

United States Bankruptcy Court District of Delaware					Voluntary Petition				
Name of Debtor (if individual, enter Last, First, Middle): Affiliated Media, Inc.					Name of Joint Debtor (Spouse) (Last, First, Middle):				
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): MediaNews Group, Inc.					All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):				
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 76-0425553					Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):				
Street Address of Debtor (No. and Street, City, and State): 101 W. Colfax Avenue, Suite 1100 Denver, CO <div style="text-align: right;">ZIP CODE 80202</div>					Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>				
County of Residence or of the Principal Place of Business: Denver					County of Residence or of the Principal Place of Business:				
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>					Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>				
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right;">ZIP CODE</div>									
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) 		Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Media <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code). 		Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or house- hold purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.					
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.					Chapter 11 Debtors <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. ----- Check all applicable boxes: <input checked="" type="checkbox"/> A plan is being filed with this petition. <input checked="" type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).				
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.									THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input checked="" type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000									
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion									
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input checked="" type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion									

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): Affiliated Media, Inc.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed:	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor:	Case Number:	Date Filed:	
District: District of Delaware	Relationship:	Judge:	
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b). X _____ Signature of Attorney for Debtor(s) (Date)	
Exhibit C Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
Exhibit D (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box.) <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.) <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) <div style="text-align: right; margin-right: 100px;"> _____ (Name of landlord that obtained judgment) </div> <div style="text-align: right; margin-right: 100px;"> _____ (Address of landlord) </div> <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

Voluntary Petition

(This page must be completed and filed in every case.)

Name of Debtor(s):

Affiliated Media, Inc.

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

☐ Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Attorney*

X Derek C. Abbott
Signature of Attorney for Debtor(s)

Derek C. Abbott Kathryn A. Coleman

Printed Name of Attorney for Debtor(s)

Morris, Nichols, Arsh & Tunnell LLP Hughes Hubbard & Reed LLP

Firm Name
1201 North Market Street One Battery Park Plaza

Address
P.O. Box 1337 New York, NY 10004-1482

Wilmington, Delaware 19899-1347

302-658-9200 212-837-6000

Telephone Number

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X Ronald A. Mayo
Signature of Authorized Individual

Ronald A. Mayo

Printed Name of Authorized Individual

Vice President and CFO

Title of Authorized Individual

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

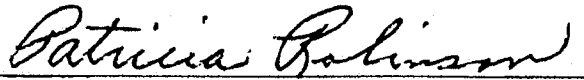
A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.

AFFILIATED MEDIA, INC.

SECRETARY'S CERTIFICATE

The undersigned, Patricia Robinson, being the duly elected, acting and qualified Secretary of Affiliated Media, Inc., a Delaware corporation (the "Corporation"), hereby certifies that attached hereto as Annex A is a true, correct and complete copy of resolutions duly adopted by the vote and consent of all of the directors of the Corporation at a special meeting of the Board of Directors held on January 21, 2010 in accordance with the requirements of the Delaware General Corporation Law, and such resolutions remain in full force and effect as of the date hereof and in the form attached hereto, and have not been repealed, rescinded, amended, or modified in any way.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the 22nd day of January, 2010.

A handwritten signature in cursive script, reading "Patricia Robinson", written over a horizontal line.

Patricia Robinson
Secretary

ANNEX A

AFFILIATED MEDIA, INC. RESOLUTIONS OF THE BOARD OF DIRECTORS

RESOLVED, that in the judgment of the Board of Directors, it is desirable and in the best interests of Affiliated Media, Inc., a Delaware corporation (the "Corporation"), its creditors, employees and other parties in interest, that the Corporation file or cause to be filed a voluntary petition seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"); and further

RESOLVED, that the officers of the Corporation be, and each hereby is, authorized and empowered on behalf of the Corporation, to execute and verify petitions and amendments thereto under chapter 11 of the Bankruptcy Code, in such forms as the officer or officers executing the same shall approve, his, her or their execution to be conclusive evidence of the approval thereof by such officer or officers and the Board of Directors, and to file or cause the same to be filed in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") at such time as the officer or officers executing the same shall determine; and further

RESOLVED, that the officers of the Corporation be, and each hereby is, authorized and empowered on behalf of the Corporation, to execute, verify and file or cause to be filed any and all petitions, schedules, motions, lists, applications, pleadings and other papers, in such forms as the officer or officers executing the same shall approve, his, her or their execution to be conclusive evidence of the approval thereof by such officer or officers and the Board of Directors, and to take all such other actions deemed by the officers of the Corporation to be necessary, appropriate or desirable in connection with the Corporation's chapter 11 case (the "Chapter 11 Case"), with a view to the successful prosecution of the Chapter 11 Case; and further

