HOLLINGER INTERNATIONAL, INC. SECURITIES LITIGATION

PROOF OF CLAIM AND RELEASE FORM

DEADLINE FOR CLAIMS SUBMISSION: JULY 8, 2009

IF YOU PURCHASED SECURITIES OF HOLLINGER INTERNATIONAL, INC., NOW KNOWN AS SUN-TIMES MEDIA GROUP, INC. ("HOLLINGER INTERNATIONAL") AND/OR HOLLINGER INC. (collectively "HOLLINGER") BETWEEN AUGUST 13, 1999 AND MARCH 31, 2003, INCLUSIVE, YOU COULD GET A PAYMENT FROM A CLASS ACTION SETTLEMENT.

IN ORDER TO RECEIVE ANY PAYMENTS FROM THE NET SETTLEMENT FUND, YOU MUST COMPLETE AND SIGN THIS PROOF OF CLAIM AND RELEASE FORM AND MAIL IT PREPAID, FIRST- CLASS MAIL, POSTMARKED NO LATER THAN JULY 8, 2009 TO THE FOLLOWING ADDRESS:

Hollinger Claims c/o Valley Forge Admin. Svcs One Aldwyn Center, 3rd Flr. P.O. Box 220 Villanova, PA 19085-0220 Telephone: 877-965-3300

IF YOU FAIL TO SUBMIT YOUR PROOF OF CLAIM AND RELEASE ON OR BEFORE JULY 8, 2009 YOUR CLAIM WILL BE REJECTED AND YOU WILL NOT RECEIVE ANY MONEY FROM THE SETTLEMENT FUND.

A Proof of Claim and Release form will be deemed submitted when postmarked or, if submitted other than by first-class mail, on the date actually received by the Claims Administrator.

I. IDENTITY OF CLAIMANT

Enter the name(s) of the beneficial purchaser(s) or acquirer(s) of securities of Hollinger; if the securities were held jointly in two or more names, all names must be shown, and all joint owners must sign the Proof of Claim. If some securities were held in one name (e.g., John Smith) and some in joint names (e.g., John and Mary Smith, JT), you must file separate Proof of Claim forms for all these different ownerships. A claimant whose securities were held in a custodial account under a Gift to Minors Act ("UGMA") may file in his/her own name, if he/she is now of age. In this event, the former custodian does not have to sign the Proof of Claim. UGMA Custodians should identify themselves as follows: e.g., John Smith, Custodian for Jack Smith UGMA. Corporate officers or partners filing for a claimant corporation or partnership should file in the name of such entity, and sign their names and titles on the signature page. Executors, Trustees, Administrators, and the like should file in the name of the beneficial owner/seller, and sign their names and titles on the signature page.

Name	of C	laim	ant((s) (j	put	all	info	orm	atio	n y	ou 1	nee	d to	de	pos	it a	che	eck	for	this	cla	um)):										
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E-Mail Address

II. SUBSTITUTE FORM W-9

REQUEST FOR TAXPAYER IDENTIFICATION NUMBER

Enter your taxpayer identification number below. For most individuals, this is your social security number. The Internal Revenue Service requires your taxpayer identification number. Failure to furnish your correct taxpayer identification number may result in withholding of a portion of any distribution otherwise payable with respect to your claim. UGMA Custodians should use the minor's social security number.

Social Security Number:	OR	Employer Identification Number:]–			
(for individuals)	OI	(for estates, trusts, corporations, e	_				

III. PROOF OF CLAIM

By submitting this Proof of Claim, I state that I believe in good faith that: (a) I am a member of the Class as defined in the Notice, or am acting for such person; (b) I have read and understood the contents of the Notice; (c) I am not, and am not acting for Hollinger, any defendant, any entity in which any defendant has a controlling interest, or any legal representative, heir, successor or assign of Hollinger or any individual defendant; (d) neither I, nor any joint owners of the securities at issue, have filed an effective Request for Exclusion (as defined in the Notice) seeking to be excluded from the Class; (e) I am entitled to receive a share of the Settlement Fund; and (f) I desire to participate in the proposed Settlement described in the Notice.

