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), 6057(b), 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

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] 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:
- [X] 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 SAN DIEGO UNION-TRIBUNE, LLC SAVINGS & INVESTMENT PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 05/07/2009

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

SAN DEIGO UNION-TRIBUNE, LLC

350 CAMINO DE LA REINA
SAN DIEGO, CA 92108

2b Employer Identification Number (EIN) 26-4538894

2c Sponsor's telephone number 619-293-1125

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.	10/15/2014	CORY FISH
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2014	RYAN KIESEL
	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

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**3b** Administrator's EIN	
	3c Administrator's telephone number	
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:	**4b** EIN	
a Sponsor's name	**4c** PN	

5	Total number of participants at the beginning of the plan year	**5**	1021
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**	770
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	204
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	974
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	1
f	Total. Add lines **6d** and **6e**.	**6f**	975
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	890
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	69
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 2S 2T 3D

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

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[ ] Insurance	**(1)**	[ ] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	**(2)**	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	**(3)**	[X] Trust
(4)	[ ] General assets of the sponsor	**(4)**	[ ] General assets of the sponsor

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) [X] **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) [X] **H** (Financial Information)

(2) [ ] **I** (Financial Information – Small Plan)

(3) [ ] ___ **A** (Insurance Information)

(4) [X] **C** (Service Provider Information)

(5) [X] **D** (DFE/Participating Plan Information)

(6) [ ] **G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2013** **This Form is Open to Public Inspection.**

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
THE SAN DIEGO UNION-TRIBUNE, LLC SAVINGS & INVESTMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
SAN DEIGO UNION-TRIBUNE, LLC

D Employer Identification Number (EIN)
26-4538894

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

FID. INV. INST. OPS. CO.

04-2647786

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

BMO MANAGEMENT CORP.

39-6043182

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

BROWN ADVISORY FUNDS

52-1952888

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

FPA

04-3118452

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

FRANKLIN TEMPLETON INVESTMENTS

94-3167260

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

HARBOR

04-2679462

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

HARTFORD MUTUAL FUNDS

13-3317783

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

LOOMIS SAYLES FUNDS

04-3200030

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

MFS

04-2747644

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

NEUBERGER BERMAN

13-5521910

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

NUVEEN

36-3817266

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

PIMCO FUNDS

95-2632339

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

PRUDENTIAL INVESTMENTS

22-3703799

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

RIDGEWORTH

58-1604573

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

THORNBURG

85-0301299

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

TOUCHSTONE

31-0487145

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

VANGUARD

23-1945930

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

WHV INVESTMENT MANAGEMENT

91-1631301

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65	RECORDKEEPER	5643	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

(a) Enter name and EIN or address (see instructions)

WELLS FARGO BANK, N.A.

41-6257133

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 49 50 52 62 64	SERVICE PROVIDER	9338	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

(a) Enter name and EIN or address (see instructions)

SHEPARD KAPLAN LLC

83-0368447

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 50	INVESTMENT MANAGER	12312	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AF EUROPAG GRTH R4 - AMERICAN FUNDS 95-2566717	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMANA GROWTH - SATURNA CAPITAL 91-1454817	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
HARTFORD MID CAP Y - HARTFORD ADMIN 41-0679409	0.10%

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MFS EMRG MKT DEBT R4 - MFS SERVICE 04-2865649	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
NB HIGH INC BOND IS - STATE STREET 04-0025081	0.10%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
NORTHERN SM CAP VAL - NORTHERN TRUS 36-2723087	0.40%

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PERKINS MID CP VAL I - JANUS SERVIC 43-1804048	0.10%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PRU/J NAT RESRCS A - PRUDENTIAL MUT 22-3703799	0.50%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ROYCE PA MUTUAL INV - BOSTON FINANC P.O. BOX 8480 BOSTON, MA 02266	0.20%

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
THORNBURG INT VAL R5 - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TMPL GLOBAL BOND ADV - FRANKLIN TEM 94-3167260	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TRP MID CAP GRTH ADV - T. ROWE PRIC 52-2269240	0.40%

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
WASATCH LG CAP VALUE - UMB FUND SER 39-1657495	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
WHV INTL EQUITY A - BNY MELLON INVE 760 MOORE ROAD KING OF PRUSSIA, PA 19406	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
THE SAN DIEGO UNION-TRIBUNE, LLC SAVINGS & INVESTMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
SAN DEIGO UNION-TRIBUNE, LLC

D Employer Identification Number (EIN)
26-4538894

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: ALPHA SECTOR ROTATION PREMIUM FUND

b Name of sponsor of entity listed in (a): RELIANCE TRUST COMPANY

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)
46-6318721-003	C	122718

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 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 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 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 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 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 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 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 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 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 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 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 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 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 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 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 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 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 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

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

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
THE SAN DIEGO UNION-TRIBUNE, LLC SAVINGS & INVESTMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
SAN DEIGO UNION-TRIBUNE, LLC

D Employer Identification Number (EIN)
26-4538894

Part I Asset and Liability Statement

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)	68451	0
(2) Participant contributions	1b(2)	107416	0
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	4701620	0
(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)	893744	874626
(9) Value of interest in common/collective trusts	1c(9)	0	122718
(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)	34815974	41542885
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(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	40587205	42540229
	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 through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	40587205	42540229

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) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	782269	
	(B) Participants	2a(1)(B)	2678366	
	(C) Others (including rollovers)	2a(1)(C)	440437	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		3901072
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	312	
	(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)	43256	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		43568
	(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)	833231	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		833231
	(3) Rents	2b(3)		
	(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
	(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

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		10414
(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)		5391016
c Other income	2c		2654
d Total income. Add all **income** amounts in column (b) and enter total	2d		10181955
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	8192497	
(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)		8192497
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		8641
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)	27793	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		27793
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		8228931
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1953024
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)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: EARNST & YOUNG **(2)** EIN: 34-6565596

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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 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.)	4a		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.)	4b		X	

			Yes	No	Amount
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.)	4c		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.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		2000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		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?	4g		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?	4h		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.)	4i	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.)	4j		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?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m	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.	4n	X		

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)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ..... ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

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

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
THE SAN DIEGO UNION-TRIBUNE, LLC SAVINGS & INVESTMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
SAN DEIGO UNION-TRIBUNE, LLC

D Employer Identification Number (EIN)
26-4538894

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** 0

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): 04-6568107 41-6257133

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 of 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 (include any prior year accumulated funding deficiency not waived) **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 or other authority 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. 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**

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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (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 line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Financial Statements and Supplemental Schedule

The San Diego Union-Tribune, LLC Savings and Investment Plan
Year Ended December 31, 2013
With Report of Independent Auditors

Ernst & Young LLP



Building a better working world

The San Diego Union-Tribune, LLC Savings and Investment Plan

Financial Statements and Supplemental Schedule

Year Ended December 31, 2013

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Financial Statements

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Supplemental Schedule

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Fax: +1 858 535 7777
ey.com

Building a better working world

Report of Independent Auditors

The Plan Committee
The San Diego Union-Tribune, LLC Savings and Investment Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of The San Diego Union-Tribune, LLC Savings and Investment Plan, which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

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 certified investment information described in Note 3, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the entities that certified the investment information meet the requirements of 29 CFR 2520.103-8. The plan administrator has obtained certifications as of December 31, 2013 and 2012, and for the year ended December 31, 2013, stating that the investment information provided to the plan administrator is complete and accurate.

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Disclaimer of Opinion on Financial Statements

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Disclaimer of Opinion on Supplemental Schedule

The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2013, is presented for purposes of additional analysis and is not a required part of the 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. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

Report on Compliance of Form and Content With Department of Labor's Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the certified investment information, have been audited by us in accordance with auditing standards generally accepted in the United States 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.

Ernst & Young LLP

October 14, 2014

A member firm of Ernst & Young Global Limited

The San Diego Union-Tribune, LLC Savings and Investment Plan

Statements of Net Assets Available for Benefits

	December 31	
	2013	**2012**
Assets		
Investments, at fair value	**$ 41,665,603**	$ 39,517,593
Participant notes receivable	**874,626**	893,744
Contribution receivables:		
Employer	**43,578**	68,451
Participants	**142,274**	107,416
	185,852	175,867
Total assets	**42,726,081**	40,587,204
Net assets available for benefits	**$ 42,726,081**	$ 40,587,204

See accompanying notes.

The San Diego Union-Tribune, LLC Savings and Investment Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2013

Additions	
Investment income:	
Net appreciation in fair value of mutual fund investments	$ 5,697,099
Interest and dividends	539,258
	6,236,357
Interest income on participant notes receivable	43,256
Contributions:	
Rollover	440,438
Participants	2,820,641
Employer	825,847
	4,086,926
Total additions	10,366,539
Deductions	
Benefit payments	8,204,762
Administrative expenses	22,900
Total deductions	8,227,662
Net increase	2,138,877
Net assets available for benefits:	
Beginning of year	40,587,204
End of year	$ 42,726,081

See accompanying notes.

