

Form 5500 Department of the Treasury Internal Revenue Service Department 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
		2012
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
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
1a Name of plan <u>THE DENVER POST - DENVER NEWSPAPER GUILD NEWSROOM EMPLOYEES' PENSION PLAN</u>	1b Three-digit plan number (PN) ► <u>009</u> 1c Effective date of plan <u>09/01/1957</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>THE DENVER POST LLC</u> <u>101 W. COLFAX AVENUE</u> <u>DENVER, CO 80202</u>	2b Employer Identification Number (EIN) <u>84-1551911</u> 2c Sponsor's telephone number <u>303-954-2554</u> 2d Business code (see instructions) <u>323100</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.

SIGN HERE	Filed with authorized/valid electronic signature.	10/11/2013	MISSY MILLER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address THE DENVER POST LLC 101 W. COLFAX AVENUE DENVER, CO 80202		3b Administrator's EIN 84-1551911
		3c Administrator's telephone number 303-954-2554
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		5 888
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	174
b Retired or separated participants receiving benefits.....	6b	306
c Other retired or separated participants entitled to future benefits.....	6c	357
d Subtotal. Add lines 6a , 6b , and 6c	6d	837
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	39
f Total. Add lines 6d and 6e	6f	876
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	13
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 Characteristics Codes in the instructions: 1A 1G 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics 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) ☒ <u>2</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 <hr/> 2012 <hr/> This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan THE DENVER POST - DENVER NEWSPAPER GUILD NEWSROOM EMPLOYEES' PENSION PLAN	B Three-digit plan number (PN) ►	009
C Plan sponsor's name as shown on line 2a of Form 5500 THE DENVER POST LLC	D Employer Identification Number (EIN) 84-1551911	

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

(a) Name of insurance carrier

PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-1050034	93629	IN-17144	876	01/01/2012	12/31/2012

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

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

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

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

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

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

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

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

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

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

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

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	(c) Amount	(d) Purpose	

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end	4	
5 Current value of plan's interest under this contract in separate accounts at year end	5	27151156

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

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

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

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

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

b Balance at the end of the previous year	7b	0
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c Additions: (1) Contributions deposited during the year	7c(1)		
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)		
(4) Transferred from separate account	7c(4)		
(5) Other (specify below)	7c(5)		
▶			

(6) Total additions	7c(6)	0
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d Total of balance and additions (add lines 7b and 7c(6))	7d	0
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e Deductions:			
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)		
(2) Administration charge made by carrier	7e(2)		
(3) Transferred to separate account	7e(3)		
(4) Other (specify below)	7e(4)		
▶			

(5) Total deductions	7e(5)	0
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	0
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Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 <hr/> 2012 <hr/> This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan THE DENVER POST - DENVER NEWSPAPER GUILD NEWSROOM EMPLOYEES' PENSION PLAN	B Three-digit plan number (PN) ►	009
C Plan sponsor's name as shown on line 2a of Form 5500 THE DENVER POST LLC	D Employer Identification Number (EIN) 84-1551911	

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

(a) Name of insurance carrier

PRUDENTIAL INSURANCE COMPANY OF AMERICA

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
22-1211670	68241	030492	876	01/01/2012	12/31/2012

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end	4	
5 Current value of plan's interest under this contract in separate accounts at year end	5	1551470

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

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

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

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

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

b Balance at the end of the previous year	7b	
c Additions: (1) Contributions deposited during the year	7c(1)	
(2) Dividends and credits	7c(2)	
(3) Interest credited during the year	7c(3)	
(4) Transferred from separate account	7c(4)	
(5) Other (specify below)	7c(5)	
(6) Total additions	7c(6)	
d Total of balance and additions (add lines 7b and 7c(6))	7d	
e Deductions:		
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	
(2) Administration charge made by carrier	7e(2)	
(3) Transferred to separate account	7e(3)	
(4) Other (specify below)	7e(4)	
(5) Total deductions	7e(5)	
f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information 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). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

▶ **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.

A Name of plan <u>THE DENVER POST - DENVER NEWSPAPER GUILD NEWSROOM EMPLOYEES' PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>009</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>THE DENVER POST LLC</u>	D Employer Identification Number (EIN) <u>84-1551911</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1	Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2012</u>
2	Assets:
a	Market value 2a <u>26315053</u>
b	Actuarial value 2b <u>27490369</u>
3	Funding target/participant count breakdown:
a	For retired participants and beneficiaries receiving payment 3a <u>315</u> <u>16479380</u>
b	For terminated vested participants 3b <u>376</u> <u>8002891</u>
c	For active participants:
(1)	Non-vested benefits 3c(1) <u>595840</u>
(2)	Vested benefits 3c(2) <u>5581350</u>
(3)	Total active 3c(3) <u>197</u> <u>6177190</u>
d	Total 3d <u>888</u> <u>30659461</u>
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐
a	Funding target disregarding prescribed at-risk assumptions 4a
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 4b
5	Effective interest rate 5 <u>7.02 %</u>
6	Target normal cost 6 <u>620006</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.

SIGN HERE	<u>09/24/2013</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</u> <u>8200 TOWER, SUITE 1100</u> <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) 2012
v. 120126

Part II Beginning of Year Carryover Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of <u>-2.72%</u>		
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		7138
b	Interest on (a) using prior year's effective interest rate of <u>6.28%</u> except as otherwise provided (see instructions)		448
c	Total available at beginning of current plan year to add to prefunding balance		7586
d	Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages			
14	Funding target attainment percentage	14	89.66 %
15	Adjusted funding target attainment percentage	15	89.66 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	76.53 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/12/2012	400000				
07/12/2012	400000				
01/14/2013	70000				
Totals ►			18(b)	870000	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	843701
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No	
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No	
c If line 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

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 5.54%	2nd segment: 6.85%	3rd segment: 7.52 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	620006	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	3169092	214027	
b Waiver amortization installment	0	0	
33 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	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	834033	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35)	36	834033	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	843701	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	9668	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☒ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☒ 2010 ☒ 2011		
42 Amount of acceleration adjustment	42	0	
43 Excess installment acceleration amount to be carried over to future plan years	43	0	

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan THE DENVER POST - DENVER NEWSPAPER GUILD NEWSROOM EMPLOYEES' PENSION PLAN	B Three-digit plan number (PN) ▶ 009
C Plan sponsor's name as shown on line 2a of Form 5500 THE DENVER POST LLC	D Employer Identification Number (EIN) 84-1551911

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

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
PRUDENTIAL RETIREMENT INS & ANNUITY

06-1050034

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

(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

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)

GLOBAL PORTFOLIO STRATEGIES, INC.

06-1055669

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) 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) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	12691	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

PRUDENTIAL RETIREMENT INS

06-1050034

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) 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) Did the service provider give you a formula instead of an amount or estimated amount?
13	NONE	7748	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

HEWITT ASSOCIATES

36-2235791

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) 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) Did the service provider give you a formula instead of an amount or estimated amount?
11	NONE	31910	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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)

BRYAN CAVE HRO LLP

43-0602162

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) 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) Did the service provider give you a formula instead of an amount or estimated amount?
29	NONE	16761	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

EKS&H LLLP

46-1497033

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) 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) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	13010	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) 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) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

a Name: EHRHARDT,KEEFE,STEINER & HOTTMAN PC	b EIN: 84-0869721
c Position: AUDITOR	
d Address: 7979 E. TUFTS AVE, SUITE 400 DENVER, CO 80237	e Telephone: 303-740-9400

Explanation: EFFECTIVE 1/1/13,EHRHARDT, KEEFE, STEINER & HOTTMAN, PC CHANGED THEIR NAME (NOW EKS&H LLLP), EIN(FORMERLY 84-0869721), AND ENTITY STRUCTURE. NO OTHER CHANGES WERE MADE WITHIN THE FIRM. THE FIRM IS STILL ENGAGED BY THE PLAN.

