

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 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2016 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2016 or fiscal plan year beginning <u>10/01/2016</u> and ending <u>09/30/2017</u>			
A	This return/report is for:	☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.) ☒ 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>DENVER TEAMSTERS LOCAL UNION 455-THE DENVER POST LLC EMPLOYEES' PENSION PLAN</u>	1b	Three-digit plan number (PN) ► <u>008</u>
		1c	Effective date of plan <u>10/01/1964</u>
2a	Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>DP MEDIA NETWORK LLC</u> <u>101 WEST COLFAX AVENUE</u> <u>DENVER, CO 80202</u>	2b	Employer Identification Number (EIN) <u>82-1798927</u>
		2c	Plan Sponsor's telephone number <u>303-954-6446</u>
		2d	Business code (see instructions) <u>525100</u>

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	07/05/2018	STEVEN E. EISENBERG
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number)			Preparer's telephone number

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
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 THE DENVER POST, LLC	4b EIN 84-1551911 4c PN 007
5 Total number of participants at the beginning of the plan year	5 133
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year..... a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6a(1) 15 6a(2) 14 6b 41 6c 71 6d 126 6e 6 6f 132 6g 6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1B 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>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2016 Form M-1 annual report. If the plan was not required to file the 2016 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

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 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning 10/01/2016 and ending 09/30/2017

A Name of plan
DENVER TEAMSTERS LOCAL UNION 455-THE DENVER POST LLC EMPLOYEES' PENSION PLAN

B Three-digit plan number (PN) ▶ 008

C Plan sponsor's name as shown on line 2a of Form 5500
DP MEDIA NETWORK LLC

D Employer Identification Number (EIN)
82-1798927

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

(a) Name of insurance carrier
PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-1050034	93629	017434	132	10/01/2016	09/30/2017

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end	4	0
5 Current value of plan's interest under this contract in separate accounts at year end.....	5	3549948

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**

0

c Additions: (1) Contributions deposited during the year**7c(1)**

(2) Dividends and credits.....

7c(2)

(3) Interest credited during the year.....

7c(3)

(4) Transferred from separate account

7c(4)

(5) Other (specify below)

7c(5)

▶

(6) Total additions

7c(6)

0

d Total of balance and additions (add lines **7b** and **7c(6)**)**7d**

0

e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year

7e(1)

(2) Administration charge made by carrier.....

7e(2)

(3) Transferred to separate account

7e(3)

(4) Other (specify below)

7e(4)

▶

(5) Total deductions

7e(5)

0

f Balance at the end of the current year (subtract line **7e(5)** from line **7d**).....**7f**

0

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. Specify nature of costs.	10b	

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 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning 10/01/2016 and ending 09/30/2017

▶ **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>DENVER TEAMSTERS LOCAL UNION 455-THE DENVER POST LLC EMPLOYEES' PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>008</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>DP MEDIA NETWORK LLC</u>	D Employer Identification Number (EIN) <u>82-1798927</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>10</u> Day <u>01</u> Year <u>2016</u>	
2 Assets:	
a Market value	2a <u>3471663</u>
b Actuarial value	2b <u>3484509</u>
3 Funding target/participant count breakdown	(1) Number of participants (2) Vested Funding Target (3) Total Funding Target
a For retired participants and beneficiaries receiving payment.....	<u>43</u> <u>2028892</u> <u>2028892</u>
b For terminated vested participants.....	<u>75</u> <u>1509938</u> <u>1509938</u>
c For active participants.....	<u>15</u> <u>266225</u> <u>268899</u>
d Total.....	<u>133</u> <u>3805055</u> <u>3807729</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐	
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>6.11</u> %
6 Target normal cost.....	6 <u>125000</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>06/20/2018</u>
	Signature of actuary	Date
<u>SCOTT H. DAVIS</u>	Type or print name of actuary	<u>17-06506</u>
<u>AON CONSULTING, INC.</u>	Firm name	Most recent enrollment number
<u>5600 W. 83RD STREET</u> <u>8200 TOWER, SUITE 1100</u> <u>MINNEAPOLIS, MN 55437</u>	Address of the firm	<u>952-886-8000</u>
		Telephone number (including area code)

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, see the Instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2016
v. 160205

Part II Beginning of Year Carryover and Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	95490
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	90000
9	Amount remaining (line 7 minus line 8)	0	5490
10	Interest on line 9 using prior year's actual return of <u>9.81</u> %	0	539
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		206430
b(1)	Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.31</u> %		7347
b(2)	Interest on line 38b from prior year Schedule SB, using prior year's actual return		8829
c	Total available at beginning of current plan year to add to prefunding balance		222606
d	Portion of (c) to be added to prefunding balance		222606
12	Other reductions in balances due to elections or deemed elections		0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	228635

Part III Funding Percentages			
14	Funding target attainment percentage	14	85.50%
15	Adjusted funding target attainment percentage	15	85.50%
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	88.68%
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
12/12/2016	35000	0			
03/15/2018	1200000	0			
Totals ►			18(b)	1235000	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contributions from prior years	19a 0
b Contributions made to avoid restrictions adjusted to valuation date	19b 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 1135579
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No
c If line 20a is "Yes," see instructions and complete the following table as applicable:	

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

Part V	Assumptions Used to Determine Funding Target and Target Normal Cost		
21	Discount rate:		
a	Segment rates:	<div style="display: flex; justify-content: space-around;"> <div>1st segment: 4.43%</div> <div>2nd segment: 5.91%</div> <div>3rd segment: 6.65%</div> </div>	☐ N/A, full yield curve used
b	Applicable month (enter code)	21b	4
22	Weighted average retirement age	22	62
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	125000
b	Excess assets, if applicable, but not greater than line 31a	31b	0
32	Amortization installments:	Outstanding Balance	Installment
a	Net shortfall amortization installment	551855	46854
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	171854
		Carryover balance	Prefunding balance
35	Balances elected for use to offset funding requirement	0	137261
36	Additional cash requirement (line 34 minus line 35)	36	34593
37	Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	1135579
38	Present value of excess contributions for current year (see instructions)		
a	Total (excess, if any, of line 37 over line 36)	38a	1100986
b	Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	137261
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
		2016
		This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 10/01/2016 and ending 09/30/2017	
A Name of plan DENVER TEAMSTERS LOCAL UNION 455-THE DENVER POST LLC EMPLOYEES' PENSION PLAN	B Three-digit plan number (PN) ▶ 008
C Plan sponsor's name as shown on line 2a of Form 5500 DP MEDIA NETWORK LLC	D Employer Identification Number (EIN) 82-1798927

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No
- b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation PRUDENTIAL RETIREMENT INS & ANNUITY 06-1050034
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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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

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)

AON CONSULTING

22-2232264

(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 17	NONE	24350	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

PRUDENTIAL RETIREMENT INS & ANNUITY

06-1050034

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13	NONE	14279	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	NONE	11887	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

ANDCO

4901 VINELAND RD, STE 600
ORLANDO, FL 32811

(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 50	NONE	9000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BRYAN CAVE HRO

43-0602162

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29	NONE	5880	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:	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:

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 <div style="border: 1px solid black; text-align: center; padding: 10px; font-size: 1.2em; font-weight: bold;">2016</div> This Form is Open to Public Inspection.
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For calendar plan year 2016 or fiscal plan year beginning 10/01/2016 and ending 09/30/2017

A Name of plan <u>DENVER TEAMSTERS LOCAL UNION 455-THE DENVER POST LLC EMPLOYEES' PENSION PLAN</u>	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:80%; padding: 5px;"> B Three-digit plan number (PN) ► </td> <td style="width:20%; padding: 5px; text-align: center;"> <u>008</u> </td> </tr> <tr style="background-color: #f2f2f2;"> <td colspan="2" style="height: 20px;"></td> </tr> </table>	B Three-digit plan number (PN) ►	<u>008</u>		
B Three-digit plan number (PN) ►	<u>008</u>				
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>DP MEDIA NETWORK LLC</u>	D Employer Identification Number (EIN) <u>82-1798927</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>DRYDEN S&P 500 INDEX</u>		
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS & ANNUITY</u>		
c EIN-PN <u>06-1050034-123</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>903382</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>MID CAP GROWTH/ARTISAN PARTNER</u>		
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS & ANNUITY</u>		
c EIN-PN <u>06-1050034-185</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>873315</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>INTERNATIONAL BLEND/LAZARD</u>		
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS & ANNUITY</u>		
c EIN-PN <u>06-1050034-719</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>726455</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>CORE PLUS BOND/PGIM FUND</u>		
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS & ANNUITY</u>		
c EIN-PN <u>06-1050034-299</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>963067</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PRUDENTIAL SHORT-TERM</u>		
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS & ANNUITY</u>		
c EIN-PN <u>06-1050034-041</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>83729</u>
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

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

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

SCHEDULE H (Form 5500) <small>Internal Revenue Service</small> <hr/> <small>Department of Labor</small> <small>Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning <u>10/01/2016</u> and ending <u>09/30/2017</u>		
A Name of plan <u>DENVER TEAMSTERS LOCAL UNION 455-THE DENVER POST LLC EMPLOYEES' PENSION PLAN</u>	B Three-digit plan number (PN) ►	<u>008</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>DP MEDIA NETWORK LLC</u>	D Employer Identification Number (EIN) <u>82-1798927</u>	

Part I	Asset and Liability Statement
---------------	--------------------------------------

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)	265000	1200000
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	3214806	3549948
(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)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:		
(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	3479806 4749948
Liabilities			
g	Benefit claims payable	1g	
h	Operating payables	1h	
i	Acquisition indebtedness	1i	
j	Other liabilities	1j	
k	Total liabilities (add all amounts in lines 1g through 1j)	1k	0 0
Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	3479806 4749948

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.

		(a) Amount	(b) Total
a	Contributions:		
(1)	Received or receivable in cash from: (A) Employers	2a(1)(A)	1235000
	(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)	1235000
b	Earnings on investments:		
(1)	Interest:		
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	
	(B) U.S. Government securities	2b(1)(B)	
	(C) Corporate debt instruments	2b(1)(C)	
	(D) Loans (other than to participants)	2b(1)(D)	
	(E) Participant loans	2b(1)(E)	
	(F) Other	2b(1)(F)	
	(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)	0
(2)	Dividends: (A) Preferred stock	2b(2)(A)	
	(B) Common stock	2b(2)(B)	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	
	(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)	0
(3)	Rents	2b(3)	
(4)	Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	
	(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)	0
(5)	Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	
	(B) Other	2b(5)(B)	
	(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)	0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		365258
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		1600258

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	215149	
(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)		215149
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)		
(4) Other	2i(4)	114967	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		114967
j Total expenses. Add all expense amounts in column (b) and enter total	2j		330116

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		1270142
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.)	4c		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.)	4d		X	
e Was this plan covered by a fidelity bond?	4e	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		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?	4g		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?	4h		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.)	4i	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.)	4j	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?	4k		X	
l Has the plan failed to provide any benefit when due under the plan?	4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			
o Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

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)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ☒ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year 4050160. (See instructions.)

