LEE ENTERPRISES, INC
Form 10-Q
February 06, 2015

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For The Quarterly Period Ended December 28, 2014

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number 1-6227
LEE ENTERPRISES, INCORPORATED

(Exact name of Registrant as specified in its Charter)

| Delaware | 42-0823980 |
|---|---|
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |

201 N. Harrison Street, Suite 600, Davenport, Iowa 52801
(Address of principal executive offices)

(563) 383-2100
(Registrant's telephone number, including area code)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
Yes [X] No [ ]

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). Yes [X] No [ ]

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of " large accelerated filer, accelerated filer and small reporting company" in Rule 12b-2 of the Exchange Act.

| Large accelerated filer | [ ] | Accelerated filer | [X] |
|---|---|---|---|
| Non-accelerated filer | [ ] (Do not check if a smaller reporting company) | Smaller reporting company | [ ] |

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes [ ] No [X]

Indicate by check mark whether the Registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes [X] No [ ]

As of January 31, 2015, 54,491,998 shares of Common Stock of the Registrant were outstanding.

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References to “we”, “our”, “us” and the like throughout this document refer to Lee Enterprises, Incorporated (the "Company"). References to "2015", "2014" and the like refer to the fiscal years ended the last Sunday in September.

FORWARD-LOOKING STATEMENTS

The Private Securities Litigation Reform Act of 1995 provides a “safe harbor” for forward-looking statements. This report contains information that may be deemed forward-looking that is based largely on our current expectations, and is subject to certain risks, trends and uncertainties that could cause actual results to differ materially from those anticipated. Among such risks, trends and other uncertainties, which in some instances are beyond our control, are:

•Our ability to generate cash flows and maintain liquidity sufficient to service our debt;
•Our ability to comply with the financial covenants in our credit facilities;
•Our ability to refinance our debt as it comes due;
•That the warrants issued in our refinancing will not be exercised;
•The impact and duration of adverse conditions in certain aspects of the economy affecting our business;
•Changes in advertising demand;
•Potential changes in newsprint, other commodities and energy costs;
•Interest rates;
•Labor costs;
•Legislative and regulatory rulings;
•Our ability to achieve planned expense reductions;
•Our ability to maintain employee and customer relationships;
•Our ability to manage increased capital costs;
•Our ability to maintain our listing status on the NYSE;
•Competition; and
•Other risks detailed from time to time in our publicly filed documents.

Any statements that are not statements of historical fact (including statements containing the words “may”, “will”, “would”, “could”, “believes”, “expects”, “anticipates”, “intends”, “plans”, “projects”, “considers” and similar expressions) generally sho considered forward-looking statements. Readers are cautioned not to place undue reliance on such forward-looking statements, which are made as of the date of this report. We do not undertake to publicly update or revise our forward-looking statements, except as required by law.

PART I
FINANCIAL INFORMATION

Item 1. Financial Statements

LEE ENTERPRISES, INCORPORATED
CONSOLIDATED BALANCE SHEETS
(Unaudited)

| (Thousands of Dollars) | December 28 2014 | September 28 2014 |
|---|---|---|
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | 15,943 | 16,704 |
| Accounts receivable, net | 71,959 | 62,343 |
| Income taxes receivable | 611 | 620 |
| Inventories | 5,753 | 6,655 |
| Deferred income taxes | 1,228 | 1,228 |
| Other | 8,116 | 8,585 |
| Total current assets | 103,610 | 96,135 |
| Investments: | | |
| Associated companies | 37,603 | 37,790 |
| Other | 9,985 | 10,661 |
| Total investments | 47,588 | 48,451 |
| Property and equipment: | | |
| Land and improvements | 23,595 | 23,645 |
| Buildings and improvements | 183,473 | 180,570 |
| Equipment | 290,638 | 292,209 |
| Construction in process | 4,008 | 4,548 |
| | 501,714 | 500,972 |
| Less accumulated depreciation | 345,625 | 343,601 |
| Property and equipment, net | 156,089 | 157,371 |
| Goodwill | 243,729 | 243,729 |
| Other intangible assets, net | 205,901 | 212,657 |
| Postretirement assets, net | 14,647 | 14,136 |
| Other | 37,763 | 38,796 |
| Total assets | 809,327 | 811,275 |

The accompanying Notes are an integral part of the Consolidated Financial Statements.

| (Thousands of Dollars and Shares, Except Per Share Data) | December 28 2014 | September 28 2014 |
|---|---|---|
| LIABILITIES AND EQUITY | | |
| Current liabilities: | | |
| Current maturities of long-term debt | 28,200 | 31,400 |
| Accounts payable | 21,408 | 27,245 |
| Compensation and other accrued liabilities | 21,901 | 24,348 |
| Accrued interest | 14,140 | 4,812 |
| Unearned revenue | 30,344 | 30,903 |
| Total current liabilities | 115,993 | 118,708 |
| Long-term debt, net of current maturities | 756,300 | 773,350 |
| Pension obligations | 49,812 | 50,170 |
| Postretirement and postemployment benefit obligations | 10,439 | 10,359 |
| Deferred income taxes | 20,921 | 14,766 |
| Income taxes payable | 5,294 | 5,097 |
| Other | 18,046 | 16,369 |
| Total liabilities | 976,805 | 988,819 |
| Equity (deficit): | | |
| Stockholders' equity (deficit): | | |
| Serial convertible preferred stock, no par value; authorized 500 shares; none issued | — | — |
| Common Stock, $0.01 par value; authorized 120,000 shares; issued and outstanding: | 545 | 537 |
| December 28, 2014; 54,492 shares; | | |
| September 28, 2014; 53,747 shares | | |
| Class B Common Stock, $2 par value; authorized 30,000 shares; none issued | — | — |
| Additional paid-in capital | 245,805 | 245,323 |
| Accumulated deficit | (404,529) | (414,282) |
| Accumulated other comprehensive loss | (10,023) | (9,831) |
| Total stockholders' deficit | (168,202) | (178,253) |
| Non-controlling interests | 724 | 709 |
| Total deficit | (167,478) | (177,544) |
| Total liabilities and deficit | 809,327 | 811,275 |

The accompanying Notes are an integral part of the Consolidated Financial Statements.

LEE ENTERPRISES, INCORPORATED
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME
(Unaudited)

| (Thousands of Dollars, Except Per Common Share Data) | 13 Weeks Ended December 28 2014 | December 29 2013 |
|---|---|---|
| Operating revenue: | | |
| Advertising and marketing services | 115,477 | 122,391 |
| Subscription | 50,399 | 45,452 |
| Other | 10,278 | 9,542 |
| Total operating revenue | 176,154 | 177,385 |
| Operating expenses: | | |
| Compensation | 61,937 | 62,142 |
| Newsprint and ink | 8,846 | 10,562 |
| Other operating expenses | 59,181 | 55,157 |
| Depreciation | 4,616 | 5,131 |
| Amortization of intangible assets | 6,880 | 6,893 |
| Loss (gain) on sales of assets, net | (257) | 10 |
| Workforce adjustments | 211 | 207 |
| Total operating expenses | 141,414 | 140,102 |
| Equity in earnings of associated companies | 2,757 | 2,919 |
| Operating income | 37,497 | 40,202 |
| Non-operating income (expense): | | |
| Financial income | 78 | 120 |
| Interest expense | (18,790) | (20,827) |
| Debt financing costs | (1,102) | (104) |
| Other, net | (1,178) | 94 |
| Total non-operating expense, net | (20,992) | (20,717) |
| Income before income taxes | 16,505 | 19,485 |
| Income tax expense | 6,498 | 7,383 |
| Net income | 10,007 | 12,102 |
| Net income attributable to non-controlling interests | (254) | (210) |
| Income attributable to Lee Enterprises, Incorporated | 9,753 | 11,892 |
| Other comprehensive loss, net of income taxes | (192) | (441) |
| Comprehensive income attributable to Lee Enterprises, Incorporated | 9,561 | 11,451 |
| Earnings per common share: | | |
| Basic | 0.19 | 0.23 |
| Diluted | 0.18 | 0.22 |

The accompanying Notes are an integral part of the Consolidated Financial Statements.

LEE ENTERPRISES, INCORPORATED
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

| (Thousands of Dollars) | 13 Weeks Ended December 28 2014 | December 29 2013 |
|---|---|---|
| Cash provided by operating activities: | | |
| Net income | 10,007 | 12,102 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation and amortization | 11,496 | 12,024 |
| Loss (gain) on sales of assets, net | (257) | 10 |
| Amortization of debt present value adjustment | — | 1,198 |
| Stock compensation expense | 443 | 264 |
| Distributions greater than earnings of MNI | 638 | 371 |
| Deferred income tax expense | 6,289 | (84) |
| Debt financing costs | 1,101 | 104 |
| Changes in operating assets and liabilities: | | |
| Increase in receivables | (9,616) | (13,635) |
| Decrease in inventories and other | 1,473 | 618 |
| Increase (decrease) in accounts payable, compensation and other accrued liabilities and unearned revenue | 485 | (6,471) |
| Decrease in pension, postretirement and postemployment benefit obligations | (1,115) | (1,602) |
| Change in income taxes receivable or payable | 206 | 7,453 |
| Other, net | 1,140 | (359) |
| Net cash provided by operating activities | 22,290 | 11,993 |
| Cash provided by (required for) investing activities: | | |
| Purchases of property and equipment | (3,547) | (2,295) |
| Decrease in restricted cash | 441 | — |
| Proceeds from sales of assets | 315 | 132 |
| Distributions less than earnings of TNI | (451) | (474) |
| Other, net | 410 | — |
| Net cash required for investing activities | (2,832) | (2,637) |
| Cash provided by (required for) financing activities: | | |
| Proceeds from long-term debt | 3,000 | — |
| Payments on long-term debt | (23,250) | (14,500) |
| Debt financing costs paid | (17) | (2) |
| Common stock transactions, net | 48 | 239 |
| Net cash required for financing activities | (20,219) | (14,263) |
| Net decrease in cash and cash equivalents | (761) | (4,907) |
| Cash and cash equivalents: | | |
| Beginning of period | 16,704 | 17,562 |
| End of period | 15,943 | 12,655 |

The accompanying Notes are an integral part of the Consolidated Financial Statements.

LEE ENTERPRISES, INCORPORATED
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

## 1 BASIS OF PRESENTATION

The Consolidated Financial Statements included herein are unaudited. In the opinion of management, these financial statements contain all adjustments (consisting of only normal recurring items) necessary to present fairly the financial position of Lee Enterprises, Incorporated and subsidiaries (the "Company") as of December 28, 2014 and their results of operations and cash flows for the periods presented. The Consolidated Financial Statements should be read in conjunction with the Consolidated Financial Statements and Notes thereto included in the Company's 2014 Annual Report on Form 10-K.

Because of seasonal and other factors, the results of operations for the 13 weeks ended December 28, 2014 are not necessarily indicative of the results to be expected for the full year.

References to "we", "our", "us" and the like throughout the Consolidated Financial Statements refer to the Company. References to "2015", "2014" and the like refer to the fiscal years ended the last Sunday in September.

The Consolidated Financial Statements include our accounts and those of our subsidiaries, all of which are wholly-owned, except for our 50% interest in TNI Partners ("TNI"), 50% interest in Madison Newspapers, Inc. ("MNI"), and 82.5% interest in INN Partners, L.C.

## 2 INVESTMENTS IN ASSOCIATED COMPANIES

TNI Partners

In Tucson, Arizona, TNI, acting as agent for our subsidiary, Star Publishing Company ("Star Publishing"), and Citizen Publishing Company ("Citizen"), a subsidiary of Gannett Co. Inc., is responsible for printing, delivery, advertising, and subscription activities of the Arizona Daily Star as well as the related digital platforms and specialty publications. TNI collects all receipts and income and pays substantially all operating expenses incident to the partnership's operations and publication of the newspapers and other media.

Income or loss of TNI (before income taxes) is allocated equally to Star Publishing and Citizen.

