

IN THE CIRCUIT COURT OF COOK COUNTY, ILLINOIS
COUNTY DEPARTMENT – CHANCERY DIVISION

In re CHICAGO SUN-TIMES
CIRCULATION LITIGATION

) No. 04 CH 9757
)

**If you purchased advertising space
in the Chicago Sun-Times, Daily Southtown
or Star newspapers, you could receive benefits
from a class action settlement.**

An Illinois state court authorized this Notice. This is not a solicitation from a lawyer.

- A settlement will provide cash and other benefits to pay claims from advertisers who purchased advertising space in the *Chicago Sun-Times, Daily Southtown* or *Star* newspapers.
- The settlement resolves a lawsuit over whether the *Sun-Times, Daily Southtown* and *Star* newspapers misled advertisers about the newspapers' circulation. The settlement avoids costs and risks to you from continuing the lawsuit, pays money to advertisers like you, and releases the Defendants from liability.
- **Your legal rights are affected whether you act or don't act. Read this Notice carefully.**
- These rights and options — **and the deadlines to exercise them** — are explained in this Notice.
- The Court in charge of this case still has to decide whether to approve the settlement. Benefits will be distributed if the Court approves the settlement and after any appeals are resolved.

QUESTIONS? CALL 1-800-465-9507 TOLL FREE, OR VISIT WWW.SUNTIMESCIRCULATIONSETTLEMENT.COM
PARA UNA NOTIFICACIÓN EN ESPAÑOL, LLAMAR OR VISITAR NUESTRO WEBSITE

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BASIC INFORMATION

1. Why did I get this Notice package?

You may have paid for advertising in the *Chicago Sun-Times*, *Daily Southtown* or *Star* newspapers.

The Court ordered that you be sent this Notice because you have a right to know about a proposed settlement of a class action lawsuit, and about all of your options, before the Court decides whether to approve the settlement. If the Court approves it and after any objections and appeals are resolved, an administrator appointed by the Court will distribute the benefits that the settlement allows.

This package explains the lawsuit, the settlement, your legal rights, what benefits are available, who is eligible for them, and how to get them.

The Court in charge of the case is the Circuit Court of Cook County, Illinois, and the case is known as *In re Chicago Sun-Times Circulation Litigation*, Case No. 04 CH 9757. The people who sued are called Plaintiffs, and the companies they sued — Chicago Sun-Times, Inc.; Hollinger International Inc.; and Midwest Suburban Publishing, Inc. — are called the Defendants.

2. What is this lawsuit about?

The lawsuit claims that the Defendants used a variety of methods to overstate the circulation figures of the *Chicago Sun-Times*, *Daily Southtown* and *Star* newspapers over different periods of time, which affected the Audit Bureau of Circulation's published circulation numbers. The lawsuit also claims that the Defendants' overstatement of circulation caused Plaintiffs and Class Members to pay more for advertising than they would have paid had the circulation totals been accurately reported. The Defendants deny all liability and deny that the overstatements damaged the Plaintiffs or any Class Members.

3. Why is this a class action?

In a class action, one or more people, called Class Representatives, sue on behalf of people who have similar claims. All these people are a Class or Class Members. One court resolves the issues for all Class Members, except for those who exclude themselves from the Class. The Court has allowed this lawsuit to proceed as a class action.

4. Why is there a settlement?

The Court did not decide the merits of this case in favor of Plaintiffs or Defendants. Instead, both sides agreed to a settlement after arms-length negotiations under the direction of retired Judge Abner Mikva. That way, they avoid the cost, risk and inconvenience of a trial, and the people affected will get compensation. The Class Representatives and the attorneys think the settlement is best for all Class Members.

WHO IS IN THE SETTLEMENT

To see if you will get compensation from this settlement, you first have to decide if you are a Class Member.

5. How do I know if I am part of the settlement?

The Court ordered that everyone who fits this description is a Class Member: *All persons who purchased advertising in the Chicago Sun-Times, Daily Southtown or Star newspapers (i) from April 1, 1997 through September 30, 2004, in the case of the Sun-Times, or (ii) from April 1, 2004 through September 30, 2004, in the case of the Daily Southtown and Star newspapers.*

6. Are there exceptions to being included?

You are not a Class Member if you are an employee of the Defendants or their subsidiaries, divisions, and related entities, or an immediate family member of such an employee.

