

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2009 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☒
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan THE BALTIMORE SUN COMPANY EMPLOYEES' RETIREMENT PLAN	1b Three-digit plan number (PN) ▶ 001
	1c Effective date of plan 01/01/1957
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) THE BALTIMORE SUN COMPANY C/O TRIBUNE COMPANY 435 NORTH MICHIGAN AVENUE CHICAGO, IL 60611-4041	2b Employer Identification Number (EIN) 95-4066880 2c Sponsor's telephone number 312-222-3399 2d Business code (see instructions) 511110

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2010	MICHAEL BOURGON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2009)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") TRIBUNE COMPANY EMPLOYEE BENEFITS COMMITTEE 435 NORTH MICHIGAN AVENUE CHICAGO, IL 60611-4041	3b Administrator's EIN 36-2878721 3c Administrator's telephone number 312-222-4568
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	2203
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	584
b Retired or separated participants receiving benefits.....	6b	608
c Other retired or separated participants entitled to future benefits.....	6c	753
d Subtotal. Add lines 6a , 6b , and 6c	6d	1945
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	146
f Total. Add lines 6d and 6e	6f	2091
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	66

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 1B 1G 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
 (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
 (3) ☒ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1) ☒ **H** (Financial Information)
 (2) ☐ **I** (Financial Information – Small Plan)
 (3) ☐ **A** (Insurance Information)
 (4) ☐ **C** (Service Provider Information)
 (5) ☒ **D** (DFE/Participating Plan Information)
 (6) ☐ **G** (Financial Transaction Schedules)

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>THE BALTIMORE SUN COMPANY EMPLOYEES' RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>THE BALTIMORE SUN COMPANY</u>	D Employer Identification Number (EIN) <u>95-4066880</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information	
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2009</u>		
2 Assets:		
a Market value	2a <u>41993027</u>	
b Actuarial value	2b <u>46192329</u>	
3 Funding target/participant count breakdown		
	(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a <u>731</u>	<u>23255619</u>
b For terminated vested participants	3b <u>715</u>	<u>11416871</u>
c For active participants:		
(1) Non-vested benefits	3c(1)	<u>656049</u>
(2) Vested benefits	3c(2)	<u>11455268</u>
(3) Total active	3c(3) <u>685</u>	<u>12111317</u>
d Total	3d <u>2131</u>	<u>46783807</u>
4 If the plan is at-risk, check the box and complete items (a) and (b)	☐	
a Funding target disregarding prescribed at-risk assumptions	4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	4b	
5 Effective interest rate	5 <u>8.18</u> %	
6 Target normal cost	6 <u>1111751</u>	

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	<u>09/20/2010</u>
Signature of actuary	Date
<u>JULIE J. MCMILLIAN</u>	<u>08-05949</u>
Type or print name of actuary	Most recent enrollment number
<u>HEWITT ASSOCIATES LLC</u>	<u>312-957-1400</u>
Firm name	Telephone number (including area code)
<u>311 S. WACKER SUITE 1550</u> <u>CHICAGO, IL 60606</u>	
Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2009
v.092308.1

Part II Beginning of year carryover and prefunding balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	0	0
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9 Amount remaining (Item 7 minus item 8).....	0	0
10 Interest on item 9 using prior year's actual return of <u>-25.50</u> %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Excess contributions (Item 38 from prior year)		0
b Interest on (a) using prior year's effective rate of <u>6.08</u> %		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance.....		
12 Reduction in balances due to elections or deemed elections.....	0	0
13 Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....	0	0

Part III Funding percentages		
14 Funding target attainment percentage.....	14	98.73 %
15 Adjusted funding target attainment percentage.....	15	98.73 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	104.73 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV Contributions and liquidity shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
09/14/2010	1271153				
Totals ►			18(b)	1271153	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contribution from prior years.....	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	1111991
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?	☐ Yes ☒ No	
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☐ No	
c If 20a is "Yes," see instructions and complete the following table as applicable:		

Liquidity shortfall as of end of Quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: %	2nd segment: %	3rd segment: %	☒ N/A, full yield curve used
b Applicable month (enter code)				21b 2
22 Weighted average retirement age				22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions).....	31	1111751
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33).....	34	1111751
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	0	0
36 Additional cash requirement (item 34 minus item 35).....	36	1111751
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	1111991
38 Interest-adjusted excess contributions for current year (see instructions).....	38	240
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....	39	0
40 Unpaid minimum required contribution for all years	40	0

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection
For calendar plan year 2009 or fiscal plan year beginning <u>01/01/2009</u> and ending <u>12/31/2009</u>		
A Name of plan <u>THE BALTIMORE SUN COMPANY EMPLOYEES' RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>THE BALTIMORE SUN COMPANY</u>	D Employer Identification Number (EIN) <u>95-4066880</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a Total noninterest-bearing cash	1a			
b Receivables (less allowance for doubtful accounts):				
(1) Employer contributions	1b(1)	0		1111751
(2) Participant contributions	1b(2)			
(3) Other	1b(3)			
c General investments:				
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)			
(2) U.S. Government securities	1c(2)			
(3) Corporate debt instruments (other than employer securities):				
(A) Preferred	1c(3)(A)			
(B) All other	1c(3)(B)			
(4) Corporate stocks (other than employer securities):				
(A) Preferred	1c(4)(A)			
(B) Common	1c(4)(B)			
(5) Partnership/joint venture interests	1c(5)			
(6) Real estate (other than employer real property)	1c(6)			
(7) Loans (other than to participants)	1c(7)			
(8) Participant loans	1c(8)			
(9) Value of interest in common/collective trusts	1c(9)			
(10) Value of interest in pooled separate accounts	1c(10)			
(11) Value of interest in master trust investment accounts	1c(11)	41993027		46515976
(12) Value of interest in 103-12 investment entities	1c(12)			
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)			
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)			
(15) Other	1c(15)			

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	41993027	47627727

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	41993027	47627727
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	1111751	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1111751

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		7417333
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		8529084

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2894384	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		2894384
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		0
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		2894384

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		5634700
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: PRICEWATERHOUSECOOPERS LLP

(2) EIN: 13-4008324

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		20000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If yes, enter the amount of any plan assets that reverted to the employer this year ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

5b(2) EIN(s)

5b(3) PN(s)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan <u>THE BALTIMORE SUN COMPANY EMPLOYEES' RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>THE BALTIMORE SUN COMPANY</u>	D Employer Identification Number (EIN) <u>95-4066880</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>36-3046063</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>13</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☒ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☒ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
--	-----------------------------------	-----------------------------------	-------------------------------	--

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule R (Form 5500) 2009
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: 46% Investment-Grade Debt: 34% High-Yield Debt: 1% Real Estate: 5% Other: 14%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☒ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate item 19(b)?

☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

ACCOUNTANT'S OPINION

Schedule H, Part III

PLAN NAME: THE BALTIMORE SUN COMPANY EMPLOYEES' RETIREMENT PLAN

EIN: 95-4066880

PLAN NUMBER: 001

The Accountant's Opinion is included in the attachment titled FINANCIAL STATEMENTS.

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

► **Round off amounts to nearest dollar.**

► **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan The Baltimore Sun Company Retirement Plan	B Three-digit plan number (PN) ► <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF The Baltimore Sun Company	D Employer Identification Number (EIN) 95-4066880
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500	

Part I Basic Information			
1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2009</u>			
2 Assets:			
a Market value.....	2a		41,993,027
b Actuarial value.....	2b		46,192,329
3 Funding target/participant count breakdown			
		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	731	23,255,619
b For terminated vested participants	3b	715	11,416,871
c For active participants:			
(1) Non-vested benefits.....	3c(1)		656,049
(2) Vested benefits.....	3c(2)		11,455,268
(3) Total active	3c(3)	685	12,111,317
d Total.....	3d	2,131	46,783,807
4 If the plan is at-risk, check the box and complete items (a) and (b) ☐			
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	4b		
5 Effective interest rate.....	5		8.18 %
6 Target normal cost.....	6		1,111,751

Statement by Enrolled Actuary
 To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	 Signature of actuary	<u>09/20/2010</u> Date
	<u>Julie J. McMillian</u> Type or print name of actuary	<u>08-05949</u> Most recent enrollment number
	<u>Hewitt Associates LLC</u> Firm name	<u>(312) 957-1400</u> Telephone number (including area code)
	<u>311 S. Wacker Suite 1550</u> Address of the firm	
	<u>Chicago IL 60606</u> Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

Part II Beginning of year carryover and prefunding balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	0	0
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9 Amount remaining (Item 7 minus item 8)	0	0
10 Interest on item 9 using prior year's actual return of <u>(25.50)</u> %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Excess contributions (Item 38 from prior year)		0
b Interest on (a) using prior year's effective rate of <u>6.08</u> %		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance		
12 Reduction in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	0	0

Part III Funding percentages

14 Funding target attainment percentage	14	98.73 %
15 Adjusted funding target attainment percentage	15	98.73 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	104.73 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
09/14/2010	1,271,153				
Totals ▶			18(b)	1,271,153	18(c) 0

19 Discounted employer contributions - see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contribution from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	1,111,991

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No
- b** If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No
- c** If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: %	2nd segment: %	3rd segment: %	☒ N/A, full yield curve used
b Applicable month (enter code)				21b 2
22 Weighted average retirement age				22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.	27

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a)	29	0
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions)	31	1,111,751
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33)	34	1,111,751
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	0	0
36 Additional cash requirement (item 34 minus item 35)	36	1,111,751
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	37	1,111,991
38 Interest-adjusted excess contributions for current year (see instructions)	38	240
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)	39	0
40 Unpaid minimum required contribution for all years	40	0

Schedule SB Attachment (Form 5500)—2009 Plan Year
The Baltimore Sun Company Retirement Plan
EIN: 95-4066880 PN: 001

Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2009

Date	Amount	Interest Rate	Interest Adjusted Contribution
September 14, 2010	\$ 1,271,153	8.18%	\$ 1,111,991
Total Contribution	\$ 1,271,153		\$ 1,111,991

Schedule SB Attachment (Form 5500)—2009 Plan Year
The Baltimore Sun Company Retirement Plan
EIN: 95-4066880 PN: 001

Schedule SB, line 22—Description of Weighted Average Retirement Age

The average retirement age shown in line 22 has been calculated by assuming the following retirement rates and no decrements other than retirement for this calculation. All retirements are assumed to occur at mid-year, except for the 100% retirement age.

(a)	(b)	(c)	(d)
Age	Rate	Weight	Product (a) × (b) × (c)
55.5	5.00%	1.0000	2.78
56.5	5.00%	0.9500	2.68
57.5	5.00%	0.9025	2.59
58.5	5.00%	0.8574	2.51
59.5	5.00%	0.8145	2.42
60.5	5.00%	0.7738	2.34
61.5	5.00%	0.7351	2.26
62.5	30.00%	0.6983	13.09
63.5	30.00%	0.4888	9.31
64.5	15.00%	0.3422	3.31
65.5	50.00%	0.2909	9.53
66.5	15.00%	0.1454	1.45
67.5	15.00%	0.1236	1.25
68.5	15.00%	0.1051	1.08
69.5	15.00%	0.0893	0.93
70	100.00%	0.0759	5.31
Weighted Average			62.84

Schedule SB Attachment (Form 5500)—2009 Plan Year
The Baltimore Sun Company Retirement Plan
EIN: 95-4066880 PN: 001

Schedule SB, Part V—Statement of Actuarial Assumptions/Methods

Interest Rates	Based on the full Yield Curve with a two month lookback (October 2008 yield curve), with sample rates as follows:
Yield Curve	Duration 0.5 - 5.45% Duration 5.5 - 8.25% Duration 10.5 - 8.87% Duration 15.5 - 8.65% Duration 20.5 - 8.11% Duration 25.5 - 7.71% Duration 30.5 - 7.46%
Salary Increases	3.50%.
Optional Payment Form Election Percentage	62% Single Life Annuity. 15% Joint and 50% Survivor Annuity. 1% Joint and 75% Survivor Annuity. 22% Joint and 100% Survivor Annuity.
Retirement Age	
Active Participants	See Table 1.
Terminated Vested Participants	Age 60.
Mortality Rates	
Healthy and Disabled	2009 Static Mortality Table for Annuitants and Non- Annuitants Per §1.430(h)(3)-1(e).
Withdrawal Rates	See Table 2.
Disability Rates	See Table 3.
Surviving Spouse Benefit	It is assumed that 100% of males and 100% of females have an eligible spouse, and that males are three years older than their spouses.
Benefit and Compensation Limits	Projected benefits and compensation are limited by the current IRC section 415 maximum benefit of \$195,000 and the 401(a)(17) compensation limit of \$245,000.

Schedule SB Attachment (Form 5500)—2009 Plan Year
The Baltimore Sun Company Retirement Plan
EIN: 95-4066880 PN: 001

Valuation of Plan Assets

Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% nor more than 110% of fair market value.

A characteristic of this method is that the expected distribution of the value of plan assets is skewed toward understatement relative to the corresponding market values for expected long-term rates of return in excess of the third segment rate under IRC Section 430(h)(2)(C)(iii).