Summarized results of TNI are as follows:

| (Thousands of Dollars) | 13 Weeks Ended December 28 2014 | December 29 2013 |
|---|---|---|
| Operating revenue | 15,600 | 16,072 |
| Operating expenses, excluding workforce adjustments, depreciation and amortization | 12,102 | 12,371 |
| Workforce adjustments | — | (87) |
| Operating income | 3,498 | 3,788 |
| Company's 50% share of operating income | 1,749 | 1,894 |
| Less amortization of intangible assets | 105 | 105 |
| Equity in earnings of TNI | 1,644 | 1,789 |

Star Publishing's 50% share of TNI depreciation and certain general and administrative expenses (income) associated with its share of the operation and administration of TNI are reported as operating expenses (benefit) in our Consolidated Statements of Operations and Comprehensive Income. These amounts totaled $(68,000) and $8,000 in the 13 weeks ended December 28, 2014 and December 29, 2013, respectively.

Annual amortization of intangible assets is estimated to be $418,000 in each of the 52 week periods ending December 2015, December 2016, December 2017, the 53 week period ending December 2018 and the 52 week period ending December 2019.

Madison Newspapers, Inc.

We have a 50% ownership interest in MNI, which publishes daily and Sunday newspapers, and other publications in Madison, Wisconsin, and other Wisconsin locations, and operates their related digital platforms. Net income or loss of MNI (after income taxes) is allocated equally to us and The Capital Times Company ("TCT"). MNI conducts its business under the trade name Capital Newspapers.

Summarized results of MNI are as follows:

| (Thousands of Dollars) | 13 Weeks Ended December 28 2014 | December 29 2013 |
|---|---|---|
| Operating revenue | 18,657 | 17,312 |
| Operating expenses, excluding workforce adjustments, depreciation and amortization | 14,631 | 13,259 |
| Workforce adjustments | 11 | — |
| Depreciation and amortization | 464 | 398 |
| Operating income | 3,551 | 3,655 |
| Net income | 2,224 | 2,259 |
| Equity in earnings of MNI | 1,112 | 1,130 |

3 GOODWILL AND OTHER INTANGIBLE ASSETS

Changes in the carrying amount of goodwill are as follows:

| (Thousands of Dollars) | 13 Weeks Ended December 28 2014 |
|---|---|
| Goodwill, gross amount | 1,532,458 |
| Accumulated impairment losses | (1,288,729) |
| Goodwill, beginning of period | 243,729 |
| Goodwill, end of period | 243,729 |

Identified intangible assets consist of the following:

| (Thousands of Dollars) | December 28 2014 | September 28 2014 |
|---|---|---|
| Nonamortized intangible assets: | | |
| Mastheads | 25,102 | 25,102 |
| Amortizable intangible assets: | | |
| Customer and newspaper subscriber lists | 686,856 | 686,732 |
| Less accumulated amortization | 506,057 | 499,178 |
| | 180,799 | 187,554 |
| Noncompete and consulting agreements | 28,524 | 28,524 |
| Less accumulated amortization | 28,524 | 28,523 |
| | — | 1 |

| | |
|---|---|
| 205,901 | 212,657 |

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Annual amortization of intangible assets for the 52 week periods ending December 2015, December 2016, December 2017, the 53 week period ending December 2018 and the 52 week period ending December 2019, is estimated to be $26,904,000, $25,745,000, $22,908,000, $16,653,000 and $15,624,000, respectively.

4 DEBT

In January 2012, in conjunction with the effectiveness of our plan of reorganization (the "Plan") under Chapter 11 of the U.S. Bankruptcy Code, we refinanced all of our debt. The Plan refinanced our then-existing credit agreement and extended the April 2012 maturity in a structure of first and second lien debt with the existing lenders. We also amended the Pulitzer Notes, as discussed more fully below (and certain capitalized terms used below defined), and extended the April 2012 maturity with the existing Noteholders.

In May 2013, we again refinanced the $94,000,000 remaining balance of the Pulitzer Notes (the “New Pulitzer Notes”).

On March 31, 2014, we completed a comprehensive refinancing of our remaining debt, exclusive of the New Pulitzer Notes (the “2014 Refinancing”), which includes the following:

- $400,000,000 aggregate principal amount of 9.5% Senior Secured Notes (the “Notes”), pursuant to an Indenture dated as of March 31, 2014 (the “Indenture”) among the Company, certain subsidiaries party thereto from time to time (the “Subsidiary Guarantors”), U.S. Bank National Association, as Trustee (the "Notes Trustee"), and Deutsche Bank Trust Company Americas, as Collateral Agent;

- $250,000,000 first lien term loan (the "1st Lien Term Loan") and $40,000,000 revolving facility (the "Revolving Facility") under a First Lien Credit Agreement dated as of March 31, 2014 (together, the “1st Lien Credit Facility”) among the Company, the lenders party thereto from time to time (the “1st Lien Lenders”), and JPMorgan Chase Bank, N.A., as Administrative Agent and Collateral Agent; and

- $150,000,000 second lien term loan under a Second Lien Loan Agreement dated as of March 31, 2014 (the “2nd Lien Term Loan”) among the Company, the lenders party thereto from time to time (the “2nd Lien Lenders”), and Wilmington Trust, National Association, as Administrative Agent and Collateral Agent.

The Notes, 1st Lien Credit Facility and 2nd Lien Term Loan enabled us to repay in full, including accrued interest, and terminate, on March 31, 2014: (i) the remaining principal balance of $593,000,000 under our previous 1st lien agreement, and related subsidiary guaranty, security and pledge agreements, intercompany subordination and intercreditor agreements; and (ii) the remaining principal balance of $175,000,000 under our previous 2nd lien agreement, and related subsidiary guaranty, security and pledge agreements, intercompany subordination and intercreditor agreements. We also used the proceeds of the refinancing to pay fees and expenses totaling $30,931,000 related to the 2014 Refinancing.

Notes

The Notes are senior secured obligations of the Company and mature on March 15, 2022. The Notes were sold pursuant to Rule 144A and Regulation S under the Securities Act of 1933, as amended.

Interest

The Notes require payment of interest semiannually on March 15 and September 15 of each year, at a fixed annual rate of 9.5%. Interest on the Notes accrues from March 31, 2014.

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Redemption

We may redeem some, or all, of the principal amount of the Notes at any time on or after March 15, 2018 as follows:

| Period Beginning | Percentage of Principal Amount |
|---|---|
| March 15, 2018 | 104.75 |
| March 15, 2019 | 102.375 |
| March 15, 2020 | 100 |

We may also redeem up to 35% of the Notes prior to March 15, 2017 at 109.5% of the principal amount using the proceeds of certain future equity offerings.

If we sell certain of our assets or experience specific kinds of changes of control, we must, subject to certain exceptions, offer to purchase the Notes. Any redemption of the Notes must also satisfy any accrued and unpaid interest thereon.

Security

The Notes are unconditionally guaranteed on a senior secured basis by each of our material domestic subsidiaries in which the Company holds a direct or indirect interest of more than 50% and which guaranty indebtedness for borrowed money, including the 1st Lien Credit Facility. Material domestic subsidiaries of the Company that are currently excluded from such subsidiary guarantee obligations under the Notes are MNI, except as noted below, our wholly-owned subsidiary, Pulitzer Inc. ("Pulitzer"), and its subsidiaries (collectively, the “Pulitzer Subsidiaries”) and TNI.

At such time as the New Pulitzer Notes, as discussed more fully below, are satisfied, including any successor debt (the “Pulitzer Debt Satisfaction Date”), the Notes will also be guaranteed, on a second-priority basis, by Pulitzer and each Pulitzer Subsidiary that guarantees the indebtedness under the 2nd Lien Term Loan or other borrowings incurred by the Company or any subsidiary guarantor.

The Notes and the subsidiary guarantees are secured, subject to certain exceptions, priorities and limitations in the various agreements, by a lien on all property and assets of the Company and each subsidiary guarantor, other than the capital stock of MNI and any property and assets of MNI, Pulitzer, each Pulitzer Subsidiary and TNI (the “Lee Legacy Collateral”), on a first-priority basis, equally and ratably with all of the Company’s and the subsidiary guarantors’ existing and future obligations under the 1st Lien Credit Facility, pursuant to a Security Agreement dated as of March 31, 2014 (the “Notes Security Agreement”) among the Company and the subsidiary guarantors (collectively, the “Notes Assignors”) and Deutsche Bank Trust Company Americas.

Certain of the Notes Assignors, separately, have granted first lien mortgages or deeds of trust, covering their material real estate and improvements for the benefit of the holders of the Notes.

Also, the Notes are secured, subject to certain exceptions, priorities and limitations in the various agreements, by first priority security interests in the capital stock of, and other equity interests owned by the Notes Assignors pursuant to the Notes Security Agreement.

Prior to the Pulitzer Debt Satisfaction Date, none of the property and assets of Pulitzer and the Pulitzer Subsidiaries (collectively, the “Pulitzer Collateral”) will be pledged to secure the Notes or the subsidiary guarantees. The Pulitzer Collateral includes the 50% interest in TNI owned by Star Publishing, but excludes any tangible and intangible assets owned by Star Publishing that are used by TNI in the conduct of its business. After the Pulitzer Debt Satisfaction Date, the Notes and the subsidiary guarantees will be secured, subject to permitted liens, by a lien on the Pulitzer

Collateral owned by each of the Pulitzer Subsidiaries that become subsidiary guarantors on a second-priority basis, equally and ratably with all of the Company's and the subsidiary guarantors' existing and future obligations under the 1st Lien Credit Facility and certain other indebtedness for borrowed money incurred by the Company or any subsidiary guarantor.

The rights of the Notes Trustee and the 1st Lien Lenders with respect to the Lee Legacy Collateral are subject to:

- A Pari Passu Intercreditor Agreement dated as of March 31, 2014 (the “Pari Passu Intercreditor Agreement”) among the Company, the other Grantors party thereto, JPMorgan Chase Bank, N.A., U.S. Bank National Association and Deutsche Bank Trust Company Americas; and

- A Junior Intercreditor Agreement dated as of March 31, 2014 (the “Junior Intercreditor Agreement”) among the Company, the other Grantors party hereto, JPMorgan Chase Bank, N.A., U.S. Bank National Association, Deutsche Bank Trust Company Americas and Wilmington Trust, National Association.

Covenants and Other Matters

The Indenture contains certain of the restrictive covenants in the 1st Lien Credit Facility, as discussed more fully below, and limitations on our use of the Pulitzer Subsidiaries’ cash flows. However, many of these covenants will cease to apply if the Notes are rated investment grade by either Moody’s Investors Service, Inc. or Standard & Poor’s Ratings Group and there is no default or event of default under the Indenture.

1st Lien Credit Facility

The 1st Lien Credit Facility consists of the $250,000,000 1st Lien Term Loan that matures in March 2019 and the $40,000,000 Revolving Facility that matures in December 2018. The 1st Lien Credit Facility documents the primary terms of the 1st Lien Term Loan and the Revolving Facility. The Revolving Facility may be used for working capital and general corporate purposes (including letters of credit). At December 28, 2014, after consideration of letters of credit, we have approximately $32,605,000 available for future use under the Revolving Facility.

Interest

Interest on the 1st Lien Term Loan, which has a principal balance of $215,500,000 at December 28, 2014, accrues at either (at our option) LIBOR plus 6.25% (with a LIBOR floor of 1.0%) or at a base rate equal to highest of (i) the prime rate at the time, (ii) the federal funds rate plus 0.5%, or (iii) one month LIBOR plus 1.0%, plus 5.25% (with a base rate floor of 2.0%), and is payable quarterly.

The 1st Lien Term Loan was funded with original issue discount of 2.0%, or $5,000,000, which will be amortized as interest expense over the life of the 1st Lien Term Loan.

Interest on the Revolving Facility, which has a principal balance of zero at December 28, 2014, accrues at either (at our option) LIBOR plus 5.5%, or at a base rate equal to highest of (i) the prime rate at the time, (ii) the federal funds rate plus 0.5%, or (iii) one month LIBOR plus 1.0%, plus 4.5%.

Principal Payments

Quarterly principal payments of $6,250,000 are required under the 1st Lien Term Loan, with other payments made either voluntarily, based on 90% of excess cash flow, as defined, or from proceeds of asset sales, as defined. We may voluntarily prepay principal amounts outstanding or reduce commitments under the 1st Lien Credit Facility at any time without premium or penalty, upon proper notice and subject to certain limitations as to minimum amounts of prepayments.

