

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

In re:

TRIBUNE COMPANY, *et al.*,

Debtors.

Chapter 11

Case No. 08-13141 (KJC)

Jointly Administered

**RESPONSE OF THE TRIBUNE COMPANY EMPLOYEE COMPENSATION
DEFENDANTS GROUP TO LITIGATION TRUSTEE'S LIMITED OBJECTION TO
MOTION FOR AN OMNIBUS ORDER AUTHORIZING THE SUBSTITUTION OF THE
REORGANIZED DEBTORS IN PLACE OF THE CREDITORS' COMMITTEE AS
PLAINTIFFS IN CERTAIN ADVERSARY PROCEEDINGS AND APPROVING
PROCEDURES TO EVIDENCE THIS SUBSTITUTION [DOCKET NOS. 12922, 13035]**

The Tribune Company Employee Compensation Defendants Group (the "ECDG")¹ is comprised of 60 members of senior management who are also preference defendants because they were forced to cash in stock options and other forms of earned compensation prior to the transaction that privatized the Debtors. The ECDG hereby responds to the Litigation Trustee's Limited Objection to Motion for an Omnibus Order Authorizing the Substitution of the Reorganized Debtors in Place of the Creditors' Committee as Plaintiffs in Certain Adversary Proceedings and Approving Procedures to Evidence this Substitution [Docket No. 12922] (the "Substitution Motion").

PRELIMINARY STATEMENT

On January 14, 2012, Marc S. Kirschner, as Litigation Trustee of the Tribune Litigation Trust (the "Litigation Trustee"), filed his Limited Objection [Docket No. 13035] (the

¹ This Memorandum is filed on behalf of the following employees of the Debtors and members of the ECDG: Julie D. Anderson, Tom M. Anischik, Michael D. Asher, Roger A. Bare, Thomas F. Brown, Rebecca M. Brubaker, David A. Bucknor, Thomas F. Caputo, Vincent Casanova, Raymond Daley, Catherine A. Davis, Lawrence Delia, Philip Doherty, Steve Farber, Richard S. Feeney, James F. Feher Jr., James D. Fehnel, Karen H. Flax, Michael Gart, Vincent R. Giannini, Richard J. Graziano, Howard Greenberg, John R. Hendricks, Janice Jacobs, Gerould Kern, Avido Dikari Khahaifa, Patricia A. Kolb, Thomas A. Langmyer, Brian F. Litman, Walter F. Mahoney, Gina M. Mazzaferri, Nancy A. Meyer, Eric J. Meyrowitz, Susan M. Mitchell, Dan Mitrovich, Robyn L. Motley, Gwen P. Murakami, Russell J. Newton, Thomas J. Nork, Dan O'Sullivan, Norbert E. Ortiz, Pamela S. Pearson, Scott G. Pompe, Robert R. Rounce, Timothy E. Ryan, Stephen G. Seidl, Charles Sennet, Patrick Shanahan, Shaun M. Sheehan, Digby A. Solomon, Lou Tazioli, Douglas Thomas, Timothy T. Thomas, Stephen P. Tippie, Cam B. Trinh, Deborah B. Vinakos, Gary Weitman, Feli M. Wong, Julie K. Xanders and Joseph A. Young.

“Objection”) to the Debtors’² Substitution Motion. Although the Litigation Trustee states that he does not “generally object to the relief being sought by the Debtors’ in the Debtors’ Substitution Motion” (Objection at ¶ 15), the Litigation Trustee nevertheless seeks extraordinary relief. He primarily asks this Court to grant the type of relief that this Court has declined to provide throughout this bankruptcy case – an advisory opinion as to whether the Litigation Trustee will be prejudiced if the Reorganized Debtors decide to dismiss with prejudice the Substitution Adversaries. Because the Substitution Motion does not alter the Litigation Trustee’s substantive rights, but is merely a procedural device to aid in the implementation the DCL Plan, the Litigation Trustee’s Objection should be overruled, and the Substitution Motion granted.

ARGUMENT

The substitution of parties pursuant to Fed.R.Civ.P. Rule 25(c), made applicable herein by Fed.R.Bankr.P. 7025, does not alter the substantive rights of parties, but is merely a “procedural device designed to facilitate the conduct of a case.” *Fontana v. United Bonding Ins. Co.*, 468 F.2d 168, 169 (3d Cir. 1972) (citing cases); *United Access Technologies, LLC v. EarthLink, Inc.*, 2012 WL 2175786, *4 (D. Del. June 14, 2012). Substitution under Rule 25(c) is a matter of convenience (see *Minnesota Mining & Mfg. Co. v. Eco Chem, Inc.*, 757 F.2d 1256, 1263 (Fed.Cir.1985)), and the rule “does not determine what actions survive a transfer of interest” See generally *Battery Corp., v. Globe–Union, Inc.*, 100 F.R.D. 258, 261 (D. Del. 1982) (quoting *Hilbrands v. Far East Trading Company, Inc.*, 509 F.2d 1321,1323 (9th Cir. 1975)); see also 6 James Wm. Moore *et al.*, *Moore's Federal Practice*, ¶ 25.32 (3d ed. 2004) (“Rule 25(c) is merely a procedural device designed to facilitate the conduct of the case, and does not alter the substantive rights of the parties or the transferee.”). Rather, Rule 25(c) involves “a discretionary determination by the trial court to facilitate the conduct of the litigation.” *Maysonet-Robles v.*

² Capitalized terms used but not defined herein shall have the meaning ascribed to such terms in the Motion.

