

EXHIBIT B

Subordination Allocation Appendix

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A. Allocation Disputes and Potential Impact Upon Recoveries

As described in Section IV.B.2 of the Supplement, various parties have filed Preliminary Statements, Opening Briefs, and Response Briefs in respect of the Allocation Disputes. Additionally, hearings with respect to the Allocation Disputes occurred on March 5-6, 2012. A summary of the various Allocation Disputes as well as the potential impact that the adjudication and/or resolution of such Allocation Disputes may have on the allocation of distributions to the Holders of Senior Notes Claims, Other Parent Claims, EGI-TRB-LLC Claims, and PHONES Notes Claims under the Third Amended Plan follows. Sections A.1 through A.5 below isolate the potential impacts of individual Allocation Disputes. These potential impacts are not cumulative.

The chart set forth in Section E of this Exhibit B (the “Recovery Chart”) provides additional numerical and other information regarding certain of the scenarios described below. Where a given scenario also is depicted in the Recovery Chart, a cross-reference to the corresponding column in the Recovery Chart is included. For a summary of certain additional hypothetical recoveries with respect to the Litigation Trust, please refer to Section B of this Exhibit B.¹

1. Application of the EGI-TRB Subordination Provisions to the DCL Plan Settlement Consideration.

The applicability of the EGI-TRB Subordination Provisions to the distribution of the DCL Plan Settlement consideration was not expressly addressed in the Confirmation Opinion or the Reconsideration Ruling. The EGI-TRB Subordination Provisions provide (among other things) that the EGI-TRB LLC Notes are subordinate in right of payment to all “Senior Obligations”² and have no “claim to the assets of the Company on parity with or prior to the claim of Senior Obligations.” (EGI-TRB Subordination Agreement at 1-2.)³ EGI-TRB LLC has asserted that all or virtually all of the consideration from the DCL Plan Settlement is not subject to the EGI-TRB Subordination Provisions,⁴ while other parties have

¹ Various parties to the Allocation Disputes agreed to the admissibility for purposes of the March 5, 2012 Allocation Dispute hearing of a chart regarding the hypothetical Litigation Trust recovery scenarios set forth herein. See Appendix B to Memorandum of Law of the Official Committee of Unsecured Creditors on Unfair Discrimination Allocation Dispute [Docket No. 11015]. The estimated hypothetical recoveries in this Exhibit B are slightly different from some of the numbers included in the foregoing chart as the result of conforming changes to the High PHONES amount arising from a separate stipulation entered into with Wilmington Trust in connection with the Allocation Dispute hearings. See Stipulation by and Among the Debtors, Aurelius Capital Management, Wilmington Trust Company, As Successor Indenture Trustee for The Phones, Barclays Bank PLC, and Waterstone Capital Management, L.P. on Certain Facts Relevant to the Allocation Disputes and the Determination of the Allowed Amount of the PHONES Claim [Docket No. 11016] (the “PHONES Amount Stipulation”).

² “Senior Obligations” is defined in the EGI-TRB Subordination Agreement to include “all obligations, indebtedness and other liabilities of the Company other than (i) any such obligations, indebtedness or liabilities that by their express terms rank *pari passu* or junior to the Company obligations under the [EGI-TRB LLC Notes] and (ii) trade payables and accrued expenses incurred in the ordinary course of business . . .” (EGI-TRB Subordination Agreement at 1).

³ The relevant subordination provisions of the EGI-TRB LLC Notes are set forth in the Subordination Agreement, dated as of December 20, 2007, by EGI-TRB, L.L.C., a Delaware limited liability company, in favor of the Holders of Senior Obligations (as defined therein) (the “EGI-TRB Subordination Agreement”).

⁴ See EGI-TRB Preliminary Statement, Opening Brief, and Response Brief.

asserted that all consideration from the DCL Plan Settlement is subject to the EGI-TRB Subordination Provisions.⁵

The question of whether and to what extent the DCL Plan Settlement consideration is or is not subject to the EGI-TRB Subordination Provisions shall be adjudicated or resolved pursuant to the Allocation Dispute Protocol. Depending upon its outcome, the adjudication or resolution of this issue may potentially impact the distributions received under the Third Amended Plan by the Holders of Senior Noteholder Claims, Other Parent Claims, and EGI-TRB LLC Notes Claims. For example, and solely for purposes of illustration, if the Bankruptcy Court were to determine that all of the DCL Plan Settlement consideration is subject to the EGI-TRB Subordination Provisions, no adjustments to the distributions provided to the Holders of Senior Noteholder Claims, Other Parent Claims, EGI-TRB LLC Notes Claims, and PHONES Notes Claims would be required (although such distributions would remain subject to any other potential adjustments necessary to reflect the adjudication or resolution of other Allocation Disputes). On the other hand, and solely for purposes of illustration, if the Bankruptcy Court were to determine that none of the DCL Plan Settlement consideration falls within the scope of the EGI-TRB Subordination Provisions, recoveries provided under the Second Amended Plan to the following creditors would potentially be adjusted pursuant to the Allocation Dispute Protocol as follows:

- projected distributions to the Holders of Senior Noteholder Claims would decrease from approximately 33.6% to approximately 30.9%;
- projected distributions to the Holders of Other Parent Claims would decrease from approximately 36.0% to approximately 33.4%;⁶
- projected distributions to the Holders of PHONES Notes Claims would remain approximately the same (i.e., no recovery); and
- projected distributions to the Holders of EGI-TRB LLC Notes Claims would increase from 0% to approximately 17.5%.⁷

⁵ More specifically, Aurelius, Oaktree and Law Debenture have asserted that all of the consideration from the DCL Plan Settlement is subject to the EGI-TRB Subordination Provisions. See Aurelius Preliminary Statement, Opening Brief, and Response Brief; Oaktree Preliminary Statement, Opening Brief, and Response Brief; and Law Debenture Preliminary Statement, Opening Brief, and Response Brief.

⁶ Under the Second Amended Plan, Holders of Senior Noteholder Claims and Other Parent Claims were to receive approximately 32.73% of their Allowed Claims, plus a pro rata share of proceeds resulting from the settlement with Bridge Lenders, as well as Litigation Trust Interests and Creditors' Trust Interests. Holders of Other Parent Claims, however, also had the option of receiving 35.18% of their Allowed Claims if they elected to forego receiving Litigation Trust Interests and Creditors' Trust Interests. (Second Amended Plan, § 3.2.6(c).) The estimated recovery percentages set forth herein for the Holders of Other Parent Claims assume that (i) such Holders elected to forego receiving Litigation Trust Interests and to instead receive 35.18% of their Allowed Other Parent Claim and a pro rata share of the Bridge Settlement Proceeds and (ii) the Creditors' Trust is eliminated from the Third Amended Plan. The estimated recovery percentages for the Holders of Allowed Other Parent Claims that elected to receive 32.73% of their Allowed Claims and a pro rata share of the Bridge Settlement Proceeds, plus Litigation Trust Interests, would be approximately 2.45% lower than the estimated recovery percentages set forth herein for the Holders of Allowed Other Parent Claims.

⁷ This outcome would be conditioned upon the allowance of the EGI-TRB LLC Notes Claims. The EGI-TRB LLC Notes Claims are subject to challenge by the Litigation Trust pursuant to Article XIII of the Third Amended Plan, and the allowance of such Claims is not subject to the Allocation Dispute Protocol. Moreover, the Allocation Dispute Protocol is not contemplated to address issues raised in the lawsuit titled *Official*

See Recovery Chart, column 3. The projected distributions in the foregoing scenario would be subject to any additional potential adjustments pursuant to the Allocation Dispute Protocol necessary to reflect the adjudication or resolution of other Allocation Disputes.