Trust Expenses Included in Target Normal Cost

Based on the prior year's actual plan administrative expenses (excluding PBGC Variable Rate Premium), plus the estimated PBGC Variable Rate Premium for the current year, rounded to the nearest \$10,000.

Expected Return on Assets

2007 Plan Year

6.09%.

2008 Plan Year

6.40%.

Actuarial Method

Standard Unit Credit Cost Method.

Valuation Date

January 1, 2009.

Schedule SB Attachment (Form 5500)—2009 Plan Year
The Baltimore Sun Company Retirement Plan
EIN: 95-4066880 PN: 001

Table 1
Retirement Rates

Age	Rate
55	5.00%
56	5.00%
57	5.00%
58	5.00%
59	5.00%
60	5.00%
61	5.00%
62	30.00%
63	30.00%
64	15.00%
65	50.00%
66	15.00%
67	15.00%
68	15.00%
69	15.00%
70+	100.00%

Schedule SB Attachment (Form 5500)—2009 Plan Year
The Baltimore Sun Company Retirement Plan
EIN: 95-4066880 PN: 001

Table 2
Termination Rates

Age	Years of Service					
	0	1	2	3	4	5+
15	4.80%	4.80%	4.80%	4.80%	4.80%	4.80%
16	4.80%	4.80%	4.80%	4.80%	4.80%	4.80%
17	4.80%	4.80%	4.80%	4.80%	4.80%	4.80%
18	4.80%	4.80%	4.80%	4.80%	4.80%	4.80%
19	4.80%	4.80%	4.80%	4.80%	4.80%	4.80%
20	4.80%	4.80%	4.80%	4.80%	4.80%	4.80%
21	4.80%	4.80%	4.80%	4.80%	4.80%	4.80%
22	4.50%	4.50%	4.50%	4.50%	4.50%	4.50%
23	4.30%	4.30%	4.30%	4.30%	4.30%	4.30%
24	4.00%	4.00%	4.00%	4.00%	4.00%	4.00%
25	3.80%	3.80%	3.80%	3.80%	3.80%	3.80%
26	3.60%	3.60%	3.60%	3.60%	3.60%	3.60%
27	3.30%	3.30%	3.30%	3.30%	3.30%	3.30%
28	3.10%	3.10%	3.10%	3.10%	3.10%	3.10%
29	2.90%	2.90%	2.90%	2.90%	2.90%	2.90%
30	2.90%	2.80%	2.80%	2.80%	2.80%	2.80%
31	2.90%	2.80%	2.60%	2.60%	2.60%	2.60%
32	2.90%	2.80%	2.60%	2.50%	2.40%	2.40%
33	2.90%	2.80%	2.60%	2.50%	2.40%	2.20%
34	2.90%	2.80%	2.60%	2.50%	2.40%	2.10%
35	2.90%	2.80%	2.60%	2.50%	2.40%	1.90%
36	2.90%	2.80%	2.60%	2.50%	2.40%	1.80%
37	2.90%	2.80%	2.60%	2.50%	2.40%	1.70%
38	2.90%	2.80%	2.60%	2.50%	2.40%	1.60%
39	2.90%	2.80%	2.60%	2.50%	2.40%	1.50%
40	2.90%	2.80%	2.60%	2.50%	2.40%	1.40%
41	2.90%	2.80%	2.60%	2.50%	2.40%	1.30%
42	2.90%	2.80%	2.60%	2.50%	2.40%	1.20%
43	2.90%	2.80%	2.60%	2.50%	2.40%	1.20%
44	2.90%	2.80%	2.60%	2.50%	2.40%	1.10%
45	2.90%	2.80%	2.60%	2.50%	2.40%	1.10%
46+	2.90%	2.80%	2.60%	2.50%	2.40%	1.00%

Schedule SB Attachment (Form 5500)—2009 Plan Year
The Baltimore Sun Company Retirement Plan
EIN: 95-4066880 PN: 001

Table 3
Disability Rates

Age	Male	Female	Age	Male	Female
15	0.0546%	0.0686%	45	0.1960%	0.2709%
16	0.0546%	0.0686%	46	0.2205%	0.2961%
17	0.0546%	0.0686%	47	0.2492%	0.3241%
18	0.0546%	0.0686%	48	0.2821%	0.3556%
19	0.0546%	0.0686%	49	0.3185%	0.3899%
20	0.0546%	0.0686%	50	0.3605%	0.4270%
21	0.0553%	0.0693%	51	0.4081%	0.4662%
22	0.0560%	0.0700%	52	0.4634%	0.5096%
23	0.0567%	0.0707%	53	0.5278%	0.5558%
24	0.0581%	0.0721%	54	0.6006%	0.6062%
25	0.0595%	0.0749%	55	0.6783%	0.6580%
26	0.0609%	0.0777%	56	0.7567%	0.7063%
27	0.0623%	0.0812%	57	0.8309%	0.7476%
28	0.0637%	0.0854%	58	0.9009%	0.7826%
29	0.0658%	0.0896%	59	0.9702%	0.8127%
30	0.0679%	0.0952%	60	1.0374%	0.8386%
31	0.0707%	0.1015%	61	1.1039%	0.8603%
32	0.0735%	0.1085%	62	1.1697%	0.8771%
33	0.0770%	0.1183%	63	1.2348%	0.8897%
34	0.0805%	0.1288%	64	1.2992%	0.8988%
35	0.0847%	0.1400%	65+	0.0000%	0.0000%
36	0.0903%	0.1512%			
37	0.0959%	0.1624%			
38	0.1022%	0.1715%			
39	0.1092%	0.1799%			
40	0.1183%	0.1890%			
41	0.1288%	0.2002%			
42	0.1414%	0.2135%			
43	0.1568%	0.2296%			
44	0.1743%	0.2492%			

Schedule SB Attachment (Form 5500)—2009 Plan Year
The Baltimore Sun Company Retirement Plan
EIN: 95-4066880 PN: 001

Schedule SB, Part V—Summary of Plan Provisions

Effective Date	Amended and restated as of January 1, 1989. Most recent amendment effective January 1, 2008.
Plan Year	January 1 - December 31.
Eligibility for Participation	An employee becomes a participant on the first anniversary of employment following the completion of one year of service with 1,000 hours.
Normal Retirement	
Eligibility	Age 65.
Benefit	<p>An annual amount equal to the sum of (a) plus (b) plus (c).</p> <p>(a) \$18 multiplied by Benefit Service prior to January 1, 1989; plus</p> <p>(b) \$21 multiplied by Benefit Service after December 31, 1988; plus</p> <p>(c) 1.00% of Compensation in excess of \$4,200 per year of Benefit Service.</p> <p>No more than 35 years of service will be used for computing (a) and (b).</p>
Early Retirement	
Eligibility	Age 55 and 5 years of Benefit Service.
Benefit	Benefits commencing prior to age 65 will be reduced by 6-2/3% for each of the first 5 years and 3-1/3% for each additional year that benefit commencement precedes age 65.
Disability Retirement	
Eligibility	15 years of Benefit Service.
Benefit	Unreduced part (c) accrued benefit plus a supplement to Normal Retirement equal to \$42 multiplied by years of Benefit Service (maximum 35 years).