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>THE DENVER POST - DENVER NEWSPAPER GUILD NEWSROOM EMPLOYEES' PENSION PLAN</u>	B Three-digit plan number (PN) ►	<u>009</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>THE DENVER POST LLC</u>	D Employer Identification Number (EIN) <u>84-1551911</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>CORE BOND /PIM</u>			
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS.</u>			
c EIN-PN <u>06-1050034-151</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>3759266</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>CORE PLUS BOND/PIMCO</u>			
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS.</u>			
c EIN-PN <u>06-1050034-299</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>3776519</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>INTERNATIONAL BLEND/THORNBURG</u>			
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS.</u>			
c EIN-PN <u>06-1050034-719</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>4879619</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LARGE CAP GROWTH/GOLDMAN SACHS</u>			
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS.</u>			
c EIN-PN <u>06-1050034-128</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>2427604</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>T ROWE PRICE GROWTH STK STGY</u>			
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS.</u>			
c EIN-PN <u>06-1050034-435</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>2417202</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LARGE CAP VALUE/LSV ASSET MGMT</u>			
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS.</u>			
c EIN-PN <u>06-1050034-318</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>2524691</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LARGE CAP VALUE/WELLINGTON</u>			
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS.</u>			
c EIN-PN <u>06-1050034-184</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>2452350</u>	

a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP GROWTH/ARTISAN PARTNER**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-185	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 875632
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a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP VALUE/WELLINGTON**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-187	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 907043
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a Name of MTIA, CCT, PSA, or 103-12 IE: PRUDENTIAL SHORT TERM**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-041	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 455251
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a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP GROWTH/TIMESSQUARE**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-132	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1305674
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a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP VALUE/CEREDEX**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-256	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1370305
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a Name of MTIA, CCT, PSA, or 103-12 IE: PRISA**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 22-1211670-038	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1551470
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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)
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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)
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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)
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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)
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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
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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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information 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). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>THE DENVER POST - DENVER NEWSPAPER GUILD NEWSROOM EMPLOYEES' PENSION PLAN</u>		B Three-digit plan number (PN) <u>009</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>THE DENVER POST LLC</u>		D Employer Identification Number (EIN) <u>84-1551911</u>

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	780000	70000
	(2) Participant contributions	1b(2)		
	(3) Other.....	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
	(2) U.S. Government securities.....	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other.....	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)		
	(9) Value of interest in common/collective trusts.....	1c(9)		
	(10) Value of interest in pooled separate accounts.....	1c(10)	25560461	28702627
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	0	0
	(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	26340461	28772627

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities.....	1j	4862	14671
k Total liabilities (add all amounts in lines 1g through 1j)	1k	4862	14671

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	26335599	28757956
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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
a Contributions:			
(1) Received or receivable in cash from: (A) Employers.....	2a(1)(A)	870000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		870000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		3822271
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		4692271

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2044529	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		2044529
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	225385	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		225385
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		2269914

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		2422357
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

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: EKS&H LLLP

(2) EIN: 46-1497003

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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a 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.).....

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.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c 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	
d 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	
e Was this plan covered by a fidelity bond?.....	X		2000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g 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	
h 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	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j 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		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n 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)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information 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). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>THE DENVER POST - DENVER NEWSPAPER GUILD NEWSROOM EMPLOYEES' PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>009</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>THE DENVER POST LLC</u>	D Employer Identification Number (EIN) <u>84-1551911</u>

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	<u>0</u>
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): EIN(s): <u>22-1211670</u>		
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	<u>5</u>

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)?.....	☐ Yes	☐ No	☒ N/A
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 _____ 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?	☐ Yes	☐ No	☐ 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?.....	☐ Yes	☐ No	☒ 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.....	☐ Increase	☐ Decrease	☒ Both	☐ No
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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.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ 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.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 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:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

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

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

- 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 lines (a) through (c)

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

Stock: 70% Investment-Grade Debt: 28% High-Yield Debt: 0% Real Estate: 0% Other: 2%

- 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 line 19(b)?

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

INDEPENDENT AUDITORS' REPORT

Plan Administrator, Committee, and Participants
The Denver Post - Denver Newspaper Guild Newsroom
Employees' Pension Plan
Denver, Colorado

REPORT ON FINANCIAL STATEMENTS

We were engaged to audit the accompanying financial statements of The Denver Post - Denver Newspaper Guild Newsroom Employees' Pension Plan (the "Plan"), which are comprised of the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

BASIS FOR DISCLAIMER OF OPINION

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 2, which was certified by Prudential Retirement Insurance and Annuity Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2012 and 2011, and for the years then ended, that the information provided to the Plan administrator by the trustee is complete and accurate.

DISCLAIMER OF OPINION

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

OTHER MATTERS

The supplemental schedules as of and for the year ended December 31, 2012, which are the responsibility of Plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements, but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

REPORT ON FORM AND CONTENT IN COMPLIANCE WITH THE DEPARTMENT OF LABOR'S RULES AND REGULATIONS

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

EKS&H LLP
EKS&H LLP

October 8, 2013
Denver, Colorado

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

**Single-Employer Defined Benefit Plan
Actuarial Information**

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).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2012**This Form is Open to Public
Inspection**

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

▶ **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.

A Name of plan The Denver Post - Denver Newspaper Guild Newsroom Employees' Pension		B Three-digit plan number (PN) ▶ 009
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF The Denver Post LLC		D Employer Identification Number (EIN) 84-1551911
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B		
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500		

Part I Basic Information

1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2012</u>			
2 Assets:			
a Market value		2a	26,315,053
b Actuarial value		2b	27,490,369
3 Funding target/participant count breakdown:			
		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment		3a	315
b For terminated vested participants		3b	376
c For active participants:			
(1) Non-vested benefits		3c(1)	595,840
(2) Vested benefits		3c(2)	5,581,350
(3) Total active		3c(3)	197
d Total		3d	888
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐			
a Funding target disregarding prescribed at-risk assumptions		4a	
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		4b	
5 Effective interest rate		5	7.02 %
6 Target normal cost		6	620,006

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.

SIGN HERE	<u>Scott H Davis</u>	<u>9-24-2013</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</u> <u>8200 Tower, Suite 1100</u> <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) 2012
v. 120126

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:			
a Segment rates:	1st segment: 5.54 %	2nd segment: 6.85 %	3rd segment: 7.52 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 4
22 Weighted average retirement age			22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.		☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.		☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.		☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.		27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....		31a	620,006
b Excess assets, if applicable, but not greater than line 31a		31b	0
32 Amortization installments:		Outstanding Balance	Installment
a Net shortfall amortization installment.....		3,169,092	214,027
b Waiver amortization installment		0	0
33 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		33	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..		34	834,033
		Carryover balance	Prefunding balance
35 Balances elected for use to offset funding requirement.....		0	0
36 Additional cash requirement (line 34 minus line 35).....		36	834,033
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....		37	843,701
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	9,668
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances		38b	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)		39	0
40 Unpaid minimum required contributions for all years		40	0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected		☐ 2 plus 7 years ☒ 15 years	
b Eligible plan year(s) for which the election in line 41a was made		☐ 2008 ☐ 2009 ☒ 2010 ☒ 2011	
42 Amount of acceleration adjustment		42 0	
43 Excess installment acceleration amount to be carried over to future plan years		43 0	

Schedule SB Attachment (Form 5500)—2012 Plan Year
The Denver Post - Denver Newspaper Guild Newsroom Employees'
Pension Plan
EIN: 84-1551911 PN: 009

Schedule SB, line 15—Reconciliation of Differences Between Valuation Results and
Amounts used to Calculate AFTAP

The AFTAP for the Plan was originally issued September 27, 2012. The AFTAP was revised and reissued April 12, 2013 to reflect a decrease of \$1 in the Value of Plan Assets. This decrease was due to reflecting audited assets after the AFTAP was certified on September 27, 2012. The inputs used in each certification are outlined below.

