

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2012</div> This Form is Open to Public Inspection
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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>MEDIANEWS GROUP DEFINED BENEFIT PLAN FOR CERTAIN EMPLOYEES</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>002</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1958</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>01/01/1958</u>	
1b Three-digit plan number (PN) ▶	<u>002</u>				
1c Effective date of plan <u>01/01/1958</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>MEDIANEWS GROUP, INC.</u> <u>101 W. COLFAX AVENUE, SUITE 1100</u> <u>DENVER, CO 80202</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>76-0425553</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>303-954-6446</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>511110</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>76-0425553</u>	2c Sponsor's telephone number <u>303-954-6446</u>	2d Business code (see instructions) <u>511110</u>	
2b Employer Identification Number (EIN) <u>76-0425553</u>					
2c Sponsor's telephone number <u>303-954-6446</u>					
2d Business code (see instructions) <u>511110</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	<u>10/12/2013</u> Date	<u>MISSY MILLER</u> 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		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 2204
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	241
b Retired or separated participants receiving benefits.....	6b	724
c Other retired or separated participants entitled to future benefits.....	6c	1108
d Subtotal. Add lines 6a , 6b , and 6c	6d	2073
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	103
f Total. Add lines 6d and 6e	6f	2176
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A 1G 1I		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan 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) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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 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 MEDIANEWS GROUP DEFINED BENEFIT PLAN FOR CERTAIN EMPLOYEES	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 MEDIANEWS GROUP, INC.	D Employer Identification Number (EIN) 76-0425553

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

AETNA LIFE INSURANCE COMPANY

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

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	

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(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** 909611**5** Current value of plan's interest under this contract in separate accounts at year end **5****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 **6d**

Specify nature of costs ▶

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** 928630**c** Additions: (1) Contributions deposited during the year **7c(1)**(2) Dividends and credits **7c(2)**(3) Interest credited during the year **7c(3)** 51704(4) Transferred from separate account **7c(4)**(5) Other (specify below) **7c(5)**(6) Total additions **7c(6)** 51704**d** Total of balance and additions (add lines **7b** and **7c(6)**) **7d** 980334**e** Deductions:(1) Disbursed from fund to pay benefits or purchase annuities during year **7e(1)** 54733(2) Administration charge made by carrier **7e(2)** 15525(3) Transferred to separate account **7e(3)**(4) Other (specify below) **7e(4)** 465

▶ PRIOR PERIOD INTEREST RATE CHANGES

(5) Total deductions **7e(5)** 70723**f** Balance at the end of the current year (subtract line **7e(5)** from line **7d**) **7f** 909611

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

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

THE 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
<u>22-1211670</u>	<u>68241</u>	<u>030253</u>		<u>01/01/2012</u>	<u>12/31/2012</u>

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

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	

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

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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

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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	3207198

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>MEDIANEWS GROUP DEFINED BENEFIT PLAN FOR CERTAIN EMPLOYEES</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>MEDIANEWS GROUP, INC.</u>	D Employer Identification Number (EIN) <u>76-0425553</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>49531830</u>
b	Actuarial value 2b <u>50853570</u>
3	Funding target/participant count breakdown:
a	For retired participants and beneficiaries receiving payment 3a <u>796</u> <u>36009360</u>
b	For terminated vested participants 3b <u>1142</u> <u>19356856</u>
c	For active participants:
(1)	Non-vested benefits 3c(1) <u>387702</u>
(2)	Vested benefits 3c(2) <u>7545233</u>
(3)	Total active 3c(3) <u>266</u> <u>7932935</u>
d	Total 3d <u>2204</u> <u>63299151</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 <u>63049602</u>
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 <u>64297347</u>
5	Effective interest rate 5 <u>6.95 %</u>
6	Target normal cost 6 <u>904867</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>0.78%</u>		
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		10518
b	Interest on (a) using prior year's effective interest rate of <u>6.22%</u> except as otherwise provided (see instructions)		654
c	Total available at beginning of current plan year to add to prefunding balance		11172
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	80.65 %
15	Adjusted funding target attainment percentage	15	69.11 %
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	67.60 %
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
04/13/2012	1100000				
07/12/2012	1100000				
10/11/2012	600000				
01/14/2013	600000				
03/28/2013	100000				
			Totals ►	18(b)	3500000 18(c)

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	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	3362333
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
0	0	0
(4) 4th		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	904867	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	12445581	2448506	
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	3353373	
	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	3353373	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	3362333	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	8960	
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 <u>MEDIANEWS GROUP DEFINED BENEFIT PLAN FOR CERTAIN EMPLOYEES</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MEDIANEWS GROUP, INC.</u>	D Employer Identification Number (EIN) <u>76-0425553</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

(b) Enter name and EIN or address of person who provided you disclosure 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

(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)

FULBRIGHT AND JAWORSKI, LLP

74-1201087

(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 50	NONE	29155	Yes ☐ No ☒	Yes ☐ No ☐	0	Yes ☐ No ☒

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

PRUDENTIAL INSURANCE COMPANY

22-1211670

(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?
51 50 27 28	NONE	32774	Yes ☒ No ☐	Yes ☒ No ☐	0	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 50	NONE	17790	Yes ☐ No ☒	Yes ☐ No ☐	0	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)

FIDELITY INVESTMENTS

04-2507163

(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?
15 50	NONE	169486	Yes ☐ No ☒	Yes ☐ No ☐	0	Yes ☐ No ☒

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

NORTHERN TRUST

50 SOUTH LA SALLE STREET
CHICAGO, IL 60603

(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?
27 28 50	NONE	301620	Yes ☐ No ☒	Yes ☐ No ☐	0	Yes ☐ No ☒

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

HEWITT ASSOCIATES, LLC

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 13 15 50	NONE	61366	Yes ☐ No ☒	Yes ☐ No ☐	0	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)

AETNA LIFE INS - LG CASE PENSIONS

151 FARMINGTON AVE
HARTFORD, CT 06156

(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 50 27 51	NONE	14342	Yes ☐ No ☒	Yes ☐ No ☐	0	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 ☐

(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
(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
(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
(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
(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
(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: ACCOUNTANT/AUDITOR	
d Address: 7979 E. TUFTS AVE. SUITE 400 DENVER, CO 80237	e Telephone:

Explanation: EFFECTIVE 1/1/13, THE PLAN'S ACCOUNTING FIRM (FORMERLY EHRHARDT KEEFE STEINER & HOTTMAN PC, 84-0869721) CHANGED THEIR NAME (NOW EKS&H LLLP), EIN 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>MEDIANEWS GROUP DEFINED BENEFIT PLAN FOR CERTAIN EMPLOYEES</u>	B Three-digit plan number (PN) ► <u>002</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>MEDIANEWS GROUP, INC.</u>	D Employer Identification Number (EIN) <u>76-0425553</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)
---------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PRISA</u>		
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL INSURANCE CO</u>		
c EIN-PN <u>22-1211670-038</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>3207198</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>NTCC COLTV FDS EMP BNFTS-LRG CAP</u>		
b Name of sponsor of entity listed in (a): <u>NORTHERN TRUST COMPANY OF CONNECTICUT</u>		
c EIN-PN <u>06-6275604-170</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>19659333</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>NTGI-GM COLTV DLY AGG BD ISX FD-NL</u>		
b Name of sponsor of entity listed in (a): <u>NORTHERN TRUST GLOBAL INVESTMENTS</u>		
c EIN-PN <u>45-6138589-088</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>10177945</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>NTCC COLTV FDS EMP BENEFITS-INTL EQ</u>		
b Name of sponsor of entity listed in (a): <u>NORTHERN TRUST COMPANY OF CONNECTICUT</u>		
c EIN-PN <u>06-6275604-144</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>6873031</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>NTCC COLTV FDS EMP BNFTS-MID CAP</u>		
b Name of sponsor of entity listed in (a): <u>NORTHERN TRUST COMPANY OF CONNECTICUT</u>		
c EIN-PN <u>06-6275604-144</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>4671529</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>NTCC COLTV FDS EMP BNFTS-EMRGNG MKT</u>		
b Name of sponsor of entity listed in (a): <u>NORTHERN TRUST COMPANY OF CONNECTICUT</u>		
c EIN-PN <u>06-6275604-012</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>2337409</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>NTCC COLTV FDS EMP BNFTS-SML CAP</u>		
b Name of sponsor of entity listed in (a): <u>NORTHERN TRUST COMPANY OF CONNECTICUT</u>		
c EIN-PN <u>06-6275604-201</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>2378256</u>

a Name of MTIA, CCT, PSA, or 103-12 IE: NTGI-COLTV SHORT TERM INT FD

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

c EIN-PN 45-6138589-084	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 95087
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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)
-----------------	----------------------	---