2015 payments made, or required to be made for the remainder of the year, under the 1st Lien Term Loan are summarized as follows:

| (Thousands of Dollars) | 13 Weeks Ended December 28 2014 | 13 Weeks Ending March 29 2015 | June 28 2015 | September 27 2015 |
|---|---|---|---|---|
| Mandatory | 6,250 | 6,250 | 6,250 | 6,250 |
| Voluntary | 5,000 | — | — | — |
| Asset sales | — | — | — | — |
| Excess cash flow | — | — | — | — |
| | 11,250 | 6,250 | 6,250 | 6,250 |

2014 payments made under the 1st Lien Term Loan or previous 1st lien agreement are summarized as follows:

| (Thousands of Dollars) | December 29 2013 | March 30 2014 | June 29 2014 | 13 Weeks Ended September 28 2014 |
|---|---|---|---|---|
| Mandatory | 3,000 | 3,000 | 6,250 | 6,250 |
| Voluntary | 3,350 | 5,500 | 10,750 | — |
| Asset sales | 150 | 1,500 | — | — |
| Excess cash flow | — | — | — | — |
| | 6,500 | 10,000 | 17,000 | 6,250 |

Security

The 1st Lien Credit Facility is secured, subject to certain priorities and limitations in the various agreements, by perfected security interests in substantially all the assets of the Company and guaranteed by the Subsidiary Guarantors (together with the Company, the "1st Lien Assignors"), pursuant to a First Lien Guarantee and Collateral Agreement dated as of March 31, 2014 (the "1st Lien Guarantee and Collateral Agreement") among the Company, the Subsidiary Guarantors and JPMorgan Chase Bank, N.A. (the "1st Lien Collateral Agent"), on a first-priority basis, equally and ratably with all of the Company's and the Subsidiary Guarantors' existing and future obligations under the Notes. The 1st Lien Assignors' pledged assets include, among other things, equipment, inventory, accounts receivables, depository accounts, intellectual property and certain of their other tangible and intangible assets (excluding the assets of Pulitzer, the Pulitzer Subsidiaries, and TNI and the capital stock or assets of MNI).

Under the 1st Lien Credit Facility, certain of the 1st Lien Assignors, separately, have granted first lien mortgages or deeds of trust, subject to all relevant terms and conditions of the applicable intercreditor agreements, covering certain real estate and improvements, to the 1st Lien Lenders (excluding the real estate of Pulitzer, the Pulitzer Subsidiaries, TNI and MNI).

The 1st Lien Credit Facility is also secured by a pledge of interests in all of the capital stock of and other equity interests owned by the 1st Lien Assignors (excluding the capital stock and equity interests held by Pulitzer and the Pulitzer Subsidiaries, as well as the capital stock and equity interest of MNI and TNI, respectively).

The rights of the 1st Lien Collateral Agent with respect to the Lee Legacy Collateral are subject to:

- The Pari Passu Intercreditor Agreement;
- The Junior Intercreditor Agreement; and

- An Intercompany Subordination Agreement dated as of March 31, 2014 (the "1st Lien Intercompany Subordination Agreement") among the Company, Subsidiary Guarantors, Pulitzer, Pulitzer Subsidiaries and JPMorgan Chase Bank, N.A.

Covenants and Other Matters

The 1st Lien Credit Facility requires that we comply with certain affirmative and negative covenants customary for financing of this nature, including maintenance of a maximum total leverage ratio, which is only applicable to the Revolving Facility.

The 1st Lien Credit Facility restricts us from paying dividends on our Common Stock and generally restricts us from repurchasing Common Stock, unless in each case no default shall have occurred and we have satisfied certain financial measurements. Further, the 1st Lien Credit Facility restricts or limits, among other things, subject to certain exceptions, the ability of the Company and its subsidiaries to: (i) incur indebtedness, (ii) enter into mergers, acquisitions and asset sales, (iii) incur or create liens and (iv) enter into transactions with certain affiliates. The 1st Lien Credit Facility contains various representations and warranties and may be terminated upon occurrence of certain events of default. The 1st Lien Credit Facility also contains cross-default provisions tied to the terms of each of the Indenture, 2nd Lien Term Loan and New Pulitzer Notes.

2nd Lien Term Loan

The 2nd Lien Term Loan, which has a balance of $150,000,000 at December 28, 2014, bears interest at a fixed annual rate of 12.0%, payable quarterly, and matures in December 2022.

Principal Payments

There are no scheduled mandatory amortization payments required under the 2nd Lien Term Loan.

Under the 2nd Lien Term Loan, excess cash flows of Pulitzer and the Pulitzer Subsidiaries, as defined and subject to certain other conditions, must be used, (i) first, to repay the outstanding amount of the New Pulitzer Notes and (ii) second, (a) at any time after the Pulitzer Debt Satisfaction Date but prior to March 31, 2017, to make an offer to the 2nd Lien Lenders (which offer the 2nd Lien Lenders may accept or reject), to pay amounts under the 2nd Lien Term Loan at par and (b) at any time after the Pulitzer Debt Satisfaction Date and on or after March 31, 2017, to pay such amounts under the 2nd Lien Term Loan at par.

The definition of excess cash flows of Pulitzer includes a deduction for interest costs incurred under the 2nd Lien Term Loan after the Pulitzer Debt Satisfaction Date. In addition, other changes to settlement of certain intercompany costs between the Company and Pulitzer will also be effected after the Pulitzer Debt Satisfaction Date, with the net result being a reduction in the excess cash flows of Pulitzer from historical levels.

After the Pulitzer Debt Satisfaction Date, subject to certain other conditions in the 2nd Lien Term Loan, the balance of the 2nd Lien Term Loan can, or will be, reduced at par from proceeds from asset sales by Pulitzer or the Pulitzer Subsidiaries.

Voluntary payments under the 2nd Lien Term Loan are otherwise subject to call premiums as follows:

| Period Beginning | Percentage of Principal Amount |
| --- | --- |
| March 31, 2014 | 112 |
| March 31, 2017 | 106 |
| March 31, 2018 | 103 |
| March 31, 2019 | 100 |

Security

The 2nd Lien Term Loan is fully and unconditionally guaranteed on a joint and several basis by the Company, Subsidiary Guarantors, Pulitzer and the Pulitzer Subsidiaries (collectively, the "2nd Lien Assignors"), other than MNI and TNI, pursuant to a Second Lien Guarantee and Collateral Agreement dated as of March 31, 2014 (the "2nd Lien Guarantee and Collateral Agreement") among the 2nd Lien Assignors and Wilmington Trust, National Association.

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Under the 2nd Lien Guarantee and Collateral Agreement, the 2nd Lien Assignors have granted (i) second priority security interests, subject to certain priorities and limitations in the various agreements, on substantially all of their tangible and intangible assets, including the stock and other equity interests owned by the 2nd Lien Assignors, and (ii) have granted second lien mortgages or deeds of trust covering certain real estate, as collateral for the payment and performance of their obligations under the 2nd Lien Term Loan. Assets of, or used in the operations or business of, TNI and our ownership interest in, and assets of, MNI are excluded.

Assets of Pulitzer and the Pulitzer Subsidiaries, excluding assets of or assets used in the operations or business of, TNI, will become subject to (i) a first priority security interest in favor of the 2nd Lien Lenders; and (ii) a second priority security interest in favor of the secured parties under the 1st Lien Credit Facility, as applicable, upon the Pulitzer Debt Satisfaction Date.

The 2nd Lien Guarantee and Collateral Agreement is subject to:

- The Junior Intercreditor Agreement;
- An Intercreditor Agreement dated as of January 30, 2012 among The Bank of New York Mellon Trust Company, N.A., Wilmington Trust, National Association, Pulitzer and the Pulitzer Subsidiaries, as amended by the First Amendment to Intercreditor Agreement dated May 1, 2013, and as further amended by the Second Amendment to Intercreditor Agreement dated as of March 31, 2014 (the "Second Amendment to Pulitzer Intercreditor Agreement"); and
- An Intercompany Subordination Agreement dated as of March 31, 2014 (the "Pulitzer Intercompany Subordination Agreement") among the Company, the Subsidiary Guarantors, Pulitzer, Pulitzer Subsidiaries and Wilmington Trust, National Association.

Covenants and Other Matters

The 2nd Lien Term Loan requires that we comply with certain affirmative and negative covenants customary for financing of this nature, including the negative covenants under the 1st Lien Credit Facility discussed above. The 2nd Lien Term Loan contains various representations and warranties and may be terminated upon occurrence of certain events of default. The 2nd Lien Term Loan also contains cross-default provisions tied to the terms of the Indenture, 1st Lien Credit Facility and the New Pulitzer Notes.

In connection with the 2nd Lien Term Loan, we entered into a Warrant Agreement dated as of March 31, 2014 (the "Warrant Agreement") between the Company and Wells Fargo Bank, National Association. Under the Warrant Agreement, certain affiliates or designees of the 2nd Lien Lenders received on March 31, 2014 their pro rata share of warrants to purchase, in cash, an initial aggregate of 6,000,000 shares of Common Stock, subject to adjustment pursuant to anti-dilution provisions (the "Warrants"). The Warrants represent, when fully exercised, approximately 10.1% of shares of Common Stock outstanding at March 30, 2014 on a fully diluted basis. The exercise price of the Warrants is $4.19 per share.

The Warrant Agreement contains a cash settlement provision in the event of a change of control prior to March 31, 2018 as well as other provisions requiring the Warrants be measured at fair value and are included in other liabilities in our Consolidated Balance Sheets. We will remeasure the liability to fair value each reporting period, with changes reported in other non-operating income (expense). The initial fair value of the Warrants was $16,930,000. At September 28, 2014, the fair value of the Warrants was $10,808,000. At December 28, 2014, the fair value of the Warrants is $12,110,000.

In connection with the issuance of the Warrants, we entered into a Registration Rights Agreement dated as of March 31, 2014 (the “Registration Rights Agreement”). The Registration Rights Agreement requires, among other matters, that we use our commercially reasonable efforts to maintain the effectiveness for certain specified periods of a shelf registration statement related to the shares of Common Stock to be issued upon exercise of the Warrants.

New Pulitzer Notes

In conjunction with its formation in 2000, St. Louis Post-Dispatch LLC ("PD LLC") borrowed $306,000,000 (the “Pulitzer Notes”) from a group of institutional lenders (the “Noteholders”). The Pulitzer Notes were guaranteed

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by Pulitzer pursuant to a Guaranty Agreement with the Noteholders. The aggregate principal amount of the Pulitzer Notes was payable in April 2009.

In February 2009, the Pulitzer Notes and the Guaranty Agreement were amended (the “Notes Amendment”). Under the Notes Amendment, PD LLC repaid $120,000,000 of the principal amount of the debt obligation. The remaining debt balance of $186,000,000 was refinanced by the Noteholders until April 2012.

In January 2012, in connection with the Plan, we entered into an amended Note Agreement and Guaranty Agreement, which amended the Pulitzer Notes and extended the maturity with the Noteholders. After consideration of unscheduled principal payments totaling $15,145,000 ($10,145,000 in December 2011 and $5,000,000 in January 2012), offset by $3,500,000 of non-cash fees paid to the Noteholders in the form of additional Pulitzer Notes debt, the amended Pulitzer Notes had a balance of $126,355,000 in January 2012.

In May 2013, we refinanced the $94,000,000 remaining balance of the Pulitzer Notes (the “New Pulitzer Notes”) with BH Finance LLC ("Berkshire") a subsidiary of Berkshire Hathaway Inc.

The New Pulitzer Notes bear interest at a fixed rate of 9.0%, payable quarterly. Pulitzer is a co-borrower under the New Pulitzer Notes, which eliminated the former Guaranty Agreement made by Pulitzer under the Pulitzer Notes.

Principal Payments

At December 28, 2014, the balance of the New Pulitzer Notes is $19,000,000. We may voluntarily prepay principal amounts outstanding under the New Pulitzer Notes at any time, in whole or in part, without premium or penalty (except as noted below), upon proper notice, and subject to certain limitations as to minimum amounts of prepayments. The New Pulitzer Notes provide for mandatory scheduled prepayments totaling $6,400,000 annually.

In addition to the scheduled payments, we are required to make mandatory prepayments under the New Pulitzer Notes under certain other conditions, such as from the net proceeds from asset sales. The New Pulitzer Notes also require us to accelerate future payments in the amount of our quarterly excess cash flow, as defined. The acceleration of such payments due to future asset sales or excess cash flow does not change the due dates of other New Pulitzer Notes payments prior to the final maturity in April 2017.