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You also are not a Class Member if you either (a) signed a settlement agreement covering your claims against the Defendants, or (b) filed your own lawsuit against the Defendants, regarding the matters raised in the lawsuit, before September 16, 2005.

Also excluded from the Class are United Airlines, ATA Airlines, Walgreen Company, and Sears and Sears Home Improvement Stores.

7. I'm still not sure if I am included.

If you are still not sure whether you are included, you can ask for free help. You can call 1-800-465-9507 or visit www.SunTimesCirculationSettlement.com for more information. Or you can fill out and return one of the forms described in question 10, to see if you qualify.

THE SETTLEMENT BENEFITS – WHAT YOU GET

8. What does the settlement provide?

The Defendants have agreed to provide a total of approximately \$15 million in cash and other benefits to Class Members who send in valid benefit or claim forms. This amount is in addition to the approximately \$16.8 million in cash and benefits that the Defendants have committed to distribute to certain of its large advertisers as part of a separate Court-authorized settlement program. The total of the benefits to advertisers, including administrative costs and fees, is approximately \$38 million.

9. How much will my compensation be?

Your compensation will depend on which newspaper you advertised in, when you placed your ad, and what type of ad you placed. Here's how it works in general. Forms are enclosed to assist you in making your claim.

There will be five (5) Claim Categories. Advertisers whose ad placements fall in multiple categories will be entitled to compensation based on their total ad expenditures in each category.

CLAIM CATEGORY A: This category compensates Class Members who placed Insert and Cost-Per-Thousand ("CPM") ads in the *Chicago Sun-Times* between April 1, 1999 and September 30, 2004. These Class Members will receive a total of approximately \$1.6 million in damages and printing expense reimbursements. Insert advertisers will be entitled to receive cash and expense reimbursements based on their respective CPM advertising expenditures with the *Sun-Times* from April 1, 1999 through September 30, 2004. Each Class Member with a claim under Claim Category A will receive a benefit form with this Notice setting forth the amount of compensation to which they are entitled. If an Insert advertiser can demonstrate that its actual excess out-of-pocket printing costs for the period between April 1, 2001 and September 30, 2004 exceeded the amounts provided for in the benefit form, they will be entitled to that additional amount.

CLAIM CATEGORY B: This category compensates Class Members who placed personal classified ads in the *Chicago Sun-Times* between April 1, 1999 and September 30, 2004. Each Class Member in this category who submits a claim form will receive a certificate granting it the right to place a one-day, three-line personal classified ad at no charge. You may claim up to five (5) certificates if you placed multiple personal classified ads. Restrictions regarding the use of the certificates are set forth in the claim form.

CLAIM CATEGORY C: This category compensates Class Members who from April 1, 1999 to September 30, 2004 placed only one Run-of-Press ("ROP") ad in the *Chicago Sun-Times* or who did not spend a total of more than \$1,000 on ROP ads in the *Sun-Times* in any consecutive two-year period. Each of these Class Members will receive the right to place a single ad in the *Sun-Times, Daily*

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Southtown or *Star* newspapers at a discount of 50% off of the applicable May 1, 2005 rate card for the size, type of ad and day of week the ad will run. Each Class Member with a claim under Claim Category C will receive a benefit form with this Notice setting forth the amount of compensation to which they are entitled.

CLAIM CATEGORY D: This category consists of Class Members who between April 1, 1999 and September 30, 2004 placed more than one ROP ad in the *Chicago Sun-Times* and spent more than \$1,000 on ROP ads with the *Sun-Times* in any consecutive two-year period. These Class Members will receive a total of approximately \$6 million in cash and \$2.8 million in value-added benefits. Each Class Member with a claim under Claim Category D will receive a benefit form with this Notice setting forth the amount of their compensation, with the option of selecting between cash and value-added benefits.

CLAIM CATEGORY E: This category consists of Class Members who placed ads in the *Daily Southtown* or *Star* newspapers between April 1, 2004 and September 30, 2004. Advertisers who spent less than \$5,000 will receive the right to place a single ad in one of those newspapers at a discount of 50% off of the applicable May 1, 2005 rate cards for the size, type of ad and day of the week the ad will run. Advertisers who spent \$5,000 or more on ads will receive the right to place two ads in one of those newspapers at a discount of 50% off of the applicable May 1, 2005 rate cards for the size, type of ad and day of the week the ads will run. Each Class Member with a claim under Claim Category E will receive a benefit form with this Notice setting forth the amount of compensation to which they are entitled.

