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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>09/01/2011</u> and ending <u>08/31/2012</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 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 checked="" 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>DENVER NEWSPAPER MAILER'S UNION EMPLOYEE PENSION PLAN</u>                                                                                                                               | <b>1b</b> Three-digit plan number (PN) ► <u>007</u><br><b>1c</b> Effective date of plan<br><u>04/01/2001</u>                                                                                      |
| <b>2a</b> Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan)<br><br><u>THE DENVER POST, LLC</u><br><br><u>101 WEST COLFAX AVENUE</u><br><u>DENVER, CO 80202</u> | <b>2b</b> Employer Identification Number (EIN)<br><u>84-1551911</u><br><b>2c</b> Sponsor's telephone number<br><u>180-033-2380</u><br><b>2d</b> Business code (see instructions)<br><u>525100</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>05/28/2013</u> | <u>MISSY MILLER</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>THE DENVER POST, LLC<br><br>101 WEST COLFAX AVENUE<br>DENVER, CO 80202                                                                                                                                                                                                                                                                     |           | <b>3b</b> Administrator's EIN<br>84-1551911                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|                                                                                                                                                                                                                                                                                                                                                                                                                                       |           | <b>3c</b> Administrator's telephone number<br>180-033-2380                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
|                                                                                                                                                                                                                                                                                                                                                                                                                                       |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <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>  | 515                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| <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> | 203                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| <b>b</b> Retired or separated participants receiving benefits.....                                                                                                                                                                                                                                                                                                                                                                    | <b>6b</b> | 160                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| <b>c</b> Other retired or separated participants entitled to future benefits.....                                                                                                                                                                                                                                                                                                                                                     | <b>6c</b> | 108                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| <b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....                                                                                                                                                                                                                                                                                                                                                              | <b>6d</b> | 471                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....                                                                                                                                                                                                                                                                                                                             | <b>6e</b> | 32                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....                                                                                                                                                                                                                                                                                                                                                                               | <b>6f</b> | 503                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| <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>  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>8a</b> If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:<br>1B 1G                                                                                                                                                                                                                                                                  |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>b</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 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 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>10</b> Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)                                                                                                                                                                                                                                                                     |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>a Pension Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>R</b> (Retirement Plan Information)<br><br>(2) <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary<br><br>(3) <input checked="" type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary |           | <b>b General Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>H</b> (Financial Information)<br>(2) <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan)<br>(3) <input type="checkbox"/> <b>A</b> (Insurance Information)<br>(4) <input checked="" type="checkbox"/> <b>C</b> (Service Provider Information)<br>(5) <input checked="" type="checkbox"/> <b>D</b> (DFE/Participating Plan Information)<br>(6) <input type="checkbox"/> <b>G</b> (Financial Transaction Schedules) |

|                                                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                                    |                                                                                           |
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| <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> |
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For calendar plan year 2011 or fiscal plan year beginning 09/01/2011 and ending 08/31/2012

▶ **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>DENVER NEWSPAPER MAILER'S UNION EMPLOYEE PENSION PLAN</u>                                                     | <b>B</b> Three-digit plan number (PN) ▶ <u>007</u>                                                                                                      |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF<br><u>THE DENVER POST, LLC</u>                                   | <b>D</b> Employer Identification Number (EIN)<br><u>84-1551911</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>09</u> Day <u>01</u> Year <u>2011</u>                                                                                                                               |                                                             |
| <b>2</b> Assets:                                                                                                                                                                                                |                                                             |
| <b>a</b> Market value .....                                                                                                                                                                                     | <b>2a</b> <u>21999119</u>                                   |
| <b>b</b> Actuarial value .....                                                                                                                                                                                  | <b>2b</b> <u>21446900</u>                                   |
| <b>3</b> Funding target/participant count breakdown:                                                                                                                                                            |                                                             |
|                                                                                                                                                                                                                 | <b>(1) Number of participants</b> <b>(2) Funding Target</b> |
| <b>a</b> For retired participants and beneficiaries receiving payment .....                                                                                                                                     | <b>3a</b> <u>164</u> <u>12147146</u>                        |
| <b>b</b> For terminated vested participants .....                                                                                                                                                               | <b>3b</b> <u>118</u> <u>3013067</u>                         |
| <b>c</b> For active participants:                                                                                                                                                                               |                                                             |
| <b>(1)</b> Non-vested benefits .....                                                                                                                                                                            | <b>3c(1)</b> <u>489606</u>                                  |
| <b>(2)</b> Vested benefits .....                                                                                                                                                                                | <b>3c(2)</b> <u>12803762</u>                                |
| <b>(3)</b> Total active .....                                                                                                                                                                                   | <b>3c(3)</b> <u>233</u> <u>13293368</u>                     |
| <b>d</b> Total .....                                                                                                                                                                                            | <b>3d</b> <u>515</u> <u>28453581</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>5.76 %</u>                                      |
| <b>6</b> Target normal cost .....                                                                                                                                                                               | <b>6</b> <u>725245</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>05/22/2013</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>                                               |                               | <u>952-886-8000</u>                    |
|                                                                            | Firm name                     | Telephone number (including area code) |
| <u>5600 W. 83RD STREET, 8200 TOWER, SU</u><br><u>MINNEAPOLIS, MN 55437</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**

| <b>Part II</b> |                                                                                                                          | <b>Beginning of year carryover and prefunding balances</b> |                        |
|----------------|--------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------|------------------------|
|                |                                                                                                                          | (a) Carryover balance                                      | (b) Prefunding balance |
| <b>7</b>       | Balance at beginning of prior year after applicable adjustments (line 13 from prior year) .....                          | 1074811                                                    |                        |
| <b>8</b>       | Portion elected for use to offset prior year's funding requirement (line 35 from prior year) .....                       | 1074811                                                    |                        |
| <b>9</b>       | Amount remaining (line 7 minus line 8) .....                                                                             |                                                            |                        |
| <b>10</b>      | Interest on line 9 using prior year's actual return of <u>10.77</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) .....                                                    |                                                            | 915023                 |
| <b>b</b>       | Interest on (a) using prior year's effective rate of <u>6.51</u> % except as otherwise provided (see instructions) ..... |                                                            | 98548                  |
| <b>c</b>       | Total available at beginning of current plan year to add to prefunding balance .....                                     |                                                            | 1013571                |
| <b>d</b>       | Portion of (c) to be added to prefunding balance .....                                                                   |                                                            | 1013571                |
| <b>12</b>      | Other reductions in balances due to elections or deemed elections .....                                                  |                                                            |                        |
| <b>13</b>      | Balance at beginning of current year (line 9 + line 10 + line 11d – line 12) .....                                       | 0                                                          | 1013571                |

| <b>Part III</b> |                                                                                                                                                                  | <b>Funding percentages</b> |         |
|-----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|---------|
| <b>14</b>       | Funding target attainment percentage .....                                                                                                                       | <b>14</b>                  | 71.81 % |
| <b>15</b>       | Adjusted funding target attainment percentage .....                                                                                                              | <b>15</b>                  | 71.81 % |
| <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>                  | 84.32 % |
| <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>                  | %       |

| <b>Part IV</b>                                                                           |                                   | <b>Contributions and liquidity shortfalls</b> |                          |                                   |                                 |
|------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------------------|--------------------------|-----------------------------------|---------------------------------|
| <b>18</b> 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 |
| 05/10/2012                                                                               | 17622                             |                                               | 05/13/2013               | 300000                            |                                 |
| 06/14/2012                                                                               | 400000                            |                                               |                          |                                   |                                 |
| 06/19/2012                                                                               | 17096                             |                                               |                          |                                   |                                 |
| 07/19/2012                                                                               | 17067                             |                                               |                          |                                   |                                 |
| 08/23/2012                                                                               | 15704                             |                                               |                          |                                   |                                 |
| 09/19/2012                                                                               | 24178                             |                                               |                          |                                   |                                 |
|                                                                                          |                                   |                                               | <b>Totals ▶</b>          | <b>18(b)</b>                      | 791667                          |
|                                                                                          |                                   |                                               |                          |                                   | <b>18(c)</b>                    |

|                                                                                                                                      |                                                                     |
|--------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|
| <b>19</b> 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>                                                          |
| <b>b</b> Contributions made to avoid restrictions adjusted to valuation date .....                                                   | <b>19b</b>                                                          |
| <b>c</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date .....              | <b>19c</b> 742879                                                   |
| <b>20</b> Quarterly contributions and liquidity shortfalls:                                                                          |                                                                     |
| <b>a</b> Did the plan have a "funding shortfall" for the prior year? .....                                                           | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>b</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 |
| <b>c</b> 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                                                             |

**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>2.38% | 2nd segment:<br>5.51% | 3rd segment:<br>6.36 % | <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 type="checkbox"/> Yes <input checked="" 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> | 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>          | 725245             |               |
| <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 .....                                                                                                                                | 8020252             | 1015798            |               |
| <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>           | 1741043            |               |
|                                                                                                                                                                                      | Carryover balance   | Prefunding balance | Total balance |
| <b>35</b> Balances elected for use to offset funding requirement.....                                                                                                                |                     | 1013571            | 1013571       |
| <b>36</b> Additional cash requirement (line 34 minus line 35) .....                                                                                                                  | <b>36</b>           | 727472             |               |
| <b>37</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c) .....                                                  | <b>37</b>           | 742879             |               |
| <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>          | 15407              |               |
| <b>b</b> Portion included in line 38a attributable to use of prefunding and funding standard carryover balances .....                                                                | <b>38b</b>          | 15407              |               |
| <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>           |                    |               |

**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>                                                                                                                                     |  |  |
| <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 **09/01/2011** and ending **08/31/2012**

|                                                                                              |                                                                    |
|----------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><b>DENVER NEWSPAPER MAILER'S UNION EMPLOYEE PENSION PLAN</b>        | <b>B</b> Three-digit plan number (PN) ▶ <b>007</b>                 |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><b>THE DENVER POST, LLC</b> | <b>D</b> Employer Identification Number (EIN)<br><b>84-1551911</b> |

**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>(b)</b> Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |                                                            |
| <b>NORTHERN TRUST CORPORATION</b>                                                                                 | <b>50 SOUTH LASALLE STREET</b><br><b>CHICAGO, IL 60603</b> |
| <b>36-2723087</b>                                                                                                 |                                                            |

|                                                                                                                  |                                                            |
|------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation |                                                            |
| <b>NORTHERN TRUST INVESTMENTS, N.A.</b>                                                                          | <b>50 SOUTH LASALLE STREET</b><br><b>CHICAGO, IL 60603</b> |
| <b>36-3608252</b>                                                                                                |                                                            |

|                                                                                                                   |  |
|-------------------------------------------------------------------------------------------------------------------|--|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |  |
|-------------------------------------------------------------------------------------------------------------------|--|

|                                                                                                                   |  |
|-------------------------------------------------------------------------------------------------------------------|--|
| <b>(b)</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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**(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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**(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)

DENVER INVESTMENT ADVISORS LLC

1225 17TH STREET 26TH FLOOR  
DENVER, CO 80202

84-1284659

| (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                  | NONE                                                                                              | 49553                                                                  | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                  | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                                            | 0                                                                                                                                                                               | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

HEWITT ASSOCIATES

45 SOUTH SEVENTH STREET, SUITE 2100  
MINNEAPOLIS, MN 55402

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 17                  | NONE                                                                                              | 24292                                                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

COMPUSYS OF COLORADO, INC.