	Certification Date	
	September 30, 2012	April 12, 2013
Funding Target	\$30,659,461	\$30,659,461
Value of Plan Assets	\$27,490,370	\$27,490,369
Funding Standard Carryover Balance	\$0	\$0
Prefunding Balance	\$0	\$0
Annuities Purchased for NHCEs	\$0	\$0
Security Posted	\$0	\$0
Certified AFTAP	89.66%	89.66%

Schedule SB Attachment (Form 5500)—2012 Plan Year
The Denver Post - Denver Newspaper Guild Newsroom Employees'
Pension Plan
EIN: 84-1551911 PN: 009

Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2012

Date	Amount	Interest Rate	Days to Discount to 1/1/2012	Interest Adjusted Contribution
April 12, 2012	\$ 400,000	7.02%	102	\$ 392,508
July 12, 2012	400,000	7.02%	193	385,942
January 14, 2013	<u>70,000</u>	7.02%	379	<u>65,251</u>
Total Contribution	\$ 870,000			\$ 843,701

Schedule SB Attachment (Form 5500)—2012 Plan Year
The Denver Post - Denver Newspaper Guild Newsroom Employees'
Pension Plan
EIN: 84-1551911 PN: 009

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

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

(a)	(b)	(c)	(d)
Age	Rate	Weight	Product (a) × (b) × (c)
55.5	5.00%	1.0000	2.78
56.5	2.00%	0.9500	1.07
57.5	2.00%	0.9310	1.07
58.5	2.00%	0.9124	1.07
59.5	2.00%	0.8941	1.06
60.5	2.00%	0.8762	1.06
61.5	2.00%	0.8587	1.06
62.5	25.00%	0.8416	13.15
63.5	10.00%	0.6312	4.01
64.5	10.00%	0.5680	3.66
65	100.00%	0.5112	33.23
Weighted Average			63.22

Schedule SB Attachment (Form 5500)—2012 Plan Year
The Denver Post - Denver Newspaper Guild Newsroom Employees'
Pension Plan
EIN: 84-1551911 PN: 009

Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2012

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

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Includes 16 active transfers.

Schedule SB Attachment (Form 5500)—2012 Plan Year
The Denver Post - Denver Newspaper Guild Newsroom Employees'
Pension Plan
EIN: 84-1551911 PN: 009

Schedule SB, line 32—Schedule of Amortization Bases

Type Of Base	Present Value of Installments	Valuation Date Established	Remaining Years in Amortization Period	Amortization Amount
Shortfall	\$ 715,494	January 1, 2009	4	\$ 193,590
Shortfall	\$ 2,187,932	January 1, 2010	13	\$ 240,174
Shortfall	\$ 4,085,645	January 1, 2011	14	\$ 428,607
Shortfall	\$ (3,819,979)	January 1, 2012	7	\$ (648,344)

If funding relief had not been elected for the 2010 plan year, the shortfall amortization amount for the base established on January 1, 2010 would have been \$405,178.

If funding relief had not been elected for the 2011 plan year, the shortfall amortization amount for the base established on January 1, 2011 would have been \$728,264.

Schedule SB Attachment (Form 5500)—2012 Plan Year
The Denver Post - Denver Newspaper Guild Newsroom Employees'
Pension Plan
EIN: 84-1551911 PN: 009

Schedule SB, line 23—Statement of Actuarial Assumptions/Methods

Interest rates for Minimum Funding and Benefit Limitation Purposes	Based on segment rates with a four-month lookback (as of September 2011), each adjusted as needed to fall within the 25-year average interest rate corridor under MAP-21
1st Segment Rate	5.54%
2nd Segment Rate	6.85%
3rd Segment Rate	7.52%
Interest Rates for Maximum Tax Purposes	Based on segment rates with a four-month lookback (as of September 2011), without regard to the MAP-21 interest rate corridor
1st Segment Rate	2.06%
2nd Segment Rate	5.25%
3rd Segment Rate	6.32%
Salary Increases	
Minimum Funding Target Normal Cost	2.00%
Maximum Tax Expected Benefit Increase	2.00%
Optional Payment Form Election Percentage	50% Life Annuity 20% Joint and 100% Survivor Annuity 20% Joint and 50% Survivor Annuity 5% Ten-Year Certain and Life Annuity 5% Five-Year Certain and Life Annuity
Retirement Age	
Active Participants	See Table 1
Terminated Vested Participants	Age 63
Mortality Rates	
Healthy and Disabled	2012 static mortality table for annuitants and non-annuitants per §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 occurring at beginning of year

Schedule SB Attachment (Form 5500)—2012 Plan Year
The Denver Post - Denver Newspaper Guild Newsroom Employees'
Pension Plan
EIN: 84-1551911 PN: 009

Schedule SB, line 23—Statement of Actuarial Assumptions/Methods

Surviving Spouse Benefit	It is assumed that 70% of males and 70% of females have an eligible spouse, and that males are three years older than their spouses.
Valuation Compensation	W-2 earnings plus IRC section 401(k) and IRC section 125 deferrals.
Benefit and Compensation Limits	Projected benefits and compensation are limited by the current IRC section 415 maximum benefit of \$200,000 and the IRC section 401(a)(17) compensation limit of \$250,000.
Valuation of Plan Assets	<p>Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% nor more than 110% of fair market value.</p> <p>A characteristic of this method is that the expected distribution of the value of plan assets is skewed toward understatement relative to the corresponding market values for expected long-term rates of return in excess of the third segment rate under IRC section 430(h)(2)(C)(iii).</p>
Expected Return on Assets 2010 Plan Year	Lesser of 7.50% and the 3rd Segment rate. Actual rate of 6.82%.
2011 Plan Year	Lesser of 7.50% and the 3rd Segment rate. Actual rate of 6.57%.
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 2012, this amount is \$200,000.
Actuarial Method	Standard unit credit cost method
Valuation Date	January 1, 2012

Schedule SB Attachment (Form 5500)—2012 Plan Year
The Denver Post - Denver Newspaper Guild Newsroom Employees'
Pension Plan
EIN: 84-1551911 PN: 009

Schedule SB, line 23—Statement of Actuarial Assumptions/Methods

Table 1

Retirement Rates

Age	Rate
55	5.00%
56	2.00%
57	2.00%
58	2.00%
59	2.00%
60	2.00%
61	2.00%
62	25.00%
63	10.00%
64	10.00%
65+	100.00%

Schedule SB Attachment (Form 5500)—2012 Plan Year
The Denver Post - Denver Newspaper Guild Newsroom Employees'
Pension Plan
EIN: 84-1551911 PN: 009

Schedule SB, line 23—Statement of Actuarial Assumptions/Methods

Table 2

Withdrawal Rates

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

Schedule SB Attachment (Form 5500)—2012 Plan Year
The Denver Post - Denver Newspaper Guild Newsroom Employees'
Pension Plan
EIN: 84-1551911 PN: 009

Schedule SB, line 23—Statement of Actuarial Assumptions/Methods

Table 3

Disability Rates

Age	Rate	Age	Rate
15	0.080%	45	0.160%
16	0.080%	46	0.198%
17	0.080%	47	0.236%
18	0.080%	48	0.274%
19	0.080%	49	0.312%
20	0.080%	50	0.350%
21	0.080%	51	0.360%
22	0.080%	52	0.370%
23	0.080%	53	0.380%
24	0.080%	54	0.390%
25	0.080%	55	0.400%
26	0.080%	56	0.488%
27	0.080%	57	0.576%
28	0.080%	58	0.664%
29	0.080%	59	0.752%
30	0.080%	60	0.840%
31	0.084%	61	0.928%
32	0.088%	62	1.016%
33	0.092%	63	1.104%
34	0.096%	64	1.192%
35	0.100%	65+	0.000%
36	0.104%		
37	0.108%		
38	0.112%		
39	0.116%		
40	0.120%		
41	0.128%		
42	0.136%		
43	0.144%		
44	0.152%		

Schedule SB Attachment (Form 5500)—2012 Plan Year
The Denver Post - Denver Newspaper Guild Newsroom Employees'
Pension Plan
EIN: 84-1551911 PN: 009