OTHER RELIEF: The parties have determined that given the lag in reporting newspaper circulation, ads placed between April 1, 1997 and March 31, 1999 were not affected by overstated circulation figures. Class Members who placed ads during that period – as well as others who are unable to claim benefits due to death, being out of business, or for any other reason – will receive benefits through what is referred to as the “Cy Pres” doctrine. The Defendants will pay a total of \$50,000, to be divided equally between two charitable organizations – The Center for Conflict Resolution and The Chicago Bar Foundation, to aid indigent litigants. The Defendants will also provide each charity with a single one-half page ad at no charge. Additionally, subject to further review by the Court, cash benefits under Claim Categories A and D that are not claimed by or converted into value-added benefits for Settlement Class Members will be added to the Cy Pres relief.

If you accept the benefits of this settlement, you may not dispute the methodology and formulae used in the calculation of your benefits. You may, however, dispute the amount of compensation to which you are entitled if your records do not conform to those of the Defendants as to the type of ads placed by you. To dispute the amount of compensation to which you are entitled under the settlement, you will be required to submit a written notice of the basis of the dispute, as well as all supporting documentation and a signed copy of the completed benefit form. You must mail these documents, postmarked no later than **March 18, 2006**, to:

Chicago Sun-Times Circulation Litigation
PO. Box 1793
Faribault, MN 55021-1793

HOW YOU GET COMPENSATED—SUBMITTING A BENEFIT OR CLAIM FORM

10. How can I get compensated?

To qualify for compensation, you must send in either a benefit or a claim form, depending on the type of ad you placed. **The appropriate form is enclosed with this Notice.** You may also get a benefit and claim form on the Internet at www.SunTimesCirculationSettlement.com. Read the instructions carefully, fill out the form, include all the documents the form asks for, sign the form, and mail it to the address printed on the form. In order to obtain benefits under this settlement, your benefit or claim form must be postmarked no later than **March 18, 2006**.

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11. When would I get compensated?

The Court will hold a hearing on January 17, 2006, to decide whether to approve the settlement. If the Court approves the settlement after that, there may be appeals, which will delay the finalization of the settlement. There is always uncertainty regarding the length of any appeal. However, everyone who sends in a benefit or claim form will be contacted by the Claims Administrator.

12. What happens if I stay in the Class?

If you stay in the Class, that means that you can't sue or be part of any other lawsuit against the Defendants about the legal issues in this lawsuit. It also means that all of the Court's orders will apply to you and legally bind you. By remaining in the Class, you agree to release all claims against the Defendants and other "Released Persons," as those terms are defined below.

EXCLUDING YOURSELF FROM THE SETTLEMENT

If you don't want compensation from this settlement, and you want to keep the right to sue the Defendants on your own, about the legal issues in this case, then you must take steps to get out. This is called excluding yourself – or is sometimes referred to as "opting out" of the settlement Class.

13. How do I get out of the settlement?

To exclude yourself from the settlement, you must send a letter by mail saying that you want to be excluded from the *In re Chicago Sun-Times Circulation Litigation* settlement. You must include your full name, address, telephone number, and signature. You must mail your exclusion request postmarked no later than **December 2, 2005** to:

Chicago Sun-Times Circulation Litigation
P.O. Box 1793
Faribault, MN 55021-1793

14. If I don't exclude myself, can I sue the Defendants for the same thing later?

No. Unless you exclude yourself, you give up any right to sue the Defendants for the claims that this settlement resolves. The exclusion deadline is **December 2, 2005**.

15. If I exclude myself, can I get compensation from this settlement?

No. If you exclude yourself, do not send in a benefit or claim form to ask for any compensation.

THE LAWYERS REPRESENTING YOU

16. Do I have a lawyer in this case?

The Court has appointed several law firms – led by (a) Burton I. Weinstein of Baskin Server Berke & Weinstein, and (b) Michael B. Hyman of Much Shelist Freed Denenberg Arment & Rubenstein, P.C. – to represent you and other Class Members. These lawyers are called Class Counsel. You will not be charged for these lawyers. If you want to be represented by your own lawyer, you may hire one at your own expense.