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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.	OMB No. 1210-0110 <div style="font-size: 24pt; font-weight: bold;">2012</div> This Form is Open to Public Inspection
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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>MEDIANEWS GROUP DEFINED BENEFIT PLAN FOR CERTAIN EMPLOYEES</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MEDIANEWS GROUP, INC.</u>	D Employer Identification Number (EIN) <u>76-0425553</u>	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	2460000	700000
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	479210	453735
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	61402	
(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)	40323578	46192590
(10) Value of interest in pooled separate accounts.....	1c(10)	3048205	3207198
(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)	928630	909611
(15) Other	1c(15)	2561229	2606618

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	49862254	54069752

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	259366	72232
i Acquisition indebtedness	1i		
j Other liabilities	1j	4629	3725
k Total liabilities (add all amounts in lines 1g through 1j)	1k	263995	75957

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	49598259	53993795
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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)	3500000	
(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)		3500000
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)	361780	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		361780
(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)		
(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)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	110962	
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		110962

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		5564958
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		134830
(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		5263
d Total income. Add all income amounts in column (b) and enter total.....	2d		9677793

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	4371318	
(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)		4371318
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)	46950	
(2) Contract administrator fees	2i(2)	224586	
(3) Investment advisory and management fees	2i(3)	348736	
(4) Other	2i(4)	290667	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		910939
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		5282257

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		4395536
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: 46-1497033

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.).....			
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.			

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>36-3046063</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>4</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
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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
--	-----------------------------------	-----------------------------------	-------------------------------	--

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

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

Schedule R (Form 5500) 2012
v. 120126

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: 67.3% Investment-Grade Debt: 20.1% High-Yield Debt: _____% Real Estate: 10.9% Other: 1.7%

- 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): OPTION ADJUSTED DURATION

MEDIANEWS GROUP DEFINED BENEFIT PLAN FOR CERTAIN EMPLOYEES

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



MEDIANEWS GROUP DEFINED BENEFIT PLAN FOR CERTAIN EMPLOYEES

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INDEPENDENT AUDITORS' REPORT

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

REPORT ON FINANCIAL STATEMENTS

We were engaged to audit the accompanying financial statements of MediaNews Group Defined Benefit Plan for Certain Employees (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 Northern Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. 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 schedule as of December 31, 2012, which is the responsibility of Plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements, but is 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 this supplemental schedule.

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 schedule, 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 LLLP
EKS&H LLLP

October 9, 2013
Denver, Colorado

MEDIANEWS GROUP DEFINED BENEFIT PLAN FOR CERTAIN EMPLOYEES

Statements of Net Assets Available for Benefits

	December 31,	
	2012	2011
Assets		
Investments, at fair value		
Guaranteed annuity contract	\$ 909,611	\$ 928,630
Common/collective trust funds	46,192,590	40,384,980
Pooled separate account	3,207,198	3,048,205
Real estate fund	<u>2,606,618</u>	<u>2,561,229</u>
Total investments, at fair value	<u>52,916,017</u>	<u>46,923,044</u>
Receivables		
Employer contributions	700,000	2,460,000
Other receivables	<u>453,735</u>	<u>479,210</u>
Total receivables	<u>1,153,735</u>	<u>2,939,210</u>
Total assets	<u>54,069,752</u>	<u>49,862,254</u>
Liabilities and Net Assets		
Accrued expenses	72,232	259,366
Accounts payable	<u>3,725</u>	<u>4,629</u>
Total liabilities	<u>75,957</u>	<u>263,995</u>
Net assets available for benefits	<u>\$ 53,993,795</u>	<u>\$ 49,598,259</u>

See notes to financial statements.

MEDIANEWS GROUP DEFINED BENEFIT PLAN FOR CERTAIN EMPLOYEES

Statements of Changes in Net Assets Available for Benefits

	For the Years Ended December 31,	
	<u>2012</u>	<u>2011</u>
Investment income (loss)		
Net appreciation (depreciation) in fair value of investments	\$ 5,810,750	\$ (457,958)
Interest and dividends	<u>361,780</u>	<u>393,096</u>
Total investment income (loss)	<u>6,172,530</u>	<u>(64,862)</u>
Employer contributions	<u>3,500,000</u>	<u>5,160,000</u>
Deductions		
Benefits paid to participants	4,371,318	4,320,845
Administrative fees	<u>910,939</u>	<u>996,141</u>
Total deductions	<u>5,282,257</u>	<u>5,316,986</u>
Other receipts	<u>5,263</u>	<u>-</u>
Net increase (decrease)	4,395,536	(221,848)
Net assets available for benefits		
Beginning of year	<u>49,598,259</u>	<u>49,820,107</u>
End of year	<u>\$ 53,993,795</u>	<u>\$ 49,598,259</u>

See notes to financial statements.

MEDIANEWS GROUP DEFINED BENEFIT PLAN FOR CERTAIN EMPLOYEES

Notes to Financial Statements

Note 1 - Description of the Plan and Significant Accounting Policies

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

General

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

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

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

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

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

Effective May 31, 2012, the Company froze the active Machinists portion of the Plan, prohibiting additional Machinist employees from becoming participants and ceasing all benefit accruals under the Plan.

Effective July 31, 2012, the Company froze the active Pressmen portion of the Plan, prohibiting additional Pressmen employees from becoming participants and ceasing all benefit accruals under the Plan.

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

MEDIANEWS GROUP DEFINED BENEFIT PLAN FOR CERTAIN EMPLOYEES

Notes to Financial Statements

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

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 \$3,500,000 and \$5,160,000 were made to the Plan for the years ended December 31, 2012 and 2011, respectively.

Vesting and Payment of Benefits

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

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

Benefit payments to participants are recorded when paid.

Plan Termination

Although the Company has not expressed any intention to do so, 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.

Valuation of Investments and Income Recognition

Investments are stated 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 participants at the measurement date. See Note 3 for fair value measurements.

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

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

MEDIANEWS GROUP DEFINED BENEFIT PLAN FOR CERTAIN EMPLOYEES

Notes to Financial Statements

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

Guaranteed Annuity Contract

The Aetna Life Insurance Company Guaranteed Annuity Contract is a benefit-responsive group annuity contract issued by Aetna Life Insurance Company with a fixed rate of interest. It is not a portfolio of contracts whose yields are based on changes in fair value of underlying assets as would be found in a stable value fund. As a result, the average yield earned by the Plan is the yield earned (i.e., interest credited) on the group annuity contract.

The guaranteed interest contracts ("investment contracts") held by a defined benefit plan are required to be reported at fair value. However, contract value is a relevant measurement attribute for that portion of the net assets available for benefits of a defined benefit plan attributable to fully benefit-responsive investment contracts, as the contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in a fixed income guaranteed annuity contract. As required by generally accepted accounting principles, the statements of net assets available for benefits present the fair value of the fund, with an adjustment of the fund from fair value to contract value as of December 31, 2012 and 2011. For the years ended December 31, 2012 and 2011, the contract value approximated fair value and an adjustment of the fully benefit-responsive investment contracts was not required from contract value to fair value.

Contract value is the aggregation of contributions, plus interest, less withdrawals, if any. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at book value. The average yield was approximately 5.68% and 5.95% for 2012 and 2011, respectively. The crediting interest rate was 5.75% and 6.07% at December 31, 2012 and 2011, respectively, and is based on a formula agreed upon with the issuer.

