income (Loss)

| In thousands (unaudited)   | Three Months           |        | Six Months             |       |
|--|------------------------|--------|------------------------|-------|
|  | Ended June 30,<br>2017 | 2016   | Ended June 30,<br>2017 | 2016  |
| Net Income (Loss)  | \$ (805)               | \$ 674 | \$ (5,235)             | \$ 81 |
| Other Comprehensive Income (Loss):                                       |                        |        |                        |       |
| Amortization of actuarial (gains) losses, net of tax                     | 56                     | (24)   | 113                    | (32)  |
| Total other comprehensive income (loss)                                  | 56                     | (24)   | 113                    | (32)  |
| Comprehensive Income (Loss)  | (749)                  | 650    | (5,122)                | 49    |
| Comprehensive income (loss) attributable to noncontrolling interests     | —                      | (19)   | —                      | 20    |
| Total Comprehensive Income (Loss) Attributable to A. H. Belo Corporation | \$ (749)               | \$ 669 | \$ (5,122)             | \$ 29 |

See the accompanying Notes to the Consolidated Financial Statements.



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## A. H. Belo Corporation and Subsidiaries

## Consolidated Balance Sheets

| In thousands, except share amounts (unaudited)   | June 30,<br>2017 | December 31,<br>2016 |
|--|------------------|----------------------|
| Assets   |                  |                      |
| Current assets:  |                  |                      |
| Cash and cash equivalents  | \$ 64,856        | \$ 80,071            |
| Accounts receivable (net of allowance of \$942 and \$1,115 at June 30, 2017 and December 31, 2016, respectively) | 23,960           | 29,114               |
| Inventories  | 3,071            | 3,386                |
| Prepays and other current assets   | 10,789           | 9,553                |
| Assets held for sale   | 8,740            | —                    |
| Total current assets   | 111,416          | 122,124              |
| Property, plant and equipment, at cost   | 441,024          | 445,874              |
| Less accumulated depreciation  | (407,493)        | (402,115)            |
| Property, plant and equipment, net   | 33,531           | 43,759               |
| Intangible assets, net   | 4,473            | 4,872                |
| Goodwill   | 13,973           | 14,201               |
| Other assets   | 6,888            | 7,775                |
| Total assets   | \$ 170,281       | \$ 192,731           |
| Liabilities and Shareholders' Equity   |                  |                      |
| Current liabilities:   |                  |                      |
| Accounts payable   | \$ 8,411         | \$ 9,036             |
| Accrued compensation and benefits  | 8,479            | 8,657                |
| Other accrued expense  | 4,440            | 6,318                |
| Advance subscription payments  | 12,832           | 13,243               |
| Total current liabilities  | 34,162           | 37,254               |
| Long-term pension liabilities  | 52,989           | 54,843               |
| Other post-employment benefits   | 2,321            | 2,329                |
| Other liabilities  | 6,456            | 6,483                |
| Total liabilities  | 95,928           | 100,909              |
| Noncontrolling interest - redeemable   | —                | 2,670                |
| 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 20,697,482 and 20,620,461 shares at June 30, 2017 and December 31, 2016, respectively           | 208              | 207                  |
| Series B: issued 2,472,565 and 2,472,680 shares at June 30, 2017 and December 31, 2016, respectively             | 24               | 24                   |

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|  |            |            |
|--|------------|------------|
| Treasury stock, Series A, at cost; 1,416,881 shares held at June 30, 2017<br>and December 31, 2016 | (11,233)   | (11,233)   |
| Additional paid-in capital   | 494,671    | 499,552    |
| Accumulated other comprehensive loss   | (39,195)   | (39,308)   |
| Accumulated deficit  | (370,122)  | (361,324)  |
| Total shareholders' equity attributable to A. H. Belo Corporation                                  | 74,353     | 87,918     |
| Noncontrolling interests   | —          | 1,234      |
| Total shareholders' equity   | 74,353     | 89,152     |
| Total liabilities and shareholders' equity   | \$ 170,281 | \$ 192,731 |

See the accompanying Notes to the Consolidated Financial Statements.

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## A. H. Belo Corporation and Subsidiaries

## Consolidated Statements of Shareholders' Equity

| In thousands, except<br>share<br>amounts (unaudited)    | Common Stock       |                    |        |                                  | Treasury Stock     |             | Accumulated<br>Other<br>Comprehensive<br>Income |              | Noncontro<br>Interests | 7     |
|---|--------------------|--------------------|--------|----------------------------------|--------------------|-------------|---|--------------|------------------------|-------|
|   | Shares<br>Series A | Shares<br>Series B | Amount | Additional<br>Paid-in<br>Capital | Shares<br>Series A | Amount      | Loss  | Deficit      |                        |       |
| Balance at December<br>31, 2015                         | 20,522,503         | 2,387,509          | \$ 229 | \$ 500,449                       | (1,416,881)        | \$ (11,233) | \$ (38,442)                                     | \$ (333,222) | \$ 1,069               | \$    |
| Net income  | —                  | —                  | —      | —                                | —                  | —           | —   | 61           | 7                      | —     |
| Other comprehensive<br>loss                             | —                  | —                  | —      | —                                | —                  | —           | (32)  | —            | —                      | —     |
| Distributions to<br>noncontrolling<br>interests         | —                  | —                  | —      | —                                | —                  | —           | —   | —            | —                      | (165) |
| Capital contributions<br>of noncontrolling<br>interests | —                  | —                  | —      | (396)                            | —                  | —           | —   | —            | —                      | 396   |
| Issuance of shares for<br>restricted stock units        | 97,203             | —                  | 1      | (1)                              | —                  | —           | —   | —            | —                      | —     |
| Issuance of shares for<br>stock option exercises        | —                  | 85,926             | 1      | 155                              | —                  | —           | —   | —            | —                      | —     |
| Share-based<br>compensation                             | —                  | —                  | —      | 448                              | —                  | —           | —   | —            | —                      | —     |
| Conversion of Series<br>B to Series A                   | 649                | (649)              | —      | —                                | —                  | —           | —   | —            | —                      | —     |
| Dividends   | —                  | —                  | —      | —                                | —                  | —           | —   | (5,265)      | —                      | —     |
| Balance at<br>June 30, 2016                             | 20,620,355         | 2,472,786          | \$ 231 | \$ 500,655                       | (1,416,881)        | \$ (11,233) | \$ (38,474)                                     | \$ (338,426) | \$ 1,307               | \$    |
| Balance at December<br>31, 2016                         | 20,620,461         | 2,472,680          | \$ 231 | \$ 499,552                       | (1,416,881)        | \$ (11,233) | \$ (39,308)                                     | \$ (361,324) | \$ 1,234               | \$    |
| Net loss  | —                  | —                  | —      | —                                | —                  | —           | —   | (5,235)      | —                      | —     |
| Other comprehensive<br>income                           | —                  | —                  | —      | —                                | —                  | —           | 113   | —            | —                      | —     |
| Distributions to<br>noncontrolling<br>interests         | —                  | —                  | —      | —                                | —                  | —           | —   | —            | —                      | (118) |

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|   |            |           |        |            |             |             |             |              |         |
|---|------------|-----------|--------|------------|-------------|-------------|-------------|--------------|---------|
| Issuance of shares for restricted stock units | 76,906     | —         | 1      | (1)        | —           | —           | —           | —            | —       |
| Share-based compensation                      | —          | —         | —      | 626        | —           | —           | —           | —            | —       |
| Purchases of noncontrolling interests         | —          | —         | —      | (5,506)    | —           | —           | —           | —            | (1,116) |
| Conversion of Series B to Series A            | 115        | (115)     | —      | —          | —           | —           | —           | —            | —       |
| Dividends                                     | —          | —         | —      | —          | —           | —           | —           | (3,563)      | —       |
| Balance at June 30, 2017                      | 20,697,482 | 2,472,565 | \$ 232 | \$ 494,671 | (1,416,881) | \$ (11,233) | \$ (39,195) | \$ (370,122) | \$ —    |

See the accompanying Notes to the Consolidated Financial Statements.

