

**United States Bankruptcy Court  
District of Delaware**

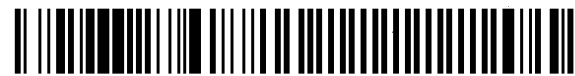
**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle): <b>Sun-Times Media Group, Inc.</b>	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): <b>SEE RIDER 1</b>	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./Complete EIN or other Tax I.D. No. (if more than one, state all): <b>95-3518892</b>	Last four digits of Soc. Sec./Complete EIN or other Tax I.D. No. (if more than one, state all):
Street Address of Debtor (No. & Street, City, and State):  <b>350 N. Orleans St., Floor 10-S Chicago, IL</b>	Street Address of Joint Debtor (No. & Street, City, and State):
ZIP CODE <b>60654</b>	ZIP CODE
County of Residence or of the Principal Place of Business: <b>Cook</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP CODE	ZIP CODE
Location of Principal Assets of Business Debtor (if different from street address above):	ZIP CODE

<b>Type of Debtor</b> (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.) _____	<b>Nature of Business</b> (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 _____  <b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (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  <b>Nature of Debts</b> (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 household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
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<b>Filing Fee (Check one box.)</b>  <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.	<b>Chapter 11 Debtors</b>  Check one box: <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 type="checkbox"/> A plan is being filed with this petition. <input 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).
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<b>Statistical/Administrative Information</b> <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.  Estimated Number of Creditors (on a consolidated basis) <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input checked="" type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000  Estimated Assets (on a consolidated basis) <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 (on a consolidated basis) <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	THIS SPACE IS FOR COURT USE ONLY
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<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): <b>Sun-Times Media Group, Inc.</b>
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**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: <b>SEE RIDER 2</b>	Case Number:	Date Filed:
District:	Relationship:	Judge:

<p align="center"><b>Exhibit A</b></p> (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.)	<p align="center"><b>Exhibit B</b></p> (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)
<input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.	

**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?

- Yes, and Exhibit C is attached and made a part of this petition.
- 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.)

- Exhibit D completed and signed by the debtor is attached and made a part of this petition.
- If this is a joint petition:
- 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)

- 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.
- There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.
- 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.)

- Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

\_\_\_\_\_  
(Name of landlord that obtained judgment)

\_\_\_\_\_  
(Address of landlord)

- 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
- Debtor has included in 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.
- Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).

\* The Debtor is not aware of any definition of "imminent and identifiable harm" as used in this form. The Debtor is subject to a variety of local, state, and federal laws and regulations concerning the protection of health and the environment. The Debtor does not believe it owns or possesses property that poses or is alleged to pose a threat of such harm. The Debtor owns or possesses certain property that is subject to investigation or remediation under environmental laws.

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): <b>Sun-Times Media Group, Inc.</b>
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<b>Signatures</b>	
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**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.)

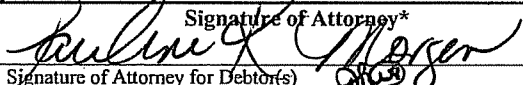
I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

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

X  \_\_\_\_\_  
Signature of Attorney for Debtor(s)  
Pauline K. Morgan  
Printed Name of Attorney for Debtor(s)  
Young Conaway Stargatt & Taylor, LLP  
Firm Name  
1000 N West St # 17,  
Wilmington, DE 19801  
Address  
(302) 571-5003  
Telephone Number  
March 31, 2009  
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 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 19B is attached.

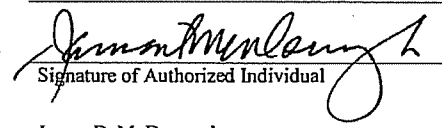
\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer

\_\_\_\_\_  
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.)