Part V Trust Information

6a Name of trust	6b Trust's EIN
6c Name of trustee or custodian	6d Trustee's or custodian's telephone number

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 sections 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 2016 This Form is Open to Public Inspection.
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For calendar plan year 2016 or fiscal plan year beginning 10/01/2016 and ending 09/30/2017

A Name of plan <u>DENVER TEAMSTERS LOCAL UNION 455-THE DENVER POST LLC EMPLOYEES' PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>008</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>DP MEDIA NETWORK LLC</u>	D Employer Identification Number (EIN) <u>82-1798927</u>

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>22-1211670</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	<u>0</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.)
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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
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule R (Form 5500) 2016
v. 160205

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
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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: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%	
	b Provide the average duration of the combined investment-grade and high-yield debt: ☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more	
	c What duration measure was used to calculate line 19(b)? ☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____	

Part VII	IRS Compliance Questions
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20a Is the plan a 401(k) plan? If "No," skip b	☐ Yes ☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor ☐ "Prior year" ADP test ☐ "Current year" ADP test ☐ N/A
21a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test ☐ Average benefit test ☐ N/A
21b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes ☐ No
22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter / / and the serial number .	
22b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter / / .	

**DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES'
PENSION PLAN**

**Financial Statements
and
Independent Auditors' Report
September 30, 2017 and 2016**

EKS&H

**DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES'
PENSION PLAN**

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INDEPENDENT AUDITORS' REPORT

Plan Administrator, Committee, and Participants
Denver Teamsters Local Union 455 - The Denver Post Employees' Pension Plan
Denver, Colorado

REPORT ON FINANCIAL STATEMENTS

We were engaged to audit the accompanying financial statements of Denver Teamsters Local Union 455 - The Denver Post Employees' Pension Plan (the "Plan"), which are comprised of the statements of net assets available for benefits as of September 30, 2017 and 2016, and the related statements of changes in net assets available for benefits for the years ended September 30, 2017 and 2016, and the related notes to the financial statements.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

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

AUDITORS' RESPONSIBILITY

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

BASIS FOR DISCLAIMER OF OPINION

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 2, which was certified by Prudential Retirement Insurance and Annuity Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of and for the years ended September 30, 2017 and 2016, 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

Supplemental Schedules

The supplemental schedules as of and for the year ended September 30, 2017, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

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

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

EKS+H LLLP
EKS&H LLLP

Denver, Colorado
June 27, 2018

**DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES'
PENSION PLAN**

Statements of Net Assets Available for Benefits

	<u>September 30,</u>	
	<u>2017</u>	<u>2016</u>
Assets		
Investments, at fair value		
Pooled separate accounts	\$ 3,549,948	\$ 3,214,806
Employer contributions receivable	<u>1,200,000</u>	<u>265,000</u>
Net assets available for benefits	<u>\$ 4,749,948</u>	<u>\$ 3,479,806</u>

See notes to financial statements.

**DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES'
PENSION PLAN**

Statements of Changes in Net Assets Available for Benefits

	For the Years Ended September 30,	
	<u>2017</u>	<u>2016</u>
Additions		
Investment income		
Net appreciation in fair value of investments	\$ 309,258	\$ 243,607
Interest and dividends	<u>56,000</u>	<u>55,292</u>
Total investment income	365,258	298,899
Contributions		
Employer contributions	<u>1,235,000</u>	<u>265,000</u>
Total additions	<u>1,600,258</u>	<u>563,899</u>
Deductions		
Benefits paid to participants	215,149	196,112
Administrative fees	<u>114,967</u>	<u>102,272</u>
Total deductions	<u>330,116</u>	<u>298,384</u>
Net increase	1,270,142	265,515
Net assets available for benefits		
Beginning of year	<u>3,479,806</u>	<u>3,214,291</u>
End of year	<u>\$ 4,749,948</u>	<u>\$ 3,479,806</u>

See notes to financial statements.

DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES' PENSION PLAN

Notes to Financial Statements

Note 1 - Description of the Plan and Significant Accounting Policies

The following description of Denver Teamsters Local Union 455 - The Denver Post Employees' Pension Plan (the "Plan") provides only general information. Participants and all others should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a collectively bargained, single-employer defined benefit plan established October 1, 1964 under an agreement, as amended and restated, which is presently between the DP Media Network, LLC (the "Company") and the Denver Teamsters Local Union 455 to provide pension, disability, and death benefits to eligible employees with qualifying years of credited service. Effective June 28, 2017, the Company assumed sponsorship of the Plan from the Denver Post, LLC, which is treated as a predecessor employer for purposes of determining years of service, benefit accruals, and vesting. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

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

Effective October 1, 2005, the Plan was frozen. Current participants will not accrue benefit credits but will continue to accrue vesting credits.

Effective October 1, 2015, the Plan was amended and restated in its entirety to comply with applicable federal laws and to make other changes.

Funding Policy

The Plan has met minimum funding requirements of ERISA for the Plan years ended September 30, 2017 and 2016.

The funding target attainment percentage is obtained by dividing the Plan's net plan assets by the Plan liabilities on the valuation date. The funding target attainment percentage was 85.50% at October 1, 2016 and 88.68% at October 1, 2015.

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 \$1,235,000 and \$265,000 were made to the Plan for the years ended September 30, 2017 and 2016, respectively.

**DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES'
PENSION PLAN**

Notes to Financial Statements

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

Vesting and Payment of Benefits

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

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

During 2000, the Plan was amended to provide for varying pension benefit formula dollar amounts based on employment termination dates. For participants whose employment terminated prior to October 1, 1997, the monthly dollar amount is \$30 times the participant's years of Benefit Service. For participants whose employment terminated between October 1, 1997 and September 30, 2000, the amount is \$35. For participants whose employment terminated on or after October 1, 2000, the monthly dollar amount is \$50 times the participant's years of Benefit Service.

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

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

**DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES'
PENSION PLAN**

Notes to Financial Statements

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

Vesting and Payment of Benefits (continued)

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

Benefit payments to participants are recorded when paid.

Plan Termination

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

Valuation of Investments and Income Recognition

The Plan's investments are reported at fair value as reported by the trustee. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for additional fair value measurement disclosures.

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

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America 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.

**DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES'
PENSION PLAN**

Notes to Financial Statements

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

Risks, Uncertainties, and Concentrations

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 the amounts reported in the statements of net assets available for benefits.

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

As of September 30, 2017 and 2016, four investments accounted for approximately 98% of total investments, at fair value. During the years ended September 30, 2017 and 2016, three and four investments accounted for approximately 100% and 98%, respectively, of net appreciation in fair value of investments.

Subsequent Events

The Plan has evaluated all subsequent events through the auditors' report date, which is the date the financial statements were available to be issued.

Effective December 31, 2017, the Company and MediaNews Group, Inc. have entered into a Plan Merger Agreement to merge The DP Media Network Non-Union Employees' Pension Plan, The Denver Newspaper Pressmen's Union Pension Plan, the MediaNews Group, Inc. Pension Plan for Saint Paul Division (Mechanical) Employees and the MediaNews Group Defined Benefit Plan for Certain Employees into the Plan. The Plan is the surviving plan, MediaNews Group, Inc. will assume sponsorship of the Plan, and the Plan will be renamed the MediaNews Group Merged Pension Plan. The accrued benefit of each participant immediately after the plan merger will be no less than the accrued benefit of each participant immediately prior to the plan merger, and each participant's distribution options, protected benefits, rights, and features shall continue to be determined in accordance with the terms of the applicable merged plan in effect immediately prior to the plan merger.

There were no other material subsequent events that required recognition or disclosure in separate footnotes to the financial statements.

**DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES'
PENSION PLAN**

Notes to Financial Statements

Note 2 - Investments Certified by the Trustee

Prudential has certified in writing to the Plan administrator that the stated amounts for investments at fair value as of September 30, 2017 and 2016 and the income earned or losses incurred on the investments for the years ended September 30, 2017 and 2016, as reflected in the accompanying financial statements, the supplemental schedule of assets (held at end of year), and the schedule of reportable transactions, 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, the supplemental schedule of assets (held at end of year), and the schedule of reportable transactions.

Note 3 - Fair Value Accounting

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

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

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

As of September 30, 2017 and 2016, no investments were required to be presented in the fair value hierarchy table. As of September 30, 2017 and 2016, investments of \$3,549,948 and \$3,214,806 were measured at net asset value ("NAV"), respectively.

**DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES'
PENSION PLAN**

Notes to Financial Statements

Note 3 - Fair Value Accounting (continued)

The Plan's investments in pooled separate accounts ("separate accounts") are recorded at NAV reported by the funds' managers as a practical expedient to estimating the fair value, as these investments do not have readily determinable fair values. Due to the nature of the investments held by the separate accounts, changes in market conditions and the economic environment may significantly impact the NAV of the separate accounts, and, consequently, fair values of the funds' interest in the funds. The fair value of these investments is measured using the NAV per share of the Plan's ownership interest in separate accounts on an equivalent measure where it is not probable that the fund will sell a separate account at a price other than NAV. The separate accounts are redeemable daily and have a one-day notice period.

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 as of December 31, 2017 and 2016. The Plan's management reaffirms its understanding of the valuation techniques used by its pricing services at least annually.

Note 4 - Income Taxes

The IRS has determined and informed the Plan in a letter dated August 20, 2014, and subsequently updated February 27, 2018, 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. The Plan administrator believes that the Plan continues to be operated and administered in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America 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 September 30, 2017 and 2016, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements.

Note 5 - Administration of the Plan

The Plan pays the cost of certain administrative, accounting, and legal services. Fees incurred and paid directly by the Plan for investment consultant services during the years ended September 30, 2017 and 2016 were \$12,000, which are included within administrative fees on the statements of changes in net assets available for benefits.

**DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES'
PENSION PLAN**

Notes to Financial Statements

Note 6 - Related Party and Party-in-Interest Transactions

Plan investments include pooled separate accounts managed by Prudential. These transactions qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules.

Note 7 - Accumulated Plan Benefits

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

Accumulated Plan benefits are those estimated future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to services rendered by the employees to the valuation date. Accumulated Plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries and (b) present employees or their beneficiaries. Benefits for retired or terminated employees or their beneficiaries and present employees or their beneficiaries are based on varying pension benefit formulas, as outlined in the Plan. Benefits payable under all circumstances (retirement, death, disability, or termination of employment) are included to the extent they are deemed attributable to employee service rendered to the valuation date. The actuarial valuation was performed as of October 1, 2016 and 2015. Had the valuation been performed as of September 30, 2016 and 2015, there would be no material difference.