The San Diego Union-Tribune, LLC Savings and Investment Plan

Notes to Financial Statements

December 31, 2013

1. Description of Plan

The following description of The San Diego Union-Tribune, LLC Savings and Investment Plan (the Plan) provides general information about the Plan's provisions. The San Diego Union-Tribune, LLC (the Company) is the plan sponsor. Participants should refer to the plan document and summary plan description for a more complete description of the Plan's provisions, copies of which may be obtained from the plan sponsor.

General

The Plan is a defined contribution plan covering substantially all employees of the Company. Eligible participants are automatically enrolled in the Plan unless they affirmatively decline to participate.

The San Diego Union-Tribune, LLC Plan Committee (the Committee) is responsible for the general administration of the Plan. Fidelity Management Trust Company was the trustee of the Plan for the period January 1, 2013 through August 26, 2013. Wells Fargo Bank, N.A. became the trustee of the Plan effective August 26, 2013. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Contributions

Each year, participants may contribute up to 50% of pretax annual compensation, as defined in the Plan. Participants may also contribute amounts representing distributions from other qualified plans. If automatically enrolled, a participant's deferral is set at 4% of eligible compensation and is automatically increased by 1% each year on May 1, up to 10% or until changed by the participant. Participants who have attained age 50 before the end of the year are eligible to make catch-up contributions. The Plan allows for a discretionary employer-matching contribution which, for 2013, was 50% of the participants' contributions on the first 6% of the participants' compensation. All contributions are subject to certain limitations of the Internal Revenue Code (the Code).

Participants direct their elective contributions into various investment options offered by the Plan and can change their investment options on a daily basis. If a participant is automatically enrolled, their contributions are invested in the applicable life cycle fund based on the participant's age until the participant changes their election. The Company's contributions are allocated in the same manner as that of the participant's elective contributions.

1. Description of Plan (continued)

Participant Accounts

Each participant's account is credited with the participant's contributions and the Company's matching contributions and allocations of Plan earnings, and is charged with an allocation of administrative expenses. Plan earnings are allocated based on the participant's share of the net earnings or losses of their respective elected investment options. Allocations of administrative expenses are based on the participant's account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's matching contributions is based on years of continuous service. A participant is 100% vested after five years of credited service. Participants that were formerly participants in The Copley Press Inc. Employees' Savings and Investment Plan effective May 7, 2009, are 100% vested in all contributions.

Forfeitures

Upon termination of employment, participants forfeit their non-vested balances. If a participant is rehired within a five-year period, the forfeited contributions are reinstated. Forfeited balances of terminated participants' non-vested accounts are used to reduce future Company contributions. The forfeiture balance at December 31, 2013 and 2012, and the forfeitures used to reduce Company contributions during the year ended December 31, 2013 were not material.

Participant Notes Receivable

Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loan terms range from one to five years or up to 10 years for the purchase of a primary residence. The $50,000 limit is reduced by the participant's highest outstanding loan balance during the preceding 12-month period. A participant may not have more than one loan outstanding at any point in time. Participants that were formerly enrolled in The Copley Press, Inc. Employees' Savings and Investment Plan were allowed to roll over multiple loans. No additional loans will be made to these participants until

1. Description of Plan (continued)

the rolled over loans are paid in full. The loan bears interest at a rate commensurate with local prevailing rates at the date of issuance as determined quarterly by the plan administrator. Principal and interest are paid ratably through biweekly or semimonthly payroll deductions. If a participant terminates employment with the Company, they may continue to make loan payments through a preauthorized check agreement. If the loan is not repaid, it becomes immediately due and payable and will automatically be treated as a distribution to the participant when required by the Code.

Payment of Benefits

Upon separation from service with the Company due to death, disability, retirement, or termination, a participant whose vested account balance exceeds $1,000 may elect to receive either a lump sum or may elect installment payments. A participant whose vested account balance is $1,000 or less and has not commenced receiving installment payments will automatically receive a lump-sum distribution equal to their vested account balance.

In-service withdrawals are available in certain limited circumstances, as defined by the Plan. Hardship withdrawals are allowed for participants incurring an immediate and heavy financial need, as defined by the Plan. Hardship withdrawals are strictly regulated by the Internal Revenue Service (the IRS) and a participant must exhaust all available loan options and available distributions prior to requesting a hardship withdrawal.

Administrative Expenses

The Plan's administrative expenses are paid by either the Plan or the Company, as provided by the Plan's provisions. Administrative expenses paid by the Plan include recordkeeping and trustee fees. Expenses relating to purchases, sales, or transfers of the Plan's investments are charged to the particular investment fund to which the expenses relate. All other administrative expenses of the Plan are paid by the Company.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event the Plan terminates, participants will become 100% vested in their accounts.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States (U.S. GAAP) requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes and supplemental schedule. Actual results could differ from those estimates.

Payment of Benefits

Benefits are recorded when paid.

Notes Receivable From Participants

Notes receivable from participants represent participant loans that are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2013 or 2012. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be a distribution, the participant loan balance is reduced and a benefit payment is recorded.

Investment Valuation and Income Recognition

Investments held by the Plan are stated at fair value using the market approach. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). See Note 4 for further discussion and disclosures related to fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as earned. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

2. Summary of Significant Accounting Policies (continued)

Subsequent Events

Management evaluated events and transactions occurring subsequent to December 31, 2013, through the date these financial statements were available to be issued, October 14, 2014.

3. Investments

Individual investments that represent 5% or more of the Plan's net assets available for benefits are as follows:

	December 31	
	2013	**2012**
Fidelity Retirement Money Market	**$ –**	$ 4,701,620
Fidelity Freedom 2015	**–**	2,057,027
Fidelity Freedom 2020	**–**	2,409,785
Fidelity Freedom 2025	**–**	3,580,028
Fidelity Freedom 2035	**–**	2,095,671
Pimco Total Return International	**–**	4,816,388
Amana Growth	**–**	2,870,131
Vanguard 500 Index SIG	**–**	4,581,199
Wells Fargo Advantage Cash Inv Money Market I	**4,581,032**	–
Pimco Total Return D	**5,192,372**	–
Brown Advisory Growth Equity A	**4,191,238**	–
Vanguard 500 Index/Signal	**5,720,946**	–
Harbor Large Cap Value FD	**3,557,963**	–
Thornburg International Value R4	**3,563,580**	–
Hartford Mid-Cap Y	**2,948,860**	–

All investment information disclosed in the accompanying financial statements and supplemental schedule, including investments held as of December 31, 2013 and 2012, and the net appreciation in the fair value of investments, interest, and dividends for the year ended December 31, 2013, was obtained or derived from information provided to the plan administrator and certified as complete and accurate by Fidelity Management Trust Company, the trustee of the Plan through August 26, 2013 and Wells Fargo Bank, N.A., the trustee of the Plan from August 26, 2013 through year-end.

4. Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e., an exit price). The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3).

Assets and liabilities measured at fair value are categorized into the following fair value hierarchy:

Level 1 – Fair value is based on unadjusted quoted prices for identical assets or liabilities in an active market that the Plan has the ability to access at the measurement date.

Level 2 – Fair value is based on quoted prices in markets that are not active, quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the asset or liability.

Level 3 – Fair value is based on prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable. These inputs reflect management's judgment about the assumptions that a market participant would use in pricing the investment and are based on the best available information, some of which may be internally developed.

The level in the fair value hierarchy within which the fair value measurement is classified is determined based on the lowest level input that is significant to the fair value measurement in its entirety.

Mutual and money market funds are valued at quoted market prices that represent the net asset value of shares held at year-end.

The pooled fund investment is valued at its net asset value based on the fair value of the underlying assets that consist of U.S. securities.

4. Fair Value Measurements (continued)

The following tables set forth by level, within the fair value hierarchy, the Plan's assets carried at fair value.