Use of Estimates

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

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' account balances and the amounts reported in the statements of net assets available for benefits.

MEDIANEWS GROUP DEFINED BENEFIT PLAN FOR CERTAIN EMPLOYEES

Notes to Financial Statements

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

Risks and Uncertainties (continued)

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

Subsequent Events

The Plan has evaluated subsequent events through the auditors' report date, which is the date the financial statements were available for issuance. During August 2013, the Company began to transfer all investments in the Plan to Prudential Bank & Trust, F.S.B. There were no other material subsequent events that required recognition or disclosure in the financial statements.

Note 2 - Investments

Northern Trust 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 supplemental schedule, are complete and accurate.

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

MEDIANEWS GROUP DEFINED BENEFIT PLAN FOR CERTAIN EMPLOYEES

Notes to Financial Statements

Note 2 - Investments (continued)

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

	December 31,	
	2012	2011
Northern Trust Large Capital Fund	\$ 19,659,333	\$ 16,376,849
Mutual Fund Bank Northern Trust Collective Aggregate Bond Index Fund	\$ 10,177,945	\$ 8,862,111
Northern Trust International Equity Fund	\$ 6,873,031	\$ 6,578,354
Northern Trust Mid Capital Fund	\$ 4,671,529	\$ 5,005,898
Prudential PRISA Real Estate Fund	\$ 3,207,198	\$ 3,048,205
RREEF America REIT II	\$ 2,606,618	* \$ 2,561,229

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

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

	December 31,	
	2012	2011
Guaranteed annuity contract	\$ -	\$ 2,058
Common/collective trust funds	5,564,958	(927,617)
Pooled separate account	134,830	380,374
Real estate fund	<u>110,962</u>	<u>87,227</u>
	<u>\$ 5,810,750</u>	<u>\$ (457,958)</u>

Note 3 - Fair Value Accounting

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

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

MEDIANEWS GROUP DEFINED BENEFIT PLAN FOR CERTAIN EMPLOYEES

Notes to Financial Statements

Note 3 - Fair Value Accounting (continued)

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

The following tables set forth by level, within the fair value hierarchy, the Plan's investment assets at fair value 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
Common/collective trust funds				
Large-capital funds (a)	\$ -	\$ 19,659,333	\$ -	\$ 19,659,333
Fixed income funds (b)	-	10,177,945	-	10,177,945
International funds (c)	-	6,873,031	-	6,873,031
Mid-capital funds (d)	-	4,671,529	-	4,671,529
Emerging market funds (e)	-	2,337,409	-	2,337,409
Small-capital funds (f)	-	2,378,256	-	2,378,256
Cash equivalents (g)	-	95,087	-	95,087
Total common/collective trust funds	-	46,192,590	-	46,192,590
Pooled separate account	-	-	3,207,198	3,207,198
Real estate fund	-	-	2,606,618	2,606,618
Guaranteed annuity contract	-	-	909,611	909,611
Total	<u>\$ -</u>	<u>\$ 46,192,590</u>	<u>\$ 6,723,427</u>	<u>\$ 52,916,017</u>

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

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

MEDIANEWS GROUP DEFINED BENEFIT PLAN FOR CERTAIN EMPLOYEES

Notes to Financial Statements

Note 3 - Fair Value Accounting (continued)

- (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 in non-U.S. markets directly or through funds.
- (d) Mid-capital funds seek to provide long-term total returns while managing portfolio risk.
- (e) Emerging market funds seek to invest in international markets in nations in the process of rapid growth and industrialization.
- (f) Small-capital funds seek to provide long-term capital appreciation and income by investing primarily in small-capitalization companies that pay regular income and dividends and are undervalued in the opinion of the sub-adviser.
- (g) Cash equivalents seek to maximize current income on cash reserves to the extent consistent with principal preservation and maintenance of liquidity.

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

The guaranteed annuity contract is presented at fair value. The fair value of the Plan's interest in a guaranteed annuity contract is based upon the fair value of the fund's underlying managed group annuity contract as reported by the insurance company issuer of the contract. Contract value represents contributions and reinvested income, less any withdrawals, plus accrued interest, because these investments have fully benefit-responsive features. As of December 31, 2012 and 2011, there were no reserves against contract values for credit risk of contract issuers or otherwise.

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

MEDIANEWS GROUP DEFINED BENEFIT PLAN FOR CERTAIN EMPLOYEES

Notes to Financial Statements

Note 3 - Fair Value Accounting (continued)

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

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.

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

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

MEDIANEWS GROUP DEFINED BENEFIT PLAN FOR CERTAIN EMPLOYEES

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 PRISA Real Estate Fund	\$ 3,207,198	Discounted cash flow	Exit capitalization rate and discount rate	4.75% - 22.00%
RREEF America REIT II	\$ 2,606,618	Assumed proceeds at discontinuation	Composite crediting rate	3.00% - 35.00%
Aetna Life Insurance Company	\$ 909,611	Cost approach	Composite crediting rate	5.75% - 6.07%

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 years ended December 31, 2012 and 2011:

	<u>Pooled Separate Account</u>	<u>Real Estate Fund</u>	<u>Guaranteed Annuity Contract</u>
Investment balance, December 31, 2010	\$ 2,671,560	\$ 2,428,502	\$ 949,342
Gains (realized and unrealized)	380,374	87,227	2,058
Purchases, issuances, and settlements, net	<u>(3,729)</u>	<u>45,500</u>	<u>(22,770)</u>
Balance as of December 31, 2011	3,048,205	2,561,229	928,630
Gains (realized and unrealized)	134,830	110,962	-
Purchases, issuances, and settlements, net	<u>24,163</u>	<u>(65,573)</u>	<u>(19,019)</u>
Ending balance, December 31, 2012	<u>\$ 3,207,198</u>	<u>\$ 2,606,618</u>	<u>\$ 909,611</u>

MEDIANEWS GROUP DEFINED BENEFIT PLAN FOR CERTAIN EMPLOYEES

Notes to Financial Statements

Note 4 - Income Taxes

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

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

Note 6 - Party-in-Interest Transactions

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

Note 7 - Accumulated Plan Benefits

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

MEDIANEWS GROUP DEFINED BENEFIT PLAN FOR CERTAIN EMPLOYEES

Notes to Financial Statements

Note 7 - Accumulated Plan Benefits (continued)

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

The following table sets forth the accumulated plan benefits:

	January 1,	
	2012	2011
Actuarial present value of accumulated plan benefits		
Vested benefits		
Participants currently receiving payments	\$ 34,288,161	\$ 33,020,203
Vested benefits for other participants	<u>25,315,063</u>	<u>27,644,390</u>
Total vested benefits	59,603,224	60,664,593
Non-vested benefits	<u>346,327</u>	<u>409,223</u>
	<u>\$ 59,949,551</u>	<u>\$ 61,073,816</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	\$ 61,073,816
Increase (decrease) during the year attributable to:	
Interest accumulation	4,421,419
Assumption changes (1)	113,300
Benefit payments	(4,320,845)
Other changes (2)	<u>(1,338,139)</u>
Actuarial present value of accumulated plan benefits as of January 1, 2012	<u>\$ 59,949,551</u>

- (1) Changes in actuarial assumptions relate to changes in mortality assumption as noted in the following table.
- (2) Other changes represent the normal operations of the Plan consisting primarily of the increase due to ongoing benefit accruals, if any, and those items of Plan experience that are not associated with Plan asset performance.

MEDIANEWS GROUP DEFINED BENEFIT PLAN FOR CERTAIN EMPLOYEES

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 56-59, 15% at age 60, 5% at age 61, 33% at age 62, 10% at ages 63-64, 90% at age 65, 25% at ages 66-69, and 100% at ages 70+ (2012 and 2011)
Mortality basis	2012 Static Mortality Table for Annuitants and Non-Annuitants per Section 1.430(h)(3)-1(e) (2012) and 2011 Static Mortality Table for Annuitants and Non-Annuitants per Section 1.430(h)(3)-1(e) (2011)
Actuarial cost method	Standard Unit Credit Cost Method (2012 and 2011)

The effective interest rate assumption changed to 6.95% as of January 1, 2012 from 6.22% 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.