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

X  \_\_\_\_\_  
Signature of Authorized Individual  
James D. McDonough  
Printed Name of Authorized Individual  
Senior Vice President, Chief Administrative Officer, General Counsel & Secretary  
Title of Authorized Individual  
March 31, 2009  
Date

\_\_\_\_\_  
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 of 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.*

## RIDER 1 - PRIOR TRADE NAMES

All other names that may have been used by or associated with the Debtor in the last 8 years:

- 3016296 Nova Scotia Company
- American Publishing (1991) LLC
- American Publishing (1991), Inc.
- American Publishing Company
- American Publishing Company LLC
- American Publishing Company of Illinois
- American Publishing Management Services, Inc.
- APAC-95 Oklahoma Holdings, Inc.
- Centerstage Media, LLC
- Chicago Group Acquisition Inc.
- Chicago Group Acquisition LLC
- Chicago Newspaper Group
- Chicago Newspaper Network Online
- Chicago Sun-Times Features, Inc.
- Chicago Sun-Times LLC
- Chicago Sun-Times, Inc.
- Daily Southtown Inc.
- Digital Chicago Inc.
- Fox Valley Publications LLC
- Fox Valley Publications, Inc.
- HGP, Partnership

- HIPI (2002) Inc.
- Hollinger Australian Holdings Limited
- Hollinger International Inc.
- Hollinger International Publishing Inc.
- HTH Benholdco Inc.
- HTH Benholdco LLC
- HTH Holdings Inc.
- HTNM LLC
- HTPC Corporation
- Lerner Newspapers
- LHAT Corporation
- Meridian Star, Inc.
- Midwest Suburban Publishing, Inc.
- Northern Miner U.S.A., Inc.
- Oklahoma Airplane LLC
- Penny Saver Publications, Inc.
- Pioneer Newspapers Inc.
- Reach Chicago Inc.
- Reach Chicago LLC
- RogerEbert.com, LLC
- Star Publications, Inc.
- Suburban Chicago Newspapers
- Sugra (Bermuda) Limited
- Sun Pioneer Inc.

- Sun Telemarketing Inc.
- Sun Telemarketing LLC
- Sun-Times Distribution Systems, Inc.
- Sun-Times Media Group, Inc.
- Sun-Times Newsgroup
- Sun-Times PRD Inc.
- TAHL (2002) Inc.
- Telegraph Australian Holdings Limited
- The Johnstown Tribune Publishing Company
- The Post-Tribune Company
- The Post-Tribune Company LLC
- The Red Streak Holdings Company
- The Sun-Times Company
- XSTM Holdings Corp.
- XSTMBusCommUSA Inc.
- XSTMHoldings LLC

## Rider 2

### Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

Following the debtor, Sun-Times Media Group, Inc., the following affiliated debtors will file chapter 11 petitions in the United States Bankruptcy Court for the District of Delaware:

- American Publishing (1991) LLC
- American Publishing Company LLC
- American Publishing Management Services, Inc.
- APAC-95 Oklahoma Holdings, Inc.
- Centerstage Media, LLC
- Chicago Group Acquisition LLC
- Chicago Sun-Times Features, Inc.
- Chicago Sun-Times LLC
- Digital Chicago Inc.
- Fox Valley Publications LLC
- HGP, Partnership
- HIPI (2002) Inc.
- Hollinger Australian Holdings Limited
- Hollinger International Publishing Inc.
- HTH Benholdco LLC
- HTH Holdings Inc.
- HTNM LLC
- HTPC Corporation
- LHAT Corporation
- Meridian Star, Inc.
- Midwest Suburban Publishing, Inc.
- Northern Miner U.S.A., Inc.

- Oklahoma Airplane LLC
- Pioneer Newspapers Inc.
- Reach Chicago LLC
- Sun Telemarketing LLC
- Sun-Times Distribution Systems, Inc.
- Sun-Times PRD Inc.
- TAHL (2002) Inc.
- The Johnstown Tribune Publishing Company
- The Post-Tribune Company LLC
- The Red Streak Holdings Company
- The Sun-Times Company
- XSTMHoldings LLC



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

In re:	)	
SUN-TIMES MEDIA GROUP, INC.	)	Chapter 11
Debtor.	)	Case No. 09-_____ ( )
	)	Joint Administration Requested

**EXHIBIT "A" TO VOLUNTARY PETITION**

1. Certain of the Debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934. The SEC file number is 1-4164.
2. The following financial data is the latest available information and is current as of November 7, 2008.

a. Total assets (book value)	\$479,000,000.00
b. Total debts (including debts listed in 2.c., below)	\$801,000,000.00
c. Debt securities held by more than 500 holders.	None
d. Number of shares of preferred stock	None
e. Number of shares of common stock	83,989,558

Comments, if any:

3. Brief description of the Debtor's business:

Sun-Times Media Group, Inc. is the ultimate parent of a newspaper publishing enterprise, the assets of which include The Chicago Sun-Times and a large number of community newspapers in the Chicago area.

