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|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|
| <b>Form 5500</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security<br>Administration<br><br>Pension Benefit Guaranty Corporation | <b>Annual Return/Report of Employee Benefit Plan</b><br><br>This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).<br><br><b>► Complete all entries in accordance with the instructions to the Form 5500.</b> | OMB Nos. 1210-0110<br>1210-0089               |
|                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                    | <b>2011</b>                                   |
|                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                    | <b>This Form is Open to Public Inspection</b> |

|                                                                                                          |                                                                                                                                                                                                                                                      |
|----------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b>                                                                                            | <b>Annual Report Identification Information</b>                                                                                                                                                                                                      |
| For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u> |                                                                                                                                                                                                                                                      |
| <b>A</b> This return/report is for:                                                                      | <input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or<br><input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____                                    |
| <b>B</b> This return/report is:                                                                          | <input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report;<br><input checked="" type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months). |
| <b>C</b> If the plan is a collectively-bargained plan, check here. . . . .                               | <input type="checkbox"/>                                                                                                                                                                                                                             |
| <b>D</b> Check box if filing under:                                                                      | <input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program;<br><input type="checkbox"/> special extension (enter description)                                            |

|                                                                                                                                                                                                                                |                                                                                                                                                                                                   |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part II</b>                                                                                                                                                                                                                 | <b>Basic Plan Information</b> —enter all requested information                                                                                                                                    |
| <b>1a</b> Name of plan<br><u>MEDIANEWS GROUP DEFINED BENEFIT PLAN FOR CERTAIN EMPLOYEES</u>                                                                                                                                    | <b>1b</b> Three-digit plan number (PN) ► <u>002</u><br><b>1c</b> Effective date of plan<br><u>01/01/1958</u>                                                                                      |
| <b>2a</b> Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan)<br><br><u>MEDIANEWS GROUP, INC</u><br><br><u>101 W. COLFAX AVENUE, SUITE 1100</u><br><u>DENVER, CO 80202</u> | <b>2b</b> Employer Identification Number (EIN)<br><u>76-0425553</u><br><b>2c</b> Sponsor's telephone number<br><u>303-954-6446</u><br><b>2d</b> Business code (see instructions)<br><u>511110</u> |

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

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

|                  |                                                          |                   |                                                              |
|------------------|----------------------------------------------------------|-------------------|--------------------------------------------------------------|
| <b>SIGN HERE</b> | <u>Filed with authorized/valid electronic signature.</u> | <u>11/30/2012</u> | <u>SHELLY JOHNSON</u>                                        |
|                  | Signature of plan administrator                          | Date              | Enter name of individual signing as plan administrator       |
| <b>SIGN HERE</b> |                                                          |                   |                                                              |
|                  | Signature of employer/plan sponsor                       | Date              | Enter name of individual signing as employer or plan sponsor |
| <b>SIGN HERE</b> |                                                          |                   |                                                              |
|                  | Signature of DFE                                         | Date              | Enter name of individual signing as DFE                      |

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

Form 5500 (2011)  
v.012611

|                                                                                                                                                                             |                                                                                                                                                                                |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>3a</b> Plan administrator's name and address (if same as plan sponsor, enter "Same")<br>MEDIANEWS GROUP, INC<br><br>101 W. COLFAX AVENUE, SUITE 1100<br>DENVER, CO 80202 | <b>3b</b> Administrator's EIN<br>76-0425553<br><br><b>3c</b> Administrator's telephone number<br><br><div style="background-color: #cccccc; height: 40px; width: 100%;"></div> |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                                                       |                                   |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|
| <b>4</b> If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:<br><br><b>a</b> Sponsor's name | <b>4b</b> EIN<br><br><b>4c</b> PN |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|

|                                                                         |          |      |
|-------------------------------------------------------------------------|----------|------|
| <b>5</b> Total number of participants at the beginning of the plan year | <b>5</b> | 2282 |
|-------------------------------------------------------------------------|----------|------|

|                                                                                                                                                        |           |      |
|--------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------|
| <b>6</b> Number of participants as of the end of the plan year (welfare plans complete only lines <b>6a</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ). |           |      |
| <b>a</b> Active participants.....                                                                                                                      | <b>6a</b> | 266  |
| <b>b</b> Retired or separated participants receiving benefits.....                                                                                     | <b>6b</b> | 702  |
| <b>c</b> Other retired or separated participants entitled to future benefits.....                                                                      | <b>6c</b> | 1141 |
| <b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....                                                                               | <b>6d</b> | 2109 |
| <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....                                              | <b>6e</b> | 95   |
| <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....                                                                                                | <b>6f</b> | 2204 |
| <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....         | <b>6g</b> |      |
| <b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....             | <b>6h</b> |      |

|                                                                                                                                      |          |  |
|--------------------------------------------------------------------------------------------------------------------------------------|----------|--|
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) ..... | <b>7</b> |  |
|--------------------------------------------------------------------------------------------------------------------------------------|----------|--|

**8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

1A 1G 1I

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

|                                                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                                                          |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>9a</b> Plan funding arrangement (check all that apply)<br>(1) <input checked="" type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor | <b>9b</b> Plan benefit arrangement (check all that apply)<br>(1) <input checked="" type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

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

**a Pension Schedules**

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

**b General Schedules**

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

|                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                           |                                                                                           |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| <b>SCHEDULE A</b><br><b>(Form 5500)</b><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Insurance Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br><br>▶ <b>File as an attachment to Form 5500.</b><br><br>▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2). | OMB No. 1210-0110<br><br><b>2011</b><br><br><b>This Form is Open to Public Inspection</b> |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

|                                                                                       |                                                             |
|---------------------------------------------------------------------------------------|-------------------------------------------------------------|
| <b>A</b> Name of plan<br>MEDIANEWS GROUP DEFINED BENEFIT PLAN FOR CERTAIN EMPLOYEES   | <b>B</b> Three-digit plan number (PN) ▶ 002                 |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br>MEDIANEWS GROUP, INC | <b>D</b> Employer Identification Number (EIN)<br>76-0425553 |

|               |                                                                                                                                                                                                                                                     |
|---------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b> | <b>Information Concerning Insurance Contract Coverage, Fees, and Commissions</b> Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A. |
|---------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

**1** Coverage Information:

(a) Name of insurance carrier  
AETNA LIFE INSURANCE COMPANY

| (b) EIN    | (c) NAIC code | (d) Contract or identification number | (e) Approximate number of persons covered at end of policy or contract year | Policy or contract year |            |
|------------|---------------|---------------------------------------|-----------------------------------------------------------------------------|-------------------------|------------|
|            |               |                                       |                                                                             | (f) From                | (g) To     |
| 06-6033492 | 60054         | 001310                                | 50                                                                          | 01/01/2011              | 12/31/2011 |

**2** Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

|                                      |                               |
|--------------------------------------|-------------------------------|
| (a) Total amount of commissions paid | (b) Total amount of fees paid |
|                                      |                               |

**3** Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

| (b) Amount of sales and base commissions paid | Fees and other commissions paid |             | (e) Organization code |
|-----------------------------------------------|---------------------------------|-------------|-----------------------|
|                                               | (c) Amount                      | (d) Purpose |                       |
|                                               |                                 |             |                       |

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

| (b) Amount of sales and base commissions paid | Fees and other commissions paid |             | (e) Organization code |
|-----------------------------------------------|---------------------------------|-------------|-----------------------|
|                                               | (c) Amount                      | (d) Purpose |                       |
|                                               |                                 |             |                       |

---

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

---

| <b>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|------------------------------------------------------|---------------------------------|--------------------|------------------------------|
|                                                      | <b>(c)</b> Amount               | <b>(d)</b> Purpose |                              |
|                                                      |                                 |                    |                              |

---

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

---

| <b>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|------------------------------------------------------|---------------------------------|--------------------|------------------------------|
|                                                      | <b>(c)</b> Amount               | <b>(d)</b> Purpose |                              |
|                                                      |                                 |                    |                              |

---

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

---

| <b>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|------------------------------------------------------|---------------------------------|--------------------|------------------------------|
|                                                      | <b>(c)</b> Amount               | <b>(d)</b> Purpose |                              |
|                                                      |                                 |                    |                              |

---

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

---

| <b>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|------------------------------------------------------|---------------------------------|--------------------|------------------------------|
|                                                      | <b>(c)</b> Amount               | <b>(d)</b> Purpose |                              |
|                                                      |                                 |                    |                              |

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**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

---

| <b>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|------------------------------------------------------|---------------------------------|--------------------|------------------------------|
|                                                      | <b>(c)</b> Amount               | <b>(d)</b> Purpose |                              |
|                                                      |                                 |                    |                              |

**Part II Investment and Annuity Contract Information**

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

|                                                                                                        |          |        |
|--------------------------------------------------------------------------------------------------------|----------|--------|
| <b>4</b> Current value of plan's interest under this contract in the general account at year end ..... | <b>4</b> | 928630 |
| <b>5</b> Current value of plan's interest under this contract in separate accounts at year end .....   | <b>5</b> |        |

**6 Contracts With Allocated Funds:****a** State the basis of premium rates ▶

|                                                                                                                                                                                                                |           |  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|--|
| <b>b</b> Premiums paid to carrier .....                                                                                                                                                                        | <b>6b</b> |  |
| <b>c</b> Premiums due but unpaid at the end of the year .....                                                                                                                                                  | <b>6c</b> |  |
| <b>d</b> If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. ....<br>Specify nature of costs ▶ | <b>6d</b> |  |

**e** Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity  
(3) ☐ other (specify) ▶

**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

**a** Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee  
(3) ☒ guaranteed investment (4) ☐ other ▶

|                                                        |           |        |
|--------------------------------------------------------|-----------|--------|
| <b>b</b> Balance at the end of the previous year ..... | <b>7b</b> | 949342 |
|--------------------------------------------------------|-----------|--------|

|                                                                       |              |       |  |
|-----------------------------------------------------------------------|--------------|-------|--|
| <b>c</b> Additions: (1) Contributions deposited during the year ..... | <b>7c(1)</b> |       |  |
| (2) Dividends and credits .....                                       | <b>7c(2)</b> |       |  |
| (3) Interest credited during the year .....                           | <b>7c(3)</b> | 55267 |  |
| (4) Transferred from separate account .....                           | <b>7c(4)</b> |       |  |
| (5) Other (specify below) .....                                       | <b>7c(5)</b> |       |  |
| ▶                                                                     |              |       |  |

(6) Total additions ..... **7c(6)** 55267

|                                                                               |           |         |
|-------------------------------------------------------------------------------|-----------|---------|
| <b>d</b> Total of balance and additions (add <b>b</b> and <b>c(6)</b> ) ..... | <b>7d</b> | 1004609 |
|-------------------------------------------------------------------------------|-----------|---------|

|                                                                                 |              |       |  |
|---------------------------------------------------------------------------------|--------------|-------|--|
| <b>e</b> Deductions:                                                            |              |       |  |
| (1) Disbursed from fund to pay benefits or purchase annuities during year ..... | <b>7e(1)</b> | 59863 |  |
| (2) Administration charge made by carrier .....                                 | <b>7e(2)</b> | 15948 |  |
| (3) Transferred to separate account .....                                       | <b>7e(3)</b> |       |  |
| (4) Other (specify below) .....                                                 | <b>7e(4)</b> | 168   |  |
| ▶ PRIOR PERIOD INTEREST RATE CHANGES                                            |              |       |  |

(5) Total deductions ..... **7e(5)** 75979

|                                                                                             |           |        |
|---------------------------------------------------------------------------------------------|-----------|--------|
| <b>f</b> Balance at the end of the current year (subtract <b>e(5)</b> from <b>d</b> ) ..... | <b>7f</b> | 928630 |
|---------------------------------------------------------------------------------------------|-----------|--------|

**Part III Welfare Benefit Contract Information**

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

**8** Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)     
 **b** ☐ Dental     
 **c** ☐ Vision     
 **d** ☐ Life insurance  
**e** ☐ Temporary disability (accident and sickness)     
 **f** ☐ Long-term disability     
 **g** ☐ Supplemental unemployment     
 **h** ☐ Prescription drug  
**i** ☐ Stop loss (large deductible)     
 **j** ☐ HMO contract     
 **k** ☐ PPO contract     
 **l** ☐ Indemnity contract  
**m** ☐ Other (specify) ▶

**9** Experience-rated contracts:

|                                                                                                                                                   |                 |                 |  |
|---------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|-----------------|--|
| <b>a</b> Premiums: (1) Amount received.....                                                                                                       | <b>9a(1)</b>    |                 |  |
| (2) Increase (decrease) in amount due but unpaid.....                                                                                             | <b>9a(2)</b>    |                 |  |
| (3) Increase (decrease) in unearned premium reserve.....                                                                                          | <b>9a(3)</b>    |                 |  |
| (4) Earned ((1) + (2) - (3)).....                                                                                                                 |                 | <b>9a(4)</b>    |  |
| <b>b</b> Benefit charges (1) Claims paid.....                                                                                                     | <b>9b(1)</b>    |                 |  |
| (2) Increase (decrease) in claim reserves.....                                                                                                    | <b>9b(2)</b>    |                 |  |
| (3) Incurred claims (add (1) and (2)).....                                                                                                        |                 | <b>9b(3)</b>    |  |
| (4) Claims charged.....                                                                                                                           |                 | <b>9b(4)</b>    |  |
| <b>c</b> Remainder of premium: (1) Retention charges (on an accrual basis) --                                                                     |                 |                 |  |
| (A) Commissions.....                                                                                                                              | <b>9c(1)(A)</b> |                 |  |
| (B) Administrative service or other fees.....                                                                                                     | <b>9c(1)(B)</b> |                 |  |
| (C) Other specific acquisition costs.....                                                                                                         | <b>9c(1)(C)</b> |                 |  |
| (D) Other expenses.....                                                                                                                           | <b>9c(1)(D)</b> |                 |  |
| (E) Taxes.....                                                                                                                                    | <b>9c(1)(E)</b> |                 |  |
| (F) Charges for risks or other contingencies.....                                                                                                 | <b>9c(1)(F)</b> |                 |  |
| (G) Other retention charges.....                                                                                                                  | <b>9c(1)(G)</b> |                 |  |
| (H) Total retention.....                                                                                                                          |                 | <b>9c(1)(H)</b> |  |
| (2) Dividends or retroactive rate refunds. (These amounts were <input type="checkbox"/> paid in cash, or <input type="checkbox"/> credited.)..... |                 | <b>9c(2)</b>    |  |
| <b>d</b> Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....                                |                 | <b>9d(1)</b>    |  |
| (2) Claim reserves.....                                                                                                                           |                 | <b>9d(2)</b>    |  |
| (3) Other reserves.....                                                                                                                           |                 | <b>9d(3)</b>    |  |
| <b>e</b> Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).).....                                                 |                 | <b>9e</b>       |  |

**10** Nonexperience-rated contracts:

|                                                                                                                                                                                                                                 |            |  |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> Total premiums or subscription charges paid to carrier.....                                                                                                                                                            | <b>10a</b> |  |
| <b>b</b> If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount. .... | <b>10b</b> |  |

Specify nature of costs ▶

**Part IV Provision of Information**

**11** Did the insurance company fail to provide any information necessary to complete Schedule A? ..... ☐ Yes ☒ No

**12** If the answer to line 11 is "Yes," specify the information not provided. ▶

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                           |                                               |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|
| <b>SCHEDULE A</b><br><b>(Form 5500)</b><br>Department of the Treasury<br>Internal Revenue Service<br><hr/> Department of Labor<br>Employee Benefits Security Administration<br><hr/> Pension Benefit Guaranty Corporation | <b>Insurance Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br><br>▶ <b>File as an attachment to Form 5500.</b><br><br>▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2). | OMB No. 1210-0110                             |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                           | <b>2011</b>                                   |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                           | <b>This Form is Open to Public Inspection</b> |

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

|                                                                                              |                                                                    |
|----------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>MEDIANEWS GROUP DEFINED BENEFIT PLAN FOR CERTAIN EMPLOYEES</u>   | <b>B</b> Three-digit plan number (PN) ▶ <u>002</u>                 |
|                                                                                              |                                                                    |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>MEDIANEWS GROUP, INC</u> | <b>D</b> Employer Identification Number (EIN)<br><u>76-0425553</u> |

|               |                                                                                                                                                                                                                                                     |
|---------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b> | <b>Information Concerning Insurance Contract Coverage, Fees, and Commissions</b> Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A. |
|---------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

**1** Coverage Information:

(a) Name of insurance carrier

THE PRUDENTIAL INSURANCE COMPANY

| (b) EIN           | (c) NAIC code | (d) Contract or identification number | (e) Approximate number of persons covered at end of policy or contract year | Policy or contract year |                   |
|-------------------|---------------|---------------------------------------|-----------------------------------------------------------------------------|-------------------------|-------------------|
|                   |               |                                       |                                                                             | (f) From                | (g) To            |
| <u>22-1211670</u> | <u>68241</u>  | <u>030253</u>                         | <u>2282</u>                                                                 | <u>01/01/2011</u>       | <u>12/31/2011</u> |

**2** Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

|                                      |                               |
|--------------------------------------|-------------------------------|
| (a) Total amount of commissions paid | (b) Total amount of fees paid |
|                                      |                               |

**3** Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

| (b) Amount of sales and base commissions paid | Fees and other commissions paid |             | (e) Organization code |
|-----------------------------------------------|---------------------------------|-------------|-----------------------|
|                                               | (c) Amount                      | (d) Purpose |                       |
|                                               |                                 |             |                       |

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

| (b) Amount of sales and base commissions paid | Fees and other commissions paid |             | (e) Organization code |
|-----------------------------------------------|---------------------------------|-------------|-----------------------|
|                                               | (c) Amount                      | (d) Purpose |                       |
|                                               |                                 |             |                       |

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**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

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| <b>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|------------------------------------------------------|---------------------------------|--------------------|------------------------------|
|                                                      | <b>(c)</b> Amount               | <b>(d)</b> Purpose |                              |
|                                                      |                                 |                    |                              |

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**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

---

| <b>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|------------------------------------------------------|---------------------------------|--------------------|------------------------------|
|                                                      | <b>(c)</b> Amount               | <b>(d)</b> Purpose |                              |
|                                                      |                                 |                    |                              |

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**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

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| <b>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|------------------------------------------------------|---------------------------------|--------------------|------------------------------|
|                                                      | <b>(c)</b> Amount               | <b>(d)</b> Purpose |                              |
|                                                      |                                 |                    |                              |

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**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

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| <b>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|------------------------------------------------------|---------------------------------|--------------------|------------------------------|
|                                                      | <b>(c)</b> Amount               | <b>(d)</b> Purpose |                              |
|                                                      |                                 |                    |                              |

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**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

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| <b>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|------------------------------------------------------|---------------------------------|--------------------|------------------------------|
|                                                      | <b>(c)</b> Amount               | <b>(d)</b> Purpose |                              |
|                                                      |                                 |                    |                              |