	Assets at Fair Value as of December 31, 2013			
	Level 1	**Level 2**	**Level 3**	**Total**
Money market fund	**$ 4,581,032**	**$ –**	**$ –**	**$ 4,581,032**
Mutual funds:				
U.S. equities	**26,757,067**	**–**	**–**	**26,757,067**
U.S. balanced	**141,212**	**–**	**–**	**141,212**
U.S. fixed income	**5,507,638**	**–**	**–**	**5,507,638**
International fixed income	**3,414,042**	**–**	**–**	**3,414,042**
International equities	**320,047**	**–**	**–**	**320,047**
Pooled fund:				
U.S. equities	**–**	**944,565**	**–**	**944,565**
Total assets at fair value	**$ 40,721,038**	**$ 944,565**	**$ –**	**$ 41,665,603**

	Assets at Fair Value as of December 31, 2012			
	Level 1	**Level 2**	**Level 3**	**Total**
Money market fund	$ 4,701,620	$ –	$ –	$ 4,701,620
Mutual funds:				
U.S. equities	12,827,388	–	–	12,827,388
U.S. balanced	14,358,998	–	–	14,358,998
U.S. fixed income	4,984,475	–	–	4,984,475
International fixed income	508,008	–	–	508,008
International equities	2,137,104	–	–	2,137,104
Total assets at fair value	$ 39,517,593	$ –	$ –	$ 39,517,593

5. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market volatility, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

6. Tax Status

The underlying nonstandardized prototype plan has received an advisory letter from the IRS dated March 31, 2008, stating that the form of the plan is qualified under Section 401 of the Code and, therefore, the related trust is tax exempt. In accordance with Revenue Procedures 2013-6 and 2011-49, the plan administrator has determined that it is eligible to and has chosen to rely on the current IRS prototype plan opinion letter. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The plan administrator has indicated that it will take the necessary steps, if any, to bring the Plan's operations into compliance with the Code.

The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2010.

7. Party-in-Interest Transactions

The Plan holds shares of mutual funds managed by an affiliate of Wells Fargo Bank, N.A. the trustee of the Plan. These transactions qualify as party-in-interest transactions; however, they are exempt from the prohibited transactions rules under ERISA.

8. Subsequent Events

Management evaluated events and transactions occurring subsequent to December 31, 2013, through the date these financial statements were available to be issued, October 14, 2014. Effective January 1, 2014, the Company suspended its discretionary matching contribution.

Supplemental Schedule

The San Diego Union-Tribune, LLC Savings and Investment Plan

EIN #26-4538894 Plan #002

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2013

	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investments Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
*	Wells Fargo	Advantage Cash Inv Money Market I	**	$ 4,581,032
	Pimco	Pimco Unconstrained Bond A	**	55,341
	Pimco	Pimco Total Return D	**	5,192,372
	MFS Emerging Markets Debt R3	MFS Emerging Markets Debt R3	**	1,587,573
	Neuberger Berman	Hi Income Bond A	**	139,527
	Loomis Sayles	Bond/Institutional	**	120,398
	Templeton Global Bond Adv	Templeton Global Bond Adv	**	1,826,469
	FPA Crescent	FPA Crescent	**	141,212
	Fsquared	Alpha Sector US Equity Cl 1	**	944,565
	Franklin	International Small Cap Growth-Adv	**	218,008
	Harbor	Large Cap Value FD	**	3,557,963
	Touchstone	Emerging Markets Equity Inst	**	1,604,635
	Thornburg	International Value R4	**	3,563,580
	Touchstone Small Cap Core Y	Small Cap Core Y	**	1,494,889
	WHV International Equity A	International Equity A	**	102,039
	Hartford	Mid-Cap Y	**	2,948,860
	RidgeWorth	Mid-Cap Value Equity I	**	1,115,166
	Brown Advisory	Growth Equity A	**	4,191,238
	Vanguard	500 Index/Signal	**	5,720,946
	Prudential Jennison	Jennison Natural Resources A	**	1,649,331
	Nuveen	Real Estate Securities Fund I	**	506,095
	BMO	Small Cap Growth I	**	404,364
*	Participant notes receivable	Varying maturity dates with interest rates ranging from 4.25% to 9.25%		874,626
				$ 42,540,229

* Party in interest as defined by ERISA

** Participant-directed investment, cost not required

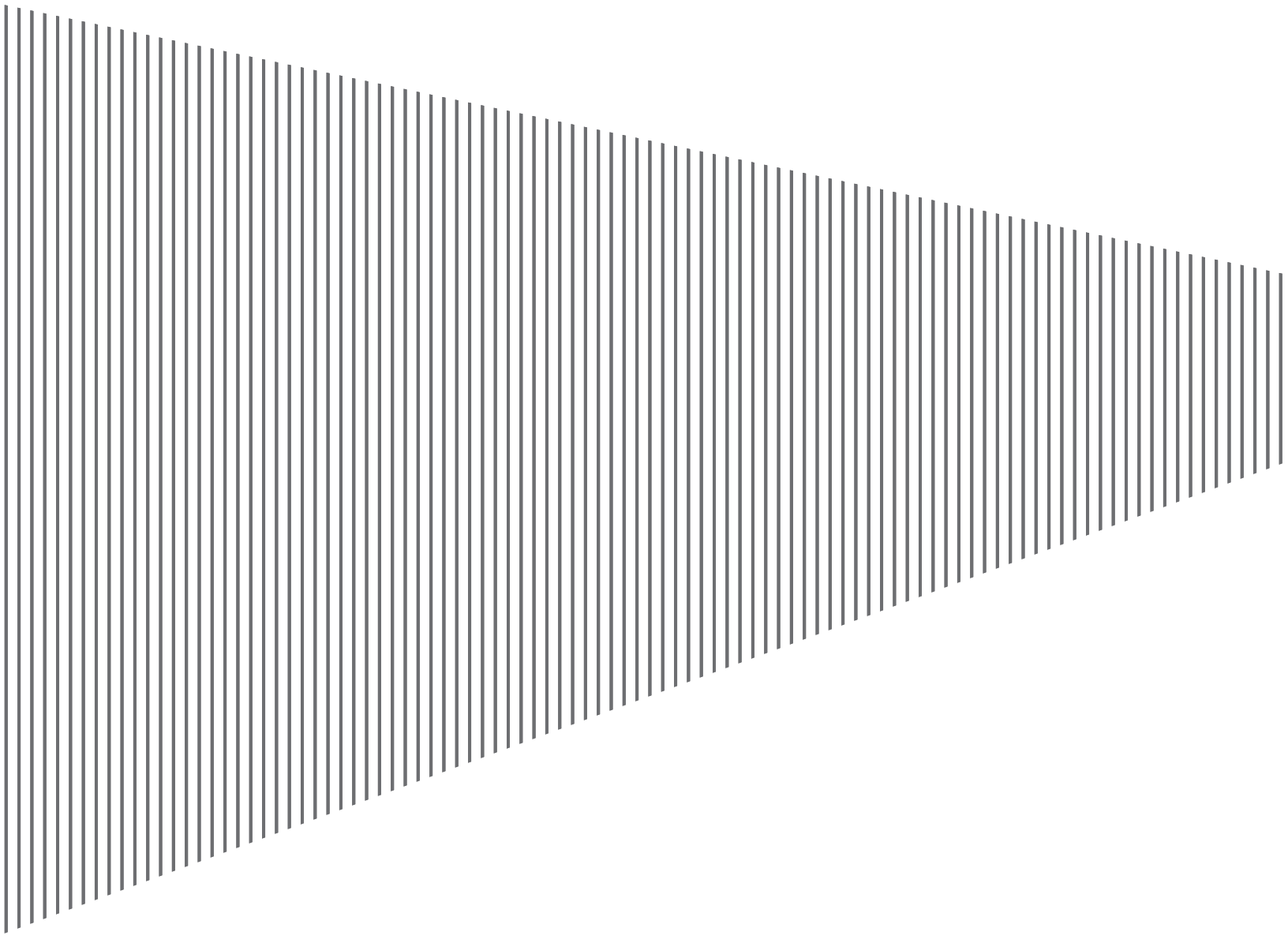
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WORK IS FOR PEOPLE WHO DON'T SURF

Important retirement plan changes coming soon!



July 2013

Exciting changes are coming to the San Diego Union-Tribune, LLC Savings and Investment Plan. We recently selected Wells Fargo Institutional Retirement and Trust to be the new service provider for the 401(k) plan. If you have an account balance in the 401(k) plan, your account will automatically transfer to Wells Fargo.

This communication explains what you can expect during the transition to Wells Fargo and actions you may want to take. Information that will be covered includes:

- Important account blackout information
- How your existing account balances and investment selections will transfer to new funds
- Plan highlights
- Account access information
- The transition calendar and important dates

During the transition access to your account will be limited. Please read this communication carefully to fully understand key dates and how they may impact your account.

IMPORTANT NOTICE CONCERNING YOUR RIGHTS UNDER THE SAN DIEGO UNION-TRIBUNE, LLC SAVINGS AND INVESTMENT PLAN

This notice is to inform you that, as previously mentioned, the U-T San Diego 401(k) Plan will be changing recordkeepers from Fidelity Investments to Wells Fargo Institutional Retirement and Trust.

As a result of the change in recordkeepers, you temporarily will be unable to direct or diversify investments in your individual account, or obtain a loan, withdrawal, or distribution from the plan. This period, during which you will be unable to exercise these rights otherwise available under the plan, is called a "blackout period." Whether or not you are planning retirement in the near future, we encourage you to carefully consider how this blackout period may affect your retirement planning, as well as your overall financial plan.

