

SAGA COMMUNICATIONS INC

Form 11-K

June 26, 2007

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**United States Securities and Exchange Commission  
Washington, D.C. 20549**

**FORM 11-K**

**(Mark One)**

**Annual Report Pursuant to Section 15(d) of the Securities Exchange Act of 1934  
For the Fiscal Year ended December 31, 2006**

**or**

**Transition Report Pursuant to Section 15(d) of the Securities Exchange Act of 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission file number 333-63321**

**Saga Communications, Inc. Employees 401(K) Savings and Investment Plan**

(Full title of plan)

**Saga Communications, Inc.**

73 Kercheval Avenue

Grosse Pointe Farms, Michigan 48236

(Name of Issuer of Securities Held Pursuant to Plan and Address of its Principal Executive Office)

Saga Communications, Inc.  
Employees 401(k) Savings and Investment Plan  
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Years ended December 31, 2006 and 2005

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Report of Independent Registered Public Accounting Firm

Plan Administrator

Saga Communications, Inc.

Employees 401(k) Savings and Investment Plan

We have audited the accompanying statements of net assets available for benefits of the Saga Communications, Inc. Employees 401(k) Savings and Investment Plan as of December 31, 2006 and 2005, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2006 and 2005, and the changes in its assets available for benefits for the years then ended, in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2006, is presented for purposes of additional analysis and is not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, are fairly stated in all material respects in relation to the financial statements taken as a whole.

Detroit, MI

June 25, 2007

/S/ Ernst & Young LLP

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Saga Communications, Inc.  
 Employees 401(k) Savings and Investment Plan  
 Statements of Net Assets Available for Benefits

|                                   | <b>December 31,</b> |              |
|-----------------------------------|---------------------|--------------|
|                                   | <b>2006</b>         | <b>2005</b>  |
| <b>Assets</b>                     |                     |              |
| Investments, at fair value:       |                     |              |
| Mutual funds                      | <b>\$14,041,634</b> | \$11,670,862 |
| Guaranteed Income Fund            | <b>2,187,600</b>    | 1,996,596    |
| Saga Common Stock Fund            | <b>1,735,768</b>    | 1,647,899    |
| Participant loans                 | <b>217,790</b>      | 288,431      |
|                                   | <b>18,182,792</b>   | 15,603,788   |
| Employer contributions receivable | <b>283,065</b>      | 278,168      |
| Net assets available for benefits | <b>\$18,465,857</b> | \$15,881,956 |

*See accompanying notes.*

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Saga Communications, Inc.  
 Employees 401(k) Savings and Investment Plan  
 Statements of Changes in Net Assets Available for Benefits

|   | <b>Years ended December 31,</b> |              |
|---|---------------------------------|--------------|
|   | <b>2006</b>                     | <b>2005</b>  |
| <b>Additions</b>  |                                 |              |
| Participant contributions   | \$ 2,061,104                    | \$ 1,972,330 |
| Employer contributions  | 283,065                         | 278,168      |
| Investment income:  |                                 |              |
| Interest and dividends  | 92,173                          | 89,721       |
| Net realized and unrealized appreciation (depreciation) in fair value of investments: |                                 |              |
| Mutual funds  | 1,448,372                       | 784,957      |
| Saga common stock fund  | (181,008)                       | (949,272)    |
| Total additions   | <b>3,703,706</b>                | 2,175,904    |
| <b>Deductions</b>   |                                 |              |
| Benefit payments  | 1,119,805                       | 926,195      |
| Net increase  | 2,583,901                       | 1,249,709    |
| Net assets available for benefits:  |                                 |              |
| Beginning of year   | 15,881,956                      | 14,632,247   |
| End of year   | <b>\$18,465,857</b>             | \$15,881,956 |

*See accompanying notes.*

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Saga Communications, Inc.  
Employees 401(k) Savings and Investment Plan  
Notes to Financial Statements  
Years ended December 31, 2006 and 2005

**1. Description of Plan**

The following description of Saga Communications, Inc. (the Company ) Employees 401(k) Savings and Investment Plan (the Plan ) provides only general information. Participants should refer to the summary plan description for more complete information.

**General**

The Plan is a defined contribution plan which includes, as participants, all employees who have completed one year of employment and reached the age of twenty-one. The Plan is administered by the Company and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ( ERISA ).