RESOLVED, that the officers of the Corporation be, and each hereby is, authorized and empowered on behalf of the Corporation, to (i) execute, verify and file or cause to be filed with the Bankruptcy Court the Disclosure Statement of the Corporation dated December 18, 2009, as heretofore amended and supplemented, with all exhibits thereto (the "Disclosure Statement"), including the Prepackaged Plan of Reorganization of the Corporation dated December 18, 2009, as heretofore amended and supplemented (the "Prepackaged Plan"), and to make and submit any and all amendments, modifications, changes or additions thereto as any of the officers of the Corporation may approve, such approval to be conclusively evidenced by the making or submission thereof; (ii) negotiate, execute, deliver and/or file or cause to be filed the other Plan Documents (as defined in the Prepackaged Plan); (iii) seek confirmation of the Prepackaged Plan; (iv) take all such other actions deemed by the officers of the Corporation to be necessary, appropriate or desirable in furtherance of confirmation of the Prepackaged Plan and (v) once an order of the Bankruptcy Court is entered confirming the Prepackaged Plan, execute and deliver all agreements, amendments, instruments, consents, certificates, letters, documents and other writings as may be required for the occurrence of the Effective Date (as defined in the Prepackaged Plan) and take such other actions as may be necessary, appropriate or desirable in furtherance of the occurrence of the Effective Date; and further

RESOLVED, that the officers of the Corporation be, and each hereby is, authorized and empowered on behalf of the Corporation, to retain (i) the law firm of Hughes Hubbard & Reed LLP as general bankruptcy counsel for the Corporation, (ii) the law firm of Morris, Nichols, Arsht & Tunnell LLP as co- bankruptcy counsel for the Corporation, (iii) Carl Marks Advisory Group LLC as restructuring advisor for the Corporation, (iv) Rothschild Inc. as financial advisor for the Corporation, (v) Epiq Bankruptcy Solutions, LLC as claims, noticing and balloting agent for the Corporation, (vi) the law firm of Wilkinson Barker Knauer, LLP as special FCC counsel for the Corporation, (vii) Sitrick and Company Inc. as communications consultant for the Corporation and (viii) such other professionals as the officers of the Corporation deem necessary, appropriate or desirable in connection with the Chapter 11 Case, in each case on such terms as the officers of the Corporation shall deem necessary, appropriate or desirable and subject to any required approvals of the Bankruptcy Court; and further

RESOLVED, that the officers of the Corporation be, and each hereby is, authorized and empowered on behalf of the Corporation, to negotiate, execute, deliver and/or file or cause to be filed any and all agreements, amendments, instruments, consents, certificates, letters, documents or other writings, and to take all such other actions (including the payment of expense) deemed by the officers of the Corporation to be necessary, appropriate or desirable to carry out the purposes and intents of each and all of the foregoing resolutions; and further

RESOLVED, that all authority conferred by these resolutions shall be deemed retroactive and any and all acts authorized under these resolutions performed prior to the adoption of this resolution are hereby ratified, affirmed and approved; and that, without limitation of the foregoing, all actions heretofore taken for or on behalf of the Corporation by the officers of the Corporation in connection with the transactions contemplated by the preceding resolutions be, and hereby are, ratified, adopted and confirmed in all respects.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

AFFILIATED MEDIA, INC.,¹

Debtor.

Chapter 11

Case No. 10-_____

**LIST OF CREDITORS HOLDING
20 LARGEST UNSECURED CLAIMS**

The following is the list of creditors holding the 20 largest unsecured claims against the above-captioned debtor (the "Debtor"). The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 case and represents the Debtor's best estimate of the largest unsecured claims that creditors may assert against it, as of January 22, 2010. The list does not include (i) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101 or (ii) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. The information presented in this list shall not constitute an admission by, nor is it binding upon, the Debtor.²

(1) Name of Creditor	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) State value of claim
The Bank of New York Mellon	Global Corporate Trust 101 Barclay Street 8 West New York, NY 10286 John M. Guiliano Phone: (212) 815-5441 Fax: (732) 667-9239	Bank Loan Indenture Trustee for 6 7/8% Senior Subordinated Notes Due 2013	Liquidated	\$204,100,000.00

¹ The last four digits of the Debtor's federal tax identification number are 5553. The Debtor's mailing address and corporate headquarters is 101 W. Colfax Avenue, Suite 1100, Denver, CO 80202.