2821 SOUTH PARKER ROAD  
AURORA, CO 80014

84-0721304

| (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? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 12 14                  | NONE                                                                                              | 14427                                                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input 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)

HOLME ROBERTS & OWEN LLP

1700 LINCOLN STREET, SUITE 410  
DENVER, CO 80203-4541

84-0415155

| (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                     | NONE                                                                                              | 12979                                                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

SSA, P.C.

3355 AMERICAN DRIVE  
COLORADO SPRINGS, CO 80917-5707

84-0676265

| (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                     | NONE                                                                                              | 10511                                                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

COLORADO BUSINESS TRUST

821 17TH STREET  
DENVER, CO 80202

84-9137221

| (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? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 19                     | NONE                                                                                              | 7544                                                                   | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input 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)

BECKER, BURKE ASSOCIATES

225 WEST WACKER DRIVE, SUITE 400  
CHICAGO, IL 60606

84-1934785

| (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                     |                                                                                                   | 7300                                                                   | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

| (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? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
|                        |                                                                                                   |                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                             | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

| (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? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
|                        |                                                                                                   |                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                             | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input 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.

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

**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.

|                                                                                 |                                      |                                                                                            |
|---------------------------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------|
| <b>(a)</b> Enter name and EIN or address of service provider (see instructions) | <b>(b)</b> Nature of Service Code(s) | <b>(c)</b> Describe the information that the service provider failed or refused to provide |
|                                                                                 |                                      |                                                                                            |
| <b>(a)</b> Enter name and EIN or address of service provider (see instructions) | <b>(b)</b> Nature of Service Code(s) | <b>(c)</b> Describe the information that the service provider failed or refused to provide |
|                                                                                 |                                      |                                                                                            |
| <b>(a)</b> Enter name and EIN or address of service provider (see instructions) | <b>(b)</b> Nature of Service Code(s) | <b>(c)</b> Describe the information that the service provider failed or refused to provide |
|                                                                                 |                                      |                                                                                            |
| <b>(a)</b> Enter name and EIN or address of service provider (see instructions) | <b>(b)</b> Nature of Service Code(s) | <b>(c)</b> Describe the information that the service provider failed or refused to provide |
|                                                                                 |                                      |                                                                                            |
| <b>(a)</b> Enter name and EIN or address of service provider (see instructions) | <b>(b)</b> Nature of Service Code(s) | <b>(c)</b> Describe the information that the service provider failed or refused to provide |
|                                                                                 |                                      |                                                                                            |
| <b>(a)</b> Enter name and EIN or address of service provider (see instructions) | <b>(b)</b> Nature of Service Code(s) | <b>(c)</b> 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>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration | <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                              |
|                                                                                                                                                                           |                                                                                                                                                                                                                              | <b>2011</b>                                    |
|                                                                                                                                                                           |                                                                                                                                                                                                                              | <b>This Form is Open to Public Inspection.</b> |

For calendar plan year 2011 or fiscal plan year beginning **09/01/2011** and ending **08/31/2012**

|                                                                                                     |                                                                    |            |
|-----------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|------------|
| <b>A</b> Name of plan<br><b>DENVER NEWSPAPER MAILER'S UNION EMPLOYEE PENSION PLAN</b>               | <b>B</b> Three-digit plan number (PN) <b>►</b>                     | <b>007</b> |
|                                                                                                     |                                                                    |            |
| <b>C</b> Plan or DFE sponsor's name as shown on line 2a of Form 5500<br><b>THE DENVER POST, LLC</b> | <b>D</b> Employer Identification Number (EIN)<br><b>84-1551911</b> |            |

|               |                                                                                                                                                                                  |
|---------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <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) |
|---------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: **NTGI QM COLL DAILY S&P 500 EQ INDEX**

**b** Name of sponsor of entity listed in (a): **NORTHERN TRUST GLOBAL INVESTMENTS**

|                                       |                               |                                                                                                                    |
|---------------------------------------|-------------------------------|--------------------------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN <b>45-6138589-001</b> | <b>d</b> Entity code <b>C</b> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <b>2034819</b> |
|---------------------------------------|-------------------------------|--------------------------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> 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):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> 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):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> 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):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> 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):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> 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):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> 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)**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  
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                              |                                               |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|
| <b>SCHEDULE H</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>Financial 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 6058(a) of the Internal Revenue Code (the Code).<br><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>09/01/2011</b> and ending <b>08/31/2012</b> |                                                                    |
| <b>A</b> Name of plan<br><b>DENVER NEWSPAPER MAILER'S UNION EMPLOYEE PENSION PLAN</b>                    | <b>B</b> Three-digit plan number (PN) <b>►</b> <b>007</b>          |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><b>THE DENVER POST, LLC</b>             | <b>D</b> Employer Identification Number (EIN)<br><b>84-1551911</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>       | 108249                | 109160          |
| <b>b</b> Receivables (less allowance for doubtful accounts):                                      |                 |                       |                 |
| <b>(1)</b> Employer contributions .....                                                           | <b>1b(1)</b>    | 1178122               | 324178          |
| <b>(2)</b> Participant contributions .....                                                        | <b>1b(2)</b>    |                       |                 |
| <b>(3)</b> Other.....                                                                             | <b>1b(3)</b>    | 1927                  | 2686            |
| <b>c</b> General investments:                                                                     |                 |                       |                 |
| <b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit) .....  | <b>1c(1)</b>    | 178029                | 391570          |
| <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>    | 1723476               | 2034819         |
| <b>(10)</b> Value of interest in pooled separate accounts.....                                    | <b>1c(10)</b>   |                       |                 |
| <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>   | 18848480              | 20026808        |
| <b>(14)</b> Value of funds held in insurance company general account (unallocated contracts)..... | <b>1c(14)</b>   |                       |                 |
| <b>(15)</b> Other .....                                                                           | <b>1c(15)</b>   |                       |                 |

| <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>    | 1869                  | 1609            |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | <b>1f</b>    | 22040152              | 22890830        |

**Liabilities**

|                                                                           |           |       |       |
|---------------------------------------------------------------------------|-----------|-------|-------|
| <b>g</b> Benefit claims payable .....                                     | <b>1g</b> |       |       |
| <b>h</b> Operating payables .....                                         | <b>1h</b> | 17150 | 21732 |
| <b>i</b> Acquisition indebtedness .....                                   | <b>1i</b> |       |       |
| <b>j</b> Other liabilities .....                                          | <b>1j</b> |       |       |
| <b>k</b> Total liabilities (add all amounts in lines 1g through 1j) ..... | <b>1k</b> | 17150 | 21732 |

**Net Assets**

|                                                           |           |          |          |
|-----------------------------------------------------------|-----------|----------|----------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | <b>1l</b> | 22023002 | 22869098 |
|-----------------------------------------------------------|-----------|----------|----------|

**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> | 791667     |           |
| <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>    |            | 791667    |
| <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> | 42         |           |
| <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> |            |           |
| (G) Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                                     | <b>2b(1)(G)</b> |            | 42        |
| (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> | 413189     |           |
| (D) Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> .....                         | <b>2b(2)(D)</b> |            | 413189    |
| (3) Rents .....                                                                                            | <b>2b(3)</b>    |            |           |
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                                 | <b>2b(4)(A)</b> |            |           |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                                              | <b>2b(4)(B)</b> |            |           |
| <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> |            |           |

|                                                                                                   |                 | (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> | 711106     |           |
| (C) Total unrealized appreciation of assets.<br>Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....    | <b>2b(5)(C)</b> |            | 711106    |
| (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>   |            | 405768    |
| <b>c</b> Other income.....                                                                        | <b>2c</b>       |            | 30800     |
| <b>d</b> Total income. Add all <b>income</b> amounts in column (b) and enter total.....           | <b>2d</b>       |            | 2352572   |

**Expenses**

|                                                                                            |              |         |         |
|--------------------------------------------------------------------------------------------|--------------|---------|---------|
| <b>e</b> Benefit payment and payments to provide benefits:                                 |              |         |         |
| (1) Directly to participants or beneficiaries, including direct rollovers .....            | <b>2e(1)</b> | 1299929 |         |
| (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> |         | 1299929 |
| <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> | 47782   |         |
| (2) Contract administrator fees .....                                                      | <b>2i(2)</b> | 14427   |         |
| (3) Investment advisory and management fees .....                                          | <b>2i(3)</b> | 65306   |         |
| (4) Other .....                                                                            | <b>2i(4)</b> | 79032   |         |
| (5) Total administrative expenses. Add lines <b>2i(1)</b> through <b>(4)</b> .....         | <b>2i(5)</b> |         | 206547  |
| <b>j</b> Total expenses. Add all <b>expense</b> amounts in column (b) and enter total..... | <b>2j</b>    |         | 1506476 |