It is also possible that the Bankruptcy Court may determine that some, but not all, of the DCL Plan Settlement Consideration is subject to the EGI-TRB Subordination Provisions. In particular, the Bankruptcy Court may determine that consideration in respect of the Step Two Disgorgement Settlement is not subject to the EGI-TRB Subordination Provisions but that the remainder of the DCL Plan Settlement consideration is subject to such provisions. Solely for purpose of illustration, the chart below provides a comparison of the distributions that would have been received under the Second Amended Plan with results that may occur under the Third Amended Plan in the event the Bankruptcy Court were to determine that only the Step Two Disgorgement Settlement consideration is not subject to the EGI-TRB Subordination Provisions (“Scenario One”).

EGI-TRB Subordination Provisions – Step Two Disgorgement Settlement Proceeds:

<u>Class</u>	<u>Second Amended Plan</u>	<u>Scenario One</u>
Senior Noteholder Claims	33.6%	32.9%
Other Parent Claims	36.0%	35.3%
PHONES Notes Claims	0.0%	0.0%
EGI-TRB LLC Notes Claims	0.0%	4.7%

See Recovery Chart, column 4. Again, the projected distributions in the foregoing hypothetical scenario would be subject to any additional potential adjustments pursuant to the Allocation Dispute Protocol necessary to reflect adjudication and/or resolution of other Allocation Disputes.

2. Application of the EGI-TRB Subordination Provisions to the Litigation Trust Interests.

In light of the Bankruptcy Court’s Subordination Reconsideration Ruling, questions have arisen as to whether the Bankruptcy Court’s reasoning therein also applies to the potential distributions from the Litigation Trust for purposes of the EGI-TRB Subordination Provisions.⁸ Accordingly, the question of whether and to what extent any or all potential distributions from the Litigation Trust are or are not subject to the EGI-TRB Subordination Provisions shall be adjudicated or resolved pursuant to the Allocation Dispute Protocol. Depending upon its outcome, the adjudication or resolution of this issue may potentially impact the distributions received under the Third Amended Plan by the Holders of Senior Noteholder Claims, Other Parent Claims, and EGI-TRB LLC Notes Claims. For example, and solely for purposes of illustration, in the event that the Bankruptcy Court were to determine that all potential distributions from the Litigation Trust are subject to the EGI-TRB Subordination Provisions, then no

Committee of Unsecured Creditors of the Tribune Company v. FitzSimons, et al. (In re Tribune Co.), Adv. Proc. No. 10-54010 (Bankr. D. Del.) (KJC).

⁸ In particular, EGI-TRB LLC has asserted that the EGI-TRB Subordination Provisions do not apply to (i) potential distributions of recoveries by the Litigation Trust on account of chapter 5 avoidance actions and state law fraudulent transfer actions, respectively, and (ii) any recoveries by the Litigation Trust on account of claims that are not “assets of the Company.” See EGI-TRB Preliminary Statement, Opening Brief, and Response Brief. In contrast, Aurelius and Law Debenture have asserted that distributions from the Litigation Trust are subject to the EGI-TRB Subordination Provisions. See Aurelius Preliminary Statement, Opening Brief, and Response Brief; Law Debenture Preliminary Statement, Opening Brief, and Response Brief.

adjustments to the distributions provided under the Third Amended Plan would be required (although such distributions would remain subject to any additional potential adjustments necessary to reflect the adjudication or resolution of other Allocation Disputes).

However, and solely for purposes of illustration, if the Bankruptcy Court were to determine that some or all of the potential distributions from the Litigation Trust do not fall within the scope of the EGI-TRB Subordination Provisions, then the Holders of EGI-TRB LLC Notes Claims would be permitted to retain such distributions and would not be required to turn them over to the beneficiaries of the subordination provisions (subject to any additional potential adjustments necessary to reflect the adjudication or resolution of other Allocation Disputes). Though it is not possible to predict with certainty the actual distributions that will be made by the Litigation Trust, in such event, the proportionate share of potential distributions from the Litigation Trust provided to the Holders of Senior Noteholder Claims and Other Parent Claims would be smaller than those provided under the Second Amended Plan, and the proportionate share of potential distributions from the Litigation Trust provided to the Holders of EGI-TRB LLC Notes Claims would be greater than those provided under the Second Amended Plan (subject to any additional potential adjustments necessary to reflect the adjudication or resolution of other Allocation Disputes).

3. Entitlement of Holders of Other Parent Claims to Benefit From the PHONES Subordination Provisions and the EGI-TRB Subordination Provisions.

The Second Amended Plan provided that, consistent with the PHONES Subordination Provisions, distributions on account of Allowed PHONES Notes Claims would be turned over to the Holders of Claims arising from “Senior Indebtedness”,⁹ including the Holders of Senior Loan Claims, Senior Noteholder Claims, and all categories of Other Parent Claims (i.e. the Swap Claim, the Retiree Claims, and General Unsecured Claims against Tribune). The Second Amended Plan further provided that the Holders of Other Parent Claims and the Holders of Senior Noteholder Claims, as the Holders of Claims entitled to receive the benefit of the PHONES Subordination Provisions, would receive substantially the same pro rata share¹⁰ of the DCL Plan Settlement consideration.¹¹ While the Creditors’ Committee,

⁹ “Senior Indebtedness” under the PHONES Notes Indenture includes, among other things, (i) “the principal of (and premium, if any) and interest on (including interest accruing after the filing of a petition initiating any proceeding pursuant to any Federal bankruptcy law or any other applicable Federal or State law, but only to the extent allowed or permitted to the holder of such Indebtedness of the Company against the bankruptcy or any other insolvency estate of the Company in such proceeding),” (ii) “all obligations represented by notes, bonds, debentures or similar evidences of indebtedness” (excluding the PHONES Notes themselves), (iii) “all indebtedness for borrowed money . . .”, and (iv) “all indebtedness for . . . the deferred purchase price of property or services . . .”, but does not include, among other things, “any [i]ndebtedness of the Company constituting trade accounts payable arising in the ordinary course of business.” (Phones Notes Indenture at Section 14.01.)

¹⁰ As noted above, the Second Amended Plan provided that the Holders of Senior Noteholder Claims and Other Parent Claims would, as a default, receive approximately 32.73% of their Allowed Claims, plus Litigation Trust Interests and Creditors’ Trust Interests. Holders of Other Parent Claims, however, also had the option of receiving 35.18% of their Allowed Other Parent Claim if they elected to forego receiving Litigation Trust Interests and Creditors’ Trust Interests. (Second Amended Plan, § 3.2.6(c).)