The following table sets forth the accumulated Plan benefits:

	October 1	
	2016	2015
Actuarial present value of accumulated Plan benefits		
Vested benefits		
Participants currently receiving benefits	\$ 1,879,566	\$ 1,825,648
Vested benefits for other participants	<u>1,608,637</u>	<u>1,700,247</u>
Total vested benefits	3,488,203	3,525,895
Non-vested benefits	<u>2,261</u>	<u>2,141</u>
Total actuarial present value of accumulated Plan benefits	<u>\$ 3,490,464</u>	<u>\$ 3,528,036</u>

**DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES'
PENSION PLAN**

Notes to Financial Statements

Note 7 - Accumulated Plan Benefits (continued)

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

Actuarial present value of accumulated Plan benefits as of October 1, 2015	\$ 3,528,036
Increase (decrease) during the year attributable to	
Interest accumulation	240,215
Assumption changes (1)	(86,968)
Other changes (2)	5,293
Benefit payments	<u>(196,112)</u>
Actuarial present value of accumulated Plan benefits as of October 1, 2016	<u>\$ 3,490,464</u>

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

The significant actuarial assumptions used by Hewitt in its October 1, 2016 and 2015 calculations are as follows:

Assumed rate of return on investments	7.00% (2016 and 2015)
Probability of retirement - active participants	5% at ages 55-59, 10% at ages 60-61, 50% at age 62, 25% at ages 63-64, and 100% at ages 65+ (2016 and 2015)
Probability of retirement - terminated vested participants	15% at ages 60-64 and 100% at ages 65+ (2016 and 2015)
Mortality basis	2016 Static Mortality Table for Annuitants and Non-Annuitants (2016) and 2015 Static Mortality Table for Annuitants and Non-Annuitants (2015)
Actuarial cost method	Standard Unit Credit Cost Method (2016 and 2015)
Compensation increase	Salary scale and valuation compensation assumptions no longer apply, as benefits were frozen effective October 1, 2005

The effective interest rate assumption changed to 6.11% as of October 1, 2016 from 6.31% as of October 1, 2015.

**DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES'
PENSION PLAN**

Notes to Financial Statements

Note 7 - Accumulated Plan Benefits (continued)

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 SCHEDULES

**DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES'
PENSION PLAN**

**Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)
For the Year Ended September 30, 2017**

Employer Identification Number - 84-1551911

Plan Number - 008

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
	Pooled separate accounts			
*	Prudential	Core Plus Bond PGIM Fund	\$ 912,215	\$ 963,067
*	Prudential	Dryden S&P 500 Index Fund	617,865	903,382
*	Prudential	Mid Cap Growth Artisan Partners Fund	610,224	873,315
*	Prudential	International Blend Lazard Fund	692,835	726,455
*	Prudential	Short-Term Fund	<u>83,729</u>	<u>83,729</u>
			<u>\$ 2,916,868</u>	<u>\$ 3,549,948</u>

* Party-in-interest

DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES' PENSION PLAN

**Schedule H, Part IV, Line 4j - Schedule of Reportable Transactions
as of September 30, 2017**

Employer Identification Number - 84-1551911

Plan Number - 008

<u>(a) Identity of Party Involved</u>	<u>(b) Description of Asset</u>	<u>(c) Purchase Price</u>	<u>(d) Selling Price</u>	<u>(g) Cost of Asset</u>	<u>(h) Current Value of Asset on Transaction Date</u>	<u>(i) Net Gain or Loss</u>
Category (iii) - A series of transactions that exceeds 5% of net assets as of the beginning of the Plan year:						
Prudential	Short-Term Fund	\$ 360,453	\$ 330,569	\$ 691,022	\$ 691,022	

There were no category (i), (ii), or (iv) reportable transactions for the year ended September 30, 2017.

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

SCHEDULE SB (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>	Single-Employer Defined Benefit Plan Actuarial Information <small>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).</small> ► File as an attachment to Form 5500 or 5500-SF.	<small>OMB No. 1210-0110</small> 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning 10/01/2016 and ending 09/30/2017

► **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 Denver Teamsters Local Union 455 - The Denver Post LLC Employees' Pension Plan	B Three-digit plan number (PN) ►	008
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF DP Media Network, LLC	D Employer Identification Number (EIN) 82-1798927	
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>10</u> Day <u>01</u> Year <u>2016</u>			
2	Assets:			
	a Market value.....	2a		3,471,663
	b Actuarial value	2b		3,484,509
3	Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
	a For retired participants and beneficiaries receiving payment	43	2,028,892	2,028,892
	b For terminated vested participants	75	1,509,938	1,509,938
	c For active participants	15	266,225	268,899
	d Total	133	3,805,055	3,807,729
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐			
	a Funding target disregarding prescribed at-risk assumptions	4a		
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5	Effective interest rate	5	6.11%	
6	Target normal cost	6	125,000	

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	Scott H. Davis <div style="text-align: center;"></div>	<div style="text-align: right;">06/20/2018</div> <div style="text-align: right;">Date</div> <div style="text-align: right;">1706506</div> <div style="text-align: right;">Most recent enrollment number</div> <div style="text-align: right;">952-886-8000</div> <div style="text-align: right;">Telephone number (including area code)</div>
	Signature of actuary Scott H. Davis Type or print name of actuary Aon Consulting, Inc. Firm name 5600 W. 83rd Street 8200 Tower, Suite 1100 Minneapolis MN 55437 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, see the Instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2016
v. 160205

Part II Beginning of Year Carryover and Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year).....	0	95,490
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	90,000
9 Amount remaining (line 7 minus line 8).....	0	5,490
10 Interest on line 9 using prior year's actual return of <u>9.81%</u>	0	539
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year).....		206,430
b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.31%</u>		7,347
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		8,829
c Total available at beginning of current plan year to add to prefunding balance.....		222,606
d Portion of (c) to be added to prefunding balance.....		222,606
12 Other reductions in balances due to elections or deemed elections		0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12).....	0	228,635

Part III Funding Percentages

14 Funding target attainment percentage	14	85.50%
15 Adjusted funding target attainment percentage.....	15	85.50%
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	88.68%
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
12/12/2016	35,000	0			
03/15/2018	1,200,000	0			
Totals ▶			18(b)	1,235,000	18(c) 0

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

a Contributions allocated toward unpaid minimum required contributions from prior years.....	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	1,135,579

20 Quarterly contributions and liquidity shortfalls:

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

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

Part V Assumptions Used to Determine Funding Target and Target Normal Cost**21** Discount rate:**a** Segment rates:1st segment:
4.43 %2nd segment:
5.91 %3rd segment:
6.65 %☐ N/A, full yield curve used**b** Applicable month (enter code) **21b** 4**22** Weighted average retirement age **22** 62**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** 125,000**b** Excess assets, if applicable, but not greater than line 31a **31b** 0

32	Amortization installments:	Outstanding Balance	Installment
a	Net shortfall amortization installment.....	551,855	46,854
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** 171,854

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	137,261	137,261

36 Additional cash requirement (line 34 minus line 35)..... **36** 34,593**37** Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)..... **37** 1,135,579**38** Present value of excess contributions for current year (see instructions)**a** Total (excess, if any, of line 37 over line 36) **38a** 1,100,986**b** Portion included in line 38a attributable to use of prefunding and funding standard carryover balances **38b** 137,261**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)—2016 Plan Year
Denver Teamsters Local Union- 455 The Denver Post LLC Employees
Pension Plan
EIN: 82-1798927 PN: 008

Schedule SB, line 19—Discounted Employer Contributions
Year applied for contributions: 2016

Date	Amount	Days to Discount to 10/1/2016 at 6.11%	Interest Adjusted Contribution
December 12, 2016	\$ 35,000	72	\$ 34,593
March 15, 2018	<u>1,200,000</u>	530	<u>1,100,986</u>
Total Contribution	\$ 1,235,000		\$ 1,135,579

Schedule SB Attachment (Form 5500)—2016 Plan Year
Denver Teamsters Local Union- 455 The Denver Post LLC Employees
Pension Plan
EIN: 82-1798927 PN: 008

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

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

(a) Age	(b) Rate	(c) Weight	(d) Product (a) × (b) × (c)
55.5	5.00%	1.0000	2.78
56.5	5.00%	0.9500	2.68
57.5	5.00%	0.9025	2.59
58.5	5.00%	0.8574	2.51
59.5	5.00%	0.8145	2.42
60.5	10.00%	0.7738	4.68
61.5	10.00%	0.6964	4.28
62.5	50.00%	0.6268	19.59
63.5	25.00%	0.3134	4.97
64.5	25.00%	0.2350	3.79
65	100.00%	0.1763	11.46
Weighted Average			61.75

Schedule SB Attachment (Form 5500)—2016 Plan Year
Denver Teamsters Local Union- 455 The Denver Post LLC Employees
Pension Plan
EIN: 82-1798927 PN: 008

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

Interest Rates for Minimum Funding Purposes	Based on segment rates with a four-month lookback (as of June 2016), each adjusted as needed to fall within the 25-year average interest rate stabilization corridor
1st Segment Rate	4.43%.
2nd Segment Rate	5.91%.
3rd Segment Rate	6.65%.
Interest Rates for Maximum Tax Purposes	Based on segment rates with a four-month lookback (as of June 2016), without regard to interest rate stabilization
1st Segment Rate	1.50%.
2nd Segment Rate	3.88%.
3rd Segment Rate	4.89%.
Optional Payment Form Election Percentage	55% elect Single Life Annuity. 30% elect 100% Joint and Survivor Annuity. 10% elect 50% Joint and Survivor Annuity. 5% elect 10-Year Certain and Life Annuity.
Retirement Age	
Active Participants	See Table 1.
Terminated Vested Participants	See Table 2.
Mortality Rates	
Healthy and Disabled	2016 static mortality table for annuitants and non-annuitants per section 1.430(h)(3)-1(e)
Withdrawal Rates	See Table 3
Disability Rates	See Table 4
Decrement Timing	Middle of year decrements (except that retirement is assumed to occur at the beginning of the year for ages where the assumed retirement rate is 100%)
Surviving Spouse Benefit	It is assumed that 85% of males and 85% of females have an eligible spouse, and that males are three years older than their spouses.

Schedule SB Attachment (Form 5500)—2016 Plan Year
Denver Teamsters Local Union- 455 The Denver Post LLC Employees
Pension Plan
EIN: 82-1798927 PN: 008

Benefit Limits	Projected benefits are limited by the current IRC section 415 maximum benefit of \$215,000.
Valuation of Plan Assets	<p>Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% nor more than 110% of fair market value.</p> <p>A characteristic of this method is that the expected distribution of the value of plan assets is skewed toward understatement relative to the corresponding market values for expected long-term rates of return in excess of the third segment rate under IRC section 430(h)(2)(C)(iii).</p>
Expected Return on Assets	
2014 Plan Year	Lesser of 7.50%, and the 3 rd Segment rate. Actual rate of 6.99%
2015 Plan Year	Lesser of 7.00%, and the 3 rd Segment rate. Actual rate of 6.81%
2016 Plan Year	Lesser of 7.00%, and the 3 rd Segment rate. Actual rate of 6.65%
Trust Expenses Included in Target Normal Cost	The Target Normal Cost includes estimated administrative expenses (based on prior years' actual amounts) plus the estimated PBGC premiums for the current year. For 2016, this amount is \$125,000
Actuarial Method	Standard unit credit cost method
Valuation Date	October 1, 2016

Schedule SB Attachment (Form 5500)—2016 Plan Year
Denver Teamsters Local Union- 455 The Denver Post LLC Employees
Pension Plan
EIN: 82-1798927 PN: 008

Table 1

Retirement Rates—Active Participants

<u>Age</u>	<u>Rate</u>
55	5.00%
56	5.00%
57	5.00%
58	5.00%
59	5.00%
60	10.00%
61	10.00%
62	50.00%
63	25.00%
64	25.00%
65+	100.00%

Schedule SB Attachment (Form 5500)—2016 Plan Year
Denver Teamsters Local Union- 455 The Denver Post LLC Employees
Pension Plan
EIN: 82-1798927 PN: 008

Table 2

Retirement Rates—Terminated Vested Participants

<u>Age</u>	<u>Rate</u>
60	15.00%
61	15.00%
62	15.00%
63	15.00%
64	15.00%
65+	100.00%