Schedule SB, Part V—Summary of Plan Provisions

Effective Date	September 1, 1957. Last amended effective January 1, 2012
Participation	<p>Included in the bargaining unit represented by the Denver Newspaper Guild Local #74 of the Newspaper Guild, AFL CIO CLC and the District Lodge #86 of the International Association of Machinists and Aerospace Workers of Denver, Colorado</p> <p>Participation begins on the first day of the month coinciding with or next following date of hire</p>
Normal Retirement Eligibility	Age 65
Benefit	<p>Monthly benefit equal to 1.65% of pay up to \$1,500 per month and 1.00% of pay above \$1,500 per month, subject to a \$45 minimum and a \$60 maximum</p> <p>In no event will the benefit be less than the normal retirement benefit accrued on September 30, 1982</p>
Early Retirement Eligibility	Age 55 and five years of vesting service
Benefit	Normal retirement benefit reduced 1/180 for each month commencement precedes age 65 (up to 60 months) and reduced 1/360 for each month commencement precedes age 60
Deferred Vested Retirement Eligibility	Five years of vesting service
Benefit	100% of the accrued normal retirement benefit payable at age 65 or reduced and payable as an early retirement benefit
Disability Retirement Eligibility	Age 25 with five years of vesting service
Benefit	100% of the accrued normal retirement benefit payable immediately with no actuarial reduction

Schedule SB Attachment (Form 5500)—2012 Plan Year
The Denver Post - Denver Newspaper Guild Newsroom Employees'
Pension Plan
EIN: 84-1551911 PN: 009

Schedule SB, Part V—Summary of Plan Provisions

Preretirement Death

Eligibility

Employees who die after five years of vesting service

Benefit

The retiree's surviving spouse will receive 50% of the benefit as if the retiree had retired early and elected a 50% Joint and Survivor Annuity. Benefit commencement is deferred until the time the retiree would have been eligible for early retirement

Supplemental Retirement Amount

For full-time employees as of August 1, 1986, lump-sum benefit equal to 75% of one week's pay for each six months of service up to 44 weeks. The amount increases 4% per year and is payable as a lump sum or equivalent annuity

Form of Retirement Benefit

Normal

Married Employees

Reduced 50% Joint and Survivor Annuity

Unmarried Employees

Life Annuity

Optional

Five- or Ten-Year Certain and Life Annuity.
50%, 75%, or 100% Joint and Survivor Annuities
Lump sum if between \$5,000 and \$10,000

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 1983 Group Annuity Mortality Table

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

Vesting

Participants are 100% vested in their accrued benefit after completion of five years of service

Benefit Accrual Service

One year granted for each calendar year in which the participant has 1,560 hours of service. Partial years will be credited if hours are less than 1,560

Vesting Service

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

Schedule SB Attachment (Form 5500)—2012 Plan Year
The Denver Post - Denver Newspaper Guild Newsroom Employees'
Pension Plan
EIN: 84-1551911 PN: 009

Schedule SB, Part V—Summary of Plan Provisions

Compensation	W-2 earnings plus IRC section 401(k) and IRC section 125 deferrals, less 25% of commissions and 100% of overtime pay
Final Average Compensation	The highest average annual compensation for any five consecutive-calendar years of the ten consecutive-calendar years preceding termination of employment
Plan Year	Calendar year

Plan Changes Since the Prior Year

The funding valuation reflects the following plan change:

- A change in the mortality and interest basis for determining minimum lump sums under IRC section 417(e)(3) to the applicable rates for the current plan year.

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

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

Schedule SB Attachment (Form 5500)—2012 Plan Year
The Denver Post - Denver Newspaper Guild Newsroom Employees'
Pension Plan
EIN: 84-1551911 PN: 009

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

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

(a)	(b)	(c)	(d)
Age	Rate	Weight	Product (a) × (b) × (c)
55.5	5.00%	1.0000	2.78
56.5	2.00%	0.9500	1.07
57.5	2.00%	0.9310	1.07
58.5	2.00%	0.9124	1.07
59.5	2.00%	0.8941	1.06
60.5	2.00%	0.8762	1.06
61.5	2.00%	0.8587	1.06
62.5	25.00%	0.8416	13.15
63.5	10.00%	0.6312	4.01
64.5	10.00%	0.5680	3.66
65	100.00%	0.5112	33.23
Weighted Average			63.22

Schedule SB Attachment (Form 5500)—2012 Plan Year
The Denver Post - Denver Newspaper Guild Newsroom Employees'
Pension Plan
EIN: 84-1551911 PN: 009

Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2012

Date	Amount	Interest Rate	Days to Discount to 1/1/2012	Interest Adjusted Contribution
April 12, 2012	\$ 400,000	7.02%	102	\$ 392,508
July 12, 2012	400,000	7.02%	193	385,942
January 14, 2013	<u>70,000</u>	7.02%	379	<u>65,251</u>
Total Contribution	\$ 870,000			\$ 843,701

Schedule SB Attachment (Form 5500)—2012 Plan Year
The Denver Post - Denver Newspaper Guild Newsroom Employees'
Pension Plan
EIN: 84-1551911 PN: 009

Schedule SB, line 23—Statement of Actuarial Assumptions/Methods

Interest rates for Minimum Funding and Benefit Limitation Purposes	Based on segment rates with a four-month lookback (as of September 2011), each adjusted as needed to fall within the 25-year average interest rate corridor under MAP-21
1st Segment Rate	5.54%
2nd Segment Rate	6.85%
3rd Segment Rate	7.52%
Interest Rates for Maximum Tax Purposes	Based on segment rates with a four-month lookback (as of September 2011), without regard to the MAP-21 interest rate corridor
1st Segment Rate	2.06%
2nd Segment Rate	5.25%
3rd Segment Rate	6.32%
Salary Increases	
Minimum Funding Target Normal Cost	2.00%
Maximum Tax Expected Benefit Increase	2.00%
Optional Payment Form Election Percentage	50% Life Annuity 20% Joint and 100% Survivor Annuity 20% Joint and 50% Survivor Annuity 5% Ten-Year Certain and Life Annuity 5% Five-Year Certain and Life Annuity
Retirement Age	
Active Participants	See Table 1
Terminated Vested Participants	Age 63
Mortality Rates	
Healthy and Disabled	2012 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e)
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Decrement Timing	Middle of year decrements, with 100% retirement occurring at beginning of year

Schedule SB Attachment (Form 5500)—2012 Plan Year
The Denver Post - Denver Newspaper Guild Newsroom Employees'
Pension Plan
EIN: 84-1551911 PN: 009

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Surviving Spouse Benefit	It is assumed that 70% of males and 70% of females have an eligible spouse, and that males are three years older than their spouses.
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Expected Return on Assets 2010 Plan Year	Lesser of 7.50% and the 3rd Segment rate. Actual rate of 6.82%.
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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 2012, this amount is \$200,000.
Actuarial Method	Standard unit credit cost method
Valuation Date	January 1, 2012

Schedule SB Attachment (Form 5500)—2012 Plan Year
The Denver Post - Denver Newspaper Guild Newsroom Employees'
Pension Plan
EIN: 84-1551911 PN: 009

Schedule SB, line 23—Statement of Actuarial Assumptions/Methods

Table 1

Retirement Rates

Age	Rate
55	5.00%
56	2.00%
57	2.00%
58	2.00%
59	2.00%
60	2.00%
61	2.00%
62	25.00%
63	10.00%
64	10.00%
65+	100.00%

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Schedule SB, line 23—Statement of Actuarial Assumptions/Methods