² The Debtor reserves the right to amend this list based on information existing as of the filing date. Furthermore, except as appropriate, the Debtor has not yet identified which of its largest unsecured claims, if any, are contingent, unliquidated, disputed and/or subject to setoff as appropriate. Inclusion of a claim on this consolidated list is not an admission that the amounts listed are owed by the Debtor.

(1) Name of Creditor	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) State value of claim
The Bank of New York Mellon	Global Corporate Trust 101 Barclay Street 8 West New York, NY 10286 John M. Guiliano Phone: (212) 815-5441 Fax: (732) 667-9239	Bank Loan Indenture Trustee for 6 3/8% Senior Subordinated Notes Due 2014	Liquidated	\$121,800,000.00
Pension Benefit Guaranty Corporation	Department of Insurance Supervision and Compliance 120 K Street, NW Washington, D.C. 20005 Phone: (202) 326-4000	Pension Liabilities	Contingent, Unliquidated	\$70,400,000.00
Systems Maintenance Services, Inc.	9013 Perimeter Drive Suite E Charlotte, NC 28216 Rob Scott Phone: (978)-293-3657 Fax: (978)-562-8617	Trade Debt		\$47,179.85
Hewitt Associates LLC	100 Half Day Road Lincolnshire, IL 60069 Scott Davis Phone: (847) 295-5000 Fax: (847) 295-7634	Trade Debt		\$46,500.00
Gumiyo Inc.	24025 Park Sorrento Suite 210 Calabasas, CA 91302 Eric Larson Phone: (888) 486-9611 Fax: (818) 337-0342	Trade Debt		\$29,100.00
Atypon Systems Inc.	18 West 18th Street New York, NY 10011 Stephen Awtrey Phone: (508) 587-7476 Fax: (409) 988-1070	Trade Debt		\$24,000.00
Ultimate Software Group LLC	1485 North Park Drive Weston, FL 33326 Scott Niblock Phone: (954) 331-7000 Fax: (954) 331-7303	Trade Debt		\$19,200.00

(1) Name of Creditor	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) State value of claim
Adicio	2382 Faraday Avenue Suite 350 Carlsbad, CA 92008 Mike Cavalho Phone: (760) 602-9502 Fax: (760) 602-9260	Trade Debt		\$17,500.00
Rose Consulting	1931 Main Street Bloomsburg, PA 17815 Robert Rose Phone: (570) 854-3555 Fax: (570) 245-0014	Trade Debt		\$15,900.00
Assurity Insurance Company	8310 Clinton Park Drive Fort Wayne, IN 46825 Jackie Lloyd Phone: (260) 469-2913 Fax: (260) 483-6255	Trade Debt		\$15,000.00
Database Specialists	580 California Street Suite 500 San Francisco, CA 94104 David Wolff Phone: (415) 344-0500 x 43 Fax: (415) 344-0509	Trade Debt		\$10,000.00
Robert Half Technology	P.O. Box 60000 San Francisco, CA 94160 Andrew Carlin Phone: (800) 356-1994 x 87733 Fax: (925) 598-7974	Trade Debt		\$9,300.00
Global Compliance	13950 Ballantyne Corporate Place Suite 300 Charlotte, NC 28277 Christina Luedke Phone: (800) 876-6023 Fax: (877) 861-6715	Trade Debt		\$8,500.00
Lathamwo Consulting Inc.	4812 Tanglewood Trail Boulder, CO 80301 Hank Latham Phone: (303) 478-6405 Fax: (303) 527-0522	Trade Debt		\$6,500.00

(1) Name of Creditor	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) State value of claim [if secured also state value of security]
Denovo	4000 Barranca Parkway Suite 250 Irvine, CA 92604 Dan Murphy Phone: (925)-768-0155 Fax: (877)-433-6626	Trade Debt		\$5,000.00
Masergy	P.O. Box 671454 Dallas, TX 75267 Steve Drake Phone: (214) 442-8814 Fax: (214) 442-5756	Trade Debt		\$4,600.00
Intelligent Commercial Environments Inc.	7730 E Belleview Avenue #AG3 Greenwood Village, CO 80111 Gary Brewer Phone: (303) 771-9530 Fax: (303) 740-8104	Trade Debt		\$2,300.00
Wheeler Trigg O'Donnell LLP	1801 California Street Suite 3600 Denver, CO 80202 Tina Baumgard Phone: (303) 244-1800 Fax: (303) 244-1879	Trade Debt		\$800.00
National Corporate Research	10 East 40th Street 10th Floor New York, NY 10016 Sandra Diaz Phone: (800) 221-0102 x 1158 Fax: (800) 944-6607	Trade Debt		\$300.00

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re

AFFILIATED MEDIA, INC.,

Debtor.