4. List the name of any person who directly or indirectly owns, controls or holds, with power to vote, 5% or more of the voting securities of debtor:

- Hollinger Inc.<sup>1</sup> - 20.6%
- Polar Securities Inc.<sup>2</sup> - 10.8%
- K Capital Partners, LLC<sup>3</sup> - 10.3%

<sup>1</sup> As reported in Schedule 13D filed with the SEC on June 19, 2008.

<sup>2</sup> As reported in Form 4 filed with the SEC on December 30, 2008.

- Davidson Kempner Partners<sup>4</sup> - 5.8%

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<sup>3</sup> As reported in Schedule 13D filed with the SEC on December 18, 2008.

<sup>4</sup> As reported in Schedule 13D filed with the SEC on January 22, 2009.

# SUN-TIMES MEDIA GROUP, INC.

## Secretary's Certificate

The undersigned, James D. McDonough, hereby certifies that he is the duly elected, qualified and acting Secretary of Sun-Times Media Group, Inc. (the "Company") and that at a meeting of the Board of Directors of the Company held on March 30, 2009, the following resolutions were duly adopted:

**WHEREAS**, the Board of Directors reviewed the materials presented by the management and the advisors of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to it and the impact of the foregoing on the Company's businesses, creditors and other parties in interest; and

**WHEREAS**, the Board of Directors has had the opportunity to consult with the management and the advisors of the Company and fully consider each of the strategic alternatives available to the Company;

**I. Voluntary Petition Under the Provisions of Chapter 11 of the United States Bankruptcy Code**

**RESOLVED**, that in the judgment of the Board of Directors of the Company, it is desirable and in the best interests of the Company, its creditors and other parties in interest that the Company file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of the Bankruptcy Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code") in the Bankruptcy Court for the District of Delaware; and

**RESOLVED**, that the officers of the Company (collectively, the "Authorized Officers"), acting alone or with one or more other Authorized Officers be, and they hereby are, authorized and empowered to execute and file on behalf of the Company all petitions, schedules, lists, motions, applications, pleadings and other papers or documents as necessary to commence the case and obtain chapter 11 relief, including but not limited to motions to pay taxes, wages and benefits and insurance payments, and to take any and all further acts and deeds that they deem necessary, proper and desirable in connection with the chapter 11 case, with a view to the successful prosecution of such case; and

**RESOLVED**, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Kirkland & Ellis LLP as general bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers to and cause to be filed an appropriate application for authority to retain the services of Kirkland & Ellis LLP; and

**RESOLVED**, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Young Conaway Stargatt & Taylor, LLP as bankruptcy co-counsel and conflicts counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers to and cause to be filed an appropriate application for authority to retain the services of Young Conaway Stargatt & Taylor, LLP; and

**RESOLVED**, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Huron Consulting Group Inc. as financial advisor to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers to and cause to be filed an appropriate application for authority to retain the services of Huron Consulting Group Inc.; and

**RESOLVED**, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Rothschild Inc. as financial advisor to advise the Company with respect to a potential sale, merger or other business/strategic combination, to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers to and cause to be filed an appropriate application for authority to retain the services of Rothschild Inc.; and

**RESOLVED**, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Kurtzman Carson Consultants LLC as noticing, claims and balloting agent to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers to and cause to be filed an appropriate application for authority to retain the services of Kurtzman Carson Consultants LLC; and

**RESOLVED**, that the Authorized Officers be, and they hereby are, authorized and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers to and cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary; and