The New Pulitzer Notes are subject to a 5% redemption premium if 100% of the remaining balance of the New Pulitzer Notes is again refinanced by lenders, the majority of which are not holders of the New Pulitzer Notes at the time of such refinancing. This redemption premium is not otherwise applicable to any of the types of payments noted above.

2015 payments made, or required to be made for the remainder of the year, under the New Pulitzer Notes are summarized below.

| (Thousands of Dollars) | 13 Weeks Ended December 28 2014 | 13 Weeks Ending March 29 2015 | June 28 2015 | September 27 2015 |
|---|---|---|---|---|
| Mandatory | 4,000 | — | 400 | 2,000 |
| Voluntary | — | — | — | — |
| Asset sales | — | — | — | — |
| Excess cash flow | — | — | — | — |
| | 4,000 | — | 400 | 2,000 |

2014 payments made under the New Pulitzer Notes or Pulitzer Notes are summarized as follows:

| | | | | 13 Weeks Ended |
|---|---|---|---|---|
| (Thousands of Dollars) | December 29 2013 | March 30 2014 | June 29 2014 | September 28 2014 |
| Mandatory | 6,400 | — | — | — |
| Voluntary | 1,600 | 10,000 | 13,000 | 9,000 |
| Asset sales | — | — | — | — |
| Excess cash flow | — | — | — | — |
| | 8,000 | 10,000 | 13,000 | 9,000 |

Security

Obligations under the New Pulitzer Notes are fully and unconditionally guaranteed on a joint and several basis by Pulitzer's existing and future subsidiaries other than PD LLC and TNI. The New Pulitzer Notes are also secured by first priority security interests in the stock and other equity interests owned by Pulitzer's subsidiaries including the 50% ownership interest in TNI. Also, Pulitzer, certain of its subsidiaries and PD LLC granted a first priority security interest on substantially all of its tangible and intangible assets, excluding the assets of Star Publishing leased to, or used in the operations or business of, TNI and granted deeds of trust covering certain real estate in the St. Louis area, as collateral for the payment and performance of their obligations under the New Pulitzer Notes.

Covenants and Other Matters

The New Pulitzer Notes contain certain covenants and conditions including the maintenance, by Pulitzer, of minimum trailing 12 month EBITDA (minimum of $24,200,000 beginning December 28, 2014), as defined in the New Pulitzer Notes agreement, and limitations on capital expenditures and the incurrence of other debt. Our actual trailing 12 month EBITDA at December 28, 2014  is $41,484,000.

Further, the New Pulitzer Notes have limitations or restrictions on distributions, loans, advances, investments, acquisitions, dispositions and mergers. Such covenants require that substantially all future cash flows of Pulitzer are required to be directed first toward repayment of the New Pulitzer Notes and that cash flows of Pulitzer are largely segregated from those of the Company, exclusive of Pulitzer.

Other

The refinancing of the Pulitzer Notes with the New Pulitzer Notes resulted in the acceleration of $1,565,000 of a present value adjustment, which was partially offset by eliminating deferred interest expense of $1,189,000, and the net amount of which was recognized in 2013. Expenses related to the issuance of the New Pulitzer Notes are capitalized as debt issuance costs and will be amortized until the Pulitzer Debt Satisfaction Date.

We incurred $30,931,000 of fees and expenses related to the 2014 Refinancing, including a $1,750,000 premium (1% of the principal amount) related to the redemption of the previous 2nd lien agreement and $5,000,000 original issue discount on the 1st Lien Term Loan. In addition, at the date of the 2014 Refinancing we had $10,549,000 of unamortized present value adjustments related to the previous 1st lien agreement and previous 2nd lien agreement. We also recognized original issue discount of $16,930,000 on the 2nd Lien Term Loan related to the Warrants. Certain of the unamortized present value adjustments, the new fees and expenses and a portion of the value of the Warrants were charged to expense upon completion of the 2014 Refinancing while the remainder of such costs have been capitalized and are being amortized over the lives of the respective debt agreements. Debt financing costs are summarized as follows:

| (Thousands of Dollars) | |
|---|---|
| Prepayment premium - previous 2nd lien agreement | 1,750 |
| Unamortized loan fees from previous credit agreements | 10,549 |
| Fees paid in cash to arrangers, lenders, attorneys and others | 24,181 |
| Original issue discount - 1st Lien Term Loan | 5,000 |
| Fair value of Warrants granted to 2nd Lien Lenders | 16,930 |
| | 58,410 |
| Charged to expense as a result of debt extinguishment | 20,591 |
| Capitalized debt financing costs | 37,819 |

Amortization of the debt financing costs totaled $1,029,000 in the 13 weeks ended December 28, 2014. Amortization of such costs is estimated to total $4,218,000 in 2015, $4,426,000 in 2016, $4,455,000 in 2017, $4,537,000 in 2018 and $4,289,000 in 2019. At December 28, 2014, we have $35,395,000 of unamortized debt financing costs included in other assets in our Consolidated Balance Sheets.

Debt is summarized as follows:

| (Thousands of Dollars) | December 28 2014 | September 28 2014 | Interest Rates (%) December 28 2014 |
|---|---|---|---|
| Revolving Facility | — | 5,000 | 5.65 |
| 1st Lien Term Loan | 215,500 | 226,750 | 7.25 |
| Notes | 400,000 | 400,000 | 9.50 |
| 2nd Lien Term Loan | 150,000 | 150,000 | 12.00 |
| New Pulitzer Notes | 19,000 | 23,000 | 9.00 |
| | 784,500 | 804,750 | |
| Less current maturities of long-term debt | 28,200 | 31,400 | |
| Total long-term debt | 756,300 | 773,350 | |

At December 28, 2014, our weighted average cost of debt, excluding amortization of debt financing costs, is 9.4%.

Aggregate maturities of debt total $21,150,000 for the remainder of 2015, $31,400,000 in 2016, $35,200,000 in 2017, $25,000,000 in 2018, $121,750,000 in 2019 and $550,000,000 thereafter.

Liquidity

At December 28, 2014, after consideration of letters of credit, we have approximately $32,605,000 available for future use under our Revolving Facility. Including cash, our liquidity at December 28, 2014 totals $48,548,000. This liquidity amount excludes any future cash flows. We expect all interest and principal payments due in the next twelve

months will be satisfied by our cash flows, which will allow us to maintain an adequate level of liquidity. The Warrants, if and when exercised, would provide additional liquidity in an amount up to $25,140,000.

The 2014 Refinancing significantly enhances our debt maturity profile. Final maturities of our debt have been extended to dates extending from April 2017 through December 2022. As a result, refinancing risk has been substantially reduced for the next several years.

There are numerous potential consequences under the Notes, 1st Lien Credit Facility, 2nd Lien Term Loan, and the New Pulitzer Notes, if an event of default, as defined, occurs and is not remedied. Many of those consequences are beyond our control. The occurrence of one or more events of default would give rise to the right of the applicable lender(s) to exercise their remedies under the Notes, 1st Lien Credit Facility, 2nd Lien Term Loan, and the New Pulitzer Notes, respectively, including, without limitation, the right to accelerate all outstanding debt and take actions authorized in such circumstances under applicable collateral security documents.

Our ability to operate as a going concern is dependent on our ability to remain in compliance with debt covenants and to refinance or amend our debt agreements as they become due, or earlier if available liquidity is consumed. The Notes, 1st Lien Credit Facility and 2nd Lien Term Loan have only limited affirmative covenants with which we are required to maintain compliance. We are in compliance with our debt covenants at December 28, 2014.

5 PENSION, POSTRETIREMENT AND POSTEMPLOYMENT DEFINED BENEFIT PLANS

We have several noncontributory defined benefit pension plans that together cover selected employees. Benefits under the plans were generally based on salary and years of service. All benefits are frozen and no additional benefits are being accrued. Our liability and related expense for benefits under the plans are recorded over the service period of active employees based upon annual actuarial calculations. Plan funding strategies are influenced by government regulations and income tax laws. Plan assets consist primarily of domestic and foreign corporate equity securities, government and corporate bonds, hedge fund investments and cash.

In addition, we provide retiree medical and life insurance benefits under postretirement plans at several of our operating locations. The level and adjustment of participant contributions vary depending on the specific plan. PD LLC also provides postemployment disability benefits to certain employee groups prior to retirement. Our liability and related expense for benefits under the postretirement plans are recorded over the service period of active employees based upon annual actuarial calculations. We accrue postemployment disability benefits when it becomes probable that such benefits will be paid and when sufficient information exists to make reasonable estimates of the amounts to be paid. Plan assets may also be used to fund medical costs of certain active employees.

We use a fiscal year end measurement date for all of our pension and postretirement medical plan obligations.

The net periodic cost (benefit) components of our pension and postretirement medical plans are as follows:

| PENSION PLANS | 13 Weeks Ended | |
|---|---|---|
| (Thousands of Dollars) | December 28 2014 | December 29 2013 |
| Service cost for benefits earned during the period | 226 | 39 |
| Interest cost on projected benefit obligation | 1,859 | 1,999 |
| Expected return on plan assets | (2,466) | (2,483) |
| Amortization of net loss | 420 | 106 |
| Amortization of prior service benefit | (34) | (34) |
| | 5 | (373) |

| POSTRETIREMENT MEDICAL PLANS | 13 Weeks Ended | |
|---|---|---|
| (Thousands of Dollars) | December 28 2014 | December 29 2013 |
| Service cost for benefits earned during the period | 39 | 149 |
| Interest cost on projected benefit obligation | 211 | 228 |
| Expected return on plan assets | (361) | (371) |
| Amortization of net gain | (347) | (455) |
| Amortization of prior service benefit | (365) | (365) |
| | (823) | (814) |

Amortization of net gains (losses) and prior service benefits are recorded as compensation in the Consolidated Statements of Operations and Comprehensive Income.

Based on our forecast at December 28, 2014, we expect to contribute $3,800,000 to our pension plans for the remainder of 2015. Based on our forecast at December 29, 2014, we do not expect to contribute to our postretirement plans for the remainder of 2015.

6 INCOME TAXES

We recorded income tax expense of approximately $6,498,000 related to income before income taxes of $16,505,000 for the 13 weeks ended December 28, 2014. For the 13 weeks ended December 29, 2013, we recorded $7,383,000 of income tax expense related to income before income taxes of $19,485,000. The effective income tax rates for the 13 weeks ended December 28, 2014 and December 29, 2013 were 39.4% and 37.9%, respectively. The primary difference between these rates and the U.S. federal statutory rate of 35% is due to the effect of state taxes, non-deductible expenses, adjustments to reserves for uncertain tax positions, including any related interest, and mark-to-market adjustments made to measure the Warrants issued in connection with our 2014 Refinancing at fair value.

No significant cash tax payments were made during the 13 week period ended December 28, 2014. Due to our federal and state net operating loss carryforwards, and based on historical levels of performance, we do not expect to make any significant income tax payments in 2015, 2016, or 2017.

7 EARNINGS PER COMMON SHARE

The following table sets forth the computation of basic and diluted earnings per common share:

| (Thousands of Dollars and Shares, Except Per Share Data) | 13 Weeks Ended December 28 2014 | December 29 2013 |
|---|---|---|
| Income attributable to Lee Enterprises, Incorporated: | 9,753 | 11,892 |
| Weighted average common shares | 53,913 | 52,886 |
| Less weighted average restricted Common Stock | (1,442) | 805 |
| Basic average common shares | 52,471 | 52,081 |
| Dilutive stock options and restricted Common Stock | 1,483 | 1,178 |
| Diluted average common shares | 53,954 | 53,259 |
| Earnings per common share: | | |
| Basic | 0.19 | 0.23 |
| Diluted | 0.18 | 0.22 |

For the 13 weeks ended December 28, 2014, 6,254,000 weighted average shares were not considered in the computation of diluted earnings per common share because the exercise prices of the related stock options and Warrants were in excess of the fair market value of our Common Stock. For the 13 weeks ended December 29, 2013, we had 101,000 weighted average shares not considered in the computation of diluted earnings per common share because the related stock option exercise prices were in excess of the fair market value of our Common Stock.