17. How will the lawyers be paid?

Class Counsel will ask the Court to approve payment of up to \$5.575 million to cover attorneys' fees and expenses. This represents less than 15% of the total benefits, costs and expenses of the settlement and the court-authorized major advertiser program. They will also ask the Court to approve payments of \$25,000 for one of the named plaintiffs and \$10,000 each for the other named plaintiffs, for their services as Class Representatives. The attorneys' fees would pay Class Counsel for all work associated with the

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lawsuit, including investigating the facts, litigating the case, and negotiating the settlement. The Court may award less than these amounts. The Defendants will separately pay the fees, expenses and payments that the Court awards. These amounts will not reduce the benefits available for Class Members. The Defendants have agreed not to oppose these fees and expenses. The Defendants will also pay the costs to administer the settlement.

OBJECTING TO THE SETTLEMENT

You can tell the Court that you don't agree with the settlement or some part of it.

18. How do I tell the Court that I don't like the settlement?

If you're a Class Member, you or your attorney (if you hire one) can object to the settlement if you don't like any part of it. You can give reasons why you think the Court should not approve it. The Court will consider your views.

IF YOU DO NOT OBJECT IN THE MANNER DESCRIBED BELOW, YOU WILL BE DEEMED TO HAVE WAIVED ANY OBJECTION AND WILL BE FOREVER BARRED FROM MAKING ANY OBJECTION TO THE PROPOSED SETTLEMENT.

To object, you must send a letter saying that you object to the settlement in *In re Chicago Sun-Times Circulation Litigation*, Case No. 04 CH 9757. Be sure to include your full name, address, telephone number, and signature; the specific reasons you object to the settlement, including any legal support you wish to bring to the Court's attention; and any evidence you wish to submit to support your objection. Mail the objection to these four different places postmarked no later than: **December 2, 2005.**

COURT	CLASS COUNSEL	DEFENSE COUNSEL
(1) Clerk of the Court Circuit Court of Cook County Richard J. Daley Center 50 W. Washington St., Room 802 Chicago, IL 60602	(2) Burton I. Weinstein Baskin Server Berke & Weinstein 20 N. Wacker Dr., Suite 1745 Chicago, IL 60606	(4) Richard R. Winter Holland & Knight LLP 131 S. Dearborn St., 30 th Floor Chicago, IL 60603
	(3) Michael B. Hyman Much Shelist 191 N. Wacker Dr., Suite 1800 Chicago, IL 60606	

If you wish to have your attorney object to the settlement, your attorney must file and serve an Appearance and any objections no later than **December 2, 2005.**

19. What's the difference between objecting and excluding?

Objecting is simply telling the Court that you don't like something about the settlement. You can object only if you stay in the Class. Excluding yourself is telling the Court that you don't want to be part of the Class. If you exclude yourself, you have no basis to object because the lawsuit no longer affects you.

THE COURT'S FAIRNESS HEARING

The Court will hold a hearing to decide whether to approve the settlement. You may attend and you may ask to speak, but you don't have to.

20. When and where will the Court decide whether to approve the settlement?

The Court will hold a Fairness Hearing at 2:00 p.m. on January 17, 2006, at the Richard J. Daley Center, 50 W. Washington St., Chicago, Illinois, in Courtroom 2008. At this hearing the Court will consider whether

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the settlement is fair, reasonable, and adequate. If there are objections, the Court will consider them. The Court will listen to people who have asked to speak at the hearing. The Court may also decide how much to pay to Class Counsel. After the hearing, the Court will decide whether to approve the settlement. We do not know how long these decisions will take.

21. Do I have to come to the hearing?

No. Class Counsel will answer questions the Court may have. But you may come at your own expense. If you send an objection, you don't have to come to Court to talk about it. As long as you mailed your written objection on time, the Court will consider it. You may also pay your own lawyer to attend.

22. May I speak at the hearing?

You or your attorney (if you hire one) may ask the Court for permission to speak at the Fairness Hearing. To do so, you or your attorney must send a letter saying that it is your "Notice of Intention to Appear in *In re Chicago Sun-Times Circulation Litigation*, Case No. 04 CH 9757." Be sure to include your full name, address, telephone number, and signature, as well as the nature of your proposed comments. Your Notice of Intention to Appear must be postmarked no later than **December 2, 2005** and must be sent to the Clerk of the Court, Class Counsel, and Defense Counsel, at the four addresses in question 18. Neither you nor your attorney can speak at the hearing if you excluded yourself.