Table 2

Withdrawal Rates

Age	Rate	Age	Rate
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17	10.70%	47	1.76%
18	10.70%	48	1.54%
19	10.70%	49	1.23%
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22	9.62%	52	0.66%
23	9.08%	53	0.44%
24	8.54%	54	0.22%
25	8.00%	55+	0.00%
26	7.58%		
27	7.16%		
28	6.74%		
29	6.32%		
30	5.90%		
31	5.58%		
32	5.26%		
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34	4.62%		
35	4.30%		
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42	2.74%		
43	2.56%		
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Schedule SB Attachment (Form 5500)—2012 Plan Year
The Denver Post - Denver Newspaper Guild Newsroom Employees'
Pension Plan

EIN: 84-1551911 PN: 009

Schedule SB, line 23—Statement of Actuarial Assumptions/Methods

Table 3

Disability Rates

Age	Rate	Age	Rate
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18	0.080%	48	0.274%
19	0.080%	49	0.312%
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21	0.080%	51	0.360%
22	0.080%	52	0.370%
23	0.080%	53	0.380%
24	0.080%	54	0.390%
25	0.080%	55	0.400%
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27	0.080%	57	0.576%
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31	0.084%	61	0.928%
32	0.088%	62	1.016%
33	0.092%	63	1.104%
34	0.096%	64	1.192%
35	0.100%	65+	0.000%
36	0.104%		
37	0.108%		
38	0.112%		
39	0.116%		
40	0.120%		
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Schedule SB Attachment (Form 5500)—2012 Plan Year
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Pension Plan
EIN: 84-1551911 PN: 009

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Participation	<p>Included in the bargaining unit represented by the Denver Newspaper Guild Local #74 of the Newspaper Guild, AFL CIO CLC and the District Lodge #86 of the International Association of Machinists and Aerospace Workers of Denver, Colorado</p> <p>Participation begins on the first day of the month coinciding with or next following date of hire</p>
Normal Retirement Eligibility	Age 65
Benefit	<p>Monthly benefit equal to 1.65% of pay up to \$1,500 per month and 1.00% of pay above \$1,500 per month, subject to a \$45 minimum and a \$60 maximum</p> <p>In no event will the benefit be less than the normal retirement benefit accrued on September 30, 1982</p>
Early Retirement Eligibility	Age 55 and five years of vesting service
Benefit	Normal retirement benefit reduced 1/180 for each month commencement precedes age 65 (up to 60 months) and reduced 1/360 for each month commencement precedes age 60
Deferred Vested Retirement Eligibility	Five years of vesting service
Benefit	100% of the accrued normal retirement benefit payable at age 65 or reduced and payable as an early retirement benefit
Disability Retirement Eligibility	Age 25 with five years of vesting service
Benefit	100% of the accrued normal retirement benefit payable immediately with no actuarial reduction

Schedule SB Attachment (Form 5500)—2012 Plan Year
The Denver Post - Denver Newspaper Guild Newsroom Employees'
Pension Plan
EIN: 84-1551911 PN: 009

Schedule SB, Part V—Summary of Plan Provisions

Preretirement Death

Eligibility	Employees who die after five years of vesting service
Benefit	The retiree's surviving spouse will receive 50% of the benefit as if the retiree had retired early and elected a 50% Joint and Survivor Annuity. Benefit commencement is deferred until the time the retiree would have been eligible for early retirement

Supplemental Retirement Amount

For full-time employees as of August 1, 1986, lump-sum benefit equal to 75% of one week's pay for each six months of service up to 44 weeks. The amount increases 4% per year and is payable as a lump sum or equivalent annuity

Form of Retirement Benefit

Normal	
Married Employees	Reduced 50% Joint and Survivor Annuity
Unmarried Employees	Life Annuity
Optional	Five- or Ten-Year Certain and Life Annuity. 50%, 75%, or 100% Joint and Survivor Annuities Lump sum if between \$5,000 and \$10,000

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 1983 Group Annuity Mortality Table Lump sum payments are based on IRC section 417(e) mortality and interest rates
Vesting	Participants are 100% vested in their accrued benefit after completion of five years of service
Benefit Accrual Service	One year granted for each calendar year in which the participant has 1,560 hours of service. Partial years will be credited if hours are less than 1,560
Vesting Service	One year granted for each calendar year in which the employee has 1,000 or more hours of service

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Plan Changes Since the Prior Year

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Schedule SB Attachment (Form 5500)—2012 Plan Year
The Denver Post - Denver Newspaper Guild Newsroom Employees'
Pension Plan
EIN: 84-1551911 PN: 009

Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2012

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

N-197

Includes 16 active transfers.

Schedule SB Attachment (Form 5500)—2012 Plan Year
The Denver Post - Denver Newspaper Guild Newsroom Employees'
Pension Plan
EIN: 84-1551911 PN: 009

Schedule SB, line 32—Schedule of Amortization Bases

Type Of Base	Present Value of Installments	Valuation Date Established	Remaining Years in Amortization Period	Amortization Amount
Shortfall	\$ 715,494	January 1, 2009	4	\$ 193,590
Shortfall	\$ 2,187,932	January 1, 2010	13	\$ 240,174
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If funding relief had not been elected for the 2010 plan year, the shortfall amortization amount for the base established on January 1, 2010 would have been \$405,178.

If funding relief had not been elected for the 2011 plan year, the shortfall amortization amount for the base established on January 1, 2011 would have been \$728,264.

**THE DENVER POST - DENVER NEWSPAPER GUILD NEWSROOM
EMPLOYEES' PENSION PLAN**

**Financial Statements
and
Independent Auditors' Report
December 31, 2012 and 2011**

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**THE DENVER POST - DENVER NEWSPAPER GUILD NEWSROOM
EMPLOYEES' PENSION PLAN**

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INDEPENDENT AUDITORS' REPORT

Plan Administrator, Committee, and Participants
The Denver Post - Denver Newspaper Guild Newsroom
Employees' Pension Plan
Denver, Colorado

REPORT ON FINANCIAL STATEMENTS

We were engaged to audit the accompanying financial statements of The Denver Post - Denver Newspaper Guild Newsroom Employees' Pension Plan (the "Plan"), which are comprised of the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

BASIS FOR DISCLAIMER OF OPINION

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 2, which was certified by Prudential Retirement Insurance and Annuity Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2012 and 2011, and for the years then ended, that the information provided to the Plan administrator by the trustee is complete and accurate.

DISCLAIMER OF OPINION

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

OTHER MATTERS

The supplemental schedules as of and for the year ended December 31, 2012, which are the responsibility of Plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements, but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

REPORT ON FORM AND CONTENT IN COMPLIANCE WITH THE DEPARTMENT OF LABOR'S RULES AND REGULATIONS

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

EKS&H LLP
EKS&H LLP

October 8, 2013
Denver, Colorado

**THE DENVER POST - DENVER NEWSPAPER GUILD NEWSROOM
EMPLOYEES' PENSION PLAN**

Statements of Net Assets Available for Benefits

	<u>December 31,</u>	
	<u>2012</u>	<u>2011</u>
Assets		
Investments, at fair value		
Pooled separate accounts	<u>\$ 28,702,627</u>	<u>\$ 25,560,461</u>
Total investments, at fair value	28,702,627	25,560,461
Employer contributions receivable	<u>70,000</u>	<u>780,000</u>
Total assets	28,772,627	26,340,461
Liabilities and Net Assets		
Liabilities		
Accrued expenses	<u>14,671</u>	<u>4,862</u>
Net assets available for benefits	<u>\$ 28,757,956</u>	<u>\$ 26,335,599</u>

See notes to financial statements.

**THE DENVER POST - DENVER NEWSPAPER GUILD NEWSROOM
EMPLOYEES' PENSION PLAN**

Statements of Changes in Net Assets Available for Benefits

	For the Years Ended December 31,	
	<u>2012</u>	<u>2011</u>
Additions to net assets		
Investment income (loss)		
Net realized/unrealized appreciation (depreciation) in fair value of investments	\$ 3,345,600	\$ (1,073,903)
Interest and dividends	<u>476,671</u>	<u>355,447</u>
Total investment income (loss)	3,822,271	(718,456)
Employer contributions	<u>870,000</u>	<u>1,680,000</u>
Total additions to net assets	<u>4,692,271</u>	<u>961,544</u>
Deductions		
Benefits paid to participants	2,044,529	1,845,307
Administrative fees	<u>225,385</u>	<u>134,256</u>
Total deductions	<u>2,269,914</u>	<u>1,979,563</u>
Net increase (decrease) in net assets available for benefits	2,422,357	(1,018,019)
Net assets available for benefits		
Beginning of year	<u>26,335,599</u>	<u>27,353,618</u>
End of year	<u>\$ 28,757,956</u>	<u>\$ 26,335,599</u>

See notes to financial statements.