The blackout period for the plan is expected to begin at 1:00 p.m. Pacific Time on August 26, 2013 and end during the week of September 8, 2013. During this time you can determine whether the blackout period has started or ended by contacting Human Resources at 619-293-1125. You will also receive a communication when the blackout period has ended.

During the blackout period you will be unable to direct or diversify the assets held in your plan account. For this reason, it is very important that you review and consider the appropriateness of your current investments in light of your inability to direct or diversify those investments during the blackout period. For your long-term retirement security, you should give careful consideration to the importance of a well-balanced and diversified investment portfolio, taking into account all your assets, income, and investments.

If you have questions after reading this communication, please contact Human Resources at 619-293-1125.

U-T San Diego

TRANSFER OF ACCOUNT BALANCES

When the plan transitions to Wells Fargo, some of the funds you are currently invested in will remain the same while others will transfer to new funds, as detailed in this communication. Please note that both your current account balance and future contributions will be invested in the funds.

If you want to change the way your existing balance and future contributions will transfer to the new investment options contact Fidelity Investments at **1-800-835-5097** or **www.401k.com** by 1:00 p.m. Pacific Time on August 26, 2013. If you are satisfied with how your account balances will be transferred, no action is required.

NEW FUND LINE UP

The chart below shows how current balances will transfer to new funds with Wells Fargo. For more information about these funds you can review the fund comparison table included with this communication and/or obtain a current prospectus by contacting the fund companies.

Current funds		Will automatically transfer to new funds	Asset class of new fund
Target date funds/Model Portfolio options[1]			
Fidelity Freedom Income	➤	U-T San Diego Conservative Model	Balanced/Lifestyle
Fidelity Freedom 2000	➤	U-T San Diego Conservative Model	Balanced/Lifestyle
Fidelity Freedom 2005	➤	U-T San Diego Moderate Conservative Model	Balanced/Lifestyle
Fidelity Freedom 2010	➤	U-T San Diego Moderate Conservative Model	Balanced/Lifestyle
Fidelity Freedom 2015	➤	U-T San Diego Moderate Model	Balanced/Lifestyle
Fidelity Freedom 2020	➤	U-T San Diego Moderate Model	Balanced/Lifestyle
Fidelity Freedom 2025	➤	U-T San Diego Moderate Model	Balanced/Lifestyle
Fidelity Freedom 2030	➤	U-T San Diego Growth Model	Balanced/Lifestyle
Fidelity Freedom 2035	➤	U-T San Diego Growth Model	Balanced/Lifestyle
Fidelity Freedom 2040	➤	U-T San Diego Growth Model	Balanced/Lifestyle
Fidelity Freedom 2045	➤	U-T San Diego Growth Model	Balanced/Lifestyle
Fidelity Freedom 2050	➤	U-T San Diego Growth Model	Balanced/Lifestyle
	NEW	U-T San Diego Aggressive Model	Balanced/Lifestyle
Individual funds:			
Fidelity FMMT Retirement Money Market	➤	Wells Fargo Cash Investment Money Market Instl	Stable Value/Money Market
Loomis Sayles Bond Instl	➤	Loomis Sayles Bond Instl	Bond
PIMCO Total Return Instl	➤	PIMCO Total Return D	Bond
	NEW	PIMCO Unconstrained Bond A	Bond
Neuberger Berman High Income Bond Instl	➤	Neuberger Berman High Income Bond A	Bond
Templeton Global Bond Adv	➤	Templeton Global Bond Adv	Bond
MFS Emerging Markets Debt R4	➤	MFS Emerging Markets Debt R3	Bond
Oakmark Equity & Income I	➤	FPA Crescent	Balanced/Lifestyle
Wasatch Large Cap Value Investor	➤	Harbor Large Cap Value Instl	Stock – large value
Vanguard 500 Index Signal	➤	Vanguard 500 Index Signal	Stock – large blend
	NEW	Reliance Trust AlphaSector Prelium Fund Cl I	Stock – large blend
Amana Growth	➤	Brown Advisory Growth Equity Adv	Stock – large growth
RidgeWorth Mid-Cap Value Equity I	➤	RidgeWorth Mid-Cap Value Equity I	Stock – mid value
Hartford Midcap Y	➤	Hartford Midcap Y	Stock – mid growth
Touchstone Small Cap Core Inst	➤	Touchstone Small Cap Core Y	Stock – small blend
BMO Small-Cap Growth Y	➤	BMO Small-Cap Growth I	Stock – small growth
Thornburg International Value R5	➤	Thornburg International Value R4	Stock – foreign large blend
Driehaus International Small Cap Growth	➤	Franklin Intl Small Cap Growth Adv	Stock – foreign small-mid blend
WHV International Equity A	➤	WHV International Equity A	Stock – foreign large blend
Touchstone Emerging Markets Equity Inst	➤	Touchstone Emerging Markets Equity Inst	Stock – diversified emerging markets
Nuveen Real Estate Securities I	➤	Nuveen Real Estate Securities I	Stock – real estate
Prudential Jennison Natural Resources A	➤	Prudential Jennison Natural Resources A	Stock – natural resources

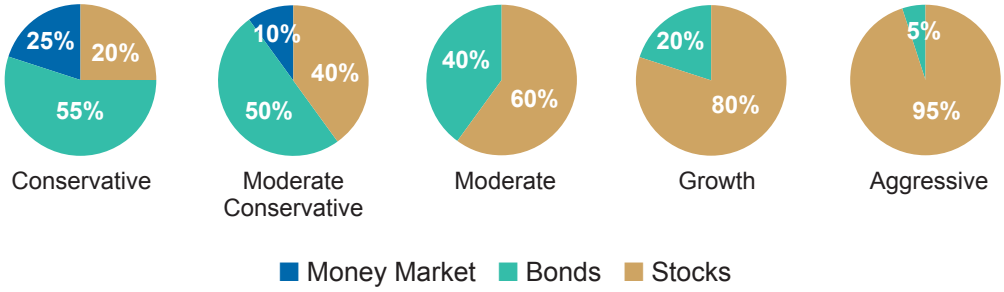
The fund array design above is for illustration purposes only. It's not intended to show actual risk and return of different asset class categories or specific funds. Investment in mutual funds is subject to risk, including the possible loss of principal. This may cause the value of the investment and the investment return to fluctuate. When the investment is sold, the value may be higher or lower than the amount originally invested.

MODEL PORTFOLIOS[1]

One important thing you can do to help prepare for retirement now, is to diversify your account across a range of asset classes and investment styles. Sometimes choosing a mix of funds that match your investor style and monitoring your asset allocation over time can be a challenge. That's why the U-T San Diego is excited to offer Model Portfolios as a new feature in the 401(k) plan.

WHAT ARE MODEL PORTFOLIOS?

- **A diversified asset allocation portfolio.** Many experts believe that asset allocation, rather than individual fund selection, is one of the most important factors in determining investment returns over time. With model portfolios, investment professionals create asset allocation portfolios using the funds available in your retirement plan. You invest your account in the portfolio that most closely matches your investor type — conservative, moderate conservative, moderate, growth, or aggressive.
- **Automatic portfolio rebalancing.** Your model portfolio will be rebalanced back to its target asset allocation, as shown below, on April 1 of each year. This means you won't need to adjust your asset allocation as your investments change in value — it's all done for you.
- **Convenient and easy.** If your risk tolerance or time frame to retirement changes, you can easily change to a different portfolio that more closely matches your new circumstances.



PLAN HIGHLIGHTS

Generous company matching contributions: One of the benefits to participating in the 401(k) plan is the matching contributions. The U-T San Diego contributes $0.50 for every $1 you contribute to the plan, up to 6% of your salary. Make sure you take full advantage of this great benefit.

Eligibility: Part-time and full-time employees are immediately eligible to join the plan.

Automatic enrollment and contribution increases: The plan offers automatic enrollment and all newly eligible employees are automatically enrolled at a contribution rate of 4% of their salary, unless they choose not to participate or select a different contribution rate. In addition, their contribution rate will automatically increase by 1% each year or until they reach a contribution rate of 10%. Contributions will be invested 100% in the U-T San Diego Moderate Model Portfolio, unless they make a different investment election. Newly eligible employees will receive information in the mail, providing more details about automatic enrollment and the investment options offered in the plan.

We want to make it easy for all eligible employees to participate in the 401(k) plan, so we are taking this opportunity to enroll all eligible employees who are currently not participating in the plan.