Schedule SB Attachment (Form 5500)—2009 Plan Year
The Baltimore Sun Company Retirement Plan
EIN: 95-4066880 PN: 001

Vested Termination Benefits

Eligibility	Five years of Vesting Service.
Benefit	An amount equal to the Normal Retirement benefit, based on Benefit Service and Compensation as of the date of termination. The participant may elect to begin receiving benefits at age 55. This benefit will be reduced for Early Retirement.

Preretirement Survivor Benefit

Eligibility	Five years of Vesting Service.
Benefit	<p>If a participant is not eligible for Early Retirement at the time of death, the surviving beneficiary is entitled to an annuity equal to one-half of the annuity the participant would have received if the participant had incurred a break in service on the day before death, survived to earliest retirement date, and elected a pension payable in the form of a qualified 50% Joint and Survivor Annuity.</p> <p>If a participant is eligible for Early Retirement at the time of death, the surviving beneficiary is entitled to an immediate Life Annuity equal to the amount which would have been paid to the spouse if the participant had retired the day preceding death and had elected a pension payable in the form of a qualified 50% Joint and Survivor Annuity.</p>

Form of Benefit

Normal Form	Single Life Annuity, if single; 50% Joint and Survivor Annuity, if married.
Optional Forms	Single Life Annuity, Joint and Survivor Annuity (50%, 75%, or 100%), Certain and Life Annuity (5 or 10 years), Level Income Age 65 Annuity, and Lump Sum Payment (less than \$10,000).

Schedule SB Attachment (Form 5500)—2009 Plan Year
The Baltimore Sun Company Retirement Plan
EIN: 95-4066880 PN: 001

Definitions

Vesting Service	One year of Vesting Service is credited for each Plan Year an employee completes 1,000 or more hours of service. No credit is granted for years in which the employee completes less than 1,000 hours.
Benefit Service	All service while employed in which an employee works at least 1,000 hours.
Compensation	Compensation including elective deferrals and excluding overtime and bonuses.
Actuarial Equivalent	For other than lump sum calculations: UP-1984 mortality table and 8% interest. For lump sum calculations: IRC Section 417(e) mortality table for 2009 and interest based on 3-segment yield curve.

Changes in Plan Provisions for the January 1, 2009 Valuation

The January 1, 2009 valuation reflects the following plan changes:

- An increase in the annual pay limit under IRC Section 401(a)(17) from \$230,000 in 2008 to \$245,000 in 2009.
- An increase in the annual maximum benefit limit from \$185,000 in 2008 to \$195,000 in 2009.

Changes in Plan Provisions for the January 1, 2008 Valuation

The January 1, 2008 valuation reflected the following plan changes:

- An increase in the annual pay limit under IRC Section 401(a)(17) from \$225,000 in 2007 to \$230,000 in 2008.
- An increase in the annual maximum benefit limit from \$180,000 in 2007 to \$185,000 in 2008.

Changes in Plan Provisions for the January 1, 2007 Valuation

The January 1, 2007 valuation reflected the following plan changes:

- An increase in the annual pay limit under IRC Section 401(a)(17) from \$220,000 in 2006 to \$225,000 in 2007.
- An increase in the annual maximum benefit limit from \$175,000 in 2006 to \$180,000 in 2007.

Other Information to Fully and Fairly Disclose the Actuarial Position of the Plan

The target liability was calculated using the full yield curve based on corporate bonds rates for October. As such, "2" was entered on line 21b as the applicable lookback month.

Schedule SB Attachment (Form 5500)—2009 Plan Year
The Baltimore Sun Company Retirement Plan
EIN: 95-4066880 PN: 001

Schedule SB Attachment (Form 5500)—2009 Plan Year
The Baltimore Sun Company Retirement Plan
EIN: 95-4066880 PN: 001

Schedule SB, line 24—Change in Actuarial Assumptions

The 2009 valuation reflects the following change in non-prescribed assumptions:

- A change in the optional payment form election assumption.

This change was made to reflect anticipated plan experience. This assumption change did not reduce the funding shortfall more than the thresholds stated in Internal Revenue Code Section 430(h)(5), as such approval of the Commissioner is not required.

Schedule SB Attachment (Form 5500)—2009 Plan Year
The Baltimore Sun Company Retirement Plan
EIN: 95-4066880 PN: 001

Schedule SB, line 25—Change in Funding Method

The 2009 valuation reflects the following method changes:

- A change in the asset valuation method from a market value method to the 2-year (3-point) smoothed value method as of January 1, 2009.
- A change in the interest rate assumption to the full yield curve with a two month lookback (October 2008 yield curve).
- An addition to the Target Normal Cost of assumed expenses payable from the trust, as required by WRERA.

These changes have automatic approval under final regulations, Notice 2009-22, or other IRS guidance.

Schedule SB Attachment (Form 5500)—2009 Plan Year
The Baltimore Sun Company Retirement Plan
EIN: 95-4066880 PN: 001

Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2009

Number of Participants and Average Compensation

Attained Age	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25		18	1							
25-29		37 \$44,904	18	3						
30-34		17	32 \$63,704	17						
35-39		12	15	23 \$48,822	12	4				
40-44		5	17	18	21 \$54,631	14				
45-49		19	15	10	20 \$48,124	29 \$55,938	14	3		
50-54		4	18	12	22 \$58,882	32 \$54,059	16	17	6	
55-59		5	7	13	12	22 \$61,902	18	20 \$53,004	18	2
60-64		1	4	2	4	7	4	4	10	2
65-69					2	1		1		3
70+					1			1		

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FINANCIAL STATEMENTS

Schedule H, Line 3

PLAN NAME: THE BALTIMORE SUN COMPANY EMPLOYEES' RETIREMENT PLAN

EIN: 95-4066880

PLAN NUMBER: 001

Tribune Company -- The Baltimore Sun Company Employees' Retirement Plan, Financial
Statements, 12/31/2009

The Baltimore Sun Company
Employees' Retirement Plan
Financial Statements
December 31, 2009 and 2008

The Baltimore Sun Company Employees' Retirement Plan Index

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Note: All schedules of additional financial information required by the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA") have been omitted because they are not applicable.

