

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

TRIBUNE COMPANY, et al.,<sup>1</sup>

Debtors.

Chapter 11

Case No. 08-13141 (KJC)

Jointly Administered

**AFFIDAVIT OF ORDINARY COURSE PROFESSIONAL**

STATE OF NEW YORK )

ss.:

COUNTY OF NEW YORK )

Edward Cerasia II, being duly sworn, deposes and says:

1. I am a Shareholder of law firm of Ogletree, Deakins, Nash, Smoak & Stewart, P.C. (the "Firm"), which maintains offices at 1745 Broadway, 22nd Floor, New York, New York 10019.

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Tribune Company (0355); 435 Production Company (8865); 5800 Sunset Productions Inc. (5510); Baltimore Newspaper Networks, Inc. (8258); California Community News Corporation (5306); Candle Holdings Corporation (5626); Channel 20, Inc. (7399); Channel 39, Inc. (5256); Channel 40, Inc. (3844); Chicago Avenue Construction Company (8634); Chicago River Production Company (5434); Chicago Tribune Company (3437); Chicago Tribune Newspapers, Inc. (0439); Chicago Tribune Press Service, Inc. (3167); ChicagoLand Microwave Licensee, Inc. (1579); ChicagoLand Publishing Company (3237); ChicagoLand Television News, Inc. (1352); Courant Specialty Products, Inc. (9221); Direct Mail Associates, Inc. (6121); Distribution Systems of America, Inc. (3811); Eagle New Media Investments, LLC (6661); Eagle Publishing Investments, LLC (6327); forsalebyowner.com corp. (0219); ForSaleByOwner.com Referral Services, LLC (9205); Fortify Holdings Corporation (5628); Forum Publishing Group, Inc. (2940); Gold Coast Publications, Inc. (5505); GreenCo, Inc. (7416); Heart & Crown Advertising, Inc. (9808); Homeowners Realty, Inc. (1507); Homestead Publishing Co. (4903); Hoy, LLC (8033); Hoy Publications, LLC (2352); InsertCo, Inc. (2663); Internet Foreclosure Service, Inc. (6550); JuliusAir Company, LLC (9479); JuliusAir Company II, LLC; KIAH Inc. (4014); KPLR, Inc. (7943); KSWB Inc. (7035); KTLA Inc. (3404); KWGN Inc. (5347); Los Angeles Times Communications LLC (1324); Los Angeles Times International, Ltd. (6079); Los Angeles Times Newspapers, Inc. (0416); Magic T Music Publishing Company (6522); NBBF, LLC (0893); Neocomm, Inc. (7208); New Mass. Media, Inc. (9553); Newscom Services, Inc. (4817); Newspaper Readers Agency, Inc. (7335); North Michigan Production Company (5466); North Orange Avenue Properties, Inc. (4056); Oak Brook Productions, Inc. (2598); Orlando Sentinel Communications Company (3775); Patuxent Publishing Company (4223); Sentinel Communications News Ventures, Inc. (2027); Shepard's Inc. (7931); Signs of Distinction, Inc. (3603); Southern Connecticut Newspapers, Inc. (1455); Star Community Publishing Group, LLC (5612); Sternweb, Inc. (4276); Sun-Sentinel Company (2684); The Baltimore Sun Company (6880); The Daily Press, Inc. (9368); The Hartford Courant Company (3490); The Morning Call, Inc. (7560); The Other Company LLC (5337); Times Mirror Land and Timber Company (7088); Times Mirror Payroll Processing Company, Inc. (4227); Times Mirror Services Company, Inc. (1326); TMLH 2, Inc. (0720); TMLS I, Inc. (0719); TMS Entertainment Guides, Inc. (6325); Tower Distribution Company (9066); Towering T Music Publishing Company (2470); Tribune Broadcast Holdings, Inc. (4438); Tribune Broadcasting Company (2569); Tribune Broadcasting Holdco, LLC (2534); Tribune Broadcasting News Network, Inc., n/k/a Tribune Washington Bureau Inc. (1088); Tribune California Properties, Inc. (1629); Tribune CNLBC, LLC, f/k/a Chicago National League Ball Club, LLC (0347); Tribune Direct Marketing, Inc. (1479); Tribune Entertainment Company (6232); Tribune Entertainment Production Company (5393); Tribune Finance, LLC (2537); Tribune Finance Service Center, Inc. (7844); Tribune License, Inc. (1035); Tribune Los Angeles, Inc. (4522); Tribune Manhattan Newspaper Holdings, Inc. (7279); Tribune Media Net, Inc. (7847); Tribune Media Services, Inc. (1080); Tribune Network Holdings Company (9936); Tribune New York Newspaper Holdings, LLC (7278); Tribune NM, Inc. (9939); Tribune Publishing Company (9720); Tribune Television Company (1634); Tribune Television Holdings, Inc. (1630); Tribune Television New Orleans, Inc. (4055); Tribune Television Northwest, Inc. (2975); ValuMail, Inc. (9512); Virginia Community Shoppers, LLC (4025); Virginia Gazette Companies, LLC (9587); WATL, LLC (7384); WCCT, Inc., f/k/a WTXN Inc. (1268); WCWN LLC (5982); WDCW Broadcasting, Inc. (8300); WGN Continental Broadcasting Company (9530); WLVI Inc. (8074); and WPIX, Inc. (0191). The Debtors' corporate headquarters and the mailing address for each Debtor is 435 North Michigan Avenue, Chicago, Illinois 60611.

2. This Affidavit is submitted in connection with an Order of the United States Bankruptcy Court for the District of Delaware, entered on January 15, 2009 [Docket No. 227], authorizing the above-captioned debtors and debtors in possession (each a “Debtor” and collectively, the “Debtors”), to employ and compensate certain professionals in the ordinary course of business during the pendency of these chapter 11 cases.