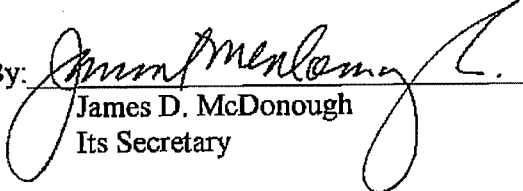
**II. Further Actions and Prior Actions**

**RESOLVED**, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the officers of the Company or their designees shall be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name of, and on behalf of, the Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, in each case as in such officer or officers' judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the resolutions adopted herein; and

**RESOLVED**, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved and ratified.

Dated: March 30, 2009

SUN-TIMES MEDIA GROUP, INC.

By:   
James D. McDonough  
Its Secretary

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

In re:	)	
SUN-TIMES MEDIA GROUP, INC.,	)	Chapter 11
	)	Case No. 09-_____ ( )
Debtor.	)	Joint Administration Requested
	)	

**LIST OF EQUITY SECURITY HOLDERS<sup>1</sup>**

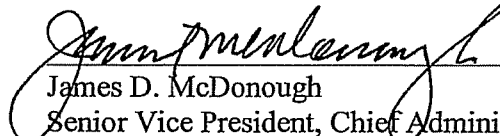
<u>Entity Name &amp; Address</u>	<u>Percent Ownership</u>
Hollinger Inc. 100 King Street West, Suite 3700 Toronto, Ontario M5X 1C9 Canada Contact Person: William E. Aziz Phone: (416) 640-7123 Fax: (416) 640-7129	20.6%
Polar Securities Inc. 372 Bay Street, 21 <sup>st</sup> Floor Toronto, Ontario M5H 2W9 Canada Contact Person: John Paul Sabourin Phone: (416) 367-4364 Fax: (416) 367-0564	10.8%
K Capital Partners, LLC 855 Boylston Street, 11 <sup>th</sup> Floor Boston, MA 02116 Contact Person: Abner Kurtin Phone: (617) 646-7728 Fax: (617) 646-7777	10.3%
Davidson Kempner Partners 65 East 55 <sup>th</sup> Street, 19 <sup>th</sup> Floor New York, NY 10022 Contact Person: Shulamit Leviant, Esq. Phone: (212) 446-4053 Fax: (212) 371-4358	5.8%

<sup>1</sup> This list serves as the disclosure required to be made by the Debtor pursuant to Rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed are based on information and belief as of March 24, 2009.

**DECLARATION UNDER PENALTY OF PERJURY**

I, James D. McDonough, the undersigned authorized officer of Sun-Times Media Group, Inc., named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list of equity security holders and that it is true and correct to the best of my information and belief.

Dated: March 31, 2009

  
James D. McDonough  
Senior Vice President, Chief Administrative  
Office, General Counsel & Secretary

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

In re:	)	
SUN-TIMES MEDIA GROUP, INC.,	)	Chapter 11
	)	Case No. 09-_____()
Debtor.	)	Joint Administration Requested
	)	

**CORPORATE OWNERSHIP STATEMENT**

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1, the following are corporations, other than a governmental unit, that directly or indirectly own 10% or more of any class of the Debtor's equity interests:

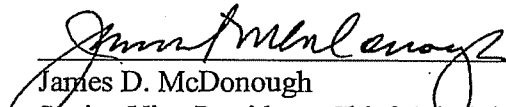
Shareholder	Approximate Percentage of Shares Held
Hollinger Inc. 100 King Street West, Suite 3700 Toronto, Ontario M5X 1C9 Canada Contact Person: William E. Aziz Phone: (416) 640-7123 Fax: (416) 640-7129	20.6%
Polar Securities Inc. 372 Bay Street, 21 <sup>st</sup> Floor Toronto, Ontario M5H 2W9 Canada Contact Person: John Paul Sabourin Phone: (416) 367-4364 Fax: (416) 367-0564	10.8%
K Capital Partners, LLC 855 Boylston Street, 11 <sup>th</sup> Floor Boston, MA 02116 Contact Person: Abner Kurtin Phone: (617) 646-7728 Fax: (617) 646-7777	10.3%



**DECLARATION UNDER PENALTY OF PERJURY**

I, James D. McDonough, the undersigned authorized officer of Sun-Times Media Group, Inc., named as the debtor in this case, declare under penalty of perjury that I have read the foregoing corporate ownership statement of the Debtor and that it is true and correct to the best of my information and belief.