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## A. H. Belo Corporation and Subsidiaries

## Consolidated Statements of Cash Flows

| In thousands (unaudited)  | Six Months Ended |         |
|---|------------------|---------|
|   | June 30,<br>2017 | 2016    |
| Operating Activities  |                  |         |
| Net income (loss)   | \$ (5,235)       | \$ 81   |
| Adjustments to reconcile net income (loss) to net cash provided by operating activities:    |                  |         |
| Depreciation and amortization   | 5,632            | 5,692   |
| Net periodic pension and other post-employment benefit                                      | (1,717)          | (1,749) |
| Share-based compensation  | 626              | 448     |
| Deferred income taxes   | —                | 9       |
| Loss on investment related activity   | 250              | —       |
| Gain on disposal of fixed assets  | —                | (325)   |
| Goodwill impairment   | 228              | —       |
| Changes in working capital and other operating assets and liabilities, net of acquisitions: |                  |         |
| Accounts receivable   | 5,154            | 6,041   |
| Inventories, prepaids and other current assets  | (921)            | (2,006) |
| Other assets  | 637              | 443     |
| Accounts payable  | (625)            | (748)   |
| Compensation and benefit obligations  | (175)            | 847     |
| Other accrued expenses  | (890)            | (518)   |
| Advance subscription payments   | (411)            | 101     |
| Other post-employment benefits  | (31)             | (93)    |
| Net cash provided by operating activities   | 2,522            | 8,223   |
| Investing Activities  |                  |         |
| Purchases of assets   | (4,789)          | (3,174) |
| Net cash used for investing activities  | (4,789)          | (3,174) |
| Financing Activities  |                  |         |
| Purchases of noncontrolling interests   | (9,231)          | —       |
| Dividends paid  | (3,538)          | (3,503) |
| Proceeds from other financing activities  | —                | 2,566   |
| Distributions to noncontrolling interests   | (179)            | (264)   |
| Proceeds from exercise of stock options   | —                | 156     |
| Net cash used for financing activities  | (12,948)         | (1,045) |
| Net increase (decrease) in cash and cash equivalents  | (15,215)         | 4,004   |
| Cash and cash equivalents, beginning of period  | 80,071           | 78,380  |

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|  |           |           |
|--|-----------|-----------|
| Cash and cash equivalents, end of period             | \$ 64,856 | \$ 82,384 |
| Supplemental Disclosures                             |           |           |
| Income tax paid, net (refund)                        | \$ 1,163  | \$ 1,289  |
| Noncash investing and financing activities:          |           |           |
| Investments in property, plant and equipment payable | 160       | —         |
| Dividends payable                                    | 1,788     | —         |

See the accompanying Notes to the Consolidated Financial Statements.

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A. H. Belo Corporation and Subsidiaries

Notes to the Consolidated Financial Statements

Note 1: Basis of Presentation and Recently Issued Accounting Standards

Description of Business. A. H. Belo Corporation and subsidiaries are referred to collectively herein as “A. H. Belo” or the “Company.” 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 digital marketing. With a continued focus on extending the Company’s media platform, A. H. Belo delivers 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 marketing solutions through DMV Digital Holdings Company (“DMV Holdings”) and Your Speakeasy, LLC (“Speakeasy”), and provides event activation, promotion and marketing services through DMN CrowdSource LLC (“CrowdSource”).

Basis of Presentation. The interim consolidated financial statements included herein are unaudited; however, they include adjustments of a normal recurring nature which, in the Company’s opinion, are necessary to present fairly the interim consolidated financial information as of and for the periods indicated. All significant intercompany balances and transactions have been eliminated in consolidation. These financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2016. All dollar amounts presented herein, except share and per share amounts, are in thousands, unless the context indicates otherwise.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (“GAAP”) requires management to make estimates and assumptions that affect (i) the reported amounts of assets and liabilities, (ii) the disclosure of contingent assets and liabilities known to exist as of the date the financial statements are published, and (iii) the reported amount of net operating revenues and expenses recognized during the periods presented. Adjustments made with respect to the use of estimates often relate to improved information not previously available. Uncertainties with respect to such estimates and assumptions are inherent in the preparation of financial statements; accordingly, actual results could differ from these estimates.

New Accounting Pronouncements. The Financial Accounting Standards Board (“FASB”) issued the following accounting pronouncements and guidance which may be applicable to the Company but have not yet become effective.

In May 2014, the FASB issued Accounting Standards Update (“ASU”) 2014-09 – Revenue from Contracts with Customers (Topic 606). This guidance prescribes a single comprehensive model for entities to use in the accounting of revenue arising from contracts with customers. The core principle contemplated by this new guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount reflecting the consideration the entity expects to be entitled in exchange for those goods or services. New disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers are also required. Since May 2014, the FASB issued clarifying updates to the new standard specifically to address certain core principles including the identification of performance obligations, licensing guidance, the assessment of the collectability criterion, the presentation of taxes collected from customers, noncash considerations, contract modifications, and completed contracts at transition. The new guidance will supersede virtually all existing revenue guidance under GAAP and is effective for fiscal years beginning after December 31, 2017. There are two transition options available to entities, the full retrospective approach, in which the Company would restate prior periods, or the modified retrospective approach. The Company currently anticipates adopting ASU 2014-09 using the modified retrospective approach as of January 1, 2018. This approach consists of recognizing the cumulative effect of initially applying the standard as an adjustment to opening retained earnings.

The Company coordinated a team of key stakeholders to develop a bottom-up approach to analyze the impact of the new standard on its portfolio of contracts. Based upon the Company’s initial evaluation, some of the issues currently being reviewed include the impact of gross versus net, level of disaggregation of revenue disclosed in the Company’s financial statements and evaluating the standalone selling price related to certain performance obligations. The Company is currently quantifying the impact that the updated guidance will have on the Company’s financial statements and related disclosures.

In February 2016, the FASB issued ASU 2016-02 – Leases (Topic 842). This update requires an entity to recognize a right-of-use asset and a lease liability for virtually all of its leases. The liability will be equal to the present value of lease payments. The asset will generally be based on the liability. For income statement purposes operating leases will result in straight-line expense and finance leases will result in expenses similar to current capital leases. The guidance also requires additional disclosures to enable users of financial statements to understand the amount, timing and uncertainty of cash flows arising from leases. The guidance will be effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years and will be applied retrospectively. Early adoption is



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permitted. The Company is currently evaluating the requirements of this update and has not yet determined its impact on the Company's consolidated financial statements.

In January 2017, the FASB issued ASU 2017-04 – Intangibles – Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment. This update simplifies the subsequent measurement of goodwill and eliminates Step 2 from the goodwill impairment test. The guidance will be effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. Early adoption is permitted. The Company is currently evaluating the requirements of this update and has not yet determined its impact on the Company's consolidated financial statements.

In February 2017, the FASB issued ASU 2017-06 – Plan Accounting – Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962) and Health and Welfare Benefit Plans (Topic 965): Employee Benefit Plan Master Trust Reporting. This update clarifies the presentation requirements for a plan's interest in a master trust and requires more detailed disclosures of the plan's interest in the master trust. The guidance will be effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Early adoption is permitted. The Company is currently evaluating the requirements of this update and has not yet determined its impact on the Company's consolidated financial statements.

In March 2017, the FASB issued ASU 2017-07 – Compensation – Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost. This update clarifies the presentation and classification of the components of net periodic benefit costs in the Consolidated Statement of Operations. The guidance will be effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. Early adoption is permitted. The Company is currently evaluating the requirements of this update and has not yet determined its impact on the Company's consolidated financial statements.

Note 2: Segment Reporting

In the first quarter of 2017, in conjunction with the promotion of Grant Moise from Senior Vice President Business Development / Niche Products to General Manager of The Dallas Morning News and Executive Vice President of A. H. Belo, the Company reorganized its two reportable segments based on changes in reporting structure and the go-to-market for the Company's service and product offerings. The two reportable segments are Publishing and Marketing Services.

The Publishing segment includes the Company's core print and digital operations associated with its newspapers, niche publications and related websites. These operations generate revenue from sales of advertising within its newspaper

and digital platforms, subscription and retail sales of its newspapers, sponsorship advertising for events, commercial printing and distribution services, primarily related to national and regional newspapers, and preprint advertisers. Businesses within the Publishing segment leverage the production facilities, subscriber and advertiser base, and digital news platforms to provide additional contribution margin. The Company evaluates Publishing operations based on operating profit and cash flows from operating activities.

The Marketing Services segment includes the operations of DMV Holdings, Speakeasy and digital advertising through Connect (programmatic advertising). The Company operates the portfolio of assets within its Marketing Services segment as separate businesses that sell digital marketing and advertising through different channels, including programmatic advertising and content marketing within the social media environment.

Based on the organization of the Company's structure and organizational chart, we believe the Company's chief operating decision makers (the "CODMs") are its Chief Executive Officer, Jim Moroney, and Grant Moise, the General Manager of The Dallas Morning News and Executive Vice President of A. H Belo Corporation. The CODMs allocate resources and capital to the Publishing and Marketing Services segments at the segment level.