SUPPLEMENTAL SCHEDULE

MEDIANEWS GROUP DEFINED BENEFIT PLAN FOR CERTAIN EMPLOYEES

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

Employer Identification Number - 76-0425553

Plan Number - 002

(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
	Common/collective trust funds			
*	Northern Trust Company	Large Capital Fund	\$ 17,688,044	\$ 19,659,333
*	Northern Trust Company	Mutual Fund Bank Northern Trust Collective Aggregate Bond Index Fund	9,291,285	10,177,945
*	Northern Trust Company	International Equity Fund	6,488,732	6,873,031
*	Northern Trust Company	Mid Capital Fund	4,168,660	4,671,529
*	Northern Trust Company	Emerging Markets Fund	2,037,665	2,337,409
*	Northern Trust Company	Small Capital Fund	2,162,729	2,378,256
*	Northern Trust Company	COLTV Short-Term Investment Fund	<u>95,087</u>	<u>95,087</u>
		Total common/collective trust funds	41,932,202	46,192,590
	Pooled separate account			
	Prudential Financial Group	PRISA Real Estate Fund	3,652,075	3,207,198
	Real estate fund			
	RREEF America REIT II Inc.	RREEF America REIT II	3,475,091	2,606,618
	Guaranteed annuity contract			
	Aetna Life Insurance Company	Guaranteed Annuity Contract	<u>909,611</u>	<u>909,611</u>
	Total investments		<u>\$ 49,968,979</u>	<u>\$ 52,916,017</u>

* Indicates a party-in-interest to the Plan

Schedule SB Attachment (Form 5500)—2012 Plan Year
MediaNews Group Defined Benefit Plan for Certain Employees
EIN: 76-0425553 PN: 002

Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 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		1	1							
25-29			4							
30-34			4	3						
35-39		1		1	3	1				
40-44			4	2	9	2	3			
45-49			21	8	6	13	4	1		
50-54			19	9	13	9	9	7	2	
55-59			14	3	5	11	6	4	7	1
60-64			9	1	2	5	3	4	6	8
65-69			3	1	1	3		1		4
70+			1							3

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Includes 1 active transfer.

Schedule SB Attachment (Form 5500)—2012 Plan Year
MediaNews Group Defined Benefit Plan for Certain Employees
EIN: 76-0425553 PN: 002

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

Interest Rates for Minimum Funding 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 and Benefit Limitation 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%
Optional Payment Form Election Percentage	
All Groups Except Former St. Paul Mechanical Plan	55% Life Annuity 10% Joint and 100% Survivor Annuity 30% Joint and 50% Survivor Annuity 5% 10-Year Certain and Life Annuity
Former St. Paul Mechanical Plan	75% Life Annuity 25% Joint and 50% Survivor Annuity
Optional Payment Form Conversion Interest Rate	<ul style="list-style-type: none"> Daily News: 7.50% NENI: Tabular factors used ¹ Lowell: 8.00% St. Paul Mechanical: 7.50%

¹ Factors for participant ages 65, with a spouse the same age are:

	NENI
100% J & S	0.80
50% J & S	0.88
10-Year C&L	0.90

Schedule SB Attachment (Form 5500)—2012 Plan Year
MediaNews Group Defined Benefit Plan for Certain Employees
EIN: 76-0425553 PN: 002

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

Optional Payment Form	<ul style="list-style-type: none"> ▪ Daily News: UP-84 Mortality Table with no adjustments ▪ NENI: Tabular factors used¹ ▪ Lowell: 1983 Group Annuity Mortality Table (blended 50% male and 50% female) ▪ St. Paul Mechanical: UP-84 Mortality Table with no adjustments
Conversion Mortality	
Retirement age	
Active Participants	See Tables 1-2
Terminated Vested Participants	
— All Groups Except Former St. Paul Mechanical Plan	Age 62
— Former St. Paul Mechanical Plan	Age 65
At-Risk Assumptions	For at-risk calculations, participants who are eligible to retire within the next 10 years are assumed to retire immediately upon eligibility.
Mortality Rates	
Healthy and Disabled	2012 static mortality table for annuitants and non-annuitants per section 1.430(h)(3)-1(e)
Withdrawal Rates	See Tables 3-4
Disability Rates	
All Groups Except Former St. Paul Mechanical Plan	None
Former St. Paul Mechanical Plan	See Table 5
Decrement Timing	Middle of year decrements, with 100% retirement occurring at beginning of year

¹ Factors for participant ages 65, with a spouse the same age are:

	NENI
100% J & S	0.80
50% J & S	0.88
10-Year C&L	0.90

Schedule SB Attachment (Form 5500)—2012 Plan Year
MediaNews Group Defined Benefit Plan for Certain Employees
EIN: 76-0425553 PN: 002

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

Surviving Spouse Benefit

All Groups Except Former St. Paul
Mechanical Plan

It is assumed that 70% of males and 70% of females have an eligible spouse, and that males are three years older than their spouses.

Former St. Paul Mechanical Plan

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

Benefit Limits

Projected benefits are limited by the current IRC section 415 maximum benefit of \$200,000.

Valuation of Plan Assets

Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% nor more than 110% of fair market value.

A characteristic of this method is that the expected distribution of the value of plan assets is skewed toward understatement relative to the corresponding market values for expected long-term rates of return in excess of the third segment rate under IRC section 430(h)(2)(C)(iii).

Expected Return on Assets

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 \$900,000.

Actuarial Method

Standard unit credit cost method

Valuation Date

January 1, 2012

Schedule SB Attachment (Form 5500)—2012 Plan Year
MediaNews Group Defined Benefit Plan for Certain Employees
EIN: 76-0425553 PN: 002

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

Table 1

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

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

Schedule SB Attachment (Form 5500)—2012 Plan Year
MediaNews Group Defined Benefit Plan for Certain Employees
EIN: 76-0425553 PN: 002

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

Table 2

Retirement Rates—Former St. Paul Mechanical Plan¹

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

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

Schedule SB Attachment (Form 5500)—2012 Plan Year
MediaNews Group Defined Benefit Plan for Certain Employees
EIN: 76-0425553 PN: 002

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

Table 3

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

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
MediaNews Group Defined Benefit Plan for Certain Employees
EIN: 76-0425553 PN: 002

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

Table 4

Withdrawal Rates—Former St. Paul Mechanical Plan

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

Schedule SB Attachment (Form 5500)—2012 Plan Year
MediaNews Group Defined Benefit Plan for Certain Employees
EIN: 76-0425553 PN: 002

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

Table 5

Disability Rates—Former St. Paul Mechanical Plan

Age	Male	Female	Age	Male	Female
15	0.1200%	0.1800%	45	0.1975%	0.2965%
16	0.1200%	0.1800%	46	0.2210%	0.3315%
17	0.1200%	0.1800%	47	0.2490%	0.3735%
18	0.1200%	0.1800%	48	0.2805%	0.4210%
19	0.1200%	0.1800%	49	0.3150%	0.4725%
20	0.1200%	0.1800%	50	0.3565%	0.5350%
21	0.1200%	0.1800%	51	0.4050%	0.6075%
22	0.1200%	0.1800%	52	0.4625%	0.6940%
23	0.1200%	0.1800%	53	0.5225%	0.7840%
24	0.1200%	0.1800%	54	0.5925%	0.8890%
25	0.1200%	0.1800%	55	0.6810%	1.0215%
26	0.1200%	0.1800%	56	0.7910%	1.1865%
27	0.1200%	0.1800%	57	0.9295%	1.3945%
28	0.1200%	0.1800%	58	1.1100%	1.6650%
29	0.1200%	0.1800%	59	1.2600%	1.8900%
30	0.1200%	0.1800%	60	1.3800%	2.0700%
31	0.1210%	0.1815%	61	1.4705%	2.2060%
32	0.1220%	0.1830%	62	1.5420%	2.3130%
33	0.1235%	0.1855%	63	1.5980%	2.3970%
34	0.1255%	0.1885%	64	1.6400%	2.4600%
35	0.1275%	0.1915%	65+	0.0000%	0.0000%
36	0.1300%	0.1950%			
37	0.1330%	0.1995%			
38	0.1370%	0.2055%			
39	0.1420%	0.2130%			
40	0.1470%	0.2205%			
41	0.1530%	0.2295%			
42	0.1590%	0.2385%			
43	0.1690%	0.2535%			
44	0.1830%	0.2745%			

Schedule SB Attachment (Form 5500)—2012 Plan Year
MediaNews Group Defined Benefit Plan for Certain Employees
EIN: 76-0425553 PN: 002

Schedule SB, line 4—Additional Information for Plans in At-Risk Status

The at-risk assumption for payment form is Single Life Annuity, the optional payment form that results in the highest present value.