IF YOU DO NOTHING

23. What happens if I do nothing at all?

If you do nothing, you'll get no compensation from this settlement. But unless you exclude yourself, you won't be able to start a lawsuit or be part of any other lawsuit against the Defendants about the legal issues in this case, ever again.

GETTING MORE INFORMATION

24. Are there more details about the settlement?

This Notice summarizes the proposed settlement. More details are in a Stipulation of Settlement. You can get a copy of the Stipulation of Settlement by visiting www.SunTimesCirculationSettlement.com. You may also review the Court file located in Room 802 of the Richard J. Daley Center, 50 W. Washington St., Chicago, Illinois.

25. How do I get more information?

You can call 1-800-465-9507 toll free; write to Chicago Sun-Times Circulation Litigation, Claims Administrator, P.O. Box 1793, Faribault, MN 55021-1793; or visit the website at www.SunTimesCirculationSettlement.com, where you will find answers to common questions about the settlement, benefit and claim forms, plus other information to help you determine whether you are a Class Member and whether you are eligible for compensation.

Please do not call the Judge, Clerk of the Court, or any representatives of the *Chicago Sun-Times*, *Daily Southtown* or *Star* newspapers concerning this Settlement.

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ADDITIONAL DEFINED TERMS

The following terms are used in either this Notice or the accompanying Benefit Form:

"Class Period" means (i) the period from April 1, 1997 through September 30, 2004, in the case of *Chicago Sun-Times* Advertisers, and (ii) the period from April 1, 2004 through September 30, 2004, in the case of *Daily Southtown* and *Star* Advertisers.

"Defendants" means Chicago Sun-Times, Inc., Hollinger International Inc., and Midwest Suburban Publishing, Inc.

"Person" means a natural person, individual, corporation, partnership, limited partnership, association, joint venture, joint stock company, estate, legal representative, trust, unincorporated association, government or any political subdivision or agency thereof, and any business or legal entity.

"Released Claims" means any and all claims, lawsuits, rights, counts, causes of action, damages, judgments, executions, attachments, debts, demands, liabilities and obligations of every kind and nature, known or unknown, in law or equity, accrued or unaccrued, liquidated or contingent, class or individual, whether formal or informal, and whether in writing or not, that were asserted or that could or might have been asserted in any pleading or amended pleading by the Settlement Class Representatives, by the Settlement Class Representatives on behalf of the Settlement Class, or by any of the other Settlement Class Members against the Released Persons, in state or federal court, or in any type of proceeding, for any injury in any way relating to or arising out of any act or failure to act by any of the Released Persons with respect to the reporting or publication of circulation statements regarding the Subject Newspapers, misrepresentations by any of the Released Persons regarding the Subject Newspapers, or any other matters set forth in the Second Amended Consolidated Class Action Complaint.

"Released Persons" means the Defendants; the Audit Bureau of Circulation; their respective parents, subsidiaries, and affiliates; their present, former, and future officers, agents, directors, employees, shareholders, insurers, contractors, successors and assigns; any Person acting in concert or otherwise contributing to any loss or damage to an Advertiser with respect to the Released Claims; and any Person who published circulation figures applicable to any of the Subject Newspapers during the Class Period.

"Settlement" means the terms and conditions set forth in the Stipulation of Settlement, a copy of which is available at www.SunTimesCirculationSettlement.com.

"Settlement Class Representatives" or "Plaintiffs" means Central Furniture, Inc.; Ronald Freeman, d/b/a Professional Weight Clinic, Inc.; Laurence B. Glantz, d/b/a Laurence B. Glantz & Associates; Card & Party Mart II, Ltd.; Geier Enterprises, Inc.; Rossario's Fine Jewelry, Inc.; California Floor Coverings, Inc., d/b/a Olympic Carpet; BNB Land Venture, Inc.; Gleason & MacMaster, LLC; James Rolhouse & Associates, PLLC; Mark Triffler Oldsmobile, Inc.; Mark Triffler Jeep, Inc.; International Profit Associates, Inc.; and Business Pro Communications, Inc., individually and in their capacity as representatives for the Settlement Class.

"Subject Newspapers" means the *Chicago Sun-Times*, *Daily Southtown* and *Star* newspapers.