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The following tables show summarized financial information for the Company's reportable segments. Due to the first quarter 2017 reorganization of the Company's two reportable segments, the prior year periods financial information by segment were recast for comparative purposes.

|                         | Three Months Ended |                  | Six Months Ended |                  |
|-------------------------|--------------------|------------------|------------------|------------------|
|                         | June 30,<br>2017   | 2016<br>(Recast) | June 30,<br>2017 | 2016<br>(Recast) |
| Revenue                 |                    |                  |                  |                  |
| Publishing              | \$ 54,822          | \$ 60,575        | \$ 108,313       | \$ 117,080       |
| Marketing Services      | 8,267              | 6,051            | 15,677           | 12,029           |
| Total                   | \$ 63,089          | \$ 66,626        | \$ 123,990       | \$ 129,109       |
| Operating Income (Loss) |                    |                  |                  |                  |
| Publishing              | \$ (1,208)         | \$ 1,678         | \$ (5,933)       | \$ (802)         |
| Marketing Services      | 789                | 981              | 1,379            | 1,680            |
| Total                   | \$ (419)           | \$ 2,659         | \$ (4,554)       | \$ 878           |
| Noncash Expenses        |                    |                  |                  |                  |
| Publishing              |                    |                  |                  |                  |
| Depreciation            | \$ 2,706           | \$ 2,587         | \$ 5,197         | \$ 5,198         |
| Amortization            | —                  | 26               | —                | 52               |
| Goodwill impairment     | —                  | —                | 228              | —                |
| Total                   | \$ 2,706           | \$ 2,613         | \$ 5,425         | \$ 5,250         |
| Marketing Services      |                    |                  |                  |                  |
| Depreciation            | \$ 21              | \$ 18            | \$ 36            | \$ 39            |
| Amortization            | 199                | 203              | 399              | 403              |
| Total                   | \$ 220             | \$ 221           | \$ 435           | \$ 442           |

|                    | June 30,<br>2017 | December 31,<br>2016<br>(Recast) |
|--------------------|------------------|----------------------------------|
| Total Assets       |                  |                                  |
| Publishing         | \$ 147,495       | \$ 170,820                       |
| Marketing Services | 22,786           | 21,911                           |

|       |            |            |
|-------|------------|------------|
| Total | \$ 170,281 | \$ 192,731 |
|-------|------------|------------|

### Note 3: Acquisitions

On February 16, 2017, the Company acquired the remaining 30 percent voting interest in Speakeasy for a cash purchase price of \$2,111, and on March 2, 2017, the Company acquired the remaining 20 percent voting interest in DMV Holdings for a cash purchase price of \$7,120.

The initial purchase of 80 percent voting interest in DMV Holdings occurred in January 2015 for a cash purchase price of \$14,110. DMV Digital Holdings Company holds all outstanding ownership interests of three Dallas-based businesses, Distribion, Inc., Vertical Nerve, Inc. and CDFX, LLC. These businesses specialize in local marketing automation, search engine marketing, and direct mail and promotional products, respectively.

These acquisitions complement 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.

**Pro-rata distributions.** In connection with the 2015 acquisition of 80 percent voting interest in DMV Holdings, the shareholder agreement provided for a pro-rata distribution of 50 percent and 100 percent of DMV Holdings' free cash flow for fiscal years 2016 and 2015, respectively. Free cash flow is defined as earnings before interest, taxes, depreciation and amortization less capital expenditures, debt amortization and interest expense, as applicable. In the six months ended June 30, 2017 and 2016, the Company recorded pro-rata distributions to noncontrolling interests of \$163 and \$264, respectively, in connection with this agreement based on 2016 and 2015 free cash flow as defined, respectively.

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Redeemable noncontrolling interest. Also, in connection with the 2015 acquisition of 80 percent voting interest in DMV Holdings, the Company entered into a shareholder agreement which provided for a put option to a noncontrolling shareholder. The put option provided the shareholder with the right to require the Company to purchase up to 25 percent of the noncontrolling ownership interest in DMV Holdings between the second and third anniversaries of the agreement and up to 50 percent of the noncontrolling ownership interest in DMV Holdings between the fourth and fifth anniversaries of the agreement.

Redeemable noncontrolling interest was recorded at fair value on the acquisition date and the carrying value was adjusted each period for its share of the earnings related to DMV Holdings and for any distributions. The carrying value was also adjusted for the change in fair value, which was based on the estimated redemption value as of December 31, 2016. Adjustments were recorded to retained earnings or additional paid in capital, as applicable, and have no effect to earnings of the Company. During the six months ended June 30, 2017 and 2016, redeemable noncontrolling interest was decreased by \$61 and \$99, respectively, for distributions related to the 2016 and 2015 free cash flow, respectively, as required under the shareholder agreement.

The exercisability of the noncontrolling interest put option was outside the control of the Company. As such, the redeemable noncontrolling interest of \$2,670 was reported in the mezzanine equity section of the Consolidated Balance Sheet as of December 31, 2016. As a result of the purchase of the remaining 20 percent voting interest in DMV Holdings, the shareholder agreement was terminated and the redeemable noncontrolling interest was eliminated as of March 31, 2017.

## Note 4: Goodwill and Intangible Assets

The following table shows goodwill and other intangible assets by reportable segment as of June 30, 2017 and December 31, 2016. Due to the first quarter 2017 reorganization of the Company's two reportable segments, the prior year period financial information by segment was recast for comparative purposes.

|                    | June 30,<br>2017 | December 31,<br>2016<br>(Recast) |
|--------------------|------------------|----------------------------------|
| Goodwill           |                  |                                  |
| Publishing         | \$ —             | \$ 228                           |
| Marketing Services | 13,973           | 13,973                           |

|                          |           |           |
|--------------------------|-----------|-----------|
| Total                    | \$ 13,973 | \$ 14,201 |
| Intangible Assets        |           |           |
| Publishing               |           |           |
| Cost                     | \$ —      | \$ 240    |
| Accumulated Amortization | —         | (240)     |
| Net Carrying Value       | \$ —      | \$ —      |
| Marketing Services       |           |           |
| Cost                     | \$ 6,470  | \$ 6,470  |
| Accumulated Amortization | (1,997)   | (1,598)   |
| Net Carrying Value       | \$ 4,473  | \$ 4,872  |

In the six months ended June 30, 2017, the Publishing segment's fully amortized intangible assets of \$240 of customer relationships were written-off and had no remaining useful life. Intangible assets consist of \$4,950 of customer relationships with estimated useful lives of 10 years and \$1,520 of developed technology with an estimated useful life of five years. Aggregate amortization expense was \$199 and \$399 for the three and six months ended June 30, 2017, respectively, and \$229 and \$455 for the three and six months ended June 30, 2016, respectively.

Certain goodwill and intangible assets previously reported in the Marketing Services segment were moved to the Publishing segment as a result of the first quarter 2017 segment reorganization. The Publishing reporting unit's goodwill was determined to be fully impaired as of December 31, 2016. Therefore, the Company recorded a noncash goodwill impairment charge of \$228 in the first quarter of 2017.

The Company tested goodwill for impairment as of December 31, 2016 at the reporting unit level using a discounted cash flow methodology with a peer-based, risk-adjusted weighted average cost of capital, combined with a market approach using peer-based earnings multiples. The Company believes the use of a discounted cash flow approach, combined with the market approach, is the most reliable indicator of the estimated fair values of the businesses.

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Because the Company's annual test indicated that the Publishing reporting unit's carrying value exceeded its estimated fair value, a second phase of the goodwill impairment test ("Step 2") was performed specific to the Publishing reporting unit. Under Step 2, the fair value of the Publishing reporting unit's assets and liabilities were estimated, including intangible assets, for the purpose of deriving an estimate of the implied fair value of goodwill. The implied fair value of goodwill was then compared to the recorded goodwill to determine the amount of the impairment.

Upon completion of the annual test, the Publishing reporting unit's goodwill was determined to be impaired, and the Company recorded a noncash goodwill impairment charge of \$22,682 in the fourth quarter of 2016, fully impairing the Publishing reporting unit's goodwill.