On November 1, 2013, all eligible employees who are not participating (are at 0% contribution rate) will be automatically enrolled in the plan at a contribution rate of 4% of salary. Contributions will be invested 100% in the U-T San Diego Moderate Model Portfolio. While the enrollment will be automatic, eligible participants will have at least 30 days to:

- Change their contribution rate,
- Direct contributions to other investment options available in the plan, or
- Decline participation in the plan

UPCOMING EMPLOYEE INFORMATION SESSIONS

Employee meetings will be held where a representative from Wells Fargo will discuss the plan features, account access, and answer any questions you may have. Mark your calendars with the following dates:

- September 18 and 20, 2013.

More information about these sessions will be coming soon.

ACCOUNT ACCESS

When the transition is completed, which is expected to happen the week of September 8, 2013, you will receive information on how to access your account through the Wells Fargo Retirement Plan Website and the Retirement Service Center.

IMPORTANT DATES TO REMEMBER

Date	Event	What it means to you
August 26, 2013	Blackout period begins	Before the blackout period begins is your last chance to access your account through Fidelity Investments at **1-800-835-5097** or **www.401k.com** to: • Enroll in the plan • Change your contribution rate • Request an in-service withdrawal • Request a new loan • Payoff a loan • Request a hardship withdrawal • Change your investment selections • Perform account transactions • Request a distribution
August 27, 2013	Account balance transfers	Your account balance is transferred to Wells Fargo and automatically invested in funds, as explained in this communication. If you have an outstanding loan balance, it will also transfer to Wells Fargo at this time.
Week of September 8, 2013	Blackout period expected to end	Access to your account is available. You can view your account balance and perform account transactions. If you are eligible, but not contributing, you can now enroll in the plan.
November 1, 2013	Automatic enrollment of non-contributing eligible participants	Non-contributing eligible participants will be enrolled at 4% of salary, with contributions invested 100% in the U-T San Diego Moderate Model Portfolio, unless they elect to: • Change their contribution rate • Change contributions to other investment options available in the plan, or • Decline participation in the plan
October 2013	First account statement from Wells Fargo	Your first account statement from Wells Fargo will be mailed to your home and will show activity from August 27, 2013 to September 30, 2013.

Recordkeeping, trustee, and/or custody services are provided by Wells Fargo Institutional Retirement and Trust, a business unit of Wells Fargo Bank, N.A. The information contained herein and any information provided by employees and representatives of Wells Fargo Bank is for educational purposes only and does not constitute investment, financial, tax, or legal advice. Further, this information is general in nature and is not intended to address the particular needs of any specific plan.

Fund information contained herein is obtained from reliable sources, including the mutual fund companies, but is not guaranteed by Wells Fargo as to completeness or accuracy. Wells Fargo shall not be liable for any errors in content or for any actions taken in reliance thereon. An investor should consider the funds' investment objectives, risks, charges and expenses carefully before investing or sending money. This and other important information about the investment company can be found in the fund prospectus. To obtain a copy of the prospectus, please contact the fund company. Please read the prospectus carefully before investing.

[1] These pre-mix portfolios are designed by Shepherd Kaplan for the U-T San Diego 401(k) Plan. The portfolios use an array of mutual fund investment options available in the plan. Wells Fargo Bank, N.A., as the directed trustee, does not select the investment fund options available in the plan. Wells Fargo Bank, N.A. is not affiliated with Shepherd Kaplan. Each year, as directed by Shepherd Kaplan, accounts invested in a model portfolio will be rebalanced to that portfolio's original asset allocations if the portfolio has deviated beyond a specified range. Wells Fargo will not make any decisions or recommendations about the advisability of changing or retaining the investment options available in your plan and has no responsibility or authority to do so. Those decisions are the responsibility of the plan fiduciary who is responsible for selecting the investment fund options in your plan.

Investments in retirement plans

NOT FDIC INSURED • NO BANK GUARANTEE • MAY LOSE VALUE

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Financial Statements and Supplemental Schedule

The San Diego Union-Tribune, LLC Savings and Investment Plan
Year Ended December 31, 2013
With Report of Independent Auditors

Ernst & Young LLP



Building a better working world

The San Diego Union-Tribune, LLC Savings and Investment Plan

Financial Statements and Supplemental Schedule

Year Ended December 31, 2013

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Building a better working world

Report of Independent Auditors

The Plan Committee
The San Diego Union-Tribune, LLC Savings and Investment Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of The San Diego Union-Tribune, LLC Savings and Investment Plan, which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

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 certified investment information described in Note 3, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the entities that certified the investment information meet the requirements of 29 CFR 2520.103-8. The plan administrator has obtained certifications as of December 31, 2013 and 2012, and for the year ended December 31, 2013, stating that the investment information provided to the plan administrator is complete and accurate.

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Disclaimer of Opinion on Financial Statements

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Disclaimer of Opinion on Supplemental Schedule

The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2013, is presented for purposes of additional analysis and is not a required part of the 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. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

Report on Compliance of Form and Content With Department of Labor's Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the certified investment information, have been audited by us in accordance with auditing standards generally accepted in the United States 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.

Ernst & Young LLP

October 14, 2014

A member firm of Ernst & Young Global Limited

The San Diego Union-Tribune, LLC Savings and Investment Plan

Statements of Net Assets Available for Benefits

	December 31	
	2013	**2012**
Assets		
Investments, at fair value	**$ 41,665,603**	$ 39,517,593
Participant notes receivable	**874,626**	893,744
Contribution receivables:		
Employer	**43,578**	68,451
Participants	**142,274**	107,416
	185,852	175,867
Total assets	**42,726,081**	40,587,204
Net assets available for benefits	**$ 42,726,081**	$ 40,587,204

See accompanying notes.

The San Diego Union-Tribune, LLC Savings and Investment Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2013

Additions	
Investment income:	
Net appreciation in fair value of mutual fund investments	$ 5,697,099
Interest and dividends	539,258
	6,236,357
Interest income on participant notes receivable	43,256
Contributions:	
Rollover	440,438
Participants	2,820,641
Employer	825,847
	4,086,926
Total additions	10,366,539
Deductions	
Benefit payments	8,204,762
Administrative expenses	22,900
Total deductions	8,227,662
Net increase	2,138,877
Net assets available for benefits:	
Beginning of year	40,587,204
End of year	$ 42,726,081

See accompanying notes.

The San Diego Union-Tribune, LLC Savings and Investment Plan

Notes to Financial Statements

December 31, 2013

1. Description of Plan

The following description of The San Diego Union-Tribune, LLC Savings and Investment Plan (the Plan) provides general information about the Plan's provisions. The San Diego Union-Tribune, LLC (the Company) is the plan sponsor. Participants should refer to the plan document and summary plan description for a more complete description of the Plan's provisions, copies of which may be obtained from the plan sponsor.

General

The Plan is a defined contribution plan covering substantially all employees of the Company. Eligible participants are automatically enrolled in the Plan unless they affirmatively decline to participate.

The San Diego Union-Tribune, LLC Plan Committee (the Committee) is responsible for the general administration of the Plan. Fidelity Management Trust Company was the trustee of the Plan for the period January 1, 2013 through August 26, 2013. Wells Fargo Bank, N.A. became the trustee of the Plan effective August 26, 2013. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Contributions

Each year, participants may contribute up to 50% of pretax annual compensation, as defined in the Plan. Participants may also contribute amounts representing distributions from other qualified plans. If automatically enrolled, a participant's deferral is set at 4% of eligible compensation and is automatically increased by 1% each year on May 1, up to 10% or until changed by the participant. Participants who have attained age 50 before the end of the year are eligible to make catch-up contributions. The Plan allows for a discretionary employer-matching contribution which, for 2013, was 50% of the participants' contributions on the first 6% of the participants' compensation. All contributions are subject to certain limitations of the Internal Revenue Code (the Code).

Participants direct their elective contributions into various investment options offered by the Plan and can change their investment options on a daily basis. If a participant is automatically enrolled, their contributions are invested in the applicable life cycle fund based on the participant's age until the participant changes their election. The Company's contributions are allocated in the same manner as that of the participant's elective contributions.

1. Description of Plan (continued)

Participant Accounts

Each participant's account is credited with the participant's contributions and the Company's matching contributions and allocations of Plan earnings, and is charged with an allocation of administrative expenses. Plan earnings are allocated based on the participant's share of the net earnings or losses of their respective elected investment options. Allocations of administrative expenses are based on the participant's account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's matching contributions is based on years of continuous service. A participant is 100% vested after five years of credited service. Participants that were formerly participants in The Copley Press Inc. Employees' Savings and Investment Plan effective May 7, 2009, are 100% vested in all contributions.

Forfeitures

Upon termination of employment, participants forfeit their non-vested balances. If a participant is rehired within a five-year period, the forfeited contributions are reinstated. Forfeited balances of terminated participants' non-vested accounts are used to reduce future Company contributions. The forfeiture balance at December 31, 2013 and 2012, and the forfeitures used to reduce Company contributions during the year ended December 31, 2013 were not material.