Schedule SB Attachment (Form 5500)—2016 Plan Year
Denver Teamsters Local Union- 455 The Denver Post LLC Employees
Pension Plan
EIN: 82-1798927 PN: 008

Table 3

Withdrawal Rates

Age	Rate	Age	Rate
15	33.44%	45	6.98%
16	33.44%	46	6.50%
17	33.44%	47	6.36%
18	33.44%	48	5.98%
19	33.44%	49	5.72%
20	33.44%	50	5.52%
21	31.90%	51	5.30%
22	30.14%	52	5.14%
23	28.18%	53	4.84%
24	26.04%	54	4.62%
25	24.14%	55	4.38%
26	22.42%	56	4.16%
27	20.70%	57	4.00%
28	19.28%	58	3.62%
29	18.22%	59	3.24%
30	17.20%	60	2.86%
31	16.26%	61	2.48%
32	15.32%	62	2.28%
33	14.40%	63	1.62%
34	13.50%	64	1.16%
35	12.70%	65	1.16%
36	11.94%	66	0.00%
37	11.22%	67	0.00%
38	10.62%	68	0.00%
39	10.04%	69	0.00%
40	9.46%	70+	0.00%
41	8.94%		
42	8.44%		
43	7.96%		
44	7.48%		

Schedule SB Attachment (Form 5500)—2016 Plan Year
Denver Teamsters Local Union- 455 The Denver Post LLC Employees
Pension Plan
EIN: 82-1798927 PN: 008

Table 4
Disability Rates

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

Schedule SB Attachment (Form 5500)—2016 Plan Year
Denver Teamsters Local Union- 455 The Denver Post LLC Employees
Pension Plan
EIN: 82-1798927 PN: 008

Schedule SB, Part V—Summary of Plan Provisions

Effective Date October 1, 1964, most recently amended effective October 1, 2016.

Eligibility Any person in active employment of the employer prior to October 1, 2005 who is included in the collective bargaining unit of Denver Teamsters' Union Local No. 455.

No new participants may enter the plan after September 30, 2005.

Employer Contributions Employer contributions are made for each hour worked. The table below summarizes the most recent history of employer contributions.

Effective Date	Rate Per Hour
10/1986	\$0.625
6/2001	1.000
1/2002	1.100
1/2003	1.200
7/2004	1.400
7/2005 ¹	1.550

Normal Retirement

Eligibility Age 65.

Benefit A monthly income payable for life equal to \$50 per year of benefit service, plus the actuarial equivalent of the severance benefit.

Benefits are frozen as of September 30, 2005.

Early Retirement

Eligibility Age 55 and five years of vesting service.

Benefit The monthly benefit is determined same as normal retirement considering benefit service prior to actual retirement. If payment commences prior to age 65, benefits are reduced by 0.25% for each month by which payment begins before age 65.

Schedule SB Attachment (Form 5500)—2016 Plan Year
Denver Teamsters Local Union- 455 The Denver Post LLC Employees
Pension Plan
EIN: 82-1798927 PN: 008

Disability Retirement
Eligibility

Five years of vesting service.

Benefit

Benefit commencing six months after disability equal to the larger of 50% of the accrued benefit, or the actuarial equivalent of the accrued benefit.

Preretirement Death Benefit

Non-vested participants and participants with no spouse who have earned one year of benefit service or more shall have a lump-sum benefit payable to their beneficiary equal to \$200 times years of benefit service.

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

Form of Retirement Benefit
Normal

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

Optional

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

Definitions
Actuarial Equivalence

Equivalence in value between two or more methods of payment.

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

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

Plan Year

October 1 to September 30.

Schedule SB Attachment (Form 5500)—2016 Plan Year
Denver Teamsters Local Union- 455 The Denver Post LLC Employees
Pension Plan
EIN: 82-1798927 PN: 008

Vesting

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

If a participant terminates after earning one year of benefit service, participant shall receive a severance benefit equal to \$400 times years of benefit service earned October 1, 1964 through March 23, 2001.

Years of Benefit Service

A plan year prior to October 1, 2005 in which an employee completes 1,000 hours, with partial credit at the rate of 1/10th year for each 100 hours worked. Benefit service is frozen effective October 1, 2005.

Years of Vesting

A plan year in which an employee completes 500 hours, with partial credit at the rate of 1/10th year for each 100 hours worked.

Plan Changes Since the Prior Year

The funding valuation reflects the following plan change:

- A change in the mortality and interest basis for lump-sum payments 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)—2016 Plan Year
Denver Teamsters Local Union- 455 The Denver Post LLC Employees
Pension Plan
EIN: 82-1798927 PN: 008

Schedule SB, line 26—Schedule of Active Participant Data as of October 1, 2016

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										
25-29										
30-34										
35-39										
40-44			3							
45-49	1		1							
50-54		2	1							
55-59			2							
60-64		2	3							
65-69										
70+										

N-15

Schedule SB Attachment (Form 5500)—2016 Plan Year
Denver Teamsters Local Union- 455 The Denver Post LLC Employees
Pension Plan
EIN: 82-1798927 PN: 008

Schedule SB, line 32—Schedule of Amortization Bases

Type of Base	Present Value of Installment	Date Established	Years Remaining	Amortization Installment
Shortfall	\$ 491,140	October 1, 2011	10	\$ 61,782
Shortfall	\$ (195,431)	October 1, 2012	3	\$ (67,987)
Shortfall	\$ 153,091	October 1, 2013	4	\$ 40,796
Shortfall	\$ (135,685)	October 1, 2014	5	\$ (29,539)
Shortfall	\$ 107,572	October 1, 2015	6	\$ 20,130
Shortfall	\$ 131,168	October 1, 2016	7	\$ 21,672

If funding relief had not been elected for the 2011 plan year, the shortfall amortization amount for the base established on October 1, 2011 would have been \$107,295.

There is no installment acceleration amount or carryover of excess installment acceleration amount (from prior plan years) applicable for the 2016 plan year.

Schedule SB Attachment (Form 5500)—2016 Plan Year
Denver Teamsters Local Union- 455 The Denver Post LLC Employees
Pension Plan
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Schedule SB, line 19—Discounted Employer Contributions
Year applied for contributions: 2016

Date	Amount	Days to Discount to 10/1/2016 at 6.11%	Interest Adjusted Contribution
December 12, 2016	\$ 35,000	72	\$ 34,593
March 15, 2018	<u>1,200,000</u>	530	<u>1,100,986</u>
Total Contribution	\$ 1,235,000		\$ 1,135,579

Schedule SB Attachment (Form 5500)—2016 Plan Year
Denver Teamsters Local Union- 455 The Denver Post LLC Employees
Pension Plan
EIN: 82-1798927 PN: 008

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

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

(a)	(b)	(c)	(d)
Age	Rate	Weight	Product (a) × (b) × (c)
55.5	5.00%	1.0000	2.78
56.5	5.00%	0.9500	2.68
57.5	5.00%	0.9025	2.59
58.5	5.00%	0.8574	2.51
59.5	5.00%	0.8145	2.42
60.5	10.00%	0.7738	4.68
61.5	10.00%	0.6964	4.28
62.5	50.00%	0.6268	19.59
63.5	25.00%	0.3134	4.97
64.5	25.00%	0.2350	3.79
65	100.00%	0.1763	11.46
Weighted Average			61.75

Schedule SB Attachment (Form 5500)—2016 Plan Year
Denver Teamsters Local Union- 455 The Denver Post LLC Employees
Pension Plan
EIN: 82-1798927 PN: 008

Schedule SB, Part V—Summary of Plan Provisions

Effective Date October 1, 1964, most recently amended effective October 1, 2016.

Eligibility Any person in active employment of the employer prior to October 1, 2005 who is included in the collective bargaining unit of Denver Teamsters' Union Local No. 455.

No new participants may enter the plan after September 30, 2005.

Employer Contributions Employer contributions are made for each hour worked. The table below summarizes the most recent history of employer contributions.

Effective Date	Rate Per Hour
10/1986	\$0.625
6/2001	1.000
1/2002	1.100
1/2003	1.200
7/2004	1.400
7/2005 ¹	1.550

Normal Retirement

Eligibility Age 65.

Benefit A monthly income payable for life equal to \$50 per year of benefit service, plus the actuarial equivalent of the severance benefit.

Benefits are frozen as of September 30, 2005.

Early Retirement

Eligibility Age 55 and five years of vesting service.

Benefit The monthly benefit is determined same as normal retirement considering benefit service prior to actual retirement. If payment commences prior to age 65, benefits are reduced by 0.25% for each month by which payment begins before age 65.

Schedule SB Attachment (Form 5500)—2016 Plan Year
Denver Teamsters Local Union- 455 The Denver Post LLC Employees
Pension Plan
EIN: 82-1798927 PN: 008

Disability Retirement
Eligibility

Five years of vesting service.

Benefit

Benefit commencing six months after disability equal to the larger of 50% of the accrued benefit, or the actuarial equivalent of the accrued benefit.

Preretirement Death Benefit

Non-vested participants and participants with no spouse who have earned one year of benefit service or more shall have a lump-sum benefit payable to their beneficiary equal to \$200 times years of benefit service.

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

Form of Retirement Benefit
Normal

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

Optional

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

Definitions
Actuarial Equivalence

Equivalence in value between two or more methods of payment.

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

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

Plan Year

October 1 to September 30.

Schedule SB Attachment (Form 5500)—2016 Plan Year
Denver Teamsters Local Union- 455 The Denver Post LLC Employees
Pension Plan
EIN: 82-1798927 PN: 008

Vesting

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

If a participant terminates after earning one year of benefit service, participant shall receive a severance benefit equal to \$400 times years of benefit service earned October 1, 1964 through March 23, 2001.

Years of Benefit Service

A plan year prior to October 1, 2005 in which an employee completes 1,000 hours, with partial credit at the rate of 1/10th year for each 100 hours worked. Benefit service is frozen effective October 1, 2005.

Years of Vesting

A plan year in which an employee completes 500 hours, with partial credit at the rate of 1/10th year for each 100 hours worked.

Plan Changes Since the Prior Year

The funding valuation reflects the following plan change:

- A change in the mortality and interest basis for lump-sum payments 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)—2016 Plan Year
Denver Teamsters Local Union- 455 The Denver Post LLC Employees
Pension Plan
EIN: 82-1798927 PN: 008

Schedule SB, line 26—Schedule of Active Participant Data as of October 1, 2016

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										
25-29										
30-34										
35-39										
40-44			3							
45-49	1		1							
50-54		2	1							
55-59			2							
60-64		2	3							
65-69										
70+										

N-15

Schedule SB Attachment (Form 5500)—2016 Plan Year
Denver Teamsters Local Union- 455 The Denver Post LLC Employees
Pension Plan
EIN: 82-1798927 PN: 008

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

Interest Rates for Minimum Funding Purposes	Based on segment rates with a four-month lookback (as of June 2016), each adjusted as needed to fall within the 25-year average interest rate stabilization corridor
1st Segment Rate	4.43%.
2nd Segment Rate	5.91%.
3rd Segment Rate	6.65%.
Interest Rates for Maximum Tax Purposes	Based on segment rates with a four-month lookback (as of June 2016), without regard to interest rate stabilization
1st Segment Rate	1.50%.
2nd Segment Rate	3.88%.
3rd Segment Rate	4.89%.
Optional Payment Form Election Percentage	55% elect Single Life Annuity. 30% elect 100% Joint and Survivor Annuity. 10% elect 50% Joint and Survivor Annuity. 5% elect 10-Year Certain and Life Annuity.
Retirement Age	
Active Participants	See Table 1.
Terminated Vested Participants	See Table 2.
Mortality Rates	
Healthy and Disabled	2016 static mortality table for annuitants and non-annuitants per section 1.430(h)(3)-1(e)
Withdrawal Rates	See Table 3
Disability Rates	See Table 4
Decrement Timing	Middle of year decrements (except that retirement is assumed to occur at the beginning of the year for ages where the assumed retirement rate is 100%)
Surviving Spouse Benefit	It is assumed that 85% of males and 85% of females have an eligible spouse, and that males are three years older than their spouses.

