



## **Yellow Media Announces Proposed Nominees to New Board of Directors**

**Montréal (Québec), August 31, 2012** — Yellow Media Inc. (TSX: YLO) announces today the nominees that are proposed to be elected as part of its previously announced plan of arrangement and recapitalization. The following individuals will be appointed to the new Board of Directors of the company upon the plan of arrangement and recapitalization becoming effective, which is expected to occur by September 30, 2012, and will succeed to the current Board of Directors of the company:

Craig Forman	Robert MacLellan	Kalpana Raina
David Lazzarato	Martin Nisenholtz	Michael G. Sifton
David G. Leith	Judith A. McHale	Marc P. Tellier

As previously disclosed by the company in a press release dated July 23, 2012 and its management proxy circular dated July 30, 2012, the proposed nominee directors were selected as part of an extensive process completed by the Search Committee. Among the proposed nominee directors, Craig Forman, David G. Leith, Martin Nisenholtz and Marc P. Tellier are members of the company's current Board of Directors, and David Lazzarato, Robert MacLellan, Judith A. McHale, Kalpana Raina and Michael G. Sifton would be serving as directors of the company for the first time.

Additional information with respect to the proposed members of the new Board of Directors may be found on the attached Schedule "A" to this press release. Except as disclosed therein, none of the proposed nominee directors hold shares or other securities of Yellow Media Inc. This press release is incorporated by reference in, and should be read together with, the company's management proxy circular dated July 30, 2012.

### **Meetings of Debtholders and Shareholders**

Yellow Media also wishes to remind its debtholders and shareholders that meetings will be held at the Palais des congrès, 1001 Place Jean-Paul-Riopelle, Room 510, Montreal, Québec, H2Z 1H5, on September 6, 2012 for purposes of voting on the proposed recapitalization. Debtholders and shareholders are urged to give serious attention to the recapitalization. It is extremely important for Yellow Media's future that the recapitalization be approved and implemented without delay and the company recommends that debtholders and shareholders vote in favour of the recapitalization. Proxies must be received no later than 4:00 p.m. (Montreal time) on September 5, 2012.

### **Further Information**

Debtholders and shareholders should now have received, either directly from Yellow Media or through their intermediary, a copy of the management proxy circular dated July 30, 2012 with respect to the proposed recapitalization.

A copy of the management proxy circular and further information about the recapitalization are available on SEDAR ([www.sedar.com](http://www.sedar.com)) and the company's website ([www.ypg.com](http://www.ypg.com)).

A Questions & Answers document specific to the recapitalization is also available on the company's website.

If you have any questions or need assistance completing your proxy or voting instruction form, please call Kingsdale Shareholder Services Inc. at 1-800-749-9197 or email [contactus@kingsdaleshareholder.com](mailto:contactus@kingsdaleshareholder.com).

## **About Yellow Media Inc.**

Yellow Media Inc. (TSX: YLO) is a leading media and marketing solutions company in Canada. The company owns and operates some of Canada's leading properties and publications including Yellow Pages™ print directories, YellowPages.ca™, Canada411.ca and RedFlagDeals.com™. Its online destinations reach approximately 8 million unique visitors monthly and its mobile applications for finding local businesses and deals have been downloaded more than 4 million times. Yellow Media Inc. is also a leader in national digital advertising through Mediative, a digital advertising and marketing solutions provider to national agencies and advertisers. For more information, visit [www.ypg.com](http://www.ypg.com).

## **Caution Concerning Forward-Looking Statements**

*This press release contains forward-looking statements about the objectives, strategies, financial conditions, results of operations and businesses of the company. These statements are forward-looking as they are based on our current expectations, as at August 31, 2012, about our business and the markets we operate in, and on various estimates and assumptions. Our actual results could materially differ from our expectations if known or unknown risks affect our business, or if our estimates or assumptions turn out to be inaccurate. As a result, there is no assurance that any forward-looking statements will materialize. Risks that could cause our results to differ materially from our current expectations are discussed in section 7 of our August 9, 2012 Management's Discussion and Analysis. We disclaim any intention or obligation to update any forward-looking statements, except as required by law, even if new information becomes available, as a result of future events or for any other reason. The implementation of the recapitalization is subject to a number of conditions provided in the plan of arrangement under the Canada Business Corporations Act, including, without limitation, court and any required regulatory approvals (including stock exchange approvals). The implementation of the recapitalization is also subject to a number of other risks and uncertainties, including, without limitation, those described in the section "Risk Factors" of the company's management proxy circular dated July 30, 2012 prepared in connection with the Meetings. Accordingly, there can be no assurance that the recapitalization will occur. The recapitalization could be modified, restructured or terminated.*

## **Contacts:**

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Schedule "A"

**Proposed Nominee Directors**

***Craig Forman***

California, United States

Craig Forman joined the Board of Directors of Yellow Media in January 2012. He has been Executive Chairman of the Board of Appia, Inc. since August 2011 after serving as Executive Chairman of WHERE, Inc. during 2010 and 2011, a location-based media company which was acquired by eBay. Previously, from 2006 to 2009, he served as Executive Vice President and President, Access and Audience and Chief Product Officer at EarthLink, Inc., an Atlanta-based Internet services provider. Mr. Forman is a technology executive with over 20 years of experience in the internet, media and communications industries. He has served as a senior executive at Yahoo! Inc., Time Warner Inc. and Dow Jones & Co.