Participant Notes Receivable

Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loan terms range from one to five years or up to 10 years for the purchase of a primary residence. The $50,000 limit is reduced by the participant's highest outstanding loan balance during the preceding 12-month period. A participant may not have more than one loan outstanding at any point in time. Participants that were formerly enrolled in The Copley Press, Inc. Employees' Savings and Investment Plan were allowed to roll over multiple loans. No additional loans will be made to these participants until

1. Description of Plan (continued)

the rolled over loans are paid in full. The loan bears interest at a rate commensurate with local prevailing rates at the date of issuance as determined quarterly by the plan administrator. Principal and interest are paid ratably through biweekly or semimonthly payroll deductions. If a participant terminates employment with the Company, they may continue to make loan payments through a preauthorized check agreement. If the loan is not repaid, it becomes immediately due and payable and will automatically be treated as a distribution to the participant when required by the Code.

Payment of Benefits

Upon separation from service with the Company due to death, disability, retirement, or termination, a participant whose vested account balance exceeds $1,000 may elect to receive either a lump sum or may elect installment payments. A participant whose vested account balance is $1,000 or less and has not commenced receiving installment payments will automatically receive a lump-sum distribution equal to their vested account balance.

In-service withdrawals are available in certain limited circumstances, as defined by the Plan. Hardship withdrawals are allowed for participants incurring an immediate and heavy financial need, as defined by the Plan. Hardship withdrawals are strictly regulated by the Internal Revenue Service (the IRS) and a participant must exhaust all available loan options and available distributions prior to requesting a hardship withdrawal.

Administrative Expenses

The Plan's administrative expenses are paid by either the Plan or the Company, as provided by the Plan's provisions. Administrative expenses paid by the Plan include recordkeeping and trustee fees. Expenses relating to purchases, sales, or transfers of the Plan's investments are charged to the particular investment fund to which the expenses relate. All other administrative expenses of the Plan are paid by the Company.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event the Plan terminates, participants will become 100% vested in their accounts.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States (U.S. GAAP) requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes and supplemental schedule. Actual results could differ from those estimates.

Payment of Benefits

Benefits are recorded when paid.

Notes Receivable From Participants

Notes receivable from participants represent participant loans that are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2013 or 2012. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be a distribution, the participant loan balance is reduced and a benefit payment is recorded.

Investment Valuation and Income Recognition

Investments held by the Plan are stated at fair value using the market approach. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). See Note 4 for further discussion and disclosures related to fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as earned. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

2. Summary of Significant Accounting Policies (continued)

Subsequent Events

Management evaluated events and transactions occurring subsequent to December 31, 2013, through the date these financial statements were available to be issued, October 14, 2014.

3. Investments

Individual investments that represent 5% or more of the Plan's net assets available for benefits are as follows:

	December 31	
	2013	**2012**
Fidelity Retirement Money Market	**$ –**	$ 4,701,620
Fidelity Freedom 2015	**–**	2,057,027
Fidelity Freedom 2020	**–**	2,409,785
Fidelity Freedom 2025	**–**	3,580,028
Fidelity Freedom 2035	**–**	2,095,671
Pimco Total Return International	**–**	4,816,388
Amana Growth	**–**	2,870,131
Vanguard 500 Index SIG	**–**	4,581,199
Wells Fargo Advantage Cash Inv Money Market I	**4,581,032**	–
Pimco Total Return D	**5,192,372**	–
Brown Advisory Growth Equity A	**4,191,238**	–
Vanguard 500 Index/Signal	**5,720,946**	–
Harbor Large Cap Value FD	**3,557,963**	–
Thornburg International Value R4	**3,563,580**	–
Hartford Mid-Cap Y	**2,948,860**	–

All investment information disclosed in the accompanying financial statements and supplemental schedule, including investments held as of December 31, 2013 and 2012, and the net appreciation in the fair value of investments, interest, and dividends for the year ended December 31, 2013, was obtained or derived from information provided to the plan administrator and certified as complete and accurate by Fidelity Management Trust Company, the trustee of the Plan through August 26, 2013 and Wells Fargo Bank, N.A., the trustee of the Plan from August 26, 2013 through year-end.

4. Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e., an exit price). The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3).

Assets and liabilities measured at fair value are categorized into the following fair value hierarchy:

Level 1 – Fair value is based on unadjusted quoted prices for identical assets or liabilities in an active market that the Plan has the ability to access at the measurement date.

Level 2 – Fair value is based on quoted prices in markets that are not active, quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the asset or liability.

Level 3 – Fair value is based on prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable. These inputs reflect management's judgment about the assumptions that a market participant would use in pricing the investment and are based on the best available information, some of which may be internally developed.

The level in the fair value hierarchy within which the fair value measurement is classified is determined based on the lowest level input that is significant to the fair value measurement in its entirety.

Mutual and money market funds are valued at quoted market prices that represent the net asset value of shares held at year-end.

The pooled fund investment is valued at its net asset value based on the fair value of the underlying assets that consist of U.S. securities.

4. Fair Value Measurements (continued)

The following tables set forth by level, within the fair value hierarchy, the Plan's assets carried at fair value.

	Assets at Fair Value as of December 31, 2013			
	Level 1	**Level 2**	**Level 3**	**Total**
Money market fund	**$ 4,581,032**	**$ –**	**$ –**	**$ 4,581,032**
Mutual funds:				
U.S. equities	**26,757,067**	**–**	**–**	**26,757,067**
U.S. balanced	**141,212**	**–**	**–**	**141,212**
U.S. fixed income	**5,507,638**	**–**	**–**	**5,507,638**
International fixed income	**3,414,042**	**–**	**–**	**3,414,042**
International equities	**320,047**	**–**	**–**	**320,047**
Pooled fund:				
U.S. equities	**–**	**944,565**	**–**	**944,565**
Total assets at fair value	**$ 40,721,038**	**$ 944,565**	**$ –**	**$ 41,665,603**

	Assets at Fair Value as of December 31, 2012			
	Level 1	**Level 2**	**Level 3**	**Total**
Money market fund	$ 4,701,620	$ –	$ –	$ 4,701,620
Mutual funds:				
U.S. equities	12,827,388	–	–	12,827,388
U.S. balanced	14,358,998	–	–	14,358,998
U.S. fixed income	4,984,475	–	–	4,984,475
International fixed income	508,008	–	–	508,008
International equities	2,137,104	–	–	2,137,104
Total assets at fair value	$ 39,517,593	$ –	$ –	$ 39,517,593

5. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market volatility, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

6. Tax Status

The underlying nonstandardized prototype plan has received an advisory letter from the IRS dated March 31, 2008, stating that the form of the plan is qualified under Section 401 of the Code and, therefore, the related trust is tax exempt. In accordance with Revenue Procedures 2013-6 and 2011-49, the plan administrator has determined that it is eligible to and has chosen to rely on the current IRS prototype plan opinion letter. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The plan administrator has indicated that it will take the necessary steps, if any, to bring the Plan's operations into compliance with the Code.

The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2010.

7. Party-in-Interest Transactions

The Plan holds shares of mutual funds managed by an affiliate of Wells Fargo Bank, N.A. the trustee of the Plan. These transactions qualify as party-in-interest transactions; however, they are exempt from the prohibited transactions rules under ERISA.

8. Subsequent Events

Management evaluated events and transactions occurring subsequent to December 31, 2013, through the date these financial statements were available to be issued, October 14, 2014. Effective January 1, 2014, the Company suspended its discretionary matching contribution.