**Net Income and Reconciliation**

|                                                                               |              |  |        |
|-------------------------------------------------------------------------------|--------------|--|--------|
| <b>k</b> Net income (loss). Subtract line <b>2j</b> from line <b>2d</b> ..... | <b>2k</b>    |  | 846096 |
| <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: SSA, PC

(2) EIN: 84-0676265

**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   |    | 500000 |
| <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.).....                                                                                                                                                                                     |     | X  |        |
| <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. ....                                                                                                                        |     | X  |        |

- 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) |
|--------------|-------------|
|              |             |
|              |             |
|              |             |
|              |             |
|              |             |

|                                                                                                                                                                                                                                                                                                                                                                      |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|
| <div>SCHEDULE R<br/>(Form 5500)<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</div>                                                                                                                                      | <div>Retirement Plan Information</div> <div>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).</div> <div>► File as an attachment to Form 5500.</div> | <div>OMB No. 1210-0110</div> <div>2011</div> <div>This Form is Open to Public Inspection.</div> |
| For calendar plan year 2011 or fiscal plan year beginning 09/01/2011 and ending 08/31/2012                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
| A Name of plan<br>DENVER NEWSPAPER MAILER'S UNION EMPLOYEE PENSION PLAN                                                                                                                                                                                                                                                                                              |                                                                                                                                                                                                                                                                                                 | B Three-digit plan number (PN) ►<br>007                                                         |
| C Plan sponsor's name as shown on line 2a of Form 5500<br>THE DENVER POST, LLC                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                 | D Employer Identification Number (EIN)<br>84-1551911                                            |
| Part I Distributions                                                                                                                                                                                                                                                                                                                                                 |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
| All references to distributions relate only to payments of benefits during the plan year.                                                                                                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
| 1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                 | 1                                                                                               |
| 2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):<br><br>EIN(s): _____<br><br>Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.                                              |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
| 3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....                                                                                                                                                                                                                                             |                                                                                                                                                                                                                                                                                                 | 3 0                                                                                             |
| Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)                                                                                                                                                                                        |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
| 4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> N/A<br>If the plan is a defined benefit plan, go to line 8.                                                                                                |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
| 5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____<br>If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.                 |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
| 6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) .....                                                                                                                                                                                                                              |                                                                                                                                                                                                                                                                                                 | 6a                                                                                              |
| b Enter the amount contributed by the employer to the plan for this plan year .....                                                                                                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                 | 6b                                                                                              |
| c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....                                                                                                                                                                                                                             |                                                                                                                                                                                                                                                                                                 | 6c                                                                                              |
| If you completed line 6c, skip lines 8 and 9.                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
| 7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
| 8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> N/A |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
| Part III Amendments                                                                                                                                                                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
| 9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... <input type="checkbox"/> Increase <input type="checkbox"/> Decrease <input checked="" type="checkbox"/> Both <input type="checkbox"/> No         |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
| Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.                                                                                                                                                                                                                   |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
| 10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... <input type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                                                                                             |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
| 11 a Does the ESOP hold any preferred stock? ..... <input type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
| b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... <input type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                                        |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
| 12 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: \_\_\_\_\_% Investment-Grade Debt: \_\_\_\_\_% High-Yield Debt: \_\_\_\_\_% Real Estate: \_\_\_\_\_% Other: \_\_\_\_\_%

**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): \_\_\_\_\_



**FINANCIAL STATEMENTS AND  
SUPPLEMENTAL INFORMATION WITH  
INDEPENDENT AUDITOR'S REPORT**

**YEARS ENDED AUGUST 31, 2012 AND 2011**

**DENVER NEWSPAPER  
MAILERS' UNION  
EMPLOYEES' PENSION PLAN**

## **C O N T E N T S**

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## INDEPENDENT AUDITOR'S REPORT

May 23, 2013

Pension Committee  
Denver Newspaper Mailers' Union  
Employees' Pension Plan  
Denver, Colorado

We have audited the accompanying statement of net assets available for benefits of the Denver Newspaper Mailers' Union Employees' Pension Plan (the Plan) as of August 31, 2012 and 2011 and the related statement of changes in net assets available for benefits for the years then ended and the statement of accumulated plan benefits at August 31, 2011 and 2010 and related statement of changes in accumulated plan benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, information regarding the Plan's net assets available for benefits as of August 31, 2012 and changes therein for the year then ended and its financial status as of August 31, 2011 and changes therein for the year then ended and information regarding its accumulated plan benefits as of August 31, 2010 and changes therein for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule included on page seventeen is presented for the purpose of additional analysis and is not a required part of the financial statements. The supplemental schedule of assets held at the end of the year is supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

SSA, P.C.  
Certified Public Accountants

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Colorado Springs, CO 80917-5707  
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Pension Committee  
Denver Newspaper Mailers' Union  
Employees' Pension Plan  
May 23, 2013

Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements taken as a whole.



Certified Public Accountants  
Colorado Springs, Colorado

**DENVER NEWSPAPER MAILERS' UNION  
EMPLOYEES' PENSION PLAN**

**STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS**

**AUGUST 31, 2012 AND 2011**

|                                   | <u>2012</u>                 | <u>2011</u>                 |
|-----------------------------------|-----------------------------|-----------------------------|
| ASSETS:                           |                             |                             |
| Investments at fair value:        |                             |                             |
| Money market funds                | \$ 391,570                  | \$ 178,029                  |
| Mutual funds                      | 20,026,808                  | 18,848,480                  |
| Collective trusts                 | <u>2,034,819</u>            | <u>1,723,476</u>            |
| Total investments                 | <u>22,453,197</u>           | <u>20,749,985</u>           |
| Receivables:                      |                             |                             |
| Employer contributions            | 324,178                     | 1,178,122                   |
| Rebates receivable                | <u>2,686</u>                | <u>1,927</u>                |
| Total receivables                 | <u>326,864</u>              | <u>1,180,049</u>            |
| Prepaid expense                   | 1,609                       | 1,869                       |
| Cash                              | <u>109,160</u>              | <u>108,249</u>              |
| TOTAL ASSETS                      | <u>22,890,830</u>           | <u>22,040,152</u>           |
| LIABILITIES:                      |                             |                             |
| Accounts payable                  | <u>21,732</u>               | <u>17,150</u>               |
| TOTAL LIABILITIES                 | <u>21,732</u>               | <u>17,150</u>               |
| NET ASSETS AVAILABLE FOR BENEFITS | <u><u>\$ 22,869,098</u></u> | <u><u>\$ 22,023,002</u></u> |

The accompanying notes are an integral part of these financial statements.

**DENVER NEWSPAPER MAILERS' UNION  
EMPLOYEES' PENSION PLAN**

**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**

**YEARS ENDED AUGUST 31, 2012 AND 2011**

|                                               | <u>2012</u>          | <u>2011</u>          |
|-----------------------------------------------|----------------------|----------------------|
| ADDITIONS:                                    |                      |                      |
| Investment income:                            |                      |                      |
| Net appreciation in fair value of investments | \$ 748,027           | \$ 2,124,096         |
| Dividends and interest                        | 413,231              | 413,189              |
| Mutual fund rebate                            | 30,800               | 36,730               |
| Gain (loss) on sale of investments            | 368,847              | (479,955)            |
|                                               | <u>1,560,905</u>     | <u>2,094,060</u>     |
| Investment expenses                           | <u>(65,306)</u>      | <u>(54,669)</u>      |
| Net investment income                         | 1,495,599            | 2,039,391            |
| Contributions - employer                      | <u>791,667</u>       | <u>1,273,341</u>     |
| TOTAL ADDITIONS                               | <u>2,287,266</u>     | <u>3,312,732</u>     |
| DEDUCTIONS:                                   |                      |                      |
| Pension and death benefits paid               | <u>1,299,929</u>     | <u>1,168,345</u>     |
| Administrative expenses:                      |                      |                      |
| Consulting and actuarial fees                 | 24,292               | 38,326               |
| Legal fees                                    | 12,979               | 13,654               |
| Insurance expense                             | 4,055                | 4,053                |
| Audit fees                                    | 10,511               | 10,067               |
| Administrative fees                           | 14,427               | 13,889               |
| Bank charges and miscellaneous                | 3,267                | 741                  |
| PBGC premiums                                 | 71,710               | 58,611               |
| Total administrative expenses                 | <u>141,241</u>       | <u>139,341</u>       |
| TOTAL DEDUCTIONS                              | <u>1,441,170</u>     | <u>1,307,686</u>     |
| NET INCREASE                                  | 846,096              | 2,005,046            |
| NET ASSETS AVAILABLE FOR BENEFITS:            |                      |                      |
| Beginning of year                             | <u>22,023,002</u>    | 20,017,956           |
| End of year                                   | <u>\$ 22,869,098</u> | <u>\$ 22,023,002</u> |

The accompanying notes are an integral part of these financial statements.