Schedule SB Attachment (Form 5500)—2016 Plan Year
Denver Teamsters Local Union- 455 The Denver Post LLC Employees
Pension Plan
EIN: 82-1798927 PN: 008

Benefit Limits	Projected benefits are limited by the current IRC section 415 maximum benefit of \$215,000.
Valuation of Plan Assets	<p>Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% nor more than 110% of fair market value.</p> <p>A characteristic of this method is that the expected distribution of the value of plan assets is skewed toward understatement relative to the corresponding market values for expected long-term rates of return in excess of the third segment rate under IRC section 430(h)(2)(C)(iii).</p>
Expected Return on Assets	
2014 Plan Year	Lesser of 7.50%, and the 3 rd Segment rate. Actual rate of 6.99%
2015 Plan Year	Lesser of 7.00%, and the 3 rd Segment rate. Actual rate of 6.81%
2016 Plan Year	Lesser of 7.00%, and the 3 rd Segment rate. Actual rate of 6.65%
Trust Expenses Included in Target Normal Cost	The Target Normal Cost includes estimated administrative expenses (based on prior years' actual amounts) plus the estimated PBGC premiums for the current year. For 2016, this amount is \$125,000
Actuarial Method	Standard unit credit cost method
Valuation Date	October 1, 2016

Schedule SB Attachment (Form 5500)—2016 Plan Year
Denver Teamsters Local Union- 455 The Denver Post LLC Employees
Pension Plan
EIN: 82-1798927 PN: 008

Table 1

Retirement Rates—Active Participants

<u>Age</u>	<u>Rate</u>
55	5.00%
56	5.00%
57	5.00%
58	5.00%
59	5.00%
60	10.00%
61	10.00%
62	50.00%
63	25.00%
64	25.00%
65+	100.00%

Schedule SB Attachment (Form 5500)—2016 Plan Year
Denver Teamsters Local Union- 455 The Denver Post LLC Employees
Pension Plan
EIN: 82-1798927 PN: 008

Table 2

Retirement Rates—Terminated Vested Participants

<u>Age</u>	<u>Rate</u>
60	15.00%
61	15.00%
62	15.00%
63	15.00%
64	15.00%
65+	100.00%

Schedule SB Attachment (Form 5500)—2016 Plan Year
Denver Teamsters Local Union- 455 The Denver Post LLC Employees
Pension Plan
EIN: 82-1798927 PN: 008

Table 3

Withdrawal Rates

Age	Rate	Age	Rate
15	33.44%	45	6.98%
16	33.44%	46	6.50%
17	33.44%	47	6.36%
18	33.44%	48	5.98%
19	33.44%	49	5.72%
20	33.44%	50	5.52%
21	31.90%	51	5.30%
22	30.14%	52	5.14%
23	28.18%	53	4.84%
24	26.04%	54	4.62%
25	24.14%	55	4.38%
26	22.42%	56	4.16%
27	20.70%	57	4.00%
28	19.28%	58	3.62%
29	18.22%	59	3.24%
30	17.20%	60	2.86%
31	16.26%	61	2.48%
32	15.32%	62	2.28%
33	14.40%	63	1.62%
34	13.50%	64	1.16%
35	12.70%	65	1.16%
36	11.94%	66	0.00%
37	11.22%	67	0.00%
38	10.62%	68	0.00%
39	10.04%	69	0.00%
40	9.46%	70+	0.00%
41	8.94%		
42	8.44%		
43	7.96%		
44	7.48%		

Schedule SB Attachment (Form 5500)—2016 Plan Year
Denver Teamsters Local Union- 455 The Denver Post LLC Employees
Pension Plan
EIN: 82-1798927 PN: 008

Table 4
Disability Rates

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

Schedule SB Attachment (Form 5500)—2016 Plan Year
Denver Teamsters Local Union- 455 The Denver Post LLC Employees
Pension Plan
EIN: 82-1798927 PN: 008

Schedule SB, line 32—Schedule of Amortization Bases

Type of Base	Present Value of Installment	Date Established	Years Remaining	Amortization Installment
Shortfall	\$ 491,140	October 1, 2011	10	\$ 61,782
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Shortfall	\$ 153,091	October 1, 2013	4	\$ 40,796
Shortfall	\$ (135,685)	October 1, 2014	5	\$ (29,539)
Shortfall	\$ 107,572	October 1, 2015	6	\$ 20,130
Shortfall	\$ 131,168	October 1, 2016	7	\$ 21,672

If funding relief had not been elected for the 2011 plan year, the shortfall amortization amount for the base established on October 1, 2011 would have been \$107,295.

There is no installment acceleration amount or carryover of excess installment acceleration amount (from prior plan years) applicable for the 2016 plan year.

**DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES'
PENSION PLAN**

**Financial Statements
and
Independent Auditors' Report
September 30, 2017 and 2016**

EKS&H

**DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES'
PENSION PLAN**

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INDEPENDENT AUDITORS' REPORT

Plan Administrator, Committee, and Participants
Denver Teamsters Local Union 455 - The Denver Post Employees' Pension Plan
Denver, Colorado

REPORT ON FINANCIAL STATEMENTS

We were engaged to audit the accompanying financial statements of Denver Teamsters Local Union 455 - The Denver Post Employees' Pension Plan (the "Plan"), which are comprised of the statements of net assets available for benefits as of September 30, 2017 and 2016, and the related statements of changes in net assets available for benefits for the years ended September 30, 2017 and 2016, and the related notes to the financial statements.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

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

AUDITORS' RESPONSIBILITY

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

BASIS FOR DISCLAIMER OF OPINION

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 2, which was certified by Prudential Retirement Insurance and Annuity Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of and for the years ended September 30, 2017 and 2016, 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

Supplemental Schedules

The supplemental schedules as of and for the year ended September 30, 2017, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

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

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

EKS+H LLLP
EKS&H LLLP

Denver, Colorado
June 27, 2018

**DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES'
PENSION PLAN**

Statements of Net Assets Available for Benefits

	<u>September 30,</u>	
	<u>2017</u>	<u>2016</u>
Assets		
Investments, at fair value		
Pooled separate accounts	\$ 3,549,948	\$ 3,214,806
Employer contributions receivable	<u>1,200,000</u>	<u>265,000</u>
Net assets available for benefits	<u><u>\$ 4,749,948</u></u>	<u><u>\$ 3,479,806</u></u>

See notes to financial statements.

**DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES'
PENSION PLAN**

Statements of Changes in Net Assets Available for Benefits

	For the Years Ended September 30,	
	<u>2017</u>	<u>2016</u>
Additions		
Investment income		
Net appreciation in fair value of investments	\$ 309,258	\$ 243,607
Interest and dividends	<u>56,000</u>	<u>55,292</u>
Total investment income	365,258	298,899
Contributions		
Employer contributions	<u>1,235,000</u>	<u>265,000</u>
Total additions	<u>1,600,258</u>	<u>563,899</u>
Deductions		
Benefits paid to participants	215,149	196,112
Administrative fees	<u>114,967</u>	<u>102,272</u>
Total deductions	<u>330,116</u>	<u>298,384</u>
Net increase	1,270,142	265,515
Net assets available for benefits		
Beginning of year	<u>3,479,806</u>	<u>3,214,291</u>
End of year	<u>\$ 4,749,948</u>	<u>\$ 3,479,806</u>

See notes to financial statements.

DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES' PENSION PLAN

Notes to Financial Statements

Note 1 - Description of the Plan and Significant Accounting Policies

The following description of Denver Teamsters Local Union 455 - The Denver Post Employees' Pension Plan (the "Plan") provides only general information. Participants and all others should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a collectively bargained, single-employer defined benefit plan established October 1, 1964 under an agreement, as amended and restated, which is presently between the DP Media Network, LLC (the "Company") and the Denver Teamsters Local Union 455 to provide pension, disability, and death benefits to eligible employees with qualifying years of credited service. Effective June 28, 2017, the Company assumed sponsorship of the Plan from the Denver Post, LLC, which is treated as a predecessor employer for purposes of determining years of service, benefit accruals, and vesting. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

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

Effective October 1, 2005, the Plan was frozen. Current participants will not accrue benefit credits but will continue to accrue vesting credits.

Effective October 1, 2015, the Plan was amended and restated in its entirety to comply with applicable federal laws and to make other changes.

Funding Policy

The Plan has met minimum funding requirements of ERISA for the Plan years ended September 30, 2017 and 2016.

The funding target attainment percentage is obtained by dividing the Plan's net plan assets by the Plan liabilities on the valuation date. The funding target attainment percentage was 85.50% at October 1, 2016 and 88.68% at October 1, 2015.

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 \$1,235,000 and \$265,000 were made to the Plan for the years ended September 30, 2017 and 2016, respectively.

**DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES'
PENSION PLAN**

Notes to Financial Statements

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

Vesting and Payment of Benefits

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

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

During 2000, the Plan was amended to provide for varying pension benefit formula dollar amounts based on employment termination dates. For participants whose employment terminated prior to October 1, 1997, the monthly dollar amount is \$30 times the participant's years of Benefit Service. For participants whose employment terminated between October 1, 1997 and September 30, 2000, the amount is \$35. For participants whose employment terminated on or after October 1, 2000, the monthly dollar amount is \$50 times the participant's years of Benefit Service.

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

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

**DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES'
PENSION PLAN**

Notes to Financial Statements

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

Vesting and Payment of Benefits (continued)

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

Benefit payments to participants are recorded when paid.

Plan Termination

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

Valuation of Investments and Income Recognition

The Plan's investments are reported at fair value as reported by the trustee. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for additional fair value measurement disclosures.

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

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America 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.

**DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES'
PENSION PLAN**

Notes to Financial Statements

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

Risks, Uncertainties, and Concentrations

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 the amounts reported in the statements of net assets available for benefits.

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

As of September 30, 2017 and 2016, four investments accounted for approximately 98% of total investments, at fair value. During the years ended September 30, 2017 and 2016, three and four investments accounted for approximately 100% and 98%, respectively, of net appreciation in fair value of investments.

Subsequent Events

The Plan has evaluated all subsequent events through the auditors' report date, which is the date the financial statements were available to be issued.