8 STOCK OWNERSHIP PLANS

A summary of stock option activity during the 13 weeks ended December 28, 2014 follows:

| (Thousands of Dollars and Shares, Except Per Share Data) | Shares | Weighted Average Exercise Price | Weighted Average Remaining Contractual Term (Years) | Aggregate Intrinsic Value |
|---|---|---|---|---|
| Outstanding, September 28, 2014 | 2,333 | 2.70 | | |
| Exercised | (28) | 1.73 | | |
| Cancelled | (20) | 26.63 | | |
| Outstanding, December 28, 2014 | 2,285 | 2.50 | 6.4 | 4,300 |
| Exercisable, December 28, 2014 | 1,751 | 2.90 | 6.1 | 2,980 |

Total unrecognized compensation expense for unvested stock options as of December 28, 2014 is $210,000, which will be recognized over a weighted average period of 0.5 years.

Restricted Common Stock

The table summarizes restricted Common Stock activity during the 13 weeks ended December 28, 2014.

| (Thousands of Shares, Except Per Share Data) | Shares | Weighted Average Grant Date Fair Value |
|---|---|---|
| Outstanding, September 28, 2014 | 1,291 | 2.72 |
| Granted | 727 | 3.65 |
| Cancelled | (10) | 3.61 |
| Outstanding, December 28, 2014 | 2,008 | 3.05 |

Total unrecognized compensation expense for unvested restricted Common Stock at December 28, 2014 is $4,537,000, which will be recognized over a weighted average period of 2.0 years.

9 FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board Accounting Standards Codification Topic 820 establishes a three-level hierarchy of fair value measurements based on whether the inputs to those measurements are observable or unobservable which consists of the following levels:

Level 1 - Quoted prices for identical instruments in active markets;

Level 2 - Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs are observable in active markets; and

Level 3 - Valuations derived from valuation techniques in which one or more significant inputs are unobservable.

The following methods and assumptions are used to estimate the fair value of each class of financial instruments for which it is practicable to estimate value.

The carrying amounts of cash equivalents, accounts receivable and accounts payable approximate fair value because of the short maturity of those instruments. Investments totaling $7,272,000, including our 17% ownership of the nonvoting common stock of TCT, are carried at cost.

The fair value of floating rate debt, which consists of our 1st Lien Term Loan, is $213,749,000, based on an average of private market price quotations. Our fixed rate debt consists of $400,000,000 principal amount of the Notes, $150,000,000 principal amount under the 2nd Lien Term Loan and $19,000,000 principal amount of New Pulitzer Notes. At December 28, 2014, based on private market price quotations the fair values were $412,000,000 and $157,500,000 for the Notes and 2nd Lien Term Loan, respectively. The New Pulitzer Notes are held by a single investor, Berkshire. We are unable, as of December 28, 2014, to determine the fair value of the New Pulitzer Notes. The value, if determined, may be more or less than the carrying amount. These represent level 2 fair value measurements.

As discussed more fully in Note 4, we recorded a liability for the Warrants issued in connection with the Warrant Agreement. The liability was initially measured at its fair value. We remeasure the liability to fair value each reporting period, with changes reported in other non-operating income (expense). The initial fair value of the Warrants was $16,930,000. At September 28, 2014, the fair value of the Warrants was $10,808,000. At December 28, 2014, the fair value of the Warrants is $12,110,000. Fair value is determined using the Black-Scholes option pricing model. These represent level 2 fair value measurements.

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10COMMITMENTS AND CONTINGENT LIABILITIES

Redemption of PD LLC Minority Interest

In February 2009, in conjunction with the Notes Amendment, PD LLC redeemed the 5% interest in PD LLC and STL Distribution Services LLC ("DS LLC") owned by The Herald Publishing Company, LLC ("Herald") pursuant to a Redemption Agreement and adopted conforming amendments to the Operating Agreement. As a result, the value of Herald's former interest (the “Herald Value”) was to be settled, based on a calculation of 10% of the fair market value of PD LLC and DS LLC at the time of settlement, less the balance, as adjusted, of the Pulitzer Notes or the equivalent successor debt, if any. We recorded a liability of $2,300,000 in 2009 as an estimate of the amount of the Herald Value to be disbursed. In 2011, we reduced the liability related to the Herald Value to $300,000 based on the current estimate of fair value.

In 2014, we issued 100,000 shares of Common Stock in full satisfaction of the Herald Value. Such shares had a fair value of $298,000 on the date of issuance.

The redemption of Herald's interest in PD LLC and DS LLC may generate significant tax benefits to us as a consequence of the resulting increase in the tax basis of the assets owned by PD LLC and DS LLC and the related depreciation and amortization deductions. The increase in basis to be amortized for income tax purposes over a 15 year period beginning in February 2009 is approximately $258,000,000.

Income Taxes

Commitments exclude unrecognized tax benefits to be recorded in accordance with FASB ASC Topic 740, Income Taxes. We are unable to reasonably estimate the ultimate amount or timing of cash settlements with the respective taxing authorities for such matters. See Note 6.

We file income tax returns with the IRS and various state tax jurisdictions. From time to time, we are subject to routine audits by those agencies and those audits may result in proposed adjustments. We have considered the alternative interpretations that may be assumed by the various taxing agencies, believe our positions taken regarding our filings are valid, and that adequate tax liabilities have been recorded to resolve such matters. However, the actual outcome cannot be determined with certainty and the difference could be material, either positively or negatively, to the Consolidated Statements of Operations and Comprehensive Income in the periods in which such matters are ultimately determined. We do not believe the final resolution of such matters will be material to our consolidated financial position or cash flows.

We have various income tax examinations ongoing which are at different stages of completion, but generally our income tax returns have been audited or closed to audit through 2009.

Legal Proceedings

In 2008, a group of newspaper carriers filed suit against us in the United States District Court for the Southern District of California, claiming to be our employees and not independent contractors. The plaintiffs sought relief related to alleged violations of various employment-based statutes, and requested punitive damages and attorneys' fees. In 2014 we reached a settlement with the plaintiffs, which remains subject to court approval, and recorded a liability of $2,300,000 in 2014.

We are involved in a variety of other legal actions that arise in the normal course of business. Insurance coverage mitigates potential loss for certain of these other matters. While we are unable to predict the ultimate outcome of these other legal actions, it is our opinion that the disposition of these matters will not have a material adverse effect on our

Consolidated Financial Statements, taken as a whole.

11 COMMON STOCK

In connection with the 2nd Lien Term Loan, we entered into the Warrant Agreement. Under the Warrant Agreement, certain affiliates or designees of the 2nd Lien Lenders received on March 31, 2014 their pro rata share of Warrants to purchase, in cash, 6,000,000 shares of Common Stock, subject to adjustment pursuant to anti-dilution provisions. The Warrants represent, when fully exercised, approximately 10.1% of shares of

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Common Stock outstanding at March 30, 2014 on a fully diluted basis. The exercise price of the Warrants is $4.19 per share.

The Warrant Agreement contains a cash settlement provision in the event of a change of control prior to March 31, 2018, as well as other provisions requiring the Warrants be measured at fair value and classified as a liability in our Consolidated Balance Sheets. We will remeasure the liability to fair value each reporting period, with changes reported in earnings. The initial fair value of the Warrants was $16,930,000. At September 28, 2014, the fair value of the Warrants was $10,808,000. At December 28, 2014, the fair value of the Warrants is $12,110,000.

In connection with the issuance of the Warrants, we entered into the Registration Rights Agreement. The Registration Rights Agreement requires, among other matters, that we use our commercially reasonable efforts to file and maintain the effectiveness for certain specified periods of a shelf registration statement covering the shares of Common Stock upon exercise of the Warrants.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion includes comments and analysis relating to our results of operations and financial condition as of and for the 13 weeks ended December 28, 2014. This discussion should be read in conjunction with the Consolidated Financial Statements and related Notes thereto, included herein, and our 2014 Annual Report on Form 10-K.

### NON-GAAP FINANCIAL MEASURES

No non-GAAP financial measure should be considered as a substitute for any related GAAP financial measure. However, we believe the use of non-GAAP financial measures provides meaningful supplemental information with which to evaluate our financial performance, or assist in forecasting and analyzing future periods. We also believe such non-GAAP financial measures are alternative indicators of performance used by investors, lenders, rating agencies and financial analysts to estimate the value of a publishing business and its ability to meet debt service requirements.

The non-GAAP financial measures utilized by us are defined as follows:

Adjusted EBITDA is defined as operating income (loss), plus depreciation, amortization, impairment charges, stock compensation and 50% of EBITDA from TNI and MNI, minus equity in earnings of associated companies and curtailment gains.

Adjusted Income (Loss) and Adjusted Earnings (Loss) Per Common Share are defined as income (loss) attributable to Lee Enterprises, Incorporated and earnings (loss) per common share adjusted to exclude both unusual matters and those of a substantially non-recurring nature.

Cash Costs are defined as compensation, newsprint and ink, other operating expenses and certain unusual matters, such as workforce adjustment costs. Depreciation, amortization, impairment charges, other non-cash operating expenses and other unusual matters are excluded.

Operating Cash Flow is defined as operating income (loss) plus depreciation, amortization and impairment charges, minus equity in earnings of TNI and MNI and curtailment gains. Operating Cash Flow Margin is defined as operating cash flow divided by operating revenue. The terms operating cash flow and EBITDA are used interchangeably.

Unlevered Free Cash Flow is defined as operating income (loss), plus depreciation, amortization, impairment charges, stock compensation, distributions from TNI and MNI and cash income tax refunds, minus equity in earnings of TNI

and MNI, curtailment gains, cash income taxes, pension contributions and capital expenditures. Changes in working capital, asset sales, minority interest and discontinued operations are excluded. Free Cash Flow also includes financial income, interest expense and debt financing and reorganization costs.

Tables reconciling operating cash flow, adjusted EBITDA, unlevered free cash flow and free cash flow to operating income (loss), the most directly comparable measure under GAAP, are set forth in Item 2, included herein, under the caption "Selected Consolidated Financial Information".

Reconciliations of adjusted income (loss) and adjusted earnings (loss) per common share to income (loss) attributable to Lee Enterprises, Incorporated and earnings (loss) per common share, respectively, the most directly comparable measures under GAAP, are set forth in Item 2, included herein, under the caption “Overall Results”.

The subtotals of operating expenses representing cash costs can be found in tables in Item 2, included herein, under the captions “13 Weeks Ended December 28, 2014”.

We also present selected information for Lee Legacy and Pulitzer. Lee Legacy constitutes the business of the Company, including MNI, but excluding Pulitzer, the Pulitzer Subsidiaries and TNI. See “Selected Lee Legacy Financial Information” and “Selected Pulitzer Financial Information” in Item 2, included herein.

## CRITICAL ACCOUNTING POLICIES

Our discussion and analysis of results of operations and financial condition are based upon our Consolidated Financial Statements, which have been prepared in accordance with GAAP. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue and expenses, and related disclosure of contingent assets and liabilities. We evaluate these estimates and judgments on an ongoing basis. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Our critical accounting policies include the following:

- Goodwill and other intangible assets;
- Pension, postretirement and postemployment benefit plans;
- Income taxes;
- Revenue recognition; and
- Uninsured risks.

Additional information regarding these critical accounting policies can be found under the caption “Management's Discussion and Analysis of Financial Condition and Results of Operations” in our 2014 Annual Report on Form 10-K.

## IMPACT OF RECENTLY ISSUED ACCOUNTING STANDARDS

In May 2014, the Financial Accounting Standards Board ("FASB") issued new accounting requirements for the recognition of revenue from contracts with customers. The new requirements also include additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. The adoption of these requirements is required in 2018. We have not yet determined the potential effects on our Consolidated Financial Statements.

In August 2014, the FASB issued a new going concern standard. The new standard changes the period that companies use to evaluate their ability to meet obligations to a look-forward period of one year from the financial statement issuance date, from one year from the balance sheet date. The new standard also changes disclosure requirements. The adoption of the new standard is required in 2017. We do not expect the adoption of this standard to have a material impact on our Consolidated Financial Statements, taken as a whole.

## EXECUTIVE OVERVIEW

We are a leading provider of local news and information, and a major platform for advertising, in the markets we serve, which are located primarily in the Midwest, Mountain West and West regions of the United States. With the exception of St. Louis, Missouri, our 50 daily newspaper markets, across 22 states, are principally midsize or small. Through our print and digital platforms, we reach an overwhelming majority of adults in our markets.

Our products include:

- 50 daily and 38 Sunday newspapers with subscribers totaling 1.1 million and 1.5 million, respectively, read by over three million people in print;

- Websites, mobile and tablet products in all of our markets that complement our newspapers and attracted 27.6 million unique visitors in December 28, 2014, with 225.9 million page views; and

- Nearly 300 weekly newspapers and classified and niche publications.