"Unknown Claims" means any Released Claims that the Settlement Class Representatives or any other Settlement Class Member does not know or suspect to exist in their favor at the time of the release of the Released Persons that, if known by them, might have affected their Settlement with and release of the Released Persons, or might have affected their decision not to object to or request exclusion from the Settlement Class.

For a complete listing of defined terms, please review the Stipulation of Settlement, available at www.SunTimesCirculationSettlement.com.

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Benefit Form Instructions

Please be aware that the fact that you have received this document does not mean that you necessarily are a member of the Settlement Class or that you qualify to receive compensation. You should read the accompanying Notice, the following instructions, and the remainder of this Benefit Form completely and carefully.

IN ORDER TO BE ELIGIBLE TO PARTICIPATE IN THE SETTLEMENT DESCRIBED IN THE ACCOMPANYING NOTICE, YOU MUST MAIL YOUR COMPLETED BENEFIT FORM TO THE CLAIMS ADMINISTRATOR ON OR BEFORE MARCH 18, 2006.

GENERAL INSTRUCTIONS

1. It is important that you completely read and understand the Notice of Settlement that accompanies this Benefit Form. The Notice describes the proposed Settlement, how Class Members are affected by it, and the manner by which you can object to or request exclusion from the Settlement. By signing and submitting the Benefit Form, you will be certifying that you have read and understood the Notice.
2. This Benefit Form is directed to: All Persons, wherever located, who purchased advertising in the *Chicago Sun-Times*, *Daily Southtown* or *Star* newspapers (i) from April 1, 1999 through and until September 30, 2004, in the case of the *Sun-Times*, or (ii) from April 1, 2004 through and until September 30, 2004, in the case of the *Daily Southtown* and *Star* newspapers. Excluded from the Settlement Class are: (i) the Defendants, their subdivisions, divisions, and related entities, and their employees and immediate family members; (ii) any Class Member who has executed a settlement agreement covering its claims with the Defendants arising out of the matters raised in the Lawsuit; (iii) any Person who has, as of September 16, 2005, filed an individual action against any of the Defendants regarding the matters raised in the Action; and (iv) United Airlines, ATA Airlines, Walgreen Company, and Sears and Sears Home Improvement Stores.
3. To recover as a member of the Settlement Class, you must complete and sign this Benefit Form. If you fail to submit a completed and properly addressed Benefit Form, your claim may be rejected and you may be precluded from receiving any compensation as part of the proposed Settlement. Submission of this Benefit Form, however, does not assure that you will receive compensation as part of the proposed Settlement.
4. YOU MUST MAIL YOUR COMPLETED AND SIGNED BENEFIT FORM, BY FIRST-CLASS MAIL, POSTAGE PREPAID, POSTMARKED ON OR BEFORE MARCH 18, 2006, ADDRESSED AS FOLLOWS:

Chicago Sun-Times Circulation Litigation
PO. Box 1793
Faribault, MN 55021-1793
5. IF YOU FAIL TO SUBMIT YOUR BENEFIT FORM BY THAT DATE, YOUR CLAIM WILL BE REJECTED AND YOU WILL BE PRECLUDED FROM RECEIVING ANY COMPENSATION FROM THE PROPOSED SETTLEMENT.
6. If you are a member of the Settlement Class and you do not timely request exclusion in connection with the proposed Settlement, you will be bound by the terms of any judgment entered in the Lawsuit, WHETHER OR NOT YOU SUBMIT A BENEFIT FORM.
7. If you are NOT a member of the Settlement Class as defined in the Notice, DO NOT submit a Benefit Form.
8. If you have any questions about the proposed Settlement or the Benefit Form, you may contact the Claims Administrator at 1-800-465-9507.

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CLAIMANT IDENTIFICATION

9. Review the "Claimant Identification" information printed on the Benefit Form. If there is no pre-printed Claimant information, or if the name or address of the Claimant is incorrect, provide the correct Claimant information on the top right side of the form.
10. Corporate officers or partners filing on behalf of a claimant corporation or partnership should fill in the name of the entity and sign their names and titles where indicated on the signature page.