¹¹ The DCL Proponents believe that, under the terms of the PHONES Notes Indenture, the Holders of Senior Loan Claims are entitled to receive the benefit of the PHONES Subordination Provisions because they constitute “indebtedness for borrowed money” for purposes of the definition of “Senior Indebtedness” thereunder. However, under the terms of the DCL Plan Settlement, the Holders of Senior Loan Claims agreed to forego approximately \$318 million of Cash distributions which would otherwise be allocated to them under the Second

Oaktree, and the TM Retirees have taken the position that such distributions to the Holders of Other Parent Claims, as well as the priority of distributions from the Litigation Trust provided under the Second Amended Plan to the Holders of Other Parent Claims, are appropriate,¹² Aurelius, Law Debenture, Wilmington Trust, and EGI-TRB LLC have asserted that such distributions are inappropriate because Other Parent Claims allegedly do not constitute “Senior Indebtedness” or “Senior Obligations,” or, alternatively, because such treatment otherwise discriminates unfairly against the Holders of Senior Noteholder Claims.¹³

Depending upon its outcome, the adjudication or resolution of this Allocation Dispute may potentially impact to whom approximately \$30.8 million (if Low PHONES (as defined below)) or \$37.5 million (if High PHONES (as defined below)) will be distributed under the Third Amended Plan. For example, and solely for purposes of illustration, the following chart summarizes how these amounts would potentially be distributed if the Bankruptcy Court were to determine that (i) on the one hand (as reflected in the second column labeled “Third Amended Plan”), all of the Other Parent Claims are entitled to receive the benefit of the PHONES Subordination Provisions and the EGI-TRB Subordination Provisions and (ii) on the other hand (as reflected in the third (if Low PHONES) and fourth (if High PHONES) columns labeled “Only Sr. Noteholders Benefit”), none of the Other Parent Claims are

Amended Plan. These distributions would instead be reallocated under both the Second Amended Plan and the Third Amended Plan to the Holders of Senior Noteholder Claims, Other Parent Claims and Convenience Claims against Tribune.

¹² For example, the Creditors’ Committee has asserted that neither the Article III Distributions nor the priority of distributions from the Litigation Trust must be adjusted in order for such distributions to satisfy the applicable requirements of the Bankruptcy Code. See Creditors’ Committee Preliminary Statement, Opening Brief, and Response Brief. Similarly, Oaktree contends that the Swap Claim is entitled to the benefits of the PHONES Subordination Provisions and that the priority of distributions from the Litigation Trust do not need to be adjusted in order for the distributions under the Third Amended Plan in respect of the Swap Claim to satisfy the applicable requirements of the Bankruptcy Code. See Oaktree Preliminary Statement, Opening Brief, and Response Brief. In addition, the TM Retirees have argued that the TM Retiree Claims constitute “Senior Indebtedness” and “Senior Obligations.” See TM Retirees Preliminary Statement, Opening Brief, and Response Brief.

¹³ More specifically, Aurelius has asserted that Other Parent Claims do not constitute “Senior Indebtedness” or “Senior Obligations” and that allowing Other Parent Claims to receive distributions under the Third Amended Plan or distributions from the Litigation Trust as if they were entitled to benefit from the PHONES Subordination Provisions or the EGI-TRB Subordination Provisions breaches the contractual rights of the Senior Noteholders, violates the Bankruptcy Code, and/or results in unfair discrimination against the Senior Noteholders. See Aurelius Preliminary Statement and Joinder to Law Debenture Opening Brief. Similarly, Law Debenture has asserted that Other Parent Claims do not constitute “Senior Indebtedness” or “Senior Obligations,” and that allowing Other Parent Claims to receive distributions under the Third Amended Plan from the Litigation Trust as if they were entitled to benefit from the PHONES Subordination Provisions and EGI-TRB Subordination Provisions results in unfair discrimination against the Senior Noteholders.” See Law Debenture Preliminary Statement, Opening Brief, and Response Brief. In addition, Wilmington Trust has argued that (i) the Swap Claims and Retiree Claims do not fall within the definition of “Indebtedness” under the PHONES Notes Indenture and, therefore, do not qualify as “Senior Indebtedness,” (ii) general unsecured trade claims against Tribune are explicitly excluded from qualifying as “Senior Indebtedness,” and (iii) with the exception of Other Parent Claims held by Wilmington Trust, there is no basis for any remaining Other Parent Claim to qualify as “Indebtedness” under the PHONES Notes Indenture and, therefore, such claims do not qualify as “Senior Indebtedness.” See Wilmington Trust Preliminary Statement, Opening Brief, and Response Brief. EGI-TRB also contends that, among other things, (i) the general unsecured trade claims against Tribune, Swap Claims and Retiree Claims are not entitled to benefit from the EGI-TRB Subordination Provisions with respect to avoidance recoveries and Settlement Proceeds because those monies are not assets of the Company and (ii) the PHONES Notes are not subordinate to the general unsecured trade claims against Tribune or the Retiree Claims. See EGI-TRB Preliminary Statement, Opening Brief, and Response Brief.

entitled to receive the benefit of the PHONES Subordination Provisions or the EGI-TRB Subordination Provisions (if Low PHONES or High PHONES):

(\$ in thousands)	Third Amended Plan	Only Senior Noteholders Benefit	
		Low PHONES	High PHONES
Allowed Amount of PHONES Notes Claims	n/a	\$ 760,697	\$ 1,185,373
Senior Noteholder Claims	\$ 431,041	\$ 461,013	\$ 467,648
Other Parent Claims - Retirees	\$ 37,843	\$ 25,612	\$ 22,981
Other Parent Claims - Trade & Other	\$ 3,169	\$ 2,145	\$ 1,925
Other Parent Claims - Swap Claim	\$ 54,403	\$ 36,820	\$ 33,037

See Recovery Chart, columns 1, 7, and 11 respectively. Although it is possible that the Allowed amount of “Trade & Other” Claims ultimately may exceed the amount set forth in the column of the Recovery Chart titled “Claim \$”, any such variance should not affect the amounts at issue in this Allocation Dispute. The Third Amended Plan and the DCL Plan Settlement do not provide for any decrease in the Senior Noteholders’ share of the DCL Plan Settlement consideration in the event the amount of Other Parent Claims exceeds the amount set forth in the column of the Recovery Chart titled “Claim \$.” Any distributions to the Holders of such additional Other Parent Claims would instead be funded by the Senior Lenders.

The questions of whether and to what extent Other Parent Claims do or do not constitute “Indebtedness” and “Senior Indebtedness”, as defined by the PHONES Notes Indenture or “Senior Obligations,” as defined by the EGI-TRB Subordination Provisions, shall be adjudicated or resolved pursuant to the Allocation Dispute Protocol. Depending upon their outcome, the adjudication or resolution of these issues may potentially impact the distributions to be received under the Third Amended Plan by the Holders of Senior Noteholder Claims and Other Parent Claims. For example, and solely for purposes of illustration, if the Bankruptcy Court were to determine that the Third Amended Plan is unfairly discriminatory because none of the Other Parent Claims constitute “Senior Indebtedness” for purposes of the PHONES Subordination Provisions, the recoveries provided under the Second Amended Plan to the following creditors would potentially be adjusted pursuant to the Allocation Dispute Protocol:

- projected distributions to the Holders of Senior Noteholder Claims would increase from approximately 33.6% to approximately 35.4%;
- projected distributions to the Holders of Other Parent Claims would decrease from approximately 36.0% to approximately 27.1%;
- projected distributions to the Holders of PHONES Notes Claims would remain approximately the same (i.e., no recovery); and
- projected distributions to the Holders of EGI-TRB LLC Notes Claims would remain approximately the same (i.e., no recovery).