Supplemental Schedule

The San Diego Union-Tribune, LLC Savings and Investment Plan

EIN #26-4538894 Plan #002

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2013

	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investments Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
*	Wells Fargo	Advantage Cash Inv Money Market I	**	$ 4,581,032
	Pimco	Pimco Unconstrained Bond A	**	55,341
	Pimco	Pimco Total Return D	**	5,192,372
	MFS Emerging Markets Debt R3	MFS Emerging Markets Debt R3	**	1,587,573
	Neuberger Berman	Hi Income Bond A	**	139,527
	Loomis Sayles	Bond/Institutional	**	120,398
	Templeton Global Bond Adv	Templeton Global Bond Adv	**	1,826,469
	FPA Crescent	FPA Crescent	**	141,212
	Fsquared	Alpha Sector US Equity Cl 1	**	944,565
	Franklin	International Small Cap Growth-Adv	**	218,008
	Harbor	Large Cap Value FD	**	3,557,963
	Touchstone	Emerging Markets Equity Inst	**	1,604,635
	Thornburg	International Value R4	**	3,563,580
	Touchstone Small Cap Core Y	Small Cap Core Y	**	1,494,889
	WHV International Equity A	International Equity A	**	102,039
	Hartford	Mid-Cap Y	**	2,948,860
	RidgeWorth	Mid-Cap Value Equity I	**	1,115,166
	Brown Advisory	Growth Equity A	**	4,191,238
	Vanguard	500 Index/Signal	**	5,720,946
	Prudential Jennison	Jennison Natural Resources A	**	1,649,331
	Nuveen	Real Estate Securities Fund I	**	506,095
	BMO	Small Cap Growth I	**	404,364
*	Participant notes receivable	Varying maturity dates with interest rates ranging from 4.25% to 9.25%		874,626
				$ 42,540,229

* Party in interest as defined by ERISA

** Participant-directed investment, cost not required

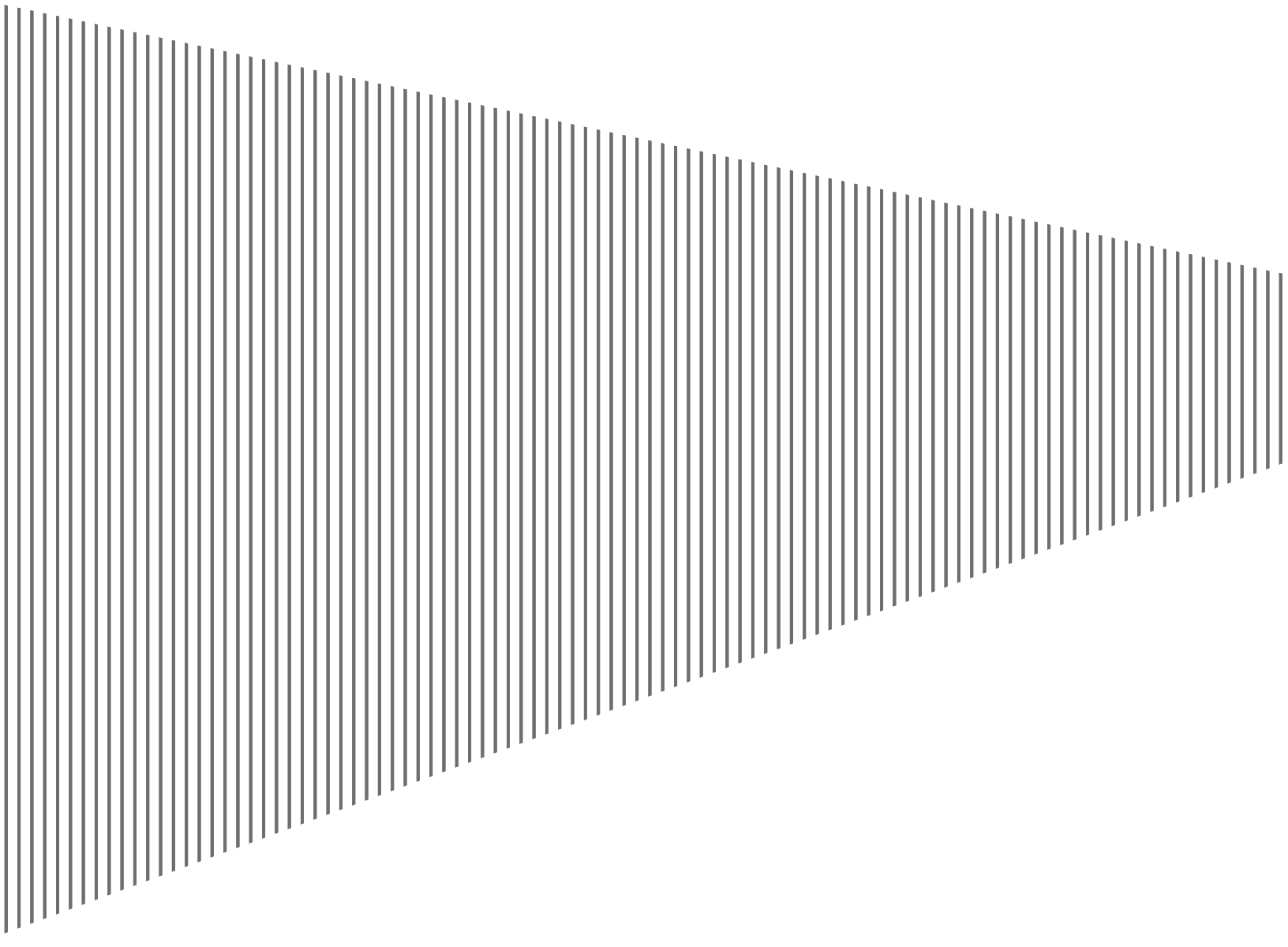
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Financial Statements and Supplemental Schedule

The San Diego Union-Tribune, LLC Savings and Investment Plan
Year Ended December 31, 2013
With Report of Independent Auditors

Ernst & Young LLP



Building a better working world

The San Diego Union-Tribune, LLC Savings and Investment Plan

Financial Statements and Supplemental Schedule

Year Ended December 31, 2013

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Building a better working world

Report of Independent Auditors

The Plan Committee
The San Diego Union-Tribune, LLC Savings and Investment Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of The San Diego Union-Tribune, LLC Savings and Investment Plan, which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

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Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

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 certified investment information described in Note 3, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the entities that certified the investment information meet the requirements of 29 CFR 2520.103-8. The plan administrator has obtained certifications as of December 31, 2013 and 2012, and for the year ended December 31, 2013, stating that the investment information provided to the plan administrator is complete and accurate.

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Disclaimer of Opinion on Financial Statements

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Disclaimer of Opinion on Supplemental Schedule

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Report on Compliance of Form and Content With Department of Labor's Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the certified investment information, have been audited by us in accordance with auditing standards generally accepted in the United States 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.

Ernst & Young LLP

October 14, 2014

A member firm of Ernst & Young Global Limited

The San Diego Union-Tribune, LLC Savings and Investment Plan

Statements of Net Assets Available for Benefits

	December 31	
	2013	**2012**
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The San Diego Union-Tribune, LLC Savings and Investment Plan

Statement of Changes in Net Assets Available for Benefits

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The San Diego Union-Tribune, LLC Savings and Investment Plan

Notes to Financial Statements

December 31, 2013

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The San Diego Union-Tribune, LLC Plan Committee (the Committee) is responsible for the general administration of the Plan. Fidelity Management Trust Company was the trustee of the Plan for the period January 1, 2013 through August 26, 2013. Wells Fargo Bank, N.A. became the trustee of the Plan effective August 26, 2013. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Contributions

Each year, participants may contribute up to 50% of pretax annual compensation, as defined in the Plan. Participants may also contribute amounts representing distributions from other qualified plans. If automatically enrolled, a participant's deferral is set at 4% of eligible compensation and is automatically increased by 1% each year on May 1, up to 10% or until changed by the participant. Participants who have attained age 50 before the end of the year are eligible to make catch-up contributions. The Plan allows for a discretionary employer-matching contribution which, for 2013, was 50% of the participants' contributions on the first 6% of the participants' compensation. All contributions are subject to certain limitations of the Internal Revenue Code (the Code).

Participants direct their elective contributions into various investment options offered by the Plan and can change their investment options on a daily basis. If a participant is automatically enrolled, their contributions are invested in the applicable life cycle fund based on the participant's age until the participant changes their election. The Company's contributions are allocated in the same manner as that of the participant's elective contributions.

1. Description of Plan (continued)

Participant Accounts

Each participant's account is credited with the participant's contributions and the Company's matching contributions and allocations of Plan earnings, and is charged with an allocation of administrative expenses. Plan earnings are allocated based on the participant's share of the net earnings or losses of their respective elected investment options. Allocations of administrative expenses are based on the participant's account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's matching contributions is based on years of continuous service. A participant is 100% vested after five years of credited service. Participants that were formerly participants in The Copley Press Inc. Employees' Savings and Investment Plan effective May 7, 2009, are 100% vested in all contributions.

Forfeitures

Upon termination of employment, participants forfeit their non-vested balances. If a participant is rehired within a five-year period, the forfeited contributions are reinstated. Forfeited balances of terminated participants' non-vested accounts are used to reduce future Company contributions. The forfeiture balance at December 31, 2013 and 2012, and the forfeitures used to reduce Company contributions during the year ended December 31, 2013 were not material.

Participant Notes Receivable

Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loan terms range from one to five years or up to 10 years for the purchase of a primary residence. The $50,000 limit is reduced by the participant's highest outstanding loan balance during the preceding 12-month period. A participant may not have more than one loan outstanding at any point in time. Participants that were formerly enrolled in The Copley Press, Inc. Employees' Savings and Investment Plan were allowed to roll over multiple loans. No additional loans will be made to these participants until

1. Description of Plan (continued)

the rolled over loans are paid in full. The loan bears interest at a rate commensurate with local prevailing rates at the date of issuance as determined quarterly by the plan administrator. Principal and interest are paid ratably through biweekly or semimonthly payroll deductions. If a participant terminates employment with the Company, they may continue to make loan payments through a preauthorized check agreement. If the loan is not repaid, it becomes immediately due and payable and will automatically be treated as a distribution to the participant when required by the Code.

