

procedures are identical in all material respects to the solicitation procedures that were previously approved by this Court in the Prior Solicitation Orders and employed by the DCL Plan Proponents and the proponents of competing plans in connection with the prior plan solicitations in the Debtors' chapter 11 cases. The procedures previously established by the Court to tabulate votes and elections respecting the DCL Plan shall also apply to the tabulation of votes and elections reflected on any Supplemental Ballots, Supplemental Beneficial Ballots, and Supplemental Master Ballots, as applicable, as shall the remaining provisions of the Prior Solicitation Orders except to the extent expressly modified by the order approving this Motion.¹⁹

1. Senior Noteholder Claims and PHONES Notes Claims

35. The Debtors seek Court approval for the following forms and procedures to govern the distribution, return, and tabulation of Supplemental Beneficial Ballots and Master Ballots from the Holders of Senior Noteholder Claims and PHONES Notes Claims:²⁰

- The DCL Plan Proponents will cause Supplemental Beneficial Ballots and accompanying Instructions, together with a Supplemental Master Ballot, to be distributed to each person or entity that was a record Holder of a Senior Noteholder Claim or PHONES Notes Claim (other than the Holder of a PHONES Notes Exchange Claim, discussed below) as of December 12, 2011, the Supplemental Voting Record Date (discussed in Section II.F, below). Forms of Supplemental Beneficial Ballots, Supplemental Master Ballots, and Instructions for the Senior Noteholder Claims and PHONES Notes Claims are proposed to be substantially in the form attached hereto as Exhibit A and Exhibit B, respectively. The record Holders of Senior Noteholder Claims and PHONES Notes Claims include, without limitation, representatives such as brokers, banks, commercial banks, transfer agents, trust companies, dealers, or other agents or nominees (collectively, the "Voting Nominees"). The Voting Agent will provide each Voting Nominee with reasonably sufficient numbers of Supplemental Beneficial Ballots and accompanying Instructions to distribute to the beneficial owners of the Senior Noteholder Claims and PHONES Notes Claims for whom such Voting Nominee acts (collectively, the "Beneficial Owners").

¹⁹ See First Solicitation Order at ¶¶ 30-40; Second Solicitation Order at pp. 3-5 (incorporating solicitation procedures set forth in First Solicitation Order and providing supplemental procedures concerning additional release and treatment elections provided to certain Holders of Claims under the Second Amended DCL Plan).

²⁰ In connection with the prior solicitation of votes to accept or reject the DCL Plan in December 2010, solicitation materials were distributed to approximately 3,900 beneficial holders of Senior Noteholder Claims and 167 Holders of PHONES Notes Claims.

