

KTLA(TV), Los Angeles, CA
FCC Form 314
Exhibit 16

REQUEST FOR CROSS-OWNERSHIP WAIVER

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I. INTRODUCTION AND SUMMARY

The instant application seeks consent to the assignment of licenses held by KTLA Inc., Debtor-in-Possession (“KTLA-DIP”), including that for television station KTLA(TV), Los Angeles, California, to KTLA Inc. (“Reorganized KTLA”). This proposed assignment is part of the reorganization of KTLA-DIP’s ultimate parent company, Tribune Company, Debtor-in-Possession (“Tribune”),¹ and most of Tribune’s subsidiaries, in which, subject to the approval of the Bankruptcy Court, certain of Tribune’s current lenders will acquire equity interests and Reorganized Tribune will emerge from bankruptcy and thereafter become a publicly traded company. In connection with this application, Reorganized KTLA requests a permanent waiver of Section 73.3555(d), the newspaper/broadcast cross-ownership rule (the “NBCO Rule”), to permit the continued common ownership of KTLA(TV) and the *Los Angeles Times* (“*LA Times*”) which

¹ We will refer to the post-bankruptcy reorganized company herein as “Reorganized Tribune” and, where appropriate, that term will be used to include Reorganized KTLA as well. The term “Tribune,” as noted above, will be used to refer to Tribune Company, Debtor-in-Possession and also, where appropriate, will be used to refer to the Debtor-in-Possession’s corporate predecessor.

Tribune has owned in common for a decade.² In the alternative, Reorganized KTLA seeks a temporary waiver of the NBCO Rule until 18 months after pending proceedings to revise the NBCO Rule become final.

The FCC eliminated the prohibition on newspaper/broadcast cross-ownership in 2003, the United States Court of Appeals for the Third Circuit upheld the elimination of the ban in 2004, and the FCC reaffirmed its 2003 holding that the NBCO Rule in its 1975 form no longer serves the public interest in December 2007.³ That decision was challenged in several Courts of Appeals, and the cases were ultimately transferred to the Third Circuit.⁴ In March 2010, that court lifted a stay that it had first put in place in September 2003 and continued in its 2004 decision and a 2009 order, thus allowing revised standards for waiver of the NBCO Rule to take effect. Under these modified waiver standards, Reorganized Tribune's Los Angeles combination presumptively is entitled to a permanent NBCO waiver.

² The Times Community News, a division of Los Angeles Times Communications LLC, the publisher of the *LA Times*, also publishes certain community publications in the Los Angeles DMA. These community publications are generally circulated one or two days per week. The *Glendale News-Press* and the *Daily Pilot* are circulated six days per week to approximately 20,000 subscribers each. These two publications, however, are not daily newspapers under the NBCO Rule because they are distributed with the *LA Times*. Although these publications are available on a limited basis in some newsracks, subscription to these publications otherwise requires a subscription to the *LA Times*; these community publications are delivered to subscribers with their copy of the *LA Times*. Both publications cover only community news. For these reasons, while no waiver of the NBCO Rule should be necessary because these two publications are not "daily newspapers" as defined in the NBCO Rule, KTLA(TV) requests that a waiver of the NBCO Rule to permit common ownership of KTLA(TV) and the *LA Times* also include common ownership of these community publications and editions.

³ See *infra* Section II.A.3.

⁴ The Judicial Panel on Multidistrict Litigation consolidated the appeals originally filed in the United States Courts of Appeals for the First, Third, Sixth, Ninth, and District of Columbia Circuits and determined by random selection that the case would be heard in the Ninth Circuit. *In re: Federal Communications Commission, In the Matter of 2006 Quadrennial Regulatory Review*, RTC No. 95 (J.D.P.M.L. Mar. 11, 2008). The Ninth Circuit Court of Appeals subsequently transferred the case to the Third Circuit. *Media Alliance v. FCC*, Nos. 08-70830, *et al.* (9th Cir. Nov. 4, 2008).

Just a month before its December 2007 media ownership decision, the Commission determined that it was appropriate for Tribune to receive a temporary waiver of the NBCO Rule in Los Angeles.⁵ Since that decision, the country has experienced a dramatic economic downturn that has been particularly severe in its impact on the newspaper and broadcast industries – already devastated by changes in the advertising market and increasing competition from Internet and other sources of news, information, and entertainment. The effects of that downturn ultimately resulted in the filing of petitions for bankruptcy by Tribune and nearly all of its subsidiaries, including the licensee of KTLA(TV).⁶

Tribune has been a fixture in the Los Angeles community since 1985, when it purchased KTLA(TV). In 1991, Tribune added the station's first live, local morning newscast, the *KTLA Morning News*, to the station's news schedule, exemplifying its commitment to expanding local news on the station. In 2000, Tribune entered the Los Angeles daily newspaper market with its merger with Times Mirror, owner and publisher of the *LA Times*.