**DENVER NEWSPAPER MAILERS' UNION  
EMPLOYEES' PENSION PLAN**

**STATEMENT OF ACCUMULATED PLAN BENEFITS**

**AUGUST 31, 2011 AND 2010**

|                                                               | <u>2011</u>                 | <u>2010</u>                 |
|---------------------------------------------------------------|-----------------------------|-----------------------------|
| ACTUARIAL PRESENT VALUE OF<br>ACCUMULATED PLAN BENEFITS:      |                             |                             |
| Vested benefits:                                              |                             |                             |
| Participants currently receiving benefits                     | <b>\$ 10,328,869</b>        | \$ 9,273,192                |
| Other participants                                            | <b>12,484,604</b>           | 12,247,536                  |
| Total vested benefits                                         | <b>22,813,473</b>           | 21,520,728                  |
| Nonvested benefits                                            | <b>399,444</b>              | 384,566                     |
| TOTAL ACTUARIAL PRESENT VALUE<br>OF ACCUMULATED PLAN BENEFITS | <b><u>\$ 23,212,917</u></b> | <b><u>\$ 21,905,294</u></b> |

**STATEMENT OF CHANGES IN ACCUMULATED PLAN BENEFITS**

**YEARS ENDED AUGUST 31, 2011 AND 2010**

|                                                                         | <u>2011</u>                 | <u>2010</u>                 |
|-------------------------------------------------------------------------|-----------------------------|-----------------------------|
| CHANGES IN THE ACTUARIAL PRESENT VALUE<br>OF ACCUMULATED PLAN BENEFITS: |                             |                             |
| Balance - beginning of year                                             | <b><u>\$ 21,905,294</u></b> | <b><u>\$ 20,514,598</u></b> |
| Increase (decrease) during the year attributable to:                    |                             |                             |
| Interest on accrued benefits                                            | <b>1,599,876</b>            | 1,596,603                   |
| Assumption changes                                                      | <b>356,491</b>              | 1,203,573                   |
| Plan amendments                                                         | -                           | -                           |
| Benefits paid                                                           | <b>(1,168,345)</b>          | (1,135,968)                 |
| Other changes                                                           | <b>519,601</b>              | (273,512)                   |
| Net increase                                                            | <b><u>1,307,623</u></b>     | <u>1,390,696</u>            |
| Balance - end of year                                                   | <b><u>\$ 23,212,917</u></b> | <b><u>\$ 21,905,294</u></b> |
| Funded ratio                                                            | <b><u>94.87%</u></b>        | <u>91.38%</u>               |

The accompanying notes are an integral part of these financial statements.

**DENVER NEWSPAPER MAILERS' UNION  
EMPLOYEES' PENSION PLAN**

**NOTES TO FINANCIAL STATEMENTS**

**YEARS ENDED AUGUST 31, 2012 AND 2011**

**A. Description of the Plan:**

The following brief description of the Denver Newspaper Mailers' Union Employees' Pension Plan (the Plan) is provided for general information purposes only. Financial statement users should also refer to the Plan Agreement for more complete information.

**General:**

The Plan is a collectively-bargained, single-employer, defined benefit pension plan established on September 1, 1959, under an agreement, as amended, which is presently between the Denver Post, LLC and the Denver Newspaper Mailers' Union, to provide pension, disability, retirement and death benefits to eligible employees with qualifying years of credited service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

This plan was soft frozen effective January 1, 2008. As a result of the freeze, new hires are not eligible to participate, but current participants will continue to earn credit for benefit accrual.

**Pension Benefits:**

Employees with five years of vesting service are eligible for pension benefits beginning at age 62. Early retirement benefits are payable at age 55 at a reduced rate based upon age at pension commencement. Participants who terminate employment at any age with five years or more of vesting service will have rights to a benefit under the Plan.

**Disability and Death Benefits:**

Participants who terminate employment due to disability, with five or more years of vesting service, will be able to receive pension benefits at any age. Benefits commence six months after disability.

Generally, death benefits are paid as an annuity to the spouse.

**Severance Benefits:**

Upon retirement or termination of employment, with at least one year of credited future service through March 23, 2001, a lump sum equivalent to \$100 times the years of credited future service will be paid to the participant based on provisions in the Plan Agreement.

**DENVER NEWSPAPER MAILERS' UNION  
EMPLOYEES' PENSION PLAN**

**NOTES TO FINANCIAL STATEMENTS**

**YEARS ENDED AUGUST 31, 2012 AND 2011**

**B. Summary of Significant Accounting and Reporting Policies:**

The following are the significant accounting and reporting policies followed by the Plan:

**Basis of Accounting:**

Since the Plan has been frozen, the financial statements at August 31, 2012 and 2011 are presented on the liquidation basis of accounting, which is consistent with prior reporting on the accrual method.

**Use of Estimates:**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires Plan management to make estimates and assumptions that affect certain reported amounts of assets, liabilities and changes therein, disclosures of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Accordingly, actual results may differ from those estimates.

**Investment Valuation and Income Recognition:**

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note G for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

**Contributions:**

Employer contributions receivable represents amounts due at August 31<sup>st</sup> of each year for shifts worked that are collected in the following year and additional amounts needed for actuarial funding purposes. The receivable is stated at the net realizable amount.

**Actuarial Present Value of Accumulated Plan Benefits:**

Accumulated plan benefits are those periodic payments that are attributable under the Plan's provisions to the service that members have rendered. Accumulated plan benefits include benefits expected to be paid to: (a) retired or terminated members or their beneficiaries, (b) beneficiaries of members who have died, and (c) present members or their beneficiaries. Benefits payable under all circumstances (retirement, death, disability and termination of employment) are included to the extent that they are deemed attributable to member service rendered to the valuation date.

**DENVER NEWSPAPER MAILERS' UNION  
EMPLOYEES' PENSION PLAN**

**NOTES TO FINANCIAL STATEMENTS**

**YEARS ENDED AUGUST 31, 2012 AND 2011**

**B. Summary of Significant Accounting and Reporting Policies (Continued):**

Actuarial Present Value of Accumulated Plan Benefits (Continued):

The actuarial present value of accumulated plan benefits is determined by an actuary from Aon Hewitt as of the beginning of the Plan year and is the amount that results from applying actuarial assumptions to adjust the accumulated Plan benefits 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.

The significant assumptions used in the valuations as of September 1, 2011 were:

- Life expectancy of participants: 2011 static mortality table for Annuitants and Non-Annuitants per Section 1.430(h)(3)-1(e)
- Interest rate: 7.5%
- Retirement age: graduated rates beginning at age 55
- Termination rates: age 62
- Disability rates: graduated
- Marital status: percentage married: males - 85%; females - 85%
- Age difference: males are assumed to be three years older than spouses
- Valuation method: Standard Unit Credit Cost Method at a discount rate of 7.50%
- Actuarial value of assets: market value of assets
- Trust expenses: \$150,000

The *Accounting and Reporting by Defined Benefit Pension Plans* valuation reflects the following changes:

- A change in the mortality assumption from the RP-2000 Combined Healthy Mortality Table projected with scale AA to 2010 to the 2011 static mortality table for Annuitants and Non-Annuitants per Section 1.430(h)(3)-1(e).

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

**DENVER NEWSPAPER MAILERS' UNION  
EMPLOYEES' PENSION PLAN**

**NOTES TO FINANCIAL STATEMENTS**

**YEARS ENDED AUGUST 31, 2012 AND 2011**

**B. Summary of Significant Accounting and Reporting Policies (Continued):**

Payment of Benefits:

Benefit payments to participants are recorded upon distribution.

Fair Value of Financial Instruments:

The Plan's financial instruments consist of cash, investments, receivables, prepaid expenses, and accounts payable. The recorded values of cash, receivables, prepaid expenses, and accounts payable approximate fair value based on their short-term nature and the fair value of investments is based on quoted market prices.

**C. Concentration of Credit Risk:**

The Plan's cash is held at a financial institution that is insured by the Federal Deposit Insurance Corporation (FDIC). The Plan's deposits did not exceed the insured amount at August 31, 2012 or 2011.

Contributions to the Plan are dependent on work activity at the Denver Post, LLC in Denver, Colorado.

**D. Funding Policy:**

The Plan is funded by employer contributions based on the formulas set forth in the collective bargaining agreement for each shift worked. The Plan has met minimum funding requirements of ERISA for the plan years ended August 31, 2011 and 2010.

The Pension Protection Act of 2006 (PPA) revised the minimum funding rules beginning in 2008. The provisions of PPA have been reflected in the Plan valuation. Beginning in 2008, the law requires an annual actuarial certification of the Plan's funded status within the first 120 days of the Plan year.

The funding target attainment percentage is obtained by dividing the Plan's net plan assets by the plan liabilities on the valuation date. The funding target attainment percentage was 71.81 percent at September 1, 2011 and 80.0 percent at September 1, 2010.

The Plan had a funding shortfall of \$8,020,252 at September 1, 2011. The funding shortfall would require quarterly contributions, which have been made.

Although it has not expressed any intention to do so, the Plan has the right to discontinue contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA.

**DENVER NEWSPAPER MAILERS' UNION  
EMPLOYEES' PENSION PLAN**

**NOTES TO FINANCIAL STATEMENTS**

**YEARS ENDED AUGUST 31, 2012 AND 2011**

**E. Plan Termination:**

In the event the Plan terminates, the net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

1. Annuity benefits that former employees or their beneficiaries have been receiving for at least three years or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under Plan provisions in effect at any time during the five years preceding Plan termination.
2. Other vested benefits insured by the Pension Benefit Guaranty Corporation (PBGC) (a U.S. government agency) up to the applicable limitations (discussed below).
3. All other vested benefits (that is, vested benefits not insured by the PBGC).
4. All nonvested benefits.

Certain benefits of the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a statutory ceiling, which is adjusted periodically, on the amount of an individual's monthly benefit that the PBGC guarantees.

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the Plan sponsor and the level of benefits guaranteed by the PBGC.