Mr. Forman has an undergraduate degree from the Woodrow Wilson School of Public and International Affairs of Princeton University and a Master's degree in law from Yale Law School.

***David Lazzarato***

Ontario, Canada

David Lazzarato is a media/broadcast industry consultant who assists companies in the areas of strategy development, mergers and acquisitions and financing. He is the former Chief Executive Officer and Director of Craig Wireless Systems. Prior to joining Craig Wireless Systems, Mr. Lazzarato served as Executive Vice President and Chief Financial Officer of Alliance Atlantis Communications Inc. and Chairman of Motion Picture Distribution from 2005 to 2007. From 1999 to 2004, Mr. Lazzarato served as Executive Vice President and Chief Financial Officer of MTS Allstream Inc. (formerly, AT&T Canada Inc.). Prior to 1999, Mr. Lazzarato held various other senior management positions at BCE Mobile Communications Inc. (Bell Mobility), BCE Inc., CAE Electronics Ltd. and CAE Inc. At an earlier stage of his career, Mr. Lazzarato worked for a predecessor to the accounting firm of KPMG in Canada and the United States.

Mr. Lazzarato received the ICD.D certification from the Institute of Corporate Directors in 2008 and a FCA designation from the Ontario Institute of Chartered Accountants in 2006. He has also completed the Senior Executives Program at the Massachusetts Institute of Technology. Mr. Lazzarato is Vice-Chair of each of the McMaster University Board of Governors, the Council of Chairs of Ontario Universities and the Trillium Health Center Foundation and is a Director of LED Roadway Lighting. Mr. Lazzarato earned a Bachelor of Commerce degree from McMaster University.

***David G. Leith***

Ontario, Canada

David G. Leith joined the Board of Directors of Yellow Media in February 2012. He is Chair of Manitoba Telecom Services Inc. and certain of its subsidiaries. Prior to this, Mr. Leith acquired over 25 years of equity, debt, government finance and mergers and acquisition experience with CIBC World Markets and its predecessors and last served until February 2009 as Deputy Chairman of CIBC World Markets and Managing Director and Head of CIBC World Markets' Investment, Corporate and Merchant Banking activities.

Mr. Leith is a member of the Economic Advisory Panel of the Government of Ontario and a director of Bridgepoint Health Foundation. Mr. Leith holds a Bachelor of Arts degree from the University of Toronto and a Master of Arts degree from Cambridge University.

**Robert MacLellan**

Ontario, Canada

Robert MacLellan is the non-executive Chairman of Northleaf Capital Partners, Canada's leading independent global private equity and infrastructure fund manager and advisor; a position he has held since November 2009. From 2003 to November 2009, Mr. MacLellan served as Chief Investment Officer of TD Bank Financial Group where he was responsible for overseeing the management of investments for The Toronto-Dominion Bank, its Employee Pension Fund, TD Mutual Funds, and TD Capital Group. Earlier in his career, Mr. MacLellan acted as Managing Director of Lancaster Financial Holdings and as Vice President and Director, McLeod Young Weir Limited (Scotia McLeod), including as a member of the Corporate Finance Department responsible for a large number of corporate underwritings and financial advisory assignments.

Mr. MacLellan holds an M.B.A. from Harvard University, a Bachelor of Commerce from Carleton University and is a Chartered Accountant. Mr. MacLellan has been an independent director of Price Group (T. Rowe Price) since 2010 and serves on the Executive Compensation Committee and the Audit Committee. Mr. MacLellan's directorships also include Right To Play. In 2008, he was named one of Canada's most influential investment executives by Globe Investor.

**Judith A. McHale**

New York, United States

Judith A. McHale is the President and Chief Executive Officer of Cane Investments, LLC, a private investment company focused on providing early stage capital and strategic advice and assistance to start-up companies around the world. Prior to her current position, Ms. McHale was appointed in 2009 as the Under Secretary of State for Public Diplomacy and Public Affairs in President Barack Obama's Administration, where she acted as a senior officer in the Department of State and a principal advisor to Secretary of State Hillary Clinton until 2011. Ms. McHale served at Discovery Communications, the parent company of the Discovery Channel, from 1995 to 2006, including as President and Chief Executive Officer from 2004 to 2006, Chief Operating Officer from 1995 to 2004 and Executive Vice President and General Counsel from 1989 to 1995. Prior to that, Ms. McHale served as General Counsel for MTV Networks, overseeing legal affairs for MTV, Nickelodeon and VH-1.