Our markets have established retail bases, and most are regional shopping hubs. We are located in four state capitals. Six of our top ten markets by revenue include major universities, and seven are home to major corporate headquarters. Based on data from the Bureau of Labor of Statistics as of November 2014, the unemployment rate in five of our top ten markets by revenue was lower than the national average. We believe that all of these factors have had a positive impact on advertising revenue. Community newspapers remain a valuable source of local news and information to readers and an effective means for local advertisers to reach their customers. We believe our audiences across these communities tend to be loyal readers that actively seek our content and serve as an attractive target for our advertisers.

We do not face significant competition from other local daily newspapers in most of our markets, although there is significant competition for audience in those markets from other media. In our top ten markets by revenue, only two have significant local daily print competition.

Our primary source of revenue is advertising and marketing services, followed by subscription revenue. Over the last several years, the advertising industry has experienced a shift toward digital advertising and away from print and other traditional media. This trend away from traditional advertising was compounded by the effects of the last recession, which had a significant impact on our advertising and marketing services revenue. In addition, our daily newspaper paid subscription and single copy unit sales have declined. We have attempted to offset our declines in advertising and marketing services revenue and print subscription revenue with our efforts to expand our digital advertising revenue and increase the numbers of our digital subscribers.

In April 2014, we began to implement a full access subscription model, which will provide subscribers with complete digital access, including desktop, mobile, tablet and replica editions. These will be offered as packages with print home delivery or as digital-only subscriptions, with subscription rates reflective of the expanded access. Due to the timing of the rollout and subscriber renewal dates, the bulk of the positive revenue from this initiative should be realized in 2015.

During, and since, the last economic downturn, we have also transformed our business model and carefully managed our costs to maintain our margins and cash flows. Since 2007 and through 2014 we reduced annual cash costs of our continuing operations by $297 million, or 37%, net of costs incurred to achieve these savings and also net of cost increases that primarily support our revenue initiatives. We are continuing to pursue operating efficiencies in 2015.

ECONOMIC CONDITIONS

According to the National Bureau of Economic Research, the United States economy was in a recession from December 2007 until June 2009. It is widely believed that certain elements of the economy, such as housing, auto sales and employment, were in decline before December 2007, and some elements have recovered slowly in either nominal or real (inflation-adjusted) terms. Our revenue, operating results and cash flows were significantly impacted by the recession and its aftermath. The duration and depth of an economic recession, and pace of economic recovery, in markets in which we operate, may influence our future results.

IMPAIRMENT OF GOODWILL AND OTHER ASSETS

We have significant amounts of goodwill and identified intangible assets. Since 2007 we have recorded impairment charges totaling almost $1.3 billion to reduce the value of certain of these assets. Should general economic, market or business conditions decline, and have a negative impact on our stock price or projected future cash flows, we may be

required to record additional impairment charges in the future. Such charges would not impact our cash flows or debt covenant compliance.

DEBT AND LIQUIDITY

We have a substantial amount of debt, as discussed more fully (and certain capitalized terms used below defined) in Note 1 and Note 4 of the Notes to Consolidated Financial Statements, included herein.

Substantially all of our debt was scheduled to mature in April 2012. We used a voluntary, prepackaged petition under the U. S. Bankruptcy Code to accomplish a refinancing that extended the maturity to December 2015 for most of our debt, with the remainder maturing in April 2017. In May 2013, we again refinanced the remaining balance of the Pulitzer Notes. On March 31, 2014, we refinanced all of our other debt in the 2014 Refinancing. Our ability to make payments on our indebtedness will depend on our ability to generate future cash flows. This ability, to a certain extent, is subject to general economic, financial, competitive, business, legislative, regulatory and other factors that are beyond our control.

At December 28, 2014, after consideration of letters of credit, we have approximately $32,605,000 available for future use under our Revolving Facility. Including cash, our liquidity at December 28, 2014 totals $48,548,000. This liquidity amount excludes any future cash flows. We expect all interest and principal payments due in the next twelve months will be satisfied by our cash flows, which will allow us to maintain an adequate level of liquidity. The Warrants, if and when exercised, would provide additional liquidity in an amount up to $25,140,000.

At December 28, 2014, the principal amount of our outstanding debt totaled $784,500,000. For the last twelve months ended December 28, 2014, the principal amount of our debt, net of cash, is 4.7 times our adjusted EBITDA, compared to a ratio of 4.8 at December 29, 2013.

The 2014 Refinancing significantly enhances our debt maturity profile. Final maturities of our debt have been extended to dates extending from April 2017 through December 2022. As a result, refinancing risk has been substantially reduced for the next several years.

There are numerous potential consequences under the Notes, 1st Lien Credit Facility, 2nd Lien Term Loan, and the New Pulitzer Notes, if an event of default, as defined, occurs and is not remedied. Many of those consequences are beyond our control. The occurrence of one or more events of default would give rise to the right of the applicable lender(s) to exercise their remedies under the Notes, 1st Lien Credit Facility, 2nd Lien Term Loan, and the New Pulitzer Notes, respectively, including, without limitation, the right to accelerate all outstanding debt and take actions authorized in such circumstances under applicable collateral security documents.

Our ability to operate as a going concern is dependent on our ability to remain in compliance with debt covenants and to refinance or amend our debt agreements as they become due, or earlier if available liquidity is consumed. The Notes, 1st Lien Credit Facility and 2nd Lien Term Loan have only limited affirmative covenants with which we are required to maintain compliance. We are in compliance with our debt covenants at December 28, 2014.

13 WEEKS ENDED DECEMBER 28, 2014

Operating results, as reported in the Consolidated Financial Statements, are summarized below.

| (Thousands of Dollars, Except Per Share Data) | 13 Weeks Ended December 28 2014 | December 29 2013 | Percent Change |
|---|---|---|---|
| Advertising and marketing services revenue: | | | |
| Retail | 76,814 | 82,279 | (6.6) |
| Classified: | | | |
| Employment | 7,425 | 7,209 | 3.0 |
| Automotive | 7,335 | 8,140 | (9.9) |
| Real estate | 4,074 | 4,419 | (7.8) |
| All other | 10,361 | 10,453 | (0.9) |
| Total classified | 29,195 | 30,221 | (3.4) |
| National | 7,151 | 7,517 | (4.9) |
| Niche publications and other | 2,317 | 2,374 | (2.4) |
| Total advertising and marketing services revenue | 115,477 | 122,391 | (5.6) |
| Subscription | 50,399 | 45,452 | 10.9 |
| Commercial printing | 2,816 | 3,032 | (7.1) |
| Digital services and other | 7,462 | 6,510 | 14.6 |
| Total operating revenue | 176,154 | 177,385 | (0.7) |
| Operating expenses: | | | |
| Compensation | 61,937 | 62,142 | (0.3) |
| Newsprint and ink | 8,846 | 10,562 | (16.2) |
| Other operating expenses | 59,181 | 55,157 | 7.3 |
| Workforce adjustments | 211 | 207 | 1.9 |
| Cash costs | 130,175 | 128,068 | 1.6 |
| Operating cash flow | 45,979 | 49,317 | (6.8) |
| Depreciation and amortization | 11,496 | 12,024 | (4.4) |
| Loss (gain) on sales of assets, net | (257) | 10 | NM |
| Equity in earnings of associated companies | 2,757 | 2,919 | (5.5) |
| Operating income | 37,497 | 40,202 | (6.7) |
| Non-operating expense, net | (20,992) | (20,717) | 1.3 |
| Income before income taxes | 16,505 | 19,485 | (15.3) |
| Income tax expense | 6,498 | 7,383 | (12.0) |
| Net income | 10,007 | 12,102 | (17.3) |
| Net income attributable to non-controlling interests | (254) | (210) | 21.0 |
| Income attributable to Lee Enterprises, Incorporated | 9,753 | 11,892 | (18.0) |
| Other comprehensive loss, net of income taxes | (192) | (441) | (56.5) |
| Comprehensive income attributable to Lee Enterprises, Incorporated | 9,561 | 11,451 | (16.5) |
| Earnings per common share: | | | |
| Basic | 0.19 | 0.23 | (17.4) |
| Diluted | 0.18 | 0.22 | (18.2) |

References to the "2015 Quarter" refer to the 13 weeks ended December 28, 2014. Similarly, references to the "2014 Quarter" refer to the 13 weeks ended December 29, 2013.

Total operating revenue decreased $1,231,000, or 0.7%, in the 2015 Quarter, compared to the 2014 Quarter. Excluding the impact of a subscription-related expense reclassification as a result of moving to fee-for-service

delivery contracts at several of our newspapers, operating revenue decreased 3.4%. This reclassification will increase both print subscription revenue and operating expenses, with no impact on operating cash flow or operating income. Certain delivery expenses were previously reported as a reduction of revenue. A table below details the impact of the reclassification on revenue and cash costs. Unless otherwise noted, the comparisons below are presented on a reported basis.

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Advertising and Marketing Services Revenue

In the 2015 Quarter, advertising and marketing services revenue decreased $6,914,000, or 5.6%, compared to the 2014 Quarter. Retail advertising decreased 6.6%. Retail preprint insertion revenue decreased 8.1%. Digital retail advertising on a stand-alone basis increased 2.7%, partially offsetting print declines.

Classified revenue decreased 3.4% in the 2015 Quarter. Employment revenue increased 3.0% while automotive advertising decreased 9.9%, real estate decreased 7.8% and other classified decreased 0.9%. Digital classified revenue on a stand-alone basis increased 14.1%, partially offsetting print declines.

National advertising decreased $366,000, or 4.9%. Digital national advertising on a stand-alone basis increased 15.4% due to improved management of national advertising exchanges. Advertising in niche publications and other decreased 2.4%.

On a stand-alone basis, digital advertising and marketing services revenue increased 7.1% to $19,949,000 in the 2015 Quarter, representing 17.3% of total advertising and marketing services revenue. Total digital revenue for the 2015 Quarter, including advertising and marketing services, subscriptions and all other digital business, totaled $27,156,000, an increase of 25.6% from a year ago. Print advertising and marketing services revenue on a stand-alone basis decreased 7.9%.

Subscription and Other Revenue

Subscription revenue increased $4,947,000, or 10.9%, in the 2015 Quarter. Excluding the impact of the subscription-related expense reclassification, subscription revenue increased 0.3%. The increase in subscription revenue in the current year quarter is due to the effect of our full access subscription model, partially offset by a decline in print units. We expect 2015 subscription revenue, excluding the impact of the subscription-related expense reclassification, to increase 2.5%-3.0%.

Our average daily newspaper circulation, including TNI, MNI and digital subscribers, totaled 1.1 million in the 2015 Quarter. Sunday circulation totaled 1.5 million. Amounts are not comparable to the prior year period due to changes in measurements by the Alliance for Audited Media.

Our mobile, tablet, desktop and app sites, including TNI and MNI, attracted 27.6 million unique visitors in the month of December 2014, an increase of 7.8% from a year ago, with 225.9 million page views. Research in our larger markets indicates we are maintaining our share of audience through the combination of digital audience growth and strong newspaper readership.

Commercial printing revenue decreased $216,000, or 7.1%, in the 2015 Quarter. Digital services and other revenue increased $952,000, or 14.6%, in the 2015 Quarter.

Operating Expenses

Cash costs increased $2,107,000, or 1.6%, in the 2015 Quarter. Excluding the impact of the subscription-related expense reclassification, cash costs decreased 2.1%.

Compensation expense decreased $205,000, or 0.3%, in the 2015 Quarter, driven by a decline in average full-time equivalent employees of 3.5%.

Newsprint and ink costs decreased $1,716,000, or 16.2%, in the 2015 Quarter, primarily as a result of a reduction in newsprint volume of 13.3%. See Item 3, “Commodities”, included herein, for further discussion and analysis of the

impact of newsprint on our business.

Other operating expenses, which are comprised of all operating costs not considered to be compensation, newsprint, depreciation, amortization, or unusual matters, increased $4,024,000, or 7.3%, in the 2015 Quarter, due to the subscription-related expense reclassification.

For the full year, 2015 cash costs, excluding the impact of the subscription-related expense reclassification, are expected to decrease 0.5%-1.0%.