Dated: March 31, 2009

  
James D. McDonough  
Senior Vice President, Chief Administrative  
Officer, General Counsel & Secretary

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

In re:	)	
	)	Chapter 11
SUN-TIMES MEDIA GROUP, INC. <i>et al.</i> , <sup>1</sup>	)	
	)	Case No. 09-_____ ( )
	)	
Debtors.	)	Joint Administration Requested
	)	

**CONSOLIDATED LIST OF CREDITORS HOLDING  
THE 30 LARGEST UNSECURED CLAIMS**

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The above-captioned debtors (collectively, the “Debtors”) each filed a petition in the Court for relief under chapter 11 of the Bankruptcy Code, 11 U.S.C. §§ 101-1532. The following is the consolidated list of the Debtors’ creditors holding the 30 largest unsecured claims (the “Consolidated List”) based on the Debtors’ books and records as of approximately March 30, 2009. The Consolidated List is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in these chapter 11 cases. The Consolidated List does not include (1) persons who come within the definition of “insider” set forth in 11 U.S.C. § 101(31), or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the Consolidated List of 30 largest unsecured claims. The information herein shall not constitute an admission of liability by, nor is it binding on, the Debtors. The information herein, including the failure of the Debtors to list any claim as contingent, unliquidated or disputed, does not constitute a waiver of the Debtors’ right to contest the validity, priority or amount of any claim.

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Sun-Times Media Group, Inc. (8892); American Publishing (1991) LLC (9303); American Publishing Company LLC (5797); American Publishing Management Services, Inc. (7433); APAC-95 Oklahoma Holdings, Inc. (1123); Centerstage Media, LLC (1160); Chicago Group Acquisition LLC (4250); Chicago Sun-Times Features, Inc. (9928); Chicago Sun-Times LLC (7749); Digital Chicago Inc. (0626); Fox Valley Publications LLC (2434); HGP, Partnership (4292); HIPI (2002) Inc. (3946); Hollinger Australian Holdings Limited (3321); Hollinger International Publishing Inc. (0603); HTH Benholdco LLC (8274); HTH Holdings Inc. (8275); HTNM LLC (0714); HTPC Corporation (9332); LHAT Corporation (8117); Meridian Star, Inc. (3390); Midwest Suburban Publishing, Inc. (1455); Northern Miner U.S.A., Inc. (5174); Oklahoma Airplane LLC (1123); Pioneer Newspapers Inc. (0502); Reach Chicago LLC (4252); Sun Telemarketing LLC (8780); Sun-Times Distribution Systems, Inc. (9838); Sun-Times PRD Inc. (8118); TAHL (2002) Inc. (3945); The Johnstown Tribune Publishing Company (7927); The Post-Tribune Company LLC (7370); The Red Streak Holdings Company (9358); The Sun-Times Company (7751); XSTMHoldings LLC (9284). The location of the Debtors’ corporate headquarters and the service address for all Debtors is: 350 N. Orleans St., Floor 10-S, Chicago, IL 60654.