**THE DENVER POST - DENVER NEWSPAPER GUILD NEWSROOM
EMPLOYEES' PENSION PLAN**

Notes to Financial Statements

Note 1 - Description of the Plan and Significant Accounting Policies

The following description of The Denver Post - Denver Newspaper Guild Newsroom Employees' Pension Plan (the "Plan") provides only general information. Participants and all others should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined benefit plan established on September 1, 1957. The Plan is a non-contributory plan covering certain union employees of The Denver Post, LLC (the "Company") who have completed one hour of service and who are included in the bargaining unit represented by The Denver Post - Denver Newspaper Guild Local #37074 and District Lodge #86 of the International Association of Machinists and Aerospace Workers. Effective June 30, 2010, the Plan name changed from The Denver Post - Denver Newspaper Guild Pension Plan to The Denver Post - Denver Newspaper Guild Newsroom Employees' Pension Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

The Company has elected a committee that administers the Plan. Prudential Retirement Insurance and Annuity Company ("Prudential Retirement") serves as trustee, manages Plan investments, and maintains the Plan's records.

Eligible employees become participants in the Plan on the first day of the first month coinciding with or following the participant's date of hire.

Effective April 1, 2011, the Plan's assets were below the 80% funding target attainment percentage. Until the funded status of the Plan changes, a participant may only receive up to 50% of the participant's vested balance through a lump-sum payment. This amount cannot exceed the lump-sum value of the amount guaranteed by the Pension Benefit Guaranty Corporation. At the participant's benefit commencement, the remaining participant balance can be paid out as either a single life annuity, joint survivor annuity, or certain and life annuity at the participant's direction. As of December 31, 2012, the Plan's assets remained below the 80% funding target attainment percentage.

During 2012, The Denver Post - Denver Newspaper Guild Newsroom ratified a contract with the Company that freezes the Plan effective January 1, 2013.

Funding Policy

Contributions to the Plan are based on actuarial determinations provided by the Plan's actuary. All contributions are made by the Company in cash in amounts adequate to meet the minimum funding requirement of ERISA. Contributions of \$870,000 and \$1,680,000 were made to the Plan for the years ended December 31, 2012 and 2011, respectively.

**THE DENVER POST - DENVER NEWSPAPER GUILD NEWSROOM
EMPLOYEES' PENSION PLAN**

Notes to Financial Statements

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

Vesting and Payment of Benefits

A participant who has completed five years of vesting service or who has attained age 65 while employed is fully vested and is entitled to receive benefits upon retirement based upon length of employment, as provided by the Plan. Participants earn one year of vesting service for each calendar year in which a participant is credited with at least 1,000 hours of service. A participant who terminates employment after achieving vested status is entitled to a deferred vested benefit. Payments of the deferred benefit begin at the participant's normal retirement date and consist of all benefits accrued prior to termination. If a vested participant chooses, the participant may receive his or her deferred vested benefit in a reduced amount commencing on or after age 55.

The normal retirement date is the first day of the month coinciding with or following the participant's 65th birthday. A vested participant may terminate employment and commence receiving a reduced benefit on the first day of any month on or after age 55. The pension formula for the benefit payable at normal retirement date (in the form of a life annuity) is equal to a dollar amount dependent upon the participant's termination date, as described more fully in the following paragraphs, multiplied by the number of years of benefit service.

Effective April 1, 2001, for elections made on or after April 1, 2001, if the contingent annuitant (as described in the Plan document) is the participant's spouse and the participant elected a 75% or 100% survivor annuity within 90 days before the date on which payments are scheduled to commence and the participant dies before the date on which payments are scheduled to commence, the Pre-Retirement Survivor Annuity for the surviving spouse shall be calculated based on the percentage survivor annuity that the participant elected.

During 1994, the Plan was amended to provide for varying pension benefit formula dollar amounts based on employment termination dates. For participants whose employment terminated on or before July 1, 1993, the monthly dollar amount is \$28 times the participant's years of benefit service; for participants whose employment terminated between July 1, 1993 and July 1, 1994, the amount is \$33; for participants whose employment terminated between July 2, 1994 and July 1, 1995, the amount is \$34; for participants whose employment terminated between July 2, 1995 and January 1, 1998, the amount is \$35; for participants whose employment terminated between January 2, 1998 and March 31, 2001, the amount is \$40. For participants whose employment terminates after March 31, 2001, the benefit is the greater of \$45 times total years of benefit service or the sum of 1.65% times average monthly compensation during the five highest-paid consecutive calendar years within the last ten calendar years of the participant's service as a covered employee, not in excess of \$1,500 plus 1% of average monthly compensation in excess of \$1,500, not to exceed \$60 times years of benefit service. Participants in the Plan prior to October 1, 1982 are entitled to the greater of the benefit determined above or the accrued benefit (frozen at September 30, 1982) under the provisions of the Plan in effect on September 30, 1982. Participants may elect one of several different methods of benefit payment available under the Plan. Some elections require spousal consent.

**THE DENVER POST - DENVER NEWSPAPER GUILD NEWSROOM
EMPLOYEES' PENSION PLAN**

Notes to Financial Statements

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

Vesting and Payment of Benefits (continued)

A married vested participant is eligible for the Pre-Retirement Surviving Spouse's Annuity Option, under which there is a monthly death benefit payable to the participant's spouse for life equal to half of the participant's benefit as if the participant had retired under the 50% Joint and Survivor Annuity and terminated on the day preceding the participant's death. This benefit is payable to the surviving spouse beginning on the participant's earliest possible early retirement date following the death of the employee.

Effective August 1, 1986, the Plan was amended to provide a supplemental retirement amount to certain participants who had earned at least one week of severance pay for service rendered prior to August 1, 1986. The participant is fully vested in this amount, regardless of years of vesting service, and upon termination of employment may elect to receive the amount in a lump-sum payment or as an annuity at retirement. The supplemental retirement amount is equal to one week's pay for each six months of continuous service as of August 1, 1986, up to a maximum of 44 weeks, reduced by 25%. The amount will be increased at a rate of 4%, compounded quarterly from August 1, 1986 to the date the participant terminates. The supplemental retirement amount has been included in the accumulated benefit obligation for the Plan.

The spouse of a participant who dies while employed and after completing five years of vesting service, or after terminating with normal, early, late, deferred, or disability retirement benefits but before the participant's annuity starting date, as defined in the Plan document, is entitled to a death benefit. The death benefit is payable in the form of a qualified joint and 50% survivor annuity or in the form of a qualified joint and 100% survivor annuity if the proper elections have been made. The death benefit becomes payable no earlier than the date the participant would have become eligible to receive benefits.

The spouse, or the designated beneficiary if the proper elections have been made, of a participant who dies after normal, early, late, deferred, or disability benefits have commenced is entitled to death benefits payable as elected when the participant became eligible for the benefit, as defined in the Plan document. However, if the participant is unmarried, the designated beneficiary is eligible for death benefits, as described in the Plan document, payable in a single lump-sum.

Benefit payments to participants are recorded when paid.

Plan Termination

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

**THE DENVER POST - DENVER NEWSPAPER GUILD NEWSROOM
EMPLOYEES' PENSION PLAN**

Notes to Financial Statements

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

Valuation of Investments and Income Recognition

Investments are reported at fair value as reported to the Plan by the trustee. 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 3 for fair value measurements.

