

If you purchased advertising in the *Chicago Sun-Times* between April 1, 1997 and September 30, 2004, please turn to page 68 for an important announcement that may affect your right to recover under a proposed class action settlement.

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

Para una notificación en Español, llamar a visitar nuestro website.

A settlement has been preliminarily approved by the court in a class action lawsuit over whether the *Chicago Sun-Times*, *Daily Southtown* and *Star* newspapers misled advertisers about the newspapers' circulation. The settlement will provide cash and other benefits to pay claims from advertisers who purchased advertising space in those newspapers.

The Circuit Court of Cook County, IL authorized this Notice. Before any benefits are paid, the Court will have a hearing to decide whether to give final approval to the settlement.

WHO'S INCLUDED

You are a Class Member and could get benefits if you purchased advertising in (i) the *Chicago Sun-Times* from April 1, 1997 through September 30, 2004, or (ii) the *Daily Southtown* or *Star* newspapers from April 1, 2004 through September 30, 2004. Excluded from the Class are employees of the Defendants and their immediate family members. You are also excluded from the Class if you signed a settlement agreement covering your claims against the Defendants or filed your own lawsuit against them before September 16, 2005.

You can obtain more information, including a detailed Notice, at www.SunTimesCirculationSettlement.com or by calling toll-free 1-800-465-9507.

WHAT'S THIS 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. The lawsuit also claims that the Defendants' overstatement of circulation caused 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 any Class Member. Both sides agreed to the settlement to resolve the case and get benefits to advertisers.

WHAT DOES THE SETTLEMENT PROVIDE

The Defendants have agreed to provide cash and other benefits to Class Members who comply with the terms of the settlement agreement, which requires among other things that they sign in valid benefit or claim forms. The amount of compensation to which each Class Member would be entitled depends on which newspapers they advertised in, when they placed the ad, and what type of ad they placed. The Supplication of Settlement, available at the website below, describes all of the details about the proposed settlement. You may also obtain a more detailed notice at that website.

HOW TO OBTAIN BENEFITS

Private Classified Advertisers

Classified Advertisers fall into two groupings: those who are assigned an account representative and those who simply place a private classified ad without assignment of an account representative. If you placed a classified ad without being assigned an account representative, you will not receive any mailed documents and must complete a claim form, a copy of which accompanies this notice. A claim form can also be obtained at www.SunTimesCirculationSettlement.com or by calling toll-free 1-800-465-9507. In order to receive the benefits of the settlement, you must send in a completed claim form by March 18, 2006.

Non-Private Classified Advertisers

Non-Private Classified Advertisers (including classified advertisers who are assigned an account representative) should receive in the mail a detailed notice and claim form package containing everything you need. If you fall into this classification and do not receive a detailed notice, call 1-800-465-9507 or visit the website www.SunTimesCirculationSettlement.com. To obtain benefits, you will need to send in a benefit form by March 18, 2006.

OTHER OPTIONS

If you don't want to be legally bound by the settlement, you must exclude yourself by December 2, 2005. Otherwise, you won't be able to sue the Defendants about the legal claims in this case. If you exclude yourself, you can't get compensation from this settlement.

If you stay in the settlement but are unhappy with its terms, you may object to it by December 2, 2005.

FAIRNESS HEARING

The court will hold a hearing in this case (in re *Chicago Sun-Times Circulation Litigation*, Case No. 04 CH 9757) on January 17, 2006 to consider whether to approve the settlement and any request by the lawyers representing all Class Members for attorney's fees and costs, for investigating the facts, litigating the case, and negotiating the settlement. The fees and costs won't reduce the benefits available for Class Members. You may ask to appear at the hearing, but you don't have to. For more information, call toll-free 800-465-9507, visit the website www.SunTimesCirculationSettlement.com, or write to Chicago Sun-Times Circulation Litigation, Claims Administrator, P.O. Box 1793, Faribault, MN 55021-1793.

DO NOT CONTACT THE JUDGE, CLERK OF THE COURT, OR ANY REPRESENTATIVES OF THE CHICAGO SUN-TIMES, DAILY SOUTHTOWN OR STAR NEWSPAPERS CONCERNING THIS SETTLEMENT.

1-800-465-9507

www.SunTimesCirculationSettlement.com

PROOF OF CLAIM FORM FOR PERSONAL CLASSIFIED ADVERTISERS ONLY

IMPORTANT: THIS PROOF OF CLAIM FORM MUST BE POSTMARKED OR RECEIVED ON OR BEFORE MARCH 18, 2006.

The following Proof of Claim Form should be completed only by Persons who paid for personal classified advertisements in the *Chicago Sun-Times*, without being assigned an account representative, between April 1, 1999 and September 30, 2004.

If you paid for a personal classified advertisement in the *Chicago Sun-Times* between April 1, 1999 and September 30, 2004, you are eligible to receive a Certificate granting you the right to place a one-day, three-line personal classified advertisement at no charge. If you paid for multiple personal classified advertisements, you may claim one Certificate for each advertisement, up to a total of five Certificates.

Certificates may be assigned and transferred, subject to the following limitations and restrictions.

Certificates are not refundable and cannot be exchanged for cash or other products or services. Certificates must be used for classified advertisements purchased after the date the Certificates were issued. Certificates shall expire and must be redeemed within 24 months after they are issued. Only one Certificate may be redeemed for any classified ad run.

PLEASE TYPE OR PRINT IN BLUE OR BLACK INK.

Full name (may be an individual or an entity, such as a corporation or a partnership) _____

Street Address _____

City _____

State _____

Zip Code _____

Daytime phone _____

Evening phone _____

Describe what you advertised in the *Chicago Sun-Times* during that period, please submit a separate form for each ad. Additional forms may be obtained from the settlement website or you may copy this form and use it for the additional ads.

I hereby acknowledge full and complete satisfaction of, and do hereby fully, finally and forever settle, discharge and release all "Released Claims" against all "Released Persons," as those terms are defined in the Supplication of Settlement.

I understand and agree that my claim is subject to investigation and discovery, provided that such investigation and discovery shall be limited to my status as a Class Member and the validity and amount of my claim. I agree to furnish additional information to the Claims Administrator to support this claim if requested to do so.

By submitting this Proof of Claim Form, I state that I believe in good faith that I am a Class Member, as defined in the settlement Notice; that I am not subject to any of the exceptions identified in the settlement Notice; that I have read and understand the settlement Notice; that I believe that I am entitled to receive compensation under the proposed Settlement; and that I elect to participate in the proposed Settlement described in the settlement Notice.

I represent and warrant that I am the owner of the claim, and that I have not assigned or transferred or purported to assign or transfer any rights to such claim to a third party. I further represent and warrant that I have not submitted any other Proof of Claim Form covering the same advertising purchase and know of no other Person having done so on my behalf.

I certify, under penalty of perjury under the laws of the State in which this Proof of Claim Form is executed that I have read this Proof of Claim Form and that the information I have provided is true and correct.

This Proof of Claim Form and Release 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 PROOF OF CLAIM 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