## Note 5: Long-term Incentive Plan

A. H. Belo sponsors a long-term incentive plan (the "Plan") under which 8,000,000 shares of the Company's Series A and Series B common stock are 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 share awards, restricted stock units ("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. Awards under the Plan were also granted to holders of stock options issued by A. H. Belo's former parent company in connection with the Company's separation from its former parent in 2008. Due to the expiration of the Plan on February 8, 2018, A. H. Belo implemented, and shareholders approved, a new long-term incentive plan (the "2017 Plan") under which 8,000,000 shares of the Company's Series A and Series B common stock are authorized for equity-based awards. Like its predecessor plan, awards under the 2017 Plan may be granted to A. H. Belo employees and outside directors in the form of non-qualified stock options, incentive stock options, restricted share awards, RSUs, performance shares, performance units or stock appreciation rights. No grants have yet been made under the 2017 Plan.

**Stock Options.** Stock options granted under the Plan are fully vested and exercisable. No options have been granted since 2009, and all compensation expense associated with stock options has been fully recognized as of June 30, 2017.

|                                  | Number of<br>Options | Weighted<br>Average<br>Exercise Price |
|----------------------------------|----------------------|---------------------------------------|
| Outstanding at December 31, 2016 | 114,979              | \$ 8.21                               |

|                              |          |       |
|------------------------------|----------|-------|
| Canceled                     | (14,635) | 20.16 |
| Outstanding at June 30, 2017 | 100,344  | 6.46  |

As of June 30, 2017, the aggregate intrinsic value of outstanding options was \$10 and the weighted average remaining contractual life of the Company's stock options was 1.1 years. The aggregate intrinsic value of options exercised in the three and six months ended June 30, 2016, was \$183 and \$300, respectively.

**Restricted Stock Units.** The Company's RSUs have service and/or performance conditions and, subject to retirement eligibility, 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 over a period of up to three years. As of June 30, 2017, the liability for the portion of the awards to be redeemed in cash was \$771. The table below sets forth a summary of RSU activity under the Plan.

|                                 | Total<br>RSUs | Issuance of<br>Common<br>Stock | RSUs<br>Redeemed in<br>Cash | Cash<br>Payments at<br>Closing Price<br>of Stock | Weighted<br>Average Price<br>on Date of<br>Grant |
|---------------------------------|---------------|--------------------------------|-----------------------------|--|--|
| Non-vested at December 31, 2016 | 121,131       |                                |                             |  | \$ 5.65  |
| Granted                         | 284,868       |                                |                             |  | 6.11   |
| Vested and outstanding          | (159,212)     |                                |                             |  | 5.71   |
| Vested and issued               | (22,734)      | 13,634                         | 9,100                       | \$ 57  | 6.90   |
| Non-vested at June 30, 2017     | 224,053       |                                |                             |  | 6.07   |

For the six months ended June 30, 2017, the Company issued 63,272 shares of Series A common stock and 42,189 shares were redeemed in cash for RSUs that were previously vested as of December 31, 2016. In addition, there were 290,825 and 237,074 RSUs that were vested and outstanding as of June 30, 2017 and December 31, 2016, respectively.



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The fair value of RSU grants is determined using the closing trading price of the Company's Series A common stock on the grant date. As of June 30, 2017, unrecognized compensation expense related to non-vested RSUs totaled \$1,018, which is expected to be recognized over a weighted average period of approximately 1.0 year.

**Compensation Expense.** A. H. Belo recognizes compensation expense for awards granted under the Plan over the vesting period of the award. Compensation expense related to RSUs granted under the Plan is set forth in the table below.

|                             | RSUs                   |                               |                                |
|-----------------------------|------------------------|-------------------------------|--------------------------------|
|                             | Redeemable<br>in Stock | RSUs<br>Redeemable<br>in Cash | Total<br>RSU Awards<br>Expense |
| Three Months Ended June 30, |                        |                               |                                |
| 2017                        | \$ 185                 | \$ 38                         | \$ 223                         |
| 2016                        | 76                     | 69                            | 145                            |
| Six Months Ended June 30,   |                        |                               |                                |
| 2017                        | \$ 626                 | \$ 317                        | \$ 943                         |
| 2016                        | 448                    | 301                           | 749                            |

## Note 6: Income Taxes

The interim provision for income 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 annual effective tax rate is reviewed each quarter based on the Company's estimated income tax expense for the year. Under certain circumstances, the Company may be precluded from estimating an annual effective tax rate. Such circumstances may include periods in which tax rates vary significantly due to earnings trends, in addition to the existence of significant permanent or temporary differences. Under such circumstances, a discrete tax rate is calculated for the period.

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The Company recognized income tax provision from continuing operations of \$293 and \$2,393 for the three months ended June 30, 2017 and 2016, respectively, and \$251 and \$1,284 for the six months ended June 30, 2017 and 2016, respectively. Effective income tax rates from continuing operations were (5.0) percent and 94.1 percent for the six months ended June 30, 2017 and 2016, respectively. The effective income tax rate for the six months ended June 30, 2017, was due to the federal tax benefit fully reserved with a valuation allowance and the effect of the Texas margin tax. The 2017 effective income tax rate was lower when compared to the prior year period due to taxable income generated from operations and the disposition of certain fixed assets in 2016.

Note 7: Pension and Other Retirement Plans

**Defined Benefit Plans.** The Company sponsors the A. H. Belo Pension Plans (the “Pension Plans”), which provide benefits to approximately 2,300 current and former employees of the Company. A. H. Belo Pension Plan I provides benefits to certain current and former 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 former employees of The Providence Journal Company. This obligation was retained by the Company upon the sale 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.

No contributions are required to the A. H. Belo Pension Plans in 2017 under the applicable tax and labor laws governing pension plan funding.

Net Periodic Pension Benefit

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

|                                  | Three Months Ended |          | Six Months Ended |            |
|----------------------------------|--------------------|----------|------------------|------------|
|                                  | June 30,           |          | June 30,         |            |
|                                  | 2017               | 2016     | 2017             | 2016       |
| Interest cost                    | \$ 2,386           | \$ 2,524 | \$ 4,772         | \$ 5,049   |
| Expected return on plans' assets | (3,314)            | (3,397)  | (6,627)          | (6,793)    |
| Amortization of actuarial loss   | 74                 | 20       | 149              | 31         |
| Net periodic pension benefit     | \$ (854)           | \$ (853) | \$ (1,706)       | \$ (1,713) |



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**Defined Contribution Plans.** The A. H. Belo Savings Plan (the “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 Savings 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, 2017 and 2016, the Company recorded expense of \$231 and \$222, respectively, and during the six months ended June 30, 2017 and 2016, the Company recorded expense of \$495 and \$501, respectively, for matching contributions to the Savings Plan.

## Note 8: Shareholders’ Equity

**Dividends.** On May 10, 2017, the Company’s board of directors declared an \$0.08 per share dividend to shareholders of record and holders of RSUs as of the close of business on August 11, 2017, which is payable on September 1, 2017. During the three months ended June 30, 2017, the Company recorded \$1,788 to accrue for dividends declared but not yet paid.

**Accumulated other comprehensive loss.** Accumulated other comprehensive loss consists of actuarial gains and losses attributable to the A. H. Belo Pension Plans, gains and losses resulting from Pension Plans’ amendments and other actuarial experience attributable to other post-employment benefit (“OPEB”) plans. The Company records amortization of the components 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 Pension Plans’ participants. Gains and losses associated with the Company’s OPEB plans are amortized over the average remaining service period of active OPEB plans’ participants. Net deferred tax assets associated with the accumulated other comprehensive loss are fully reserved.