**F. Investments:**

The Plan's investments in mutual funds and collective trusts are stated at fair value determined by quoted market price and are held by a bank as custodian. Investments that represent five percent or more of the Plan's net assets are separately identified. The following table presents the cost and fair value of investments at August 31, 2012 and 2011:

|                    | ORIGINAL COST |            | FAIR VALUE |            |
|--------------------|---------------|------------|------------|------------|
|                    | 2012          | 2011       | 2012       | 2011       |
| Money market funds | \$ 391,570    | \$ 178,029 | \$ 391,570 | \$ 178,029 |

**DENVER NEWSPAPER MAILERS' UNION  
EMPLOYEES' PENSION PLAN**

**NOTES TO FINANCIAL STATEMENTS**

**YEARS ENDED AUGUST 31, 2012 AND 2011**

**F. Investments (Continued):**

|                               | <u>ORIGINAL COST</u>        |                             | <u>FAIR VALUE</u>           |                             |
|-------------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
|                               | <u>2012</u>                 | <u>2011</u>                 | <u>2012</u>                 | <u>2011</u>                 |
| Mutual funds:                 |                             |                             |                             |                             |
| SPDR S&P 500 ETF Trust        | <b>3,019,664</b>            | 3,472,866                   | <b>3,203,485</b>            | 3,189,942                   |
| Westcore Midco Growth Fund    | <b>7,716,849</b>            | 7,361,586                   | <b>5,698,112</b>            | 5,521,939                   |
| Westcore Plus Bond Fund       | <b>6,373,526</b>            | 6,059,165                   | <b>6,991,161</b>            | 6,510,765                   |
| Westcore Int'l Small Cap Fund | <b>469,658</b>              | -                           | <b>466,525</b>              | -                           |
| Europacific Growth Fund       | <b>3,490,587</b>            | 3,435,023                   | <b>3,667,525</b>            | 3,625,834                   |
| Total mutual funds            | <b><u>21,070,284</u></b>    | <u>20,328,640</u>           | <b><u>20,026,808</u></b>    | <u>18,848,480</u>           |
| Collective trusts:            |                             |                             |                             |                             |
| S&P 500 Equity Index          | <b><u>1,296,569</u></b>     | <u>1,296,569</u>            | <b><u>2,034,819</u></b>     | <u>1,723,476</u>            |
| Total investments             | <b><u>\$ 22,758,423</u></b> | <b><u>\$ 21,803,238</u></b> | <b><u>\$ 22,453,197</u></b> | <b><u>\$ 20,749,985</u></b> |

During the years ended August 31, 2012 and 2011, the Plan's investments (including investments bought, sold and held during the year) appreciated (depreciated) in value as follows:

|                               | <u>2012</u>              | <u>2011</u>                |
|-------------------------------|--------------------------|----------------------------|
| Mutual funds:                 |                          |                            |
| SPDR S&P 500 ETF Trust        | \$ <b>466,745</b>        | \$ (282,924)               |
| Westcore Midco Growth Fund    | <b>(179,090)</b>         | 993,148                    |
| Westcore Blue Chip Fund       | -                        | 1,123,411                  |
| Westcore Plus Bond Fund       | <b>166,035</b>           | (83,802)                   |
| Westcore Int'l Small Cap Fund | <b>(3,133)</b>           | -                          |
| Europacific Growth Fund       | <b><u>(13,873)</u></b>   | <u>108,872</u>             |
|                               | <b>436,684</b>           | 1,858,705                  |
| Collective trusts:            |                          |                            |
| S&P 500 Equity Index          | <b><u>311,343</u></b>    | <u>265,391</u>             |
| Total                         | <b><u>\$ 748,027</u></b> | <b><u>\$ 2,124,096</u></b> |

**G. Fair Value Measurements:**

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, establishes a framework for measuring fair value. That framework provides 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 under FASB ASC 820 are:

**DENVER NEWSPAPER MAILERS' UNION  
EMPLOYEES' PENSION PLAN**

**NOTES TO FINANCIAL STATEMENTS**

**YEARS ENDED AUGUST 31, 2012 AND 2011**

**G. Fair Value Measurements (Continued):**

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 - Inputs to the valuation methodology include

- Quoted prices for similar or identical assets in active or inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability or are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurements.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at August 31, 2012 and 2011.

*Money market and mutual funds:* Valued at net asset value (NAV) of shares held by the Plan at year end.

*Collective trusts:* Valued at the closing price reported on the active market on which the individual securities are traded.

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

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of August 31, 2012 and 2011:

**DENVER NEWSPAPER MAILERS' UNION  
EMPLOYEES' PENSION PLAN**

**NOTES TO FINANCIAL STATEMENTS**

**YEARS ENDED AUGUST 31, 2012 AND 2011**

**G. Fair Value Measurements (Continued):**

| Description                | Total                | Fair Value Measurements at August 31, 2012 |                     |             |
|----------------------------|----------------------|--------------------------------------------|---------------------|-------------|
|                            |                      | Level 1                                    | Level 2             | Level 3     |
| Money market funds         | \$ 391,570           | \$ 391,570                                 | \$ -                | \$ -        |
| Mutual funds:              |                      |                                            |                     |             |
| Exchange traded funds      | 3,203,485            | 3,203,485                                  | -                   | -           |
| Equity funds               | 5,698,112            | 5,698,112                                  | -                   | -           |
| Fixed income fund          | 6,991,161            | 6,991,161                                  | -                   | -           |
| International equity funds | 4,134,050            | 4,134,050                                  | -                   | -           |
| Total mutual funds         | 20,026,808           | 20,026,808                                 | -                   | -           |
| Collective trusts:         |                      |                                            |                     |             |
| S&P Equity 500 Index       | 2,034,819            | -                                          | 2,034,819           | -           |
| Total                      | <u>\$ 22,453,197</u> | <u>\$ 20,418,378</u>                       | <u>\$ 2,034,819</u> | <u>\$ -</u> |

| Description               | Total                | Fair Value Measurements at August 31, 2011 |                     |             |
|---------------------------|----------------------|--------------------------------------------|---------------------|-------------|
|                           |                      | Level 1                                    | Level 2             | Level 3     |
| Money market funds        | \$ 178,029           | \$ 178,029                                 | \$ -                | \$ -        |
| Mutual funds:             |                      |                                            |                     |             |
| Exchange traded funds     | 3,189,942            | 3,189,942                                  | -                   | -           |
| Equity funds              | 5,521,939            | 5,521,939                                  | -                   | -           |
| Fixed income fund         | 6,510,765            | 6,510,765                                  | -                   | -           |
| International equity fund | 3,625,834            | 3,625,834                                  | -                   | -           |
| Total mutual funds        | 18,848,480           | 18,848,480                                 | -                   | -           |
| Collective trusts:        |                      |                                            |                     |             |
| S&P Equity 500 Index      | 1,723,476            | -                                          | 1,723,476           | -           |
| Total                     | <u>\$ 20,749,985</u> | <u>\$ 19,026,509</u>                       | <u>\$ 1,723,476</u> | <u>\$ -</u> |

**H. Plan Tax Status:**

The Plan obtained its latest determination letter on May 31, 2012 under 501(c)(9) of the Internal Revenue Code (IRC) in which the Internal Revenue Service stated that the plan, as then designed, was in compliance with the applicable requirements of the 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 provision for income taxes has been included in the Plan's financial statements.

**DENVER NEWSPAPER MAILERS' UNION  
EMPLOYEES' PENSION PLAN**

**NOTES TO FINANCIAL STATEMENTS**

**YEARS ENDED AUGUST 31, 2012 AND 2011**

**H. Plan Tax Status (Continued):**

Management performs an annual analysis of the Plan's various tax positions, assessing the likelihood of those positions being upheld upon examination by relevant taxing authorities. Management believes the Plan has conducted its operations in accordance with, and has properly maintained its tax-exempt status, and has taken no material uncertain tax positions that qualify for recognition or disclosure in the financial statements. The Plan is no longer subject to U.S. federal, state and local, or non-U.S. income tax examinations by tax authorities for years before 2006.

**I. Plan Amendments:**

The Plan amended its provisions in 1976 to comply with the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Since that time, the Plan has been restated and amendments to the Plan have been enacted by the Board of Trustees to comply with federal law, enact benefit improvements, and to redefine and clarify benefits and eligibility for benefits. There were no significant amendments to the Plan during the years ended August 31, 2012 and 2011.

**J. Risks and Uncertainties:**

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

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

**K. Party-In-Interest Transactions:**

Fees incurred by the Plan for investment management services amounted to \$65,306 and \$54,669 for the years ended August 31, 2012 and 2011, respectively. Fees were paid during the year for legal, accounting, actuarial and other professional services rendered by parties-in-interest.

**L. Subsequent Events:**

The Plan did not have any subsequent events through May 23, 2013, which is the date the financial statements were available to be issued, for events requiring recording or disclosure in the financial statements for the year ended August 31, 2012.

**DENVER NEWSPAPER MAILERS' UNION  
EMPLOYEES' PENSION PLAN**

**NOTES TO FINANCIAL STATEMENTS**

**YEARS ENDED AUGUST 31, 2012 AND 2011**

**M. Reconciliation of Financial Statements to Form 5500:**

The following are reconciling items between the financial statements and Form 5500, Schedule H:

- Realized gains (losses) reported in the Plan's Form 5500 are determined based on the current value of the assets sold at the beginning of the year or the cost of assets acquired during the year. The net gains in the accompanying statement of changes in net assets available for benefits are determined based on the original costs of the assets.
- Dividends and interest are separately stated in the Plan's Form 5500.
- Unrealized appreciation (depreciation) reported in the Plan's Form 5500 is determined based on the current value of the assets sold at the beginning of the year or the cost of assets acquired during the year. The appreciation (depreciation) in the accompanying statement of changes in net assets available for benefits is determined based on the original costs of the assets.
- Investment revenues are shown net of investment expenses on the statement of changes in net assets available for benefits. On Form 5500, these expenses are shown in the expense section of the tax return, which creates a difference in total income and total expenses.

|                           | Financial<br>Statements |               | Form 5500    |
|---------------------------|-------------------------|---------------|--------------|
| Realized gains (losses)   | \$ 368,847              | Line 2b(10)   | \$ 405,768   |
| Dividends and interest    | \$ 413,231              | Line 2b(1)(A) | \$ 42        |
|                           |                         | Line 2b(2)(C) | \$ 413,189   |
| Unrealized appreciation   | \$ 748,027              | Line 2b(5)(B) | \$ 711,106   |
| Total additions/income    | \$ 2,287,266            | Line 2d       | \$ 2,352,572 |
| Total deductions/expenses | \$ 1,441,170            | Line 2j       | \$ 1,506,476 |