**Contributions**

Contributions to employees accounts are effected through voluntary reductions in their compensation. Annual contributions for each participant are subject to the participation and discrimination standards of Internal Revenue Code Section 401(k). The Company may make a discretionary match; for 2006 and 2005 the discretionary employer match was \$283,065 and \$278,168, respectively.

Upon enrollment, a participant may direct their contributions to any of the Plan s fund options. Employer contributions are invested in Saga Communications, Inc. Class A common stock.

**Participant Accounts**

Each participant s account is credited with the participant s contributions and allocations of the Company s contributions and Plan earnings. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant s account.

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Saga Communications, Inc.  
Employees 401(k) Savings and Investment Plan  
Notes to Financial Statements (continued)

**1. Description of Plan (continued)**

**Vesting**

Participants are immediately vested in their contributions and the employer discretionary match plus actual earnings thereon.

**Participant Loans**

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan terms range from 1-5 years or up to 15 years for purchase of primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate as determined by the Plan Administrator which approximates the prime interest rate in effect on the first business day of the calendar quarter plus 1%. Principal and interest are paid ratably through payroll deductions.

**Distributions**

Participants or their beneficiaries may receive distributions of their account balances upon the earlier of reaching age 59-1/2, disability, death or termination of service, as defined in the Plan. Further, the Plan Administrator may permit a participant who experiences a qualified financial hardship, as defined, to receive a distribution or a portion of the participant's account balance. Such distributions are generally made in a lump sum.

**Plan Termination**

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provision of ERISA.

**Administrative Expenses**

Administrative expenses of the Plan are paid by the Company.



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Saga Communications, Inc.  
Employees 401(k) Savings and Investment Plan  
Notes to Financial Statements (continued)

**2. Significant Accounting Policies**

**Basis of Accounting**

The financial statements have been prepared on the accrual basis of accounting.

**Investment Valuation and Income Recognition**

Except for the guaranteed income fund, the Plan's investments are stated at fair value which equals the quoted market price on the last business day of the plan year. The shares of mutual funds are valued at quoted market prices which represent the net asset values of shares held by the Plan at year-end. The participant loans are valued at their outstanding balances, which approximate fair value.

The guaranteed income fund is recorded at contract value, which approximates fair value. Contract value represents contributions and reinvested income, less any withdrawals plus accrued interest, because these investments have fully benefit-responsive features. For example, participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. There are no reserves against contract values for credit risk of contract issues or otherwise. The average yield was approximately 3.8% and 3.7% for 2006 and 2005, respectively. The crediting interest rate for these guaranteed funds is reset semiannually by the issuer but cannot be less than zero and was 4.15% and 3.75% at December 31, 2006 and 2005, respectively.

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

**Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

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Saga Communications, Inc.  
 Employees 401(k) Savings and Investment Plan  
 Notes to Financial Statements (continued)

**3. Investments**

Investments that represent 5% or more of fair value of the Plan's net assets are as follows:

|                                   | <b>December 31,</b> |             |
|-----------------------------------|---------------------|-------------|
|                                   | <b>2006</b>         | <b>2005</b> |
| Guaranteed Income Fund*           | <b>\$2,187,600</b>  | \$1,996,596 |
| Saga Common Stock Fund*           | <b>1,735,768</b>    | 1,647,899   |
| Vanguard Wellington Admiral Fund* | <b>1,399,512</b>    | 1,315,606   |
| American Century Ultra Account*   | <b>895,076</b>      | 1,116,770   |
| Fidelity Contrafund Account*      | <b>2,468,895</b>    | 2,392,148   |
| Dryden S&P 500 Index Fund*        | <b>1,174,184</b>    | 1,073,979   |
| Fidelity Growth & Income Account* | <b>995,245</b>      | 829,214     |

\* Fund is  
 sponsored by  
 Plan Trustee

**4. Income Tax Status**

The underlying volume submitter plan has received an opinion letter from the Internal Revenue Service dated September 4, 2001, stating that the form of the plan is qualified under Section 401 of the Internal Revenue Code, and therefore, the related trust is tax exempt. In accordance with Revenue Procedure 2002-6 and Announcement 2001-77, the Plan Sponsor has determined that it is eligible to and has chosen to rely on the current IRS volume submitter plan opinion letter. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