Cabrero, 323 F.3d 43, 49 (1st Cir. 2003) (quoting *Pacamor Bearings, Inc. v. Minebea Co.*, 892 F.Supp. 347, 360 (D.N.H. 1995)).

Although the Substitution Motion does not affect the Litigation Trustee’s substantive rights, and the Substitution Motion states that “the Debtors do not seek any relief with respect to the Unresolved Claims asserted with the Substitution Adversaries” (Substitution Motion at ¶ 12), the Litigation Trustee improperly asks the Court to render an opinion on certain perceived controversies that have not, and may never arise. *See United States Nat’l Bank v. Independent Ins. Agents of America, Inc.*, 508 U.S. 439, 446 (1993) (federal courts are not authorized to issue advisory opinions for the guidance of litigants in future cases); *In re McDonald*, 205 F.3d 606, 608 (3d Cir. 2000) (same).

First, the Litigation Trustee asks the Court to direct dismissal only **without prejudice** in the event the Debtors’ decide to dismiss any Ordinary Litigation Claims that may overlap with the claims asserted by the Litigation Trustee in the FitzSimons Adversary pending before Judge Pauley. Alternatively, the Litigation Trustee asks this Court to require defendants in the FitzSimons Adversary to agree in writing that the Debtors’ dismissal of the Ordinary Litigation Claims would be without prejudice to the Litigations Trustee’s Preserved Causes of Action which may be pending against them. The Litigation Trustee then broadens this request, and asks that the Court require (i) any order dismissing *any* defendant contain language stating that the dismissal is without prejudice to the Litigation Trustee’s right to pursue any Preserved Causes of Action or Unresolved Claims against such defendants; and (ii) “any activities” by the Debtors with respect to an Ordinary Litigation Claim shall have no effect whatsoever on any Preserved Cause of Action or Unresolved Claim pending against such defendant. Finally, the Litigation Trustee seeks to enjoin all defendants, including the members of the ECDG, from participating in

discussions with the Debtors and the Litigation Trustee to determine whether an Unresolved Claim should be categorized as a Preserved Cause of Action, or an Ordinary Litigation Claim.

This Court lacks the power to render an opinion on the Objection simply because the issues raised *may* arise in the future. *See N.L.R.B. v. Globe Sec. Services, Inc.*, 548 F.2d 1115, 1118 (3d Cir. 1977) (*citing SEC v. Medical Committee for Human Rights*, 404 U.S. 403, 406-07 (1972); *Samoff v. Building & Construction Trades Council*, 475 F.2d 203, 205 n. 4 (3d Cir.), vacated as moot, 414 U.S. 808 (1973); *Harris v. Texas & Pacific Ry. Co.*, 196 F.2d 88 (7th Cir. 1952)). If the Debtors dismiss any claims following substitution, the Litigation Trustee may ask the court presiding over actions still pending to address these anticipated controversies should they ever arise. In addition, the notion that defendants should be enjoined from engaging in substantive talks with the Litigation Trustee and the Debtors as to whether an Unresolved Claim should be classified as a Preserved Cause of Action or an Ordinary Litigation Claim ignores the requirement that injunctive relief be sought only in an adversary proceeding (Fed.R.Bankr.P. 7001(7)). Moreover, this request is contrary to considerations of judicial economy, would discourage compromise, and would not promote the conservation of the Litigation Trust's assets.

Because the Substitution Motion does not alter the Litigation Trustee's substantive rights and the Litigation Trustee improperly asks the Court to enter advisory opinions and an injunction, the Objection should be overruled, and the Substitution Motion granted.

WHEREFORE, the members of the ECDG request that the Court enter an order:

- (i) Granting the Debtors' Substitution Motion;
- (ii) Overruling the Litigation Trustee's Objection to the Substitution Motion; and
- (iii) Granting such further relief as this Court deems just.

Dated: January 15, 2013

EMPLOYEE COMPENSATION
DEFENDANTS GROUP

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/s/ Reed Heiligman

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CERTIFICATE OF SERVICE

I, Reed Heiligman, an attorney, state that on **January 15, 2013**, a copy of the **Response of the Tribune Company Employee Compensation Defendants Group to Litigation Trustee's Limited Objection to Motion for an Omnibus Order Authorizing the Substitution of The Reorganized Debtors in Place of the Creditors' Committee as Plaintiffs in Certain Adversary Proceedings and Approving Procedures to Evidence this Substitution [Docket Nos. 12922, 13035]** was filed electronically. Notice of this filing will be sent to all parties listed on the attached Electronic Mail Notice List by operation of the Court's CM/ECF system. Parties may access this filing through the Court's system.

By: /s/ Reed Heiligman

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