IV. SUPPORTING DOCUMENTS

Claimants must enclose copies of confirmation slips, monthly statements and/or other documents (such as tax return schedules) evidencing each purchase, acquisition, sale or holdings reported on this Proof of Claim form. IF ANY SUCH DOCUMENTS ARE NOT IN YOUR POSSESSION, PLEASE OBTAIN COPIES FROM YOUR BROKER. THESE DOCUMENTS ARE NECESSARY TO PROVE AND PROCESS YOUR CLAIM. FAILURE TO SUBMIT SUCH DOCUMENTS MAY RESULT IN REJECTION OF YOUR CLAIM.

V. VERIFICATION OF CLAIM(S)

I understand that the information contained in this Proof of Claim is subject to such verification as the Court may direct and I agree to cooperate in any such verification. I further agree and understand that if the proposed Settlement is approved by the Court and becomes effective, all claims or matters against Hollinger or certain other persons described in the Release below, which have been or could have been asserted relating in any way to the subject matter of the litigation will be released and in Quebec, the Settlement will constitute a transaction within the meaning of art. 2631 C.C.Q. and it will result in the dismissal of each of the other Actions as against the Settling Defendants.

VI. **DEFINITIONS**

- 1. "Settling Defendants" means Hollinger International, Hollinger Inc., The Ravelston Corporation Ltd., Ravelston Management Inc., Argus Corporation Ltd., Conrad M. Black, Barbara Amiel Black, Jack A. Boultbee, Daniel W. Colson, Richard N. Perle, F. David Radler, Dwayne O. Andreas, Richard R. Burt, Raymond G. Chambers, Peter Y. Atkinson, Mark S. Kipnis, Henry A. Kissinger, Marie-Josée Kravis, Shmuel Meitar, Robert S. Strauss, A. Alfred Taubman, James R. Thompson, Lord Weidenfeld of Chelsea, and Leslie Wexner, KPMG LLP and KPMG LLP (U.S.).
- "Settled Claims" means any and all manner of claims, actions, causes of action, arbitrations, damages, debts, demands, duties, judgments, liabilities, losses, obligations, penalties, liquidated damages, proceedings, agreements, promises, controversies, costs, expenses, attorneys' fees and suits of every nature and description whatsoever, whether based on federal, state, provincial, local, foreign, statutory, or common law or any other law, rule, or regulation, in the U.S. or Canada, whether fixed or contingent, accrued or unaccrued, liquidated or unliquidated, at law or in equity, matured or unmatured, known or unknown (including those covered by Calif. Civ. Code § 1542), foreseen or unforeseen, whether class or individual in nature, that each Plaintiff and each Settlement Class Member, or any of them, ever had, now have, can have, shall or may hereafter have, or that have been or could have been asserted by Plaintiffs or members of the Settlement Class, directly or derivatively, in the Illinois Class Action, the Canadian Class Actions, or any other forum, based on, by reason of, arising from, in connection with, or in any way relating to: (i) the conduct, events, facts, transactions, occurrences, acts, representations, omissions, or other matters set forth, alleged, embraced or otherwise referred to in the Class Actions; (ii) the purchase, retention, or sale of the publicly traded securities of Hollinger International or Hollinger Inc. during the Settlement Class Period; (iii) any sales literature, financial statements, press releases, filings, reports, opinions, or other public disclosures or statements made, issued by, or attributable to any of the Settling Defendants; (iv) any statements or omissions made by or attributable to any Settling Defendant concerning or relating in any way to Hollinger International or Hollinger Inc.; (v) alleged breaches

of fiduciary duty in connection with or relating to Hollinger International or Hollinger Inc. during the Settlement Class Period or alleged aiding and abetting such breaches of fiduciary duty; (vi) the management or administration of Hollinger International or Hollinger Inc. by any Settling Defendant or any conduct, facts, transactions, occurrences, acts, representations, or omissions during, concerning or relating in any way to any Settling Defendant's service as an officer, director, employee, or auditor of Hollinger International or Hollinger Inc.; and (vii) any advice or services rendered to Hollinger International or Hollinger Inc. by any Settling Defendant, including, without limitation, auditing services.