Report of Independent Auditor

To the Participants and Administrator of the
Baltimore Sun Company Employees' Retirement Plan

We were engaged to audit the financial statements of the Baltimore Sun Company Employees' Retirement Plan (the "Plan") at December 31, 2009 and 2008 and for the years then ended, as listed in the accompanying index. These financial statements are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Notes 6 and 10, which was certified by The Northern Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2009 and 2008 and for the years then ended, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements taken as a whole. The form and content of the information included in the financial statements, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

PricewaterhouseCoopers LLP

Chicago, Illinois
October 13, 2010

**The Baltimore Sun Company Employees'
Retirement Plan
Statements of Net Assets Available for Benefits
December 31, 2009 and 2008**

	<u>2009</u>	<u>2008</u>
Assets		
Investments, at fair value		
Plan interest in Tribune Company		
Master Trust for Pension Plans	\$ 46,515,976	\$ 41,993,027
Employer contribution receivable	<u>1,111,751</u>	<u>-</u>
Net assets available for benefits	<u>\$ 47,627,727</u>	<u>\$ 41,993,027</u>

The accompanying notes are an integral part of these financial statements.

**The Baltimore Sun Company Employees'
Retirement Plan
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2009 and 2008**

	<u>2009</u>	<u>2008</u>
Additions		
Net investment income (loss)		
Income (loss) from Plan interest in Tribune Company		
Master Trust for Pension Plans	\$ 7,905,403	\$ (14,355,169)
Employer contributions	1,111,751	-
Total additions, net	<u>9,017,154</u>	<u>(14,355,169)</u>
Deductions		
Benefits paid to participants	2,894,384	2,629,483
Administrative fees and expenses	488,070	458,047
Total deductions	<u>3,382,454</u>	<u>3,087,530</u>
Net increase (decrease) in net assets available for benefits	5,634,700	(17,442,699)
Net assets available for benefits		
Beginning of year	41,993,027	59,435,726
End of year	<u>\$ 47,627,727</u>	<u>\$ 41,993,027</u>

The accompanying notes are an integral part of these financial statements.

**The Baltimore Sun Company Employees'
Retirement Plan
Notes to Financial Statements
December 31, 2009 and 2008**

1. Description of the Plan

The following brief description of The Baltimore Sun Company Employees' Retirement Plan (the "Plan") is provided for general information purposes. Participants should refer to the Plan document for more complete information.

General

The Plan is a defined-benefit pension plan covering all employees of The Baltimore Sun Company (a subsidiary of Tribune Company) whose positions are covered by a collective bargaining agreement that expressly provides for participation in the Plan and who have satisfied the eligibility requirements. The primary eligibility requirements are that an employee must be at least age 21 and credited with one year of service (as defined by the Plan).

Employee contributions are not permitted and Plan participation is automatic once eligibility requirements are satisfied.

On June 12, 2000, The Times Mirror Company, former parent of The Baltimore Sun Company, and Tribune Company ("Tribune" or the "Company") completed the merger of The Times Mirror Company into Tribune. As a result of this change in control, participants who were employees of the Times Mirror Company as of June 12, 2000, became 100% vested in their accrued benefits as of that date.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA") and is administered by the Tribune Company Employee Benefits Committee consisting of Company employees who are appointed by the Board of Directors.

Chapter 11 Reorganization

On December 8, 2008, Tribune Company and 110 of its direct and indirect wholly-owned subsidiaries (collectively, the "Debtors"), filed voluntary petitions for relief (collectively the "Chapter 11 Petitions") under Chapter 11 of the United States Bankruptcy Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"). An additional subsidiary of the Company, Chicago National League Ball Club, LLC ("CNLBC"), commenced a voluntary Chapter 11 Petition on October 12, 2009. On March 22, 2010, the Bankruptcy Court approved the Company's motion to dismiss the Chapter 11 bankruptcy petition for an entity in which the Company indirectly holds a minority (25%) interest. The Debtors continue to operate their businesses as "debtors-in-possession" under the jurisdiction of the Bankruptcy Court and in accordance with the applicable provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure and applicable orders of the Bankruptcy Court. The outcome of the Chapter 11 Petitions, including CNLBC's Chapter 11 Petition, and their impact on the Plan, if any, cannot be determined at this time.

Pension Benefits

A participant, hired after June 12, 2000, who has completed five years of vesting service or who has attained age 65 while employed, is fully vested and is entitled to receive benefits upon retirement based upon length of employment and earnings as provided by the Plan.

A participant who has 15 years of service and who terminates employment because of total and permanent disability will be entitled to receive a disability retirement benefit upon such termination. A participant who terminates employment after achieving vested status is entitled to a deferred benefit beginning at normal retirement date of all benefits accrued prior to termination. A vested

**The Baltimore Sun Company Employees'
Retirement Plan
Notes to Financial Statements
December 31, 2009 and 2008**

terminated participant may elect to commence benefits prior to age 55. Benefits with a present value of less than \$10,000 are paid in a lump sum after termination, at the participant's election.

Normal retirement date is the first day of the month coinciding with or following the participant's 65th birthday. A vested participant may retire with a reduced benefit any time after age 55 provided he has completed at least 15 years of credited service.

A participant who is married on the date of his or her death and who has a vested interest in his accrued benefit (as defined in the Plan document) as of the date of his or her death dies prior to the commencement of benefits, the participant's interest shall be payable to such participant's surviving spouse in the form of a Pre-Retirement Survivor Annuity. Eligibility for such benefit is subject to certain limitations as more fully described in the Plan document. If the value of such annuity is \$5,000 or less, as of the participant's date of death, a lump sum distribution shall be paid to the participant's surviving spouse. Eligibility for such benefit is subject to certain limitations as more fully described in the Plan document.

If a participant dies after termination of service and after benefit commencement, the benefits, if any, to which a beneficiary may be entitled shall be paid according to the benefit form already in effect at the date of the Participant's death. In the event a participant dies prior to commencement of benefits, benefits shall be paid commencing no later than one year after the participant's death, or the date on which the participant would have attained 70-1/2, whichever is later.

Subject to certain limitations as more fully described in the Plan document, a participant who has not reached his normal retirement date (as defined in the Plan document), but who has completed 15 years of service may retire from service on a disability retirement allowance (as defined in the Plan document) on the first day of the month coincident with or next following the date employment by the employer terminated on account of the disability.

2. Significant Accounting Policies

Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, disclosure of contingent assets and liabilities and the actuarial present value of accumulated Plan benefits at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation

The Plan's investments, stated at fair value, are in the Tribune Company Master Trust for Pension Plans (the "Master Trust"), which was established for the investment of assets of the Plan's interest and other Company pension plans.