Certain results, excluding the impact of the subscription-related expense reclassification, are as follows:

| (Thousands of Dollars) | 13 Weeks Ended December 28 2014 | December 29 2013 | Percent Change |
|---|---|---|---|
| Subscription revenue, as reported | 50,399 | 45,452 | 10.9 |
| Adjustment for subscription-related expense reclassification | (4,807) | — | NM |
| Subscription revenue, as adjusted | 45,592 | 45,452 | 0.3 |
| | | | |
| Total operating revenue, as reported | 176,154 | 177,385 | (0.7) |
| Adjustment for subscription-related expense reclassification | (4,807) | — | NM |
| Total operating revenue, as adjusted | 171,347 | 177,385 | (3.4) |
| | | | |
| Other cash costs, as reported | 59,181 | 55,157 | 7.3 |
| Adjustment for subscription-related expense reclassification | (4,807) | — | NM |
| Other cash costs, as adjusted | 54,374 | 55,157 | (1.4) |
| | | | |
| Total cash costs, as reported | 130,175 | 128,068 | 1.6 |
| Adjustment for subscription-related expense reclassification | (4,807) | — | NM |
| Total cash costs, as adjusted | 125,368 | 128,068 | (2.1) |

Approximately $4,444,000, or 92.4%, of the reclassification impacts revenue and cash costs of our Lee Legacy operations, and approximately $363,000, or 7.6%, impacts Pulitzer. The subscription-related expense reclassification described above also increased revenue and cash costs of MNI by $1,476,000, respectively, in the 2015 Quarter. Such amounts are not included in the table above.

Operating Cash Flow and Results of Operations

As a result of the factors noted above, operating cash flow decreased 6.8%, to $45,979,000, in the 2015 Quarter compared to $49,317,000 in the 2014 Quarter. Operating cash flow margin decreased to 26.1% from 27.8% a year ago, reflecting a larger percentage decrease in operating revenue than the decrease in operating expenses and the subscription expense reclassification. The reduction of operating cash flow margin related to the subscription expense reclassification was 0.8% in the 2015 Quarter.

Depreciation expense decreased $515,000, or 10.0%, in the 2015 Quarter. Amortization expense decreased $13,000, or 0.2%, in the 2015 Quarter.

Equity in earnings of TNI and MNI decreased $162,000 in the 2015 Quarter.

The factors noted above resulted in operating income of $37,497,000 in the 2015 Quarter compared to $40,202,000 in the 2014 Quarter. Operating income margin decreased to 21.3% from 22.7% a year ago. The reduction of operating income margin related to the subscription expense reclassification was 0.6% in the 2015 Quarter.

Nonoperating Income and Expense

Interest expense decreased $2,037,000, or 9.8%, to $18,790,000 in the 2015 Quarter due to lower debt balances. Interest expense in 2014 also includes $1,198,000 of noncash amortization of a present value adjustment of debt. As a result of the 2014 Refinancing, our weighted average cost of debt, excluding amortization of debt financing costs, increased to 9.4% at the end of the 2015 Quarter compared to 9.2% at the end of the 2014 Quarter.

Amortization of debt financing costs was $1,102,000 in the 2015 Quarter compared to $104,000 in the 2014 Quarter. We also charged $1,302,000 to expense in the 2015 Quarter due to the change in fair value of Warrants issued in connection with our 2014 Refinancing.

Overall Results

We recognized income tax expense of 39.4% of income before income taxes in the 2015 Quarter and 37.9% in the 2014 Quarter.

As a result of the factors noted above, income attributable to Lee Enterprises, Incorporated totaled $9,753,000 in the 2015 Quarter compared to $11,892,000 in the 2014 Quarter. We recorded earnings per diluted common share of $0.18 in the 2015 Quarter and $0.22 in the 2014 Quarter. Excluding unusual matters, as detailed in the table below, diluted earnings per common share, as adjusted, were $0.22 in the 2015 Quarter, compared to $0.24 in the 2014 Quarter. Per share amounts may not add due to rounding.

| | 13 Weeks Ended | | | |
|---|---|---|---|---|
| | December 28 2014 | | December 29 2013 | |
| (Thousands of Dollars, Except Per Share Data) | Amount | Per Share | Amount | Per Share |
| Income attributable to Lee Enterprises, Incorporated, as reported | 9,753 | 0.18 | 11,892 | 0.22 |
| Adjustments: | | | | |
| Debt financing and reorganization costs | 1,102 | | 104 | |
| Amortization of debt present value adjustment | — | | 1,198 | |
| Warrants fair value adjustment | 1,302 | | — | |
| Other, net | (54) | | 163 | |
| | 2,350 | | 1,465 | |
| Income tax effect of adjustments, net | (367) | | (512) | |
| | 1,983 | 0.04 | 953 | 0.02 |
| Income attributable to Lee Enterprises, Incorporated, as adjusted | 11,736 | 0.22 | 12,845 | 0.24 |

LIQUIDITY AND CAPITAL RESOURCES

Operating Activities

Cash provided by operating activities was $22,290,000 in the 2015 Quarter and $11,993,000 in the 2014 Quarter. We recorded net income of $10,007,000 in the 2015 Quarter and $12,102,000 in the 2014 Quarter. Changes in depreciation and amortization, deferred income taxes, and operating assets and liabilities accounted for the bulk of the change in cash provided by operating activities of continuing operations in the 2015 Quarter.

Investing Activities

Cash required for investing activities totaled $2,832,000 in the 2015 Quarter compared to $2,637,000 in the 2014 Quarter. Capital spending totaled $3,547,000 in the 2015 Quarter and $2,295,000 in the 2014 Quarter.

We anticipate that funds necessary for capital expenditures, which are expected to total up to $12,000,000 in 2015, and other requirements, will be available from internally generated funds or availability under our Revolving Facility.

Financing Activities

Cash required for financing activities totaled $20,219,000 in the 2015 Quarter and $14,263,000 in the 2014 Quarter. Debt reduction accounted for the majority of the usage of funds in both the 2015 Quarter and the 2014 Quarter.

As discussed more fully in Note 1 and Note 4 of the Notes to Consolidated Financial Statements, included herein, in May 2013, we refinanced the remaining balance of the Pulitzer Notes and on March 31, 2014 we refinanced all of our other debt.



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Liquidity

At December 28, 2014, after consideration of letters of credit, we have approximately $32,605,000 available for future use under our Revolving Facility. Including cash, our liquidity at December 28, 2014 totals $48,548,000. This liquidity amount excludes any future cash flows. We expect all interest and principal payments due in the next twelve months will be satisfied by our cash flows, which will allow us to maintain an adequate level of liquidity. The Warrants, if and when exercised, would provide additional liquidity in an amount up to $25,140,000.

At December 28, 2014, the principal amount of our outstanding debt totals $784,500,000. For the last twelve months ending December 28, 2014 , the principal amount of our debt, net of cash, is 4.7 times our adjusted EBITDA, compared to a ratio of 4.8 at December 29, 2013.

The 2014 Refinancing significantly enhances our debt maturity profile. Final maturities of our debt have been extended to dates extending from April 2017 through December 2022. As a result, refinancing risk has been substantially reduced for the next several years.

There are numerous potential consequences under the Notes, 1st Lien Credit Facility, 2nd Lien Term Loan and the New Pulitzer Notes, if an event of default, as defined, occurs and is not remedied. Many of those consequences are beyond our control. The occurrence of one or more events of default would give rise to the right of the applicable lender(s) to exercise their remedies under the Notes, 1st Lien Credit Facility, 2nd Lien Term Loan and the New Pulitzer Notes, respectively, including, without limitation, the right to accelerate all outstanding debt and take actions authorized in such circumstances under applicable collateral security documents.

Our ability to operate as a going concern is dependent on our ability to remain in compliance with debt covenants and to refinance or amend our debt agreements as they become due, or earlier if available liquidity is consumed. The Notes, 1st Lien Credit Facility and 2nd Lien Term Loan have only limited affirmative covenants with which we are required to maintain compliance. We are in compliance with our debt covenants at December 28, 2014.

In 2014, we filed a Form S-3 shelf registration statement ("Shelf") with the SEC, which has been declared effective. The Shelf will give us the flexibility to issue and publicly distribute various types of securities, including preferred stock, common stock, warrants, secured or unsecured debt securities, purchase contracts and units consisting of any combination of such securities, from time to time, in one or more offerings, up to an aggregate amount of $750,000,000. SEC issuer eligibility rules require us to have a public float of at least $75,000,000 in order to use the Shelf. Subject to maintenance of the minimum level of equity market float and the conditions of our existing debt agreements, the Shelf may enable us to sell securities quickly and efficiently when market conditions are favorable or financing needs arise. Under our existing debt agreements, net proceeds from the sale of any securities may be used generally to reduce debt.

CHANGES IN LAWS AND REGULATIONS

Energy Costs

Energy costs can be volatile, and may increase in the future as a result of carbon emissions and other regulations being considered by the United States Environmental Protection Agency.

Health Care

The Affordable Care Act was enacted into law in 2010.

We expect the Affordable Care Act will continue to evolve. More recently, certain provisions applicable to employers were delayed. We expect our future health care costs to increase based on analysis published by the United States Department of Health and Human Services, input from independent advisors and our understanding of various provisions of the Affordable Care Act that differ from our previous medical plans, such as:

- Certain preventive services provided without charge to employees;
- Automatic enrollment of new employees;
- Higher maximum age for dependent coverage;
- Elimination of lifetime benefit caps; and
- Free choice vouchers for certain lower income employees.



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Administrative costs are also likely to increase as a result of new compliance reporting and mandatory fees per participant. New costs being imposed on other medical care businesses, such as health insurers, pharmaceutical companies and medical device manufacturers, may be passed on to us in the form of higher costs. We may be able to mitigate certain of these future cost increases through changes in plan design.

We do not expect the Affordable Care Act will have a significant impact on our postretirement medical benefit obligation liability.

Pension Plans

In 2012, the Surface Transportation Extension Act of 2012 (“STEA”) was signed into law. STEA provides for changes in the determination of discount rates that result in a near-term reduction in minimum funding requirements for our defined benefit pension plans. STEA will also result in an increase in future premiums to be paid to the Pension Benefit Guarantee Corporation ("PBGC").

In 2014, the Highway and Transportation Funding Act ("HATFA") was signed into law. HATFA generally extends the relief offered under STEA and further increases premiums to be paid to the PBGC.

In October 2014, the Society of Actuaries released new mortality tables. The new tables generally result in increases in life expectancy. We used the new mortality tables to value our pension and postretirement liabilities at September 28, 2014, which increased such liabilities, in total, by approximately $18,515,000, with a corresponding decrease in accumulated other comprehensive income in our Consolidated Balance Sheet as of that date.

Income Taxes

Certain states in which we operate are considering changes to their corporate income tax rates. Until such changes are enacted, the impact of such changes cannot be determined.

Minimum Wage Laws

The United States and various state and local governments are considering increasing their respective minimum wage rates. Most of our employees earn an amount in excess of the current United States or state minimum wage rates. However, until changes to such rates are enacted, the impact of the changes cannot be determined.

INFLATION

General inflation in the United States economy has not been significant for the last several years. Price increases (or decreases) for our products are implemented when deemed appropriate by us. We continuously evaluate price increases, productivity improvements, sourcing efficiencies and other cost reductions to mitigate the impact of inflation.