**Part II Investment and Annuity Contract Information**

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

|                                                                                                        |          |         |
|--------------------------------------------------------------------------------------------------------|----------|---------|
| <b>4</b> Current value of plan's interest under this contract in the general account at year end ..... | <b>4</b> |         |
| <b>5</b> Current value of plan's interest under this contract in separate accounts at year end .....   | <b>5</b> | 3048589 |

**6** Contracts With Allocated Funds:**a** State the basis of premium rates ▶

|                                                                                                                                                                                                                |           |  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|--|
| <b>b</b> Premiums paid to carrier .....                                                                                                                                                                        | <b>6b</b> |  |
| <b>c</b> Premiums due but unpaid at the end of the year .....                                                                                                                                                  | <b>6c</b> |  |
| <b>d</b> If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. ....<br>Specify nature of costs ▶ | <b>6d</b> |  |

**e** Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity  
(3) ☐ other (specify) ▶

**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

**a** Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee  
(3) ☐ guaranteed investment (4) ☐ other ▶

|                                                        |           |   |
|--------------------------------------------------------|-----------|---|
| <b>b</b> Balance at the end of the previous year ..... | <b>7b</b> | 0 |
|--------------------------------------------------------|-----------|---|

|                                                                       |              |  |  |
|-----------------------------------------------------------------------|--------------|--|--|
| <b>c</b> Additions: (1) Contributions deposited during the year ..... | <b>7c(1)</b> |  |  |
| (2) Dividends and credits .....                                       | <b>7c(2)</b> |  |  |
| (3) Interest credited during the year .....                           | <b>7c(3)</b> |  |  |
| (4) Transferred from separate account .....                           | <b>7c(4)</b> |  |  |
| (5) Other (specify below) .....                                       | <b>7c(5)</b> |  |  |
| ▶                                                                     |              |  |  |

|                           |              |   |
|---------------------------|--------------|---|
| (6) Total additions ..... | <b>7c(6)</b> | 0 |
|---------------------------|--------------|---|

|                                                                               |           |  |
|-------------------------------------------------------------------------------|-----------|--|
| <b>d</b> Total of balance and additions (add <b>b</b> and <b>c(6)</b> ) ..... | <b>7d</b> |  |
|-------------------------------------------------------------------------------|-----------|--|

|                                                                                 |              |  |  |
|---------------------------------------------------------------------------------|--------------|--|--|
| <b>e</b> Deductions:                                                            |              |  |  |
| (1) Disbursed from fund to pay benefits or purchase annuities during year ..... | <b>7e(1)</b> |  |  |
| (2) Administration charge made by carrier .....                                 | <b>7e(2)</b> |  |  |
| (3) Transferred to separate account .....                                       | <b>7e(3)</b> |  |  |
| (4) Other (specify below) .....                                                 | <b>7e(4)</b> |  |  |
| ▶                                                                               |              |  |  |

|                            |              |   |
|----------------------------|--------------|---|
| (5) Total deductions ..... | <b>7e(5)</b> | 0 |
|----------------------------|--------------|---|

|                                                                                             |           |  |
|---------------------------------------------------------------------------------------------|-----------|--|
| <b>f</b> Balance at the end of the current year (subtract <b>e(5)</b> from <b>d</b> ) ..... | <b>7f</b> |  |
|---------------------------------------------------------------------------------------------|-----------|--|

**Part III Welfare Benefit Contract Information**

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

**8** Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)     
 **b** ☐ Dental     
 **c** ☐ Vision     
 **d** ☐ Life insurance  
**e** ☐ Temporary disability (accident and sickness)     
 **f** ☐ Long-term disability     
 **g** ☐ Supplemental unemployment     
 **h** ☐ Prescription drug  
**i** ☐ Stop loss (large deductible)     
 **j** ☐ HMO contract     
 **k** ☐ PPO contract     
 **l** ☐ Indemnity contract  
**m** ☐ Other (specify) ▶

**9** Experience-rated contracts:

|                                                                                                                                                   |                 |                 |  |
|---------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|-----------------|--|
| <b>a</b> Premiums: (1) Amount received.....                                                                                                       | <b>9a(1)</b>    |                 |  |
| (2) Increase (decrease) in amount due but unpaid.....                                                                                             | <b>9a(2)</b>    |                 |  |
| (3) Increase (decrease) in unearned premium reserve.....                                                                                          | <b>9a(3)</b>    |                 |  |
| (4) Earned ((1) + (2) - (3)).....                                                                                                                 |                 | <b>9a(4)</b>    |  |
| <b>b</b> Benefit charges (1) Claims paid.....                                                                                                     | <b>9b(1)</b>    |                 |  |
| (2) Increase (decrease) in claim reserves.....                                                                                                    | <b>9b(2)</b>    |                 |  |
| (3) Incurred claims (add (1) and (2)).....                                                                                                        |                 | <b>9b(3)</b>    |  |
| (4) Claims charged.....                                                                                                                           |                 | <b>9b(4)</b>    |  |
| <b>c</b> Remainder of premium: (1) Retention charges (on an accrual basis) --                                                                     |                 |                 |  |
| (A) Commissions.....                                                                                                                              | <b>9c(1)(A)</b> |                 |  |
| (B) Administrative service or other fees.....                                                                                                     | <b>9c(1)(B)</b> |                 |  |
| (C) Other specific acquisition costs.....                                                                                                         | <b>9c(1)(C)</b> |                 |  |
| (D) Other expenses.....                                                                                                                           | <b>9c(1)(D)</b> |                 |  |
| (E) Taxes.....                                                                                                                                    | <b>9c(1)(E)</b> |                 |  |
| (F) Charges for risks or other contingencies.....                                                                                                 | <b>9c(1)(F)</b> |                 |  |
| (G) Other retention charges.....                                                                                                                  | <b>9c(1)(G)</b> |                 |  |
| (H) Total retention.....                                                                                                                          |                 | <b>9c(1)(H)</b> |  |
| (2) Dividends or retroactive rate refunds. (These amounts were <input type="checkbox"/> paid in cash, or <input type="checkbox"/> credited.)..... |                 | <b>9c(2)</b>    |  |
| <b>d</b> Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....                                |                 | <b>9d(1)</b>    |  |
| (2) Claim reserves.....                                                                                                                           |                 | <b>9d(2)</b>    |  |
| (3) Other reserves.....                                                                                                                           |                 | <b>9d(3)</b>    |  |
| <b>e</b> Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).).....                                                 |                 | <b>9e</b>       |  |

**10** Nonexperience-rated contracts:

|                                                                                                                                                                                                                                 |            |  |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> Total premiums or subscription charges paid to carrier.....                                                                                                                                                            | <b>10a</b> |  |
| <b>b</b> If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount. .... | <b>10b</b> |  |

Specify nature of costs ▶

**Part IV Provision of Information**

**11** Did the insurance company fail to provide any information necessary to complete Schedule A? ..... ☐ Yes ☒ No

**12** If the answer to line 11 is "Yes," specify the information not provided. ▶

|                                                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                                    |                                                                                           |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| <b>SCHEDULE SB</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Single-Employer Defined Benefit Plan</b><br><b>Actuarial Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).<br><br>▶ <b>File as an attachment to Form 5500 or 5500-SF.</b> | OMB No. 1210-0110<br><br><b>2011</b><br><br><b>This Form is Open to Public Inspection</b> |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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

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

|                                                                                                                                           |                                                                                                                                                         |
|-------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>MEDIANEWS GROUP DEFINED BENEFIT PLAN FOR CERTAIN EMPLOYEES</u>                                                | <b>B</b> Three-digit plan number (PN) ▶ <u>002</u>                                                                                                      |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF<br><u>MEDIANEWS GROUP, INC</u>                                   | <b>D</b> Employer Identification Number (EIN)<br><u>76-0425553</u>                                                                                      |
| <b>E</b> Type of plan: <input checked="" type="checkbox"/> Single <input type="checkbox"/> Multiple-A <input type="checkbox"/> Multiple-B | <b>F</b> Prior year plan size: <input type="checkbox"/> 100 or fewer <input type="checkbox"/> 101-500 <input checked="" type="checkbox"/> More than 500 |

|               |                                                                                                                                                                                                                  |
|---------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b> | <b>Basic Information</b>                                                                                                                                                                                         |
| <b>1</b>      | Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2011</u>                                                                                                                                         |
| <b>2</b>      | Assets:                                                                                                                                                                                                          |
| <b>a</b>      | Market value ..... <b>2a</b> <u>49768588</u>                                                                                                                                                                     |
| <b>b</b>      | Actuarial value ..... <b>2b</b> <u>46731070</u>                                                                                                                                                                  |
| <b>3</b>      | Funding target/participant count breakdown:                                                                                                                                                                      |
|               | (1) Number of participants (2) Funding Target                                                                                                                                                                    |
| <b>a</b>      | For retired participants and beneficiaries receiving payment ..... <b>3a</b> <u>753</u> <u>36528124</u>                                                                                                          |
| <b>b</b>      | For terminated vested participants ..... <b>3b</b> <u>1234</u> <u>23188689</u>                                                                                                                                   |
| <b>c</b>      | For active participants:                                                                                                                                                                                         |
| (1)           | Non-vested benefits ..... <b>3c(1)</b> <u>483993</u>                                                                                                                                                             |
| (2)           | Vested benefits ..... <b>3c(2)</b> <u>8926413</u>                                                                                                                                                                |
| (3)           | Total active ..... <b>3c(3)</b> <u>295</u> <u>9410406</u>                                                                                                                                                        |
| <b>d</b>      | Total ..... <b>3d</b> <u>2282</u> <u>69127219</u>                                                                                                                                                                |
| <b>4</b>      | If the plan is in at-risk status, check the box and complete lines (a) and (b) ..... <input type="checkbox"/>                                                                                                    |
| <b>a</b>      | Funding target disregarding prescribed at-risk assumptions ..... <b>4a</b>                                                                                                                                       |
| <b>b</b>      | Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor ..... <b>4b</b> |
| <b>5</b>      | Effective interest rate ..... <b>5</b> <u>6.22 %</u>                                                                                                                                                             |
| <b>6</b>      | Target normal cost ..... <b>6</b> <u>804836</u>                                                                                                                                                                  |

**Statement by Enrolled Actuary**

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

|                                                                                 |                                        |
|---------------------------------------------------------------------------------|----------------------------------------|
| <b>SIGN HERE</b>                                                                | <u>10/04/2012</u>                      |
| Signature of actuary                                                            | Date                                   |
| <u>SCOTT H. DAVIS</u>                                                           | <u>11-06506</u>                        |
| Type or print name of actuary                                                   | Most recent enrollment number          |
| <u>HEWITT ASSOCIATES LLC</u>                                                    |                                        |
| Firm name                                                                       | Telephone number (including area code) |
| <u>45 SOUTH SEVENTH STREET, SUITE 2100</u><br><u>MINNEAPOLIS, MN 55402-1616</u> |                                        |
| Address of the firm                                                             |                                        |

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

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

**Schedule SB (Form 5500) 2011**  
**v.012611**

| Part II Beginning of year carryover and prefunding balances |                                                                                                                          | (a) Carryover balance | (b) Prefunding balance |
|-------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------|-----------------------|------------------------|
| 7                                                           | Balance at beginning of prior year after applicable adjustments (line 13 from prior year) .....                          |                       |                        |
| 8                                                           | Portion elected for use to offset prior year's funding requirement (line 35 from prior year) .....                       |                       |                        |
| 9                                                           | Amount remaining (line 7 minus line 8) .....                                                                             |                       |                        |
| 10                                                          | Interest on line 9 using prior year's actual return of <u>13.99</u> % .....                                              |                       |                        |
| 11                                                          | Prior year's excess contributions to be added to prefunding balance:                                                     |                       |                        |
| a                                                           | Present value of excess contributions (line 38 from prior year) .....                                                    |                       | 2574                   |
| b                                                           | Interest on (a) using prior year's effective rate of <u>6.64</u> % except as otherwise provided (see instructions) ..... |                       | 171                    |
| c                                                           | Total available at beginning of current plan year to add to prefunding balance .....                                     |                       | 2745                   |
| d                                                           | Portion of (c) to be added to prefunding balance .....                                                                   |                       |                        |
| 12                                                          | Other reductions in balances due to elections or deemed elections .....                                                  |                       | 0                      |
| 13                                                          | Balance at beginning of current year (line 9 + line 10 + line 11d – line 12) .....                                       |                       |                        |

| Part III Funding percentages |                                                                                                                                                                  |    |         |
|------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|---------|
| 14                           | Funding target attainment percentage .....                                                                                                                       | 14 | 67.60 % |
| 15                           | Adjusted funding target attainment percentage .....                                                                                                              | 15 | 67.60 % |
| 16                           | Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement ..... | 16 | 75.43 % |
| 17                           | If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage .....                                        | 17 | 67.60 % |

| Part IV Contributions and liquidity shortfalls                                    |                                   |                                 |                          |                                   |                                 |
|-----------------------------------------------------------------------------------|-----------------------------------|---------------------------------|--------------------------|-----------------------------------|---------------------------------|
| 18 Contributions made to the plan for the plan year by employer(s) and employees: |                                   |                                 |                          |                                   |                                 |
| (a) Date<br>(MM-DD-YYYY)                                                          | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees | (a) Date<br>(MM-DD-YYYY) | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees |
| 04/14/2011                                                                        | 900000                            |                                 |                          |                                   |                                 |
| 07/13/2011                                                                        | 900000                            |                                 |                          |                                   |                                 |
| 10/13/2011                                                                        | 900000                            |                                 |                          |                                   |                                 |
| 01/13/2012                                                                        | 900000                            |                                 |                          |                                   |                                 |
| 09/13/2012                                                                        | 1560000                           |                                 |                          |                                   |                                 |
|                                                                                   |                                   |                                 | Totals ►                 | 18(b)                             | 5160000 18(c)                   |

|                                                                                                                               |                                                                     |
|-------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|
| 19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year: |                                                                     |
| a Contributions allocated toward unpaid minimum required contributions from prior years. ....                                 | 19a                                                                 |
| b Contributions made to avoid restrictions adjusted to valuation date .....                                                   | 19b                                                                 |
| c Contributions allocated toward minimum required contribution for current year adjusted to valuation date .....              | 19c 4868529                                                         |
| 20 Quarterly contributions and liquidity shortfalls:                                                                          |                                                                     |
| a Did the plan have a "funding shortfall" for the prior year? .....                                                           | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? .....                   | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| c If 20a is "Yes," see instructions and complete the following table as applicable:                                           |                                                                     |
| Liquidity shortfall as of end of quarter of this plan year                                                                    |                                                                     |
| (1) 1st                                                                                                                       | (2) 2nd                                                             |
| 0                                                                                                                             | 0                                                                   |
| (3) 3rd                                                                                                                       | (4) 4th                                                             |
| 0                                                                                                                             | 0                                                                   |

**Part V Assumptions used to determine funding target and target normal cost**

|                                                                                                                                                                                              |                       |                       |                       |                                                     |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------------|-----------------------|-----------------------------------------------------|
| <b>21</b> Discount rate:                                                                                                                                                                     |                       |                       |                       |                                                     |
| <b>a</b> Segment rates:                                                                                                                                                                      | 1st segment:<br>3.78% | 2nd segment:<br>6.31% | 3rd segment:<br>6.57% | <input type="checkbox"/> N/A, full yield curve used |
| <b>b</b> Applicable month (enter code) .....                                                                                                                                                 |                       |                       |                       | <b>21b</b> 4                                        |
| <b>22</b> Weighted average retirement age .....                                                                                                                                              |                       |                       |                       | <b>22</b> 63                                        |
| <b>23</b> Mortality table(s) (see instructions) <input type="checkbox"/> Prescribed - combined <input checked="" type="checkbox"/> Prescribed - separate <input type="checkbox"/> Substitute |                       |                       |                       |                                                     |

**Part VI Miscellaneous items**

|                                                                                                                                                                        |                                                                     |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|
| <b>24</b> Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. .... | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>25</b> Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ....                                      | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| <b>26</b> Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....                             | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>27</b> If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.....                   | <b>27</b>                                                           |

**Part VII Reconciliation of unpaid minimum required contributions for prior years**

|                                                                                                                                     |           |
|-------------------------------------------------------------------------------------------------------------------------------------|-----------|
| <b>28</b> Unpaid minimum required contributions for all prior years .....                                                           | <b>28</b> |
| <b>29</b> Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)..... | <b>29</b> |
| <b>30</b> Remaining amount of unpaid minimum required contributions (line 28 minus line 29) .....                                   | <b>30</b> |

**Part VIII Minimum required contribution for current year**

|                                                                                                                                                                                      |                     |                    |               |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|--------------------|---------------|
| <b>31</b> Target normal cost and excess assets (see instructions):                                                                                                                   |                     |                    |               |
| <b>a</b> Target normal cost (line 6) .....                                                                                                                                           | <b>31a</b>          | 804836             |               |
| <b>b</b> Excess assets, if applicable, but not greater than 31a .....                                                                                                                | <b>31b</b>          |                    |               |
| <b>32</b> Amortization installments:                                                                                                                                                 | Outstanding Balance | Installment        |               |
| <b>a</b> Net shortfall amortization installment .....                                                                                                                                | 22396149            | 4053175            |               |
| <b>b</b> Waiver amortization installment .....                                                                                                                                       |                     |                    |               |
| <b>33</b> If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount ..... | <b>33</b>           |                    |               |
| <b>34</b> Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...                                                            | <b>34</b>           | 4858011            |               |
|                                                                                                                                                                                      | Carryover balance   | Prefunding balance | Total balance |
| <b>35</b> Balances elected for use to offset funding requirement.....                                                                                                                |                     |                    |               |
| <b>36</b> Additional cash requirement (line 34 minus line 35) .....                                                                                                                  | <b>36</b>           | 4858011            |               |
| <b>37</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c) .....                                                  | <b>37</b>           | 4868529            |               |
| <b>38</b> Present value of excess contributions for current year (see instructions)                                                                                                  |                     |                    |               |
| <b>a</b> Total (excess, if any, of line 37 over line 36) .....                                                                                                                       | <b>38a</b>          | 10518              |               |
| <b>b</b> Portion included in line 38a attributable to use of prefunding and funding standard carryover balances .....                                                                | <b>38b</b>          |                    |               |
| <b>39</b> Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37) .....                                                                      | <b>39</b>           | 0                  |               |
| <b>40</b> Unpaid minimum required contributions for all years.....                                                                                                                   | <b>40</b>           | 0                  |               |

**Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)**

|                                                                                                                 |                                                                                                                         |  |  |
|-----------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|--|--|
| <b>41</b> If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule: |                                                                                                                         |  |  |
| <b>a</b> Schedule elected .....                                                                                 | <input type="checkbox"/> 2 plus 7 years <input type="checkbox"/> 15 years                                               |  |  |
| <b>b</b> Eligible plan year(s) for which the election in line 41a was made .....                                | <input type="checkbox"/> 2008 <input type="checkbox"/> 2009 <input type="checkbox"/> 2010 <input type="checkbox"/> 2011 |  |  |
| <b>42</b> Amount of acceleration adjustment .....                                                               | <b>42</b>                                                                                                               |  |  |
| <b>43</b> Excess installment acceleration amount to be carried over to future plan years .....                  | <b>43</b>                                                                                                               |  |  |

|                                                                                                                                                                                                               |                                                                                                                                                                                                                |                                                |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------|
| <b>SCHEDULE C</b><br><b>(Form 5500)</b><br>Department of the Treasury<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | <b>Service Provider Information</b><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110                              |
|                                                                                                                                                                                                               |                                                                                                                                                                                                                | <b>2011</b>                                    |
|                                                                                                                                                                                                               |                                                                                                                                                                                                                | <b>This Form is Open to Public Inspection.</b> |

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

|                                                                                              |                                                                    |
|----------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>MEDIANEWS GROUP DEFINED BENEFIT PLAN FOR CERTAIN EMPLOYEES</u>   | <b>B</b> Three-digit plan number (PN) ▶ <u>002</u>                 |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>MEDIANEWS GROUP, INC</u> | <b>D</b> Employer Identification Number (EIN)<br><u>76-0425553</u> |

**Part I Service Provider Information (see instructions)**

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

**1 Information on Persons Receiving Only Eligible Indirect Compensation**

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

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

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

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

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

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

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

FULBRIGHT AND JAWORSKI LLP

74-1201087

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 29 50                  | NONE                                                                                              | 95073                                                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                          |

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

PRUDENTIAL INSURANCE CO

22-1211670

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 51 27 28 50            | NONE                                                                                              | 32166                                                                  | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                  | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                                            |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                          |

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

EHRHARDT KEEFE STEINER AND HOTTMAN

84-0869721

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 10 50                  | NONE                                                                                              | 17215                                                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                          |

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

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

FIDELITY INVESTMENTS

04-2507163

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 15 50                  | NONE                                                                                              | 190465                                                                 | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                          |

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

NORTHERN TRUST

50 SOUTH LA SALLE STREET  
CHICAGO, IL 60603

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 27 28 50               | NONE                                                                                              | 247729                                                                 | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                          |

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

HEWITT ASSOCIATES LLC

36-2235791

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 11 15 50 13            | NONE                                                                                              | 97565                                                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                          |

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

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

AMERICAN BENEFITS COUNCIL

1501 M STREET NW, SUITE 600  
WASHINGTON, DC 20005

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 13 50                  | NONE                                                                                              | 17835                                                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                          |

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

AETNA LIFE INS- LG CASE PENSIONS

151 FARMINGTON AVE  
HARTFORD, CT 06156-9260

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 28 50 27 51            | NONE                                                                                              | 15948                                                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                          |

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

RE MANAGEMENT

401 N. MICHIGAN AVENUE, SUITE 200  
CHICAGO, IL 60611

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 27 50                  | NONE                                                                                              | 8650                                                                   | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                          |

**Part I Service Provider Information (continued)**

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

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

**Part II Service Providers Who Fail or Refuse to Provide Information**

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

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

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

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                                                                                                                                                                                                           |                                                                                                                                                                                                                              |                                                                                            |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| <b>SCHEDULE D</b><br><b>(Form 5500)</b><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small> | <b>DFE/Participating Plan Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br><br><b>► File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2011</b><br><br><b>This Form is Open to Public Inspection.</b> |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

|                                                                                                     |                                                                    |            |
|-----------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|------------|
| <b>A</b> Name of plan<br><u>MEDIANEWS GROUP DEFINED BENEFIT PLAN FOR CERTAIN EMPLOYEES</u>          | <b>B</b> Three-digit plan number (PN) <b>►</b>                     | <u>002</u> |
|                                                                                                     |                                                                    |            |
| <b>C</b> Plan or DFE sponsor's name as shown on line 2a of Form 5500<br><u>MEDIANEWS GROUP, INC</u> | <b>D</b> Employer Identification Number (EIN)<br><u>76-0425553</u> |            |

|               |                                                                                                                                                                                  |
|---------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b> | <b>Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)</b><br>(Complete as many entries as needed to report all interests in DFEs) |
|---------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                |                               |                                                                                                                     |
|------------------------------------------------------------------------------------------------|-------------------------------|---------------------------------------------------------------------------------------------------------------------|
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>PRISA</u>                                    |                               |                                                                                                                     |
| <b>b</b> Name of sponsor of entity listed in (a): <u>PRUDENTIAL INSURANCE CO.</u>              |                               |                                                                                                                     |
| <b>c</b> EIN-PN <u>22-1211670-038</u>                                                          | <b>d</b> Entity code <u>P</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>3048205</u>  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>NTCC COLTV FDS EMP BNFTS-LRG CAP</u>         |                               |                                                                                                                     |
| <b>b</b> Name of sponsor of entity listed in (a): <u>NORTHERN TRUST COMPANY OF CONNECTICUT</u> |                               |                                                                                                                     |
| <b>c</b> EIN-PN <u>06-6275604-170</u>                                                          | <b>d</b> Entity code <u>C</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>16376849</u> |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>NTGI-GM COLTV DLY AGG BD ISX FD-NL</u>       |                               |                                                                                                                     |
| <b>b</b> Name of sponsor of entity listed in (a): <u>NORTHERN TRUST GLOBAL INVESTMENTS</u>     |                               |                                                                                                                     |
| <b>c</b> EIN-PN <u>45-6138589-088</u>                                                          | <b>d</b> Entity code <u>C</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>8862111</u>  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>NTCC COLTV FDS EMP BNFTS-INTL EQ</u>         |                               |                                                                                                                     |
| <b>b</b> Name of sponsor of entity listed in (a): <u>NORTHERN TRUST COMPANY OF CONNECTICUT</u> |                               |                                                                                                                     |
| <b>c</b> EIN-PN <u>06-6275604-192</u>                                                          | <b>d</b> Entity code <u>C</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>6578354</u>  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>NTCC COLTV FDS EMP BNFTS-MID CAP</u>         |                               |                                                                                                                     |
| <b>b</b> Name of sponsor of entity listed in (a): <u>NORTHERN TRUST COMPANY OF CONNECTICUT</u> |                               |                                                                                                                     |
| <b>c</b> EIN-PN <u>06-6275604-144</u>                                                          | <b>d</b> Entity code <u>C</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>5005898</u>  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>NTCC COLTV FDS EMP BNFTS-EMRGNG MKT</u>      |                               |                                                                                                                     |
| <b>b</b> Name of sponsor of entity listed in (a): <u>NORTHERN TRUST COMPANY OF CONNECTICUT</u> |                               |                                                                                                                     |
| <b>c</b> EIN-PN <u>06-6275604-012</u>                                                          | <b>d</b> Entity code <u>C</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1787240</u>  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>NTCC COLTV FDS EMP BNFTS-SML CAP</u>         |                               |                                                                                                                     |
| <b>b</b> Name of sponsor of entity listed in (a): <u>NORTHERN TRUST COMPANY OF CONNECTICUT</u> |                               |                                                                                                                     |
| <b>c</b> EIN-PN <u>06-6275604-201</u>                                                          | <b>d</b> Entity code <u>C</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1713126</u>  |

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

**Part II Information on Participating Plans (to be completed by DFEs)**

(Complete as many entries as needed to report all participating plans)

**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN

|                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                      |                                               |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|
| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br>Department of the Treasury<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | <b>Financial Information</b><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).<br><b>► File as an attachment to Form 5500.</b> | OMB No. 1210-0110                             |
|                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                      | <b>2011</b>                                   |
|                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                      | <b>This Form is Open to Public Inspection</b> |

|                                                                                                          |                                                                    |            |
|----------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|------------|
| For calendar plan year 2011 or fiscal plan year beginning <b>01/01/2011</b> and ending <b>12/31/2011</b> |                                                                    |            |
| <b>A</b> Name of plan<br><b>MEDIANEWS GROUP DEFINED BENEFIT PLAN FOR CERTAIN EMPLOYEES</b>               | <b>B</b> Three-digit plan number (PN) ►                            | <b>002</b> |
|                                                                                                          |                                                                    |            |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><b>MEDIANEWS GROUP, INC</b>             | <b>D</b> Employer Identification Number (EIN)<br><b>76-0425553</b> |            |

|               |                                      |
|---------------|--------------------------------------|
| <b>Part I</b> | <b>Asset and Liability Statement</b> |
|---------------|--------------------------------------|

**1** Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

| Assets                                                                                            |                 | (a) Beginning of Year | (b) End of Year |
|---------------------------------------------------------------------------------------------------|-----------------|-----------------------|-----------------|
| <b>a</b> Total noninterest-bearing cash .....                                                     | <b>1a</b>       |                       |                 |
| <b>b</b> Receivables (less allowance for doubtful accounts):                                      |                 |                       |                 |
| <b>(1)</b> Employer contributions .....                                                           | <b>1b(1)</b>    | 1835000               | 2460000         |
| <b>(2)</b> Participant contributions .....                                                        | <b>1b(2)</b>    |                       |                 |
| <b>(3)</b> Other.....                                                                             | <b>1b(3)</b>    | 587242                | 479210          |
| <b>c</b> General investments:                                                                     |                 |                       |                 |
| <b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit) .....  | <b>1c(1)</b>    | 41516530              | 61402           |
| <b>(2)</b> U.S. Government securities.....                                                        | <b>1c(2)</b>    |                       |                 |
| <b>(3)</b> Corporate debt instruments (other than employer securities):                           |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                        | <b>1c(3)(A)</b> |                       |                 |
| <b>(B)</b> All other.....                                                                         | <b>1c(3)(B)</b> |                       |                 |
| <b>(4)</b> Corporate stocks (other than employer securities):                                     |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                        | <b>1c(4)(A)</b> |                       |                 |
| <b>(B)</b> Common .....                                                                           | <b>1c(4)(B)</b> |                       |                 |
| <b>(5)</b> Partnership/joint venture interests .....                                              | <b>1c(5)</b>    |                       |                 |
| <b>(6)</b> Real estate (other than employer real property) .....                                  | <b>1c(6)</b>    |                       |                 |
| <b>(7)</b> Loans (other than to participants) .....                                               | <b>1c(7)</b>    |                       |                 |
| <b>(8)</b> Participant loans .....                                                                | <b>1c(8)</b>    |                       |                 |
| <b>(9)</b> Value of interest in common/collective trusts.....                                     | <b>1c(9)</b>    | 0                     | 40323578        |
| <b>(10)</b> Value of interest in pooled separate accounts.....                                    | <b>1c(10)</b>   | 2671556               | 3048205         |
| <b>(11)</b> Value of interest in master trust investment accounts .....                           | <b>1c(11)</b>   |                       |                 |
| <b>(12)</b> Value of interest in 103-12 investment entities .....                                 | <b>1c(12)</b>   |                       |                 |
| <b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds).....        | <b>1c(13)</b>   |                       |                 |
| <b>(14)</b> Value of funds held in insurance company general account (unallocated contracts)..... | <b>1c(14)</b>   | 949346                | 928630          |
| <b>(15)</b> Other .....                                                                           | <b>1c(15)</b>   | 2428502               | 2561229         |

| <b>1d</b> Employer-related investments:                              |              | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|--------------|-----------------------|-----------------|
| (1) Employer securities .....                                        | <b>1d(1)</b> |                       |                 |
| (2) Employer real property .....                                     | <b>1d(2)</b> |                       |                 |
| <b>e</b> Buildings and other property used in plan operation .....   | <b>1e</b>    |                       |                 |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | <b>1f</b>    | 49988176              | 49862254        |

**Liabilities**

|                                                                           |           |        |        |
|---------------------------------------------------------------------------|-----------|--------|--------|
| <b>g</b> Benefit claims payable .....                                     | <b>1g</b> |        |        |
| <b>h</b> Operating payables .....                                         | <b>1h</b> | 168069 | 259366 |
| <b>i</b> Acquisition indebtedness .....                                   | <b>1i</b> |        |        |
| <b>j</b> Other liabilities .....                                          | <b>1j</b> | 0      | 4629   |
| <b>k</b> Total liabilities (add all amounts in lines 1g through 1j) ..... | <b>1k</b> | 168069 | 263995 |

**Net Assets**

|                                                           |           |          |          |
|-----------------------------------------------------------|-----------|----------|----------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | <b>1l</b> | 49820107 | 49598259 |
|-----------------------------------------------------------|-----------|----------|----------|

**Part II Income and Expense Statement**

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

**Income**

|                                                                                                            |                 | (a) Amount | (b) Total |
|------------------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| <b>a Contributions:</b>                                                                                    |                 |            |           |
| (1) Received or receivable in cash from: <b>(A)</b> Employers .....                                        | <b>2a(1)(A)</b> | 5160000    |           |
| <b>(B)</b> Participants .....                                                                              | <b>2a(1)(B)</b> |            |           |
| <b>(C)</b> Others (including rollovers) .....                                                              | <b>2a(1)(C)</b> |            |           |
| (2) Noncash contributions .....                                                                            | <b>2a(2)</b>    |            |           |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |            | 5160000   |
| <b>b Earnings on investments:</b>                                                                          |                 |            |           |
| (1) Interest:                                                                                              |                 |            |           |
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) .....       | <b>2b(1)(A)</b> | 1012       |           |
| <b>(B)</b> U.S. Government securities .....                                                                | <b>2b(1)(B)</b> |            |           |
| <b>(C)</b> Corporate debt instruments .....                                                                | <b>2b(1)(C)</b> |            |           |
| <b>(D)</b> Loans (other than to participants) .....                                                        | <b>2b(1)(D)</b> |            |           |
| <b>(E)</b> Participant loans .....                                                                         | <b>2b(1)(E)</b> |            |           |
| <b>(F)</b> Other .....                                                                                     | <b>2b(1)(F)</b> | 392084     |           |
| (G) Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                                     | <b>2b(1)(G)</b> |            | 393096    |
| (2) Dividends: <b>(A)</b> Preferred stock .....                                                            | <b>2b(2)(A)</b> |            |           |
| <b>(B)</b> Common stock .....                                                                              | <b>2b(2)(B)</b> |            |           |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                                  | <b>2b(2)(C)</b> |            |           |
| (D) Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> .....                         | <b>2b(2)(D)</b> |            |           |
| (3) Rents .....                                                                                            | <b>2b(3)</b>    |            |           |
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                                 | <b>2b(4)(A)</b> | 14040451   |           |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                                              | <b>2b(4)(B)</b> | 11903201   |           |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result .....                  | <b>2b(4)(C)</b> |            | 2137250   |

|                                                                                                   |                 | (a) Amount | (b) Total |
|---------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| <b>2b</b> (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....              | <b>2b(5)(A)</b> |            |           |
| (B) Other .....                                                                                   | <b>2b(5)(B)</b> | -2595208   |           |
| (C) Total unrealized appreciation of assets.<br>Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....    | <b>2b(5)(C)</b> |            | -2595208  |
| (6) Net investment gain (loss) from common/collective trusts .....                                | <b>2b(6)</b>    |            |           |
| (7) Net investment gain (loss) from pooled separate accounts .....                                | <b>2b(7)</b>    |            |           |
| (8) Net investment gain (loss) from master trust investment accounts .....                        | <b>2b(8)</b>    |            |           |
| (9) Net investment gain (loss) from 103-12 investment entities .....                              | <b>2b(9)</b>    |            |           |
| (10) Net investment gain (loss) from registered investment<br>companies (e.g., mutual funds)..... | <b>2b(10)</b>   |            |           |
| <b>c</b> Other income.....                                                                        | <b>2c</b>       |            |           |
| <b>d</b> Total income. Add all <b>income</b> amounts in column (b) and enter total.....           | <b>2d</b>       |            | 5095138   |

**Expenses**

|                                                                                            |              |         |         |
|--------------------------------------------------------------------------------------------|--------------|---------|---------|
| <b>e</b> Benefit payment and payments to provide benefits:                                 |              |         |         |
| (1) Directly to participants or beneficiaries, including direct rollovers .....            | <b>2e(1)</b> | 4320845 |         |
| (2) To insurance carriers for the provision of benefits .....                              | <b>2e(2)</b> |         |         |
| (3) Other .....                                                                            | <b>2e(3)</b> |         |         |
| (4) Total benefit payments. Add lines <b>2e(1)</b> through <b>(3)</b> .....                | <b>2e(4)</b> |         | 4320845 |
| <b>f</b> Corrective distributions (see instructions) .....                                 | <b>2f</b>    |         |         |
| <b>g</b> Certain deemed distributions of participant loans (see instructions).....         | <b>2g</b>    |         |         |
| <b>h</b> Interest expense.....                                                             | <b>2h</b>    |         |         |
| <b>i</b> Administrative expenses: (1) Professional fees .....                              | <b>2i(1)</b> | 130062  |         |
| (2) Contract administrator fees .....                                                      | <b>2i(2)</b> | 305865  |         |
| (3) Investment advisory and management fees .....                                          | <b>2i(3)</b> | 304664  |         |
| (4) Other .....                                                                            | <b>2i(4)</b> | 255550  |         |
| (5) Total administrative expenses. Add lines <b>2i(1)</b> through <b>(4)</b> .....         | <b>2i(5)</b> |         | 996141  |
| <b>j</b> Total expenses. Add all <b>expense</b> amounts in column (b) and enter total..... | <b>2j</b>    |         | 5316986 |

**Net Income and Reconciliation**

|                                                                               |              |  |         |
|-------------------------------------------------------------------------------|--------------|--|---------|
| <b>k</b> Net income (loss). Subtract line <b>2j</b> from line <b>2d</b> ..... | <b>2k</b>    |  | -221848 |
| <b>l</b> Transfers of assets:                                                 |              |  |         |
| (1) To this plan.....                                                         | <b>2l(1)</b> |  |         |
| (2) From this plan .....                                                      | <b>2l(2)</b> |  |         |

**Part III Accountant's Opinion**

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

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

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

**b** Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

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

(1) Name: EHRHARDT KEEFE STEINER & HOTTMAN PC

(2) EIN: 84-0869721

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

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

**Part IV Compliance Questions**

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

During the plan year:

|                                                                                                                                                                                                                                                                                                                 | Yes | No | Amount  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|---------|
| <b>a</b> Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....                 |     | X  |         |
| <b>b</b> Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)..... |     | X  |         |
| <b>c</b> Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) .....                                                                                                                            |     | X  |         |
| <b>d</b> Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....                                                                                                                  |     | X  |         |
| <b>e</b> Was this plan covered by a fidelity bond?.....                                                                                                                                                                                                                                                         | X   |    | 2000000 |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....                                                                                                                                                                         |     | X  |         |
| <b>g</b> Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? .....                                                                                                                                      |     | X  |         |
| <b>h</b> Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? .....                                                                                                                            |     | X  |         |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....                                                                                                                                                   | X   |    |         |
| <b>j</b> Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....                                                                                    | X   |    |         |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....                                                                                                                                              |     | X  |         |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan? .....                                                                                                                                                                                                                              |     | X  |         |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....                                                                                                                                                                                     |     |    |         |
| <b>n</b> If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. ....                                                                                                                        |     |    |         |
| <b>4n</b>                                                                                                                                                                                                                                                                                                       |     |    |         |