- 3. "Defendant Releasees" means each of the Settling Defendants and each of their current and former divisions, parent companies, predecessors, subsidiaries, and affiliates (including, without limitation, Hollinger Canadian Newspapers Limited Partnership, Hollinger Canadian Publishing Holdings Co., Moffat Management Inc., Black-Amiel Management, Inc., 504468 N.B. Inc., 4322525 Canada, Inc., and the KPMG Defendants' foreign affiliates), and the current and former advisors, affiliates, agents, associates, attorneys (other than Torys LLP), directors, employees, insurers, members, officers, partners, representatives, and trustees of each of them, and each of their heirs, immediate family members, spouses, executors, successors, and assigns.
- 4. "Horizon and Bradford Releasees" means Horizon Publications Inc., Horizon Publications (U.S.A.) Inc., Horizon Arkansas Publications Inc., Horizon Blackfoot Publications Inc., Horizon California Publications Inc., Horizon Connecticut Publications Inc., Horizon Florida Publications Inc., Horizon Hawaii Publications Inc., Horizon Illinois Publications Inc., Horizon Indiana Publications Inc., Horizon Mississippi Publications Inc., Horizon North Carolina Publications Inc., Horizon North Dakota Publications Inc. (f/k/a Horizon Idaho Publications Inc.), Horizon Ohio Publications Inc., Horizon Vermont Publications Inc., Horizon Washington Publications Inc. (f/k/a Terra Holdings Inc.), Horizon Publications Management Services Inc., Leeming Communications Company, Review Publications Inc., Westbourne Investments Inc., Continental Newspapers Ltd. (f/k/a Horizon Operations Ltd.), and Continental Newspapers (Canada) Ltd. (f/k/a Horizon Operations (Canada), Ltd.), and Bradford Publishing Company, which are entities that were involved in transactions with Hollinger International that, Plaintiffs have alleged, were not properly disclosed.
- 5. "Settlement Class Members" means purchasers of securities of Hollinger International and/or Hollinger Inc. between August 13, 1999 and March 31, 2003, inclusive.
- 6. "Illinois Class Action" means the federal securities fraud class action filed in the U.S. District Court for the Northern District of Illinois, styled as In re *Hollinger International, Inc. Securities Litigation*, C.A. No. 04-C-0834.
- 7. "Canadian Class Actions" means the actions filed against certain of the Settling Defendants in Canada, styled as *Betthel v. Black*, Q.B. No. 1492 of 2004; *Droner v. Argus Corp.*, File No. 04-CV-028649; and *Betthel v. Black*, No. 550-06-000014-051.
 - 8. "Actions" means the Illinois Class Action and the Canadian Class Actions.
 - 9. "Class Period" means August 13, 1999 through March 31, 2003, inclusive.

VII. RELEASES AND COVENANT NOT TO SUE

Unless you exclude yourself ("opt out") pursuant to the instructions in the Notice, you are staying in the Settlement Class. That means that you cannot sue, continue to sue, or be part of any other lawsuit against the Settling Defendants and other released parties about the same issues and claims in the Actions or that could have been asserted in the Actions. It also means that all of the Courts' orders and judgments regarding the Settlement will apply to you and legally bind you and you will release your claims in the Actions against the Settling Defendants and certain other parties. Specifically, if you do not exclude yourself from the Settlement Class, you will release all "Settled Claims" (as defined above) against the "Defendant Releasees" (as defined above) and against the "Horizon and Bradford Releasees" (as defined above).

The Settled Claims that are being released and discharged herein include claims that you may not know or suspect to exist in your favor at this time. If you do not opt out of the Settlement, you will waive any and all provisions, rights, and benefits conferred by any law of any state, territory, or province of the United States or Canada, or principle of common law, that is similar, comparable, or equivalent to Cal. Civ. Code § 1542, which provides:

A general release does not extend to claims which the creditor does not know or suspect to exist in his or her favor at the time of executing the release, which if known by him or her must have materially affected his or her settlement with the debtor.

You may later discover claims or facts in addition to or different from those you now know or believe to be true with respect to the Settled Claims. Nevertheless, if you do not opt out of the Settlement, you will fully, finally, and forever be settling and releasing all Settled Claims as to all Defendant Releasees and Horizon and Bradford Releasees, including those that are presently unknown or unanticipated by you.