Schedule SB Attachment (Form 5500)—2012 Plan Year
MediaNews Group Defined Benefit Plan for Certain Employees
EIN: 76-0425553 PN: 002

Schedule SB, line 32—Schedule of Amortization Bases

Type Of Base	Present Value of Installments	Valuation Date Established	Remaining Years in Amortization Period	Amortization Amount
Shortfall	\$ 4,070,636	January 1, 2008	3	\$ 1,430,663
Shortfall	\$ 2,507,944	January 1, 2009	4	\$ 678,570
Shortfall ¹	\$ 4,659,506	January 1, 2010	11	\$ 603,499
Shortfall ²	\$ 7,506,927	January 1, 2011	14	\$ 804,942
Shortfall	\$ (6,299,432)	January 1, 2012	7	\$ (1,069,168)

If funding relief had not been elected for the 2010 plan year, the shortfall amortization amount for the base established on January 1, 2010 would have been \$1,018,115.

If funding relief had not been elected for the 2011 plan year, the shortfall amortization amount for the base established on January 1, 2011 would have been \$1,367,711.

There is no installment acceleration amount or carryover of excess installment acceleration amount (from prior plan years) applicable to the 2012 plan year.

**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 MediaNews Group Defined Benefit Plan For Certain Employees		B Three-digit plan number (PN) ► 002
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF MediaNews Group, Inc.		D Employer Identification Number (EIN) 76-0425553
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	49,531,830
b Actuarial value		2b	50,853,570
3 Funding target/participant count breakdown:			
		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment		3a	796
b For terminated vested participants		3b	1,142
c For active participants:			
(1) Non-vested benefits		3c(1)	387,702
(2) Vested benefits		3c(2)	7,545,233
(3) Total active		3c(3)	266
d Total		3d	2,204
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	63,049,602
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	64,297,347
5 Effective interest rate		5	6.95 %
6 Target normal cost		6	904,867

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 JHD</u> Signature of actuary	<u>9-24-2013</u> Date
<u>Scott H. Davis</u> Type or print name of actuary		<u>11-06506</u> Most recent enrollment number
<u>Hewitt Associates LLC</u> Firm name		<u>(952) 886-8000</u> Telephone number (including area code)
<u>5600 W 83rd Street 8200 Tower, Suite 1100 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 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	904,867
b Excess assets, if applicable, but not greater than line 31a		31b	0
32 Amortization installments:		Outstanding Balance Installment	
a Net shortfall amortization installment.....		12,445,581	2,448,506
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	3,353,373
	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	3,353,373	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	3,362,333	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	8,960
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
MediaNews Group Defined Benefit Plan for Certain Employees
EIN: 76-0425553 PN: 002

Schedule SB, line 4—Additional Information for Plans in At-Risk Status

The at-risk assumption for payment form is Single Life Annuity, the optional payment form that results in the highest present value.

Schedule SB Attachment (Form 5500)—2012 Plan Year
MediaNews Group Defined Benefit Plan for Certain Employees
EIN: 76-0425553 PN: 002

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

The AFTAP reflects an election to defer the provisions of the Moving Ahead for Progress in the 21st Century Act until the 2013 plan year solely for purposes of the benefit limitations under Internal Revenue Code Section 436. The interest rates for benefit limitation purposes are based on segment rates with a four-month lookback (as of September 2011) of 2.06%, 5.25%, and 6.32%.

Schedule SB Attachment (Form 5500)—2012 Plan Year
MediaNews Group Defined Benefit Plan for Certain Employees
EIN: 76-0425553 PN: 002

Schedule SB, line 19—Discounted Employer Contributions
Year applied for contributions: 2012

Date	Amount	Interest Rate	Days to Discount to 1/1/2012	Interest Adjusted Contribution
April 13, 2012	\$ 1,100,000	6.95%	103	\$ 1,079,396
July 12, 2012	1,100,000	6.95%	193	1,061,708
October 11, 2012	600,000	6.95%	284	569,519
January 14, 2013	600,000	6.95%	379	559,673
March 28, 2013	<u>100,000</u>	6.95%	452	<u>92,037</u>
Total Contribution	\$ 3,500,000			\$ 3,362,333

Schedule SB Attachment (Form 5500)—2012 Plan Year
MediaNews Group Defined Benefit Plan for Certain Employees
EIN: 76-0425553 PN: 002

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

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

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

Number of Participants for Weighting: 187

Number of Participants for Weighting: 79

Overall Weighted Average: 63.49

Schedule SB Attachment (Form 5500)—2012 Plan Year
MediaNews Group Defined Benefit Plan for Certain Employees
EIN: 76-0425553 PN: 002

Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 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		1	1							
25-29			4							
30-34			4	3						
35-39		1		1	3	1				
40-44			4	2	9	2	3			
45-49			21	8	6	13	4	1		
50-54			19	9	13	9	9	7	2	
55-59			14	3	5	11	6	4	7	1
60-64			9	1	2	5	3	4	6	8
65-69			3	1	1	3		1		4
70+			1							3

N-266

Includes 1 active transfer.

Schedule SB Attachment (Form 5500)—2012 Plan Year
MediaNews Group Defined Benefit Plan for Certain Employees
EIN: 76-0425553 PN: 002

Schedule SB, line 32—Schedule of Amortization Bases

Type Of Base	Present Value of Installments	Valuation Date Established	Remaining Years in Amortization Period	Amortization Amount
Shortfall	\$ 4,070,636	January 1, 2008	3	\$ 1,430,663
Shortfall	\$ 2,507,944	January 1, 2009	4	\$ 678,570
Shortfall ¹	\$ 4,659,506	January 1, 2010	11	\$ 603,499
Shortfall ²	\$ 7,506,927	January 1, 2011	14	\$ 804,942
Shortfall	\$ (6,299,432)	January 1, 2012	7	\$ (1,069,168)

If funding relief had not been elected for the 2010 plan year, the shortfall amortization amount for the base established on January 1, 2010 would have been \$1,018,115.

If funding relief had not been elected for the 2011 plan year, the shortfall amortization amount for the base established on January 1, 2011 would have been \$1,367,711.

There is no installment acceleration amount or carryover of excess installment acceleration amount (from prior plan years) applicable to the 2012 plan year.