(1) Name of creditor	(2) Name, telephone number and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim (secured also state value of security)
Catalyst Paper (USA) Inc.	Catalyst Paper (USA) Inc. 2101 4th Avenue, Sute 1950 Seattle, WA 98121 P: 206-838-2070 F: 206-838-2071	Trade Vendor		\$1,470,983.14
Alberta Newsprint Sales	Alberta Newsprint Sales 916 Savannah Circle Naperville, IL 60540 P: 630-369-1899 F: 604-681-8861	Trade Vendor		\$1,108,440.75
Tembec Enterprises, Inc.	Tembec Enterprises, Inc. 10, Chemin Gatineau, C.P. 5000 Temiscaming, QC J0Z3R0 Canada P: 819-627-4387 F: 819-627-1178	Trade Vendor		\$1,027,088.97
Chicago Tribune Distribution	Chicago Tribune Distribution 435 North Michigan Avenue, Suite 300 Chicago, IL 60611 P: 800-874-2863 F: 312-222-3093	Trade Vendor		\$614,618.00
Joyce B. Santiago	Joyce B. Santiago 361 E. 88th Street Chicago, IL 60619	Contest Winner		\$480,000.00
Pat Deleo	Pat Deleo c/o Jamieson Long & Associates 2200 52nd Ave. #2 Moline, IL 61265	Contest Winner		\$440,000.00
United Temps	United Temps 1550 S. Indiana Chicago, IL 60605			\$370,463.61
Skybridge	Skybridge 7600 69th Avenue Greenfield, MN 55373	Trade Vendor		\$328,352.98

(1) Name of creditor	(2) Name, telephone number and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim (secured also state value of security)
Mirkaei Tikshoret, Ltd.	<p>Mirkaei Tikshoret, Ltd. 15 Maslavita St. Tel Aviv 67010 Israel</p> <p>With Notice to: A. Axelrod and/or O. Bari and/or Y. Zellinger and/or R. Ben-Tzvi and/or A. Sultanovitz and/or A. Mizrahi Shenhav House 12 Beit Hadfus St. P.O. Box 34534 Jerusalem 91342 Israel</p>	Litigation	Contingent, unliquidated and disputed	\$275,000.00
Web Printing Controls	<p>Web Printing Controls 23872 North Kelsey Road Lake Barrington, IL 60010 P: 847-3827970 F: 847-382-2348</p>	Trade Vendor		\$259,785.00
Classified Plus, Inc.	<p>Classified Plus, Inc. 6400 Main Street Williamsville, NY 14221 P: 800-478-8734 F: 888-266-9223</p>	Trade Vendor		\$210,875.17
Security Professionals, Inc.	<p>Security Professionals, Inc. 5650 S. Archer Chicago, IL 606638</p>	Trade Vendor		\$173,734.17
Central Ink Corp.	<p>Central Ink Corp. 1100 Harvester Road West Chicago, IL 60185</p>	Trade Vendor		\$162,000.00
Western Colorprint	<p>Western Colorprint 1600 Stout Street, Suite 1520 Denver, CO 80202 P: 303-825-5600</p>	Trade Vendor		\$140,000.00
Graphic Promotions, Inc.	<p>Graphic Promotions, Inc. 920 Brian Drive Crest Hill, IL 60435</p>	Trade Vendor		\$137,580.00
Atex, Inc.	<p>Atex, Inc. 5445 W. Cypress St., #300 Tampa, FL 33607</p>	Trade Vendor		\$134,309.65
Newsboy Delivery System, Inc.	<p>Newsboy Delivery System, Inc. 8102 Lemont Road, Suite 500 Woodridge, IL 60517</p>	Trade Vendor		\$124,303.72

(1) Name of creditor	(2) Name, telephone number and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim (secured also state value of security)
Carmichael Leasing	Carmichael Leasing 2200 S. Loomis, Suite 1 Chicago, IL 60608	Trade Vendor		\$112,652.86
Open Foundation	Open Foundation 1454 N. Orleans Chicago, IL 60601			\$107,850.00
SCA Promotions	SCA Promotions 8300 Douglas Ave., Suite 625 Dallas, TX 75225	Trade Vendor		\$98,123.25
Q Integrators Ltd.	Q Integrators Ltd c/o Jack Alpaugh 753 Notre Dame Dr. London, Ontario N6J3B7	Trade Vendor		\$97,500.00
Vanguard Energy Services LLC	Vanguard Energy Services LLC 850 E. Diehl Road, Suite 142 Naperville, IL. 60563	Trade Vendor		\$87,449.21
Innerworkings LLC	Innerworkings LLC Accounts Receivable 600 W. Chicago Ave., Suite 750 Chicago, IL 60610	Trade Vendor		\$76,938.90
RKON Incorporated	RKON Incorporated 820 W. Jackson, Suite 550 Chicago, IL 60607	Trade Vendor		\$71,171.52
Pension Benefit Guarantee Corporation	Pension Benefit Guarantee Corporation General Counsel 1200 K. Street, N.W. Washington, DC 20005 P: 202-326-4400	Unfunded Pension Liability	Contingent, unliquidated and disputed	
Mark Kipnis	Mark Kipnis 2532 The Strand Northbrook, IL 60062 F: 212-593-5955  With notice to: Schulte Roth & Zabel 919 Third Avenue New York, NY 10022 Attn: Michael Swatz	Indemnification Claim	Contingent, unliquidated and disputed	