The table below sets forth the changes in accumulated other comprehensive loss, net of tax, as presented in the Company’s consolidated financial statements.

| Three Months Ended June 30, |                 |             | 2016  |                 |             |
|-----------------------------|-----------------|-------------|-------|-----------------|-------------|
| 2017                        |                 |             | 2016  |                 |             |
| Total                       | Defined benefit | Other post- | Total | Defined benefit | Other post- |

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|                              | pension plans |             | employment benefit plans | pension plans |             | employment benefit plans |
|------------------------------|---------------|-------------|--------------------------|---------------|-------------|--------------------------|
| Balance, beginning of period | \$ (39,251)   | \$ (39,662) | \$ 411                   | \$ (38,450)   | \$ (38,887) | \$ 437                   |
| Amortization                 | 56            | 74          | (18)                     | (24)          | 20          | (44)                     |
| Balance, end of period       | \$ (39,195)   | \$ (39,588) | \$ 393                   | \$ (38,474)   | \$ (38,867) | \$ 393                   |

|                              | Six Months Ended June 30,<br>2017 |                               |                                     | 2016        |                               |                                     |
|------------------------------|-----------------------------------|-------------------------------|-------------------------------------|-------------|-------------------------------|-------------------------------------|
|                              | Total                             | Defined benefit pension plans | Other post-employment benefit plans | Total       | Defined benefit pension plans | Other post-employment benefit plans |
| Balance, beginning of period | \$ (39,308)                       | \$ (39,737)                   | \$ 429                              | \$ (38,442) | \$ (38,898)                   | \$ 456                              |
| Amortization                 | 113                               | 149                           | (36)                                | (32)        | 31                            | (63)                                |
| Balance, end of period       | \$ (39,195)                       | \$ (39,588)                   | \$ 393                              | \$ (38,474) | \$ (38,867)                   | \$ 393                              |

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## Note 9: 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.

|   | Three Months Ended June 30, |            | Six Months Ended June 30, |            |
|---|-----------------------------|------------|---------------------------|------------|
|   | 2017                        | 2016       | 2017                      | 2016       |
| <b>Earnings (Numerator)</b>   |                             |            |                           |            |
| Net income (loss) attributable to A. H. Belo Corporation                      | \$ (805)                    | \$ 693     | \$ (5,235)                | \$ 61      |
| Less: Dividends to participating securities                                   | 43                          | 28         | 82                        | 54         |
| Net income (loss) available to common shareholders from continuing operations | \$ (848)                    | \$ 665     | \$ (5,317)                | \$ 7       |
| <b>Shares (Denominator)</b>   |                             |            |                           |            |
| Weighted average common shares outstanding (basic)                            | 21,743,390                  | 21,614,260 | 21,717,032                | 21,564,200 |
| Effect of dilutive securities   | —                           | 148,299    | —                         | 160,676    |
| Adjusted weighted average shares outstanding (diluted)                        | 21,743,390                  | 21,762,559 | 21,717,032                | 21,724,876 |
| <b>Earnings Per Share from Continuing Operations</b>                          |                             |            |                           |            |
| Basic and diluted   | \$ (0.04)                   | \$ 0.03    | \$ (0.24)                 | \$ 0.00    |

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 earnings per share. A total of 615,222 and 499,726 options and RSUs outstanding as of June 30, 2017 and 2016, respectively, were excluded from the calculation because the effect was anti-dilutive.

Note 10: Contingencies

Legal proceedings. From time to time, the Company is involved in a variety of claims, lawsuits and other disputes arising in the ordinary course of business. Management routinely assesses the likelihood of adverse judgments or outcomes in these matters, as well as the ranges of probable losses to the extent losses are reasonably estimable. Accruals for contingencies are recorded when, in the judgment of management, adverse judgments or outcomes are probable and the financial impact, should an adverse outcome occur, is reasonably estimable. The determination of likely outcomes of litigation matters relates to factors that include, but are not limited to, past experience and other evidence, interpretation of relevant laws or regulations and the specifics and status of each matter. Predicting the outcome of claims and litigation and estimating related costs and financial exposure involves substantial uncertainties that could cause actual results to vary materially from estimates and accruals.

The Company was previously involved in a dispute with a customer regarding performance and pricing terms with respect to a change order to its printing services contract with the Company. In the second quarter of 2017, the Company and the customer entered into an amended printing services agreement extending the term of the agreement for an additional seven years, established pricing terms for the extended term and resolved the disputed invoices with no losses incurred by the Company.

In the opinion of management, liabilities, if any, arising from other currently existing claims against the Company would not have a material adverse effect on A. H. Belo's results of operations, liquidity or financial condition.

Note 11: Sales of Assets

Assets held for sale include long-lived assets being actively marketed for which a sale is considered probable within the next 12 months. These assets are recorded at the lower of their fair value less costs to sell or their carrying value at the time they are classified as assets held for sale. In the second quarter of 2017, the Company announced that three parcels of land located in downtown Dallas, Texas are available for sale. These assets, with a total carrying value of \$8,740, are reported as assets held for sale as of June 30, 2017.

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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 consolidated financial statements and related notes filed as part of this report. 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 share and 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 digital marketing. With a continued focus on extending the Company's media platform, A. H. Belo delivers news and information in innovative ways to a broad spectrum of audiences with diverse interests and lifestyles.

In the first quarter of 2017, in conjunction with the promotion of Grant Moise from Senior Vice President Business Development / Niche Products to General Manager of The Dallas Morning News and Executive Vice President of A. H. Belo, the Company reorganized its two reportable segments based on changes in reporting structure and the go-to-market for the Company's service and product offerings. The two reportable segments are Publishing and Marketing Services.

The Company's Publishing segment includes the operations of 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. These operations generate revenue from sales of advertising within its newspaper and digital platforms, subscription and retail sales of its newspapers, sponsorship advertising for events, commercial printing and distribution services, primarily related to national and regional newspapers, and preprint advertisers. Businesses within the Publishing segment leverage the production facilities, subscriber and advertiser base, and digital news platforms to provide additional contribution margin.

The Marketing Services segment includes marketing services generated by DMV Digital Holdings Company ("DMV Holdings") and its subsidiaries Distribion, Inc., Vertical Nerve, Inc. and CDFX, LLC ("MarketingFX"). The Marketing Services segment also includes Your Speakeasy, LLC ("Speakeasy") and digital advertising through Connect



(programmatic advertising). The Company operates the portfolio of assets within its Marketing Services segment as separate businesses that sell digital marketing and advertising through different channels, including programmatic advertising and content marketing within the social media environment.

On February 16, 2017, the Company acquired the remaining 30 percent voting interest in Speakeasy for a cash purchase price of \$2,111, and on March 2, 2017, the Company acquired the remaining 20 percent voting interest in DMV Holdings for a cash purchase price of \$7,120.

The initial purchase of 80 percent voting interest in DMV Holdings occurred in January 2015 for a cash purchase price of \$14,110. DMV Holdings holds all outstanding ownership interests of three Dallas-based companies, Distribion, Inc., Vertical Nerve, Inc. and MarketingFX. These businesses specialize in local marketing automation, search engine marketing, and direct mail and promotional products, respectively.

These acquisitions complement 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.

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## RESULTS OF CONTINUING OPERATIONS

## Consolidated Results of Continuing Operations

This section contains discussion and analysis of net operating revenue, expense and other information relevant to an understanding of results of operations for the three and six months ended June 30, 2017 and 2016. Due to the first quarter 2017 reorganization of the Company's two reportable segments, the prior year periods financial information by segment were recast for comparative purposes.

The table below sets forth the components of A. H. Belo's operating income (loss) by segment.

|                                    | Three Months Ended June 30, |                      |                  | Six Months Ended June 30, |                      |                  |  |
|------------------------------------|-----------------------------|----------------------|------------------|---------------------------|----------------------|------------------|--|
|                                    | 2017                        | Percentage<br>Change | 2016<br>(Recast) | 2017                      | Percentage<br>Change | 2016<br>(Recast) |  |
| <b>Publishing</b>                  |                             |                      |                  |                           |                      |                  |  |
| Advertising and marketing services | \$ 27,755                   | (13.2) %             | \$ 31,989        | \$ 55,549                 | (9.3) %              | \$ 61,248        |  |
| Circulation                        | 19,088                      | (3.7) %              | 19,821           | 38,254                    | (4.8) %              | 40,173           |  |
| Printing, distribution and other   | 7,979                       | (9.0) %              | 8,765            | 14,510                    | (7.3) %              | 15,659           |  |
| Total Net Operating Revenue        | 54,822                      | (9.5) %              | 60,575           | 108,313                   | (7.5) %              | 117,080          |  |
| Total Operating Costs and Expense  | 56,030                      | (4.9) %              | 58,897           | 114,246                   | (3.1) %              | 117,882          |  |
| Operating Income (Loss)            | \$ (1,208)                  | (172.0) %            | \$ 1,678         | \$ (5,933)                | (639.8) %            | \$ (802)         |  |
| <b>Marketing Services</b>          |                             |                      |                  |                           |                      |                  |  |
| Advertising and marketing services | \$ 8,267                    | 36.6 %               | \$ 6,051         | \$ 15,677                 | 30.3 %               | \$ 12,029        |  |
| Total Net Operating Revenue        | 8,267                       | 36.6 %               | 6,051            | 15,677                    | 30.3 %               | 12,029           |  |
| Total Operating Costs and Expense  | 7,478                       | 47.5 %               | 5,070            | 14,298                    | 38.2 %               | 10,349           |  |
| Operating Income                   | \$ 789                      | (19.6) %             | \$ 981           | \$ 1,379                  | (17.9) %             | \$ 1,680         |  |

Traditionally, the Company's primary 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 and economic conditions, the newspaper industry has faced a significant revenue decline over the past decade. Therefore, the Company has sought to diversify its revenues through development and investment in new product offerings, increased circulation rates and leveraging of its existing assets to offer cost efficient commercial printing and distribution services to its local markets. The Company continually evaluates the overall performance of its core products to ensure existing assets are deployed adequately to maximize return.