The Plan's interest in the Master Trust is determined by The Northern Trust Company (the "Trustee") on a monthly basis. The beginning market value of the Plan's interest plus contributions minus benefit payments equals the adjusted balance. The Plan's adjusted balance is divided by

**The Baltimore Sun Company Employees'
Retirement Plan
Notes to Financial Statements
December 31, 2009 and 2008**

the total adjusted balance of the Master Trust to determine the Plan's percentage interest in the Master Trust.

The fair values of the underlying investments in the Master Trust, shown in Note 6, are based upon published market quotations or fair value as determined by the Trustee. Fair values of investments in the Master Trust not having an established market are developed by reference to quoted market values and other financial data pertaining to investments of a similar nature, quality, and yield, as determined by the Trustee.

Income Recognition

The Plan presents the net appreciation or depreciation in fair value of investments, which includes the realized gains or losses, and the unrealized appreciation or depreciation on those investments, in the Statement of Changes in Net Assets Available for Benefits.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits (see Note 5) are those estimated future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to services rendered by the employees as of the valuation date. Accumulated benefit obligations include benefits expected to be paid to: (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died and (c) present employees or their beneficiaries. Benefits under the Plan are based on employees' years of service and average compensation. The accumulated plan benefits for active employees are based on their average compensation as of the date the benefit information is presented (the valuation date). Benefits payable under all circumstances, (i.e., retirement, death, disability and termination of employment) are included, to the extent they are deemed attributable to employee service rendered as of the valuation date.

The present value of accumulated plan benefits under the Plan was calculated by the Plan's actuary as of January 1, 2009, and is that amount which results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and expected date of payment.

The significant actuarial assumptions used in these valuations were:

- Discount rate: 6.2% and 6.65% per annum at January 1, 2009 and 2008, respectively.
- Retirement age: Varying between ages 55-70 and 65 or immediate, if older at January 1, 2009 and 2008.
- Mortality: Based on the RP-2000 Mortality Table

These actuarial assumptions are based on the assumption that the Plan will continue. Should the Plan terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

**The Baltimore Sun Company Employees'
Retirement Plan
Notes to Financial Statements
December 31, 2009 and 2008**

Benefit Payments

Benefit payments are recorded when paid. Benefit claims that have been processed and approved for payment prior to December 31 but not yet distributed as of that date are shown as a liability on the Form 5500. At December 31, 2009 and 2008, there were no benefit claims that were processed and approved for payment that had not been distributed.

Administrative Expenses

Administrative expenses are paid by the Company, if not previously paid by the Plan. For the years ended December 31, 2009 and 2008, such expenses were paid by the Plan and are included in the Statement of Changes in Net Assets Available for Benefits.

3. Funding Policy

Company contributions are actuarially determined to provide the necessary assets to pay benefits to Plan participants. Such contributions meet the minimum funding requirements of ERISA. The Company may, at its discretion, contribute amounts to the plan in excess of the minimum funding requirements. As a result of the Plan's funded status, the actuary has determined that a \$1,111,751 contribution by the Company was required for the year ended December 31, 2009 and no contributions by the Company were required for the year ended December 31, 2008. The Company has complied with the minimum funding requirements of ERISA and the Code.

4. Plan Termination

In the event the Plan terminates, the funds of the Plan shall be used for the benefit of participants or their contingent annuitants under the Plan as of the date of such termination, except that any funds not required to satisfy all liabilities of the Plan shall be returned to the Company. Each participant, contingent annuitant receiving a retirement allowance, or spouse receiving a spousal allowance, shall be entitled to a share in the assets of the Plan available to provide benefits in the manner and to the extent then provided in Section 4044 of ERISA.

Should termination occur, to the extent unfunded vested benefits exist and the Company is unable to fund these liabilities, ERISA provides that such benefits are payable by the Pension Benefit Guaranty Corporation (the "PBGC") to participants up to specified limitations, as described in ERISA. Whether a participant's accumulated plan benefit will be paid depends on both the priority of those benefits and the level of the benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by the then existing assets and the PBGC guaranty while other benefits may not be provided for at all.

**The Baltimore Sun Company Employees'
Retirement Plan
Notes to Financial Statements
December 31, 2009 and 2008**

5. Accumulated Plan Benefits

The actuarial present value of accumulated plan benefits and the changes in the actuarial present value of accumulated plan benefits are as follows:

**Actuarial present value of accumulated plan benefits
at January 1, 2009**

Vested benefits	
Participants currently receiving payments	\$ 26,739,069
Other participants	29,088,511
Total vested benefits	<u>55,827,580</u>
Nonvested benefits	<u>697,517</u>
Total actuarial present value of accumulated plan benefits	<u>\$ 56,525,097</u>

**Actuarial present value of accumulated plan benefits
at January 1, 2008**

\$ 51,084,439

Increase (decrease) during the year attributable to:

Benefits accumulated and increase for interest due to the decrease in discount period	4,533,851
Benefits paid	(2,629,483)
Actuarial assumption changes	<u>3,536,290</u>
Net increase	<u>5,440,658</u>

**Actuarial present value of accumulated plan benefits
at January 1, 2009**

\$ 56,525,097

**6. Interest in Tribune Company Master Trust for Pension Plans (Prepared from Information
Certified by the Trustee)**

The Master Trust was established for the investment of assets of several Tribune Company sponsored retirement plans. Each participating retirement plan has undivided interest in the Master Trust. The assets of the Master Trust are held by the trustee. At December 31, 2009 and 2008, the Plan's interest in the net assets of the Master Trust, was approximately 3.7%. Investment income and administrative expenses relating to the Master Trust are allocated to the individual plans based upon average balances invested by each plan.

**The Baltimore Sun Company Employees'
Retirement Plan
Notes to Financial Statements
December 31, 2009 and 2008**

The following is a summary of the fair values of investments held by the Master Trust at December 31, 2009 and 2008:

	<u>2009</u>	<u>2008</u>
Investments at fair value as determined by quoted market prices		
Registered investment companies	\$ 501,411,003	\$ 318,894,841 *
Common/collective trusts	447,276,234	547,718,116 *
Fixed income	117,432,734	109,479,373 *
103-12 investment entity	100,106,596	76,934,795 *
International equity limited partnership	39,873,257	23,488,973 *
	<u>1,206,099,824</u>	<u>1,076,516,098</u>
Investments at estimated fair value		
Real estate investment funds	13,567,121	25,425,228
Loan Fund limited partnership	20,393,049	15,351,610
Venture capital limited partnerships less cash equivalents	4,388,522	5,353,472
Private equity limited partnerships less cash equivalents	5,276,485	6,798,106
	<u>43,625,177</u>	<u>52,928,416</u>
Total investment in Master Trust	<u>\$ 1,249,725,001</u>	<u>\$ 1,129,444,514</u>