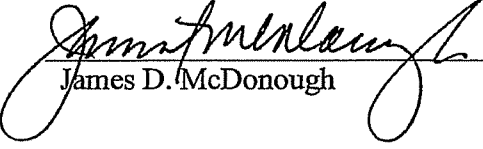
(1) Name of creditor	(2) Name, telephone number and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim (secured also state value of security)
Lax O'Sullivan Scott LLP	Lax O'Sullivan Scott LLP 145 King Street West, Suite 1920 Toronto, ON Canada M5H1J8	Litigation	Contingent, unliquidated and disputed	
John Boulton	John Boulton 590 Island Road Victoria, BC V8S 5T6  With notice to: Newman & Greenberg Attn: Gustave H. Newman 950 Third Avenue New York, NY 10022	Indemnification Claim	Contingent, unliquidated and disputed	
Internal Revenue Service	Internal Revenue Service 500 N. Capital Street NW Washington, DC 20221 P: (202) 874-6748	Tax	Contingent, unliquidated and disputed	
Conrad Black	Conrad Black FCI Coleman Low Federal Correction Institute Attention: Prisoner 18330-424 846 NE 54TH Terrace Coleman, FL 33521  With notice to: Mayer Brown LLP 230 South LaSalle St Chicago, IL 60604	Indemnification Claim and Monies to Exercise Stock Options	Contingent, unliquidated and disputed	

**DECLARATION UNDER PENALTY  
OF PERJURY ON BEHALF OF CORPORATION**

Pursuant to 28 U.S.C. § 1746, I, James D. McDonough, the duly qualified and elected Senior Vice President, Chief Administrative Officer, General Counsel and Secretary of Sun-Times Media Group, Inc., declare under penalty of perjury that I have reviewed the Consolidated List of Creditors Holding the 30 Largest Unsecured Claims and that it is true and correct to the best of my information and belief.

Chicago, Illinois

Dated: March 31, 2009

  
James D. McDonough

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

In re:	)	
	)	Chapter 11
SUN-TIMES MEDIA GROUP, INC.,	)	
	)	Case No. 09-____ ( )
	)	
Debtor.	)	Joint Administration Requested
	)	

**LIST OF CREDITORS**

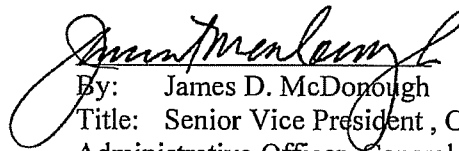
The Debtor and its debtor affiliates set forth on Rider 2 attached hereto (collectively, the "Debtors") each filed a petition in this Court on March 31, 2009 for relief under chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532. Contemporaneously with the filing of the petitions, the Debtors filed a single consolidated list of creditors (the "Consolidated Creditor List"), in lieu of separate lists. Due to its voluminous nature, the Consolidated Creditor List is being submitted to the Court electronically.

[information provided in electronic format]

**DECLARATION UNDER PENALTY OF PERJURY**

I, James D. McDonough, Senior Vice President, Chief Administrative Officer, General Counsel and Secretary of Sun-Times Media Group, Inc., declare under penalty of perjury that I have reviewed the Consolidated Creditor List submitted herewith and that it is true and correct to the best of my information and belief.

Dated: March 31, 2009

  
By: James D. McDonough  
Title: Senior Vice President, Chief  
Administrative Officer, General Counsel &  
Secretary