- Each Voting Nominee will be required to forward the Resolicitation Packages applicable to Holders of Senior Noteholder Claims and PHONES Notes Claims to each Beneficial Owner for voting, together with one or more pre-paid return envelopes, so that the Beneficial Owner may return the completed Supplemental Beneficial Ballot to the Voting Nominee by such deadline as may be established by the Voting Nominee. Each Voting Nominee then will tabulate the individual votes of its respective Beneficial Owners from their Supplemental Beneficial Ballots on the Supplemental Master Ballot and return the Supplemental Master Ballot to the Voting Agent so that it is received prior to January 20, 2012, the Supplemental Voting Deadline (discussed in Section II.F, below). The Voting Nominees will be required to retain Beneficial Ballots for inspection for a period of at least five (5) years following the Supplemental Voting Deadline.
- The elections made by Holders of Senior Noteholder Claims to receive the Senior Noteholder Alternative Treatment and/or the elections made by Holders of Senior Noteholder Claims or PHONES Notes Claims not to transfer their Disclaimed State Law Avoidance Claims to the Creditors' Trust to be established under the Third Amended DCL Plan (the "Treatment Elections") will be valid only if such Holders have electronically delivered their Senior Notes or PHONES Notes, as applicable, into the Automated Tender Offer Program at The Depository Trust Company (the "ATOP System") for placement into a Contra-CUSIP. Only the Voting Nominees can submit these elections on behalf of Beneficial Owners of Senior Noteholder Claims and PHONES Notes Claims. Holders of Senior Noteholder Claims or PHONES Notes Claims that make a Treatment Election and electronically deliver their Senior Notes or PHONES Notes into the Contra-CUSIP may withdraw their Senior Notes or PHONES Notes from the Contra-CUSIP up to and until the Supplemental Voting Deadline. However, following the Supplemental Voting Deadline, such Senior Notes or PHONES Notes will not be freely tradable. Holders of Senior Noteholder Claims or PHONES Notes Claims that either do not make a Treatment Election, or make a Treatment Election but fail to comply with the procedures for making such elections set forth above, will (a) not receive the Senior Noteholder Alternative Treatment on account of such Holders' Allowed Senior Noteholder Claims and/or (b) be deemed to consent to the transfer of such Holders' Disclaimed State Law Avoidance Claims to the Creditors' Trust pursuant to the Third Amended DCL Plan.
- With respect to Holders of PHONES Notes Exchange Claims, the DCL Plan Proponents will cause Resolicitation Packages applicable to Holders of PHONES Notes Exchange Claims to be distributed to the record Holder of the relevant PHONES Notes as of the date and time such PHONES Notes were put to Tribune for exchange. Forms of Supplemental Ballots and Instructions for the PHONES Notes Exchange Claims are proposed to be substantially in the form attached hereto as Exhibit C. It shall be the responsibility of such record Holder to provide the Resolicitation Packages, including any Supplemental Ballot, to any Beneficial Owner(s) of such PHONES Notes, and neither the Voting Agent nor any of the DCL Plan Proponents shall have any responsibility to provide the Resolicitation Packages applicable to Holders of PHONES Notes Exchange Claims to any party other than such record Holder. The Supplemental Ballots to be provided on account of PHONES Notes Exchange Claims, and/or the Instructions accompanying such Supplemental Ballots, shall provide that they are to be returned

directly to the Voting Agent and not to the relevant record Holders. The allowance of PHONES Notes Exchange Claims shall be solely for voting purposes pursuant to Bankruptcy Rule 3018(a), and shall not constitute a determination by the Court as to the allowance or classification of such Claims for any other purpose.

2. Other Parent Claims, EGI-TRB LLC Notes Claims, and General Unsecured Claims in Subsidiary Revoting Classes

36. The Debtors seek Court approval for the following forms and procedures to govern the distribution, return, and tabulation of Supplemental Ballots from the Holders of Other Parent Claims, EGI-TRB LLC Notes Claims, and General Unsecured Claims in the Subsidiary Revoting Classes:²¹

- The DCL Plan Proponents will cause Resolicitation Packages to be distributed to each person or entity that was a Holder of an Other Parent Claim, EGI-TRB LLC Notes Claim, or General Unsecured Claim in the Subsidiary Revoting Classes as of the Supplemental Voting Record Date. Forms of Supplemental Ballots and Instructions for the Other Parent Claims, EGI-TRB LLC Notes Claims, and Holders of Claims in the Subsidiary Revoting Classes are proposed to be substantially in the form attached hereto as Exhibit D, Exhibit E, and Exhibit F, respectively.
- The Supplemental Ballot for Holders of Claims in the Subsidiary Revoting Classes states in bolded text that where an impaired Class of Claims is otherwise entitled to vote on the DCL Plan, but no Claim in such Class is voted, such Class will be deemed to have accepted the Plan for that Debtor.
- The Holders of Other Parent Claims, EGI-TRB LLC Notes Claims, and General Unsecured Claims in the Subsidiary Revoting Classes will have until the Supplemental Voting Deadline to return the Supplemental Ballots to the Voting Agent.

37. The foregoing forms and procedures for voting on the Third Amended DCL Plan establish an efficient process that will afford the Holders of Claims in the Revoting Classes an appropriate opportunity to vote to accept or reject the Third Amended DCL Plan and to make elections thereunder, and accordingly should be approved.

²¹ In connection with the prior solicitation of votes to accept or reject the DCL Plan in December 2010, solicitation materials were distributed to approximately 843 Holders of Other Parent Claims, 28 Holders of EGI-TRB LLC Notes Claims, and, as noted above, 37 Holders of Claims in the Subsidiary Revoting Classes, in the aggregate.