The Company's advertising revenue from its core newspapers continues to be adversely affected by the shift of advertiser spending to other forms of media and the increased accessibility of free online news content, as well as news content from other sources, which resulted in declines in advertising and paid print circulation volumes and revenue. The most significant decline in advertising revenue has been attributable to print display and classified categories. These categories, which represented 26.6 percent of consolidated revenue in 2014, have declined to 19.2 percent of consolidated revenue thus far in 2017, and further declines are likely in future periods. Decreases in print display and classified categories are indicative of continuing trends by advertisers towards digital platforms, which are widely available from many sources. In the current environment, companies are allocating more of their advertising spending towards programmatic channels that provide digital advertising on multiple platforms with enhanced technology for targeted delivery and measurement. As a result of the continued declines the Publishing segment experienced, and expects to continue to experience, in advertising and print circulation revenues, the Publishing reporting unit's goodwill was determined to be fully impaired as of December 31, 2016. Certain goodwill and intangible assets previously reported in the Marketing Services segment were moved to the Publishing segment as a result of the first quarter 2017 segment reorganization. The Publishing reporting unit's goodwill was fully impaired. Therefore, the Company recorded a noncash goodwill impairment charge of \$228 in the first quarter of 2017.

The Company has responded to these challenges by expanding programmatic channels through which it works to meet customer demand for digital advertisement opportunities in display, mobile, video and social media categories. By utilizing advertising exchanges to apply marketing insight, the Company believes it offers greater value to clients through focused targeting of advertising to potential customers.

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The Company's expanded digital and marketing services product offerings leverage the Company's existing resources and relationships to offer additional value to existing and new advertising clients. Solutions provided by DMV Holdings include development of mobile websites, search engine marketing and optimization, video, mobile advertising, email marketing, advertising analytics and online reputation management services. Through Speakeasy, the Company is able to target middle-market business customers and provide turnkey social media account management and content development services.

## Advertising and marketing services revenue

Advertising and marketing services revenue was 57.1 percent and 57.4 percent of total revenue for the three and six months ended June 30, 2017, respectively, and 57.1 percent and 56.8 percent for the three and six months ended June 30, 2016, respectively.

|                                       | Three Months Ended June 30, |                      |                  | Six Months Ended June 30, |                      |                  |
|---------------------------------------|-----------------------------|----------------------|------------------|---------------------------|----------------------|------------------|
|                                       | 2017                        | Percentage<br>Change | 2016<br>(Recast) | 2017                      | Percentage<br>Change | 2016<br>(Recast) |
| <b>Publishing</b>                     |                             |                      |                  |                           |                      |                  |
| Display advertising                   | \$ 7,347                    | (17.4) %             | \$ 8,900         | \$ 14,737                 | (13.2) %             | \$ 16,977        |
| Classified advertising                | 4,557                       | (14.7) %             | 5,343            | 9,102                     | (8.0) %              | 9,898            |
| Preprint advertising                  | 10,235                      | (12.6) %             | 11,707           | 20,532                    | (9.8) %              | 22,775           |
| Digital advertising                   | 5,616                       | (7.0) %              | 6,039            | 11,178                    | (3.6) %              | 11,598           |
| <b>Marketing Services</b>             |                             |                      |                  |                           |                      |                  |
| Digital services                      | 7,426                       | 40.1 %               | 5,300            | 13,708                    | 31.5 %               | 10,421           |
| Other services                        | 841                         | 12.0 %               | 751              | 1,969                     | 22.5 %               | 1,608            |
| Advertising and<br>Marketing Services | \$ 36,022                   | (5.3) %              | \$ 38,040        | \$ 71,226                 | (2.8) %              | \$ 73,277        |

## Publishing

Display – Display revenue primarily represents sales of non-classified advertising space within the Company’s core and niche newspapers. As advertisers continue to diversify marketing budgets to incorporate more and varied avenues of reaching consumers, traditional display advertising continues to decline. Revenue decreased due to lower retail advertising in substantially all categories in both periods, except entertainment in the six months ended June 30, 2017. The department store, food and beverage, medical and furniture categories experienced the greatest declines with a combined revenue decrease of approximately \$873 and \$1,720, for the three and six months ended June 30, 2017, respectively. The revenue decrease was driven heavily by a retail volume decline of 8.4 percent and 10.0 percent, for the three and six months ended June 30, 2017, respectively.

Classified – Classified primarily represents sales of classified advertising space within the Company’s core and niche newspapers. Growth in classified advertising revenue continues to be challenging as alternative digital outlets continue to emerge. Rate improvement trends in certain display advertising categories partially offset the volume decline. Overall classified revenue declined for the three and six months ended June 30, 2017, due to lower volumes in substantially all categories except employment.

Preprint – Preprint primarily reflects preprinted advertisements inserted into the Company’s core newspapers and niche publications, or distributed to non-subscribers through the mail. Revenue decreased due to a rate decline in preprint newspaper inserts and home delivery mail advertising.

Digital – Digital publishing is primarily comprised of banner and real estate classified advertising on The Dallas Morning News’ website dallasnews.com, sales of online automotive classifieds on the cars.com platform, as well as online employment and obituary classified advertising on third-party websites sold under a print/digital bundle package. Revenue decreased in the three and six months ended June 30, 2017, due to a lower volume of online automotive classifieds on the cars.com platform.

#### Marketing Services

Digital services – Digital marketing includes targeted and multi-channel advertising placed on third-party websites, content development, social media management, search optimization, and other consulting. DMV Holdings provided a significant portion of the growth in digital marketing revenue. DMV Holdings revenue increased \$1,820 and \$3,876 in the three and six months ended June 30, 2017, respectively. The digital services revenue increase offset approximately 49 percent and 65 percent of the core print advertising revenue decline in the three and six months ended June 30, 2017, respectively.

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Other services – Other services revenue increased \$90 and \$361 in the three and six months ended June 30, 2017, respectively, due to the sale of promotional merchandise by MarketingFX.

## Circulation revenue

Circulation revenue was 30.3 percent and 30.9 percent of total revenue for the three and six months ended June 30, 2017, respectively, and 29.7 percent and 31.1 percent for the three and six months ended June 30, 2016, respectively.

|             | Three Months Ended June 30, |                      |           | Six Months Ended June 30, |                      |           |
|-------------|-----------------------------|----------------------|-----------|---------------------------|----------------------|-----------|
|             | 2017                        | Percentage<br>Change | 2016      | 2017                      | Percentage<br>Change | 2016      |
| Publishing  |                             |                      |           |                           |                      |           |
| Circulation | \$ 19,088                   | (3.7) %              | \$ 19,821 | \$ 38,254                 | (4.8) %              | \$ 40,173 |

Revenue decreased primarily due to a decline in home delivery volume of 8.4 percent and 8.8 percent, for the three and six months ended June 30, 2017, respectively. Single copy revenue increased slightly compared to prior year, driven by an increase in the daily single copy rate, partially offset by a decrease in single copy paid print circulation volume of 19.2 percent and 18.2 percent, for the three and six months ended June 30, 2017, respectively.

Volume declines in circulation revenue have been more pronounced with single copy sales as it competes for retail space. Price increases and supplemental editions are critical to maintaining the revenue base to support this product. During the three and six months ended June 30, 2017, the Company generated \$122 and \$291, respectively, of incremental circulation revenue through the distribution of specialty magazines to its core subscribers.

## Printing, distribution and other revenue

Printing, distribution and other revenue was 12.6 percent and 11.7 percent of total revenue for the three and six months ended June 30, 2017, respectively, and 13.2 percent and 12.1 percent for the three and six months ended June

30, 2016, respectively.

|                                  | Three Months Ended June 30, |                      |                  | Six Months Ended June 30, |                      |                  |
|----------------------------------|-----------------------------|----------------------|------------------|---------------------------|----------------------|------------------|
|                                  | 2017                        | Percentage<br>Change | 2016<br>(Recast) | 2017                      | Percentage<br>Change | 2016<br>(Recast) |
| Publishing                       |                             |                      |                  |                           |                      |                  |
| Printing, Distribution and Other | \$ 7,979                    | (9.0) %              | \$ 8,765         | \$ 14,510                 | (7.3) %              | \$ 15,659        |

The Company aggressively markets the capacity of its printing and distribution assets to other newspapers that would benefit from cost sharing arrangements. Additionally, the Company's event activation, promotion and marketing services provider, CrowdSource, works closely with cities and other corporate sponsors to bring large entertainment events to local communities. Revenue decreased in the three and six months ended June 30, 2017, due to a decline in revenue related to events the Company did not host in 2017.