Schedule SB Attachment (Form 5500)—2012 Plan Year
MediaNews Group Defined Benefit Plan for Certain Employees
EIN: 76-0425553 PN: 002

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

Interest Rates for Minimum Funding 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 and Benefit Limitation 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%
Optional Payment Form Election Percentage	
All Groups Except Former St. Paul Mechanical Plan	55% Life Annuity 10% Joint and 100% Survivor Annuity 30% Joint and 50% Survivor Annuity 5% 10-Year Certain and Life Annuity
Former St. Paul Mechanical Plan	75% Life Annuity 25% Joint and 50% Survivor Annuity
Optional Payment Form Conversion Interest Rate	<ul style="list-style-type: none"> ▪ Daily News: 7.50% ▪ NENI: Tabular factors used ¹ ▪ Lowell: 8.00% ▪ St. Paul Mechanical: 7.50%

¹ Factors for participant ages 65, with a spouse the same age are:

	NENI
100% J & S	0.80
50% J & S	0.88
10-Year C&L	0.90

Schedule SB Attachment (Form 5500)—2012 Plan Year
MediaNews Group Defined Benefit Plan for Certain Employees
EIN: 76-0425553 PN: 002

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

Optional Payment Form	<ul style="list-style-type: none"> Daily News: UP-84 Mortality Table with no adjustments
Conversion Mortality	<ul style="list-style-type: none"> NENI: Tabular factors used¹ Lowell: 1983 Group Annuity Mortality Table (blended 50% male and 50% female) St. Paul Mechanical: UP-84 Mortality Table with no adjustments
Retirement age	
Active Participants	See Tables 1-2
Terminated Vested Participants	
— All Groups Except Former St. Paul Mechanical Plan	Age 62
— Former St. Paul Mechanical Plan	Age 65
At-Risk Assumptions	For at-risk calculations, participants who are eligible to retire within the next 10 years are assumed to retire immediately upon eligibility.
Mortality Rates	
Healthy and Disabled	2012 static mortality table for annuitants and non-annuitants per section 1.430(h)(3)-1(e)
Withdrawal Rates	See Tables 3-4
Disability Rates	
All Groups Except Former St. Paul Mechanical Plan	None
Former St. Paul Mechanical Plan	See Table 5
Decrement Timing	Middle of year decrements, with 100% retirement occurring at beginning of year

¹ Factors for participant ages 65, with a spouse the same age are:

	NENI
100% J & S	0.80
50% J & S	0.88
10-Year C&L	0.90

Schedule SB Attachment (Form 5500)—2012 Plan Year
MediaNews Group Defined Benefit Plan for Certain Employees
EIN: 76-0425553 PN: 002

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

Surviving Spouse Benefit

All Groups Except Former St. Paul
Mechanical Plan

It is assumed that 70% of males and 70% of females have an eligible spouse, and that males are three years older than their spouses.

Former St. Paul Mechanical Plan

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

Benefit Limits

Projected benefits are limited by the current IRC section 415 maximum benefit of \$200,000.

Valuation of Plan Assets

Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% nor more than 110% of fair market value.

A characteristic of this method is that the expected distribution of the value of plan assets is skewed toward understatement relative to the corresponding market values for expected long-term rates of return in excess of the third segment rate under IRC section 430(h)(2)(C)(iii).

Expected Return on Assets

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 \$900,000.

Actuarial Method

Standard unit credit cost method

Valuation Date

January 1, 2012

Schedule SB Attachment (Form 5500)—2012 Plan Year
MediaNews Group Defined Benefit Plan for Certain Employees
EIN: 76-0425553 PN: 002

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

Table 1

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

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

Schedule SB Attachment (Form 5500)—2012 Plan Year
MediaNews Group Defined Benefit Plan for Certain Employees
EIN: 76-0425553 PN: 002

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

Table 2

Retirement Rates—Former St. Paul Mechanical Plan¹

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

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

Schedule SB Attachment (Form 5500)—2012 Plan Year
MediaNews Group Defined Benefit Plan for Certain Employees
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Schedule SB, line 23—Statement of Actuarial Assumptions/Methods

Table 3

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

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
MediaNews Group Defined Benefit Plan for Certain Employees
EIN: 76-0425553 PN: 002

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

Table 4

Withdrawal Rates—Former St. Paul Mechanical Plan

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

Schedule SB Attachment (Form 5500)—2012 Plan Year
MediaNews Group Defined Benefit Plan for Certain Employees
EIN: 76-0425553 PN: 002

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

Table 5

Disability Rates—Former St. Paul Mechanical Plan

Age	Male	Female	Age	Male	Female
15	0.1200%	0.1800%	45	0.1975%	0.2965%
16	0.1200%	0.1800%	46	0.2210%	0.3315%
17	0.1200%	0.1800%	47	0.2490%	0.3735%
18	0.1200%	0.1800%	48	0.2805%	0.4210%
19	0.1200%	0.1800%	49	0.3150%	0.4725%
20	0.1200%	0.1800%	50	0.3565%	0.5350%
21	0.1200%	0.1800%	51	0.4050%	0.6075%
22	0.1200%	0.1800%	52	0.4625%	0.6940%
23	0.1200%	0.1800%	53	0.5225%	0.7840%
24	0.1200%	0.1800%	54	0.5925%	0.8890%
25	0.1200%	0.1800%	55	0.6810%	1.0215%
26	0.1200%	0.1800%	56	0.7910%	1.1865%
27	0.1200%	0.1800%	57	0.9295%	1.3945%
28	0.1200%	0.1800%	58	1.1100%	1.6650%
29	0.1200%	0.1800%	59	1.2600%	1.8900%
30	0.1200%	0.1800%	60	1.3800%	2.0700%
31	0.1210%	0.1815%	61	1.4705%	2.2060%
32	0.1220%	0.1830%	62	1.5420%	2.3130%
33	0.1235%	0.1855%	63	1.5980%	2.3970%
34	0.1255%	0.1885%	64	1.6400%	2.4600%
35	0.1275%	0.1915%	65+	0.0000%	0.0000%
36	0.1300%	0.1950%			
37	0.1330%	0.1995%			
38	0.1370%	0.2055%			
39	0.1420%	0.2130%			
40	0.1470%	0.2205%			
41	0.1530%	0.2295%			
42	0.1590%	0.2385%			
43	0.1690%	0.2535%			
44	0.1830%	0.2745%			

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MediaNews Group Defined Benefit Plan for Certain Employees
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Schedule SB, Part V—Summary of Plan Provisions

The MediaNews Group Defined Benefit Plan for Certain Employees

Effective Date January 1, 1958. Last amended effective January 1, 2012.

Former Daily News Plan

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

Normal Retirement
Eligibility

Age 65.

Benefit

The sum of:

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

Postponed Retirement
Eligibility

After attaining age 65.

Benefit

Normal retirement benefit.

Early Retirement
Eligibility

Age 55 and ten years of service.

Benefit

Normal retirement benefit with the following reductions:

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

Schedule SB Attachment (Form 5500)—2012 Plan Year
MediaNews Group Defined Benefit Plan for Certain Employees
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Schedule SB, Part V—Summary of Plan Provisions

Preretirement Death Benefit

Eligibility

Immediate.

Benefit

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

Special Minimum Benefit

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

Definitions

Benefit Service

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

Vesting Service

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

Compensation

Base pay plus overtime and commissions.

Average Annual Compensation

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

Schedule SB Attachment (Form 5500)—2012 Plan Year
MediaNews Group Defined Benefit Plan for Certain Employees
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Schedule SB, Part V—Summary of Plan Provisions

Former NENI Plan—NENI Employees

Participation

Current member as of December 31, 1987—
January 1, 1988. Employees hired after
January 1, 1988—beginning of the first year after
completing 1,000 hours of service.

Effective September 23, 1995, all benefits were frozen.

Normal Retirement

Eligibility

Age 65.

Benefit

Annual benefit equals the sum of:

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

Postponed Retirement

Eligibility

After attaining age 65.

Benefit

Normal retirement benefit.

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MediaNews Group Defined Benefit Plan for Certain Employees
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Schedule SB, Part V—Summary of Plan Provisions

Early Retirement

Eligibility

Age 55 and fifteen years of creditable service.

Benefit

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

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

Deferred Vested Retirement

Eligibility

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

Benefit

Normal retirement benefit reduced actuarially.

Disability Retirement

Eligibility

Age 55 and twenty years of creditable service, and disabled under the Social Security act.

Benefit

Accrued benefit.

Preretirement Death Benefit

Eligibility

Five years of creditable service.

Benefit

Spouses of active service employees receive one-half of accrued benefit, reduced for early retirement (if applicable), and payable at earliest age employee could have retired.

Spouses of terminated vested or disabled participants receive the benefit they would have received had participant lived to earliest retirement date, commenced under the normal form, and died.

Normal Form of Retirement Benefit

Married Employees

Reduced 50% Joint and Survivor Annuity.

Unmarried Employees

Life Annuity.