## **SUPPLEMENTAL INFORMATION**

**DENVER NEWSPAPER MAILERS' UNION  
EMPLOYEES' PENSION PLAN  
DENVER, COLORADO**

**EIN: 84-6019822  
PLAN 060**

**AUGUST 31, 2012**

**SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
FORM 5500, SCHEDULE H, LINE 4(i)**

| (a)                 | (b) IDENTITY OF ISSUE,<br>BORROWER, LESSOR<br>OR SIMILAR PARTY | (c) DESCRIPTION OF<br>INVESTMENT, INCLUDING<br>MATURITY DATE, RATE OF<br>INTEREST, COLLATERAL,<br>PAR OR MATURITY VALUE | AUGUST 31, 2012 |                      |
|---------------------|----------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|-----------------|----------------------|
|                     |                                                                |                                                                                                                         | (d) COST        | (e) CURRENT<br>VALUE |
| MONEY MARKET FUNDS: |                                                                |                                                                                                                         |                 |                      |
|                     | Federated Prime Value<br>Obligations Fund                      | Money market<br>investments - 0.01%                                                                                     | \$ 391,570      | \$ 391,570           |
|                     | TOTAL MONEY MARKET FUNDS                                       |                                                                                                                         | 391,570         | 391,570              |
| MUTUAL FUNDS:       |                                                                |                                                                                                                         |                 |                      |
|                     | SPDR S&P 500 ETF Trust                                         | 22,694 shares                                                                                                           | 3,019,664       | 3,203,485            |
|                     | Westcore Midco Growth Fund                                     | 932,587.815 shares                                                                                                      | 7,716,849       | 5,698,112            |
|                     | Westcore Plus Bond Fund                                        | 624,768.626 shares                                                                                                      | 6,373,526       | 6,991,161            |
|                     | Westcore Int'l Small Cap Fund                                  | 28,551.091 shares                                                                                                       | 469,658         | 466,525              |
|                     | Europacific Growth Fund                                        | 95,757.842 shares                                                                                                       | 3,490,587       | 3,667,525            |
|                     | TOTAL MUTUAL FUNDS                                             |                                                                                                                         | 21,070,284      | 20,026,808           |
| COLLECTIVE TRUSTS:  |                                                                |                                                                                                                         |                 |                      |
|                     | S&P 500 Equity Index                                           | 474.274 shares                                                                                                          | 1,296,569       | 2,034,819            |
|                     | TOTAL COLLECTIVE TRUSTS                                        |                                                                                                                         | 1,296,569       | 2,034,819            |
|                     | TOTAL INVESTMENTS                                              |                                                                                                                         | \$ 22,758,423   | \$ 22,453,197        |

Schedule SB Attachment (Form 5500)—2011 Plan Year  
Denver Newspaper Mailers Union Employees' Pension Plan  
EIN: 84-1551911 PN: 007

Schedule SB, Part V—Summary of Plan Provisions

|                        |                                                                                                                                                                                                                                          |
|------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Effective Date         | September 1, 1959, most recently amended effective September 1, 2011.                                                                                                                                                                    |
| Eligibility            | <p>Any person in regular active employment of a participating employer who is included in a collective bargaining unit of the Denver Newspaper Mailers Union.</p> <p>No new participants may enter the plan after December 31, 2007.</p> |
| Employer Contributions | Employer contributions are made for each shift worked. The table below summarizes the most recent history of employer contributions.                                                                                                     |

| Effective Date | Rate Per Shift |
|----------------|----------------|
| September 1999 | \$5.70         |
| January 2002   | \$5.95         |
| January 2004   | \$6.20         |
| January 2006   | \$6.45         |

|                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
|-------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Normal Retirement |                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| Eligibility       | Age 62.                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| Benefit           | A monthly income payable for life equal to \$26.00 times years of credited service earned prior to September 1, 1978, plus \$46.00 times years of credited service earned after August 31, 1978.                                                                                                                                                                                                                                                     |
| Early Retirement  |                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| Eligibility       | Age 55 and five years of vesting service.                                                                                                                                                                                                                                                                                                                                                                                                            |
| Benefit           | The monthly benefit is determined same as normal retirement considering benefit service prior to actual retirement. If payment commences prior to age 62, benefits are reduced by 0.4% for each month by which payments begin before age 62. Effective September 1, 1999, if a participant terminates employment on or after age 55, and has age plus years of vesting service greater than 85, the benefit is payable immediately and is unreduced. |

Schedule SB Attachment (Form 5500)—2011 Plan Year  
Denver Newspaper Mailers Union Employees' Pension Plan  
EIN: 84-1551911 PN: 007

Disability Retirement

Eligibility

Five years of vesting service.

Benefit

Benefit is equal to the participant's accrued benefit at the time of disablement, and is payable 6 months after disablement without reduction for early payment.

Pre-Retirement Death Benefit

Non-vested participant and participants with no spouse shall have a lump sum benefit payable to their beneficiary equal to \$100 times years of credited service earned after September 1, 1959, up to a maximum of 40 years.

The spouse of a married participant who meets the eligibility requirements for vesting in the plan will receive a monthly benefit equal to 50% of the accrued benefit at the participant's date of death, payable at the participant's earliest retirement date, and unreduced for early retirement.

Form of Benefit

Normal

The normal form of benefit is a life annuity. Participants who are married at their Normal Retirement Date will receive a reduced benefit payable in the form of a qualified Joint and 50% Survivor Annuity unless an alternate form of annuity is elected.

Optional

Ten-year Certain & Life Annuity, 50%, 75%, or 100% Joint & Survivor Annuities.

Definitions

Actuarial Equivalence

Equivalence in value between two or more methods of payment.

For payments other than lump sums, actuarial equivalence shall be based on interest rate of 6.5% per annum, compounded annually, and the 1994 GAR Mortality Table in Revenue Ruling 2001-62.

Lump sum payments are based on 417(e) mortality and interest rates.

Plan Year

September 1 to August 31.

Schedule SB Attachment (Form 5500)—2011 Plan Year  
Denver Newspaper Mailers Union Employees' Pension Plan  
EIN: 84-1551911 PN: 007

|                          |                                                                                                                                                                                                                                                                                                                                                                       |
|--------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Vesting                  | <p>Participants are 100% vested in their accrued benefit after completion of five years of service.</p> <p>If a participant terminates prior to becoming vested, but after completing 1 year of Benefit Service, he shall receive a severance benefit equal to \$100 times years of credited service earned after September 1, 1959, up to a maximum of 40 years.</p> |
| Years of Benefit Service | <p>A plan year in which an employee completes 225 shifts, with partial credit at the rate of 1/10th year for each 22.5 shifts worked.</p>                                                                                                                                                                                                                             |
| Years of Vesting Service | <p>A plan year in which an employee completes 100 shifts, with partial credit at the rate of 1/10th year for each 22.5 shifts worked.</p>                                                                                                                                                                                                                             |

#### Plan Changes Since the Prior Year

The funding valuation reflects the following plan change:

- An update to the mortality table for determining minimum lump sum payments under IRC section 417(e)(3) to the applicable rates for the current plan year.

No plan changes were reflected in the plan reporting valuation.

Schedule SB Attachment (Form 5500)—2011 Plan Year  
Denver Newspaper Mailers Union Employees' Pension Plan  
EIN: 84-1551911 PN: 007

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.

**DENVER NEWSPAPER MAILERS' UNION  
EMPLOYEES' PENSION PLAN  
DENVER, COLORADO**

**EIN: 84-6019822  
PLAN 060**

**AUGUST 31, 2012**

**SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
FORM 5500, SCHEDULE H, LINE 4(i)**

| (a)                 | (b) IDENTITY OF ISSUE,<br>BORROWER, LESSOR<br>OR SIMILAR PARTY | (c) DESCRIPTION OF<br>INVESTMENT, INCLUDING<br>MATURITY DATE, RATE OF<br>INTEREST, COLLATERAL,<br>PAR OR MATURITY VALUE | AUGUST 31, 2012 |                      |
|---------------------|----------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|-----------------|----------------------|
|                     |                                                                |                                                                                                                         | (d) COST        | (e) CURRENT<br>VALUE |
| MONEY MARKET FUNDS: |                                                                |                                                                                                                         |                 |                      |
|                     | Federated Prime Value<br>Obligations Fund                      | Money market<br>investments - 0.01%                                                                                     | \$ 391,570      | \$ 391,570           |
|                     | TOTAL MONEY MARKET FUNDS                                       |                                                                                                                         | 391,570         | 391,570              |
| MUTUAL FUNDS:       |                                                                |                                                                                                                         |                 |                      |
|                     | SPDR S&P 500 ETF Trust                                         | 22,694 shares                                                                                                           | 3,019,664       | 3,203,485            |
|                     | Westcore Midco Growth Fund                                     | 932,587.815 shares                                                                                                      | 7,716,849       | 5,698,112            |
|                     | Westcore Plus Bond Fund                                        | 624,768.626 shares                                                                                                      | 6,373,526       | 6,991,161            |
|                     | Westcore Int'l Small Cap Fund                                  | 28,551.091 shares                                                                                                       | 469,658         | 466,525              |
|                     | Europacific Growth Fund                                        | 95,757.842 shares                                                                                                       | 3,490,587       | 3,667,525            |
|                     | TOTAL MUTUAL FUNDS                                             |                                                                                                                         | 21,070,284      | 20,026,808           |
| COLLECTIVE TRUSTS:  |                                                                |                                                                                                                         |                 |                      |
|                     | S&P 500 Equity Index                                           | 474.274 shares                                                                                                          | 1,296,569       | 2,034,819            |
|                     | TOTAL COLLECTIVE TRUSTS                                        |                                                                                                                         | 1,296,569       | 2,034,819            |
|                     | TOTAL INVESTMENTS                                              |                                                                                                                         | \$ 22,758,423   | \$ 22,453,197        |

Schedule SB Attachment (Form 5500)—2011 Plan Year  
 Denver Newspaper Mailers Union Employees' Pension Plan  
 EIN: 84-1551911 PN: 007