Although the newspaper and broadcast station exercise independent editorial discretion, access to the combined resources of the properties and the journalistic synergies produced by their common ownership enable each to increase the quantity and timeliness of news that it broadcasts, prints, or publishes on its websites and to deliver a superior news product to local residents. KTLA(TV) currently airs 46.5 hours per week of local news (more than any other television station in Los Angeles), and, through cooperation, both properties are able to cover many more news events and stories than either one could working alone. In particular, the

⁵ See *Shareholders of Tribune Co.*, Memorandum Opinion and Order, 22 FCC Rcd 21,266 (2007), appeal pending sub nom. *Tribune Co. v. FCC*, Nos. 07-1488, 07-1489 (D.C. Cir. filed Dec. 3, 2007).

⁶ See *In re Tribune Company, et al.*, Nos. 08-13141, et al. (KJC) (Bankr. D. Del. filed Dec. 8, 2008).

political coverage provided by each property is also greatly enhanced by Tribune's common ownership.

In addition to working together to produce regularly scheduled newscasts and print stories, Tribune's Los Angeles properties often collaborate on special projects regarding issues of particular importance to the local community. The properties have worked closely together on team coverage of wildfires in the Los Angeles area, including the massive fires in August and September 2009; coverage of the death of Michael Jackson and his memorial service at the Staples Center; and annual specials on each of the major entertainment awards shows in Los Angeles. In recent years, KTLA(TV) has been nominated for and received numerous local Emmy awards for its news coverage and drawn the praise of local officials, particularly for the station's stand-out work on emergency preparedness.

The Los Angeles Designated Market Area ("DMA") in which these properties operate is the second largest, and one of the most diverse and competitive, markets in the country. The number of sources from which the public can obtain local news and information in the DMA has multiplied exponentially since Tribune acquired KTLA(TV) in 1985 and has increased at an ever-accelerating rate since the Commission adopted the NBCO Rule in 1975. Common ownership of KTLA(TV) and the *LA Times* has served the public interest, and will continue to do so without any diminution of diversity in the sources of news and information or harm to competition. Thus, under the revised standards for waiver of the NBCO Rule now in effect or under any reasonable standard that takes into account the public interest benefits provided by the combination in question, Reorganized Tribune should be granted a permanent waiver of the NBCO Rule permitting its continued common ownership of the *LA Times* and KTLA(TV) and also permitting a subsequent sale of those properties in tandem following the company's

emergence from bankruptcy. Such relief is fully justified in this case given the Commission’s prior findings, the exigencies of Tribune’s bankruptcy status, and the need for the FCC to ensure comity with the bankruptcy process. At the very least, a temporary waiver until 18 months after the Commission completes its review of the NBCO Rule and that action becomes a final order no longer subject to judicial review is appropriate here.

II. PROCEEDINGS RELATED TO THE NBCO RULE, TRIBUNE’S LOS ANGELES PROPERTIES, AND THE IMPACT OF THE ECONOMIC DOWNTURN.

A. The NBCO Rule.

1. Adoption Of The NBCO Rule In 1975.

In 1975, the FCC adopted the NBCO Rule prohibiting ownership of a daily newspaper and a broadcast station serving the same community.⁷ In its decision adopting the NBCO Rule, the Commission acknowledged the potential detriments of the prohibition and the very shaky factual foundation upon which it was based.⁸ The agency also recognized the pioneering spirit of cross-owners and the fact that broadcast stations affiliated with newspapers tended to be superior licensees, particularly in terms of locally oriented service.⁹ Despite its recognition of the public interest benefits of cross-ownership, the agency nevertheless adopted the NBCO Rule in reliance on what the agency itself termed a “mere hoped for gain in diversity.”¹⁰ Importantly, however, the Commission concluded that where there was at least one other broadcast station licensed to a community, cross-ownership would be grandfathered because the harm from forced divestiture

⁷ *Multiple Ownership of Standard, FM & Television Broad. Stations*, Second Report and Order, 50 F.C.C.2d 1046 (1975) (“1975 Order”), *aff’d FCC v. Nat’l Citizens Comm. for Broad.*, 436 U.S. 775 (1978) (“NCCB”).