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

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

**5b(1)** Name of plan(s)

| 5b(2) EIN(s) | 5b(3) PN(s) |
|--------------|-------------|
|              |             |
|              |             |
|              |             |
|              |             |
|              |             |

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            |                                                                                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| <b>SCHEDULE R</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Retirement Plan Information</b><br><br>This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2011</b><br><br><b>This Form is Open to Public Inspection.</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

|                                                                                              |                                                                    |
|----------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>MEDIANEWS GROUP DEFINED BENEFIT PLAN FOR CERTAIN EMPLOYEES</u>   | <b>B</b> Three-digit plan number (PN) ▶<br><u>002</u>              |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>MEDIANEWS GROUP, INC</u> | <b>D</b> Employer Identification Number (EIN)<br><u>76-0425553</u> |

|               |                      |
|---------------|----------------------|
| <b>Part I</b> | <b>Distributions</b> |
|---------------|----------------------|

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

|                                                                                                                                                                                                                                                                                                                                                   |                   |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|
| <b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....                                                                                                                                                                                                             | <b>1</b>          |
| <b>2</b> Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):<br><br>EIN(s): <u>13-4283699</u><br><br><b>Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.</b> |                   |
| <b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....                                                                                                                                                                                                                   | <b>3</b> <u>0</u> |

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

|                                                                                                                                                                                                                                                                                                                                                                           |                              |                             |                                         |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|-----------------------------------------|
| <b>4</b> Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....                                                                                                                                                                                                                                                       | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input checked="" type="checkbox"/> N/A |
| <b>If the plan is a defined benefit plan, go to line 8.</b>                                                                                                                                                                                                                                                                                                               |                              |                             |                                         |
| <b>5</b> If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. <b>Date:</b> Month _____ Day _____ Year _____<br><b>If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.</b> |                              |                             |                                         |
| <b>6 a</b> Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) .....                                                                                                                                                                                                                            | <b>6a</b>                    | <u>0</u>                    |                                         |
| <b>b</b> Enter the amount contributed by the employer to the plan for this plan year .....                                                                                                                                                                                                                                                                                | <b>6b</b>                    | <u>0</u>                    |                                         |
| <b>c</b> Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....                                                                                                                                                                                                                           | <b>6c</b>                    |                             |                                         |
| <b>If you completed line 6c, skip lines 8 and 9.</b>                                                                                                                                                                                                                                                                                                                      |                              |                             |                                         |
| <b>7</b> Will the minimum funding amount reported on line 6c be met by the funding deadline? .....                                                                                                                                                                                                                                                                        | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A            |
| <b>8</b> If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....                                                                                                | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input checked="" type="checkbox"/> N/A |

|                 |                   |
|-----------------|-------------------|
| <b>Part III</b> | <b>Amendments</b> |
|-----------------|-------------------|

|                                                                                                                                                                                                                            |                                   |                                   |                                          |                             |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|------------------------------------------|-----------------------------|
| <b>9</b> If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... | <input type="checkbox"/> Increase | <input type="checkbox"/> Decrease | <input checked="" type="checkbox"/> Both | <input type="checkbox"/> No |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|------------------------------------------|-----------------------------|

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

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

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

Schedule R (Form 5500) 2011  
v.012611

**Part V Additional Information for Multiemployer Defined Benefit Pension Plans**

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

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

|                                                                          |            |  |
|--------------------------------------------------------------------------|------------|--|
| <b>a</b> The current year .....                                          | <b>14a</b> |  |
| <b>b</b> The plan year immediately preceding the current plan year ..... | <b>14b</b> |  |
| <b>c</b> The second preceding plan year .....                            | <b>14c</b> |  |

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

|                                                                                                       |            |  |
|-------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> The corresponding number for the plan year immediately preceding the current plan year ..... | <b>15a</b> |  |
| <b>b</b> The corresponding number for the second preceding plan year .....                            | <b>15b</b> |  |

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

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

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

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

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

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

- a** Enter the percentage of plan assets held as:

Stock: 67.0% Investment-Grade Debt: 19.0% High-Yield Debt: \_\_\_\_\_% Real Estate: 12.0% Other: 2.0%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☒ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate item 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☒ Other (specify):

**MEDIANEWS GROUP DEFINED BENEFIT PLAN FOR CERTAIN EMPLOYEES**

**Financial Statements  
and  
Independent Auditors' Report  
December 31, 2011 and 2010**



# MEDIANEWS GROUP DEFINED BENEFIT PLAN FOR CERTAIN EMPLOYEES

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## INDEPENDENT AUDITORS' REPORT

Plan Administrator, Committee, and Participants  
MediaNews Group Defined Benefit Plan for Certain Employees  
Denver, Colorado

We were engaged to audit the financial statements of MediaNews Group Defined Benefit Plan for Certain Employees (the "Plan") as of December 31, 2011 and 2010, and for the years then ended, and the supplemental schedules as of December 31, 2011, as listed in the accompanying table of contents. These financial statements and the supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 2, which was certified by The Northern Trust Company for the year ended December 31, 2011 and Bank of New York/BNY Mellon, N.A. for the year ended December 31, 2010, the trustees of the Plan, except for comparing such information with the related information included in the financial statements and the supplemental schedules. We have been informed by the Plan administrator that the trustees hold the Plan's investment assets and execute investment transactions. The Plan administrator has obtained a certification from the trustees as of December 31, 2011 and 2010, and for the years then ended, that the information provided to the Plan administrator by the trustees is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and the supplemental schedules taken as a whole. The supplemental schedules are presented for the purposes of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and the supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

*Ehrhardt Keefe Steiner + Hottman PC*

Ehrhardt Keefe Steiner & Hottman PC

October 2, 2012  
Denver, Colorado

# MEDIANEWS GROUP DEFINED BENEFIT PLAN FOR CERTAIN EMPLOYEES

## Statements of Net Assets Available for Benefits

|                                   | December 31,         |                      |
|-----------------------------------|----------------------|----------------------|
|                                   | 2011                 | 2010                 |
| <b>Assets</b>                     |                      |                      |
| Investments, at fair value        |                      |                      |
| Money market account              | \$ 61,402            | \$ 41,516,530        |
| Guaranteed annuity contract       | 928,630              | 949,342              |
| Common/collective trust funds     | 40,323,578           | -                    |
| Pooled separate account           | 3,048,205            | 2,671,560            |
| Real estate                       | <u>2,561,229</u>     | <u>2,428,502</u>     |
| Total investments, at fair value  | <u>46,923,044</u>    | <u>47,565,934</u>    |
| Receivables                       |                      |                      |
| Employer contributions            | 2,460,000            | 1,835,000            |
| Other receivables                 | 479,210              | -                    |
| Due from other plan               | <u>-</u>             | <u>587,195</u>       |
| Total receivables                 | <u>2,939,210</u>     | <u>2,422,195</u>     |
| Total assets                      | <u>49,862,254</u>    | <u>49,988,129</u>    |
| <b>Liabilities and Net Assets</b> |                      |                      |
| Accrued expenses                  | 259,366              | 168,022              |
| Accounts payable                  | <u>4,629</u>         | <u>-</u>             |
| Total liabilities                 | <u>263,995</u>       | <u>168,022</u>       |
| Net assets available for benefits | <u>\$ 49,598,259</u> | <u>\$ 49,820,107</u> |

See notes to financial statements.

# **MEDIANEWS GROUP DEFINED BENEFIT PLAN FOR CERTAIN EMPLOYEES**

## **Statements of Changes in Net Assets Available for Benefits**

|                                                              | For the Years Ended<br>December 31, |                      |
|--------------------------------------------------------------|-------------------------------------|----------------------|
|                                                              | <u>2011</u>                         | <u>2010</u>          |
| Investment (loss) income                                     |                                     |                      |
| Net (depreciation) appreciation in fair value of investments | \$ (457,958)                        | \$ 5,639,797         |
| Interest and dividends                                       | <u>393,096</u>                      | <u>297,562</u>       |
| Total investment (loss) income                               | <u>(64,862)</u>                     | <u>5,937,359</u>     |
| Employer contributions                                       | <u>5,160,000</u>                    | <u>3,935,000</u>     |
| Deductions from net assets                                   |                                     |                      |
| Benefits paid to participants                                | 4,320,845                           | 4,229,615            |
| Administrative fees                                          | <u>996,141</u>                      | <u>904,344</u>       |
| Total deductions                                             | <u>5,316,986</u>                    | <u>5,133,959</u>     |
| Net (decrease) increase                                      | (221,848)                           | 4,738,400            |
| Net assets available for benefits                            |                                     |                      |
| Beginning of year                                            | <u>49,820,107</u>                   | <u>45,081,707</u>    |
| End of year                                                  | <u>\$ 49,598,259</u>                | <u>\$ 49,820,107</u> |

See notes to financial statements.

# **MEDIANEWS GROUP DEFINED BENEFIT PLAN FOR CERTAIN EMPLOYEES**

## **Notes to Financial Statements**

### **Note 1 - Description of the Plan and Significant Accounting Policies**

The following description of MediaNews Group Defined Benefit Plan for Certain Employees (the "Plan") provides only general information. Participants and all others should refer to the Plan document for a more complete description of the Plan's provisions.

#### **General**

The Plan is a defined benefit plan originally established January 1, 1958, by The Denver Post Corporation ("DPC"), a Colorado corporation, for its eligible employees who are not included in a collective bargaining unit. The Plan is a non-contributory plan with the active portion of the Plan covering persons regularly employed in the service of DPC. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Effective August 26, 2009, the Denver Newspaper Agency Non-Union Employees' Pension Plan ("DNA Non-Union Plan") assumed all liabilities of the Plan with respect to the current and former employees of DPC. As part of the transfer, the Plan owed the DNA Non-Union Plan \$1,493,302 as of December 31, 2010, which was subsequently paid during the 2010 Plan year.

Effective December 31, 2010, MediaNews Group, Inc. (the "Company") froze the active Mailers portion of the Plan, prohibiting additional Mailer employees from becoming participants and ceasing all benefit accruals under the Plan.

On December 31, 2010 ("Dissolution Date"), the Company dissolved the Master Trust. As of the Dissolution Date, assets totaling \$587,195, formerly held in the Master Trust on behalf of the Saint Paul Mechanical Plan, were due to the Plan from San Jose Mercury-News Inc. Amended Retirement Plan Covering Employees Represented by the San Jose Newspaper Guild Trust and were subsequently received during 2011.

Effective August 31, 2011, the Company froze the active Platemakers portion of the Plan, prohibiting additional Platemaker employees from becoming participants and ceasing all benefit accruals under the Plan.

The Company administers the Plan. The Northern Trust Company ("Northern Trust") serves as trustee, manages Plan investments, and maintains the Plan's records.

#### **Funding Policy**

Contributions to the Plan are based on actuarial determinations provided by the Plan's actuary. All contributions are made by the Company in cash in amounts adequate to meet the minimum funding requirement of ERISA. Contributions of \$5,160,000 and \$3,935,000 were made to the Plan for the years ended December 31, 2011 and 2010, respectively.

# **MEDIANEWS GROUP DEFINED BENEFIT PLAN FOR CERTAIN EMPLOYEES**

## **Notes to Financial Statements**

### **Note 1 - Description of the Plan and Significant Accounting Policies (continued)**

#### **Vesting and Payment of Benefits**

The benefit accruals and vesting schedules for participants vary depending on which of the following groups the participant is covered under: Los Angeles Daily News; New England Newspapers, Inc. - Middle Town Location; New England Newspapers, Inc. - Eagle Location; New England Newspapers, Inc. - Lowell Location; and Northwest Publications Saint Paul Pioneer Press.

The specific benefit provisions and vesting provisions covering each of the above participant groups are disclosed in the Plan document and Summary Plan Description. Participants and all others should refer to these documents for the specific Plan provisions.

Benefit payments to participants are recorded when paid.

#### **Plan Termination**

Although the Company has not expressed any intention to do so, the Company has the right under the Plan document to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth by ERISA. In the event the Plan terminates, assets would be set aside first for the payment of benefits to retirees and then for all other participants. The Pension Benefit Guaranty Corporation guarantees the payment of all non-forfeitable (vested) benefits subject to certain limitations prescribed by ERISA.

#### **Valuation of Investments and Income Recognition**

The assets of the Plan are comprised of a money market account, guaranteed annuity contract, common/collective trust funds, a pooled separate account, common stock, and real estate, which are stated at fair value.

The net realized and unrealized investment gain or loss (net appreciation or depreciation in fair value of investments) is reflected in the accompanying statements of changes in net assets available for benefits and is determined as the difference between fair value at the beginning of the year (or date purchased if during the year) and selling price (if sold during the year) or year-end fair value. Purchases and sales of investments are recorded on a trade-date basis. Interest income is recognized on the accrual basis. Dividends are recognized on the ex-dividend date.

#### **Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP") requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. The most significant of these estimates relates to the determination of the accumulated Plan benefits and the Plan's funded status. Accordingly, actual results could differ from those estimates.

# **MEDIANEWS GROUP DEFINED BENEFIT PLAN FOR CERTAIN EMPLOYEES**

## **Notes to Financial Statements**

### **Note 1 - Description of the Plan and Significant Accounting Policies (continued)**

#### **Risk and Uncertainties**

The Plan provides for various investments that, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the value of investments 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.

Additionally, some investments are invested in the securities of foreign companies, which involve special risks and considerations not typically associated with investing in U.S. companies. These risks include devaluation of currencies, less reliable information about issuers, different securities transaction clearance and settlement practices, and possible adverse political and economic developments. Moreover, securities of many foreign companies and their markets may be less liquid and their prices more volatile than those of comparable U.S. companies.

#### **Reclassifications**

Certain amounts in the 2010 financial statements have been reclassified to conform to the 2011 presentation.

### **Note 2 - Investments**

Northern Trust holds all of the Plan's investments as of and for the year ended December 31, 2011, and Bank of New York Mellon held all of the Plan's investments as of and for the year ended December 31, 2010. Northern Trust and Bank of New York/BNY Mellon, N.A, have certified in writing to the Plan administrator that the stated amounts for investments at fair value as of December 31, 2011 and 2010, respectively, and the income earned on the investments for the years then ended, as reflected in the accompanying financial statements and the supplemental schedules, are complete and accurate.

The Plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan administrator instructed the Plan's auditors not to perform any auditing procedures with respect to the investment information certified by the trustee except for comparing the information contained therein to information included in the financial statements and the supplemental schedules.

# MEDIANEWS GROUP DEFINED BENEFIT PLAN FOR CERTAIN EMPLOYEES

## Notes to Financial Statements

### **Note 2 - Investments (continued)**

The fair value of investments greater than 5% of net assets available for benefits was the following:

|                                                                      | December 31,  |                |
|----------------------------------------------------------------------|---------------|----------------|
|                                                                      | 2011          | 2010           |
| Northern Trust Company of Connecticut Large Capital Fund             | \$ 16,376,849 | \$ -           |
| Mutual Fund Bank Northern Trust Collective Aggregate Bond Index Fund | \$ 8,862,111  | \$ -           |
| Northern Trust Company of Connecticut International Equity Fund      | \$ 6,578,354  | \$ -           |
| Northern Trust Company of Connecticut Mid Capital Fund               | \$ 5,005,898  | \$ -           |
| Prudential PRISA Real Estate Fund                                    | \$ 3,048,205  | \$ 2,671,560   |
| RREEF America REIT II                                                | \$ 2,561,229  | \$ 2,428,502 * |
| Bank of New York Collective US Government STIF Fund                  | \$ -          | \$ 41,516,530  |

\* Amount does not represent greater than 5% of net assets available for benefits at respective date.

The Plan's investments (including investments bought, sold, as well as held during the year) appreciated (depreciated) in fair value as follows:

|                               | December 31,        |                     |
|-------------------------------|---------------------|---------------------|
|                               | 2011                | 2010                |
| Pooled separate accounts      | \$ 380,374          | \$ 379,689          |
| Real estate                   | 87,227              | 358,862             |
| Common stock                  | -                   | 1,708,700           |
| Mutual funds                  | -                   | 118,743             |
| Common/collective trust funds | (925,559)           | 3,073,803           |
|                               | <u>\$ (457,958)</u> | <u>\$ 5,639,797</u> |

### **Note 3 - Fair Value Accounting**

GAAP requires disclosure about how fair value is determined and establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

- Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets.
- Level 2: Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

# MEDIANEWS GROUP DEFINED BENEFIT PLAN FOR CERTAIN EMPLOYEES

## Notes to Financial Statements

### Note 3 - Fair Value Accounting (continued)

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

The following tables set forth by level, within the fair value hierarchy, the Plan's investment assets at fair value as of December 31, 2011 and 2010.

Assets at fair value as of December 31, 2011 are as follows:

| Description                   | Level 1     | Level 2              | Level 3             | Total                |
|-------------------------------|-------------|----------------------|---------------------|----------------------|
| Common/collective trust funds |             |                      |                     |                      |
| Large-capital fund            | \$ -        | \$ 16,376,849        | \$ -                | \$ 16,376,849        |
| Fixed income funds            | -           | 8,862,111            | -                   | 8,862,111            |
| International funds           | -           | 6,578,354            | -                   | 6,578,354            |
| Mid-capital funds             | -           | 5,005,898            | -                   | 5,005,898            |
| Emerging market funds         | -           | 1,787,240            | -                   | 1,787,240            |
| Small-capital funds           | -           | 1,713,126            | -                   | 1,713,126            |
| Pooled separate account       | -           | -                    | 3,048,205           | 3,048,205            |
| Real estate                   | -           | -                    | 2,561,229           | 2,561,229            |
| Guaranteed annuity contract   | -           | -                    | 928,630             | 928,630              |
| Money market account          | -           | 61,402               | -                   | 61,402               |
| Total                         | <u>\$ -</u> | <u>\$ 40,384,980</u> | <u>\$ 6,538,064</u> | <u>\$ 46,923,044</u> |

Assets at fair value as of December 31, 2010 are as follows:

| Description                 | Level 1     | Level 2              | Level 3             | Total                |
|-----------------------------|-------------|----------------------|---------------------|----------------------|
| Money market account        | \$ -        | \$ 41,516,530        | \$ -                | \$ 41,516,530        |
| Pooled separate account     | -           | -                    | 2,671,560           | 2,671,560            |
| Real estate                 | -           | -                    | 2,428,502           | 2,428,502            |
| Guaranteed annuity contract | -           | -                    | 949,342             | 949,342              |
| Total                       | <u>\$ -</u> | <u>\$ 41,516,530</u> | <u>\$ 6,049,404</u> | <u>\$ 47,565,934</u> |

# MEDIANEWS GROUP DEFINED BENEFIT PLAN FOR CERTAIN EMPLOYEES

## Notes to Financial Statements

### **Note 3 - Fair Value Accounting (continued)**

The investments in common/collective trust funds ("collective funds") are recorded at net asset value ("NAV") reported by the funds' managers as a practical expedient to estimating the fair value, as these investments do not have readily determinable fair values. Due to the nature of the investments held by the collective funds, changes in market condition and economic environment may significantly impact the NAV of the collective funds and, consequently, fair values of the funds' interest in the funds. The fair value of these investments has been measured using the NAV per share of the Plan's ownership interest in collective funds on an equivalent measure, where it is not probable that the fund will sell a collective fund at a price other than NAV. There are no collective funds with redemption restrictions or unfunded commitments as of December 31, 2011.