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## Operating Costs and Expense

The table below sets forth the components of the Company's operating costs and expense.

|   | Three Months Ended June 30, |                      |          | Six Months Ended June 30, |                      |            | 2016<br>(Recast)    |
|---|-----------------------------|----------------------|----------|---------------------------|----------------------|------------|---------------------|
|   | 2017                        | Percentage<br>Change |          | 2017                      | Percentage<br>Change |            |                     |
| <b>Publishing</b>                                     |                             |                      |          |                           |                      |            |                     |
| Employee compensation and benefits                    | \$ 21,500                   | (2.4)                | %        | \$ 22,035                 | \$ 46,042            | (1.0)      | % \$ 46,527         |
| Other production, distribution and<br>operating costs | 26,119                      | (6.6)                | %        | 27,976                    | 51,445               | (4.6)      | % 53,913            |
| Newsprint, ink and other supplies                     | 5,705                       | (9.1)                | %        | 6,273                     | 11,334               | (7.0)      | % 12,192            |
| Depreciation  | 2,706                       | 4.6                  | %        | 2,587                     | 5,197                | (0.0)      | % 5,198             |
| Amortization  | —                           | (100.0)              | %        | 26                        | —                    | (100.0)    | % 52                |
| Goodwill impairment                                   | —                           | N/A                  |          | —                         | 228                  | N/A        | —                   |
| <b>Marketing Services</b>                             |                             |                      |          |                           |                      |            |                     |
| Employee compensation and benefits                    | 3,353                       | 22.4                 | %        | 2,739                     | 6,686                | 27.0       | % 5,264             |
| Other production, distribution and<br>operating costs | 3,617                       | 88.2                 | %        | 1,922                     | 6,617                | 53.3       | % 4,316             |
| Newsprint, ink and other supplies                     | 288                         | 53.2                 | %        | 188                       | 560                  | 71.3       | % 327               |
| Depreciation  | 21                          | 16.7                 | %        | 18                        | 36                   | (7.7)      | % 39                |
| Amortization  | 199                         | (2.0)                | %        | 203                       | 399                  | (1.0)      | % 403               |
| <b>Total Operating Costs and Expense</b>              | <b>\$ 63,508</b>            | <b>(0.7)</b>         | <b>%</b> | <b>\$ 63,967</b>          | <b>\$ 128,544</b>    | <b>0.2</b> | <b>% \$ 128,231</b> |

**Publishing**

Employee compensation and benefits – The Company continues to implement measures to optimize its workforce and reduce risk associated with future obligations towards employee benefit plans. Employee compensation and benefits declined \$535 and \$485 in the three and six months ended June 30, 2017, respectively, primarily due to a reduction in personnel.



Other production, distribution and operating costs – Expense decreased in the Company’s Publishing segment reflecting savings as the Company continues to manage discretionary spending. Savings were generated by reductions in outside services and distribution expense related to delivery of the Company’s various publications and products.

Newsprint, ink and other supplies – Expense decreased due to reduced newsprint costs associated with lower circulation volumes from the Company and certain third-party newspapers and the discontinuation of unprofitable product lines. Newsprint consumption for the three months ended June 30, 2017 and 2016, approximated 5,919 and 6,806 metric tons, respectively, at an average cost per metric ton of \$561 and \$524, respectively. Newsprint consumption for the six months ended June 30, 2017 and 2016, approximated 11,754 and 13,395 metric tons, respectively, at an average cost per metric ton of \$562 and \$514, respectively. The average purchase price for newsprint was \$559 and \$530 for the three months ended June 30, 2017 and 2016, respectively, and \$562 and \$521 for the six months ended June 30, 2017 and 2016, respectively.

Depreciation – Expense increased in the three months ended June 30, 2017, due to capital purchases to support the Company’s financial and human resource software application.

Amortization – All definite-lived intangible assets are fully amortized.

Goodwill impairment – In the six months ended June 30, 2017, operating costs and expense for the Publishing segment reflect a noncash goodwill impairment charge of \$228.

#### Marketing Services

Employee compensation and benefits – Expense increased in the three and six months ended June 30, 2017, primarily related to the growth associated with DMV Holdings of \$525 and \$1,347, respectively. As of June 30, 2017 and 2016, DMV Holdings employed 82 and 71 personnel, respectively.

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Other production, distribution and operating costs – Expense increased \$1,695 and \$2,301 in the three and six months ended June 30, 2017, respectively, in connection with growth in DMV Holdings.

Newsprint, ink and other supplies – Expense increased \$100 and \$233 in the three and six months ended June 30, 2017, respectively, primarily due to an increase in promotional material printing costs associated with MarketingFX.

Depreciation – Marketing and event services’ cost structure is primarily labor driven. Capital purchases are required to support technology investments, the Company’s websites and customer engaging applications. Capital assets are primarily depreciated over a life of three years.

Amortization – Expense is primarily related to customer lists associated with DMV Holdings.

Other

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

|                             | Three Months Ended June 30, |           |            | Six Months Ended June 30, |           |            |
|-----------------------------|-----------------------------|-----------|------------|---------------------------|-----------|------------|
|                             | 2017                        | Change    | Percentage | 2017                      | Change    | Percentage |
| Other income (expense), net | \$ (93)                     | (122.8) % | \$ 408     | \$ (430)                  | (188.3) % | \$ 487     |
| Income tax provision        | \$ 293                      | (87.8) %  | \$ 2,393   | \$ 251                    | (80.5) %  | \$ 1,284   |

Other income (expense) – Other income (expense) is primarily comprised of investment activity and gain (loss) on disposal of fixed assets. As of June 30, 2017, the Company did not have any equity method investments.

Tax provision – The Company recognized income tax provision from continuing operations of \$293 and \$2,393 for the three months ended June 30, 2017 and 2016, respectively, and \$251 and \$1,284 for the six months ended June 30, 2017 and 2016, respectively. Effective income tax rates from continuing operations were (5.0) percent and 94.1 percent for the six months ended June 30, 2017 and 2016, respectively. The effective income tax rate for the six months ended June 30, 2017, was due to the federal tax benefit fully reserved with a valuation allowance and the effect of the Texas margin tax. The 2017 effective income tax rate was lower when compared to the prior year period due to taxable income generated from operations and the disposition of certain fixed assets in 2016.

Sales of assets – Assets held for sale include long-lived assets being actively marketed for which a sale is considered probable within the next 12 months. These assets are recorded at the lower of their fair value less costs to sell or their carrying value at the time they are classified as assets held for sale. In the second quarter of 2017, the Company announced that three parcels of land located in downtown Dallas, Texas are available for sale. These assets, with a total carrying value of \$8,740, are reported as assets held for sale as of June 30, 2017.

Legal proceedings – From time to time, the Company is involved in a variety of claims, lawsuits and other disputes arising in the ordinary course of business. Management routinely assesses the likelihood of adverse judgments or outcomes in these matters, as well as the ranges of probable losses to the extent losses are reasonably estimable. Accruals for contingencies are recorded when, in the judgment of management, adverse judgments or outcomes are probable and the financial impact, should an adverse outcome occur, is reasonably estimable. The determination of likely outcomes of litigation matters relates to factors that include, but are not limited to, past experience and other evidence, interpretation of relevant laws or regulations and the specifics and status of each matter. Predicting the outcome of claims and litigation and estimating related costs and financial exposure involves substantial uncertainties that could cause actual results to vary materially from estimates and accruals.

The Company was previously involved in a dispute with a customer regarding performance and pricing terms with respect to a change order to its printing services contract with the Company. In the second quarter of 2017, the Company and the customer entered into an amended printing services agreement extending the term of the agreement for an additional seven years, established pricing terms for the extended term and resolved the disputed invoices with no losses incurred by the Company.

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Liquidity and Capital Resources

The Company's cash balances as of June 30, 2017 and December 31, 2016, were \$64,856 and \$80,071, respectively.