See Recovery Chart, column 5. Similarly, solely for illustrative purposes, if the Bankruptcy Court were to determine that (a) the Third Amended Plan is unfairly discriminatory because none of the Other Parent

Claims constitute “Senior Obligations” under the EGI-TRB Subordination Provisions and (b) all of the DCL Plan Settlement consideration is within the scope of the EGI-TRB Subordination Provisions, the recoveries provided under the Second Amended Plan to the following creditors would potentially be adjusted pursuant to the Allocation Dispute Protocol:¹⁴

- projected distributions to the Holders of Senior Noteholder Claims would increase from approximately 33.6% to approximately 34.1%;
- projected distributions to the Holders of Other Parent Claims would decrease from approximately 36.0% to approximately 33.3%;
- projected distributions to the Holders of PHONES Notes Claims would remain approximately the same (i.e., no recovery); and
- projected distributions to the Holders of EGI-TRB LLC Notes Claims would remain approximately the same (i.e., no recovery).

See Recovery Chart, column 6. The projected distributions under each of the foregoing scenarios would be subject to any additional potential adjustments pursuant to the Allocation Dispute Protocol necessary to reflect the adjudication or resolution of other Allocation Disputes.¹⁵

4. Allowed Amount of PHONES Notes Claims.

¹⁴ For reasons that are similar to those noted in footnote 9, *supra*, this outcome would be conditioned upon the allowance of the EGI-TRB LLC Notes Claims.

¹⁵ Certain parties have also raised the issue of whether and to what extent postpetition interest accruing in respect of the Senior Noteholder Claims and Other Parent Claims (to the extent applicable) constitutes “Senior Indebtedness” for purposes of the PHONES Subordination Provisions and “Senior Obligations” for purposes of the EGI-TRB Subordination Provisions. Specifically, Wilmington Trust has asserted that the beneficiaries of the PHONES Subordination Provisions are not entitled to receive postpetition interest prior to the Holders of PHONES Notes Claims receiving payment on their Claims. See Wilmington Trust Preliminary Statement, Opening Brief, and Response Brief. Similarly, EGI-TRB LLC has argued that the beneficiaries of the EGI-TRB Subordination Provisions are not entitled to receive postpetition interest before the Holders of EGI-TRB LLC Notes Claims receive payment on their Claims. See EGI-TRB Preliminary Statement, Opening Brief, and Response Brief. Aurelius, however, contends, among other things, that while, on the one hand, beneficiaries of the PHONES Subordination Provisions are not entitled to receive postpetition interest prior to the Holders of PHONES Notes Claims receiving payment in full of their Allowed prepetition Claims, on the other hand, beneficiaries of the EGI-TRB Subordination Provisions are entitled to receive post-petition interest prior to the Holders of EGI-TRB LLC Notes Claims receiving payment on their Claims. See Aurelius Preliminary Statement, Opening Brief, and Response Brief. In contrast, Law Debenture and Oaktree have taken the position that (i) the beneficiaries of the PHONES Subordination Provisions are entitled to receive postpetition interest prior to the Holders of PHONES Notes Claims receiving payment on their Claims, and (ii) the beneficiaries of the EGI-TRB Subordination Provisions are entitled to receive postpetition interest prior to the Holders of EGI-TRB LLC Notes Claims receiving payment on their Claims. See Law Debenture Preliminary Statement, Opening Brief, and Response Brief; Oaktree Preliminary Statement, Opening Brief, and Response Brief. In order to fairly and expeditiously address these potential subordination issues, the questions of whether and to what extent post-petition interest accruing in respect of the Senior Noteholder Claims and Other Parent Claims (to the extent applicable) constitutes “Senior Indebtedness” for purposes of the PHONES Subordination Provisions and “Senior Obligations” for purposes of the EGI-TRB Subordination Provisions shall be adjudicated or resolved pursuant to the Allocation Dispute Protocol.

As noted in the Supplement, in the Confirmation Opinion, the Bankruptcy Court determined that there was an insufficient record to permit the Bankruptcy Court to resolve disputes regarding the proper Allowed amount of the PHONES Notes Claims (Confirmation Opinion at 106).¹⁶ In order to fairly and expeditiously determine the Allowed amount of the PHONES Notes Claim, such amount shall be adjudicated or resolved pursuant to the Allocation Dispute Protocol.¹⁷

Depending upon its outcome, the adjudication or resolution of this issue may potentially impact the distributions to be received under the Third Amended Plan by the Holders of Senior Noteholder Claims, Other Parent Claims, EGI-TRB LLC Notes Claims, and PHONES Notes Claims. For example, and solely for purposes of illustration, in the event that the Bankruptcy Court were to determine that (a) the aggregate Allowed amount of the PHONES Notes on the Petition Date was approximately \$1.185 billion (the “High PHONES”)¹⁸ as opposed to \$761 million (the “Low PHONES”),¹⁹ (b) all of the Other Parent Claims constitute “Indebtedness” and “Senior Indebtedness” for purposes of the PHONES Notes Indenture, and (c) all of the DCL Plan Settlement consideration is subject to the EGI-TRB Subordination Provisions, the resolution of this issue would impact only the potential distributions from the Litigation Trust that may be received under the Third Amended Plan by the Holders of Senior Noteholder Claims, Other Parent Claims, EGI-TRB LLC Notes Claims, and PHONES Notes Claims. However, solely for purposes of illustration, if the Bankruptcy Court were to determine that (a) the aggregate Allowed amount of the PHONES Notes on the Petition Date was \$1.185 billion as opposed to \$761 million and (b) none of the Other Parent Claims constitute “Indebtedness” and “Senior Indebtedness” for purposes of the PHONES Subordination Provisions, the recoveries provided under the Second Amended Plan to the following creditors would potentially be adjusted pursuant to the Allocation Dispute Protocol as follows:

- projected distributions to the Holders of Senior Noteholder Claims would increase from approximately 33.6% to approximately 35.4% (Low PHONES) or approximately 36.0% (High PHONES);
- projected distributions to the Holders of Other Parent Claims would decrease from approximately 36.0% to approximately 27.1% (Low PHONES) or approximately 24.3% (High PHONES);
- projected distributions to the Holders of PHONES Notes Claims would remain approximately the same (i.e., no recovery); and

¹⁶ As clarified in the Reconsideration Decision, the Bankruptcy Court did not make any determination regarding the value of the PHONES Notes in the Confirmation Opinion. Reconsideration Opinion at 4.

¹⁷ Wilmington Trust has asserted that the allowed amount of the PHONES Notes Claims should be \$1,183,833,767 (plus interest that accrued prior to the Petition Date). See Wilmington Trust Preliminary Statement, Opening Brief, and Response Brief. Aurelius has asserted that the PHONES Notes Claims should be allowed “in an amount representing the aggregate principal amount of PHONES Notes that were outstanding as of, and were not delivered to Deutsche Bank Trust Company of Americas or Tribune Company for exchange prior to, the Petition Date. . .”. See Aurelius Preliminary Statement at 3, Opening Brief, and Response Brief.

¹⁸ This amount is based on the \$1,183,833,767 included in the PHONES Amount Stipulation plus the Debtors’ estimate of interest that accrued prior to the Petition Date.

¹⁹ This amount is based on the Debtors’ calculation of the Low PHONES amount (i.e., \$759,252,932.01) plus the Debtors’ estimate of interest that accrued prior to the Petition Date. Alternatively, Wilmington Trust has asserted that the principal amount of the Low PHONES should equal at least \$818,808,727 (plus interest that accrued prior to the Petition Date).

- projected distributions to the Holders of EGI-TRB LLC Notes Claims would remain approximately the same (i.e., no recovery).

