

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

Part I	Annual Report Identification Information
For calendar plan year 2009 or fiscal plan year beginning <u>01/01/2009</u> and ending <u>12/31/2009</u>	
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 <u>TRIBUNE EMPLOYEE STOCK OWNERSHIP PLAN</u>	1b Three-digit plan number (PN) ► <u>015</u> 1c Effective date of plan <u>01/01/2007</u>
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>TRIBUNE COMPANY</u> <u>435 NORTH MICHIGAN AVENUE</u> <u>CHICAGO, IL 60611-4041</u>	2b Employer Identification Number (EIN) <u>36-1880355</u> 2c Sponsor's telephone number <u>312-222-4568</u> 2d Business code (see instructions) <u>511110</u>

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	<u>Filed with authorized/valid electronic signature.</u>	<u>08/16/2011</u>	<u>MICHAEL BOURGON</u>
	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 36-2778721 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	11684
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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	10813
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	1785
d Subtotal. Add lines 6a , 6b , and 6c	6d	12598
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	26
f Total. Add lines 6d and 6e	6f	12624
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	12287
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	703

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:
 2I 2P 2Q 3H 3I 3F

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) ☐ 0 **A** (Insurance Information)
 (4) ☐ **C** (Service Provider Information)
 (5) ☐ **D** (DFE/Participating Plan Information)
 (6) ☐ **G** (Financial Transaction Schedules)

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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 01/01/2009 and ending 12/31/2009		
A Name of plan TRIBUNE EMPLOYEE STOCK OWNERSHIP PLAN	B Three-digit plan number (PN) ►	015
C Plan sponsor's name as shown on line 2a of Form 5500 TRIBUNE COMPANY	D Employer Identification Number (EIN) 36-1880355	

Part I	Asset and Liability Statement
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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) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(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)		
(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)	0	0
(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	0	0

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i	247182699	244224251
j Other liabilities	1j	9330300	9218629
k Total liabilities (add all amounts in lines 1g through 1j)	1k	256512999	253442880

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	-256512999	-253442880
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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)	15342301	
(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)		15342301

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)		
(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		15342301

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)		
(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)		0
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		12272182
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		12272182

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		3070119
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.).....		X	
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.
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan <u>TRIBUNE EMPLOYEE STOCK OWNERSHIP PLAN</u>	B Three-digit plan number (PN) ▶ <u>015</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>TRIBUNE COMPANY</u>	D Employer Identification Number (EIN) <u>36-1880355</u>

Part I	Distributions
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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): _____ 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	

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)
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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
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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
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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.
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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: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

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 AND FINANCIAL STATEMENTS

Schedule H, Line 3

PLAN NAME: TRIBUNE EMPLOYEE STOCK OWNERSHIP PLAN

EIN: 36-1880355

PLAN NUMBER: 015

Tribune Company -- Tribune Employee Stock Ownership Plan, Financial Statements, 12/31/2009

Tribune Employee Stock Ownership Plan

**Financial Statements and Supplemental Schedule
December 31, 2009 and 2008**

Tribune Employee Stock Ownership Plan
Index
December 31, 2009 and 2008

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Note: All schedules of additional financial information required by of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA have been omitted because they are not applicable.



Report of Independent Auditors

To the Participants and Administrator of the
Tribune Employee Stock Ownership Plan

In our opinion, the accompanying statements of net assets available for benefits and the related statement of changes in net assets available for benefits present fairly, in all material respects, the net assets available for benefits of the Tribune Employee Stock Ownership Plan (the "Plan") at December 31, 2009 and 2008, and the changes in net assets available for benefits for the year ended December 31, 2009 in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Plan's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with auditing standards generally accepted in the United States of America, which require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

The accompanying financial statements have been prepared assuming that the Plan will continue as a going concern. As discussed in Note 1 to the financial statements, Tribune Company and 110 of its direct and indirect wholly-owned subsidiaries voluntarily filed for Chapter 11 bankruptcy protection on December 8, 2008. The impact on the Plan cannot be determined at this time. However, the possibility the Plan may be terminated raises substantial doubt about the ability of the Plan to continue as a going concern. No provision for this uncertainty has been made in the Plan's financial statements.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

PricewaterhouseCoopers LLP

Chicago, Illinois
October 11, 2010

Tribune Employee Stock Ownership Plan
Statements of Net Assets Available for Benefits
December 31, 2009 and 2008