Payment of Benefits

Upon separation from service with the Company due to death, disability, retirement, or termination, a participant whose vested account balance exceeds $1,000 may elect to receive either a lump sum or may elect installment payments. A participant whose vested account balance is $1,000 or less and has not commenced receiving installment payments will automatically receive a lump-sum distribution equal to their vested account balance.

In-service withdrawals are available in certain limited circumstances, as defined by the Plan. Hardship withdrawals are allowed for participants incurring an immediate and heavy financial need, as defined by the Plan. Hardship withdrawals are strictly regulated by the Internal Revenue Service (the IRS) and a participant must exhaust all available loan options and available distributions prior to requesting a hardship withdrawal.

Administrative Expenses

The Plan's administrative expenses are paid by either the Plan or the Company, as provided by the Plan's provisions. Administrative expenses paid by the Plan include recordkeeping and trustee fees. Expenses relating to purchases, sales, or transfers of the Plan's investments are charged to the particular investment fund to which the expenses relate. All other administrative expenses of the Plan are paid by the Company.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event the Plan terminates, participants will become 100% vested in their accounts.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States (U.S. GAAP) requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes and supplemental schedule. Actual results could differ from those estimates.

Payment of Benefits

Benefits are recorded when paid.

Notes Receivable From Participants

Notes receivable from participants represent participant loans that are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2013 or 2012. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be a distribution, the participant loan balance is reduced and a benefit payment is recorded.

Investment Valuation and Income Recognition

Investments held by the Plan are stated at fair value using the market approach. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). See Note 4 for further discussion and disclosures related to fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as earned. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

2. Summary of Significant Accounting Policies (continued)

Subsequent Events

Management evaluated events and transactions occurring subsequent to December 31, 2013, through the date these financial statements were available to be issued, October 14, 2014.

3. Investments

Individual investments that represent 5% or more of the Plan's net assets available for benefits are as follows:

	December 31	
	2013	**2012**
Fidelity Retirement Money Market	**$ –**	$ 4,701,620
Fidelity Freedom 2015	**–**	2,057,027
Fidelity Freedom 2020	**–**	2,409,785
Fidelity Freedom 2025	**–**	3,580,028
Fidelity Freedom 2035	**–**	2,095,671
Pimco Total Return International	**–**	4,816,388
Amana Growth	**–**	2,870,131
Vanguard 500 Index SIG	**–**	4,581,199
Wells Fargo Advantage Cash Inv Money Market I	**4,581,032**	–
Pimco Total Return D	**5,192,372**	–
Brown Advisory Growth Equity A	**4,191,238**	–
Vanguard 500 Index/Signal	**5,720,946**	–
Harbor Large Cap Value FD	**3,557,963**	–
Thornburg International Value R4	**3,563,580**	–
Hartford Mid-Cap Y	**2,948,860**	–

All investment information disclosed in the accompanying financial statements and supplemental schedule, including investments held as of December 31, 2013 and 2012, and the net appreciation in the fair value of investments, interest, and dividends for the year ended December 31, 2013, was obtained or derived from information provided to the plan administrator and certified as complete and accurate by Fidelity Management Trust Company, the trustee of the Plan through August 26, 2013 and Wells Fargo Bank, N.A., the trustee of the Plan from August 26, 2013 through year-end.

4. Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e., an exit price). The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3).

Assets and liabilities measured at fair value are categorized into the following fair value hierarchy:

Level 1 – Fair value is based on unadjusted quoted prices for identical assets or liabilities in an active market that the Plan has the ability to access at the measurement date.

Level 2 – Fair value is based on quoted prices in markets that are not active, quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the asset or liability.

Level 3 – Fair value is based on prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable. These inputs reflect management's judgment about the assumptions that a market participant would use in pricing the investment and are based on the best available information, some of which may be internally developed.

The level in the fair value hierarchy within which the fair value measurement is classified is determined based on the lowest level input that is significant to the fair value measurement in its entirety.

Mutual and money market funds are valued at quoted market prices that represent the net asset value of shares held at year-end.

The pooled fund investment is valued at its net asset value based on the fair value of the underlying assets that consist of U.S. securities.

4. Fair Value Measurements (continued)

The following tables set forth by level, within the fair value hierarchy, the Plan's assets carried at fair value.

	Assets at Fair Value as of December 31, 2013			
	Level 1	**Level 2**	**Level 3**	**Total**
Money market fund	**$ 4,581,032**	**$ –**	**$ –**	**$ 4,581,032**
Mutual funds:				
U.S. equities	**26,757,067**	**–**	**–**	**26,757,067**
U.S. balanced	**141,212**	**–**	**–**	**141,212**
U.S. fixed income	**5,507,638**	**–**	**–**	**5,507,638**
International fixed income	**3,414,042**	**–**	**–**	**3,414,042**
International equities	**320,047**	**–**	**–**	**320,047**
Pooled fund:				
U.S. equities	**–**	**944,565**	**–**	**944,565**
Total assets at fair value	**$ 40,721,038**	**$ 944,565**	**$ –**	**$ 41,665,603**

	Assets at Fair Value as of December 31, 2012			
	Level 1	**Level 2**	**Level 3**	**Total**
Money market fund	$ 4,701,620	$ –	$ –	$ 4,701,620
Mutual funds:				
U.S. equities	12,827,388	–	–	12,827,388
U.S. balanced	14,358,998	–	–	14,358,998
U.S. fixed income	4,984,475	–	–	4,984,475
International fixed income	508,008	–	–	508,008
International equities	2,137,104	–	–	2,137,104
Total assets at fair value	$ 39,517,593	$ –	$ –	$ 39,517,593

5. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market volatility, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

6. Tax Status

The underlying nonstandardized prototype plan has received an advisory letter from the IRS dated March 31, 2008, stating that the form of the plan is qualified under Section 401 of the Code and, therefore, the related trust is tax exempt. In accordance with Revenue Procedures 2013-6 and 2011-49, the plan administrator has determined that it is eligible to and has chosen to rely on the current IRS prototype plan opinion letter. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The plan administrator has indicated that it will take the necessary steps, if any, to bring the Plan's operations into compliance with the Code.

The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2010.

7. Party-in-Interest Transactions

The Plan holds shares of mutual funds managed by an affiliate of Wells Fargo Bank, N.A. the trustee of the Plan. These transactions qualify as party-in-interest transactions; however, they are exempt from the prohibited transactions rules under ERISA.

8. Subsequent Events

Management evaluated events and transactions occurring subsequent to December 31, 2013, through the date these financial statements were available to be issued, October 14, 2014. Effective January 1, 2014, the Company suspended its discretionary matching contribution.

Supplemental Schedule

The San Diego Union-Tribune, LLC Savings and Investment Plan

EIN #26-4538894 Plan #002

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2013

	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investments Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
*	Wells Fargo	Advantage Cash Inv Money Market I	**	$ 4,581,032
	Pimco	Pimco Unconstrained Bond A	**	55,341
	Pimco	Pimco Total Return D	**	5,192,372
	MFS Emerging Markets Debt R3	MFS Emerging Markets Debt R3	**	1,587,573
	Neuberger Berman	Hi Income Bond A	**	139,527
	Loomis Sayles	Bond/Institutional	**	120,398
	Templeton Global Bond Adv	Templeton Global Bond Adv	**	1,826,469
	FPA Crescent	FPA Crescent	**	141,212
	Fsquared	Alpha Sector US Equity Cl 1	**	944,565
	Franklin	International Small Cap Growth-Adv	**	218,008
	Harbor	Large Cap Value FD	**	3,557,963
	Touchstone	Emerging Markets Equity Inst	**	1,604,635
	Thornburg	International Value R4	**	3,563,580
	Touchstone Small Cap Core Y	Small Cap Core Y	**	1,494,889
	WHV International Equity A	International Equity A	**	102,039
	Hartford	Mid-Cap Y	**	2,948,860
	RidgeWorth	Mid-Cap Value Equity I	**	1,115,166
	Brown Advisory	Growth Equity A	**	4,191,238
	Vanguard	500 Index/Signal	**	5,720,946
	Prudential Jennison	Jennison Natural Resources A	**	1,649,331
	Nuveen	Real Estate Securities Fund I	**	506,095
	BMO	Small Cap Growth I	**	404,364
*	Participant notes receivable	Varying maturity dates with interest rates ranging from 4.25% to 9.25%		874,626
				$ 42,540,229

* Party in interest as defined by ERISA

** Participant-directed investment, cost not required

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