The guaranteed annuity contract is presented at fair value. The fair value of the Plan's interest in a guaranteed annuity contract is based upon the fair value of the fund's underlying managed group annuity contract, as reported by the insurance company issuer of the contract. Contract value represents contributions and reinvested income, less any withdrawals, plus accrued interest, because these investments have fully benefit-responsive features. As of December 31, 2011, there were no reserves against contract values for credit risk of contract issuers or otherwise.

The valuation technique used to measure fair value of the money market account is a daily NAV calculated by the asset manager/custodian that is not directly observable in the marketplace.

The fair value of the real estate fund and pooled separate account is determined through an independent appraisal process. The estimate of fair value is based on the conventional approaches to value, all of which require the exercise of subjective judgment. The three approaches are: (1) current cost of reproducing the real estate less deterioration and functional and economic obsolescence, (2) discounting a series of income streams and reversion at a specific yield or by directly capitalizing a single-year income estimate by an appropriate factor, and (3) value indicated by recent sales of comparable real estate in the market. In the reconciliation of these three approaches, the one most heavily relied upon is the one then recognized as the most appropriate by the independent appraiser for the type of real estate in the market. Real estate funds' portfolio values are typically not updated on a daily basis and, as a result, can sometimes be subject to liquidity risk. There were no unfunded commitments as of December 31, 2011. Redemption requests require a calendar quarter notice and are subject to available cash. In the case there is not enough available cash for a request, a cash queue will be established. There was no cash queue as of December 31, 2011 for the Plan's investment in the PRISA Real Estate Fund. In order to make additional allocations to the real estate fund, the Plan must notify Prudential Retirement and is subject to a deposit queue. As of December 31, 2011, the RREEF REIT II had a redemption queue of approximately \$207,000,000, all of which was funded in February 2012. This investment also had an entrance queue of approximately \$76,000,000 as of December 31, 2011, all of which was funded in January 2012.

There were no changes to the valuation techniques used during the years ended December 31, 2011 and 2010.

# MEDIANEWS GROUP DEFINED BENEFIT PLAN FOR CERTAIN EMPLOYEES

## Notes to Financial Statements

### **Note 3 - Fair Value Accounting (continued)**

#### Level 3 Changes

The following is a reconciliation of the beginning and ending balances for assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) during the years ended December 31, 2011 and 2010:

|                                            | Guaranteed<br>Annuity<br>Contract | Real Estate         | Pooled Separate<br>Account |
|--------------------------------------------|-----------------------------------|---------------------|----------------------------|
| Investment balance, December 31, 2009      | \$ 980,127                        | \$ 2,076,379        | \$ 2,344,199               |
| Gains (realized and unrealized)            | -                                 | 358,862             | 379,689                    |
| Purchases, issuances, and settlements, net | <u>(30,785)</u>                   | <u>(6,739)</u>      | <u>(52,328)</u>            |
| Balance as of December 31, 2010            | 949,342                           | 2,428,502           | 2,671,560                  |
| Gains (realized and unrealized)            | 2,058                             | 87,227              | 380,374                    |
| Purchases, issuances, and settlements, net | <u>(22,770)</u>                   | <u>45,500</u>       | <u>(3,729)</u>             |
| Ending balance, December 31, 2011          | <u>\$ 928,630</u>                 | <u>\$ 2,561,229</u> | <u>\$ 3,048,205</u>        |

### **Note 4 - Investment in Master Trust**

As of December 31, 2009 until the Dissolution Date, approximately 1% of the Plan's assets were held in the Master Trust. Net investment income for the year ended December 31, 2010 represents activity prior to the Dissolution Date of the Master Trust. The following table presents the net investment income for the Master Trust as of December 31, 2010:

|                                                                       |                      |
|-----------------------------------------------------------------------|----------------------|
| Net unrealized and realized appreciation in fair value of investments | \$ 12,072,195        |
| Investment expense                                                    | <u>(47,540)</u>      |
| Total                                                                 | <u>\$ 12,024,655</u> |

### **Note 5 - Income Taxes**

The Internal Revenue Service ("IRS") has determined and informed the Plan in a letter dated June 18, 2010 that the Plan is qualified and the trust established under the Plan is tax-exempt under the appropriate sections of the Internal Revenue Code ("IRC"). The Plan has been amended since receiving the determination letter; however, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no tax provision for income taxes has been included in the accompanying financial statements.

## **MEDIANEWS GROUP DEFINED BENEFIT PLAN FOR CERTAIN EMPLOYEES**

### **Notes to Financial Statements**

#### **Note 5 - Income Taxes (continued)**

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that, as of December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2008.

#### **Note 6 - Administration of the Plan**

The Plan pays the cost of certain administrative, accounting, and legal services.

#### **Note 7 - Party-in-Interest Transactions**

Certain Plan investments are managed by Northern Trust. Northern Trust is the trustee, as defined by the Plan; therefore, these transactions qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules.

#### **Note 8 - Accumulated Plan Benefits**

The Plan's actuary, Hewitt Associates LLC ("Hewitt"), estimates the actuarial present value of accumulated plan benefits, which is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits earned by the participants to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

Accumulated plan benefits are those estimated future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to services rendered by the employees to the valuation date. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries and (b) present employees or their beneficiaries. Benefits for retired or terminated employees or their beneficiaries are based on employees' compensation during their last five years of credited service. The accumulated plan benefits for active employees are based on their average compensation during the five years preceding the Freeze Date. Benefits payable under all circumstances - retirement, death, disability, or termination of employment - are included to the extent they are deemed attributable to employee service rendered to the Freeze Date. The actuarial valuation was performed as of January 1, 2011 and January 1, 2010. Had the valuation been performed as of December 31, 2010 and December 31, 2009, there would be no material difference.

# MEDIANEWS GROUP DEFINED BENEFIT PLAN FOR CERTAIN EMPLOYEES

## Notes to Financial Statements

### Note 8 - Accumulated Plan Benefits (continued)

The following table sets forth the accumulated plan benefits of the Plan:

|                                                      | January 1,           |                      |
|------------------------------------------------------|----------------------|----------------------|
|                                                      | 2011                 | 2010                 |
| Actuarial present value of accumulated plan benefits |                      |                      |
| Vested benefits                                      |                      |                      |
| Participants currently receiving benefits            | \$ 33,020,203        | \$ 31,784,325        |
| Vested benefits for other participants               | <u>27,644,390</u>    | <u>24,573,885</u>    |
| Total vested benefits                                | 60,664,593           | 56,358,210           |
| Non-vested benefits                                  | <u>409,223</u>       | <u>439,455</u>       |
|                                                      | <u>\$ 61,073,816</u> | <u>\$ 56,797,665</u> |

The change in present value of accumulated plan benefits was:

|                                                                            |                      |
|----------------------------------------------------------------------------|----------------------|
| Actuarial present value of accumulated plan benefits as of January 1, 2010 | \$ 56,797,665        |
| Increase (decrease) during the year attributable to:                       |                      |
| Interest accumulation                                                      | 4,375,111            |
| Assumption changes (1)                                                     | 3,635,875            |
| Benefit paid                                                               | (4,300,293)          |
| Other changes (2)                                                          | <u>565,458</u>       |
| Actuarial present value of accumulated plan benefits as of January 1, 2011 | <u>\$ 61,073,816</u> |

- (1) Changes in actuarial assumptions relate to changes in the interest rate and mortality assumption noted in the following table.
- (2) The "Other changes" component represents the normal operations of the pension plan. It consists primarily of the increase due to ongoing benefit accruals (if any) and those items of Plan experience that are not associated with Plan asset performance.

The significant actuarial assumptions used by Hewitt in its January 1, 2011 and 2010 calculations are as follows:

Assumed rate of return on investments 7.5% and 8.0% (2011 and 2010)

Probability of retirement 5% at age 55, 2% at ages 56-59, 15% at age 60, 5% at age 61, 33% at age 62, 10% at ages 63-64, 90% at age 65, 25% at ages 66-69, and 100% at ages 70+ (2011 and 2010)

Mortality basis 2011 static mortality table for annuitants and non-annuitants per Section 1.430(h)(3)-1(e) (2011) and RP-2000 Combined Healthy Mortality Table Projected to 2010 using Scale AA (2010)

Actuarial cost method Standard Unit Credit Cost Method (2011 and 2010)

## **MEDIANEWS GROUP DEFINED BENEFIT PLAN FOR CERTAIN EMPLOYEES**

### **Notes to Financial Statements**

#### **Note 8 - Accumulated Plan Benefits (continued)**

The effective interest rate assumption changed to 6.22% as of January 1, 2011 from 6.64% as of January 1, 2010.

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

#### **Note 9 - Subsequent Events**

The Plan has evaluated subsequent events through October 2, 2012, the date the financial statements were available to be issued.

Effective May 31, 2012, the Company froze the active Machinists' portion of the Plan, prohibiting additional Machinist employees from becoming participants and ceasing all benefit accruals under the Plan. The effect on the actuarial present value of accumulated plan benefits is not yet determinable.

Effective July 31, 2012, the Company froze the active Pressmen portion of the Plan, prohibiting additional Pressmen employees from becoming participants and ceasing all benefit accruals under the Plan. The effect on the actuarial present value of accumulated plan benefits is not yet determinable.

## **SUPPLEMENTAL SCHEDULES**

# MEDIANEWS GROUP DEFINED BENEFIT PLAN FOR CERTAIN EMPLOYEES

## Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year) As of December 31, 2011

Employer Identification Number 76-0425553

Plan Number - 002

| (a) | (b) Identity of Issue, Borrower,<br>Lessor, or Similar Party | (c) Description of Investment<br>Including Maturity Date, Rate of<br>Interest, Collateral, Par, or Maturity<br>Value | (d) Cost             | (e) Current<br>Value |
|-----|--------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|----------------------|----------------------|
|     | Common/collective trust funds                                |                                                                                                                      |                      |                      |
| *   | The Northern Trust Company                                   | Northern Trust Large Capital Fund                                                                                    | \$ 16,845,619        | \$ 16,376,849        |
| *   | The Northern Trust Company                                   | Mutual Fund Bank Northern Trust<br>Collective Aggregate Bond Index<br>Fund                                           | 8,281,314            | 8,862,111            |
| *   | The Northern Trust Company                                   | Northern Trust International Equity<br>Fund                                                                          | 7,421,443            | 6,578,354            |
| *   | The Northern Trust Company                                   | Northern Trust Mid Capital Fund                                                                                      | 5,105,562            | 5,005,898            |
| *   | The Northern Trust Company                                   | Northern Trust Emerging Markets<br>Fund                                                                              | 1,928,444            | 1,787,240            |
| *   | The Northern Trust Company                                   | Northern Trust Small Capital Fund                                                                                    | <u>1,747,534</u>     | <u>1,713,126</u>     |
|     |                                                              | Total common/collective<br>trust funds                                                                               | 41,329,916           | 40,323,578           |
|     | Pooled separate account                                      |                                                                                                                      |                      |                      |
|     | Prudential Financial Group                                   | Prudential PRISA Real Estate Fund                                                                                    | 3,643,138            | 3,048,205            |
|     | Real Estate                                                  |                                                                                                                      |                      |                      |
|     | RREEF America REIT II Inc.                                   | RREEF America REIT II Inc.                                                                                           | 3,555,166            | 2,561,229            |
|     | Guaranteed annuity contract                                  |                                                                                                                      |                      |                      |
|     | Aetna Life Insurance Company                                 | Aetna Life Insurance<br>Company Guaranteed<br>Annuity Contract                                                       | 928,630              | 928,630              |
|     | Money market account                                         |                                                                                                                      |                      |                      |
| *   | The Northern Trust Company                                   | COLTVShort-Term Investment<br>Fund                                                                                   | <u>61,402</u>        | <u>61,402</u>        |
|     | Total investments                                            |                                                                                                                      | <u>\$ 49,518,252</u> | <u>\$ 46,923,044</u> |

\* Indicates a party-in-interest to the Plan

# **MEDIANEWS GROUP DEFINED BENEFIT PLAN FOR CERTAIN EMPLOYEES**

## **Schedule H, Part IV, Line 4j - Schedule of Reportable Transactions For the Year Ended December 31, 2011**

Employer Identification Number 76-0425553  
Plan Number - 002

| <u>(a) Identity of Party Involved</u>                                                                                               | <u>(b) Description of Asset</u>        | <u>(c) Purchase Price</u> | <u>(d) Selling Price</u> | <u>(g) Cost of Asset/Book Value</u> | <u>(h) Current Value of Asset on Transaction Date</u> | <u>(i) Realized Gains (Losses)</u> |
|-------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------|---------------------------|--------------------------|-------------------------------------|-------------------------------------------------------|------------------------------------|
| Category (iii) - A series of transactions that exceed 5% of Plan assets available for benefits as of the beginning of the Plan year |                                        |                           |                          |                                     |                                                       |                                    |
| Northern Trust                                                                                                                      | MFB NT Collective Aggregate Bond Index | \$ -                      | \$ 2,800,000             | \$ 2,668,686                        | \$ 2,800,000                                          | \$ 131,314                         |

There were no Category (i), (ii), or (iv) reportable transactions during the year ended December 31, 2011.

Columns (e) and (f) have not been presented, as this information is not applicable.

Schedule SB Attachment (Form 5500)—2011 Plan Year  
MediaNews Group Defined Benefit Plan for Certain Employees  
EIN: 76-0425553 PN: 002

Schedule SB, line 32—Schedule of Amortization Bases

| Type Of Base | Present Value of<br>Installments | Valuation Date<br>Established | Remaining Years<br>in Amortization<br>Period | Amortization<br>Amount |
|--------------|----------------------------------|-------------------------------|----------------------------------------------|------------------------|
| Shortfall    | \$5,417,519                      | January 1, 2008               | 4                                            | \$1,430,663            |
| Shortfall    | \$3,154,533                      | January 1, 2009               | 5                                            | \$678,570              |
| Shortfall    | \$5,511,233                      | January 1, 2010               | 13                                           | \$603,499              |
| Shortfall    | \$8,312,864                      | January 1, 2011               | 15                                           | \$804,942              |

If funding relief had not been elected for the 2010 plan year, the shortfall amortization amount for the base established on January 1, 2010 would have been \$1,018,115. In addition, there is an installment acceleration amount for the 2011 plan year applicable to the 2010 relief year of \$155,610, and a carryover of excess installment acceleration amount applicable to the 2010 plan year of \$213,028, resulting in an amortization payment for the 2011 plan year (for the 2010 shortfall base) of \$972,137.

If funding relief had not been elected for the 2011 plan year, the shortfall amortization amount for the base established on January 1, 2011 would have been \$1,367,711. In addition, there is an installment acceleration amount applicable to the 2011 plan year of \$166,863, resulting in an amortization payment for the 2011 plan year (for the 2011 shortfall base) of \$971,805.

Schedule SB Attachment (Form 5500)—2011 Plan Year  
MediaNews Group Defined Benefit Plan for Certain Employees  
EIN: 76-0425553 PN: 002

Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2011

| Attained Age | Number of Participants<br>Years of Credited Service |     |     |       |       |       |       |       |       |     |
|--------------|-----------------------------------------------------|-----|-----|-------|-------|-------|-------|-------|-------|-----|
|              | <1                                                  | 1-4 | 5-9 | 10-14 | 15-19 | 20-24 | 25-29 | 30-34 | 35-39 | 40+ |
| <25          |                                                     | 2   | 1   |       |       |       |       |       |       |     |
| 25-29        |                                                     |     | 3   |       |       |       |       |       |       |     |
| 30-34        |                                                     | 1   | 3   | 1     | 1     |       |       |       |       |     |
| 35-39        |                                                     | 5   | 2   |       | 3     |       |       |       |       |     |
| 40-44        |                                                     | 2   | 9   | 5     | 6     | 3     |       |       |       |     |
| 45-49        |                                                     | 8   | 15  | 18    | 7     | 6     | 4     | 1     |       |     |
| 50-54        |                                                     | 5   | 15  | 13    | 17    | 7     | 7     | 2     |       |     |
| 55-59        |                                                     | 7   | 14  | 13    | 5     | 3     | 1     | 4     | 8     | 2   |
| 60-64        |                                                     | 4   | 2   | 4     | 10    | 8     |       | 4     | 8     | 4   |
| 65-69        |                                                     |     | 2   | 2     | 3     | 1     | 1     |       |       | 2   |
| 70+          |                                                     | 1   | 1   |       | 1     |       | 1     |       |       | 1   |

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Excludes 6 transfers.

Schedule SB Attachment (Form 5500)—2011 Plan Year  
MediaNews Group Defined Benefit Plan for Certain Employees  
EIN: 76-0425553 PN: 002

Schedule SB, line 24—Change in Actuarial Assumptions

The funding valuation reflects the following assumption change:

- A change in the assumed expenses payable from the trust from \$500,000 to an estimate based on the prior years' administrative expenses plus the estimated PBGC premium for the current year.

This change did not reduce the funding shortfall, as such approval of the Commissioner is not required.

Schedule SB Attachment (Form 5500)—2011 Plan Year  
MediaNews Group Defined Benefit Plan for Certain Employees  
EIN: 76-0425553 PN: 002

Schedule SB, Part V—Summary of Plan Provisions

**Effective Date** January 1, 1958, amended and restated December 1994. Last amended effective January 1, 2011.

**Former Daily News Plan**

**Participation** One year of vesting service and age 21 or date of becoming a covered employee, if later. Not covered under a separate bargaining agreement. No new participants after March 28, 1998.

**Normal Retirement**

**Eligibility** Age 65.

**Benefit** The sum of:

- (a) 1% of average earnings × pension service subsequent to July 1, 1991; and
- (b) The accrued benefit as of July 1, 1991 under the prior plan provisions (including any Prior Plan B amount).

**Postponed Retirement**

**Eligibility** After attaining age 65.

**Benefit** Normal retirement benefit.

**Early Retirement**

**Eligibility** Age 55 and ten years of service.

**Benefit** Normal retirement benefit with the following reductions:

- (a) Benefits earned after July 1, 1991 are reduced by 1/200 for each month that commencement of payments precedes the participant's 65 birthday; and
- (b) Benefits earned before July 1, 1991 are reduced by 1/300 for each of the first 24 months and 1/240 for each of the next 60 months that commencement of payments precedes the participant's 62 birthday.