See Recovery Chart, columns 8 (Low PHONES), 9 (High PHONES). The foregoing projected distributions would remain subject to any additional adjustments pursuant to the Allocation Dispute Protocol necessary to reflect the adjudication of the other Allocation Disputes.

Consistent with the Bankruptcy Court’s determination that “it is not appropriate to use § 510(b) to sub-subordinate the Tendering Holders’ claims to other PHONES Noteholder Claims”, each PHONES Notes Claim shall be considered on an equal priority basis, regardless of whether such claim arises from the exchanged PHONES Notes that were not settled in cash prior to the Petition Date.²⁰

5. Relative Priorities of the PHONES Notes and the EGI-TRB LLC Notes.

The Confirmation Opinion did not address the relative priorities of the PHONES Notes Claims and the EGI-TRB LLC Notes Claims because the Second Amended Plan did not provide for any up-front recovery or compensation to the Holders of Allowed EGI-TRB LLC Notes Claims or PHONES Notes Claims.²¹ Depending upon the outcome of the Allocation Disputes, it is possible that the relative priorities of the EGI-TRB LLC Notes Claims and PHONES Notes Claims may be relevant for purposes of determining the distributions to be received under the Third Amended by the Holders of Allowed EGI-TRB LLC Notes Claims and PHONES Notes Claims.²² Accordingly, the relative priorities of the EGI-TRB LLC Notes Claims and the PHONES Notes Claims shall be adjudicated or resolved pursuant to the Allocation Dispute Protocol.²³ Depending upon its outcome, the adjudication or resolution of this issue may potentially impact the distributions to be received under the Third Amended Plan by Holders of PHONES Notes Claims and EGI-TRB LLC Notes Claims. For example, and solely for purposes of illustration, if the Bankruptcy Court were to determine that the PHONES Notes are contractually subordinated in their entirety in right of payment to the EGI-TRB LLC Notes, then any distributions that would otherwise have been made to the Holders of PHONES Notes Claims under the Third Amended Plan would instead potentially be made to the Holders of EGI-TRB LLC Notes Claims and anyone who qualifies as “Senior Indebtedness” under the PHONES Indenture.

B. Certain Hypothetical Litigation Trust Recoveries²⁴

²⁰ Section 1.1.185 of the Third Amended Plan provides that PHONES Notes Claims include “any Claim[s] arising under or evidenced by the PHONES Notes Indenture”.

²¹ Second Amended Plan, § 7.15.

²² The determination regarding the relative priorities of the EGI-TRB LLC Notes and the PHONES Notes may impact the potential recoveries of the Senior Noteholder Claims and Other Parent Claims in scenarios where some or all of the Other Parent Claims benefit from either the Phones Subordination Provisions or EGI Subordination Provisions, but not both. Such potential impact on the recoveries of Senior Noteholder Claims and Other Parent Claims is not significant. See Section E for more information.

²³ EGI-TRB has asserted that the EGI-TRB Notes are senior in right of payment to the PHONES Notes, while Wilmington Trust has asserted that the PHONES Notes are senior in right of payment to the EGI-TRB Notes. See EGI-TRB Preliminary Statement, Opening Brief, and Response Brief; Wilmington Trust Preliminary Statement, Opening Brief, and Response Brief.

²⁴ In this Section B only, the Holders of Retiree Claims and general unsecured trade claims against Tribune Company are assumed to elect to participate in the Litigation Trust recoveries. Therefore, the Holders of Retiree Claims and general unsecured trade claims against Tribune Company are assumed to receive lower initial distributions in the scenarios set forth in this Section B than the initial distributions such Holders would receive in similar scenarios set forth in other sections of this Exhibit B. In addition, the scenarios set forth in this

In connection with the Allocation Dispute Protocol, certain parties have assessed the potential impact that certain hypothetical Litigation Trust recoveries may have on the distributions under the Third Amended Plan to the Holders of Senior Noteholder Claims and Other Parent Claims. A summary of such hypothetical outcomes follows. For example, and solely for illustrative purposes, in the event that (a) the Bankruptcy Court were to determine that all of the Other Parent Claims constitute (i) “Indebtedness” and “Senior Indebtedness” for purposes of the PHONES Notes Indenture and (ii) “Senior Obligations” for purposes of the EGI-TRB Subordination Provisions, and (b) the Litigation Trust were to hypothetically recover gross proceeds ranging between \$0 and \$750 million, then the Holders of Senior Noteholder Claims and Other Parent Claims would potentially receive the following distributions (expressed in terms of percentage of claims) under the Third Amended Plan:²⁵

- the Holders of Senior Noteholder Claims would potentially receive approximately 33.6% in the event the Litigation Trust were to recover no gross proceeds, approximately 46.6% in the event the Litigation Trust were to recover \$250 million of gross proceeds, approximately 58.2% in the event the Litigation Trust were to recover \$500 million of gross proceeds, and approximately 69.8% in the event the Litigation Trust were to recover \$750 million of gross proceeds;
- projected distributions to the Holders of the Swap Claim would equal approximately 36.0% in the event the Litigation Trust were to recover no gross proceeds, \$250 million of gross proceeds, \$500 million of gross proceeds, or \$750 million of gross proceeds;²⁶
- the Holders of Retiree Claims would potentially receive approximately 33.6% in the event the Litigation Trust were to recover no gross proceeds, approximately 46.6% in the event the Litigation Trust were to recover \$250 million of gross proceeds, approximately 58.2% in the event the Litigation Trust were to recover \$500 million of gross proceeds, and approximately 69.8% in the event the Litigation Trust were to recover \$750 million of gross proceeds; and
- the Holders of general unsecured trade claims against Tribune would potentially receive approximately 33.6% in the event the Litigation Trust were to recover no gross proceeds, approximately 46.6% in the event the Litigation Trust were to recover \$250 million of gross proceeds, approximately 58.2% in the event the Litigation Trust were to recover \$500 million of gross proceeds, and approximately 69.8% in the event the Litigation Trust were to recover \$750 million of gross proceeds.

Similarly, solely for illustrative purposes, if (a) the Bankruptcy Court were to determine that (i) none of the Other Parent Claims constitute (x) “Indebtedness” or “Senior Indebtedness” for purposes of the PHONES Notes Indenture or (y) “Senior Obligations” for purposes of the EGI-TRB Subordination Provisions and (ii) the PHONES are Allowed in the amount of \$1,183,833,767 (plus interest that accrued

Section B also assume that all potential distributions from the Litigation Trust are subject to the EGI-TRB Subordination Provisions.

²⁵ Whether the Allowed amount of the PHONES Notes Claims is equal to the Low PHONES amount or the High PHONES Amount would not materially alter the estimated projected recoveries of the Holders of Senior Noteholder Claims and the Holders of Other Parent Claims in this particular scenario.

