

EXHIBIT B

Estimated Recovery Appendix

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The Fourth Amended Plan reflects the Bankruptcy Court's determinations in the Allocation Disputes Ruling and provides that the Holders of Claims shall receive the same initial recoveries as those provided in the Second Amended Plan (other than Creditors' Trust Interests, as discussed in the Supplement). In the Allocation Disputes Ruling, the Bankruptcy Court resolved each of the Allocation Disputes other than the EGI-TRB/PPI Dispute, upon which the Bankruptcy Court declined to rule on ripeness grounds.¹

Because the EGI-TRB/PPI Dispute remains unresolved, Section A of this Exhibit briefly summarizes the potential impact that the hypothetical resolution of such issue may have on certain Litigation Trust distributions to certain affected Classes of Claims under the Fourth Amended Plan. Section B of this Exhibit describes the potential impact that certain hypothetical Litigation Trust recoveries may have on the distributions under the Fourth Amended Plan to the Holders of Senior Noteholder Claims and Other Parent Claims. Section C of this Exhibit contains a recovery chart (the "Recovery Chart") summarizing the estimated distributions to key creditor groups contemplated by the Fourth Amended Plan (taking into account the Allocation Disputes Ruling) and further describes certain key factors and assumptions utilized in connection with determining the estimated recoveries of the Holders of Claims under the Fourth Amended Plan set forth herein, in the Supplement, and in the Recovery Chart.

A. Potential Impact of Unresolved Allocation Dispute on Allocation of Litigation Trust Recoveries.

As described in Section V.C of the Supplement, in the Allocation Disputes Ruling, the Bankruptcy Court ruled on all of the Allocation Disputes other than the EGI-TRB/PPI Dispute. In connection with the EGI-TRB/PPI Dispute, certain parties in interest have 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) constitute "Senior Obligations"² for purposes of the EGI-TRB Subordination Provisions. Specifically, 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.³ Aurelius, Law Debenture and Oaktree, however, contend, among other things, that beneficiaries of the EGI-TRB Subordination Provisions are entitled to

¹ The Bankruptcy Court determined that it was not necessary to decide whether or the extent to which the Retiree Claims and Other OP Claims fall within the PHONES Indenture's definition of "Senior Indebtedness" or the EGI-TRB Subordination Agreement's definition of "Senior Obligations" in light of the Bankruptcy Court's ruling on unfair discrimination (as discussed in Section V.C.2 of the Supplement). The adjudication or resolution of the EGI-TRB/PPI Dispute will not impact the initial recoveries of any Holders of Claims or (except as noted below) the distribution of potential Litigation Trust recoveries to the Holders of Senior Noteholder Claims, Other Parent Claims, PHONES Notes Claims and EGI-TRB LLC Notes Claims under the Fourth Amended Plan in relation to the recoveries provided under the Second Amended Plan.

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 See EGI-TRB Preliminary Statement, Opening Brief, and Response Brief [Docket Nos. 10791, 10800, 11001, 11065].

receive postpetition interest prior to the Holders of EGI-TRB LLC Notes Claims receiving payment on their Claims.⁴

As noted above, in the Allocation Disputes Ruling, the Bankruptcy Court declined to rule on the EGI-TRB/PPI Dispute because the Bankruptcy Court found that it was not yet ripe for determination. The adjudication or resolution of the EGI-TRB/PPI Dispute will not impact the initial recoveries to any Holders of Allowed Claims under the Fourth Amended Plan. Moreover, the adjudication or resolution of the EGI-TRB/PPI Dispute should not have any effect upon the distribution of Litigation Trust recoveries to the Holders of Senior Noteholder Claims, Other Parent Claims, PHONES Notes Claims, and EGI-TRB LLC Notes Claims under the Fourth Amended Plan unless the net amount of such potential Litigation Trust recoveries substantially exceeds the hypothetical recoveries denoted in Section B below. For example, and solely for purposes of illustration, in the event that the net amount of potential Litigation Trust recoveries under the Fourth Amended Plan were ultimately to exceed substantially the hypothetical recoveries denoted in Section B below, if a court of competent jurisdiction were to determine that postpetition interest accruing in respect of the Senior Noteholder Claims, the Other Parent Claims (if and to the extent such claims have been or are later determined to constitute “Senior Obligations”⁵), and/or the PHONES Notes Claims constitutes “Senior Obligations” for purposes of the EGI-TRB Subordination Provisions, then the Holders of such Senior Noteholder Claims, Other Parent Claims and/or the PHONES Notes Claims (as the case may be) would be entitled to receive Litigation Trust recoveries on account of such postpetition interest before the Holders of EGI-TRB LLC Notes Claims would be entitled to receive Litigation Trust recoveries on account of their claims.⁶

B. Certain Hypothetical Litigation Trust Recoveries.

In connection with the Allocation Dispute litigation, certain parties assessed the potential impact that certain hypothetical Litigation Trust recoveries may have on the distributions under the Fourth 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 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 Fourth Amended Plan:^{7,8}

⁴ See Aurelius Preliminary Statement, Opening Brief, and Response Brief [Docket Nos. 10789, 11007, 11072]; Law Debenture Preliminary Statement, Opening Brief, and Response Brief [Docket Nos. 10784, 11010, 11069]; Oaktree Preliminary Statement, Opening Brief, and Response Brief [Docket Nos. 10782, 11003, 11067].