VIII. CERTIFICATION

UNDER THE PENALTIES OF PERJURY, I (WE) CERTIFY THAT ALL OF THE INFORMATION PROVIDED ON THIS FORM IS TRUE, CORRECT AND COMPLETE. If I am signing on behalf of someone else, I hereby certify and warrant that I am authorized to make this Proof of Claim and Release. I hereby certify and warrant that I have not previously sold, transferred, assigned, or granted any interest in any of the claims released hereby (as set forth at paragraph VI above) to any other person or entity. I (We) certify that I am (we are) NOT subject to backup withholding under the provisions of Section 3406(a)(1)(C) of the Internal Revenue Code.

Date	Signature of C	laimant
Date	Signature of Jo	oint-Owner Claimant (if any)
If the claimant is other than an inc the following must also be provided:	ividual, or if the claimant is not the pe	erson completing and signing this form,
Print Name of Person Signing Address of Person Signing	Capacity of Pe	erson Signing (Executor, President, etc.)
Street Address		
City	State	Zip Code
Area Code Telephone Number (Day)	Area Code Telephone Number (Evening)	Area Code Fax Number

If you have been notified by the Internal Revenue Service ("IRS") that you are subject to backup withholding under the provisions of Section 3406(a)(1)(C) of the Internal Revenue Code, check this box: \square and strike out the "NOT" in the sentence above. (If you have <u>not</u> been notified by the IRS that you are subject to backup withholding, you do not need to check the box.)

IX. STATEMENT OF CLAIM — HOLLINGER INTERNATIONAL

INSTRUCTIONS

- 1. If you require additional space, attach extra schedules in the same format as below. Sign and print your name and print your social security or employer identification number on each additional page.
- 2. YOU MUST ATTACH DOCUMENTARY PROOF OF EACH PURCHASE AND SALE, AND HOLDINGS, AS DESCRIBED IN SECTION IV ABOVE. WE DO NOT HAVE ANY INFORMATION REGARDING YOUR TRADES OF HOLLINGER STOCK. YOU MUST OBTAIN THIS INFORMATION FROM YOUR BROKER OR OTHER RECORDS.
 - 3. All references to purchase and sale dates relate to trade dates, not settlement dates.
- 4. The amount of the settlement proceeds to which you are entitled, if any, will be calculated pursuant to the proposed Plan of Allocation set forth in the Notice, or such other plan as may be approved by the Court.
- 5. If you have acquired any Hollinger International common stock by gift, inheritance, or operation of law, you are to report this transaction as if you acquired the security on the same date as the person or entity who initially purchased the security.

V.	STATEMENT OF CLAIM FOR HOLLINGER INTERNATIONAL COMMON STOCK (Cusip No. 435569108 du	uring
	the Class Period, Cusip No. 86688Q100 currently):	

A. Claimant(s) owned the following number of shares of **Hollinger International COMMON STOCK** as of the close of business on August 12, 1999: ______.

B. Claimant(s) made the following PURCHASES of **Hollinger International COMMON STOCK** between August 13, 1999 and March 31, 2003, inclusive:

Trade Date(s) of Purchase		Purchase Price	
(List Chronologically)	Number of shares	Per Share	Total Purchase Price
(Month / Day / Year)	Purchased	(exclude commissions and fees)	(exclude commissions and fees)
1.		\$	\$
2.		\$.	\$.
3.		\$.	\$
4.		\$.	\$.
5.		\$.	\$.

C. Claimant(s) made the following SALES of **Hollinger International COMMON STOCK** between August 13, 1999 and March 31, 2003, inclusive:

(I	rade Date(s) of Sale .ist Chronologically) Month / Day / Year)	Number of shares Sold	Selling Price Per Share (exclude commissions and fees)	Total Sale Price (exclude commissions and fees)
1.			\$.	\$
2.			\$.	\$
3.			\$	\$
4.			\$.	\$.
5.			\$	\$

D. Claimant(s) owned the following number of **Hollinger International COMMON STOCK** as of the close of business on March 31, 2003: ______.