**Schedule SB, Line 26—Schedule of Active Participant Data  
 As of September 1, 2011**

**The Denver Post LLC  
 Denver Newspaper Mailers Union Employees' Pension Plan  
 Active Employees**

**EIN: 84-1551911 PN: 007**

| 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          |                                                     |     |     |       |       |       |       |       |       |     |
| 25-29        |                                                     |     | 1   |       |       |       |       |       |       |     |
| 30-34        |                                                     | 1   | 2   | 7     |       |       |       |       |       |     |
| 35-39        |                                                     | 2   | 7   | 15    | 8     |       |       |       |       |     |
| 40-44        |                                                     |     | 8   | 12    | 8     | 3     |       |       |       |     |
| 45-49        |                                                     | 1   | 4   | 7     | 8     | 6     | 1     |       |       |     |
| 50-54        |                                                     | 2   | 5   | 11    | 11    | 12    | 5     | 4     |       |     |
| 55-59        |                                                     |     | 9   | 9     | 4     | 9     | 8     |       |       |     |
| 60-64        |                                                     | 2   | 6   | 11    | 4     | 5     | 4     | 3     |       |     |
| 65-69        |                                                     | 1   |     | 1     | 4     |       |       | 2     |       |     |
| 70+          |                                                     |     |     |       |       |       |       |       |       |     |

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Schedule SB Attachment (Form 5500)—2011 Plan Year  
Denver Newspaper Mailers Union Employees' Pension Plan  
EIN: 84-1551911 PN: 007

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

For ERISA Requirements

|                                           |                                                                                                                                            |
|-------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|
| Interest rates                            | Based on segment rates with a four-month<br>lookback (as of May 2011)                                                                      |
| 1st segment rate                          | 2.38%                                                                                                                                      |
| 2nd segment rate                          | 5.51%                                                                                                                                      |
| 3rd segment rate                          | 6.36%                                                                                                                                      |
| Optional payment form election percentage | 45% elect Life Annuity<br>20% elect 100% Joint and Survivor Annuity<br>35% elect 50% Joint and Survivor Annuity                            |
| Retirement age                            |                                                                                                                                            |
| Active participants                       | See Table 1                                                                                                                                |
| Terminated vested participants            | Age 62                                                                                                                                     |
| Mortality rates                           |                                                                                                                                            |
| Healthy and disabled                      | 2011 static mortality table for annuitants and non-<br>annuitants per section 1.430(h)(3)-1(e)                                             |
| Withdrawal rates                          | See Table 2                                                                                                                                |
| Disability rates                          | See Table 3                                                                                                                                |
| Decrement timing                          | Middle of year decrements, with 100% retirement<br>occurring at beginning of year                                                          |
| Surviving spouse benefit                  | It is assumed that 85% of males and 85% of<br>females have an eligible spouse, and that males<br>are three years older than their spouses. |

Schedule SB Attachment (Form 5500)—2011 Plan Year  
Denver Newspaper Mailers Union Employees' Pension Plan  
EIN: 84-1551911 PN: 007

For ERISA Requirements

Benefit limits

Projected benefits are limited by the current IRC section 415 maximum benefit of \$195,000.

Valuation of plan assets

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% nor more than 110% of fair market value.

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).

Expected return on assets

2009 plan year

6.82%

2010 plan year

6.70%

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 \$150,000.

Actuarial method

Standard unit credit cost method

Valuation date

September 1, 2011

Schedule SB Attachment (Form 5500)—2011 Plan Year  
Denver Newspaper Mailers Union Employees' Pension Plan  
EIN: 84-1551911 PN: 007

Changes in ERISA Methods/Assumptions Since the Prior Year

**Method Changes**

The funding valuation does not reflect any method changes.

**Assumption Changes**

The funding valuation reflects the following assumption changes:

- A change in the interest rate assumption from segment rates as of May 2010 to segment rates as of May 2011.
- A change in the mortality assumption from the 2010 static mortality table for annuitants and non-annuitants per section 1.430(h)(3)-1(e) to the 2011 static mortality table for annuitants and non-annuitants per section 1.430(h)(3)-1(e).

Schedule SB Attachment (Form 5500)—2011 Plan Year  
Denver Newspaper Mailers Union Employees' Pension Plan  
EIN: 84-1551911 PN: 007

Table 1

**Retirement Rates**

| <b>Age</b> | <b>Rate</b> |
|------------|-------------|
| 55         | 2.00%       |
| 56         | 2.00%       |
| 57         | 2.00%       |
| 58         | 2.00%       |
| 59         | 2.00%       |
| 60         | 5.00%       |
| 61         | 5.00%       |
| 62         | 50.00%      |
| 63         | 10.00%      |
| 64         | 10.00%      |
| 65         | 100.00%     |
| 66         | 100.00%     |
| 67         | 100.00%     |
| 68         | 100.00%     |
| 69         | 100.00%     |
| 70+        | 100.00%     |

Schedule SB Attachment (Form 5500)—2011 Plan Year  
Denver Newspaper Mailers Union Employees' Pension Plan  
EIN: 84-1551911 PN: 007

Table 2

**Withdrawal Rates**

| <b>Age</b> | <b>Rate</b> | <b>Age</b> | <b>Rate</b> |
|------------|-------------|------------|-------------|
| 15         | 16.72%      | 45         | 3.49%       |
| 16         | 16.72%      | 46         | 3.25%       |
| 17         | 16.72%      | 47         | 3.18%       |
| 18         | 16.72%      | 48         | 2.99%       |
| 19         | 16.72%      | 49         | 2.86%       |
| 20         | 16.72%      | 50         | 2.76%       |
| 21         | 15.95%      | 51         | 2.65%       |
| 22         | 15.07%      | 52         | 2.57%       |
| 23         | 14.09%      | 53         | 2.42%       |
| 24         | 13.02%      | 54         | 2.31%       |
| 25         | 12.07%      | 55         | 2.19%       |
| 26         | 11.21%      | 56         | 2.08%       |
| 27         | 10.35%      | 57         | 2.00%       |
| 28         | 9.64%       | 58         | 1.81%       |
| 29         | 9.11%       | 59         | 1.62%       |
| 30         | 8.60%       | 60         | 1.43%       |
| 31         | 8.13%       | 61         | 1.24%       |
| 32         | 7.66%       | 62         | 1.14%       |
| 33         | 7.20%       | 63         | 0.81%       |
| 34         | 6.75%       | 64         | 0.58%       |
| 35         | 6.35%       | 65         | 0.58%       |
| 36         | 5.97%       | 66         | 0.00%       |
| 37         | 5.61%       | 67         | 0.00%       |
| 38         | 5.31%       | 68         | 0.00%       |
| 39         | 5.02%       | 69         | 0.00%       |
| 40         | 4.73%       | 70+        | 0.00%       |
| 41         | 4.47%       |            |             |
| 42         | 4.22%       |            |             |
| 43         | 3.98%       |            |             |
| 44         | 3.74%       |            |             |

Schedule SB Attachment (Form 5500)—2011 Plan Year  
Denver Newspaper Mailers Union Employees' Pension Plan  
EIN: 84-1551911 PN: 007

Table 3  
**Disability Rates**

| <b>Age</b> | <b>Rate</b> | <b>Age</b> | <b>Rate</b> |
|------------|-------------|------------|-------------|
| 15         | 0.070%      | 45         | 0.162%      |
| 16         | 0.070%      | 46         | 0.176%      |
| 17         | 0.070%      | 47         | 0.191%      |
| 18         | 0.070%      | 48         | 0.207%      |
| 19         | 0.070%      | 49         | 0.223%      |
| 20         | 0.070%      | 50         | 0.240%      |
| 21         | 0.071%      | 51         | 0.260%      |
| 22         | 0.072%      | 52         | 0.286%      |
| 23         | 0.073%      | 53         | 0.318%      |
| 24         | 0.074%      | 54         | 0.356%      |
| 25         | 0.075%      | 55         | 0.400%      |
| 26         | 0.076%      | 56         | 0.459%      |
| 27         | 0.078%      | 57         | 0.534%      |
| 28         | 0.080%      | 58         | 0.610%      |
| 29         | 0.082%      | 59         | 0.720%      |
| 30         | 0.084%      | 60         | 0.843%      |
| 31         | 0.086%      | 61         | 0.975%      |
| 32         | 0.088%      | 62         | 1.130%      |
| 33         | 0.090%      | 63         | 1.305%      |
| 34         | 0.093%      | 64         | 1.490%      |
| 35         | 0.096%      | 65         | 1.710%      |
| 36         | 0.099%      | 66         | 1.950%      |
| 37         | 0.103%      | 67         | 2.210%      |
| 38         | 0.107%      | 68         | 2.490%      |
| 39         | 0.111%      | 69         | 2.790%      |
| 40         | 0.115%      | 70+        | 3.110%      |
| 41         | 0.120%      |            |             |
| 42         | 0.127%      |            |             |
| 43         | 0.136%      |            |             |
| 44         | 0.148%      |            |             |

Schedule SB Attachment (Form 5500)—2011 Plan Year  
Denver Newspaper Mailers Union Employees' Pension Plan  
EIN: 84-1551911 PN: 007

Schedule SB, line 32—Schedule of Amortization Bases

| <b>Type Of Base</b> | <b>Present Value of<br/>Installments</b> | <b>Valuation Date<br/>Established</b> | <b>Remaining Years<br/>in Amortization<br/>Period</b> | <b>Amortization<br/>Amount</b> |
|---------------------|------------------------------------------|---------------------------------------|-------------------------------------------------------|--------------------------------|
| Shortfall           | \$2,306,725                              | September 1, 2009                     | 5                                                     | \$483,299                      |
| Shortfall           | \$1,434,669                              | September 1, 2010                     | 14                                                    | \$138,212                      |
| Shortfall           | \$4,278,858                              | September 1, 2011                     | 15                                                    | \$394,287                      |

If funding relief had not been elected for the 2010 plan year, the shortfall amortization base established on September 1, 2010 would have been \$233,212.

If funding relief had not been elected for the 2011 plan year, the shortfall amortization base established on September 1, 2011 would have been \$683,253.