BENEFIT FORM

11. The "Compensation Schedule" summarizes the compensation to which you are entitled under the proposed Settlement. The Compensation Schedule is based upon the amount(s) you paid and type(s) of advertising you placed during the relevant Class Period.
12. If your advertising placements fall within multiple categories, you will receive compensation applicable to your expenditures in each category.
13. You may dispute the amount of benefits to which you are entitled if your records do not conform to the information set forth in the Compensation Schedule with regard to the amount of your actual expenditures and the type(s) of advertising you placed during the relevant Class Period. However, if you wish to receive benefits under the proposed Settlement, you may NOT dispute the terms and conditions of the Settlement, or the methodology and formulae utilized in the calculation.
14. If you wish to dispute the amount of benefits, including printing costs, to which you are entitled under the terms of the Settlement, you must submit a written notice of the basis of the Dispute, along with any supporting documentation and a copy of the completed Benefit Form, to the Claims Administrator on or before March 18, 2006. The Defendants may submit a written response to you and the Claims Administrator within 30 days of receiving the Dispute. You and the Defendants shall then have 30 days to attempt reconciliation of the Dispute. If you and the Defendants cannot reach agreement, the Dispute shall be submitted to binding arbitration, with an arbitrator selected by the JAMS dispute resolution service. The arbitration shall be governed according to the rules of the American Arbitration Association. The Costs of the arbitration shall be allocated between the parties as the arbitrator may decide.
15. Depending on the types of advertisements you placed in the Subject Newspapers, you may have options as to the form of compensation. If this applies to you, please select the form of compensation by marking an "X" in the appropriate box. If you fail to select the form of compensation, your claim may be rejected.

COMPENSATION SCHEDULE

The terms of the proposed Settlement are described in more detail in the Stipulation of Settlement, a copy of which can be obtained by contacting the Claims Administrator or at www.SunTimesCirculationSettlement.com.

If you are a Insert or CPM Advertiser who paid for advertising in the *Chicago Sun-Times*, you will receive reimbursement for the excess printing costs you incurred between April 1, 2001 and September 30, 2004, based on the industry pricing formula attached to the Stipulation of Settlement and reflected in your Compensation Schedule. If you can demonstrate that your actual excess out-of-pocket printing costs, based on the projected number of excess copies, for advertising placed during the period between April 1, 2001 and September 30, 2004 exceeded the amounts provided for in the Compensation Schedule, you will be entitled to that additional amount.

Your compensation is summarized below:

QUESTIONS? CALL 1-800-465-9507 TOLL FREE, OR VISIT WWW.SUNTIMESCIRCULATIONSETTLEMENT.COM
PARA UNA NOTIFICACIÓN EN ESPAÑOL, LLAMAR OR VISITAR NUESTRO WEBSITE

COMPENSATION SCHEDULE (continued)



1999-2000 Compensation Calculation:

ABC Publication Date	Affected Quarter(s)	Individual ROP Spend	Aggregate ROP Spend	Compensation Percentage	Settlement Compensation Pool	1999-2000 Settlement Compensation
April 1999	Q2-Q4 1999 Q1 2000	0.00	0.00	0.000000%	0.00	0.00
April 2000	Q2-Q4 2000 Q1 2001	0.00	0.00	0.000000%	0.00	0.00
total 1999-2000 spend:		0.00		total 1999-2000 compensation:		0.00
Total 1999-2004 Cash Compensation		0.00	Total 1999-2004 Value-Added Compensation		0.00	

Advertiser will have a choice of one of four options for their compensation package:

1. Take Total Cash Payment of: \$0.00 with no requirement to meet or exceed 2004 advertising spending level
 2. Agree to meet or exceed 2004 advertising spending and take package as combination cash and value-added. Cash Payment: \$0.00 Value Added: \$0.00 Total Combined Benefit Value: \$0.00
 3. Agree to meet or exceed 2004 advertising spending and take entire package as incremental added value. Total Incremental Added Value: \$0.00
 4. Do not agree to meet or exceed 2004 advertising spending and take entire package as incremental added value; provided added value may not be used for greater advertising frequency. Total Incremental Added Value: \$0.00
- * These Monday-Friday percentages exclude NIE papers in these amounts: 2004 = 1.74%, 2003 = 0.24%, 2002 = 0.33%, and 1998-2001 = 0.0%.
 ** These Sunday percentages exclude NIE papers in these amounts: 2004 = 1.39%, 2003 = 0.42%, and 1998-2002 = 0.0%.