Effective December 31, 2017, the Company and MediaNews Group, Inc. have entered into a Plan Merger Agreement to merge The DP Media Network Non-Union Employees' Pension Plan, The Denver Newspaper Pressmen's Union Pension Plan, the MediaNews Group, Inc. Pension Plan for Saint Paul Division (Mechanical) Employees and the MediaNews Group Defined Benefit Plan for Certain Employees into the Plan. The Plan is the surviving plan, MediaNews Group, Inc. will assume sponsorship of the Plan, and the Plan will be renamed the MediaNews Group Merged Pension Plan. The accrued benefit of each participant immediately after the plan merger will be no less than the accrued benefit of each participant immediately prior to the plan merger, and each participant's distribution options, protected benefits, rights, and features shall continue to be determined in accordance with the terms of the applicable merged plan in effect immediately prior to the plan merger.

There were no other material subsequent events that required recognition or disclosure in separate footnotes to the financial statements.

**DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES'
PENSION PLAN**

Notes to Financial Statements

Note 2 - Investments Certified by the Trustee

Prudential has certified in writing to the Plan administrator that the stated amounts for investments at fair value as of September 30, 2017 and 2016 and the income earned or losses incurred on the investments for the years ended September 30, 2017 and 2016, as reflected in the accompanying financial statements, the supplemental schedule of assets (held at end of year), and the schedule of reportable transactions, 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, the supplemental schedule of assets (held at end of year), and the schedule of reportable transactions.

Note 3 - Fair Value Accounting

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

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

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

As of September 30, 2017 and 2016, no investments were required to be presented in the fair value hierarchy table. As of September 30, 2017 and 2016, investments of \$3,549,948 and \$3,214,806 were measured at net asset value ("NAV"), respectively.

**DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES'
PENSION PLAN**

Notes to Financial Statements

Note 3 - Fair Value Accounting (continued)

The Plan's investments in pooled separate accounts ("separate accounts") are recorded at NAV reported by the funds' managers as a practical expedient to estimating the fair value, as these investments do not have readily determinable fair values. Due to the nature of the investments held by the separate accounts, changes in market conditions and the economic environment may significantly impact the NAV of the separate accounts, and, consequently, fair values of the funds' interest in the funds. The fair value of these investments is measured using the NAV per share of the Plan's ownership interest in separate accounts on an equivalent measure where it is not probable that the fund will sell a separate account at a price other than NAV. The separate accounts are redeemable daily and have a one-day notice period.

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 as of December 31, 2017 and 2016. The Plan's management reaffirms its understanding of the valuation techniques used by its pricing services at least annually.

Note 4 - Income Taxes

The IRS has determined and informed the Plan in a letter dated August 20, 2014, and subsequently updated February 27, 2018, 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. The Plan administrator believes that the Plan continues to be operated and administered in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America 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 September 30, 2017 and 2016, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements.

Note 5 - Administration of the Plan

The Plan pays the cost of certain administrative, accounting, and legal services. Fees incurred and paid directly by the Plan for investment consultant services during the years ended September 30, 2017 and 2016 were \$12,000, which are included within administrative fees on the statements of changes in net assets available for benefits.

**DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES'
PENSION PLAN**

Notes to Financial Statements

Note 6 - Related Party and Party-in-Interest Transactions

Plan investments include pooled separate accounts managed by Prudential. These transactions qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules.

Note 7 - Accumulated Plan Benefits

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

Accumulated Plan benefits are those estimated future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to services rendered by the employees to the valuation date. Accumulated Plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries and (b) present employees or their beneficiaries. Benefits for retired or terminated employees or their beneficiaries and present employees or their beneficiaries are based on varying pension benefit formulas, as outlined in the Plan. Benefits payable under all circumstances (retirement, death, disability, or termination of employment) are included to the extent they are deemed attributable to employee service rendered to the valuation date. The actuarial valuation was performed as of October 1, 2016 and 2015. Had the valuation been performed as of September 30, 2016 and 2015, there would be no material difference.

The following table sets forth the accumulated Plan benefits:

	October 1	
	2016	2015
Actuarial present value of accumulated Plan benefits		
Vested benefits		
Participants currently receiving benefits	\$ 1,879,566	\$ 1,825,648
Vested benefits for other participants	<u>1,608,637</u>	<u>1,700,247</u>
Total vested benefits	3,488,203	3,525,895
Non-vested benefits	<u>2,261</u>	<u>2,141</u>
Total actuarial present value of accumulated Plan benefits	<u>\$ 3,490,464</u>	<u>\$ 3,528,036</u>

DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES' PENSION PLAN

Notes to Financial Statements

Note 7 - Accumulated Plan Benefits (continued)

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

Actuarial present value of accumulated Plan benefits as of October 1, 2015	\$ 3,528,036
Increase (decrease) during the year attributable to	
Interest accumulation	240,215
Assumption changes (1)	(86,968)
Other changes (2)	5,293
Benefit payments	<u>(196,112)</u>
Actuarial present value of accumulated Plan benefits as of October 1, 2016	<u>\$ 3,490,464</u>

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

The significant actuarial assumptions used by Hewitt in its October 1, 2016 and 2015 calculations are as follows:

Assumed rate of return on investments	7.00% (2016 and 2015)
Probability of retirement - active participants	5% at ages 55-59, 10% at ages 60-61, 50% at age 62, 25% at ages 63-64, and 100% at ages 65+ (2016 and 2015)
Probability of retirement - terminated vested participants	15% at ages 60-64 and 100% at ages 65+ (2016 and 2015)
Mortality basis	2016 Static Mortality Table for Annuitants and Non-Annuitants (2016) and 2015 Static Mortality Table for Annuitants and Non-Annuitants (2015)
Actuarial cost method	Standard Unit Credit Cost Method (2016 and 2015)
Compensation increase	Salary scale and valuation compensation assumptions no longer apply, as benefits were frozen effective October 1, 2005

The effective interest rate assumption changed to 6.11% as of October 1, 2016 from 6.31% as of October 1, 2015.

**DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES'
PENSION PLAN**

Notes to Financial Statements

Note 7 - Accumulated Plan Benefits (continued)

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 SCHEDULES

**DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES'
PENSION PLAN**

**Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)
For the Year Ended September 30, 2017**

Employer Identification Number - 84-1551911

Plan Number - 008

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
	Pooled separate accounts			
*	Prudential	Core Plus Bond PGIM Fund	\$ 912,215	\$ 963,067
*	Prudential	Dryden S&P 500 Index Fund	617,865	903,382
*	Prudential	Mid Cap Growth Artisan Partners Fund	610,224	873,315
*	Prudential	International Blend Lazard Fund	692,835	726,455
*	Prudential	Short-Term Fund	<u>83,729</u>	<u>83,729</u>
			<u>\$ 2,916,868</u>	<u>\$ 3,549,948</u>

* Party-in-interest

DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES' PENSION PLAN

**Schedule H, Part IV, Line 4j - Schedule of Reportable Transactions
as of September 30, 2017**

Employer Identification Number - 84-1551911

Plan Number - 008

<u>(a) Identity of Party Involved</u>	<u>(b) Description of Asset</u>	<u>(c) Purchase Price</u>	<u>(d) Selling Price</u>	<u>(g) Cost of Asset</u>	<u>(h) Current Value of Asset on Transaction Date</u>	<u>(i) Net Gain or Loss</u>
Category (iii) - A series of transactions that exceeds 5% of net assets as of the beginning of the Plan year:						
Prudential	Short-Term Fund	\$ 360,453	\$ 330,569	\$ 691,022	\$ 691,022	

There were no category (i), (ii), or (iv) reportable transactions for the year ended September 30, 2017.

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

**DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES'
PENSION PLAN**

**Financial Statements
and
Independent Auditors' Report
September 30, 2017 and 2016**

EKS&H

**DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES'
PENSION PLAN**

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INDEPENDENT AUDITORS' REPORT

Plan Administrator, Committee, and Participants
Denver Teamsters Local Union 455 - The Denver Post Employees' Pension Plan
Denver, Colorado

REPORT ON FINANCIAL STATEMENTS

We were engaged to audit the accompanying financial statements of Denver Teamsters Local Union 455 - The Denver Post Employees' Pension Plan (the "Plan"), which are comprised of the statements of net assets available for benefits as of September 30, 2017 and 2016, and the related statements of changes in net assets available for benefits for the years ended September 30, 2017 and 2016, and the related notes to the financial statements.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

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

AUDITORS' RESPONSIBILITY

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

BASIS FOR DISCLAIMER OF OPINION

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 2, which was certified by Prudential Retirement Insurance and Annuity Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of and for the years ended September 30, 2017 and 2016, 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

Supplemental Schedules

The supplemental schedules as of and for the year ended September 30, 2017, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

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

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

EKS+H LLLP
EKS&H LLLP

Denver, Colorado
June 27, 2018

**DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES'
PENSION PLAN**

Statements of Net Assets Available for Benefits

	<u>September 30,</u>	
	<u>2017</u>	<u>2016</u>
Assets		
Investments, at fair value		
Pooled separate accounts	\$ 3,549,948	\$ 3,214,806
Employer contributions receivable	<u>1,200,000</u>	<u>265,000</u>
Net assets available for benefits	<u><u>\$ 4,749,948</u></u>	<u><u>\$ 3,479,806</u></u>

See notes to financial statements.

**DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES'
PENSION PLAN**

Statements of Changes in Net Assets Available for Benefits

	For the Years Ended September 30,	
	<u>2017</u>	<u>2016</u>
Additions		
Investment income		
Net appreciation in fair value of investments	\$ 309,258	\$ 243,607
Interest and dividends	<u>56,000</u>	<u>55,292</u>
Total investment income	365,258	298,899
Contributions		
Employer contributions	<u>1,235,000</u>	<u>265,000</u>
Total additions	<u>1,600,258</u>	<u>563,899</u>
Deductions		
Benefits paid to participants	215,149	196,112
Administrative fees	<u>114,967</u>	<u>102,272</u>
Total deductions	<u>330,116</u>	<u>298,384</u>
Net increase	1,270,142	265,515
Net assets available for benefits		
Beginning of year	<u>3,479,806</u>	<u>3,214,291</u>
End of year	<u>\$ 4,749,948</u>	<u>\$ 3,479,806</u>

See notes to financial statements.

DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES' PENSION PLAN

Notes to Financial Statements

Note 1 - Description of the Plan and Significant Accounting Policies

The following description of Denver Teamsters Local Union 455 - The Denver Post Employees' Pension Plan (the "Plan") provides only general information. Participants and all others should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a collectively bargained, single-employer defined benefit plan established October 1, 1964 under an agreement, as amended and restated, which is presently between the DP Media Network, LLC (the "Company") and the Denver Teamsters Local Union 455 to provide pension, disability, and death benefits to eligible employees with qualifying years of credited service. Effective June 28, 2017, the Company assumed sponsorship of the Plan from the Denver Post, LLC, which is treated as a predecessor employer for purposes of determining years of service, benefit accruals, and vesting. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

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

Effective October 1, 2005, the Plan was frozen. Current participants will not accrue benefit credits but will continue to accrue vesting credits.

Effective October 1, 2015, the Plan was amended and restated in its entirety to comply with applicable federal laws and to make other changes.

Funding Policy

The Plan has met minimum funding requirements of ERISA for the Plan years ended September 30, 2017 and 2016.

The funding target attainment percentage is obtained by dividing the Plan's net plan assets by the Plan liabilities on the valuation date. The funding target attainment percentage was 85.50% at October 1, 2016 and 88.68% at October 1, 2015.