3. I have represented and advised the Debtors as employment law counsel with respect to certain aspects of the Debtors’ business operations, and recently joined the Firm in April 2012. The Debtors have requested, and the Firm has agreed, to continue to provide such services to the Debtors on a postpetition basis during the course of these chapter 11 cases.

4. The Firm’s current customary rates, subject to change from time to time are \$315 to \$720 per hour. In the normal course of its business, the Firm revises its billing rates on January 1 of each year and requests that, effective January 1 of each year, the aforementioned rates be revised to the regular hourly rates which will be in effect at that time.

5. In the ordinary course of its business, the Firm maintains a database for purposes of performing “conflicts checks.” The Firm’s database contains information regarding its present and past representations. Pursuant to Federal Rule of Bankruptcy Procedure 2014(a), I obtained a list of the entities identified in Rule 2014(a) from counsel to the Debtors for purposes of searching the aforementioned database and determining the connection(s) which the Firm has with such entities. The Firm’s search of the database identified the following connections:

**Clients of the Firm**

Tribune Company  
Times Mirror Services Company  
WPIX, Inc.  
Betty Ellen Berlamino

NBC Universal Domestic Television  
SP Newsprint LLC  
Warner Brothers  
Bunzl Distribution USA  
Chicago Transit Authority  
Hampton Inn & Suites  
Northwestern Memorial Hospital  
ABM AMRO Holding NV  
Bank of America  
CapitalSource Finance LLC  
Citigroup Financial Products Inc.  
Deutsche Bank AG  
General Electric Capital Corporation  
Goldman Sachs & Company  
Guggenheim Management LLC  
Highland Capital Management LP  
ING Investment Management  
JP Morgan Chase Bank  
Lehman Brothers Inc.  
Littlejohn & Co  
Loews Corporation  
Merrill Lynch  
Metropolitan Life Insurance Company  
Morgan Stanley Smith Barney  
Morgan Stanley, Inc.  
Morgan Stanley US Residential Mortgage  
National City Corporation  
Neuberger Berman LLC  
New York Life Insurance Company  
Perry Corporation  
Putnam Investment  
Wachovia Bank NA  
Barclays Capital  
Citibank NA  
Citicorp NA  
Citigroup Global Markets  
Bank of New York  
Wells Fargo Bank NA  
Moelis & Company  
Alvarez & Marsal NA  
Deloitte & Touche LLP  
Mercer, Inc.  
PricewaterhouseCoopers LLP  
Reed Smith  
Allied World Insurance  
Chubb & Son, Inc.

The Hartford Insurance Group- Hartford Fire Insurance is a client  
Lexington Insurance  
State Farm  
XL Insurance  
Zurich American Insurance Company  
American Express  
Anheuser Busch  
Arby's Restaurants  
AT&T  
Carmax  
Circuit City  
Comcast  
Countrywide Financial Corp  
Dell  
Disney  
Domino's Pizza  
Dunkin Donuts  
Jack in the Box  
Ford  
GEICO  
General Mills  
GlaxoSmithKline  
ITT Educational Services  
Johnson & Johnson  
Kia Factory Motors  
Kraft General Foods  
McDonald's  
Pepsi Cola Bottling of Hickory  
Pepsi Cola Metropolitan Bottling Co  
Pepsi Bottling Group  
Pfizer  
Procter & Gamble  
Progressive Insurance  
Southwest Airlines  
Sprint Nextel Corporation  
Target Stores  
T-Mobile USA  
Time Warner  
Valassis  
Verizon Wireless  
Washington Mutual  
Yum Brands  
CBS Broadcasting  
CBS Radio  
Elite Staffing  
Zellwin Farms Company

David Buchbinder  
Freedom Communications, Inc.  
Gannett Company, Inc.  
Hearst Corporation  
Microsoft Corporation  
Realty Executives  
TV Guide Magazine, LLC  
U.B. National Association, N.D  
UBS Financial Services

**Adverse Parties**

James Allen  
Joseph DeSola  
Charles Evans  
Loretta Grant  
Pearl Evans  
Bill McNair  
Sean Serrao  
Victor Cruz  
Fidelity Investments  
Jefferson Pilot Financial Insurance  
Wilmington Trust Company  
Ernst & Young  
FM Global

6. Neither I nor any Shareholder of, or professional employed by, the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm, as permitted by 11 U.S.C. § 504(b).

7. I understand that any compensation paid to the Firm is subject to disallowance and/or disgorgement under 11 U.S.C. § 328(c) and applicable law.

8. Neither I nor any Shareholder of, or professional employed by, the Firm, insofar as I have been able to ascertain, holds, or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which the Firm is to be employed.

9. The Debtors do not owe the Firm any money for prepetition services.

10. The Firm does not currently hold a retainer from the Debtors.

11. As of the Petition Date, the Firm was not party to a services agreement with the Debtors.

12. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.

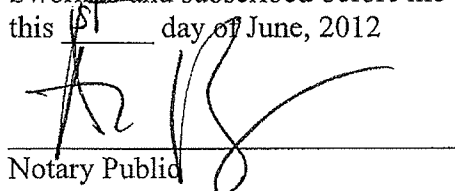
I declare under penalty of perjury that the foregoing is true and correct.

Executed on June 1, 2012



Edward Cerasia II

Sworn to and subscribed before me  
this 1st day of June, 2012

  
Notary Public

ALAYNA BALDANZA  
NOTARY PUBLIC, STATE OF NEW YORK  
NO. 01BA6103726  
QUALIFIED IN QUEENS COUNTY  
COMMISSION EXPIRES JANUARY 12, 20 16