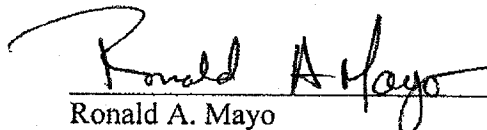
Chapter 11

Case No. 10-_____

**DECLARATION CONCERNING CONSOLIDATED LIST OF CREDITORS
HOLDING 20 LARGEST UNSECURED CLAIMS**

I, Ronald A. Mayo, the undersigned authorized officer of Affiliated Media, Inc., named as the Debtor in this case, declare under penalty of perjury that I have reviewed the Consolidated List of Creditors Holding 20 Largest Unsecured Claims against Affiliated Media, Inc., submitted herewith and that it is true and correct to the best of my information and belief.

Dated: January 22, 2010



Ronald A. Mayo
Vice President and Chief Financial Officer

Affiliated Media, Inc.
List of Shareholders
As of December 14, 2009

<u>Name and Address</u>	<u>Shares Held</u>
<u>Class A Shareholders:</u>	
The Singleton Family Revocable Trust c/o W. Dean Singleton and Howell E. Begle, Jr., Trustees 101 West Colfax Avenue, Suite 1100 Denver, Colorado 80202	254,858.99 Shares of Class A Common Stock
The Singleton Family Irrevocable Trust Patricia Robinson and Howell E. Begle, Jr., Trustees 101 West Colfax Avenue Suite 1100 Denver, Colorado 80202	786,426.51 Shares of Class A Common Stock
Joseph J. Lodovic, IV 101 West Colfax Avenue, Suite 1100 Denver, Colorado 80202	58,199 Shares of Class A Common Stock
Jean L. Scudder c/o Frederick W. Rose Lindabury, McCormick, Estabrook & Cooper, P.C. 20 Bingham Avenue Rumson, New Jersey 07760	185,817.375 Shares of Class A Common Stock
Charles Scudder c/o Frederick W. Rose Lindabury, McCormick, Estabrook & Cooper, P.C. 20 Bingham Avenue Rumson, New Jersey 07760	260,321.375 Shares of Class A Common Stock
Jean L. Scudder, as Trustee for Kurt Miller and Gabriel Difani under The Scudder Family 1987 Trust c/o Frederick W. Rose Lindabury, McCormick, Estabrook & Cooper, P.C. 20 Bingham Avenue Rumson, New Jersey 07760	123,743.745 Shares of Class A Common Stock

<p>Amy Trunnell, as Trustee for Benjamin Fulmer and Nina Fulmer under The Jean L. Scudder Irrevocable Trust c/o Frederick W. Rose Lindabury, McCormick, Estabrook & Cooper, P.C. 20 Bingham Avenue Rumson, New Jersey 07760</p>	74,504 Shares of Class A Common Stock
<p>Elizabeth H. Difani c/o Frederick W. Rose Lindabury, McCormick, Estabrook & Cooper, P.C. 20 Bingham Avenue Rumson, New Jersey 07760</p>	86,773.7917 Shares of Class A Common Stock
<p>Elizabeth H. Difani, as Trustee under The Miguel Difani Irrevocable Trust, The Chipeta Difani Irrevocable Trust, and The Katya Difani Revocable Trust c/o Frederick W. Rose Lindabury, McCormick, Estabrook & Cooper, P.C. 20 Bingham Avenue Rumson, New Jersey 07760</p>	112,305.6658 Shares of Class A Common Stock
<p>Carolyn Miller c/o Frederick W. Rose Lindabury, McCormick, Estabrook & Cooper, P.C. 20 Bingham Avenue Rumson, New Jersey 07760</p>	59,275.1825 Shares of Class A Common Stock
<p>Carolyn Miller, as Trustee under The Jennifer Miller Revocable Trust and The Katherine Miller Revocable Trust c/o Frederick W. Rose Lindabury, McCormick, Estabrook & Cooper, P.C. 20 Bingham Avenue Rumson, New Jersey 07760</p>	118,550.3650 Shares of Class A Common Stock
<p>Bank of New York 525 William Penn Place Pittsburgh, PA 15259 Attention: Michael Kania</p>	48,500 Shares of Class A Common Stock
<p>Deutsche Bank 60 Wall Street New York, NY 10005 Attention: Asset Manager</p>	43,826 Shares of Class A Common Stock