**The Baltimore Sun Company Employees'
Retirement Plan
Notes to Financial Statements
December 31, 2009 and 2008**

Investment income (loss) for the Master Trust for the years ended December 31, 2009 and 2008 is as follows:

	<u>2009</u>	<u>2008</u>
Investment income (loss)		
Net appreciation (depreciation) in fair value of investments		
Investments at fair value as determined by		
quoted market prices		
Registered investment companies	\$ 59,092,022	\$ (73,758,491) *
Common/collective trusts	97,642,756	(281,457,738) *
Fixed income	2,961,132	6,982,327 *
103-12 investment entity	23,452,575	(45,757,366) *
International equity limited partnership	15,538,616	(20,603,480) *
	<u>198,687,101</u>	<u>(414,594,748)</u>
Investments at estimated fair value		
Real estate investment funds	(12,167,965)	(4,509,883)
Loan Fund limited partnership	5,041,452	(1,920,392)
Venture capital limited partnerships	(538,700)	(1,487,178)
Private equity limited partnerships	(1,300,160)	(552,325)
	<u>(8,965,373)</u>	<u>(8,469,778)</u>
Total net appreciation (depreciation) in fair value of investments	189,721,728	(423,064,526)
Interest and dividends	<u>23,326,267</u>	<u>24,372,676</u>
Total investment income (loss) in Master Trust	<u>\$ 213,047,995</u>	<u>\$ (398,691,850)</u>

* Subsequent to the issuance of the December 31, 2008 financial statements, the Plan reclassified certain investment categorizations for assets held in the Master Trust during 2008 to reflect the underlying instruments owned by the Master Trust and to align for disclosure made on the 2008 Form 5500. The 2008 balances presented herein have been updated to reflect the revised investment categorizations. These updates did not impact the "Total investment in Master Trust" at December 31, 2008 or the "Total investment income (loss) in Master Trust" for the year ended December 31, 2008.

7. Fair Value Measurements

On January 1, 2008, the Plan adopted Statement of Financial Accounting Standards No. 157, "Fair Value Measurements" ("SFAS 157") as codified within ASC Topic 820 ("ASC 820"), "Fair Value Measurements and Disclosures". ASC 820 establishes a framework for measuring fair value and expands disclosures about fair value measurements. ASC 820 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

**The Baltimore Sun Company Employees'
Retirement Plan
Notes to Financial Statements
December 31, 2009 and 2008**

Level 1 – Quoted prices in active markets for identical assets or liabilities.

Level 2 – Observable inputs other than level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 – Unobservable inputs that are supported by little or no market activity that are significant to the fair value of the assets or liabilities.

Following is a description of the valuation methodologies used for investments measured at fair value, including the general classification of such investments pursuant to the fair value hierarchy.

Registered Investment Companies

Registered investment companies are valued based on exchange listed prices, for exchange traded registered investment companies, or Net Asset Value ("NAV") for open-ended and continuously offered closed-end registered investment companies.

Common/Collective Trusts

Investments in common/collective trusts are valued on the basis of the relative interest of each participating investor in the fair value of the underlying assets of each of the respective common/collective trusts. The underlying assets are valued based on the NAV as provided by the investment account manager or based on pricing from observable market information in a non-active market. Redemptions are allowed either daily (pending market conditions) or after a two to three week notice period for some of the common/collective trusts. The trades settle between one and three days. The Master Trust did not have any unfunded commitments related to its common/collective trust investments at December 31, 2009.

103-12 Investment Entity

The 103-12 investment entity has underlying assets that include plan assets of two or more plans that are not members of a related group of employee benefit plans. Securities held by this entity include registered investment companies that are valued based on the quoted sale price of the day. Securities for which no market quotations are readily available (including restricted securities), or for which market quotations have become unreliable, are valued using other significant observable inputs.

International Equity Limited Partnership

The international equity limited partnership invests in equity securities of emerging market companies that are included in either the International Finance Corporation Free Index or the Morgan Stanley Capital International Emerging Markets Index. Securities are valued based on exchange listed prices.

Fixed Income

Corporate bonds, commercial mortgage-backed and asset-backed securities are generally valued using evaluated prices that reflect observable market information, such as actual trade information of similar securities, adjusted for observable differences and are classified in Level 2 of the fair value hierarchy. Government securities consist of investments in treasury securities, municipal bonds, debt securities issued by the government, index-linked government bonds and government mortgage-backed securities. Government securities traded in an active market are valued based on broker quotes and are classified in Level 1 of the fair value hierarchy. Government bonds not traded on an active market are valued at a price which is based on a compilation of primarily

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observable market information or a broker quote in a non-active market, and are classified in Level 2 of the fair value hierarchy.

Loan Fund Limited Partnership

The loan fund limited partnership invests in senior bank loans and other senior debt instruments of borrowers that are primarily based in the U.S. and Canada. The loans and other instruments are valued using evaluated prices that reflect observable market information, such as actual trade information of similar securities, adjusted for observable differences. Redemptions are allowed quarterly (pending market conditions) with a 90 day notice period required. The Master Trust had a \$3 million unfunded commitment related to the loan fund limited partnership remaining at December 31, 2009.

Real Estate Investment Funds

Real estate investment fund values have been estimated by the investment manager in the absence of readily ascertainable fair values. The valuation of such investments is determined by using the methods most appropriate for the type of investment, including, but not limited to, the following: forecasts of net cash flows based on analyses of revenue and expenses and anticipated net proceeds from the liquidation of the underlying investments, discounted at prevailing risk-adjusted market rates of interest, comparisons of key performance indicators of relevant industry indices, recent negotiations of comparable investments; and/or independent appraisals by lenders or other third parties, when available. Real estate includes investments in three different real estate funds. For two of the funds, redemptions are allowed quarterly (pending market conditions) with a 45-60 day notice period required. For the third fund, redemptions are not allowed during the contractual life of the fund. Distributions from this fund will be received as the underlying investments of the fund are liquidated. The Master Trust had unfunded commitments of \$7.9 million related to its real estate investments at December 31, 2009.

Venture Capital and Private Equity Limited Partnerships

Venture capital and private equity limited partnerships are valued by the investment managers on a periodic basis using models that use market, income, and cost valuation methods. The valuation inputs are not highly observable, and these interests are not actively traded on an open market. Private equity and venture capital investments include eight different partnership funds. These investments cannot be redeemed during the contractual life of the funds. Instead, distributions are received through the liquidation of the underlying assets of the funds. There are no unfunded commitments remaining related to these investments as of December 31, 2009.