	December 31, 2009		
	Allocated	Unallocated	Total
Assets			
Investments, at fair value			
Tribune Company common stock	\$ -	\$ -	\$ -
Total assets	-	-	-
Liabilities			
Accrued interest payable		9,218,629	9,218,629
Notes payable, 5.010% ESOP note		244,224,251	244,224,251
Total liabilities	-	253,442,880	253,442,880
Excess of liabilities over assets available for benefits	\$ -	\$ (253,442,880)	\$ (253,442,880)

	December 31, 2008		
	Allocated	Unallocated	Total
Assets			
Investments, at fair value			
Tribune Company common stock	\$ -	\$ -	\$ -
Total assets	-	-	-
Liabilities			
Accrued interest payable		9,330,300	9,330,300
Notes payable, 5.010% ESOP note		247,182,699	247,182,699
Total liabilities	-	256,512,999	256,512,999
Excess of liabilities over assets available for benefits	\$ -	\$ (256,512,999)	\$ (256,512,999)

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

Tribune Employee Stock Ownership Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2009

	<u>Allocated</u>	<u>Unallocated</u>	<u>Total</u>
Additions to net assets attributable to			
Employer contributions	\$ -	\$ 15,342,301	\$ 15,342,301
Net unrealized appreciation in fair value of investments			
Common stock	-	-	-
Total additions	-	15,342,301	15,342,301
Deductions to net assets attributable to			
Interest expense		(12,272,182)	(12,272,182)
Total deductions	-	(12,272,182)	(12,272,182)
Net increase	-	3,070,119	3,070,119
Net assets available for benefits			
Beginning of year		(256,512,999)	(256,512,999)
End of year	\$ -	\$ (253,442,880)	\$ (253,442,880)

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

Tribune Employee Stock Ownership Plan

Notes to Financial Statements

December 31, 2009 and 2008

1. Description of the Plan

The following brief description of Tribune Employee Stock Ownership 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 noncontributory defined contribution plan for all eligible employees of Tribune Company (the "Company") and certain of its subsidiaries. The Plan is administered by the Tribune Company Employee Benefits Committee (the "Committee") consisting of Company employees who are appointed by the Board of Directors. The Plan, which is subject to provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), was established effective January 1, 2007.

On April 1, 2007, the Plan purchased 8,928,571 shares of the Company's common stock from the Company for an aggregate price of \$250 million. The Plan paid for this purchase with a promissory note of the Plan in favor of the Company in the principal amount of \$250 million (the "Note"), to be repaid by the Plan over the 30-year life of the loan through its use of annual contributions from the Company to the Plan and/or distributions paid on the shares of the Company's company stock held by the Plan.

On April 1, 2007, the Company entered into an agreement and plan of merger with GreatBanc Trust Company (the "Trustee"), not in its individual or corporate capacity, but solely as Trustee of the Tribune Employee Stock Ownership Trust, a separate trust which forms a part of the Plan, Tesop Corporation, a Delaware corporation wholly-owned by the Plan ("Merger Sub"), and EGI-TRB, L.L.C., a Delaware limited liability company majority owned by Sam Investment Trust (a trust established for the benefit of Samuel Zell and his family). On December 20, 2007, pursuant to such agreement and plan of merger, Merger Sub was merged with and into the Company, and following such merger, the Company continued as the surviving corporation owned by the Plan (the "Merger"). Upon consummation of the Merger, the 8,928,571 shares of common stock held by the Plan were converted into 56,521,739 shares of common stock and represent the only outstanding shares of capital stock of the Company after the Merger.

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. On April 12, 2010, the Company filed a Joint Plan of Reorganization for itself and its subsidiaries, which, if confirmed and effected, would provide for the termination of the Plan. In addition, on September 17, 2010, Oaktree Capital Management, L.P. and Angelo, Gordon & Co, L.P. filed a Joint Plan of Reorganization for the Company and its subsidiaries, which, if confirmed and effected, would also provide for the termination of the Plan. 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. Because the possibility exists that the Plan may be terminated, there is substantial doubt

Tribune Employee Stock Ownership Plan

Notes to Financial Statements

December 31, 2009 and 2008

about the ability of the Plan to continue as a going concern. No provision for this uncertainty has been made in the Plan's financial statements.

Eligibility

Employees of Tribune and its participating subsidiaries are eligible to participate if they are at least 21 years of age and have completed one year of service (as defined by the Plan), except for employees covered by collective bargaining agreements which do not provide for their participation in the Plan and except for other very limited exclusions. Employees who do not have at least 1,000 hours during such plan year or are not employed by the Company or a participating subsidiary on the last day of the plan year are generally not eligible for an allocation of shares of the Company's common stock.