Schedule SB Attachment (Form 5500)—2011 Plan Year  
MediaNews Group Defined Benefit Plan for Certain Employees  
EIN: 76-0425553 PN: 002

Schedule SB, Part V—Summary of Plan Provisions

Former Daily News Plan

**Preretirement Death Benefit**

Eligibility Immediate.

Benefit The retiree's surviving spouse will receive 50% of the monthly pension benefit as of the date of death, reduced for a 50% Joint and Survivor Annuity and early payment. Benefit commencement is deferred until the time the retiree would have reached age 55.

**Special Minimum Benefit**

Special minimum benefits apply for each member of the Graphic Communications International Union (GCIU) who transferred to the Daily News Pension Plan on December 1, 1986, and back to the GCIU Employer Retirement Fund on September 1, 1993.

**Definitions**

Benefit Service Elapsed time from participation date, excluding period before January 1, 1976, with a maximum of 35 years. Benefit accruals ceased on March 28, 1998.

Vesting Service One year granted for each year in which the employee has 1,000 hours of service. For service prior to January 1, 1976, service is determined under the provisions of Prior Plan B (a defined benefit plan adopted by the Van Nuys Publishing Company on December 31, 1959) as it existed on December 31, 1975.

Compensation Base pay + overtime and commissions.

Average Annual Compensation The average of the final 60-consecutive calendar months of pensionable pay, ending on the earlier of the participant's termination date, retirement date, or March 28, 1998.

Schedule SB Attachment (Form 5500)—2011 Plan Year  
MediaNews Group Defined Benefit Plan for Certain Employees  
EIN: 76-0425553 PN: 002

Schedule SB, Part V—Summary of Plan Provisions

Former NENI Plan—NENI Employees

**Participation**

Current member as of December 31, 1987—January 1, 1988.

Employees hired after January 1, 1988—beginning of the first year after completing 1,000 hours of service.

Effective September 23, 1995, all benefits were frozen.

**Normal Retirement**

Eligibility

Age 65.

Benefit

Annual benefit equals the sum of:

- (a) For each year of creditable service after 1988:  $1.5\% \times$  compensation +  $0.65\% \times$  compensation in excess of the greater of \$10,000 or 50% of covered compensation;
- (b) For each year of creditable service after 1982 and before 1989:  $1.5\% \times$  compensation up to \$10,000 +  $2.0\% \times$  compensation between \$10,000 and 75% of Social Security wage base +  $2.6\% \times$  compensation over 75% of Social Security wage base; and
- (c) For each year of creditable service before 1983:  $1.25\% \times$  average compensation up to \$10,000 +  $1.75\% \times$  average compensation over \$10,000  $\times$  years of service before 1983, subject to a minimum benefit of  $\$48 \times$  years of creditable service (maximum 25 years).

**Postponed Retirement**

Eligibility

After attaining age 65.

Benefit

Normal retirement benefit.

**Early Retirement**

Eligibility

Age 55 and 15 years of creditable service.

Benefit

Normal retirement benefit at normal retirement date or immediate benefit with the following reductions:

- Benefits accrued before 1989 and benefits accrued after 1988 that are not integrated with covered compensation are reduced by 3% for each of the first three years that payments commence before age 65 and 5% for each additional year; and
- Benefits accrued after 1988 that are integrated with covered compensation are reduced by 8% for each of the first three years that payments commence before age 65 and 4% for each additional year.

Schedule SB Attachment (Form 5500)—2011 Plan Year  
MediaNews Group Defined Benefit Plan for Certain Employees  
EIN: 76-0425553 PN: 002

Schedule SB, Part V—Summary of Plan Provisions

Former NENI Plan—NENI Employees

**Deferred Vested Retirement**

Eligibility Age 50, five years of creditable service, and involuntary termination for reasons other than misconduct.

Benefit Normal retirement benefit reduced actuarially.

**Disability Retirement**

Eligibility Age 55, 20 years of creditable service, and disabled under the Social Security Act.

Benefit Accrued benefit.

**Preretirement Death**

Eligibility Five years of creditable service.

Benefit

- Spouses of active service employees receive one-half of accrued benefit, reduced for early retirement (if applicable), and payable at earliest age employee could have retired.
- Spouses of terminated vested or disabled participants receive the benefit they would have received had participant lived to earliest retirement date, commenced under the normal form, and died.

**Normal Form of Retirement Benefit**

- Married employees—Reduced 50% Joint and Survivor Annuity.
- Unmarried employees—Life Annuity.

**Definitions**

Creditable Service One year is generally granted for each calendar year in which the employee has 1,000 hours of service. For service prior to December 31, 1975, service is determined under plan rules in effect as of that date.

Compensation W-2 earnings. Includes bonus or special pay earned during the year but paid in the following year. Limited to \$150,000, as indexed, effective January 1, 1994.

Average Compensation The average of compensation for 1980, 1981, and 1982.

Covered Compensation The average (without indexing) of the Social Security wage bases in effect for each of the 35 calendar years ending with the plan year of determination.

Schedule SB Attachment (Form 5500)—2011 Plan Year  
MediaNews Group Defined Benefit Plan for Certain Employees  
EIN: 76-0425553 PN: 002

Schedule SB, Part V—Summary of Plan Provisions  
Former NENI Plan—Middletown Employees

|                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
|-----------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Participation</b>        | Current member as of January 26, 1995—January 27, 1995.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|                             | Other employees—beginning of the first month after completing 1,000 hours of service.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <b>Normal Retirement</b>    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| Eligibility                 | Age 65.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| Benefit                     | Annual benefit equals the sum of: <ul style="list-style-type: none"><li>(a) For each year of Creditable Service after 3/1/1986—1.7% × Compensation;</li><li>(b) For each year of Creditable Service between 3/1/1985 and 2/28/1986—1.465% × Compensation;</li><li>(c) For each year of Creditable Service between 3/1/1984 and 2/28/1985—1.385% × Compensation;</li><li>(d) For each year of Creditable Service between 3/1/1981 and 2/28/1984—1.305% × Compensation;</li><li>(e) For each year of Creditable Service between 3/1/1979 and 2/28/1981—1.10% × Compensation; and</li><li>(f) For each year of Creditable Service between 3/1/1962 and 2/28/1979—0.8125% × Compensation.</li></ul> |
| <b>Postponed Retirement</b> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| Eligibility                 | After attaining age 65.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| Benefit                     | Normal retirement benefit.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |

Schedule SB Attachment (Form 5500)—2011 Plan Year  
MediaNews Group Defined Benefit Plan for Certain Employees  
EIN: 76-0425553 PN: 002

Schedule SB, Part V—Summary of Plan Provisions  
Former NENI Plan—Middletown Employees

**Early Retirement**

Eligibility Age 55.

Benefit Normal retirement benefit at normal retirement date or immediate benefit as follows:

| Number<br>of Years | Percentage | Number<br>of Years | Percentage |
|--------------------|------------|--------------------|------------|
| 0                  | 100.0%     | 6                  | 57.9%      |
| 1                  | 90.4%      | 7                  | 53.5%      |
| 2                  | 82.1%      | 8                  | 49.5%      |
| 3                  | 74.9%      | 9                  | 46.0%      |
| 4                  | 68.5%      | 10                 | 42.8%      |
| 5                  | 62.9%      |                    |            |

**Deferred Vested Retirement**

Eligibility Age 55 and five years of creditable service.

Benefit Early retirement benefit.

**Disability Retirement**

Eligibility Active member receiving benefits under the Company's disability plan.

Benefit Normal or early retirement benefit with benefits accrued during period of disability.

**Preretirement Death**

Eligibility

- After August 22, 1984, active member with five years of creditable service.
- Termination on or after March 1, 1976 and before August 23, 1984 with ten years of service.
- Disabled member.

Benefit Spouses of active service employees receive one-half of accrued benefit, reduced for early retirement (if applicable) and Joint and Survivor annuity factor, and payable any time between earliest age an employee could have retired and employee's age 65.

Schedule SB Attachment (Form 5500)—2011 Plan Year  
MediaNews Group Defined Benefit Plan for Certain Employees  
EIN: 76-0425553 PN: 002

Schedule SB, Part V—Summary of Plan Provisions

Former NENI Plan—Middletown Employees

**Normal Form of  
Retirement Benefit**

- Married employees—Reduced 50% Joint and Survivor Annuity.
- Unmarried employees—Life Annuity.

**Definitions**

Creditable Service

One year is generally granted for each calendar year in which the employee has 1,000 hours of service. For service prior to January 27, 1995, service is determined under plan rules in effect as of that date.

Compensation

- After January 26, 1995—Same as for an Eagle employee.
- Prior to January 27, 1995—Base earnings (commissions after March 1, 1993 are included).
- Limited to \$150,000, as indexed, effective January 1, 1994.

Schedule SB Attachment (Form 5500)—2011 Plan Year  
MediaNews Group Defined Benefit Plan for Certain Employees  
EIN: 76-0425553 PN: 002

Schedule SB, Part V—Summary of Plan Provisions  
Former NENI Plan—Lowell Employees

|                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|-----------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Participation</b>              | Beginning of the first month after age 21 and one year of service.<br>Effective March 31, 2005, all benefits were frozen.                                                                                                                                                                                                                                                                                                                                                |
| <b>Normal Retirement</b>          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| Eligibility                       | Age 65.                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| Benefit                           | Annual benefit equals the sum of:<br><br>(a) For each year of creditable service after 1995: 1.25%<br>× compensation.<br><br>(b) For creditable service before 1996: 1.25% × 1996<br>compensation × years of creditable service before 1996.<br><br>(c) For creditable service after 1988 and before 1993:<br>\$240.00 × years of creditable service after 1988 and<br>before 1993.<br><br>Minimum benefit of \$20 × years of creditable service (maximum<br>ten years). |
| <b>Postponed Retirement</b>       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| Eligibility                       | After attaining age 65.                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| Benefit                           | Normal retirement benefit.                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>Early Retirement</b>           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| Eligibility                       | Age 55 and ten years of creditable service.                                                                                                                                                                                                                                                                                                                                                                                                                              |
| Benefit                           | Normal retirement benefit at normal retirement date or immediate<br>benefit reduced 5/9 of 1% for each of the first 60 months and 5/18<br>of 1% for each of the next 60 months that payments commence<br>before age 65.                                                                                                                                                                                                                                                  |
| <b>Deferred Vested Retirement</b> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| Eligibility                       | Age 55 and five years of creditable service.                                                                                                                                                                                                                                                                                                                                                                                                                             |
| Benefit                           | Early retirement benefit.                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>Disability Retirement</b>      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| Eligibility                       | Age 50 and total disability (with reductions). Age 45 and 15 years<br>of creditable service or age 50 and 15 years of creditable service<br>(without reductions).                                                                                                                                                                                                                                                                                                        |

Schedule SB Attachment (Form 5500)—2011 Plan Year  
MediaNews Group Defined Benefit Plan for Certain Employees  
EIN: 76-0425553 PN: 002

Schedule SB, Part V—Summary of Plan Provisions  
Former NENI Plan—Lowell Employees

**Preretirement Death**

Eligibility

Five years of creditable service.

Benefit

- Spouses of active service employees receive one-half of accrued benefit, reduced for early retirement (if applicable), and payable at earliest age employee could have retired.
- Spouses of terminated vested or disabled participants receive the benefit they would have received had participant lived to earliest retirement date, commenced under the normal form, and died.

**Normal Form of Retirement Benefit**

- Married employees—Reduced 50% Joint and Survivor Annuity.
- Unmarried employees—Life Annuity.

**Definitions**

Creditable Service

One year is granted for each calendar year in which the employee has 1,000 hours of service.

Compensation

- Employee's rate of compensation on the first day of the plan year.
- Limited to \$150,000, as indexed, effective January 1, 1994. For 2001, the limit is \$170,000.

Schedule SB Attachment (Form 5500)—2011 Plan Year  
MediaNews Group Defined Benefit Plan for Certain Employees  
EIN: 76-0425553 PN: 002

Schedule SB, Part V—Summary of Plan Provisions  
Former St. Paul Mechanical Plan Employees

|                                   |                                                                                                                                                                                                                                                                                                                                                                          |
|-----------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Participation</b>              | Included in the bargaining unit represented by one of the unions covered by this plan.<br><br>Participation begins on the later of employment commencement or attainment of age 18. Participation was closed as of December 31, 2010 for the Mailers Union and August 31, 2011 for the Platemakers Union.                                                                |
| <b>Normal Retirement</b>          |                                                                                                                                                                                                                                                                                                                                                                          |
| Eligibility                       | Age 65.                                                                                                                                                                                                                                                                                                                                                                  |
| Benefit                           | The product of (a) and (b):<br><br>(a) \$95.66 per month. For Mailers only, \$850.00 per month plus \$10 per month for each year of service after 1990.<br><br>(b) Ratio of service on the date of termination (not exceeding 25 years) over 25.<br><br>Benefits are frozen as of December 31, 2010 for the Mailers Union and August 31, 2011 for the Platemakers Union. |
| <b>Early Retirement</b>           |                                                                                                                                                                                                                                                                                                                                                                          |
| Eligibility                       | Age 55 and ten years of vesting service.                                                                                                                                                                                                                                                                                                                                 |
| Benefit                           | Normal retirement benefit unreduced if terminated with at least 25 years of vesting service. If termination with less than 25 years of vesting service, normal retirement benefit reduced 5/9 of one percent for each month commencement precedes age 65.                                                                                                                |
| <b>Deferred Vested Retirement</b> |                                                                                                                                                                                                                                                                                                                                                                          |
| Eligibility                       | Five years of vesting service.                                                                                                                                                                                                                                                                                                                                           |
| Benefit                           | 100% of the accrued normal retirement benefits payable at age 65. If terminated with at least ten years of vesting service, reduced and payable as an early retirement benefit.                                                                                                                                                                                          |
| <b>Disability Retirement</b>      |                                                                                                                                                                                                                                                                                                                                                                          |
| Eligibility                       | Five years of vesting service.                                                                                                                                                                                                                                                                                                                                           |
| Benefit                           | 100% of the accrued normal retirement benefit prorated for years of service over years of service if employee remained actively employed until normal retirement date.                                                                                                                                                                                                   |

Schedule SB Attachment (Form 5500)—2011 Plan Year  
MediaNews Group Defined Benefit Plan for Certain Employees  
EIN: 76-0425553 PN: 002

Schedule SB, Part V—Summary of Plan Provisions  
Former St. Paul Mechanical Plan Employees

**Preretirement Death**

|             |                                                                                                                                                                                                                                                                             |
|-------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Eligibility | Employees who die after five years of vesting service.                                                                                                                                                                                                                      |
| Benefit     | The retiree's surviving spouse will receive 50% of the benefit as if the retiree had elected a 50% Joint and Survivor Annuity at age 65. If eligible for early retirement, the spouse may elect to commence payments, reduced according to the early retirement provisions. |

**Form of Retirement Benefit**  
**Normal Form of Retirement Benefit**

- Married employees—reduced 50% Joint and Survivor Annuity.
- Unmarried employees—Life Annuity.

**Definitions**

|                         |                                                                                                    |
|-------------------------|----------------------------------------------------------------------------------------------------|
| Benefit Accrual Service | Years and months (calculated to the day) of employment service, excluding service prior to age 18. |
| Vesting Service         | Years and months (calculated to the day) of employment service, excluding service prior to age 18. |

**Plan Changes Since the Prior Year**

The funding valuation reflects the following plan change:

- An update to the mortality and interest rates for determining minimum lump sum payments under IRC section 417(e)(3) to the applicable rates for the current plan year.
- Participation in the former St. Paul Mechanical Plan was closed as of December 31, 2010 for the Mailers Union, and August 31, 2011 for the Platemakers Union.
- Benefits in the former St. Paul Mechanical Plan were frozen as of December 31, 2010 for the Mailers Union, and August 31, 2011 for the Platemakers Union.

**Other Information to Fully and Fairly Disclose the Actuarial Position of the Plan**

Due to software limitations with the electronic filing process, information filed electronically cannot be controlled by the Enrolled Actuary. The values on the signed Schedule SB will govern to the extent there are any differences in the entries filed electronically and the actual data contained on the signed Schedule SB.

Schedule SB Attachment (Form 5500)—2011 Plan Year  
MediaNews Group Defined Benefit Plan for Certain Employees  
EIN: 76-0425553 PN: 002

Schedule SB, Part V—Statement of Actuarial Assumptions/Methods

|                                                   |                                                                                                                                                                                                                                                                                                                               |
|---------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Interest rates                                    | Based on segment rates with a four-month lookback (as of September 2010).                                                                                                                                                                                                                                                     |
| 1st segment rate                                  | 3.78%.                                                                                                                                                                                                                                                                                                                        |
| 2nd segment rate                                  | 6.31%.                                                                                                                                                                                                                                                                                                                        |
| 3rd segment rate                                  | 6.57%.                                                                                                                                                                                                                                                                                                                        |
| Social Security Wage Base Increases               | Future wage indices are based on a national wage increase of 3.00% per year.                                                                                                                                                                                                                                                  |
| Social Security COLA Increases                    | 3.00%.                                                                                                                                                                                                                                                                                                                        |
| Optional payment form election percentage         |                                                                                                                                                                                                                                                                                                                               |
| All groups except former St. Paul Mechanical Plan | 55% Life Annuity<br>10% Joint and 100% Survivor Annuity<br>30% Joint and 50% Survivor Annuity<br>5% 10-Year Certain and Life Annuity                                                                                                                                                                                          |
| Former St. Paul Mechanical Plan                   | 75% Life Annuity<br>25% Joint and 50% Survivor                                                                                                                                                                                                                                                                                |
| Optional payment form conversion interest rate    | <ul style="list-style-type: none"> <li>▪ Daily News: 7.50%</li> <li>▪ NENI: Tabular factors used<sup>1</sup></li> <li>▪ Lowell: 8.00%</li> <li>▪ St. Paul Mechanical: 7.50%</li> </ul>                                                                                                                                        |
| Optional payment form conversion mortality        | <ul style="list-style-type: none"> <li>▪ Daily News: UP-84 Mortality Table with no adjustments</li> <li>▪ NENI: Tabular factors used<sup>1</sup></li> <li>▪ Lowell: 1983 Group Annuity Mortality Table (blended 50% male and 50% female)</li> <li>▪ St. Paul Mechanical: UP-84 Mortality Table with no adjustments</li> </ul> |

<sup>1</sup> Factors for participant ages 65, with a spouse the same age are:

|             | NENI |
|-------------|------|
| 100% J & S  | .80  |
| 50% J & S   | .88  |
| 10-Year C&L | .90  |

Schedule SB Attachment (Form 5500)—2011 Plan Year  
MediaNews Group Defined Benefit Plan for Certain Employees  
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Schedule SB, Part V—Statement of Actuarial Assumptions/Methods

Retirement age

Active participants See Tables 1-2.

Terminated vested participants  
— All groups except Former St. Paul  
Mechanical Plan 62.

— Former St. Paul Mechanical Plan 65.

Mortality rates

Healthy and disabled 2011 static mortality table for annuitants and  
non-annuitants per Section 1.430(h)(3)-1(e).