Must Be
Postmarked No Later
Than: March 18, 2006

Chicago Sun-Times Circulation Litigation
P.O. Box 1793
Faribault, MN 55021-1793
Toll-Free: 1-800-465-9507



CLAIM CATEGORY D BENEFIT FORM

CLAIMANT IDENTIFICATION

Claim No.: 000000000 Control No.: 999999999
SAMPLE A SAMPLE COMPANY
123 MAIN ST
PO BOX 456
FARIBAULT MN 12345-0456

WRITE ANY NAME AND ADDRESS CORRECTIONS
BELOW OR IF THERE IS NO PREPRINTED DATA
TO THE LEFT, YOU MUST PROVIDE YOUR FULL
NAME AND ADDRESS HERE:

Name: _____

Address: _____

City: _____

State/Country: _____

Zip Code: _____

IF THE ABOVE AREA IS BLANK, YOU MUST ENTER
YOUR FULL NAME AND ADDRESS HERE →

Please fill in Social Security Number/Taxpayer ID
Number if box is blank:

Daytime Telephone Number

Evening Telephone Number

Please select one of the 4 following options for your compensation package:

- 1. Take Total Cash Payment of: \$0.00 with no requirement to meet or exceed 2004 advertising spending level
- 2. Agree to meet or exceed 2004 advertising spending and take package as combination cash and value-added. Cash Payment: \$0.00 Value Added: \$0.00 Total Combined Benefit Value: \$0.00
- 3. Agree to meet or exceed 2004 advertising spending and take entire package as incremental added value. Total Incremental Added Value: \$0.00
- 4. Do not agree to meet or exceed 2004 advertising spending and take entire package as incremental added value; provided added value may not be used for greater advertising frequency. Total Incremental Added Value: \$0.00

REPRESENTATIONS

This Benefit Form shall be of no force or effect unless and until the Court gives final approval to the Settlement and the Effective Date occurs.

By submitting this Benefit Form, I (we) state that I (we) believe in good faith that I am (we are) a Class Member, as defined in the settlement Notice; that I am (we are) not subject to any of the exceptions identified in the settlement Notice; that I (we) have read and understand the settlement Notice; that I (we) believe that I am (we are) entitled to receive compensation under the proposed Settlement; that I (we) elect to participate in the proposed Settlement described in the settlement Notice; and that I (we) have not previously filed a request for exclusion.

I (We) represent and warrant that I am (we are) the owner of the claim, and that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any rights to such claim to a third party. I (We) further represent and warrant that I (we) have not submitted any other Benefit Form covering the same advertising purchases and know of no other Person having done so on my (our) behalf.

I certify under penalty of perjury under the laws of the State in which this Benefit Form is executed that I have read this Benefit Form and that the information and any documentation I have provided are true and correct.

This Benefit Form was executed this _____ day of _____ 200_____

(Sign your name here)

(Type or print your name here)

(Title/Capacity of person signing – for example, President, Vice President, Secretary)

**THIS BENEFIT FORM MUST BE SUBMITTED NO LATER THAN MARCH 18, 2006, AND MUST BE
MAILED TO: Chicago Sun-Times Circulation Litigation, P.O. Box 1793, Faribault, MN 55021-1793**

REMINDER CHECKLIST

1. Please sign the Benefit Form.
2. If you are disputing the amount of benefits to which you are entitled, please attach all supporting documentation.
3. DO NOT SEND ORIGINALS OF ANY SUPPORTING DOCUMENTATION.
4. Keep a copy of your Benefit Form and all supporting documentation for your records.
5. The Claims Administrator will acknowledge receipt of your Benefit Form by mail within 30 days. Your claim is not deemed filed until you receive an acknowledgement postcard.
6. If you move, please send us your new address.
7. Do not use highlighter on the Benefit Form or supporting documentation.
8. Do not mail or deliver your Benefit Form to the Court or to any of the parties or their counsel. **Your Benefit Form must be mailed to the Claims Administrator at the address listed below for proper handling.** In addition, do not telephone the Judge or Clerk of the Court or any representatives of the *Chicago Sun-Times*, *Daily Southtown* or *Star* newspapers concerning this Settlement.

THIS BENEFIT FORM MUST BE POSTMARKED NO LATER THAN
MARCH 18, 2006 AND MUST BE MAILED TO:

Chicago Sun-Times Circulation Litigation
P.O. Box 1793
Faribault, MN 55021-1793