Ms. McHale serves on the Board of Directors of Ralph Lauren Corp. She has also served on the Boards of Directors of John Hancock Financial Services Corp, Potomac Power and Electric Company (PEPCO), Host Hotels and Resorts, Inc. and Digital Globe, Inc. Ms. McHale is a graduate of the University of Nottingham (UK) and Fordham University Law School (New York), and has received honorary degrees from the University of Maryland, American University, the University of Miami and Colby College.

**Martin Nisenholtz**

New York, United States

Martin Nisenholtz joined the Board of Directors of Yellow Media in May 2006. He retired in 2011 from The New York Times Company where he had served since February 2005 as Senior Vice President, Digital Operations and was responsible for the strategy development, operations and management of its digital properties, including About.com. Prior to that, and since 1999, Mr. Nisenholtz was Chief Executive Officer of New York Times Digital. In June 2001, Mr. Nisenholtz founded the Online Publishers Association (OPA), an industry trade organization that represents the interests of high-quality online publishers.

Mr. Nisenholtz currently serves on the Board of Directors of Exelate, a Data and Analytics company and Sulia, a Personal Expert Network company. He is also an Advisory Board member of Carmel Ventures and a member of the Audit Committee of the Ad Council. Mr. Nisenholtz is an Adjunct Professor at the Columbia Journalism School and holds a Bachelor in Psychology degree from the University of Pennsylvania and a graduate degree from the University of Pennsylvania Annenberg School of Communication.

As of August 31, 2012, Mr. Nisenholtz held 50,174 common shares of Yellow Media Inc.

***Kalpana Raina***

New York, United States

Kalpana Raina was formerly with The Bank of New York (the "Bank"), where she served as Executive Vice President until 2007. Ms. Raina's client portfolio while at the Bank included clients in the Media and Telecommunications industry, Healthcare, Retailing, and Hotels and Leisure. Throughout her tenure, she served on numerous committees including the Bank's Credit and Risk and Planning committees. In 2005, Ms. Raina moved to London to run the Bank's offices in France, Spain, Italy, Belgium and Germany.

Ms. Raina currently serves on the Board of Directors, the Audit Committee and is Chair of the Nominating and Corporate Governance Committee of RealNetworks, Inc., an internet media company, and on the Board of Directors of John Wiley & Sons, Inc., a provider of content and content-enabled digital services to customers worldwide. She also is on the Board of Information Services Group, a leading technology insights, market intelligence and advisory services company. Previously, she was on the Board of Directors of the Center for Communications in New York, an independent media forum created to foster dialog between media companies and educational institutions. She has spoken on finance and been a panelist at key industry events globally. She has a Master's degree in English Literature from McMaster University and undergraduate and graduate degrees from Panjab University, India.

***Michael G. Sifton***

Ontario, Canada

Michael G. Sifton is a Managing Partner at Beringer Capital. He has spent his life around the media business, with over 20 years of direct experience in the Canadian newspaper industry. Prior to joining Beringer, he was President and Chief Executive Office of Sun Media, Canada's largest newspaper publisher by household penetration and reach. At Sun Media, he ensured the smooth integration of Osprey Media which had been acquired by Sun Media in 2007. Mr. Sifton led the formation of Osprey Media Group in 2001 and, with investments from Ontario Teachers' Pension Plan and Scotia Merchant Capital, acquired 29 Ontario daily and non-daily newspapers from Hollinger Canadian Newspapers. Osprey was taken public in 2004 as Osprey Media Income Fund. Prior to forming Osprey, Mr. Sifton was President of Hollinger Canadian Newspapers L.P. and President and Chief Executive Officer of family-owned Armadale Communications.

Mr. Sifton is a former Chairman of The Canadian Press and a former Director of the Canadian Newspaper Association and the Newspaper Audience Databank. Mr. Sifton is the Chairman of the Board of Governors of St. Andrew's College in Aurora, Ontario and holds a Bachelor of Commerce (Honours) from Queen's University.

***Marc P. Tellier***

Québec, Canada

Marc P. Tellier is a current member of Yellow Media's Board of Directors. He has been President and Chief Executive Officer of Yellow Media and its predecessors since October 2001. Prior to joining Yellow Media, Mr. Tellier was an officer of Bell Canada, a communications company and served as Senior Vice President — Partnership Development. Mr. Tellier also served as President and Chief Executive Officer of Sympatico Lycos Inc., a web communications and media company.

Mr. Tellier is a year 2000 alumnus of Canada's Top 40 under 40™. Mr. Tellier serves on the Board of Directors of the Local Search Association. Mr. Tellier holds a Bachelor of Economics degree from the University of Ottawa.

As of August 31, 2012, Mr. Tellier held 612,022 common shares of Yellow Media Inc.