**5. Risks and Uncertainties**

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

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Saga Communications, Inc.  
 Employees 401(k) Savings and Investment Plan  
 Employer ID # 38-2683519 Plan #001  
 Schedule H, line 4i Schedule of Assets (Held at End of Year)  
 December 31, 2006

| <b>Identity<br/>of Issue, Borrower,<br/>Lessor or Similar Party</b> | <b>Description of Investment Including<br/>Maturity Date, Rate of Interest,<br/>Collateral, Par or Maturity Value</b> | <b>Current<br/>Value</b> |
|---|---|--------------------------|
| *Prudential Retirement Insurance Company                            | Guaranteed Income Fund  | \$ 2,187,600             |
| *Prudential Retirement Insurance Company                            | Dryden S&P 500 Index Fund   | 1,174,184                |
| *Prudential Retirement Insurance Company                            | Artisan Partners Growth Fund  | 443,382                  |
| *Prudential Retirement Insurance Company                            | Investment Grade Corporate Bond /BSAM Fund  | 132,572                  |
| *Prudential Retirement Insurance Company                            | Fidelity Contrafund Account   | 2,468,895                |
| *Prudential Retirement Insurance Company                            | Fidelity Growth and Income Account  | 995,245                  |
| *Prudential Retirement Insurance Company                            | Balanced I/ Wellington Management Fund  | 740,127                  |
| *Prudential Retirement Insurance Company                            | American Century Ultra Account  | 895,076                  |
| *Prudential Retirement Insurance Company                            | Vanguard Wellington - Admiral Fund  | 1,399,512                |
| *Prudential Retirement Insurance Company                            | Janus Fund  | 510,824                  |
| *Prudential Retirement Insurance Company                            | Small Cap Value/Kennedy Capital Fund  | 410,238                  |
| *Prudential Retirement Insurance Company                            | High Yield Bond/Caywood-Scholl Fund   | 329,582                  |
| *Prudential Retirement Insurance Company                            | Large Cap Value/Barrow Hanley   | 344,893                  |
| *Prudential Retirement Insurance Company                            | Oakmark Equity and Income Class I   | 347,626                  |
| *Prudential Retirement Insurance Company                            | Lifetime20  | 110,266                  |
| *Prudential Retirement Insurance Company                            | Lifetime30  | 51,098                   |
| *Prudential Retirement Insurance Company                            | Lifetime40  | 90,054                   |
| *Prudential Retirement Insurance Company                            | Lifetime50  | 42,348                   |
| *Prudential Retirement Insurance Company                            | Lifetime60  | 42,842                   |
| *Prudential Retirement Insurance Company                            | Oppenheimer Global Class A  | 806,787                  |
| *Prudential Retirement Insurance Company                            | International Equity Julius Baer  | 766,251                  |
| *Prudential Retirement Insurance Company                            | Small Cap Blend/WHV Fund  | 357,076                  |
| *Prudential Retirement Insurance Company                            | T Rowe Price Growth Stock   | 400,221                  |
| *Prudential Retirement Insurance Company                            | Small Cap Growth/Granahan Fund  | 65,017                   |
| *Prudential Retirement Insurance Company                            | Mid Cap Value/Integrity Fund  | 406,738                  |
| *Prudential Retirement Insurance Company                            | Mid Cap Growth/Times Square Fund  | 523,788                  |
| *Prudential Retirement Insurance Company                            | Large Cap Value/LSV Asset Management  | 151,597                  |
| *Prudential Retirement Insurance Company                            | Large Cap Blend/Victory Fund  | 3,272                    |
| *Prudential Retirement Insurance Company                            | AllianceBern International Value K Fund   | 32,123                   |
| *Saga Communications, Inc.  | Saga Common Stock Fund  | 1,735,768                |
| *Participant loans receivable                                       | Interest rates 5.00% to 10.50%  | 217,790                  |
| Total investments   |   | \$ 18,182,792            |

\* Party-in-interest

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the administrator of the Plan has duly caused this annual report to be signed on its behalf by the undersigned thereunto duly authorized.

SAGA COMMUNICATIONS, INC.  
EMPLOYEES 401(K) SAVINGS AND  
INVESTMENT PLAN

Date: June 26, 2007

/S/ Marcia K. Lobaito  
Marcia K. Lobaito  
Plan Administrator

Date: June 26, 2007

/S/ Catherine Bobinski  
Catherine Bobinski  
Vice President, Corporate Controller and  
Chief Accounting Officer

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**EXHIBIT INDEX**

Exhibits

23.1 Consent of Ernst & Young LLP

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