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 \$1,235,000 and \$265,000 were made to the Plan for the years ended September 30, 2017 and 2016, respectively.

**DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES'
PENSION PLAN**

Notes to Financial Statements

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

Vesting and Payment of Benefits

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

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

During 2000, the Plan was amended to provide for varying pension benefit formula dollar amounts based on employment termination dates. For participants whose employment terminated prior to October 1, 1997, the monthly dollar amount is \$30 times the participant's years of Benefit Service. For participants whose employment terminated between October 1, 1997 and September 30, 2000, the amount is \$35. For participants whose employment terminated on or after October 1, 2000, the monthly dollar amount is \$50 times the participant's years of Benefit Service.

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

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

**DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES'
PENSION PLAN**

Notes to Financial Statements

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

Vesting and Payment of Benefits (continued)

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

Benefit payments to participants are recorded when paid.

Plan Termination

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

Valuation of Investments and Income Recognition

The Plan's investments are reported at fair value as reported by the trustee. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for additional fair value measurement disclosures.

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

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America 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.

**DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES'
PENSION PLAN**

Notes to Financial Statements

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

Risks, Uncertainties, and Concentrations

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 the amounts reported in the statements of net assets available for benefits.

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

As of September 30, 2017 and 2016, four investments accounted for approximately 98% of total investments, at fair value. During the years ended September 30, 2017 and 2016, three and four investments accounted for approximately 100% and 98%, respectively, of net appreciation in fair value of investments.

Subsequent Events

The Plan has evaluated all subsequent events through the auditors' report date, which is the date the financial statements were available to be issued.

Effective December 31, 2017, the Company and MediaNews Group, Inc. have entered into a Plan Merger Agreement to merge The DP Media Network Non-Union Employees' Pension Plan, The Denver Newspaper Pressmen's Union Pension Plan, the MediaNews Group, Inc. Pension Plan for Saint Paul Division (Mechanical) Employees and the MediaNews Group Defined Benefit Plan for Certain Employees into the Plan. The Plan is the surviving plan, MediaNews Group, Inc. will assume sponsorship of the Plan, and the Plan will be renamed the MediaNews Group Merged Pension Plan. The accrued benefit of each participant immediately after the plan merger will be no less than the accrued benefit of each participant immediately prior to the plan merger, and each participant's distribution options, protected benefits, rights, and features shall continue to be determined in accordance with the terms of the applicable merged plan in effect immediately prior to the plan merger.

There were no other material subsequent events that required recognition or disclosure in separate footnotes to the financial statements.

**DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES'
PENSION PLAN**

Notes to Financial Statements

Note 2 - Investments Certified by the Trustee

Prudential has certified in writing to the Plan administrator that the stated amounts for investments at fair value as of September 30, 2017 and 2016 and the income earned or losses incurred on the investments for the years ended September 30, 2017 and 2016, as reflected in the accompanying financial statements, the supplemental schedule of assets (held at end of year), and the schedule of reportable transactions, 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, the supplemental schedule of assets (held at end of year), and the schedule of reportable transactions.

Note 3 - Fair Value Accounting

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

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

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

As of September 30, 2017 and 2016, no investments were required to be presented in the fair value hierarchy table. As of September 30, 2017 and 2016, investments of \$3,549,948 and \$3,214,806 were measured at net asset value ("NAV"), respectively.

**DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES'
PENSION PLAN**

Notes to Financial Statements

Note 3 - Fair Value Accounting (continued)

The Plan's investments in pooled separate accounts ("separate accounts") are recorded at NAV reported by the funds' managers as a practical expedient to estimating the fair value, as these investments do not have readily determinable fair values. Due to the nature of the investments held by the separate accounts, changes in market conditions and the economic environment may significantly impact the NAV of the separate accounts, and, consequently, fair values of the funds' interest in the funds. The fair value of these investments is measured using the NAV per share of the Plan's ownership interest in separate accounts on an equivalent measure where it is not probable that the fund will sell a separate account at a price other than NAV. The separate accounts are redeemable daily and have a one-day notice period.

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 as of December 31, 2017 and 2016. The Plan's management reaffirms its understanding of the valuation techniques used by its pricing services at least annually.

Note 4 - Income Taxes

The IRS has determined and informed the Plan in a letter dated August 20, 2014, and subsequently updated February 27, 2018, 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. The Plan administrator believes that the Plan continues to be operated and administered in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America 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 September 30, 2017 and 2016, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements.

Note 5 - Administration of the Plan

The Plan pays the cost of certain administrative, accounting, and legal services. Fees incurred and paid directly by the Plan for investment consultant services during the years ended September 30, 2017 and 2016 were \$12,000, which are included within administrative fees on the statements of changes in net assets available for benefits.

**DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES'
PENSION PLAN**

Notes to Financial Statements

Note 6 - Related Party and Party-in-Interest Transactions

Plan investments include pooled separate accounts managed by Prudential. These transactions qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules.

Note 7 - Accumulated Plan Benefits

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

Accumulated Plan benefits are those estimated future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to services rendered by the employees to the valuation date. Accumulated Plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries and (b) present employees or their beneficiaries. Benefits for retired or terminated employees or their beneficiaries and present employees or their beneficiaries are based on varying pension benefit formulas, as outlined in the Plan. Benefits payable under all circumstances (retirement, death, disability, or termination of employment) are included to the extent they are deemed attributable to employee service rendered to the valuation date. The actuarial valuation was performed as of October 1, 2016 and 2015. Had the valuation been performed as of September 30, 2016 and 2015, there would be no material difference.

The following table sets forth the accumulated Plan benefits:

	October 1	
	2016	2015
Actuarial present value of accumulated Plan benefits		
Vested benefits		
Participants currently receiving benefits	\$ 1,879,566	\$ 1,825,648
Vested benefits for other participants	<u>1,608,637</u>	<u>1,700,247</u>
Total vested benefits	3,488,203	3,525,895
Non-vested benefits	<u>2,261</u>	<u>2,141</u>
Total actuarial present value of accumulated Plan benefits	<u>\$ 3,490,464</u>	<u>\$ 3,528,036</u>

**DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES'
PENSION PLAN**

Notes to Financial Statements

Note 7 - Accumulated Plan Benefits (continued)

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

Actuarial present value of accumulated Plan benefits as of October 1, 2015	\$ 3,528,036
Increase (decrease) during the year attributable to	
Interest accumulation	240,215
Assumption changes (1)	(86,968)
Other changes (2)	5,293
Benefit payments	<u>(196,112)</u>
Actuarial present value of accumulated Plan benefits as of October 1, 2016	<u>\$ 3,490,464</u>

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

The significant actuarial assumptions used by Hewitt in its October 1, 2016 and 2015 calculations are as follows:

Assumed rate of return on investments	7.00% (2016 and 2015)
Probability of retirement - active participants	5% at ages 55-59, 10% at ages 60-61, 50% at age 62, 25% at ages 63-64, and 100% at ages 65+ (2016 and 2015)
Probability of retirement - terminated vested participants	15% at ages 60-64 and 100% at ages 65+ (2016 and 2015)
Mortality basis	2016 Static Mortality Table for Annuitants and Non-Annuitants (2016) and 2015 Static Mortality Table for Annuitants and Non-Annuitants (2015)
Actuarial cost method	Standard Unit Credit Cost Method (2016 and 2015)
Compensation increase	Salary scale and valuation compensation assumptions no longer apply, as benefits were frozen effective October 1, 2005

The effective interest rate assumption changed to 6.11% as of October 1, 2016 from 6.31% as of October 1, 2015.

**DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES'
PENSION PLAN**

Notes to Financial Statements

Note 7 - Accumulated Plan Benefits (continued)

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 SCHEDULES

**DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES'
PENSION PLAN**

**Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)
For the Year Ended September 30, 2017**

Employer Identification Number - 84-1551911

Plan Number - 008

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
	Pooled separate accounts			
*	Prudential	Core Plus Bond PGIM Fund	\$ 912,215	\$ 963,067
*	Prudential	Dryden S&P 500 Index Fund	617,865	903,382
*	Prudential	Mid Cap Growth Artisan Partners Fund	610,224	873,315
*	Prudential	International Blend Lazard Fund	692,835	726,455
*	Prudential	Short-Term Fund	<u>83,729</u>	<u>83,729</u>
			<u>\$ 2,916,868</u>	<u>\$ 3,549,948</u>

* Party-in-interest

DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES' PENSION PLAN

**Schedule H, Part IV, Line 4j - Schedule of Reportable Transactions
as of September 30, 2017**

Employer Identification Number - 84-1551911

Plan Number - 008

<u>(a) Identity of Party Involved</u>	<u>(b) Description of Asset</u>	<u>(c) Purchase Price</u>	<u>(d) Selling Price</u>	<u>(g) Cost of Asset</u>	<u>(h) Current Value of Asset on Transaction Date</u>	<u>(i) Net Gain or Loss</u>
Category (iii) - A series of transactions that exceeds 5% of net assets as of the beginning of the Plan year:						
Prudential	Short-Term Fund	\$ 360,453	\$ 330,569	\$ 691,022	\$ 691,022	

There were no category (i), (ii), or (iv) reportable transactions for the year ended September 30, 2017.

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

**DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES'
PENSION PLAN**

**Financial Statements
and
Independent Auditors' Report
September 30, 2017 and 2016**

EKS&H

**DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES'
PENSION PLAN**

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Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year).....	15
Schedule H, Part IV, Line 4j - Schedule of Reportable Transactions.....	16

INDEPENDENT AUDITORS' REPORT

Plan Administrator, Committee, and Participants
Denver Teamsters Local Union 455 - The Denver Post Employees' Pension Plan
Denver, Colorado

REPORT ON FINANCIAL STATEMENTS

We were engaged to audit the accompanying financial statements of Denver Teamsters Local Union 455 - The Denver Post Employees' Pension Plan (the "Plan"), which are comprised of the statements of net assets available for benefits as of September 30, 2017 and 2016, and the related statements of changes in net assets available for benefits for the years ended September 30, 2017 and 2016, and the related notes to the financial statements.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

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

AUDITORS' RESPONSIBILITY

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

BASIS FOR DISCLAIMER OF OPINION

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 2, which was certified by Prudential Retirement Insurance and Annuity Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of and for the years ended September 30, 2017 and 2016, 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

Supplemental Schedules

The supplemental schedules as of and for the year ended September 30, 2017, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

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

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

EKS+H LLLP
EKS&H LLLP

Denver, Colorado
June 27, 2018

**DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES'
PENSION PLAN**

Statements of Net Assets Available for Benefits

	<u>September 30,</u>	
	<u>2017</u>	<u>2016</u>
Assets		
Investments, at fair value		
Pooled separate accounts	\$ 3,549,948	\$ 3,214,806
Employer contributions receivable	<u>1,200,000</u>	<u>265,000</u>
Net assets available for benefits	<u><u>\$ 4,749,948</u></u>	<u><u>\$ 3,479,806</u></u>

See notes to financial statements.

**DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES'
PENSION PLAN**

Statements of Changes in Net Assets Available for Benefits

	For the Years Ended September 30,	
	<u>2017</u>	<u>2016</u>
Additions		
Investment income		
Net appreciation in fair value of investments	\$ 309,258	\$ 243,607
Interest and dividends	<u>56,000</u>	<u>55,292</u>
Total investment income	365,258	298,899
Contributions		
Employer contributions	<u>1,235,000</u>	<u>265,000</u>
Total additions	<u>1,600,258</u>	<u>563,899</u>
Deductions		
Benefits paid to participants	215,149	196,112
Administrative fees	<u>114,967</u>	<u>102,272</u>
Total deductions	<u>330,116</u>	<u>298,384</u>
Net increase	1,270,142	265,515
Net assets available for benefits		
Beginning of year	<u>3,479,806</u>	<u>3,214,291</u>
End of year	<u>\$ 4,749,948</u>	<u>\$ 3,479,806</u>

See notes to financial statements.

DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES' PENSION PLAN

Notes to Financial Statements

Note 1 - Description of the Plan and Significant Accounting Policies

The following description of Denver Teamsters Local Union 455 - The Denver Post Employees' Pension Plan (the "Plan") provides only general information. Participants and all others should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a collectively bargained, single-employer defined benefit plan established October 1, 1964 under an agreement, as amended and restated, which is presently between the DP Media Network, LLC (the "Company") and the Denver Teamsters Local Union 455 to provide pension, disability, and death benefits to eligible employees with qualifying years of credited service. Effective June 28, 2017, the Company assumed sponsorship of the Plan from the Denver Post, LLC, which is treated as a predecessor employer for purposes of determining years of service, benefit accruals, and vesting. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

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

Effective October 1, 2005, the Plan was frozen. Current participants will not accrue benefit credits but will continue to accrue vesting credits.

Effective October 1, 2015, the Plan was amended and restated in its entirety to comply with applicable federal laws and to make other changes.

Funding Policy

The Plan has met minimum funding requirements of ERISA for the Plan years ended September 30, 2017 and 2016.

The funding target attainment percentage is obtained by dividing the Plan's net plan assets by the Plan liabilities on the valuation date. The funding target attainment percentage was 85.50% at October 1, 2016 and 88.68% at October 1, 2015.

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 \$1,235,000 and \$265,000 were made to the Plan for the years ended September 30, 2017 and 2016, respectively.

**DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES'
PENSION PLAN**

Notes to Financial Statements

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

Vesting and Payment of Benefits

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

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

During 2000, the Plan was amended to provide for varying pension benefit formula dollar amounts based on employment termination dates. For participants whose employment terminated prior to October 1, 1997, the monthly dollar amount is \$30 times the participant's years of Benefit Service. For participants whose employment terminated between October 1, 1997 and September 30, 2000, the amount is \$35. For participants whose employment terminated on or after October 1, 2000, the monthly dollar amount is \$50 times the participant's years of Benefit Service.

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

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

**DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES'
PENSION PLAN**

Notes to Financial Statements

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

Vesting and Payment of Benefits (continued)

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

Benefit payments to participants are recorded when paid.

Plan Termination

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

Valuation of Investments and Income Recognition

The Plan's investments are reported at fair value as reported by the trustee. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for additional fair value measurement disclosures.

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

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America 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.

**DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES'
PENSION PLAN**

Notes to Financial Statements

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

Risks, Uncertainties, and Concentrations

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 the amounts reported in the statements of net assets available for benefits.

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

As of September 30, 2017 and 2016, four investments accounted for approximately 98% of total investments, at fair value. During the years ended September 30, 2017 and 2016, three and four investments accounted for approximately 100% and 98%, respectively, of net appreciation in fair value of investments.

Subsequent Events

The Plan has evaluated all subsequent events through the auditors' report date, which is the date the financial statements were available to be issued.

Effective December 31, 2017, the Company and MediaNews Group, Inc. have entered into a Plan Merger Agreement to merge The DP Media Network Non-Union Employees' Pension Plan, The Denver Newspaper Pressmen's Union Pension Plan, the MediaNews Group, Inc. Pension Plan for Saint Paul Division (Mechanical) Employees and the MediaNews Group Defined Benefit Plan for Certain Employees into the Plan. The Plan is the surviving plan, MediaNews Group, Inc. will assume sponsorship of the Plan, and the Plan will be renamed the MediaNews Group Merged Pension Plan. The accrued benefit of each participant immediately after the plan merger will be no less than the accrued benefit of each participant immediately prior to the plan merger, and each participant's distribution options, protected benefits, rights, and features shall continue to be determined in accordance with the terms of the applicable merged plan in effect immediately prior to the plan merger.

There were no other material subsequent events that required recognition or disclosure in separate footnotes to the financial statements.

**DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES'
PENSION PLAN**

Notes to Financial Statements

Note 2 - Investments Certified by the Trustee

Prudential has certified in writing to the Plan administrator that the stated amounts for investments at fair value as of September 30, 2017 and 2016 and the income earned or losses incurred on the investments for the years ended September 30, 2017 and 2016, as reflected in the accompanying financial statements, the supplemental schedule of assets (held at end of year), and the schedule of reportable transactions, 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, the supplemental schedule of assets (held at end of year), and the schedule of reportable transactions.

Note 3 - Fair Value Accounting

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

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

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

As of September 30, 2017 and 2016, no investments were required to be presented in the fair value hierarchy table. As of September 30, 2017 and 2016, investments of \$3,549,948 and \$3,214,806 were measured at net asset value ("NAV"), respectively.

DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES' PENSION PLAN

Notes to Financial Statements

Note 3 - Fair Value Accounting (continued)

The Plan's investments in pooled separate accounts ("separate accounts") are recorded at NAV reported by the funds' managers as a practical expedient to estimating the fair value, as these investments do not have readily determinable fair values. Due to the nature of the investments held by the separate accounts, changes in market conditions and the economic environment may significantly impact the NAV of the separate accounts, and, consequently, fair values of the funds' interest in the funds. The fair value of these investments is measured using the NAV per share of the Plan's ownership interest in separate accounts on an equivalent measure where it is not probable that the fund will sell a separate account at a price other than NAV. The separate accounts are redeemable daily and have a one-day notice period.

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 as of December 31, 2017 and 2016. The Plan's management reaffirms its understanding of the valuation techniques used by its pricing services at least annually.

Note 4 - Income Taxes

The IRS has determined and informed the Plan in a letter dated August 20, 2014, and subsequently updated February 27, 2018, 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. The Plan administrator believes that the Plan continues to be operated and administered in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America 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 September 30, 2017 and 2016, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements.

Note 5 - Administration of the Plan

The Plan pays the cost of certain administrative, accounting, and legal services. Fees incurred and paid directly by the Plan for investment consultant services during the years ended September 30, 2017 and 2016 were \$12,000, which are included within administrative fees on the statements of changes in net assets available for benefits.

**DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES'
PENSION PLAN**

Notes to Financial Statements

Note 6 - Related Party and Party-in-Interest Transactions

Plan investments include pooled separate accounts managed by Prudential. These transactions qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules.

Note 7 - Accumulated Plan Benefits

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

Accumulated Plan benefits are those estimated future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to services rendered by the employees to the valuation date. Accumulated Plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries and (b) present employees or their beneficiaries. Benefits for retired or terminated employees or their beneficiaries and present employees or their beneficiaries are based on varying pension benefit formulas, as outlined in the Plan. Benefits payable under all circumstances (retirement, death, disability, or termination of employment) are included to the extent they are deemed attributable to employee service rendered to the valuation date. The actuarial valuation was performed as of October 1, 2016 and 2015. Had the valuation been performed as of September 30, 2016 and 2015, there would be no material difference.

The following table sets forth the accumulated Plan benefits:

	October 1	
	2016	2015
Actuarial present value of accumulated Plan benefits		
Vested benefits		
Participants currently receiving benefits	\$ 1,879,566	\$ 1,825,648
Vested benefits for other participants	<u>1,608,637</u>	<u>1,700,247</u>
Total vested benefits	3,488,203	3,525,895
Non-vested benefits	<u>2,261</u>	<u>2,141</u>
Total actuarial present value of accumulated Plan benefits	<u>\$ 3,490,464</u>	<u>\$ 3,528,036</u>

DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES' PENSION PLAN

Notes to Financial Statements

Note 7 - Accumulated Plan Benefits (continued)

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

Actuarial present value of accumulated Plan benefits as of October 1, 2015	\$ 3,528,036
Increase (decrease) during the year attributable to	
Interest accumulation	240,215
Assumption changes (1)	(86,968)
Other changes (2)	5,293
Benefit payments	<u>(196,112)</u>
Actuarial present value of accumulated Plan benefits as of October 1, 2016	<u>\$ 3,490,464</u>

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

The significant actuarial assumptions used by Hewitt in its October 1, 2016 and 2015 calculations are as follows:

Assumed rate of return on investments	7.00% (2016 and 2015)
Probability of retirement - active participants	5% at ages 55-59, 10% at ages 60-61, 50% at age 62, 25% at ages 63-64, and 100% at ages 65+ (2016 and 2015)
Probability of retirement - terminated vested participants	15% at ages 60-64 and 100% at ages 65+ (2016 and 2015)
Mortality basis	2016 Static Mortality Table for Annuitants and Non-Annuitants (2016) and 2015 Static Mortality Table for Annuitants and Non-Annuitants (2015)
Actuarial cost method	Standard Unit Credit Cost Method (2016 and 2015)
Compensation increase	Salary scale and valuation compensation assumptions no longer apply, as benefits were frozen effective October 1, 2005

The effective interest rate assumption changed to 6.11% as of October 1, 2016 from 6.31% as of October 1, 2015.

**DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES'
PENSION PLAN**

Notes to Financial Statements

Note 7 - Accumulated Plan Benefits (continued)

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 SCHEDULES

**DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES'
PENSION PLAN**

**Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)
For the Year Ended September 30, 2017**

Employer Identification Number - 84-1551911

Plan Number - 008

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
	Pooled separate accounts			
*	Prudential	Core Plus Bond PGIM Fund	\$ 912,215	\$ 963,067
*	Prudential	Dryden S&P 500 Index Fund	617,865	903,382
*	Prudential	Mid Cap Growth Artisan Partners Fund	610,224	873,315
*	Prudential	International Blend Lazard Fund	692,835	726,455
*	Prudential	Short-Term Fund	<u>83,729</u>	<u>83,729</u>
			<u>\$ 2,916,868</u>	<u>\$ 3,549,948</u>

* Party-in-interest

DENVER TEAMSTERS LOCAL UNION 455 - THE DENVER POST EMPLOYEES' PENSION PLAN

**Schedule H, Part IV, Line 4j - Schedule of Reportable Transactions
as of September 30, 2017**

Employer Identification Number - 84-1551911

Plan Number - 008

<u>(a) Identity of Party Involved</u>	<u>(b) Description of Asset</u>	<u>(c) Purchase Price</u>	<u>(d) Selling Price</u>	<u>(g) Cost of Asset</u>	<u>(h) Current Value of Asset on Transaction Date</u>	<u>(i) Net Gain or Loss</u>
Category (iii) - A series of transactions that exceeds 5% of net assets as of the beginning of the Plan year:						
Prudential	Short-Term Fund	\$ 360,453	\$ 330,569	\$ 691,022	\$ 691,022	

There were no category (i), (ii), or (iv) reportable transactions for the year ended September 30, 2017.

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