Schedule SB Attachment (Form 5500)—2012 Plan Year
MediaNews Group Defined Benefit Plan for Certain Employees
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Schedule SB, Part V—Summary of Plan Provisions

Definitions

Creditable Service

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

Compensation

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

Average Compensation

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

Covered Compensation

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

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MediaNews Group Defined Benefit Plan for Certain Employees
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Schedule SB, Part V—Summary of Plan Provisions

Former NENI Plan—Middletown Employees

Participation

Current Member as of January 26, 1995 January 27, 1995.

Other Employees Beginning of the first month after completing 1,000 hours of service.

Normal Retirement

Eligibility Age 65.

Benefit Annual benefit equals the sum of:

- (a) For each year of creditable service after March 1, 1986: 1.7% × compensation;
- (b) For each year of creditable service between March 1, 1985 and February 28, 1986: 1.465% × compensation;
- (c) For each year of creditable service between March 1, 1984 and February 28, 1985: 1.385% × compensation;
- (d) For each year of creditable service between March 1, 1981 and February 28, 1984: 1.305% × compensation;
- (e) For each year of creditable service between March 1, 1979 and February 28, 1981: 1.10% × compensation; and
- (f) For each year of creditable service between March 1, 1962 and February 28, 1979: 0.8125% × compensation.

Postponed Retirement

Eligibility After attaining age 65.

Benefit Normal retirement benefit.

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Schedule SB, Part V—Summary of Plan Provisions

Early Retirement

Eligibility

Age 55.

Benefit

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

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

Deferred Vested Retirement

Eligibility

Age 55 and five years of creditable service.

Benefit

Early retirement benefit.

Disability Retirement

Eligibility

Active member receiving benefits under the company's disability plan.

Benefit

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

Preretirement Death Benefit

Eligibility

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

Benefit

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

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Schedule SB, Part V—Summary of Plan Provisions

Normal Form of Retirement Benefit

Married Employees

Reduced 50% Joint and Survivor Annuity.

Unmarried Employees

Life Annuity.

Definitions

Creditable Service

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

Compensation

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

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Former NENI Plan—Lowell Employees

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

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MediaNews Group Defined Benefit Plan for Certain Employees
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Schedule SB, Part V—Summary of Plan Provisions

Preretirement Death Benefit

Eligibility

Five years of creditable service.

Benefit

Spouses of active service employees receive one-half of accrued benefit, reduced for early retirement (if applicable), and payable at earliest age employee could have retired.

Spouses of terminated vested or disabled participants receive the benefit they would have received had participant lived to earliest retirement date, commenced under the normal form, and died.

Normal Form of Retirement Benefit

Married Employees

Reduced 50% Joint and Survivor Annuity.

Unmarried Employees

Life Annuity.

Definitions

Creditable Service

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

Compensation

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

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Schedule SB, Part V—Summary of Plan Provisions

Former St. Paul Mechanical Pension Plan

Participation	<p>Included in the bargaining unit represented by one of the unions covered by this plan.</p> <p>Participation begins on the later of employment commencement or attainment of age 18. Participation was closed as of December 31, 2010 for the Mailers Union, August 31, 2011 for the Platemakers Union, May 31, 2012 for the Machinists Union, and July 31, 2012 for the Pressmen Union.</p>
Normal Retirement	
Eligibility	Age 65.
Benefit	<p>The product of (a) and (b):</p> <p>(a) \$95.66 per month. For Mailers only, \$850 per month + \$10 per month for each year of service after 1990; and</p> <p>(b) Ratio of service on the date of termination (not exceeding 25 years) over 25.</p> <p>Benefits are frozen as of December 31, 2010 for the Mailers Union, August 31, 2011 for the Platemakers Union, May 31, 2012 for the Machinists Union, and July 31, 2012 for the Pressmen Union.</p>
Early Retirement	
Eligibility	Age 55 and ten years of vesting service.
Benefit	Normal retirement benefit unreduced if terminated with at least 25 years of vesting service. If termination with less than 25 years of vesting service, normal retirement benefit reduced 5/9 of 1% for each month commencement precedes age 65.

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Schedule SB, Part V—Summary of Plan Provisions

Deferred Vested Retirement

Eligibility

Five years of vesting service.

Benefit

100% of the accrued normal retirement benefits payable at age 65. If terminated with at least ten years of vesting service, reduced and payable as an early retirement benefit.

Disability Retirement

Eligibility

Five years of vesting service.

Benefit

100% of the accrued normal retirement benefit prorated for years of service over years of service if employee remained actively employed until normal retirement date.

Preretirement Death Benefit

Eligibility

Employees who die after five years of vesting service.

Benefit

The retiree's surviving spouse will receive 50% of the benefit as if the retiree had elected a 50% Joint and Survivor Annuity at age 65. If eligible for early retirement, the spouse may elect to commence payments, reduced according to the early retirement provisions.

Form of Retirement Benefit

Normal

Married Employees

Reduced 50% Joint and Survivor Annuity.

Unmarried Employees

Life Annuity.

Optional

Five-Year Certain and Life Annuity.
50%, 66⅔%, or 75% Joint and Survivor Annuities.
Lump sum if between \$5,000 and \$20,000.

Definitions

Benefit Accrual Service

Years and months (calculated to the day) of employment service, excluding service prior to age 18.

Vesting Service

Years and months (calculated to the day) of employment service, excluding service prior to age 18.

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Schedule SB, Part V—Summary of Plan Provisions

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
MediaNews Group Defined Benefit Plan for Certain Employees
EIN: 76-0425553 PN: 002

Schedule SB, Part V—Summary of Plan Provisions

The MediaNews Group Defined Benefit Plan for Certain Employees

Effective Date January 1, 1958. Last amended effective January 1, 2012.

Former Daily News Plan

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

Normal Retirement
Eligibility

Age 65.

Benefit

The sum of:

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

Postponed Retirement
Eligibility

After attaining age 65.

Benefit

Normal retirement benefit.

Early Retirement
Eligibility

Age 55 and ten years of service.

Benefit

Normal retirement benefit with the following reductions:

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

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MediaNews Group Defined Benefit Plan for Certain Employees
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Schedule SB, Part V—Summary of Plan Provisions

Preretirement Death Benefit

Eligibility

Immediate.

Benefit

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

Special Minimum Benefit

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

Definitions

Benefit Service

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

Vesting Service

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

Compensation

Base pay plus overtime and commissions.

Average Annual Compensation

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

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Schedule SB, Part V—Summary of Plan Provisions

Former NENI Plan—NENI Employees

Participation

Current member as of December 31, 1987—
January 1, 1988. Employees hired after
January 1, 1988—beginning of the first year after
completing 1,000 hours of service.

Effective September 23, 1995, all benefits were frozen.

Normal Retirement

Eligibility

Age 65.

Benefit

Annual benefit equals the sum of:

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

Postponed Retirement

Eligibility

After attaining age 65.

Benefit

Normal retirement benefit.

Schedule SB Attachment (Form 5500)—2012 Plan Year
MediaNews Group Defined Benefit Plan for Certain Employees
EIN: 76-0425553 PN: 002

Schedule SB, Part V—Summary of Plan Provisions

Early Retirement

Eligibility

Age 55 and fifteen years of creditable service.

Benefit

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

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

Deferred Vested Retirement

Eligibility

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

Benefit

Normal retirement benefit reduced actuarially.

Disability Retirement

Eligibility

Age 55 and twenty years of creditable service, and disabled under the Social Security act.

Benefit

Accrued benefit.

Preretirement Death Benefit

Eligibility

Five years of creditable service.

Benefit

Spouses of active service employees receive one-half of accrued benefit, reduced for early retirement (if applicable), and payable at earliest age employee could have retired.

Spouses of terminated vested or disabled participants receive the benefit they would have received had participant lived to earliest retirement date, commenced under the normal form, and died.

Normal Form of Retirement Benefit

Married Employees

Reduced 50% Joint and Survivor Annuity.

Unmarried Employees

Life Annuity.