Contributions

The Company must contribute, at a minimum, an amount which, together with certain dividends, is at least equal to the annual principal and interest payments due on the Note. Company contributions may be either in cash or in lieu of cash, in the form of reductions in the amounts due on the Note. Additional Company contributions are discretionary.

Participant Accounts

Under the terms of the Plan, separate participant accounts are to be maintained for the purpose of allocating released shares of the Company's common stock, dividends, gains or losses, and interest income. Shares are allocated to participants' accounts based upon the ratio of the individual's eligible compensation (as defined by the Plan) to the eligible compensation of all eligible Plan participants. Dividends, gains or losses and interest income are required to be allocated to participants' accounts in proportion to the shares credited to each participant's account as of the end of the prior Plan year. There were 3,317,616 shares allocated at December 31, 2009.

Vesting

Participants' account balances vest at the rate of 20% per year, following two years of service, becoming fully vested at the end of six years of service. A participant becomes 100% vested in the event of retirement at age 65, disability or death.

Distributions

Participants' account balances are payable upon termination of employment either through retirement, termination, disability or death. If a participant retires, becomes disabled, or dies while employed by the Company, distribution of the participant's account will commence on the 180th day following the end of the Plan year in which the participant's event takes place. If a participant resigns or is terminated, the distribution of the participant's vested account balance will commence on or about the 180th day following the close of the Plan year which is the earlier of i) the fifth Plan year following the Plan year in which the Participant's event takes place or ii) the Plan year in which the participant attains age 65. However, except for participants who have attained age 65, become disabled, or died, no distributions will be made until 2018 (or until the year following complete repayment of the Note, if earlier). Distributions are made in cash.

Forfeitures

Amounts forfeited are allocated to remaining participants' accounts on the valuation date when a participant incurring the forfeitures has completed five consecutive years of service with fewer than 500 hours, based upon the ratio of each eligible participant's compensation to the total compensation of eligible participants for the Plan year.

Tribune Employee Stock Ownership Plan

Notes to Financial Statements

December 31, 2009 and 2008

Diversification

Plan participants who have attained age 55 and have at least 10 years of participation in the Plan ("qualified participant") may elect to diversify up to 25 percent (or up to 50 percent in the fifth year the participant is eligible to diversify) of the Company common stock in their account balance by receiving a cash distribution of that applicable amount.

Administration of Plan Assets

The Plan's assets, which consist of shares of the Company's common stock, are held by the Trustee.

Certain administrative functions are performed by officers or employees of the Company or its subsidiaries. No such officer or employee received compensation from the Plan. Administrative expenses and the Trustee's fees were paid or are payable directly by the Company during 2009 and 2008.

Termination of the Plan

The Company reserves the right to terminate the Plan at any time, subject to Plan provisions and any rulings in the Chapter 11 Petitions. Upon such termination of the Plan, the interest of each participant in the Plan will be distributed to such participant or his or her beneficiary at the time prescribed by the Plan terms and the Internal Revenue Code ("IRC").

2. Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are presented on the accrual basis of accounting in accordance 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 at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The common shares of the Company held by the Plan were valued at fair market value on December 31, 2009 and December 31, 2008. Fair market value is determined by the Trustee. The fair market value of the Company's common stock was \$0 per share at December 31, 2009 and 2008.

Administrative Expenses

The Plan agreement provides that administrative expenses and Trustee fees may be paid by the Plan, if not previously paid by the Company. For the years ended December 31, 2009 and 2008, such expenses and fees were paid or are payable by the Company.

3. Income Tax Status

The Company has not received an Internal Revenue Service ("IRS") determination letter that ruled the Plan is designed in accordance with applicable sections of the IRC. The Company intends to file for an IRS determination within the time period provided by the IRS in rulings. The Company believes that the Plan is currently designed and being operated in compliance with the applicable

Tribune Employee Stock Ownership Plan

Notes to Financial Statements

December 31, 2009 and 2008

requirements of the IRC. The Company's ERISA counsel believes that the Plan complies in form in all material respects with the applicable requirements of the IRC. Therefore, no provision for income taxes has been provided for in the Plan's financial statements.

4. Investments

The Plan's investments at December 31, 2009 and 2008 are presented in the following table:

		December 31, 2009		
		Allocated	Unallocated	Total
Tribune Company Common Shares				
Number of shares		3,317,616	53,204,123	56,521,739
Cost		\$ 14,674,072	\$ 235,325,928	\$ 250,000,000
Fair value		\$ -	\$ -	\$ -
		December 31, 2008		
		Allocated	Unallocated	Total
Tribune Company Common Shares				
Number of shares		1,658,808	54,862,931	56,521,739
Cost		\$ 7,337,036	\$ 242,662,964	\$ 250,000,000
Fair value		\$ -	\$ -	\$ -

5. 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 Accounting Standards Codification 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:

Level 1 - Quoted prices in market prices 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 assets or liabilities.

