

802.30
802.4

Assume that the size of person and size of transaction tests are met.

Also assume that [redacted] and [redacted] are their own ultimate parent entities.

These transactions are being undertaken to simplify a structure that was put in place several years ago (as illustrated in Chart 1) and which is no longer required by the parties.

Step 1:

A. With [redacted] and [redacted] acquiescence, [redacted] acquires / redeems from [redacted] 100% of the [redacted] Participating Preferred Stock (non voting) and 100% of the Voting [redacted] Preferred Stock (voting) in exchange for ~ \$102 million.

B. This step should not be reportable since it is an intraperson transaction. [redacted] is both the acquiring and acquired person. 16 C.F.R. § 802.30 should apply. The structure following this Step 1 is shown in Chart 2.

Step 2:

A. With [redacted] and [redacted] acquiescence, [redacted] acquires / redeems from [redacted] 100% of the [redacted] Preferred Stock (voting) in exchange for ~ \$109 million in cash (~ \$102 million of which was obtained in connection with the transaction set forth in Step 1).

B. The net effect is that following Step 2, [redacted] "controls" [redacted] parent corp. The structure following Step 2 is shown in Chart 3.

C. However, Step 2 should also not be reportable since it too is an intraperson transaction. [redacted] is both the acquiring and acquired person. 16 C.F.R. § 802.30 should apply. However, if for some reason the FTC determines that Tribune was "instrumental" in facilitating this transaction and thereby negating the applicability of 16 C.F.R. § 802.30 (which we do not believe to be the case), Step 2 should nonetheless not be reportable pursuant to 16 C.F.R. § 802.4. At the time of Step 2, [redacted] s sole assets would be cash and its interests in LLC. Cash is an exempt asset under 16 C.F.R. § 801.21. However, in this case, [redacted] does not "control" LLC whether for HSR purposes or for managerial purposes. [redacted] already "controls" LLC in the HSR sense by virtue of it having the right to 50% or more of its profits and 50% or more of its assets upon dissolution. [redacted] also controls LLC for managerial purposes since the LLC Agreement for LLC provides [redacted] with full management authority vis-à-vis LLC.) Accordingly, for purposes of 16 C.F.R. § 802.4, [redacted] does not hold greater than \$59.8 million of non-exempt assets that would preclude the operation of 16 C.F.R. § 802.4.

AGREE NEITHER STEP IS
REPORTABLE

[Signature]
9/27/07

[redacted]