Schedule SB Attachment (Form 5500)—2012 Plan Year
MediaNews Group Defined Benefit Plan for Certain Employees
EIN: 76-0425553 PN: 002

Schedule SB, Part V—Summary of Plan Provisions

Definitions

Creditable Service

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

Compensation

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

Average Compensation

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

Covered Compensation

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

Schedule SB Attachment (Form 5500)—2012 Plan Year
MediaNews Group Defined Benefit Plan for Certain Employees
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Schedule SB, Part V—Summary of Plan Provisions

Former NENI Plan—Middletown Employees

Participation

Current Member as of January 26, 1995 January 27, 1995.

Other Employees Beginning of the first month after completing 1,000 hours of service.

Normal Retirement

Eligibility Age 65.

Benefit Annual benefit equals the sum of:

- (a) For each year of creditable service after March 1, 1986: 1.7% × compensation;
- (b) For each year of creditable service between March 1, 1985 and February 28, 1986: 1.465% × compensation;
- (c) For each year of creditable service between March 1, 1984 and February 28, 1985: 1.385% × compensation;
- (d) For each year of creditable service between March 1, 1981 and February 28, 1984: 1.305% × compensation;
- (e) For each year of creditable service between March 1, 1979 and February 28, 1981: 1.10% × compensation; and
- (f) For each year of creditable service between March 1, 1962 and February 28, 1979: 0.8125% × compensation.

Postponed Retirement

Eligibility After attaining age 65.

Benefit Normal retirement benefit.

Schedule SB Attachment (Form 5500)—2012 Plan Year
MediaNews Group Defined Benefit Plan for Certain Employees
EIN: 76-0425553 PN: 002

Schedule SB, Part V—Summary of Plan Provisions

Early Retirement

Eligibility

Age 55.

Benefit

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

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

Deferred Vested Retirement

Eligibility

Age 55 and five years of creditable service.

Benefit

Early retirement benefit.

Disability Retirement

Eligibility

Active member receiving benefits under the company's disability plan.

Benefit

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

Preretirement Death Benefit

Eligibility

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

Benefit

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

Schedule SB Attachment (Form 5500)—2012 Plan Year
MediaNews Group Defined Benefit Plan for Certain Employees
EIN: 76-0425553 PN: 002

Schedule SB, Part V—Summary of Plan Provisions

Normal Form of Retirement Benefit

Married Employees

Reduced 50% Joint and Survivor Annuity.

Unmarried Employees

Life Annuity.

Definitions

Creditable Service

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

Compensation

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

Schedule SB Attachment (Form 5500)—2012 Plan Year
MediaNews Group Defined Benefit Plan for Certain Employees
EIN: 76-0425553 PN: 002

Schedule SB, Part V—Summary of Plan Provisions

Former NENI Plan—Lowell Employees

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

Schedule SB Attachment (Form 5500)—2012 Plan Year
MediaNews Group Defined Benefit Plan for Certain Employees
EIN: 76-0425553 PN: 002

Schedule SB, Part V—Summary of Plan Provisions

Preretirement Death Benefit

Eligibility

Five years of creditable service.

Benefit

Spouses of active service employees receive one-half of accrued benefit, reduced for early retirement (if applicable), and payable at earliest age employee could have retired.

Spouses of terminated vested or disabled participants receive the benefit they would have received had participant lived to earliest retirement date, commenced under the normal form, and died.

Normal Form of Retirement Benefit

Married Employees

Reduced 50% Joint and Survivor Annuity.

Unmarried Employees

Life Annuity.

Definitions

Creditable Service

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

Compensation

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

Schedule SB Attachment (Form 5500)—2012 Plan Year
MediaNews Group Defined Benefit Plan for Certain Employees
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Schedule SB, Part V—Summary of Plan Provisions

Former St. Paul Mechanical Pension Plan

Participation	<p>Included in the bargaining unit represented by one of the unions covered by this plan.</p> <p>Participation begins on the later of employment commencement or attainment of age 18. Participation was closed as of December 31, 2010 for the Mailers Union, August 31, 2011 for the Platemakers Union, May 31, 2012 for the Machinists Union, and July 31, 2012 for the Pressmen Union.</p>
Normal Retirement	
Eligibility	Age 65.
Benefit	<p>The product of (a) and (b):</p> <p>(a) \$95.66 per month. For Mailers only, \$850 per month + \$10 per month for each year of service after 1990; and</p> <p>(b) Ratio of service on the date of termination (not exceeding 25 years) over 25.</p> <p>Benefits are frozen as of December 31, 2010 for the Mailers Union, August 31, 2011 for the Platemakers Union, May 31, 2012 for the Machinists Union, and July 31, 2012 for the Pressmen Union.</p>
Early Retirement	
Eligibility	Age 55 and ten years of vesting service.
Benefit	Normal retirement benefit unreduced if terminated with at least 25 years of vesting service. If termination with less than 25 years of vesting service, normal retirement benefit reduced 5/9 of 1% for each month commencement precedes age 65.

Schedule SB Attachment (Form 5500)—2012 Plan Year
MediaNews Group Defined Benefit Plan for Certain Employees
EIN: 76-0425553 PN: 002

Schedule SB, Part V—Summary of Plan Provisions

Deferred Vested Retirement

Eligibility

Five years of vesting service.

Benefit

100% of the accrued normal retirement benefits payable at age 65. If terminated with at least ten years of vesting service, reduced and payable as an early retirement benefit.

Disability Retirement

Eligibility

Five years of vesting service.

Benefit

100% of the accrued normal retirement benefit prorated for years of service over years of service if employee remained actively employed until normal retirement date.

Preretirement Death Benefit

Eligibility

Employees who die after five years of vesting service.

Benefit

The retiree's surviving spouse will receive 50% of the benefit as if the retiree had elected a 50% Joint and Survivor Annuity at age 65. If eligible for early retirement, the spouse may elect to commence payments, reduced according to the early retirement provisions.

Form of Retirement Benefit

Normal

Married Employees

Reduced 50% Joint and Survivor Annuity.

Unmarried Employees

Life Annuity.

Optional

Five-Year Certain and Life Annuity.
50%, 66⅔%, or 75% Joint and Survivor Annuities.
Lump sum if between \$5,000 and \$20,000.

Definitions

Benefit Accrual Service

Years and months (calculated to the day) of employment service, excluding service prior to age 18.

Vesting Service

Years and months (calculated to the day) of employment service, excluding service prior to age 18.

Schedule SB Attachment (Form 5500)—2012 Plan Year
MediaNews Group Defined Benefit Plan for Certain Employees
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Schedule SB, Part V—Summary of Plan Provisions

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.

MEDIANEWS GROUP DEFINED BENEFIT PLAN FOR CERTAIN EMPLOYEES

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

Employer Identification Number - 76-0425553

Plan Number - 002

(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
	Common/collective trust funds			
*	Northern Trust Company	Large Capital Fund	\$ 17,688,044	\$ 19,659,333
*	Northern Trust Company	Mutual Fund Bank Northern Trust Collective Aggregate Bond Index Fund	9,291,285	10,177,945
*	Northern Trust Company	International Equity Fund	6,488,732	6,873,031
*	Northern Trust Company	Mid Capital Fund	4,168,660	4,671,529
*	Northern Trust Company	Emerging Markets Fund	2,037,665	2,337,409
*	Northern Trust Company	Small Capital Fund	2,162,729	2,378,256
*	Northern Trust Company	COLTV Short-Term Investment Fund	<u>95,087</u>	<u>95,087</u>
		Total common/collective trust funds	41,932,202	46,192,590
	Pooled separate account			
	Prudential Financial Group	PRISA Real Estate Fund	3,652,075	3,207,198
	Real estate fund			
	RREEF America REIT II Inc.	RREEF America REIT II	3,475,091	2,606,618
	Guaranteed annuity contract			
	Aetna Life Insurance Company	Guaranteed Annuity Contract	<u>909,611</u>	<u>909,611</u>
	Total investments		<u>\$ 49,968,979</u>	<u>\$ 52,916,017</u>

* Indicates a party-in-interest to the Plan