VI. STATEMENT OF CLAIM — HOLLINGER INC.

INSTRUCTIONS

- 1. If you require additional space, attach extra schedules in the same format as below. Sign and print your name and print your social security or employer identification number on each additional page.
- 2. YOU MUST ATTACH DOCUMENTARY PROOF OF EACH PURCHASE AND SALE, AND HOLDINGS, AS DESCRIBED IN SECTION IV ABOVE. WE DO NOT HAVE ANY INFORMATION REGARDING YOUR TRADES OF HOLLINGER STOCK, YOU MUST OBTAIN THIS INFORMATION FROM YOUR BROKER OR OTHER RECORDS.
 - 3. All references to purchase and sale dates relate to trade dates, not settlement dates.
- 4. The amount of the settlement proceeds to which you are entitled, if any, will be calculated pursuant to the proposed Plan of Allocation set forth in the Notice, or such other plan as may be approved by the Court.
- 5. If you have acquired any Hollinger Inc. common stock by gift, inheritance, or operation of law, you are to report this transaction as if you acquired the security on the same date as the person or entity who initially purchased the security.

VII. STATEMENT OF CLAIM FOR (Cusip Nos. 43556C309 & 4		RACTABLE COMMON STOCK	(also known as "equity units")
A. Claimant(s) owned the	following number of sha	ares of Hollinger Inc. RETRAC	CTABLE COMMON STOCK as of
the close of business on August B. Claimant(s) made the	•	 of Hollinger Inc. RETRACTAR	BLE COMMON STOCK between
August 13, 1999 and March 31, 2		in more more more management	EL COMMON STOCK SOLWCOM
Trade Date(s) of Purchase (List Chronologically)	Number of shares	Purchase Price Per Share	Total Purchase Price
(Month / Day / Year)	Purchased	(exclude commissions and fees)	(exclude commissions and fees)
1.		\$.	\$
2.		\$	\$.
3.		\$.	\$
4.		\$	\$
5. / / /		\$	\$
		nger Inc. RETRACTABLE CO	MMON STOCK between August
13, 1999 and March 31, 2003, inc Trade Date(s) of Sale	riusive:	Selling Price	
(List Chronologically)	Number of shares	Per Share	Total Sale Price
(Month / Day / Year)	Sold	(exclude commissions and fees)	(exclude commissions and fees)
1. / /		\$	\$
2. / /		\$	\$
3//		\$	\$
4. / /		\$	\$
5//		\$	\$
D. Claimant(s) owned the of business on March 31, 2003:		llinger Inc. RETRACTABLE C	OMMON STOCK as of the close
VIII. STATEMENT OF CLAIM FO	R HOLLINGER INC. 7%	SERIES II PREFERENCE SHA	RES (Cusip No. 43556C804):
A. Claimant(s) owned the	following number of sha		IES II PREFERENCE SHARES as
of the close of business on Augu			DEFENSACE CHARGO
August 13, 1999 and March 31, 2		Hollinger Inc. 1% SEKIES II F	PREFERENCE SHARES between
Trade Date(s) of Purchase		Purchase Price	
(List Chronologically) (Month / Day / Year)	Number of shares Purchased	Per Share (exclude commissions and fees)	Total Purchase Price (exclude commissions and fees)
1.		\$.	\$.
2.		\$.	\$
3.		\$.	\$
4.		\$	\$
5. / / / / /		\$	\$
C. Claimant(s) made the fo	ollowing SALES of Hollin	ger Inc. 7% SERIES II PREFER	ENCE SHARES between August
13, 1999 and March 31, 2003, inc Trade Date(s) of Sale	clusive:	Selling Price	
(List Chronologically)	Number of shares	Per Share	Total Sale Price
(Month / Day / Year)	Sold	(exclude commissions and fees)	(exclude commissions and fees)
1//		\$	\$
2//		\$	\$
3.		\$	\$
4.		\$	\$
5//		\$	\$

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D. Claimant(s) owned the following number of **Hollinger Inc.** 7% **SERIES II PREFERENCE SHARES** as of the close of business on March 31,2003: _______.