Following is a description of the valuation methodology used for the Tribune Company common stock, measured at fair value, including the general classification of such investment.

Tribune Employee Stock Ownership Plan

Notes to Financial Statements

December 31, 2009 and 2008

Tribune Company Common Stock

The fair value of Tribune Company common stock is determined by the Trustee after consultation with an independent appraiser. Because this value is based primarily on unobservable inputs, it is considered a Level 3 asset.

There were no changes in the fair value of the Plan's level 3 asset for the year ended December 31, 2009.

6. Note Payable

As described in Note 1, on April 1, 2007, the Plan purchased 8,928,571 shares of the Company's common stock from the Company for an aggregate amount of \$250 million. The Plan paid for this purchase with the Note to be repaid by the Plan over the 30-year life of the loan through its use of annual contributions from the Company to the Plan and/or distributions paid on the shares of the Company's company stock held by the Plan. As security and collateral for its obligations under the Note, a security interest in the unallocated shares held by the ESOP is pledged to the Company until all obligations under the Note have been satisfied in full. The Note accrues interest at a stated rate of 5.01%.

7. Party-in-Interest Transactions

Plan investments are shares of common stock of the Company. Therefore, these transactions along with the loan from the Company to the Plan, qualify as party-in-interest transactions.

8. Risks and Uncertainties

The Plan invests in common stock of the Company. This common stock is exposed to various risks, including a variety of risks associated with investing in an operating entity and the liquidity risk associated with investing in a private company. Due to the level of risk associated with the common stock, it is at least reasonably possible that changes in risks in the near term would materially effect the value subsequent to year end of investments reported in the Statement of Net Assets Available for Benefits. (See Note 1 for a discussion of the risks and uncertainties associated with the Company's Chapter 11 Petitions.)

9. Other Matters

There is currently pending in the United States District Court for the Northern District of Illinois (Eastern Division) a lawsuit entitled *Neil v. Zell*, 08-cv-06833, brought by current and former employees who claim to be participants in the Plan. The lawsuit named as defendants current and former members of the Board of Directors and the Committee, the Committee itself, the Trustee, and others, and alleges breaches of duties and obligations allegedly owed to the Plan under ERISA in connection with the "going private" transaction consummated by the Company in 2007. The Complaint in this lawsuit has been amended to exclude the Company as a defendant. On December 17, 2009, the District Court issued its opinion on a motion to dismiss filed on behalf of all defendants and dismissed all defendants who were present or former officers or directors of the Company, the Committee and present or former members of the Committee. The remaining defendants, including the Trustee, believe that the lawsuit is without merit and are vigorously defending the allegations.

The U.S. Department of Labor (DOL) is conducting an investigation of the Plan to determine whether there exists any violation of Title I of ERISA, and has issued to the Company a Subpoena

Tribune Employee Stock Ownership Plan
Notes to Financial Statements
December 31, 2009 and 2008

for document production under a letter dated March 2, 2009. The Company responded to the subpoena and produced certain requested documents. There are currently no outstanding requests for information. The DOL filed with the Bankruptcy Court its objection to the Company's Disclosure Statement that accompanied the Joint Plan of Reorganization filed in April 2010. While certain matters were resolved (and the Disclosure Statement was approved), the Company remains in discussions with the DOL over its concerns over the Plan and its treatment under the Joint Plan of Reorganization.

The IRS has issued to the Company a series of Information Document Requests seeking information concerning the Plan. The Company has responded to, and continues to respond to these requests.

10. Subsequent Events

The Plan has evaluated subsequent events through October 11, 2010, the date the financial statements were available to be issued

SUPPLEMENTAL SCHEDULE

Tribune Employee Stock Ownership Plan
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2009

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
*	Tribune Company common stock	Common stock	\$ 250,000,000	\$ -
			\$ 250,000,000	\$ -

* Indicates party-in-interest to the Plan.

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

Schedule H, Line 4i

PLAN NAME: TRIBUNE EMPLOYEE STOCK OWNERSHIP PLAN

EIN: 36-1880355

PLAN NUMBER: 015

The Schedule H, line 4i -- Schedule of Assets (Held At End of Year) is included in the attachment titled ACCOUNTANT'S OPINION AND FINANCIAL STATEMENTS.