Schedule SB Attachment (Form 5500)—2011 Plan Year  
Denver Newspaper Mailers Union Employees' Pension Plan  
EIN: 84-1551911 PN: 007

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> |
|--------------------|---------------|--------------------------|-------------------------------------------|
| May 10, 2012       | \$ 17,622     | 5.76%                    | \$ 16,955                                 |
| June 14, 2012      | 400,000       | 5.76%                    | 382,814                                   |
| June 19, 2012      | 17,096        | 5.76%                    | 16,349                                    |
| July 19, 2012      | 17,067        | 5.76%                    | 16,246                                    |
| August 23, 2012    | 15,704        | 5.76%                    | 14,869                                    |
| September 19, 2012 | 24,178        | 5.76%                    | 22,798                                    |
| May 13, 2013       | 300,000       | 5.76%                    | 272,848                                   |
| Total Contribution | \$ 791,667    |                          | \$ 742,879                                |

Schedule SB Attachment (Form 5500)—2011 Plan Year  
Denver Newspaper Mailers Union Employees' Pension Plan  
EIN: 84-1551911 PN: 007

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 beginning of year.

| (a)<br>Age       | (b)<br>Rate | (c)<br>Weight | (d)<br>Product<br>(a) × (b) × (c) |
|------------------|-------------|---------------|-----------------------------------|
| 55.5             | 2.00%       | 1.0000        | 1.11                              |
| 56.5             | 2.00%       | 0.9800        | 1.11                              |
| 57.5             | 2.00%       | 0.9604        | 1.10                              |
| 58.5             | 2.00%       | 0.9412        | 1.10                              |
| 59.5             | 2.00%       | 0.9224        | 1.10                              |
| 60.5             | 5.00%       | 0.9039        | 2.73                              |
| 61.5             | 5.00%       | 0.8587        | 2.64                              |
| 62.5             | 50.00%      | 0.8158        | 25.49                             |
| 63.5             | 10.00%      | 0.4079        | 2.59                              |
| 64.5             | 10.00%      | 0.3671        | 2.37                              |
| 65               | 100.00%     | 0.3304        | 21.48                             |
| Weighted Average |             |               | 62.82                             |

**Form 5500**Department of the Treasury  
Internal Revenue ServiceDepartment of Labor  
Employee Benefits Security  
Administration

Pension Benefit Guaranty Corporation

**Annual Return/Report of Employee Benefit Plan**

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

► **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210 - 0110  
1210 - 0089**2011****This Form is Open to  
Public Inspection****Part I Annual Report Identification Information**For calendar plan year 2011 or fiscal plan year beginning **09/01/2011** and ending **08/31/2012**

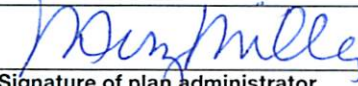
- A** This return/report is for: ☐ a multiemployer plan; ☐ a multiple-employer plan; or  
☒ a single-employer plan; ☐ a DFE (specify) \_\_\_\_\_
- B** This return/report is: ☐ the first return/report; ☐ the final return/report;  
☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
- C** If the plan is a collectively-bargained plan, check here ..... ☒
- D** Check box if filing under: ☒ Form 5558; ☐ automatic extension; ☐ the DFVC program;  
☐ special extension (enter description) \_\_\_\_\_

**Part II Basic Plan Information** - enter all requested information

|                                                                                                                                                                                                      |                                                              |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------|
| <b>1a</b> Name of plan<br>DENVER NEWSPAPER MAILER'S UNION<br>EMPLOYEE PENSION PLAN                                                                                                                   | <b>1b</b> Three-digit plan number (PN) ► 007                 |
|                                                                                                                                                                                                      | <b>1c</b> Effective date of plan<br>04/01/2001               |
| <b>2a</b> Plan sponsor's name and address, including room or suite number (Employer, if for a single-employer plan)<br><br>THE DENVER POST, LLC<br><br>101 WEST COLFAX AVENUE<br><br>DENVER CO 80202 | <b>2b</b> Employer Identification Number (EIN)<br>84-1551911 |
|                                                                                                                                                                                                      | <b>2c</b> Sponsor's telephone number<br>1-800-332-3807       |
|                                                                                                                                                                                                      | <b>2d</b> Business code (see instructions)<br>525100         |

**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> |  | <b>05/29/2013</b> | <b>MISSY MILLER</b>                                          |
|                  | 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

**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:

**a** Sponsor's name

**4b** EIN

**4c** PN

**5** Total number of participants at the beginning of the plan year

**5**

**515**

**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**

**203**

**b** Retired or separated participants receiving benefits

**6b**

**160**

**c** Other retired or separated participants entitled to future benefits

**6c**

**108**

**d** Subtotal. Add lines **6a**, **6b**, and **6c**

**6d**

**471**

**e** Deceased participants whose beneficiaries are receiving or are entitled to receive benefits

**6e**

**32**

**f** Total. Add lines **6d** and **6e**

**6f**

**503**

**g** Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)

**6g**

**h** Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested

**6h**

**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:  
**1B 1G**

**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) ☐ **A** (Insurance Information)  
 (4) ☒ **C** (Service Provider Information)  
 (5) ☒ **D** (DFE/Participating Plan Information)  
 (6) ☐ **G** (Financial Transaction Schedules)

|                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                    |                                                                                           |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| <b>SCHEDULE SB</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small><br><br><small>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><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 09/01/2011 and ending 08/31/2012

► **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>Denver Newspaper Mailers Union Employees' Pension Plan                                                                     | <b>B</b> Three-digit plan number (PN) ►                         | 007 |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF<br><br>The Denver Post LLC                                                     | <b>D</b> Employer Identification Number (EIN)<br><br>84-1551911 |     |
| <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>9</u>             | Day <u>1</u> | Year <u>2011</u>   |  |  |
| <b>2</b> | Assets:                                                                                                                                                                                                |                            |              |                    |  |  |
| <b>a</b> | Market value .....                                                                                                                                                                                     | <b>2a</b>                  | 21,999,119   |                    |  |  |
| <b>b</b> | Actuarial value .....                                                                                                                                                                                  | <b>2b</b>                  | 21,446,900   |                    |  |  |
| <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>                  | 164          | 12,147,146         |  |  |
| <b>b</b> | For terminated vested participants .....                                                                                                                                                               | <b>3b</b>                  | 118          | 3,013,067          |  |  |
| <b>c</b> | For active participants:                                                                                                                                                                               |                            |              |                    |  |  |
|          | (1) Non-vested benefits.....                                                                                                                                                                           | <b>3c(1)</b>               |              | 489,606            |  |  |
|          | (2) Vested benefits .....                                                                                                                                                                              | <b>3c(2)</b>               |              | 12,803,762         |  |  |
|          | (3) Total active.....                                                                                                                                                                                  | <b>3c(3)</b>               | 233          | 13,293,368         |  |  |
| <b>d</b> | Total.....                                                                                                                                                                                             | <b>3d</b>                  | 515          | 28,453,581         |  |  |
| <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>                   | 5.76 %       |                    |  |  |
| <b>6</b> | Target normal cost .....                                                                                                                                                                               | <b>6</b>                   | 725,245      |                    |  |  |

**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> | <br>Signature of actuary                                                                                          | <u>05/22/2013</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 v.012611**

**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).....                          | 1,074,811             | 0                      |
| <b>8</b> Portion elected for use to offset prior year's funding requirement (line 35 from prior year) .....                      | 1,074,811             | 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>10.77</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) .....                                                   |                       | 915,023                |
| <b>b</b> Interest on (a) using prior year's effective rate of <u>6.51</u> % except as otherwise provided (see instructions)..... |                       | 98,548                 |
| <b>c</b> Total available at beginning of current plan year to add to prefunding balance.....                                     |                       | 1,013,571              |
| <b>d</b> Portion of (c) to be added to prefunding balance.....                                                                   |                       | 1,013,571              |
| <b>12</b> Other reductions in balances due to elections or deemed elections.....                                                 |                       |                        |
| <b>13</b> Balance at beginning of current year (line 9 + line 10 + line 11d – line 12).....                                      | 0                     | 1,013,571              |

**Part III Funding percentages**

|                                                                                                                                                                           |           |         |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|---------|
| <b>14</b> Funding target attainment percentage .....                                                                                                                      | <b>14</b> | 71.81 % |
| <b>15</b> Adjusted funding target attainment percentage .....                                                                                                             | <b>15</b> | 71.81 % |
| <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> | 84.32 % |
| <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> | %       |

**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 |
|--------------------------|-----------------------------------|---------------------------------|--------------------------|-----------------------------------|---------------------------------|
| 05/10/2012               | 17,622                            |                                 | 05/13/2013               | 300,000                           |                                 |
| 06/14/2012               | 400,000                           |                                 |                          |                                   |                                 |
| 06/19/2012               | 17,096                            |                                 |                          |                                   |                                 |
| 07/19/2012               | 17,067                            |                                 |                          |                                   |                                 |
| 08/23/2012               | 15,704                            |                                 |                          |                                   |                                 |
| 09/19/2012               | 24,178                            |                                 |                          |                                   |                                 |
| <b>Totals •</b>          |                                   |                                 | <b>18(b)</b>             | 791,667                           | <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> | 742,879 |

**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>2.38 % | 2nd segment:<br>5.51 % | 3rd segment:<br>6.36 %                              |
|                                                                                                                                                                                              |                        |                        | <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 type="checkbox"/> Yes <input checked="" 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>          | 725,245       |
| <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 .....                                                                                                                                |                   | 8,020,252           | 1,015,798     |
| <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>           | 1,741,043     |
|                                                                                                                                                                                      | Carryover balance | Prefunding balance  | Total balance |
| <b>35</b> Balances elected for use to offset funding requirement .....                                                                                                               |                   | 1,013,571           | 1,013,571     |
| <b>36</b> Additional cash requirement (line 34 minus line 35) .....                                                                                                                  | <b>36</b>         |                     | 727,472       |
| <b>37</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c) .....                                                  | <b>37</b>         |                     | 742,879       |
| <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>          | 15,407        |
| <b>b</b> Portion included in line 38a attributable to use of prefunding and funding standard carryover balances .....                                                                |                   | <b>38b</b>          | 15,407        |
| <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> | 0                                                                                                                                             |  |
| <b>43</b> Excess installment acceleration amount to be carried over to future plan years .....                  | <b>43</b> | 0                                                                                                                                             |  |