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

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP") requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Risks and Uncertainties

The Plan provides for various investments that, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the value of investments will occur in the near term and that such changes could materially affect participants' benefits and the amounts reported in the statements of net assets available for benefits.

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

Note 2 - Investments

Prudential Retirement has certified in writing to the Plan administrator that the stated amounts for investments at fair value as of December 31, 2012 and 2011, and the income earned or losses incurred on the investments for the years then ended, as reflected in the accompanying financial statements and the supplemental schedules, are complete and accurate.

**THE DENVER POST - DENVER NEWSPAPER GUILD NEWSROOM
EMPLOYEES' PENSION PLAN**

Notes to Financial Statements

Note 2 - Investments (continued)

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

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

	December 31,	
	2012	2011
International Blend/Thornburg	\$ 4,879,619	\$ 3,627,484
Core Plus Bond/PIMCO	\$ 3,776,519	\$ 3,623,518
Core Bond/PIM	\$ 3,759,266	\$ 3,389,470
Large Capital Value/LSV Asset Management	\$ 2,524,691	\$ 2,407,450
Large Capital Value/Wellington	\$ 2,452,350	\$ 2,424,419
Large Capital Growth/Goldman Sachs	\$ 2,427,604	\$ 2,481,132
Growth Stock/T. Rowe Price	\$ 2,417,202	\$ 2,389,128
Prudential Property Investment Separate Account	\$ 1,551,471	\$ 740,000 *

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

Note 3 - Fair Value Accounting

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

- Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets.
- Level 2: Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.
- Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

**THE DENVER POST - DENVER NEWSPAPER GUILD NEWSROOM
EMPLOYEES' PENSION PLAN**

Notes to Financial Statements

Note 3 - Fair Value Accounting (continued)

The following tables set forth by level, within the fair value hierarchy, the Plan's investment assets at fair value on a recurring basis as of December 31, 2012 and 2011.

Assets measured at fair value as of December 31, 2012 are as follows:

Description	Level 1	Level 2	Level 3	Total
Pooled separate accounts				
Large-capital funds (a)	\$ -	\$ 9,821,847	\$ -	\$ 9,821,847
Fixed income funds (b)	455,251	7,535,785	-	7,991,036
International fund (c)	-	4,879,619	-	4,879,619
Small-capital funds (d)	-	2,675,979	-	2,675,979
Mid-capital funds (e)	-	1,782,675	-	1,782,675
Real estate fund	-	-	1,551,471	1,551,471
Total	<u>\$ 455,251</u>	<u>\$ 26,695,905</u>	<u>\$ 1,551,471</u>	<u>\$ 28,702,627</u>

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

Description	Level 1	Level 2	Level 3	Total
Pooled separate accounts				
Large-capital funds (a)	\$ -	\$ 9,702,129	\$ -	\$ 9,702,129
Fixed income funds (b)	530,004	7,012,988	-	7,542,992
International fund (c)	-	3,627,484	-	3,627,484
Small-capital funds (d)	-	2,414,795	-	2,414,795
Mid-capital funds (e)	-	1,533,061	-	1,533,061
Real estate fund	-	-	740,000	740,000
Total	<u>\$ 530,004</u>	<u>\$ 24,290,457</u>	<u>\$ 740,000</u>	<u>\$ 25,560,461</u>

- (a) Large-capital funds seek long-term growth of capital by investing primarily in equity and equity-related securities of large companies believed to be strategically positioned for consistent long-term growth and to provide long-term growth of capital and, secondarily, to increase dividend income by investing primarily in common stocks of well-established growth companies.
- (b) Fixed income funds seek to preserve capital by investing in a diversified portfolio of fixed income securities along with preservation of capital and prudent investment management.
- (c) International funds seek to invest primarily in non-U.S. mid- to large-capitalization stocks.
- (d) Small-capital funds seek to provide long-term capital appreciation and income by investing primarily in small-capitalization companies that pay regular income dividends and are undervalued in the opinion of the sub-adviser.
- (e) Mid-capital funds seek to provide long-term total returns while managing portfolio risk.

**THE DENVER POST - DENVER NEWSPAPER GUILD NEWSROOM
EMPLOYEES' PENSION PLAN**

Notes to Financial Statements

Note 3 - Fair Value Accounting (continued)

The Plan's investments in pooled separate accounts ("separate accounts"), not including the real estate fund, are recorded at net asset value ("NAV") reported by the funds' managers as a practical expedient to estimating the fair value, as these investments do not have readily determinable fair values. Due to the nature of the investments held by the separate accounts, changes in market condition and economic environment may significantly impact the NAV of the separate accounts and, consequently, fair values of the funds' interest in the funds. The fair value of these investments has been measured using the NAV per share of the Plan's ownership interest in separate accounts on an equivalent measure where it is not probable that the fund will sell a separate account at a price other than NAV. These investments are redeemable daily and have a one-day notice period. There were no separate accounts with redemption restrictions or unfunded commitments as of December 31, 2012 and 2011.

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

The preceding methods 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 fair value of certain financial instruments could result in different fair value measurements at the reporting date.

The Plan's management reaffirms its understanding of the valuation techniques used by its pricing services at least annually.

There were no changes to the valuation techniques used during the years ended December 31, 2012 and 2011.

**THE DENVER POST - DENVER NEWSPAPER GUILD NEWSROOM
EMPLOYEES' PENSION PLAN**

Notes to Financial Statements

Note 3 - Fair Value Accounting (continued)

Quantitative Information About Significant Unobservable Inputs Used in Level 3 Fair Value Measurements

The following table represents the Plan's Level 3 financial instrument, the valuation technique used to measure the fair value of the financial instrument, the significant unobservable inputs, and the range of values for those inputs:

<u>Assets (at Fair Value)</u>	<u>Fair Value at December 31, 2012</u>	<u>Valuation Techniques</u>	<u>Unobservable Inputs</u>	<u>Range of Inputs</u>
Prudential Property Investment Separate Account	\$ 1,551,471	Discounted cash flow	Exit capitalization rate and discount rate	4.75% - 22.00%

Level 3 Changes

The following is a reconciliation of the beginning and ending balance for assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) during the year ended December 31, 2012:

	<u>Real Estate Fund</u>
Investment balance, December 31, 2010	\$ -
Transfer in	<u>740,000</u>
Investment balance, December 31, 2011	740,000
Gains (realized/unrealized)	115,144
Purchases, issuances, and settlements, net	710,000
Expenses	<u>(13,673)</u>
Ending balance, December 31, 2012	<u>\$ 1,551,471</u>

Note 4 - Income Taxes

The IRS has determined and informed the Plan, in a letter dated February 11, 2011, that the Plan is qualified and the trust established under the Plan is tax-exempt under the appropriate sections of the Internal Revenue Code ("IRC"). The Plan has been amended since receiving the determination letter; however, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the accompanying financial statements.

**THE DENVER POST - DENVER NEWSPAPER GUILD NEWSROOM
EMPLOYEES' PENSION PLAN**

Notes to Financial Statements

Note 4 - Income Taxes (continued)

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that, as of December 31, 2012 and 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

Note 5 - Administration of the Plan

The Company provides, at no cost to the Plan, certain administrative, accounting, and legal services to the Plan and also pays the cost of certain outside services for the Plan.

Note 6 - Party-in-Interest Transactions

Plan investments include pooled separate accounts managed by Prudential Retirement. Prudential Retirement is the trustee, as defined by the Plan; therefore, these transactions qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules.

Note 7 - Accumulated Plan Benefits

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

Accumulated plan benefits are those estimated future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to services rendered by the employees to the valuation date. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries and (b) present employees or their beneficiaries. Benefits for retired or terminated employees or their beneficiaries and present employees or their beneficiaries are based on varying pension benefit formulas as outlined in the Plan. Benefits payable under all circumstances (retirement, death, disability, or termination of employment) are included to the extent they are deemed attributable to employee service rendered to the valuation date. The actuarial valuation was performed as of January 1, 2012 and 2011. Had the valuation been performed as of December 31, 2011 and 2010, there would be no material difference.