⁵ In the Allocation Disputes Ruling, the Bankruptcy Court determined that the Swap Claim falls within the definition of “Senior Obligations” for purposes of the EGI-TRB Subordination Provisions. The Bankruptcy Court further determined, however, that for purposes of resolving the other Allocation Disputes, it was not necessary to decide whether or the extent to which the Retiree Claims and Other OP Claims constitute “Senior Obligations” for purposes of the EGI-TRB Subordination Provisions.

⁶ The EGI-TRB LLC Notes Claims are subject to challenge by the Litigation Trust pursuant to Article XIII of the Fourth Amended Plan, and the allowance of such Claims was not subject to the Allocation Dispute litigation. Moreover, the Allocation Dispute litigation did not address issues raised in the lawsuit titled *Official 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).

⁷ For purposes of this Section B only, it is assumed that (i) the Holders of Retiree Claims and Other OP Claims elect to participate in the Litigation Trust recoveries and (ii) the Holders of the Swap Claim elect not to participate in the Litigation Trust recoveries.

⁸ Various parties to the Allocation Disputes agreed to the admissibility for purposes of the March 5, 2012 Allocation Dispute hearing a chart regarding the hypothetical Litigation Trust recovery scenarios set forth

- the Holders of Senior Noteholder Claims, Retiree Claims and Other OP 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
- 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.⁹

C. Recovery Chart and Related Assumptions.

The Recovery Chart below sets forth projected initial recoveries under the Fourth Amended Plan for Holders of Claims against the Debtors. These projected recoveries reflect the determinations made by the Bankruptcy Court in the Allocation Disputes Ruling and therefore are the same as the projected recoveries under the Second Amended Plan.

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 Section B are the same as the recoveries listed in the foregoing chart in the column titled “Plan (11/18/11)”.

⁹ This estimate assumes that the Holders of the Swap Claim elect Option 1 pursuant to Section 3.2.6(c)(i) of the Fourth 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.

Tribune Company Recovery Chart

\$ in Thousands

	Claim \$	Per Fourth Amended Plan	
		Recovery \$	Recovery %
	(1)	(2)	(2)
Senior Loan Claims	\$ 8,571,192	\$ 93,092	1.1%
Senior Guarantee Claim - Swap Claims	150,949	96,546	64.0%
Senior Guarantee Claim - Loan Claims	8,571,192	6,004,407	70.1%
Bridge Loan Claims	1,619,507	64,500	4.0%
Senior Noteholder Claims	1,283,056	431,041	33.6%
Phones Notes Claims (1)	760,697	-	0.0%
EGI-TRB LLC Notes Claims	235,300	-	0.0%
Other Parent Claims - Retirees Claims (3)	105,000	37,843	36.0%
Other Parent Claims - Trade & Other Claims (3)	8,794	3,169	36.0%
Other Parent Claims - Swap Claims (3)	150,949	54,403	36.0%
Subsidiary General Unsecured Claims	85,000	85,000	100.0%

(1) Basis of the Claim amounts are set forth in the Expert Report of Brian Whittman (DCL Exhibit 1110, page 15) except for the PHONES Notes Claim amount which is based upon the Order Regarding Allocation Disputes plus the Debtors' estimate of pre-petition accrued interest.

(2) The recoveries for the Senior Noteholder Claims and Other Parent Claims assume they elect to receive their recovery in cash. For discussion of potential value of the strip election, see Distributable Value and Treatment Elections below.

(3) This estimate assumes that all Holders of Other Parent Claims (Retirees, Trade & Other, and Swap) elect Option 1 pursuant to Section 3.2.6(c)(i) of the Fourth Amended Plan, which provides for the Holders to receive a higher initial distribution on account of their claim against Tribune Company in lieu of receiving Litigation Trust recoveries.

* * * * *

The projected recoveries set forth in the Recovery Chart above are provided solely for illustrative purposes and are subject to a number of variables, including, among other things, 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 recoveries set forth in the Recovery Chart may vary from the actual recoveries.

Certain key factors and assumptions utilized in connection with determining the projected recoveries set forth in the Supplement and in the Recovery Chart above 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 Statement and is the DEV at which the cash and Strip treatment options for Senior Noteholders and