Withdrawal rates

See Tables 3-4.

Disability rates

All groups except Former St. Paul  
Mechanical Plan None.

Former St. Paul Mechanical Plan See table 5.

Decrement timing

Middle of year decrements, with 100% retirement  
occurring at beginning of year

Surviving spouse benefit

All groups except Former St. Paul  
Mechanical Plan It is assumed that 70% of males and 70% of females  
have an eligible spouse, and that males are three years  
older than their spouses.

Former St. Paul Mechanical Plan It is assumed that 80% of males and 60% of females  
have an eligible spouse, and that males are three years  
older than their spouses.

Valuation compensation

Equals prior year's pensionable earnings projected  
forward with the salary increase assumption.

Benefit and compensation limits

Projected benefits and compensation are limited by the  
current IRC section 415 maximum benefit of \$195,000  
and the 401(a)(17) compensation limit of \$245,000.

Schedule SB Attachment (Form 5500)—2011 Plan Year  
MediaNews Group Defined Benefit Plan for Certain Employees  
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Schedule SB, Part V—Statement of Actuarial Assumptions/Methods

|                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|-----------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Valuation of plan assets                      | <p>Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% or more than 110% of fair market value.</p> <p>A characteristic of this method is that the expected distribution of the value of plan assets is skewed toward understatement relative to the corresponding market values for expected long-term rates of return in excess of the third segment rate under IRC section 430(h)(2)(C)(iii).</p> |
| Expected return on assets                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| 2009 plan year                                | Lesser of 7.50% and the 3 <sup>rd</sup> segment rate.<br>Actual rate of 6.69%.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| 2010 plan year                                | Lesser of 7.50% and the 3 <sup>rd</sup> segment rate.<br>Actual rate of 6.82%.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| Trust expenses included in target normal cost | The Target Normal Cost includes estimated administrative expenses (based on the prior years' actual amounts) plus the estimated PBGC premiums for the current year. For 2011, this amount is \$800,000.                                                                                                                                                                                                                                                                                                                                                                                                                |
| Actuarial method                              | Standard unit credit cost method.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| Valuation date                                | January 1, 2011.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |

Schedule SB Attachment (Form 5500)—2011 Plan Year  
MediaNews Group Defined Benefit Plan for Certain Employees  
EIN: 76-0425553 PN: 002

Schedule SB, Part V—Statement of Actuarial Assumptions/Methods

Table 1

**Retirement Rates—All groups except Former St. Paul Mechanical Plan**

| <b>Age</b> | <b>Rate</b> |
|------------|-------------|
| 55         | 5.00%       |
| 56         | 2.00%       |
| 57         | 2.00%       |
| 58         | 2.00%       |
| 59         | 2.00%       |
| 60         | 15.00%      |
| 61         | 5.00%       |
| 62         | 33.00%      |
| 63         | 10.00%      |
| 64         | 10.00%      |
| 65         | 90.00%      |
| 66         | 25.00%      |
| 67         | 25.00%      |
| 68         | 25.00%      |
| 69         | 25.00%      |
| 70+        | 100.00%     |

Schedule SB Attachment (Form 5500)—2011 Plan Year  
MediaNews Group Defined Benefit Plan for Certain Employees  
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Schedule SB, Part V—Statement of Actuarial Assumptions/Methods

Table 2

**Retirement Rates—Former St. Paul Mechanical Plan<sup>1</sup>**

| Age | Years of Service |         |         |
|-----|------------------|---------|---------|
|     | 0-24             | 25      | 26+     |
| 55  | 5.00%            | 5.00%   | 5.00%   |
| 56  | 2.00%            | 5.00%   | 2.00%   |
| 57  | 2.00%            | 5.00%   | 2.00%   |
| 58  | 2.00%            | 5.00%   | 2.00%   |
| 59  | 2.00%            | 5.00%   | 2.00%   |
| 60  | 2.00%            | 5.00%   | 2.00%   |
| 61  | 2.00%            | 5.00%   | 2.00%   |
| 62  | 15.00%           | 15.00%  | 15.00%  |
| 63  | 2.00%            | 5.00%   | 2.00%   |
| 64  | 2.00%            | 5.00%   | 2.00%   |
| 65  | 50.00%           | 50.00%  | 50.00%  |
| 66  | 25.00%           | 25.00%  | 25.00%  |
| 67  | 25.00%           | 25.00%  | 25.00%  |
| 68  | 25.00%           | 25.00%  | 25.00%  |
| 69  | 25.00%           | 25.00%  | 25.00%  |
| 70+ | 100.00%          | 100.00% | 100.00% |

<sup>1</sup> At least 5% assumed to retire the year they reach 25 years of service and qualify for unreduced pension benefits; if eligible for subsidized post-retirement healthcare benefits and at least 25 years of service then probability of retirement is 15%.

Schedule SB Attachment (Form 5500)—2011 Plan Year  
MediaNews Group Defined Benefit Plan for Certain Employees  
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Schedule SB, Part V—Statement of Actuarial Assumptions/Methods  
Table 3

**Withdrawal Rates—All groups except Former Non St. Paul Mechanical Plan**

| <b>Age</b> | <b>Rate</b> | <b>Age</b> | <b>Rate</b> |
|------------|-------------|------------|-------------|
| 15         | 10.70%      | 45         | 2.20%       |
| 16         | 10.70%      | 46         | 1.98%       |
| 17         | 10.70%      | 47         | 1.76%       |
| 18         | 10.70%      | 48         | 1.54%       |
| 19         | 10.70%      | 49         | 1.23%       |
| 20         | 10.70%      | 50         | 1.10%       |
| 21         | 10.16%      | 51         | 0.88%       |
| 22         | 9.62%       | 52         | 0.66%       |
| 23         | 9.08%       | 53         | 0.44%       |
| 24         | 8.54%       | 54         | 0.22%       |
| 25         | 8.00%       | 55+        | 0.00%       |
| 26         | 7.58%       |            |             |
| 27         | 7.16%       |            |             |
| 28         | 6.74%       |            |             |
| 29         | 6.32%       |            |             |
| 30         | 5.90%       |            |             |
| 31         | 5.58%       |            |             |
| 32         | 5.26%       |            |             |
| 33         | 4.94%       |            |             |
| 34         | 4.62%       |            |             |
| 35         | 4.30%       |            |             |
| 36         | 4.06%       |            |             |
| 37         | 3.82%       |            |             |
| 38         | 3.58%       |            |             |
| 39         | 3.34%       |            |             |
| 40         | 3.10%       |            |             |
| 41         | 2.92%       |            |             |
| 42         | 2.74%       |            |             |
| 43         | 2.56%       |            |             |
| 44         | 2.38%       |            |             |

Schedule SB Attachment (Form 5500)—2011 Plan Year  
MediaNews Group Defined Benefit Plan for Certain Employees  
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Schedule SB, Part V—Statement of Actuarial Assumptions/Methods

Table 4

**Withdrawal Rates—Former St. Paul Mechanical Plan**

| <b>Age</b> | <b>Rate</b> | <b>Age</b> | <b>Rate</b> |
|------------|-------------|------------|-------------|
| 15         | 23.40%      | 45         | 5.20%       |
| 16         | 22.00%      | 46         | 5.00%       |
| 17         | 20.70%      | 47         | 4.80%       |
| 18         | 19.50%      | 48         | 4.50%       |
| 19         | 18.30%      | 49         | 4.20%       |
| 20         | 17.20%      | 50         | 3.90%       |
| 21         | 16.20%      | 51         | 3.60%       |
| 22         | 15.40%      | 52         | 3.10%       |
| 23         | 14.60%      | 53         | 2.80%       |
| 24         | 14.00%      | 54         | 2.50%       |
| 25         | 13.20%      | 55         | 2.20%       |
| 26         | 12.60%      | 56         | 1.90%       |
| 27         | 12.00%      | 57         | 1.60%       |
| 28         | 11.40%      | 58         | 1.30%       |
| 29         | 10.90%      | 59         | 1.00%       |
| 30         | 10.40%      | 60+        | 0.00%       |
| 31         | 9.90%       |            |             |
| 32         | 9.40%       |            |             |
| 33         | 9.00%       |            |             |
| 34         | 8.60%       |            |             |
| 35         | 8.10%       |            |             |
| 36         | 7.60%       |            |             |
| 37         | 7.20%       |            |             |
| 38         | 6.90%       |            |             |
| 39         | 6.60%       |            |             |
| 40         | 6.30%       |            |             |
| 41         | 6.00%       |            |             |
| 42         | 5.80%       |            |             |
| 43         | 5.60%       |            |             |
| 44         | 5.40%       |            |             |

Schedule SB Attachment (Form 5500)—2011 Plan Year  
MediaNews Group Defined Benefit Plan for Certain Employees  
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Schedule SB, Part V—Statement of Actuarial Assumptions/Methods  
Table 5

**Disability Rates—Former St. Paul Mechanical Plan**

| Age | Male  | Female | Age | Male  | Female |
|-----|-------|--------|-----|-------|--------|
| 15  | 0.12% | 0.18%  | 45  | 0.20% | 0.30%  |
| 16  | 0.12% | 0.18%  | 46  | 0.22% | 0.33%  |
| 17  | 0.12% | 0.18%  | 47  | 0.25% | 0.37%  |
| 18  | 0.12% | 0.18%  | 48  | 0.28% | 0.42%  |
| 19  | 0.12% | 0.18%  | 49  | 0.32% | 0.47%  |
| 20  | 0.12% | 0.18%  | 50  | 0.36% | 0.54%  |
| 21  | 0.12% | 0.18%  | 51  | 0.41% | 0.61%  |
| 22  | 0.12% | 0.18%  | 52  | 0.46% | 0.69%  |
| 23  | 0.12% | 0.18%  | 53  | 0.52% | 0.78%  |
| 24  | 0.12% | 0.18%  | 54  | 0.59% | 0.89%  |
| 25  | 0.12% | 0.18%  | 55  | 0.68% | 1.02%  |
| 26  | 0.12% | 0.18%  | 56  | 0.79% | 1.19%  |
| 27  | 0.12% | 0.18%  | 57  | 0.93% | 1.39%  |
| 28  | 0.12% | 0.18%  | 58  | 1.11% | 1.67%  |
| 29  | 0.12% | 0.18%  | 59  | 1.26% | 1.89%  |
| 30  | 0.12% | 0.18%  | 60  | 1.38% | 2.07%  |
| 31  | 0.12% | 0.18%  | 61  | 1.47% | 2.21%  |
| 32  | 0.12% | 0.18%  | 62  | 1.54% | 2.31%  |
| 33  | 0.12% | 0.19%  | 63  | 1.60% | 2.40%  |
| 34  | 0.13% | 0.19%  | 64  | 1.64% | 2.46%  |
| 35  | 0.13% | 0.19%  | 65+ | 0.00% | 0.00%  |
| 36  | 0.13% | 0.20%  |     |       |        |
| 37  | 0.13% | 0.20%  |     |       |        |
| 38  | 0.14% | 0.21%  |     |       |        |
| 39  | 0.14% | 0.21%  |     |       |        |
| 40  | 0.15% | 0.22%  |     |       |        |
| 41  | 0.15% | 0.23%  |     |       |        |
| 42  | 0.16% | 0.24%  |     |       |        |
| 43  | 0.17% | 0.25%  |     |       |        |
| 44  | 0.18% | 0.27%  |     |       |        |

Schedule SB Attachment (Form 5500)—2011 Plan Year  
MediaNews Group Defined Benefit Plan for Certain Employees  
EIN: 76-0425553 PN: 002

Schedule SB, line 22—Description of Weighted Average Retirement Age

The average retirement age shown in line 22 has been calculated by assuming the following retirement rates and no decrements other than retirement for this calculation. All retirements are assumed to occur at mid-year, except for the 100% retirement age.

| All groups except St. Paul Mechanical |         |        |                            | Former St. Paul Mechanical Plan       |         |        |                            |
|---------------------------------------|---------|--------|----------------------------|---------------------------------------|---------|--------|----------------------------|
| (a)                                   | (b)     | (c)    | (d)                        | (a)                                   | (b)     | (c)    | (d)                        |
| Age                                   | Rate    | Weight | Product<br>(a) × (b) × (c) | Age                                   | Rate    | Weight | Product<br>(a) × (b) × (c) |
| 55.5                                  | 5.00%   | 1.0000 | 2.78                       | 55.5                                  | 5.00%   | 1.0000 | 2.78                       |
| 56.5                                  | 2.00%   | 0.9500 | 1.07                       | 56.5                                  | 2.00%   | 0.9500 | 1.07                       |
| 57.5                                  | 2.00%   | 0.9310 | 1.07                       | 57.5                                  | 2.00%   | 0.9310 | 1.07                       |
| 58.5                                  | 2.00%   | 0.9124 | 1.07                       | 58.5                                  | 2.00%   | 0.9124 | 1.07                       |
| 59.5                                  | 2.00%   | 0.8941 | 1.06                       | 59.5                                  | 2.00%   | 0.8941 | 1.06                       |
| 60.5                                  | 15.00%  | 0.8762 | 7.95                       | 60.5                                  | 2.00%   | 0.8762 | 1.06                       |
| 61.5                                  | 5.00%   | 0.7448 | 2.29                       | 61.5                                  | 2.00%   | 0.8587 | 1.06                       |
| 62.5                                  | 33.00%  | 0.7076 | 14.59                      | 62.5                                  | 15.00%  | 0.8416 | 7.89                       |
| 63.5                                  | 10.00%  | 0.4741 | 3.01                       | 63.5                                  | 2.00%   | 0.7153 | 0.91                       |
| 64.5                                  | 10.00%  | 0.4267 | 2.75                       | 64.5                                  | 2.00%   | 0.7010 | 0.90                       |
| 65.5                                  | 90.00%  | 0.3840 | 22.64                      | 65.5                                  | 50.00%  | 0.6870 | 22.50                      |
| 66.5                                  | 25.00%  | 0.0384 | 0.64                       | 66.5                                  | 25.00%  | 0.3435 | 5.71                       |
| 67.5                                  | 25.00%  | 0.0288 | 0.49                       | 67.5                                  | 25.00%  | 0.2576 | 4.35                       |
| 68.5                                  | 25.00%  | 0.0216 | 0.37                       | 68.5                                  | 25.00%  | 0.1932 | 3.31                       |
| 69.5                                  | 25.00%  | 0.0162 | 0.28                       | 69.5                                  | 25.00%  | 0.1449 | 2.52                       |
| 70                                    | 100.00% | 0.0121 | 0.85                       | 70                                    | 100.00% | 0.1087 | 7.61                       |
| Weighted Average                      |         |        | 62.91                      | Weighted Average                      |         |        | 64.87                      |
| Number of Participants for Weighting: |         |        | 215                        | Number of Participants for Weighting: |         |        | 80                         |
| Overall Weighted Average:             |         |        | 63.44                      |                                       |         |        |                            |

Schedule SB Attachment (Form 5500)—2011 Plan Year  
MediaNews Group Defined Benefit Plan for Certain Employees  
EIN: 76-0425553 PN: 002

Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2011

| <b>Date</b>        | <b>Amount</b> | <b>Interest<br/>Rate</b> | <b>Interest Adjusted<br/>Contribution</b> |
|--------------------|---------------|--------------------------|-------------------------------------------|
| April 14, 2011     | \$ 900,000    | 6.22%                    | \$ 884,804                                |
| July 13, 2011      | 900,000       | 6.22%                    | 871,737                                   |
| October 13, 2011   | 900,000       | 6.22%                    | 858,579                                   |
| January 13, 2012   | 900,000       | 6.22%                    | 845,619                                   |
| September 13, 2012 | 1,560,000     | 6.22%                    | 1,407,790                                 |
| Total Contribution | \$ 5,160,000  |                          | \$ 4,868,529                              |

|                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                              |                                                                                           |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| <b>SCHEDULE SB</b><br><b>(Form 5500)</b><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><hr/> <small>Department of Labor<br/>Employee Benefits Security Administration<br/>Pension Benefit Guaranty Corporation</small> | <b>Single-Employer Defined Benefit Plan</b><br><b>Actuarial Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).<br><b>File as an attachment to Form 5500 or 5500-SF.</b> | OMB No. 1210-0110<br><br><b>2011</b><br><br><b>This Form is Open to Public Inspection</b> |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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

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

|                                                                                                                                                         |                                                                 |     |
|---------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------|-----|
| <b>A</b> Name of plan<br><br>MediaNews Group Defined Benefit Plan For Certain Employees                                                                 | <b>B</b> Three-digit plan number (PN) ▶                         | 002 |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF<br><br>MediaNews Group, Inc.                                                   | <b>D</b> Employer Identification Number (EIN)<br><br>76-0425553 |     |
| <b>E</b> Type of plan: <input checked="" type="checkbox"/> Single <input type="checkbox"/> Multiple-A <input type="checkbox"/> Multiple-B               |                                                                 |     |
| <b>F</b> Prior year plan size: <input type="checkbox"/> 100 or fewer <input type="checkbox"/> 101-500 <input checked="" type="checkbox"/> More than 500 |                                                                 |     |

**Part I Basic Information**

|                                                                                                                                                                                                          |              |                            |                    |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|----------------------------|--------------------|
| <b>1</b> Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2011</u>                                                                                                                          |              |                            |                    |
| <b>2</b> Assets:                                                                                                                                                                                         |              |                            |                    |
| a Market value .....                                                                                                                                                                                     | <b>2a</b>    | 49,768,588                 |                    |
| b Actuarial value .....                                                                                                                                                                                  | <b>2b</b>    | 46,731,070                 |                    |
| <b>3</b> Funding target/participant count breakdown:                                                                                                                                                     |              |                            |                    |
|                                                                                                                                                                                                          |              | (1) Number of participants | (2) Funding Target |
| a For retired participants and beneficiaries receiving payment.....                                                                                                                                      | <b>3a</b>    | 753                        | 36,528,124         |
| b For terminated vested participants .....                                                                                                                                                               | <b>3b</b>    | 1,234                      | 23,188,689         |
| c For active participants:                                                                                                                                                                               |              |                            |                    |
| (1) Non-vested benefits.....                                                                                                                                                                             | <b>3c(1)</b> |                            | 483,993            |
| (2) Vested benefits .....                                                                                                                                                                                | <b>3c(2)</b> |                            | 8,926,413          |
| (3) Total active.....                                                                                                                                                                                    | <b>3c(3)</b> | 295                        | 9,410,406          |
| d Total.....                                                                                                                                                                                             | <b>3d</b>    | 2,282                      | 69,127,219         |
| <b>4</b> If the plan is in at-risk status, check the box and complete lines (a) and (b) <input type="checkbox"/>                                                                                         |              |                            |                    |
| a Funding target disregarding prescribed at-risk assumptions .....                                                                                                                                       | <b>4a</b>    |                            |                    |
| b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor ..... | <b>4b</b>    |                            |                    |
| <b>5</b> Effective interest rate .....                                                                                                                                                                   | <b>5</b>     | 6.22 %                     |                    |
| <b>6</b> Target normal cost .....                                                                                                                                                                        | <b>6</b>     | 804,836                    |                    |