SELECTED CONSOLIDATED FINANCIAL INFORMATION
(UNAUDITED)

| (Thousands of Dollars) | 13 Weeks Ended December 28 2014 | December 29 2013 | 52 Weeks Ended December 28 2014 |
|---|---|---|---|
| Advertising and marketing services | 115,477 | 122,391 | 435,087 |
| Subscription | 50,399 | 45,452 | 181,773 |
| Other | 10,278 | 9,542 | 38,606 |
| Total operating revenue | 176,154 | 177,385 | 655,466 |
| Compensation | 61,937 | 62,142 | 242,849 |
| Newsprint and ink | 8,846 | 10,562 | 36,278 |
| Other operating expenses | 59,181 | 55,157 | 223,353 |
| Depreciation and amortization | 11,496 | 12,024 | 47,983 |
| Loss (gain) on sales of assets, net | (257) | 10 | (1,605) |
| Impairment of goodwill and other assets | — | — | 2,980 |
| Workforce adjustments | 211 | 207 | 1,271 |
| Total operating expenses | 141,414 | 140,102 | 553,109 |
| Equity in earnings of TNI and MNI | 2,757 | 2,919 | 8,135 |
| Operating income | 37,497 | 40,202 | 110,492 |
| Adjusted to exclude: | | | |
| Depreciation and amortization | 11,496 | 12,024 | 47,983 |
| Loss (gain) on sale of assets, net | (257) | 10 | (1,605) |
| Impairment of intangible and other assets | — | — | 2,980 |
| Equity in earnings of TNI and MNI | (2,757) | (2,919) | (8,135) |
| Operating cash flow | 45,979 | 49,317 | 151,715 |
| Add: | | | |
| Ownership share of TNI and MNI EBITDA (50%) | 3,756 | 3,921 | 11,071 |
| Adjusted to exclude: | | | |
| Stock compensation | 443 | 264 | 1,660 |
| Adjusted EBITDA | 50,178 | 53,502 | 164,446 |
| Adjusted to exclude: | | | |
| Ownership share of TNI and MNI EBITDA (50%) | (3,756) | (3,921) | (11,071) |
| Add (deduct): | | | |
| Distributions from TNI and MNI | 2,944 | 2,815 | 10,125 |
| Capital expenditures, net of insurance proceeds | (3,547) | (2,295) | (13,076) |
| Pension contributions | — | — | (1,522) |
| Cash income tax refunds (payments) | (4) | (14) | 6,032 |
| Unlevered free cash flow | 45,815 | 50,087 | 154,934 |
| Add (deduct): | | | |
| Financial income | 78 | 120 | 343 |
| Interest expense to be settled in cash | (18,790) | (19,628) | (76,492) |
| Debt financing costs paid | (17) | (2) | (31,602) |
| Free cash flow | 27,086 | 30,577 | 47,183 |

SELECTED LEE LEGACY ONLY FINANCIAL INFORMATION
(UNAUDITED)

| (Thousands of Dollars) | 13 Weeks Ended December 28 2014 | December 29 2013 | 52 Weeks Ended December 28 2014 |
|---|---|---|---|
| Advertising and marketing services | 80,055 | 83,209 | 303,664 |
| Subscription | 33,546 | 28,749 | 118,789 |
| Other | 8,780 | 8,217 | 33,771 |
| Total operating revenue | 122,381 | 120,175 | 456,224 |
| Compensation | 46,246 | 45,826 | 181,061 |
| Newsprint and ink | 6,523 | 7,338 | 26,269 |
| Other operating expenses | 33,577 | 29,120 | 123,430 |
| Depreciation and amortization | 7,951 | 8,082 | 33,031 |
| Loss (gain) on sale of assets, net | (79) | (15) | (1,426) |
| Impairment of goodwill and other assets | — | — | 378 |
| Workforce adjustments | 72 | 49 | 576 |
| Total operating expenses | 94,290 | 90,400 | 363,319 |
| Equity in earnings of MNI | 1,112 | 1,130 | 3,366 |
| Operating income | 29,203 | 30,905 | 96,271 |
| Adjusted to exclude: | | | |
| Depreciation and amortization | 7,951 | 8,082 | 33,031 |
| Loss (gain) on sales of assets, net | (79) | (15) | (1,426) |
| Impairment of intangible and other assets | — | — | 378 |
| Equity in earnings of MNI | (1,112) | (1,130) | (3,366) |
| Operating cash flow | 35,963 | 37,842 | 124,888 |
| Add: | | | |
| Ownership share of MNI EBITDA (50%) | 2,007 | 2,027 | 5,885 |
| Adjusted to exclude: | | | |
| Stock compensation | 443 | 264 | 1,660 |
| Adjusted EBITDA | 38,413 | 40,133 | 132,433 |
| Adjusted to exclude: | | | |
| Ownership share of MNI EBITDA (50%) | (2,007) | (2,027) | (5,885) |
| Add (deduct): | | | |
| Distributions from MNI | 1,750 | 1,500 | 5,000 |
| Capital expenditures, net of insurance proceeds | (2,080) | (2,163) | (8,775) |
| Pension contributions | — | — | (87) |
| Cash income tax refunds (payments) | (4) | (14) | (256) |
| Intercompany charges not settled in cash | (2,318) | (2,099) | (9,897) |
| Other | — | — | (2,000) |
| Unlevered free cash flow | 33,754 | 35,330 | 110,533 |
| Add (deduct): | | | |
| Financial income | 78 | 120 | 343 |
| Interest expense to be settled in cash | (18,330) | (18,355) | (73,466) |
| Debt financing costs paid | (17) | (2) | (31,594) |
| Free cash flow | 15,485 | 17,093 | 5,816 |

SELECTED PULITZER ONLY FINANCIAL INFORMATION
(UNAUDITED)

| (Thousands of Dollars) | 13 Weeks Ended December 28 2014 | December 29 2013 | 52 Weeks Ended December 28 2014 |
|---|---|---|---|
| Advertising and marketing services | 35,422 | 39,182 | 131,423 |
| Subscription | 16,853 | 16,703 | 62,984 |
| Other | 1,498 | 1,325 | 4,835 |
| Total operating revenue | 53,773 | 57,210 | 199,242 |
| Compensation | 15,691 | 16,316 | 61,788 |
| Newsprint and ink | 2,323 | 3,224 | 10,009 |
| Other operating expenses | 25,604 | 26,037 | 99,923 |
| Depreciation and amortization | 3,545 | 3,942 | 14,952 |
| Loss (gain) on sale of assets, net | (178) | 25 | (179) |
| Impairment of goodwill and other assets | — | — | 2,602 |
| Workforce adjustments | 139 | 158 | 695 |
| Total operating expenses | 47,124 | 49,702 | 189,790 |
| Equity in earnings of TNI | 1,645 | 1,789 | 4,769 |
| Operating income | 8,294 | 9,297 | 14,221 |
| Adjusted to exclude: | | | |
| Depreciation and amortization | 3,545 | 3,942 | 14,952 |
| Loss (gain) on sales of assets, net | (178) | 25 | (179) |
| Impairment of intangible and other assets | — | — | 2,602 |
| Equity in earnings of TNI | (1,645) | (1,789) | (4,769) |
| Operating cash flow | 10,016 | 11,475 | 26,827 |
| Add: | | | |
| Ownership share of TNI EBITDA (50%) | 1,749 | 1,894 | 5,186 |
| Adjusted EBITDA | 11,765 | 13,369 | 32,013 |
| Adjusted to exclude: | | | |
| Ownership share of TNI EBITDA (50%) | (1,749) | (1,894) | (5,186) |
| Add (deduct): | | | |
| Distributions from TNI | 1,194 | 1,315 | 5,125 |
| Capital expenditures, net of insurance proceeds | (1,467) | (132) | (4,301) |
| Pension contributions | — | — | (1,435) |
| Cash income tax refunds (payments) | — | — | 6,288 |
| Intercompany charges not settled in cash | 2,318 | 2,099 | 9,897 |
| Other | — | — | 2,000 |
| Unlevered free cash flow | 12,061 | 14,757 | 44,401 |
| Deduct: | | | |
| Interest expense to be settled in cash | (460) | (1,273) | (3,026) |
| Debt financing costs paid | — | — | (8) |
| Free cash flow | 11,601 | 13,484 | 41,367 |

## Item 3. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to market risk stemming from changes in interest rates and commodity prices. Changes in these factors could cause fluctuations in earnings and cash flows. In the normal course of business, exposure to certain of these market risks is managed as described below.

### INTEREST RATES ON DEBT

Our debt structure, which is predominantly fixed rate, significantly reduces the potential impact of an increase in interest rates. At December 28, 2014, 27.5% of the principal amount of our debt is subject to floating interest rates. Our primary exposure is to LIBOR. A 100 basis point increase or decrease to LIBOR would, if in excess of LIBOR minimums discussed more fully below, decrease or increase, respectively, income before income taxes on an annualized basis by approximately $2,155,000 based on $215,500,000 of floating rate debt outstanding at December 28, 2014.

Our debt under the 1st Lien Term Loan is subject to minimum interest rate levels of 1.0%. Based on the difference between interest rates in December 2014 and our 1.0% minimum rate, LIBOR would need to increase approximately 65 basis points for six month borrowing up to approximately 84 basis points for one month borrowing before our borrowing cost would begin to be impacted by an increase in interest rates.

We regularly evaluate alternatives to hedge our interest rate risk, but have no hedging instruments in place.

### COMMODITIES

Certain materials used by us are exposed to commodity price changes. We manage this risk through instruments such as purchase orders and non-cancelable supply contracts. We participate in a buying cooperative with other publishing companies, primarily for the acquisition of newsprint. We are also involved in continuing programs to mitigate the impact of cost increases through identification of sourcing and operating efficiencies. Primary commodity price exposures are newsprint and, to a lesser extent, ink and energy costs.

Canadian paper suppliers are benefiting from a stronger U.S. dollar in 2014. In addition, eroding North American domestic newsprint demand, coupled with significant declines in offshore exports, put downward price pressure on newsprint prices in the second half of 2014. Despite significant capacity reduction in 2014, oversupply remains a North American newsprint producer issue as demand from U.S. publishers continues its decline. Additional downtime and permanent supply closures may occur in 2015. Long-term supply strategy has been considered in our supplier selection, while taking advantage of any current pricing opportunities.

Future price changes, if any, will be influenced primarily by the balance between supply capacity and demand, domestic and export, in addition to the producers' ability to mitigate input cost pressures and the U.S. dollar to Canadian dollar exchange rate. The final extent of future price changes, if any, is subject to negotiations with each newsprint producer.

A $10 per tonne price increase for 30 pound newsprint would result in an annualized reduction in income before income taxes of approximately $594,000 based on anticipated consumption in 2015, excluding consumption of TNI and MNI and the impact of LIFO accounting. Such prices may also decrease. We manage significant newsprint inventories, which may help to mitigate the impact of future price increases.

### SENSITIVITY TO CHANGES IN VALUE

At December 28, 2014, the fair value of floating rate debt, which consists primarily of our 1st Lien Term Loan, is $213,749,000, based on an average of private market price quotations. Our fixed rate debt consists of $400,000,000 principal amount of the Notes, $150,000,000 principal amount under the 2nd Lien Term Loan and $19,000,000 principal amount of New Pulitzer Notes. At December 28, 2014, based on an average of private market price quotations, the fair values were $412,000,000 and $157,500,000 for the Notes and 2nd Lien Term Loan, respectively. The New Pulitzer Notes are held by a single investor. We are unable, as of December 28, 2014, to determine the fair value of the New Pulitzer Notes. The value, if determined, may be more or less than the carrying amount.

## Item 4. Controls and Procedures

### EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

Under the supervision and with the participation of our senior management, including our chief executive officer and chief financial officer, we conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, as of the end of the period covered by this Quarterly Report on Form 10-Q (the “Evaluation Date”). Based on this evaluation, our chief executive officer and chief financial officer concluded as of the Evaluation Date that our disclosure controls and procedures were effective such that the information relating to the Company, including our consolidated subsidiaries, required to be disclosed in our SEC reports (i) is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and (ii) is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate to allow timely decisions regarding required disclosure.

### CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

There have been no changes in our internal control over financial reporting that occurred during the 13 weeks ended December 28, 2014 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

# PART II
# OTHER INFORMATION

## Item 1. Legal Proceedings

In 2008, a group of newspaper carriers filed suit against us in the United States District Court for the Southern District of California, claiming to be our employees and not independent contractors. The plaintiffs sought relief related to alleged violations of various employment-based statutes, and request punitive damages and attorneys' fees. In 2014 we reached a settlement with the plaintiffs, which remains subject to court approval, and recorded a liability of $2,300,000 in 2014.

We are involved in a variety of other legal actions that arise in the normal course of business. Insurance coverage mitigates potential loss for certain of these other matters. While we are unable to predict the ultimate outcome of these other legal actions, it is our opinion that the disposition of these matters will not have a material adverse effect on our Consolidated Financial Statements, taken as a whole.

## Item 6. Exhibits

| Number | Description |
|---|---|
| 31.1 | Rule 13a-14(a)/15d-14(a) certification |
| 31.2 | Rule 13a-14(a)/15d-14(a) certification |
| 32 | Section 1350 certification |

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

LEE ENTERPRISES, INCORPORATED

/s/ Carl G. Schmidt February 6, 2015
Carl G. Schmidt
Vice President, Chief Financial Officer and Treasurer
(Principal Financial and Accounting Officer)