**THE DENVER POST - DENVER NEWSPAPER GUILD NEWSROOM
EMPLOYEES' PENSION PLAN**

Notes to Financial Statements

Note 7 - Accumulated Plan Benefits (continued)

The following table sets forth the accumulated plan benefits:

	<u>January 1,</u>	
	<u>2012</u>	<u>2011</u>
Actuarial present value of accumulated plan benefits		
Vested benefits		
Participants currently receiving benefits	\$ 15,689,190	\$ 13,896,448
Other participants	<u>12,940,761</u>	<u>14,311,469</u>
Total vested benefits	28,629,951	28,207,917
Non-vested benefits	<u>566,159</u>	<u>589,951</u>
Total actuarial present value of accumulated plan benefits	<u>\$ 29,196,110</u>	<u>\$ 28,797,868</u>

The change in present value of accumulated plan benefits was as follows:

Actuarial present value of accumulated plan benefits as of January 1, 2011	\$ 28,797,868
Increase (decrease) during the year attributable to:	
Interest accumulation	2,091,892
Assumption changes (1)	53,265
Other changes (2)	98,392
Benefit payments	<u>(1,845,307)</u>
Actuarial present value of accumulated plan benefits as of January 1, 2012	<u>\$ 29,196,110</u>

- (1) Changes in actuarial assumptions relate to changes in the mortality rate assumptions.
- (2) Other changes represent the normal operation of the Plan, consisting primarily of the increase due to ongoing benefit accruals and those items of Plan experience that are not associated with Plan asset performance.

**THE DENVER POST - DENVER NEWSPAPER GUILD NEWSROOM
EMPLOYEES' PENSION PLAN**

Notes to Financial Statements

Note 7 - Accumulated Plan Benefits (continued)

The significant actuarial assumptions used by Hewitt in its January 1, 2012 and 2011 calculations are as follows:

Assumed rate of return on investments	7.5% (2012 and 2011)
Probability of retirement	5% at age 55, 2% at ages 56-61, 25% at age 62, 10% at ages 63-64, and 100% at age 65 (2012 and 2011)
Mortality basis	2012 Static Mortality Table for Annuitants and Non-Annuitants (2012) and 2011 Static Mortality Table for Annuitants and Non-Annuitants (2011)
Turnover	Based upon industry studies, which are not inconsistent with employer experience (2012 and 2011)
Actuarial cost method	Standard Unit Credit Cost Method (2012 and 2011)
Compensation increase	2.0% (2012) and 3.25% (2011)

The effective interest rate assumption changed to 7.02% as of January 1, 2012 from 6.28% as of January 1, 2011.

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

Note 8 - Reconciliation to Form 5500

Amounts on the financial statements may differ from amounts shown on the Plan's Form 5500 as of December 31, 2012 and December 31, 2011. These differences are due to the fact that the financial statements for the year ended December 31, 2012 and December 31, 2011 have been prepared on a GAAP basis and the Form 5500 has been prepared on a cash basis. As such, the financial statements include receivables and payables not included in the Plan's Form 5500.

Note 9 - Subsequent Events

The Plan has evaluated subsequent events through the auditors' report date, which is the date the financial statements were available for issuance. There were no material subsequent events that required recognition or disclosure in the financial statements.

SUPPLEMENTAL SCHEDULES

**THE DENVER POST - DENVER NEWSPAPER GUILD NEWSROOM
EMPLOYEES' PENSION PLAN**

**Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)
As of December 31, 2012**

Employer Identification Number - 84-1551911

Plan Number - 009

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
	Pooled separate accounts			
*	Prudential Retirement Insurance and Annuity Company	International Blend/Thornburg	\$ 4,979,061	\$ 4,879,619
*	Prudential Retirement Insurance and Annuity Company	Core Plus Bond/PIMCO	3,261,499	3,776,519
*	Prudential Retirement Insurance and Annuity Company	Core Bond/PIM	3,341,982	3,759,266
*	Prudential Retirement Insurance and Annuity Company	Large Capital Value/LSV Asset Management	1,917,626	2,524,691
*	Prudential Retirement Insurance and Annuity Company	Large Capital Value/Wellington	1,937,199	2,452,350
*	Prudential Retirement Insurance and Annuity Company	Large Capital Growth/Goldman Sachs	1,793,942	2,427,604
*	Prudential Retirement Insurance and Annuity Company	Growth Stock/T. Rowe Price	2,070,017	2,417,202
*	Prudential Retirement Insurance and Annuity Company	Prudential Property Investment Separate Account	1,505,508	1,551,471
*	Prudential Retirement Insurance and Annuity Company	Small Capital Value/TS&W	1,014,970	1,370,305
*	Prudential Retirement Insurance and Annuity Company	Small Capital Growth/TimesSquare	712,176	1,305,674
*	Prudential Retirement Insurance and Annuity Company	Mid Capital Value/Wellington	554,751	907,043
*	Prudential Retirement Insurance and Annuity Company	Mid Capital Growth/Artisan Partner	458,273	875,632
*	Prudential Retirement Insurance and Annuity Company	Short-Term Fund	<u>455,250</u>	<u>455,251</u>
			<u>\$ 24,002,254</u>	<u>\$ 28,702,627</u>

* Party-in-interest

**THE DENVER POST - DENVER NEWSPAPER GUILD NEWSROOM
EMPLOYEES' PENSION PLAN**

**Schedule H, Part IV, Line 4j - Schedule of Reportable Transactions
For the Year Ended December 31, 2012**

Employer Identification Number - 84-1551911
Plan Number - 009

<u>(a) Identity of Party Involved</u>	<u>(b) Description of Asset</u>	<u>(c) Purchase Price</u>	<u>(d) Selling Price</u>	<u>(g) Cost of Asset/Book Value</u>	<u>(h) Current Value of Asset on Transaction Date</u>	<u>(i) Realized Gains (Losses)</u>
Category (iii) - A series of transactions that exceed 5% of total assets as of the beginning of the Plan year:						
Prudential Retirement Insurance and Annuity Company	Short-Term Fund	\$ 2,181,083	\$ -	\$ 2,181,083	\$ 2,181,083	\$ -
		\$ -	\$ 2,256,112	\$ 2,256,122	\$ 2,256,112	\$ (10)

There were no category (i), (ii), or (iv) reportable transactions for the year ended December 31, 2012.

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

**THE DENVER POST - DENVER NEWSPAPER GUILD NEWSROOM
EMPLOYEES' PENSION PLAN**

**Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)
As of December 31, 2012**

Employer Identification Number - 84-1551911

Plan Number - 009

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
	Pooled separate accounts			
*	Prudential Retirement Insurance and Annuity Company	International Blend/Thornburg	\$ 4,979,061	\$ 4,879,619
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*	Prudential Retirement Insurance and Annuity Company	Growth Stock/T. Rowe Price	2,070,017	2,417,202
*	Prudential Retirement Insurance and Annuity Company	Prudential Property Investment Separate Account	1,505,508	1,551,471
*	Prudential Retirement Insurance and Annuity Company	Small Capital Value/TS&W	1,014,970	1,370,305
*	Prudential Retirement Insurance and Annuity Company	Small Capital Growth/TimesSquare	712,176	1,305,674
*	Prudential Retirement Insurance and Annuity Company	Mid Capital Value/Wellington	554,751	907,043
*	Prudential Retirement Insurance and Annuity Company	Mid Capital Growth/Artisan Partner	458,273	875,632
*	Prudential Retirement Insurance and Annuity Company	Short-Term Fund	<u>455,250</u>	<u>455,251</u>
			<u>\$ 24,002,254</u>	<u>\$ 28,702,627</u>

* Party-in-interest

**THE DENVER POST - DENVER NEWSPAPER GUILD NEWSROOM
EMPLOYEES' PENSION PLAN**

**Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)
As of December 31, 2012**

Employer Identification Number - 84-1551911

Plan Number - 009

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
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* Party-in-interest