**Statement by Enrolled Actuary**

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

|                                                                                                                  |                      |                                                                 |
|------------------------------------------------------------------------------------------------------------------|----------------------|-----------------------------------------------------------------|
| <b>SIGN HERE</b>                                                                                                 | Signature of actuary | <u>10/04/2012</u><br>Date                                       |
| <u>Scott H. Davis</u><br>Type or print name of actuary                                                           |                      | <u>11-06506</u><br>Most recent enrollment number                |
| <u>Hewitt Associates LLC</u><br>Firm name                                                                        |                      | <u>(952) 886-8000</u><br>Telephone number (including area code) |
| <u>5600 W 83rd Street</u><br><u>8200 Tower, Suite 1100</u><br><u>Minneapolis MN 55437</u><br>Address of the firm |                      |                                                                 |

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

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

Schedule SB (Form 5500) 2011  
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**Part II Beginning of year carryover and prefunding balances**

|                                                                                                                                  | (a) Carryover balance | (b) Prefunding balance |
|----------------------------------------------------------------------------------------------------------------------------------|-----------------------|------------------------|
| <b>7</b> Balance at beginning of prior year after applicable adjustments (line 13 from prior year).....                          | 0                     | 0                      |
| <b>8</b> Portion elected for use to offset prior year's funding requirement (line 35 from prior year) .....                      | 0                     | 0                      |
| <b>9</b> Amount remaining (line 7 minus line 8).....                                                                             | 0                     | 0                      |
| <b>10</b> Interest on line 9 using prior year's actual return of <u>13.99</u> %.....                                             |                       |                        |
| <b>11</b> Prior year's excess contributions to be added to prefunding balance:                                                   |                       |                        |
| <b>a</b> Present value of excess contributions (line 38 from prior year) .....                                                   |                       | 2,574                  |
| <b>b</b> Interest on (a) using prior year's effective rate of <u>6.64</u> % except as otherwise provided (see instructions)..... |                       | 171                    |
| <b>c</b> Total available at beginning of current plan year to add to prefunding balance.....                                     |                       | 2,745                  |
| <b>d</b> Portion of (c) to be added to prefunding balance.....                                                                   |                       | 0                      |
| <b>12</b> Other reductions in balances due to elections or deemed elections.....                                                 | 0                     | 0                      |
| <b>13</b> Balance at beginning of current year (line 9 + line 10 + line 11d - line 12).....                                      | 0                     | 0                      |

**Part III Funding percentages**

|                                                                                                                                                                           |           |         |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|---------|
| <b>14</b> Funding target attainment percentage .....                                                                                                                      | <b>14</b> | 67.60 % |
| <b>15</b> Adjusted funding target attainment percentage .....                                                                                                             | <b>15</b> | 67.60 % |
| <b>16</b> Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement..... | <b>16</b> | 75.43 % |
| <b>17</b> If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage .....                                       | <b>17</b> | 67.60 % |

**Part IV Contributions and liquidity shortfalls****18** Contributions made to the plan for the plan year by employer(s) and employees:

| (a) Date<br>(MM-DD-YYYY) | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees | (a) Date<br>(MM-DD-YYYY) | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees |
|--------------------------|-----------------------------------|---------------------------------|--------------------------|-----------------------------------|---------------------------------|
| 04/14/2011               | 900,000                           |                                 |                          |                                   |                                 |
| 07/13/2011               | 900,000                           |                                 |                          |                                   |                                 |
| 10/13/2011               | 900,000                           |                                 |                          |                                   |                                 |
| 01/13/2012               | 900,000                           |                                 |                          |                                   |                                 |
| 09/13/2012               | 1,560,000                         |                                 |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
| <b>Totals •</b>          |                                   |                                 | <b>18(b)</b>             | 5,160,000                         | <b>18(c)</b> 0                  |

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

|                                                                                                                        |            |           |
|------------------------------------------------------------------------------------------------------------------------|------------|-----------|
| <b>a</b> Contributions allocated toward unpaid minimum required contributions from prior years. ....                   | <b>19a</b> | 0         |
| <b>b</b> Contributions made to avoid restrictions adjusted to valuation date.....                                      | <b>19b</b> | 0         |
| <b>c</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date..... | <b>19c</b> | 4,868,529 |

**20** Quarterly contributions and liquidity shortfalls:

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

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

**Part V Assumptions used to determine funding target and target normal cost**

|                                                                                                                                                                                              |                        |                        |                                                     |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|------------------------|-----------------------------------------------------|
| <b>21</b> Discount rate:                                                                                                                                                                     |                        |                        |                                                     |
| <b>a</b> Segment rates:                                                                                                                                                                      | 1st segment:<br>3.78 % | 2nd segment:<br>6.31 % | 3rd segment:<br>6.57 %                              |
|                                                                                                                                                                                              |                        |                        | <input type="checkbox"/> N/A, full yield curve used |
| <b>b</b> Applicable month (enter code).....                                                                                                                                                  |                        |                        | <b>21b</b> 4                                        |
| <b>22</b> Weighted average retirement age .....                                                                                                                                              |                        |                        | <b>22</b> 63                                        |
| <b>23</b> Mortality table(s) (see instructions) <input type="checkbox"/> Prescribed - combined <input checked="" type="checkbox"/> Prescribed - separate <input type="checkbox"/> Substitute |                        |                        |                                                     |

**Part VI Miscellaneous items**

|                                                                                                                                                                       |  |                                                                     |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|---------------------------------------------------------------------|
| <b>24</b> Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment..... |  | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>25</b> Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ....                                     |  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| <b>26</b> Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. ....                           |  | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>27</b> If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment .....                 |  | <b>27</b>                                                           |

**Part VII Reconciliation of unpaid minimum required contributions for prior years**

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

**Part VIII Minimum required contribution for current year**

|                                                                                                                                                                                     |                   |                     |               |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|---------------------|---------------|
| <b>31</b> Target normal cost and excess assets (see instructions):                                                                                                                  |                   |                     |               |
| <b>a</b> Target normal cost (line 6).....                                                                                                                                           |                   | <b>31a</b>          | 804,836       |
| <b>b</b> Excess assets, if applicable, but not greater than 31a .....                                                                                                               |                   | <b>31b</b>          | 0             |
| <b>32</b> Amortization installments:                                                                                                                                                |                   | Outstanding Balance | Installment   |
| <b>a</b> Net shortfall amortization installment.....                                                                                                                                |                   | 22,396,149          | 4,053,175     |
| <b>b</b> Waiver amortization installment.....                                                                                                                                       |                   | 0                   | 0             |
| <b>33</b> If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount..... |                   | <b>33</b>           |               |
| <b>34</b> Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...                                                           |                   | <b>34</b>           | 4,858,011     |
|                                                                                                                                                                                     | Carryover balance | Prefunding balance  | Total balance |
| <b>35</b> Balances elected for use to offset funding requirement .....                                                                                                              | 0                 | 0                   | 0             |
| <b>36</b> Additional cash requirement (line 34 minus line 35).....                                                                                                                  | <b>36</b>         |                     | 4,858,011     |
| <b>37</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....                                                  | <b>37</b>         |                     | 4,868,529     |
| <b>38</b> Present value of excess contributions for current year (see instructions)                                                                                                 |                   |                     |               |
| <b>a</b> Total (excess, if any, of line 37 over line 36) .....                                                                                                                      |                   | <b>38a</b>          | 10,518        |
| <b>b</b> Portion included in line 38a attributable to use of prefunding and funding standard carryover balances .....                                                               |                   | <b>38b</b>          | 0             |
| <b>39</b> Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37) .....                                                                     |                   | <b>39</b>           | 0             |
| <b>40</b> Unpaid minimum required contributions for all years.....                                                                                                                  |                   | <b>40</b>           | 0             |

**Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)**

|                                                                                                                 |           |                                                                                                                                               |  |
|-----------------------------------------------------------------------------------------------------------------|-----------|-----------------------------------------------------------------------------------------------------------------------------------------------|--|
| <b>41</b> If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule: |           |                                                                                                                                               |  |
| <b>a</b> Schedule elected .....                                                                                 |           | <input type="checkbox"/> 2 plus 7 years <input checked="" type="checkbox"/> 15 years                                                          |  |
| <b>b</b> Eligible plan year(s) for which the election in line 41a was made .....                                |           | <input type="checkbox"/> 2008 <input type="checkbox"/> 2009 <input checked="" type="checkbox"/> 2010 <input checked="" type="checkbox"/> 2011 |  |
| <b>42</b> Amount of acceleration adjustment .....                                                               | <b>42</b> | 535,501                                                                                                                                       |  |
| <b>43</b> Excess installment acceleration amount to be carried over to future plan years .....                  | <b>43</b> | 0                                                                                                                                             |  |

# **MEDIANEWS GROUP DEFINED BENEFIT PLAN FOR CERTAIN EMPLOYEES**

## **Schedule H, Part IV, Line 4j - Schedule of Reportable Transactions For the Year Ended December 31, 2011**

Employer Identification Number 76-0425553  
Plan Number - 002

| <u>(a) Identity of Party Involved</u>                                                                                               | <u>(b) Description of Asset</u>        | <u>(c) Purchase Price</u> | <u>(d) Selling Price</u> | <u>(g) Cost of Asset/Book Value</u> | <u>(h) Current Value of Asset on Transaction Date</u> | <u>(i) Realized Gains (Losses)</u> |
|-------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------|---------------------------|--------------------------|-------------------------------------|-------------------------------------------------------|------------------------------------|
| Category (iii) - A series of transactions that exceed 5% of Plan assets available for benefits as of the beginning of the Plan year |                                        |                           |                          |                                     |                                                       |                                    |
| Northern Trust                                                                                                                      | MFB NT Collective Aggregate Bond Index | \$ -                      | \$ 2,800,000             | \$ 2,668,686                        | \$ 2,800,000                                          | \$ 131,314                         |

There were no Category (i), (ii), or (iv) reportable transactions during the year ended December 31, 2011.

Columns (e) and (f) have not been presented, as this information is not applicable.

# MEDIANEWS GROUP DEFINED BENEFIT PLAN FOR CERTAIN EMPLOYEES

## Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year) As of December 31, 2011

Employer Identification Number 76-0425553

Plan Number - 002

| (a) | (b) Identity of Issue, Borrower,<br>Lessor, or Similar Party | (c) Description of Investment<br>Including Maturity Date, Rate of<br>Interest, Collateral, Par, or Maturity<br>Value | (d) Cost             | (e) Current<br>Value |
|-----|--------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|----------------------|----------------------|
|     | Common/collective trust funds                                |                                                                                                                      |                      |                      |
| *   | The Northern Trust Company                                   | Northern Trust Large Capital Fund                                                                                    | \$ 16,845,619        | \$ 16,376,849        |
| *   | The Northern Trust Company                                   | Mutual Fund Bank Northern Trust<br>Collective Aggregate Bond Index<br>Fund                                           | 8,281,314            | 8,862,111            |
| *   | The Northern Trust Company                                   | Northern Trust International Equity<br>Fund                                                                          | 7,421,443            | 6,578,354            |
| *   | The Northern Trust Company                                   | Northern Trust Mid Capital Fund                                                                                      | 5,105,562            | 5,005,898            |
| *   | The Northern Trust Company                                   | Northern Trust Emerging Markets<br>Fund                                                                              | 1,928,444            | 1,787,240            |
| *   | The Northern Trust Company                                   | Northern Trust Small Capital Fund                                                                                    | <u>1,747,534</u>     | <u>1,713,126</u>     |
|     |                                                              | Total common/collective<br>trust funds                                                                               | 41,329,916           | 40,323,578           |
|     | Pooled separate account                                      |                                                                                                                      |                      |                      |
|     | Prudential Financial Group                                   | Prudential PRISA Real Estate Fund                                                                                    | 3,643,138            | 3,048,205            |
|     | Real Estate                                                  |                                                                                                                      |                      |                      |
|     | RREEF America REIT II Inc.                                   | RREEF America REIT II Inc.                                                                                           | 3,555,166            | 2,561,229            |
|     | Guaranteed annuity contract                                  |                                                                                                                      |                      |                      |
|     | Aetna Life Insurance Company                                 | Aetna Life Insurance<br>Company Guaranteed<br>Annuity Contract                                                       | 928,630              | 928,630              |
|     | Money market account                                         |                                                                                                                      |                      |                      |
| *   | The Northern Trust Company                                   | COLTVShort-Term Investment<br>Fund                                                                                   | <u>61,402</u>        | <u>61,402</u>        |
|     | Total investments                                            |                                                                                                                      | <u>\$ 49,518,252</u> | <u>\$ 46,923,044</u> |

\* Indicates a party-in-interest to the Plan

|                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                                                                                                                       |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Form 5500</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security<br>Administration<br><br>Pension Benefit Guaranty Corporation | <b>Annual Return/Report of Employee Benefit Plan</b><br>This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).<br><br><p style="text-align: center;">▶ <b>Complete all entries in accordance with the instructions to the Form 5500.</b></p> | OMB Nos. 1210-0110<br>1210-0089<br><br><div style="text-align: center; font-size: 1.2em; font-weight: bold;">2011</div><br><br>This Form is Open to Public Inspection |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                          |                                                                                                                                            |
|----------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I Annual Report Identification Information</b>                                                   |                                                                                                                                            |
| For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u> |                                                                                                                                            |
| <b>A</b> This return/report is for:                                                                      | <input type="checkbox"/> a multiemployer plan;<br><input checked="" type="checkbox"/> a single-employer plan;                              |
| <b>B</b> This return/report is:                                                                          | <input type="checkbox"/> a multiple-employer plan; or<br><input type="checkbox"/> a DFE (specify) _____                                    |
| <b>C</b> If the plan is a collectively-bargained plan, check here. . . . .                               | <input type="checkbox"/> the first return/report;<br><input checked="" type="checkbox"/> an amended return/report;                         |
| <b>D</b> Check box if filing under:                                                                      | <input type="checkbox"/> the final return/report;<br><input type="checkbox"/> a short plan year return/report (less than 12 months).       |
|                                                                                                          | <input checked="" type="checkbox"/> Form 5558;<br><input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program; |
|                                                                                                          | <input type="checkbox"/> special extension (enter description) _____                                                                       |

|                                                                                                                                                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                           |            |                                                 |            |                                       |              |                                             |        |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|------------|-------------------------------------------------|------------|---------------------------------------|--------------|---------------------------------------------|--------|
| <b>Part II Basic Plan Information - enter all requested information</b>                                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                           |            |                                                 |            |                                       |              |                                             |        |
| <b>1 a</b> Name of plan<br>MEDIANEWS GROUP DEFINED BENEFIT PLAN FOR CERTAIN EMPLOYEES                                                                                                             | <table style="width: 100%;"> <tr> <td style="width: 70%;"><b>1 b</b> Three-digit plan number (PN) ▶</td> <td style="width: 30%; text-align: center;">002</td> </tr> </table>                                                                                                                                                                                                                                                                                                                                            | <b>1 b</b> Three-digit plan number (PN) ▶ | 002        |                                                 |            |                                       |              |                                             |        |
| <b>1 b</b> Three-digit plan number (PN) ▶                                                                                                                                                         | 002                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                           |            |                                                 |            |                                       |              |                                             |        |
| <b>2 a</b> Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan)<br>MEDIANEWS GROUP, INC<br>101 W. COLFAX AVENUE, SUITE 1100<br>DENVER CO 80202 | <table style="width: 100%;"> <tr> <td style="width: 70%;"><b>1 c</b> Effective date of plan</td> <td style="width: 30%; text-align: center;">01/01/1958</td> </tr> <tr> <td><b>2 b</b> Employer Identification Number (EIN)</td> <td style="text-align: center;">76-0425553</td> </tr> <tr> <td><b>2 c</b> Sponsor's telephone number</td> <td style="text-align: center;">303-954-6446</td> </tr> <tr> <td><b>2 d</b> Business code (see instructions)</td> <td style="text-align: center;">511110</td> </tr> </table> | <b>1 c</b> Effective date of plan         | 01/01/1958 | <b>2 b</b> Employer Identification Number (EIN) | 76-0425553 | <b>2 c</b> Sponsor's telephone number | 303-954-6446 | <b>2 d</b> Business code (see instructions) | 511110 |
| <b>1 c</b> Effective date of plan                                                                                                                                                                 | 01/01/1958                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                           |            |                                                 |            |                                       |              |                                             |        |
| <b>2 b</b> Employer Identification Number (EIN)                                                                                                                                                   | 76-0425553                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                           |            |                                                 |            |                                       |              |                                             |        |
| <b>2 c</b> Sponsor's telephone number                                                                                                                                                             | 303-954-6446                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                           |            |                                                 |            |                                       |              |                                             |        |
| <b>2 d</b> Business code (see instructions)                                                                                                                                                       | 511110                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                           |            |                                                 |            |                                       |              |                                             |        |

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

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

|              |                                    |            |                                                              |
|--------------|------------------------------------|------------|--------------------------------------------------------------|
| SIGN<br>HERE |                                    |            |                                                              |
|              | Signature of plan administrator    | Date       | Enter name of individual signing as plan administrator       |
| SIGN<br>HERE |                                    | 11-27-2012 | Steven E. Eisenberg                                          |
|              | Signature of employer/plan sponsor | Date       | Enter name of individual signing as employer or plan sponsor |
| SIGN<br>HERE |                                    |            |                                                              |
|              | Signature of DFE                   | Date       | Enter name of individual signing as DFE                      |

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

Form 5500 (2011)  
v.012611

**3a** Plan administrator's name and address (if same as plan sponsor, enter "Same")

SAME

**3b** Administrator's EIN**3c** Administrator's telephone number**4** If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:**4b** EIN**a** Sponsor's name**4c** PN**5** Total number of participants at the beginning of the plan year**5** 2282**6** Number of participants as of the end of the plan year (welfare plans complete only lines **6a**, **6b**, **6c**, and **6d**).**a** Active participants**6a** 266**b** Retired or separated participants receiving benefits**6b** 702**c** Other retired or separated participants entitled to future benefits**6c** 1141**d** Subtotal. Add lines **6a**, **6b**, and **6c****6d** 2109**e** Deceased participants whose beneficiaries are receiving or are entitled to receive benefits**6e** 95**f** Total. Add lines **6d** and **6e****6f** 2204**g** Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)**6g** 0**h** Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested**6h** 0**7** Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)**7****8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

1A 1G 1I

**b** If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:**9a** Plan funding arrangement (check all that apply)

- (1) ☒ Insurance  
 (2) ☐ Code section 412(e)(3) insurance contracts  
 (3) ☒ Trust  
 (4) ☐ General assets of the sponsor

**9b** Plan benefit arrangement (check all that apply)

- (1) ☒ Insurance  
 (2) ☐ Code section 412(e)(3) insurance contracts  
 (3) ☒ Trust  
 (4) ☐ General assets of the sponsor

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

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

**b General Schedules**

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