²⁶ This estimate assumes that the Holders of the Swap Claim elect Option 1 pursuant to Section 3.2.6(c)(i) of the Third Amended Plan, which provides for the Holders of the Swap Claim to receive a higher initial distribution on account of their claim against Tribune Company in lieu of receiving Litigation Trust recoveries.

prior to the Petition Date), and (b) the Litigation Trust were to recover gross proceeds ranging between \$0 and \$750 million, then the Holders of Senior Noteholder Claims and Other Parent Claims would potentially receive the following distributions under the Third Amended Plan:

- the Holders of Senior Noteholder Claims would potentially receive approximately 36.4% in the event the Litigation Trust were to recover no gross proceeds, approximately 50.0% in the event the Litigation Trust were to recover \$250 million of gross proceeds, approximately 62.1% in the event the Litigation Trust were to recover \$500 million of gross proceeds, and approximately 74.3% in the event the Litigation Trust were to recover \$750 million of gross proceeds;
- projected distributions to the Holders of the Swap Claim would equal approximately 21.9% in the event the Litigation Trust were to recover no gross proceeds, \$250 million of gross proceeds, \$500 million of gross proceeds, or \$750 million of gross proceeds;²⁷
- the Holders of Retiree Claims would potentially receive approximately 19.4% in the event the Litigation Trust were to recover no gross proceeds, approximately 25.9% in the event the Litigation Trust were to recover \$250 million of gross proceeds, approximately 31.6% in the event the Litigation Trust were to recover \$500 million of gross proceeds, and approximately 37.4% in the event the Litigation Trust were to recover \$750 million of gross proceeds; and
- the Holders of general unsecured trade claims against Tribune would potentially receive approximately 19.4% in the event the Litigation Trust were to recover no gross proceeds, approximately 25.9% in the event the Litigation Trust were to recover \$250 million of gross proceeds, approximately 31.6% in the event the Litigation Trust were to recover \$500 million of gross proceeds, and approximately 37.4% in the event the Litigation Trust were to recover \$750 million of gross proceeds.

C. Notes & Assumptions for Recovery Charts

The projected recoveries set forth in the Recovery Charts are provided solely for illustrative purposes. Additionally, such projected recoveries are estimates only and are subject to a number of variables, including, among other things, the outcome of the Allocation Disputes and the amount of Allowed Claims within any particular Class. As a result of the foregoing and other uncertainties which are inherent in such estimates, the projected distributions set forth in the Recovery Charts may vary from the actual recoveries.

Certain key factors and assumptions utilized in connection with determining the projected recoveries set forth in the Recovery Charts include the following:

Distributable Enterprise Value and Treatment Elections

- The projected recoveries in the Supplement and this Exhibit B are based, solely for illustrative purposes, upon an assumed Distributable Enterprise Value (“DEV”) of \$6.870 billion, comprised of Total Distributable Value of \$6.75 billion and \$120 million of Step Two Disgorgement Settlement proceeds. The \$6.870 billion DEV number was previously utilized in the General Disclosure

²⁷ This estimate assumes that the Holders of the Swap Claim elect Option 1 pursuant to Section 3.2.6(c)(i) of the Third Amended Plan, which provides for the Holders of the Swap Claim to receive a higher initial distribution on account of their claim against Tribune Company in lieu of receiving Litigation Trust recoveries.

Statement and is the DEV at which the cash and Strip treatment options for Senior Noteholders and Holders of Other Parent Claims have identical value. As noted below, the Bankruptcy Court found in the Confirmation Opinion that the Debtors' Total Distributable Value as of January 19, 2011 was \$7.019 billion. As set forth in Section VI of the Supplement, the Debtors estimate that, based on the valuation methodology approved by the Bankruptcy Court, as of February 16, 2012, the Reorganized Debtors' Total Distributable Value is a range of \$6.917 billion to \$7.826 billion, with an approximate mid-point of \$7.372 billion, subject to adjustment for certain potential liabilities.

- The Second Amended Plan permitted the Senior Noteholders and Holders of Other Parent Claims to elect to receive in lieu of an all-cash distribution, a "strip" of consideration consisting of a portion of Distributable Cash, New Senior Secured Term Loan and New Common Stock (a "Strip"). This option to receive a Strip distribution was added to the Second Amended Plan in part to address concerns about potential changes to the DEV, and such option is preserved in the Third Amended Plan. To the extent that the Holders of Other Parent Claims or Senior Noteholder Claims elect to receive a Strip, their ultimate recovery percentages may potentially be higher or lower than the projected recoveries set forth in the Recovery Charts due to, for example, potential variations between the *estimated* value of the New Common Stock or *estimated* amount of Distributable Cash utilized for purposes of estimating the Debtors' Total Distributable Value (as reflected in the Recovery Charts) and the *actual* value on the Effective Date of the New Common Stock issued and amount of Distributable Cash distributed to the Holders of such Claims.
- In the Confirmation Opinion, the Bankruptcy Court found the Total Distributable Value to be \$7.019 billion as of January 19, 2011, which when added to the Step Two Disgorgement Settlement proceeds yields a DEV of \$7.139 billion. If the DEV as of the Effective Date were \$7.139 billion rather than \$6.870 billion, Holders of Senior Noteholder Claims who elect to receive a Strip would receive their pro rata share of \$447.9 million of consideration (6.27425% of DEV), whereas those electing cash would receive their pro rata share of \$431.0 million of cash (a fixed amount that does not vary with DEV). Consequently, the estimated recovery percentage for Holders of Senior Noteholder Claims that receive a Strip would be approximately 1.3 percentage points higher than the recovery percentage of those who elect cash. Similarly (and based upon the foregoing assumptions), the estimated recovery percentage for Holders of Other Parent Claims who elect to receive a Strip would be approximately 1.4 percentage points higher than the recovery percentage of those who elect cash. As discussed in Section VI of the Supplement, the Debtors estimate that, as of February 16, 2012, the Reorganized Debtors' Total Distributable Value is a range of \$6.917 billion to \$7.826 billion, with an approximate mid-point of \$7.372 billion, subject to adjustment for certain potential liabilities. Assuming a DEV as of the Effective Date of \$7.492 billion (comprised of Total Distributable Value of \$7.372 billion and \$120 million of Step Two Disgorgement Settlement proceeds) rather than \$6.870 billion, the value of the Strip option for Holders of Senior Noteholder Claims would exceed the value of the cash distribution option. At this DEV, Holders of Senior Noteholder Claims who elect to receive a Strip would receive their pro rata share of consideration valued at \$470.1 million in the aggregate (6.27425% of DEV), whereas those electing cash would receive their pro rata share of \$431.0 million of cash (a fixed amount that does not vary with DEV). As a result, the estimated recovery percentage for Holders of Senior Noteholder Claims that receive a Strip would be approximately 3.0 percentage points higher than the recovery percentage of those who elect cash, and the estimated recovery percentage for Holders of Other Parent Claims who elect to receive a Strip would be approximately 3.3 percentage points higher than the recovery percentage of those who elect cash.

Other Notes and Assumptions

- Except where inconsistent with the Notes and Assumptions in this Exhibit B, the key factors and assumptions underlying the projected recoveries in the Recovery Charts include the Key Factors and

Assumptions set forth in Article II.C of the Specific Disclosure Statement, which are hereby incorporated herein by reference (Specific Disclosure Statement at 11-12).