SSB&T Co. 1776 Heritage Dr. North Quincy, MA 02171 Attention: Karen Johndrow	40,500 Shares of Class A Common Stock
US Bank NA 1555 N. Rivercenter Drive, Suite 302 Milwaukee, WI 53212 Attention: Tim Randall, Securities Control	20,250 Shares of Class A Common Stock
JPMorgan Chase Bank NA Paradigm, B Wing, Floor 6 MindSPACE, Malad (W) Mumbai 400 064, India Attention: Sanjay Ghuliani	4,500 Shares of Class A Common Stock
<u>Preferred Stock Shareholders:</u>¹	
Hearst MNG Holdings, LLC c/o The Hearst Corporation 300 West 57 th Street New York, NY 10019	25,000 Shares of Series A Preferred Stock
New Paperco, LLC c/o The Hearst Corporation 300 West 57 th Street New York, NY 10019	25 Shares of Series B Preferred Stock and 15 Shares of Series C Preferred Stock
<u>Class C Shareholders:</u>	
Hearst MNG Holdings, LLC c/o The Hearst Corporation 300 West 57 th Street New York, NY 10019	100 Shares of Class C Common Stock ²

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1. All of the outstanding shares of preferred stock of were retired by Affiliated Media, Inc. on December 21, 2009 for \$1.
 2. 52 shares of Class C Common Stock held by Hearst MNG Holdings, LLC were retired by Affiliated Media, Inc. on December 21, 2009 for \$1.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re

AFFILIATED MEDIA, INC.,

Debtor.

Chapter 11

Case No. 10-_____

DECLARATION CONCERNING LIST OF EQUITY SECURITY HOLDERS

I, Ronald A. Mayo, the undersigned authorized officer of Affiliated Media, Inc., named as the Debtor in this case, declare under penalty of perjury that I have reviewed the List of Equity Security Holders for Affiliated Media, Inc., submitted herewith and that it is true and correct to the best of my information and belief.

Dated: January 22, 2010



Ronald A. Mayo
Vice President and Chief Financial Officer

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

AFFILIATED MEDIA, INC.,¹

Debtor.

Chapter 11

Case No. 10- _____

CORPORATE OWNERSHIP STATEMENT (RULE 1007(a)(1))

Pursuant to Federal Rules of Bankruptcy Procedure 1007(a)(1) and 7007.1, the Debtor hereby certifies that the following corporations directly or indirectly own 10% or more of any class of the Debtor's equity interests:

<u>Name of Equity Interest Holder</u>	<u>Last Known Address of Equity Interest Holder</u>	<u>Equity Interest Held</u>
Singleton Family Voting Trust for MediaNews Group, Inc.	Howell E. Begle, Jr., Voting Trustee 101 West Colfax Avenue Suite 1100 Denver, CO 80202	Holds 46.98% of the Class A Common Stock of the Debtor
Scudder Family Voting Trust for MediaNews Group, Inc.	Jean Scudder, Voting Trustee c/o Frederick W. Rose Lindabury, McCormick, Estabrook & Cooper, P.C. 20 Bingham Avenue Rumson, New Jersey 07760	Holds 46.10% of the Class A Common Stock of the Debtor
The Singleton Family Revocable Trust	W. Dean Singleton and Howell E. Begle, Jr., Trustees 101 West Colfax Avenue Suite 1100 Denver, CO 80202	Indirectly holds 11.19% of the Class A Common Stock of the Debtor (all of these shares are directly held by the Voting Trustee under the Amended and Restated Singleton Family Voting Trust for MediaNews Group, Inc. dated as of April 15, 2008)

1. The last four digits of the Debtor's federal tax identification number are 5553. The Debtor's mailing address and corporate headquarters is 101 W. Colfax Avenue, Suite 1100, Denver, CO 80202.

The Singleton Family Irrevocable Trust	Patricia Robinson and Howell E. Begle, Jr., Trustees 101 West Colfax Avenue Suite 1100 Denver, CO 80202	Indirectly holds 34.52% of the Class A Common Stock of the Debtor (all of these shares are directly held by the Voting Trustee under the Amended and Restated Singleton Family Voting Trust for MediaNews Group, Inc. dated as of April 15, 2008)
Hearst MNG Holdings, LLC	300 West 57 th Street New York, NY 10019	Holds 100% of the Class C Common Stock of the Debtor

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re

AFFILIATED MEDIA, INC.,

Debtor.


Chapter 11

Case No. 10-_____

DECLARATION CONCERNING CORPORATE OWNERSHIP STATEMENT

I, Ronald A. Mayo, the undersigned authorized officer of Affiliated Media, Inc., named as the Debtor in this case, declare under penalty of perjury that I have reviewed the Corporate Ownership Statement of Affiliated Media, Inc., submitted herewith, and that it is true and correct to the best of my information and belief.

Dated: January 22, 2010



Ronald A. Mayo
Vice President and Chief Financial Officer