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As required by ASC 820, the assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The table below reports by level, within the fair value hierarchy, the Master Trust investment assets at fair value as of December 31, 2009 and 2008:

	Assets at Fair Value as of December 31, 2009			
	Level 1	Level 2	Level 3	Total
Tribune Company Master Trust for pension plans				
Registered investment companies	\$ -	\$ -	\$ -	\$ -
Large cap	127,109,159	-	-	127,109,159
International	-	72,336,472	-	72,336,472
Emerging markets	-	34,309,391	-	34,309,391
Short-term investments	164,083,837	-	-	164,083,837
Fixed income	103,572,144	-	-	103,572,144
Common/collective trusts				
Large cap	159,267,356	-	-	159,267,356
Small cap	-	87,473,066	-	87,473,066
International	75,006,923	-	-	75,006,923
Fixed income	6,625,151	84,904,556	-	91,529,707
Short-term investments	-	33,999,182	-	33,999,182
103-12 investment entity				
U.S. small cap	-	100,106,596	-	100,106,596
International equity limited partnership	39,873,257	-	-	39,873,257
Fixed income				
U.S. treasury securities	-	32,072,770	-	32,072,770
U.S. municipal bonds	-	3,359,265	-	3,359,265
Debt securities issued by government	-	1,704,525	-	1,704,525
Corporate bonds	-	59,907,812	-	59,907,812
Government mortgage-backed securities	-	1,806,641	-	1,806,641
Commercial mortgage-backed securities	-	7,090,655	-	7,090,655
Asset-backed securities	-	3,734,128	-	3,734,128
Index-linked government bonds	-	3,248,992	-	3,248,992
Other	-	4,507,946	-	4,507,946
Loan fund limited partnership	-	20,393,049	-	20,393,049
Real estate investment funds	-	-	13,567,121	13,567,121
Venture capital limited partnerships	-	-	4,388,522	4,388,522
Private equity limited partnerships	-	-	5,276,485	5,276,485
Total Master Trust investment assets at fair value	<u>\$ 675,537,827</u>	<u>\$ 550,955,046</u>	<u>\$ 23,232,128</u>	<u>\$ 1,249,725,001</u>

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Assets at Fair Value as of December 31, 2008				
	Level 1	Level 2	Level 3	Total
Tribune Company Master Trust for pension plans				
Registered investment companies*	\$ 301,717,574	\$ 17,177,267	\$ -	\$ 318,894,841
Common/collective trusts*	389,362,610	158,355,506	-	547,718,116
Fixed income*	-	109,479,373	-	109,479,373
103-12 investment entity fund*	-	76,934,795	-	76,934,795
International equity limited partnership	23,488,973	-	-	23,488,973
Loan fund limited partnership	-	15,351,610	-	15,351,610
Real estate investment funds	-	-	25,425,228	25,425,228
Venture capital limited partnerships	-	-	5,353,472	5,353,472
Private equity limited partnerships	-	-	6,798,106	6,798,106
Total Master Trust investment assets at fair value	<u>\$ 714,569,157</u>	<u>\$ 377,298,551</u>	<u>\$ 37,576,806</u>	<u>\$ 1,129,444,514</u>

* Subsequent to the issuance of the December 31, 2008 financial statements, the Plan reclassified certain investment categorizations for assets held in the Master Trust during 2008 to reflect the underlying instruments owned by the Master Trust and to align for disclosure made on the 2008 Form 5500. The 2008 balances presented herein have been updated to reflect the revised investment categorizations. These updates did not impact the "Total investment in Master Trust" at December 31, 2008 or the "Total investment income (loss) in Master Trust" for the year ended December 31, 2008.

The table below sets forth a summary of changes in the fair value of the Master Trust's level 3 assets for the year ended December 31, 2009 and 2008:

	2009		
	Real Estate Investment Funds	Venture Capital Limited Partnerships	Private Equity Limited Partnerships
Balance, beginning of year	\$ 25,425,228	\$ 5,353,472	\$ 6,798,106
Realized gains	11,020	230,603	175,465
Unrealized losses relating to instruments still held at the reporting date	(12,178,985)	(769,303)	(1,475,625)
Purchases, sales, issuances and settlements (net)	309,858	(426,250)	(221,461)
Balance, end of year	<u>\$ 13,567,121</u>	<u>\$ 4,388,522</u>	<u>\$ 5,276,485</u>

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	2008		
	Real Estate Investment Funds	Venture Capital Limited Partnerships	Private Equity Limited Partnerships
Balance, beginning of year	\$ 28,044,006	\$ 10,271,204	\$ 7,401,780
Realized gains	281,625	325,681	77,795
Unrealized losses relating to instruments still held at the reporting date	(4,791,508)	(1,812,859)	(630,120)
Purchases, sales, issuances and settlements (net)	1,891,105	(3,430,554)	(51,349)
Balance, end of year	\$ 25,425,228	\$ 5,353,472	\$ 6,798,106

Gains and losses (realized and unrealized) included in changes in net assets for the preceding periods are reported in Income (loss) from Plan interest in Tribune Company Master Trust for Pension Plans in the statement of changes in net assets available for benefits.

8. Income Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated April 28, 2003, that the Plan is designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). Although the Plan has been amended since receiving the determination letter, the Plan's ERISA counsel believes that the Plan is designed to comply with, and the Company believes that the Plan is currently being operated in material compliance with, the applicable requirements of the IRC.

9. Risks and Uncertainties

Plan contributions and the actuarial present value of accumulated Plan benefits are prepared based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions will occur in the near term and that the effect of such changes would be material to the financial statements and the actuarial present value of accumulated plan benefits.

The Plan holds investment securities and instruments in the Master Trust. Investment securities are exposed to various risks, such as interest rate, market and credit risk. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks will occur in the near term and that the effect of such changes would materially affect the amounts reported in the Statement of Net Assets Available for Benefits and the Statement of Changes in Net Assets Available for Benefits.

The Master Trust invests in securities with contractual cash flows such as asset-backed securities and commercial mortgage-backed securities, including securities backed by subprime mortgage loans. The value, liquidity and related income of these securities is sensitive to changes in economic conditions, including real estate value, delinquencies and/or defaults and may be adversely affected by shifts in the market's perception of the issuers and changes in interest rates

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10. Information Certified by the Trustee

The Northern Trust Company serves as Trustee of the Tribune Company Master Trust for Pension Plans as of December 31, 2009 and 2008.

The Plan administrator has received from the Trustee certification as to the accuracy and completeness of certain financial information and data in accordance with Section 2520.103-5 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. The data certified includes all investments and related investment activity reflected in the accompanying financial statements. The investment and related investment activity information included in Note 6 has been derived from statements certified by the Trustee.

11. Party-in-Interest Transactions

Certain Plan investments are shares of funds managed by the Trustee, and therefore transactions between these entities qualify as party-in-interest transactions.

12. Subsequent Events

The Plan has evaluated subsequent events through October 13, 2010, the date the financial statements were available to be issued.