- The projected recoveries assume that the aggregate consideration provided pursuant to the DCL Plan Settlement is \$534.9 million of which \$452 million is allocable to the Holders of Claims against Tribune, as further described in Article II.A of the Specific Disclosure Statement, including \$13.3 million from the settlement reached with the Bridge Lenders pursuant to the Bridge Settlement Term Sheet. (Specific Disclosure Statement at 3-6 and Exhibit B to the Order Approving the Mediators 3rd Report [Docket No. 7656 at 1]).
- The projected recoveries assume that no Claim will receive value in excess of 100% of the Allowed amount of such Claim.
- The Holders of Allowed General Unsecured Claims against Tribune that elect, pursuant to Section 3.2.6(c) of the Third Amended Plan, to forego receiving Litigation Trust Interests receive a 2.45% greater distribution than those who do not elect to forego Litigation Trust Interests. Specifically, those who forego Litigation Trust Interests receive an estimated recovery of approximately 36% (comprised of 35.18% of their Allowed Claim plus a Pro Rata Share of the Bridge Settlement Proceeds), while those who elect to receive trust interests receive 32.73% of their Allowed Claim plus a Pro Rata Share of the Bridge Settlement Proceeds. The estimated recovery percentages set forth in the Recovery Charts for the Holders of Other Parent Claims assume that all such Holders elected to forego receiving trust interests and instead receive approximately 36% of their Allowed Other Parent Claim (subject to resolution of the Allocation Disputes).
- PHONES Notes Claims and EGI-TRB Notes are assumed to be of equal priority (unless specifically stated otherwise).
- In scenarios where the Allowed amount of the PHONES is assumed to be the Low PHONES amount, the recovery percentages will be different for holders of exchanged PHONES Notes and holders of unexchanged PHONES Notes – the recovery percentage shown in the Recovery Charts is that for holders of unexchanged Notes. In scenarios where the Allowed amount of the PHONES is assumed to be the High PHONES amount, the recovery percentages will be identical for holders of exchanged and unexchanged Notes.
- For ease of calculation, scenarios that include a High PHONES assumption do not reflect changes in the “base” portion of each creditor group’s recoveries that would potentially result from such High PHONES assumption. Any such changes in “base” recoveries would likely impact overall recoveries by less than \$1 million for each affected creditor group
- There may be multiple scenarios that would lead to the same Minimum or Maximum Recovery for a Class of Claims.
- The projected recoveries in the Recovery Charts, and the assumptions underlying that chart, are consistent with, among other things, the Bankruptcy Court’s decisions to date and do not take into account any potential disposition of any existing or subsequent appeals.

D. Explanation of Recovery Chart

- The columns of the Recovery Charts summarize the recoveries for the Tribune creditors under each of the Allocation Dispute scenarios described in Section I above (as well as three intermediate scenarios).
- The headings at the top of each column provide a brief description of the scenario illustrated in such column. The parenthetical at the end of each description is a cross-reference to the particular sub-section of Section A that discusses the scenario depicted in the column.
- The top third (“Assumptions for Illustrative Resolution of Allocation Disputes”) of the Recovery Chart describes the combination of outcomes of the various Allocation Disputes that are depicted in a given column (each, an “Allocation Scenario”).
- The middle third (“Illustrative Recovery as a % of Claim”) represents the recovery percentage that each class of claims would receive under each given Allocation Scenario.
- The bottom third (“Illustrative Recovery Amount”) represents the recovery dollar amount that each class of claims would receive under each given Allocation Scenario.
- Column 1 (“Article III Distributions (no adjustments for Allocations Disputes)”) provides the estimated recoveries under the Second Amended Plan. Column 2 represents the least favorable outcomes for all parties (i.e. the Senior Noteholder Claims recovery from column 10, the Other Parent Claims recovery from column 12, the EGI-TRB LLC Notes Claims recovery from column 16, and no recovery for the PHONES Notes Claims). For ease of reference Columns 1 and 2 are shown on both pages of the Recovery Chart.
- Columns 3 through 6, 8, and 9 illustrate Allocation Scenarios that are specifically discussed in Section A while column 7 is not specifically referenced in the Section A and shows a combination of columns 5 & 6).
- Columns 10 through 17 illustrate Allocation Scenarios that result in the minimum and maximum recoveries to the following group of claimants: Senior Noteholder Claims, Other Parent Claims, and EGI-TRB LLC Notes Claims. These Allocation Scenarios are discussed in Section IV.B.1 of the Supplement. PHONES Notes Claims receive no initial recovery in any of the Allocation Scenarios.

E. Recovery Chart

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Tribune Company Recovery Chart
 (03/16/2012)

\$ in 000's

1	2	3	4	5	6	7	8	9
Article III Distributions (no adjustments for Allocation Disputes)	Minimum Recovery	EGI Subordination Does not Apply to DCL Settlement Proceeds (Ex. B - A.1)	EGI Subordination Does not Apply to Disgorgement Settlement Proceeds Only (Ex. B - A.1)	Other Parent Claims Do Not Benefit			Low vs. High PHONES	
				from PHONES Subordination (Ex. B - A.3)	from EGI Subordination (Ex. B - A.3)	from both PH & EGI Subordination	Other Parent Claims do not benefit from PHONES Subordination (Ex. B - A.4)	

(1)

Assumptions for Illustrative Resolution of Allocation Disputes

PHONES Adjudicated Amount	\$ 760,697	\$ 760,697	\$ 760,697	\$ 760,697	\$ 760,697	\$ 760,697	\$ 760,697	\$ 1,185,373
PHONES Subordinated for Cash Settlement	YES	YES	YES	YES	YES	YES	YES	YES
PHONES Subordinated for Disgorgement Settlement	YES	YES	YES	YES	YES	YES	YES	YES
Retirees are Senior Indebtedness to the PHONES	YES	YES	YES	NO	YES	NO	NO	NO
Trade & Other are Senior Indebtedness to the PHONES	YES	YES	YES	NO	YES	NO	NO	NO
Swap are Senior Indebtedness to the PHONES	YES	YES	YES	NO	YES	NO	NO	NO
EGI Subordinated for Cash Settlement	YES	NO	YES	YES	YES	YES	YES	YES
EGI Subordinated for Disgorgement Settlement	YES	NO	NO	YES	YES	YES	YES	YES
Retirees are Senior Obligations to EGI	YES	YES	YES	YES	NO	NO	YES	YES
Trade & Other are Senior Obligations to EGI	YES	YES	YES	YES	NO	NO	YES	YES
Swap are Senior Obligations to EGI	YES	YES	YES	YES	NO	NO	YES	YES

Illustrative Recovery as a % of Claim

Senior Loan Claim	1.1%	1.1%	1.1%	1.1%	1.1%	1.1%	1.1%	1.1%
Senior Guarantee Claim - Swap	64.0%	69.9%	66.6%	64.7%	69.9%	66.7%	69.9%	69.9%
Senior Guarantee Claim - Loans	70.1%	69.9%	70.0%	70.0%	69.9%	70.0%	69.9%	69.9%
Bridge Loan Claims	4.0%	4.0%	4.0%	4.0%	4.0%	4.0%	4.0%	4.0%
Senior Noteholder Claims	33.6%	29.8%	30.9%	32.9%	35.4%	34.1%	35.9%	35.4%
Phones Notes Claims	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
EGI-TRB LLC Notes Claims	0.0%	0.0%	17.5%	4.7%	0.0%	0.0%	0.0%	0.0%
Other Parent Claims - Retirees	36.0%	21.9%	33.4%	35.3%	27.1%	33.3%	24.4%	27.1%
Other Parent Claims - Trade & Other	36.0%	21.9%	33.4%	35.3%	27.1%	33.3%	24.4%	27.1%
Other Parent Claims - Swap Claim	36.0%	21.9%	33.4%	35.3%	27.1%	33.3%	24.4%	27.1%
Subsidiary General Unsecured Claims	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%

Claim \$ (2)

Illustrative Recovery Amount (\$ in 000)

