

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

	)	
In re:	)	Chapter 11 Cases
	)	Case No. 08-13141 (KJC)
TRIBUNE COMPANY, et al.,	)	(Jointly Administered)
	)	
Debtors.	)	
	)	

**STIPULATION ON CERTAIN FACTS RELEVANT TO THE ALLOCATION  
DISPUTES**

Tribune Company ("Tribune"), on its own behalf and on behalf of each jointly administered debtor (collectively, the "Debtors"); the Official Committee of Unsecured Creditors; Oaktree Capital Management; Aurelius Capital Management; Law Debenture Trust Company of New York, in its Capacity as Successor Indenture Trustee for Certain Series of Senior Notes; Wilmington Trust Company, as successor Indenture Trustee for the PHONES Notes ("Wilmington Trust"); and EGI-TRB LLC, by and through their respective attorneys, **HEREBY STIPULATE and AGREE** to the following facts (the "Stipulated Facts"), solely in connection with the Allocation Disputes, as defined in the Court's scheduling order (the "Scheduling Order") dated January 24, 2012 [Docket No. 10692], to be resolved at the Allocation Disputes hearing scheduled for March 5 and 6, 2012. All parties' objections regarding the relevance and weight of the Stipulated Facts to the Allocation Disputes are hereby expressly preserved.

WHEREAS the Scheduling Order establishes a procedure for the litigation of certain Allocation Disputes defined therein;

IT IS HEREBY STIPULATED AND AGREED by the Parties hereto, by their undersigned counsel, as follows:

1) In response to Interrogatory No. 1 served by Wilmington Trust, Debtors produced a list of each Retiree other than those represented by Teitelbaum & Baskin, LLP as set forth in the Bankruptcy Rule 2019 Statement filed on June 9, 2009 (D.I. 1314) (the “Requested Retirees”), including a list of the claim/schedule, amount claimed and documents pursuant to which the claim arises for each Requested Retiree. See TRB2000102, attached hereto as Exhibit A.

2) In response to Interrogatory No. 1 served by Wilmington Trust, Debtors also produced certain operative documents relating to the Requested Retirees’ Claims. See TRB2000008 through TRB2000101.

3) In response to Interrogatory No. 2 served by Wilmington Trust, Debtors produced a list of Other Parent Claims (other than the Retirees and Swap Counterparty). See TRB2000103 to TRB2000121, attached hereto as Exhibit B.

4) The following documents may be treated for evidentiary purposes in connection with the Allocation Disputes as Records of a Regularly Conducted Activity as that phrase is used in Federal Rule of Evidence 803(6) without the need for testimony by the custodian or another qualified witness or a certification that complies with Federal Rule of Evidence 902(11):

- A. TRB2000008 through TRB2000101;
  - a. TRB2000008-09: Public
  - b. TRB2000010-16: Public
  - c. TRB2000017-27: Confidential – Attorneys’ Eyes Only
  - d. TRB2000028-31: Confidential – Attorneys’ Eyes Only
  - e. TRB2000032: Confidential – Attorneys’ Eyes Only
  - f. TRB2000033-41: Confidential – Attorneys’ Eyes Only
  - g. TRB2000042-45: Confidential – Attorneys’ Eyes Only
  - h. TRB2000046-58: Public
  - i. TRB2000059-65: Public

- j. TRB2000066: Confidential – Attorneys’ Eyes Only
  - k. TRB2000067: Confidential – Attorneys’ Eyes Only
  - l. TRB2000068-70: Confidential – Attorneys’ Eyes Only
  - m. TRB2000071-82: Confidential – Attorneys’ Eyes Only
  - n. TRB2000083-87: Confidential – Attorneys’ Eyes Only
  - o. TRB2000088-96: Public
  - p. TRB2000097-101: Confidential – Attorneys’ Eyes Only
- B. TRB2000102: Public; and
- C. TRB2000103 to TRB2000121: Public.

IN WITNESS WHEREOF and in agreement herewith, by and through their counsel, the Parties have executed and delivered this Stipulation as of the date first set forth below.

Dated: February \_\_, 2012  
Wilmington, Delaware

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<p>Dated: February __, 2012 Wilmington, Delaware</p>	<p><b>SULLIVAN HAZELTINE ALLINSON LLC</b></p> <p>By: _____ William D. Sullivan (No. 2820) Elihu E. Allinson, III (No. 3476) 901 North Market Street, Suite 1300 Wilmington, Delaware 19801 (302) 428-8191</p> <p>-and-</p> <p><b>BROWN RUDNICK LLP</b> Robert J. Stark Martin S. Siegel Gordon Z. Novod Seven Times Square New York, New York 10036 (212) 209-4800</p> <p><i>Counsel for Wilmington Trust Company, solely in its capacity as successor Indenture Trustee for the PHONES</i></p>
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<p>Dated: February __, 2012 Wilmington, Delaware</p>	<p><b>BLANK ROME LLP</b></p> <p>By: _____ David W. Carickhoff (No. 3715) 1201 Market Street, Suite 1800 Wilmington, Delaware 19801 (302) 425-6400</p> <p>-and-</p> <p><b>JENNER &amp; BLOCK LLP</b> David J. Bradford Catherine L. Steege Andrew W. Vail 353 North Clark Street Chicago, Illinois 60654 (312) 222-9350</p> <p><i>Counsel for EGI-TRB, LLC</i></p>
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So Ordered:

\_\_\_\_\_

United States Bankruptcy Judge