IX. STATEMENT OF CLAIM FOR HOLLINGER INC. 7% SERIES III PREFERENCE SHARES (Cusip No. 4355	6C705):
A. Claimant(s) owned the following number of shares of Hollinger Inc. 7% SERIES III PREFERENCE S of the close of business on August 12, 1999:	HARES as
B. Claimant(s) made the following PURCHASES of Hollinger Inc. 7% SERIES III PREFERENCE SHARE August 13, 1999 and March 31, 2003, inclusive:	S between
Trade Date(s) of Purchase (List Chronologically) Number of shares Purchase Price Per Share Total Purchase Price (Month / Day / Year) Purchased (exclude commissions and fees) (exclude commissions and fees)	
1.	
]•[
]•[
3].
4.]
5/	<u></u>
C. Claimant(s) made the following SALES of Hollinger Inc. 7% SERIES III PREFERENCE SHARE August 13, 1999 and March 31, 2003, inclusive: Trade Date(s) of Sale Selling Price	
(List Chronologically) Number of shares Per Share Total Sale Price (Month / Day / Year) Sold (exclude commissions and fees) (exclude commissions and fees)	
1.	1
2.	
]•[
3/].
4/ \$\$]
5/	<u>.</u>
D. Claimant(s) owned the following number of Hollinger Inc. 7% SERIES III PREFERENCE SHARES close of business on March 31, 2003:	
X. STATEMENT OF CLAIM FOR HOLLINGER INC. 121/8% SENIOR SECURED NOTES (Cusip No. 43556CA	,
A. Claimant(s) made the following PURCHASES of Hollinger Inc. 12 %% SENIOR SECURED NOTES be March 10, 2003 (the issue date) and March 31, 2003, inclusive:	etween
Trade Date(s) of Purchase Purchase Purchase Purchase Price (List Chronologically) Face Value of Per Note Total Purchase Pr	rice
(Month / Day / Year) Notes Purchased (exclude commissions and fees) (exclude commissions	and fees)
1/].
2. /	
3.	
4. // // \$ 1 1 1 1 1 1 1 1 1	
	<u> - </u>
5].
B. Claimant(s) made the following SALES of Hollinger Inc. 12%% SENIOR SECURED NOTES between 2003 and March 31, 2003, inclusive:	March 10,
Trade Date(s) of Sale (List Chronologically) Face Value of Per Note Total Sale Price	
(List Chronologically) Face value of Fer Note Total Sale Price (Month / Day / Year) Notes Sold (exclude commissions and fees) (exclude commissions and fees)	
1.	
2.	

C. Claimant(s) owned the following number of **Hollinger Inc. 12**%% **SENIOR SECURED NOTES** as of the close of business on March 31, 2003: _______.

3.4.5.

You are urged to make and retain a copy of the Proof of Claim and Release and of all documents that you submit with it.

THIS PROOF OF CLAIM AND RELEASE MUST BE POSTMARKED NO LATER THAN JULY 8, 2009 OR BE OTHER-WISE RECEIVED BY THAT DATE BY:

For Postal Service:

Hollinger Claims c/o Valley Forge Admin. Svcs. P.O. Box 220 Villanova, PA 19085-0220

For more information:

Toll Free: 1-877-965-3300 Email: <u>info@hollingerclaims.com</u> <u>www.hollingerclaims.com</u> Fax: 1-610-520-0854

For overnight delivery:

Hollinger Claims c/o Valley Forge Admin. Svcs. One Aldwyn Center, Flr. 3 Villanova. PA 19085

ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME. THANK YOU FOR YOUR PATIENCE.

Reminder Checklist:

- 1. Please sign the above release and declaration.
- 2. Remember to attach supporting documentation, if available.
- 3. Do not send original or copies of stock certificates.
- 4. Please keep a copy of your claim form for your records.
- 5. If you desire an acknowledgement of receipt of your claim form, please send it Certified Mail, Return Receipt Requested.
- 6. If you move, please send us your new address.

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Hollinger Claims c/o VFAS P.O. Box 220 Villanova, PA 19085-0220

FIRST CLASS MAIL

PLEASE FORWARD—IMPORTANT LEGAL NOTICE