The Company intends to hold existing cash for purposes of future investment opportunities, potential return of capital to shareholders and for contingency purposes. Although revenue from Publishing operations is expected to continue to decline in future periods, operating contributions expected from the Company's Marketing Services businesses and other cost cutting measures, are expected to be sufficient to fund operating activities and capital spending of approximately \$8,000 over the remainder of the year.

The future payment of dividends is dependent upon available cash after considering future operating and investing requirements and cannot be guaranteed. The Company discontinued stock repurchases in December 2015, and current holdings of treasury stock could be used to satisfy its obligations related to share-based awards issued to employees and directors, or can be sold on the open market.

The following discusses the changes in cash flows by operating, investing and financing activities.

Operating Cash Flows

Net cash provided by operating activities for the six months ended months ended June 30, 2017 and 2016, was \$2,522 and \$8,223, respectively. Cash flows from operating activities decreased by \$5,701 during the six months ended June 30, 2017, when compared to the prior year period, primarily due to an increase in net loss of \$5,316.

Investing Cash Flows

Net cash used for investing activities was \$4,789 and \$3,174 for the six months ended June 30, 2017 and 2016, respectively, all of which is attributable to capital spending.

Financing Cash Flows

Net cash used for financing activities was \$12,948 and \$1,045 for the six months ended June 30, 2017 and 2016, respectively. Cash flows used for financing activities increased in 2017 compared to 2016, due to the first quarter 2017 acquisitions of the remaining interests in DMV Holdings and Speakeasy for a purchase price of \$7,120 and \$2,111, respectively. Cash used for financing activities also included dividend payments of \$3,538 and \$3,503 in 2017 and 2016, respectively.

#### Financing Arrangements

None.

#### Contractual Obligations

Under the applicable tax and labor laws governing pension plan funding, no contributions to the A. H. Belo Pension Plans are required in 2017.

On May 10, 2017, the Company's board of directors declared an \$0.08 per share dividend to shareholders of record and holders of RSUs as of the close of business on August 11, 2017, which is payable on September 1, 2017.

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, 2016, filed on March 10, 2017, with the Securities and Exchange Commission ("SEC").

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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, 2016.

Forward-Looking Statements

Statements in this communication concerning A. H. Belo Corporation'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, trends and uncertainties are, in most instances, beyond the Company's control, and include changes in advertising demand and other economic conditions; consumers' tastes; newsprint prices; program costs; labor relations; technology obsolescence; as well as other risks described in the Company's Annual Report on Form 10-K and in the Company's other public disclosures and filings with the Securities and Exchange Commission. Forward-looking statements, which are as of the date of this filing, are not updated to reflect events or circumstances after the date of the statement.

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, 2016.

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. As required by Exchange Act Rule 13a-15(d), the Company's management, including the Chief Executive Officer and Chief Financial Officer, also conducted an evaluation of the Company's internal control over financial reporting to determine whether any changes occurred during the last fiscal quarter of the period covered by this report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting. Based on that evaluation, there have been no changes in the Company's internal control over financial reporting that occurred during the last fiscal quarter of the period covered by this report that has materially affected, or is reasonably likely to materially affect, the Company's 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, 2016.

### 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

None.





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Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

None.

Item 5. Other Information

None.

A. H. Belo Corporation Second Quarter 2017 on Form 10-Q 26

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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.

Exhibit

Number Description

- 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 the Company’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) \* Asset Purchase Agreement by and between the Press-Enterprise Company, AHC California Properties LLC, A. H. Belo Management Services, Inc. and Freedom Communications Holdings, Inc. dated October 9, 2013 (Exhibit 10.1 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) (the "October 11, 2013 Form 8-K"))
- (2) \* Form of Limited Guaranty by and between A. H. Belo Corporation and Freedom Communications Holdings, Inc (Exhibit 10.2 to the October 11, 2013 Form 8-K)
- (3) \* Amendment No. 1 to Asset Purchase Agreement dated October 31, 2013, between the Press-Enterprise Company, AHC California Properties LLC, A. H. Belo Management Services, Inc. and Freedom Communications Holdings Inc. (Exhibit 10.1 to A. H. Belo Corporation's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 4, 2013 (Securities and Exchange Commission file no. 001-33741))
- (4) \* Amendment No. 2 to Asset Purchase Agreement dated November 21, 2013, between the Press-Enterprise Company, AHC California Properties LLC, A. H. Belo Management Services, Inc. and Freedom Communications Holdings Inc. (Exhibit 10.1 to A. H. Belo Corporation's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 25, 2013 (Securities and Exchange Commission file no. 001-33741))



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Exhibit

Number Description

- (5\*) 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))
- (6\*) 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))
- (7\*) Sublease Agreement for Old Dallas Library Building dated December 30, 2016 (Exhibit 10.1 to A. H. Belo Corporation's Current Report on Form 8-K filed with the Securities and Exchange Commission on January 3, 2017 (Securities and Exchange Commission File No. 001 33741) (the

“January 3, 2017 Form  
8-K”))

(8\*) Guaranty of Lease dated  
December 30, 2016  
(Exhibit 10.2 to the  
January 3, 2017 Form  
8-K)

10.2 \* Compensatory plans and  
arrangements:

~(†) 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))

\* (a) First Amendment  
to the A. H. Belo  
Savings Plan  
effective January 1,  
2016 (Exhibit  
10.2(1)(a) to the  
Company’s  
Quarterly Report  
on Form 10 Q filed  
with the Securities  
and Exchange  
Commission on  
November 1, 2016  
(Securities and  
Exchange  
Commission File  
No. 001-33741))

\* (b) Second  
Amendment to the  
A. H. Belo Savings  
Plan effective  
September 8, 2016  
(Exhibit 10.2(1)(b)  
to the Company’s  
Quarterly Report  
on Form 10 Q filed  
with the Securities  
and Exchange  
Commission on  
November 1, 2016

- (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)  
(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  
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  
(for Employee  
Awards)  
(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 (for  
Employee Awards)  
(Exhibit 10.2 to the  
March 12, 2012  
Form 8-K)
- ~(3) A. H. Belo 2017  
Incentive Compensation  
Plan (Exhibit I to A. H.  
Belo Corporation’s  
Schedule 14A Proxy  
Statement filed with the  
Securities and Exchange  
Commission on March  
28, 2017)
- \* (a) Form of A. H. Belo  
2017 Incentive



- Compensation Plan  
Evidence of Grant  
(for Non-Employee  
Directors) (Exhibit  
10.1 to A. H. Belo  
Corporation's  
Current Report on  
Form 8-K filed  
with the Securities  
and Exchange  
Commission on  
May 12, 2017  
(Securities and  
Exchange  
Commission File  
No. 001-33741)  
(the "May 12, 2017  
Form 8-K"))
- \* (b) Form of A. H. Belo  
2017 Incentive  
Compensation Plan  
Evidence of Grant  
(for Employee  
Awards) (Exhibit  
10.2 to the May 12,  
2017 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 Company's Current  
Report on Form 8-K filed  
with the Securities and  
Exchange Commission  
on June 19, 2013)



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Exhibit

Number Description

~(6) \* Timothy M. Storer  
 Employment  
 Agreement dated  
 March 2, 2017  
 (Exhibit 10.1 to the  
 Company's Current  
 Report on Form 8-K  
 filed with the  
 Securities and  
 Exchange  
 Commission on  
 March 6, 2017  
 (Securities and  
 Exchange  
 Commission File No.  
 001-33741) (the  
 "March 6, 2017 Form  
 8-K"))

\* (a) Timothy M.  
 Storer PBR SU  
 Award Notice  
 dated March 2,  
 2017 (Exhibit  
 10.2 to the  
 March 6, 2017  
 Form 8-K)

10.3 \* Agreements relating  
 to the separation of  
 A. H. Belo from its  
 former parent  
 company:

(1) \* 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))

- (2) \* 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))
- 31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2 Certification of principal financial officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 32 Certifications of Chief Executive Officer and principal 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 Scheme
- 101.CAL \*\* XBRL Taxonomy Extension Calculation Linkbase Document
- 101.DEF \*\* XBRL Taxonomy Extension Definition Linkbase Document
- 101.LAB \*\* XBRL Taxonomy Extension Label

|         |    |   |
|---------|----|---|
| 101.PRE | ** | Linkbase<br>Document<br>XBRL<br>Taxonomy<br>Extension<br>Presentation<br>Linkbase<br>Document |
|---------|----|---|

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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: August 1, 2017

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EXHIBIT INDEX

| Exhibit<br>Number | Description  |
|-------------------|--|
| 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  |

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.