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PRE-TRANSACTIONS

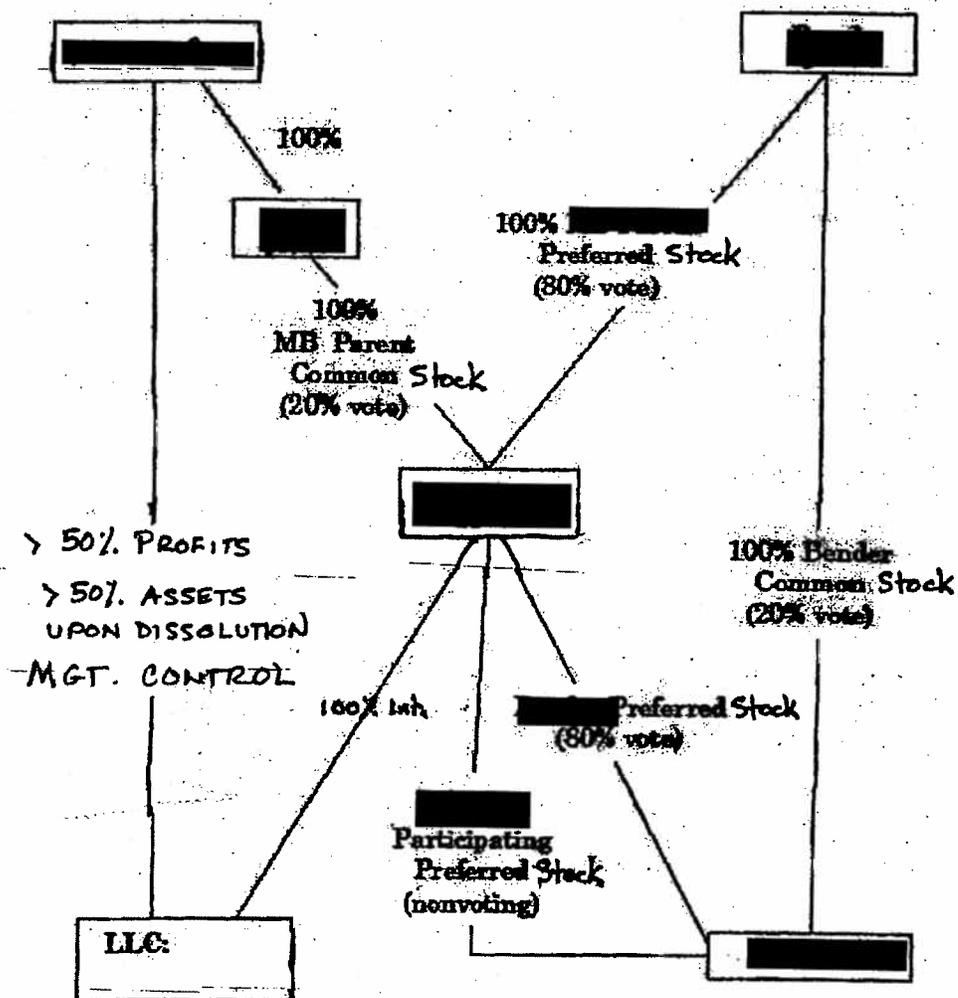


CHART 1

AFTER STEP 1:

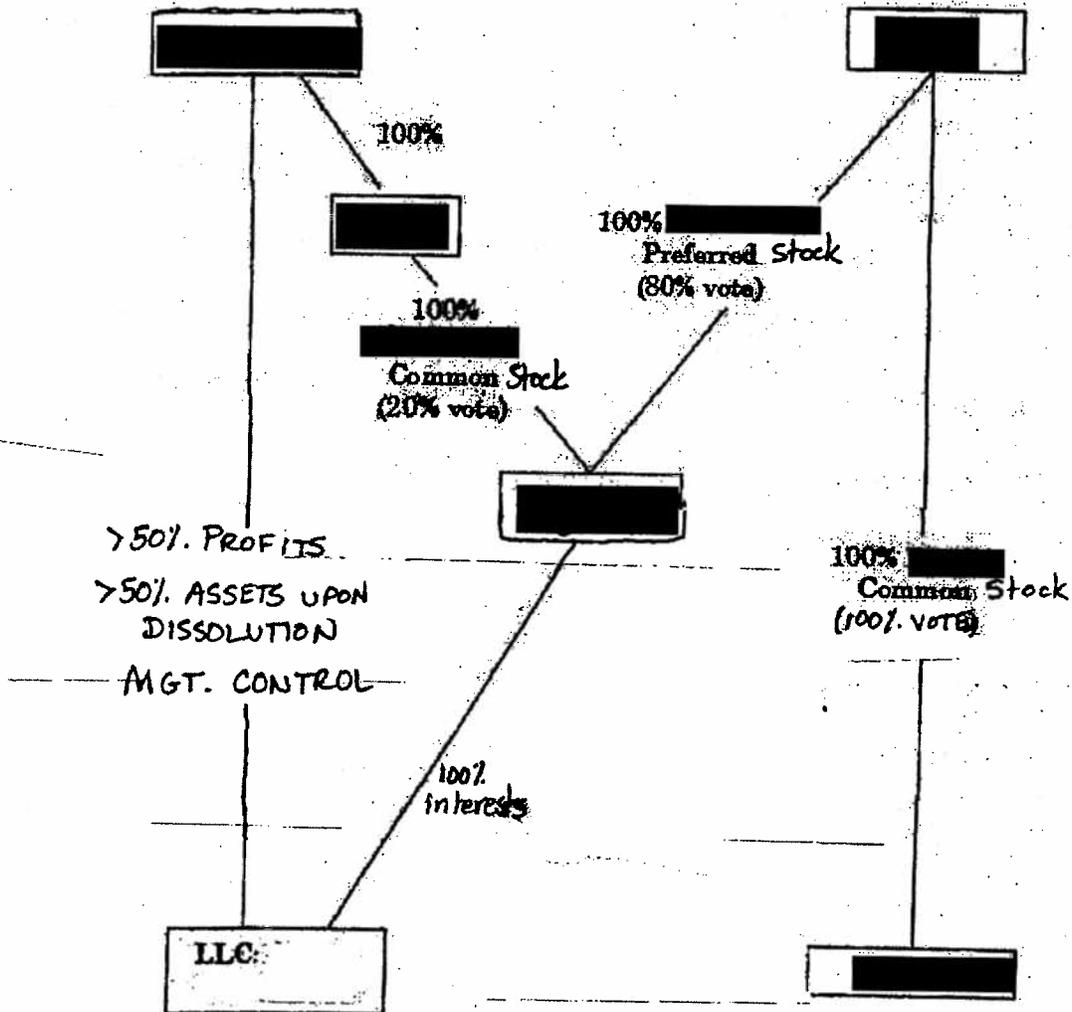


CHART 2

POST-TRANSACTIONS
(STEPS 1 AND 2)

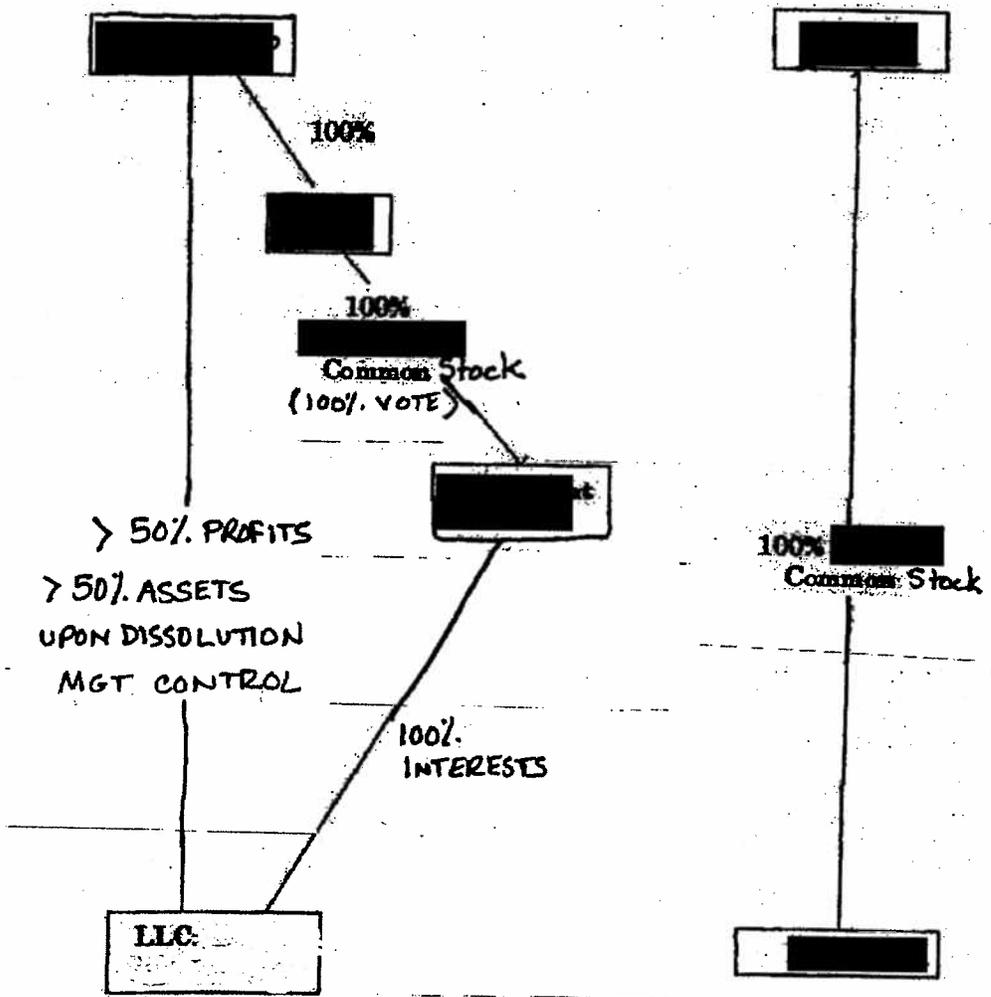


CHART 3