Senior Loan Claim	\$ 8,571,192	\$ 93,092	\$ 93,092	\$ 93,092	\$ 93,092	\$ 93,753	\$ 93,296	\$ 93,957	\$ 93,753	\$ 93,753
Senior Guarantee Claim - Swap	150,949	96,546	105,586	100,566	97,629	105,586	100,700	105,586	105,586	105,586
Senior Guarantee Claim - Loans	8,571,192	6,004,407	5,995,367	6,000,387	6,003,324	5,995,367	6,000,253	5,995,367	5,995,367	5,995,367
Bridge Loan Claims	1,619,507	64,500	64,500	64,500	64,500	64,500	64,500	64,500	64,500	64,500
Senior Noteholder Claims	1,283,056	431,041	382,296	396,873	421,839	453,932	438,122	461,013	453,932	461,576
Phones Notes Claims	see scenario	-	-	-	-	-	-	-	-	-
EGI-TRB LLC Notes Claims	235,300	-	-	41,219	11,100	-	-	-	-	-
Other Parent Claims - Retirees	105,000	37,843	22,981	35,046	37,090	28,501	34,953	25,612	28,501	25,470
Other Parent Claims - Trade & Other	8,794	3,169	1,925	2,935	3,106	2,387	2,927	2,145	2,387	2,133
Other Parent Claims - Swap Claim	150,949	54,403	33,037	50,383	53,320	40,974	50,249	36,820	40,974	36,616
Subsidiary General Unsecured Claims	85,000	85,000	85,000	85,000	85,000	85,000	85,000	85,000	85,000	85,000

(1) Represents the minimum recovery for all holders. (See column 10 for Senior Noteholders, column 12 for Other Parent Claims, column 16 for EGI Notes).

(2) Basis of the Claim amounts are set forth in the Expert Report of Brian Whittman (DCL Exhibit 1110, page 15).

Tribune Company Recovery Chart
 (03/16/2012)

\$ in 000's

			Illustrative Minimum and Maximum Recovery by Creditor Class							
1	2		10	11	12	13	14	15	16	17
Article III Distributions (no adjustments for Allocation Disputes)	Minimum Recovery		Senior Noteholder Claims		Other Parent Claims				EGI Notes Claims	
			Minimum Recovery	Maximum Recovery	Minimum Recovery	Maximum Recovery for Retirees	Maximum Recovery for Swap	Maximum Recovery (All Equal)	Minimum Recovery	Maximum Recovery
			(IV.B.1)	(IV.B.1)	(IV.B.1)	(IV.B.1)	(IV.B.1)	(IV.B.1)	(IV.B.1)	(IV.B.1)
		(1)	(3)							(3)
Assumptions for Illustrative Resolution of Allocation Disputes										
PHONES Adjudicated Amount	\$ 760,697		\$ 760,697	\$ 1,185,373	\$ 1,185,373	\$ 1,185,373	\$ 1,185,373	\$ 1,185,373	\$ 760,697	\$ 1,185,373
PHONES Subordinated for Cash Settlement	YES		YES	YES	YES	YES	YES	YES	YES	YES
PHONES Subordinated for Disgorgement Settlement	YES		YES	YES	YES	YES	YES	YES	YES	YES
Retirees are Senior Indebtedness to the PHONES	YES		YES	NO	NO	YES	NO	YES	NO	NO
Trade & Other are Senior Indebtedness to the PHONES	YES		YES	NO	NO	NO	NO	YES	NO	NO
Swap are Senior Indebtedness to the PHONES	YES		YES	NO	NO	NO	YES	YES	NO	NO
EGI Subordinated for Cash Settlement	YES		NO	YES	NO	YES	YES	YES	YES	NO
EGI Subordinated for Disgorgement Settlement	YES		NO	YES	NO	YES	YES	YES	YES	NO
Retirees are Senior Obligations to EGI	YES		YES	NO	NO	YES	NO	YES	NO	NO
Trade & Other are Senior Obligations to EGI	YES		YES	NO	NO	NO	NO	YES	NO	NO
Swap are Senior Obligations to EGI	YES		YES	NO	NO	NO	YES	YES	NO	NO
Illustrative Recovery as a % of Claim										
Senior Loan Claim	1.1%	1.1%	1.1%	1.1%	1.1%	1.1%	1.1%	1.1%	1.1%	1.1%
Senior Guarantee Claim - Swap	64.0%	69.9%	67.8%	69.9%	69.9%	69.9%	62.9%	64.0%	69.9%	69.9%
Senior Guarantee Claim - Loans	70.1%	69.9%	70.0%	69.9%	69.9%	69.9%	70.1%	70.1%	69.9%	69.9%
Bridge Loan Claims	4.0%	4.0%	4.0%	4.0%	4.0%	4.0%	4.0%	4.0%	4.0%	4.0%
Senior Noteholder Claims	33.6%	29.8%	29.8%	36.4%	33.7%	35.2%	34.7%	33.6%	35.9%	31.5%
Phones Notes Claims	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
EGI-TRB LLC Notes Claims	0.0%	0.0%	25.0%	0.0%	15.0%	0.0%	0.0%	0.0%	0.0%	26.7%
Other Parent Claims - Retirees	36.0%	21.9%	32.2%	21.9%	21.9%	37.6%	21.9%	36.0%	24.4%	21.9%
Other Parent Claims - Trade & Other	36.0%	21.9%	32.2%	21.9%	21.9%	21.9%	21.9%	36.0%	24.4%	21.9%
Other Parent Claims - Swap Claim	36.0%	21.9%	32.2%	21.9%	21.9%	21.9%	37.1%	36.0%	24.4%	21.9%
Subsidiary General Unsecured Claims	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%
Claim \$ (2)			Illustrative Recovery Amount (\$ in 000)							
Senior Loan Claim	\$ 8,571,192	\$ 93,092	\$ 93,092	\$ 93,957	\$ 93,957	\$ 93,608	\$ 93,458	\$ 93,092	\$ 93,957	\$ 93,957
Senior Guarantee Claim - Swap	150,949	96,546	105,586	105,586	105,586	105,586	94,889	96,546	105,586	105,586
Senior Guarantee Claim - Loans	8,571,192	6,004,407	5,995,367	5,995,367	5,995,367	5,995,367	6,006,064	6,004,407	5,995,367	5,995,367
Bridge Loan Claims	1,619,507	64,500	64,500	64,500	64,500	64,500	64,500	64,500	64,500	64,500
Senior Noteholder Claims	1,283,056	431,041	382,296	467,648	432,326	451,463	445,124	431,041	461,013	404,750
Phones Notes Claims	see scenario	-	-	-	-	-	-	-	-	-
EGI-TRB LLC Notes Claims	235,300	-	-	58,803	35,322	-	-	-	-	62,897
Other Parent Claims - Retirees	105,000	37,843	22,981	33,853	22,981	39,514	22,981	37,843	25,612	22,981
Other Parent Claims - Trade & Other	8,794	3,169	1,925	2,835	1,925	1,925	1,925	3,169	2,145	1,925
Other Parent Claims - Swap Claim	150,949	54,403	33,037	48,668	33,037	33,037	56,060	54,403	36,820	33,037
Subsidiary General Unsecured Claims	85,000	85,000	85,000	85,000	85,000	85,000	85,000	85,000	85,000	85,000

(1) Represents the minimum recovery for all holders. (See column 10 for Senior Noteholders, column 12 for Other Parent Claims, column 16 for EGI Notes).

(2) Basis of the Claim amounts are set forth in the Expert Report of Brian Whittman (DCL Exhibit 1110, page 15).

(3) Assumes PHONES Notes are Subordinated to EGI Notes (Column 10, 17)