⁸ *Id.* at 1074 (¶ 99), 1078-81 (¶¶ 108-13).

⁹ *Id.*; *see id.* at Appendix C, 50 F.C.C.2d at 1094-98 (recognizing that co-owned stations produce greater amounts of local informational programming).

¹⁰ *Id.* at 1078 (¶ 109).

outweighed any theoretical benefit of separate ownership.¹¹ The FCC also contemplated processing a “number of waiver requests.”¹² The Supreme Court upheld the FCC’s decision to grandfather most existing combinations and relied heavily on the availability of waivers in affirming the NBCO Rule in 1978.¹³ As shown below, application today of the waiver standards adopted in 1975 would permit Tribune’s continued common ownership of KTLA(TV) and the *LA Times*.¹⁴

2. Proposed Relaxation In The 1990s.

More than a decade ago, clearly recognizing the significant changes that had occurred in the media landscape since 1975, the FCC began calling for changes to the NBCO Rule. In 1996, in explaining its grant of a temporary waiver of the NBCO Rule to Capital Cities, the Commission stated that it would “proceed expeditiously with an open proceeding to consider

¹¹ *Id.* at 1078-86 (¶¶ 108-22).

¹² *See id.* at 1085 (¶ 118). In the *1975 Order*, the Commission first explained that it would consider granting waivers in three types of situations involving financial hardship or distress: (1) an inability to sell a station; (2) a potential sale, but only at an artificially depressed price; or (3) where separate ownership and operation of the newspaper and station could not be supported in the locality. *1975 Order*, 50 F.C.C.2d at 1085 (¶ 119). The Commission also established a fourth and independent basis for waiver: if it can be shown “*for whatever reason* that the purposes of the rule would be disserved by divestiture, if the rule, in other words, would be better served by continuation of the current ownership pattern, then waiver would be warranted.” *Id.* (emphasis added and internal citation omitted). The Commission has subsequently encapsulated its waiver policy as counseling in favor of waivers “if: (1) a combination could not sell a station; (2) a combination could not sell a station except at an artificially depressed price; (3) separate ownership and operation of a newspaper and a station could not be supported in a locality; or (4) for whatever reason, the purposes of the rule would be disserved.” *Cross-Ownership of Broad. Stations and Newspapers; Newspaper/Radio Cross-Ownership Waiver Policy*, Order and Notice of Proposed Rulemaking, 16 FCC Rcd 17,283, 17,284-85 (¶ 3) (2001) (“*Newspaper/Broadcast NPRM*”). These purposes necessarily must be understood to include the promotion of localism and diversity, the key goals upon which the NBCO Rule is premised.

¹³ *See NCCB*, 436 U.S. at 802 n.20.

¹⁴ *See infra* Section IV.

revising [its] newspaper broadcast cross-ownership policies.”¹⁵ Chairman Hundt separately observed that the NBCO Rule “is right now impairing the future prospects of an important . . . source of education and information: the newspaper industry” and stated that the Commission should be able to complete the rulemaking within one year – before the expiration of the waiver granted to Capital Cities.¹⁶ That same year, the agency issued a Notice of Inquiry regarding potential relaxation of its policy for waiving the NBCO Rule as it applied specifically to newspaper/radio cross-ownership.¹⁷

The very next year (in 1997), Tribune proposed to acquire six stations owned by Renaissance Communications Corp., including one in the Miami-Ft. Lauderdale market where Tribune already owned a newspaper. After a challenge by Tribune in the D.C. Circuit, the FCC granted Tribune a temporary waiver of the NBCO Rule in Miami pending the outcome of the Commission’s anticipated review of the rule in its 1998 biennial review.¹⁸ Both the FCC and the Court recognized the need for modification of the NBCO Rule, but the FCC stated, and the Court

¹⁵ *Capital Cities/ABC, Inc.*, Memorandum Opinion and Order, 11 FCC Rcd 5841, 5851 (¶ 6) (1996).

¹⁶ *Id.* at 5906, 5908 (Separate Statement of Chairman Reed E. Hundt). The Commission did not complete the promised proceeding within the year, and Capital Cities was subsequently granted a temporary waiver pending the outcome of the promised rulemaking proceeding. See Letter to Joel Rosenbloom and Alan Braverman from Roy J. Stewart, Chief, Mass Media Bureau (Oct. 24, 1996) (“*Capital Cities Letter Decision*”).

¹⁷ *Newspaper/Radio Cross-Ownership Waiver Policy*, Notice of Inquiry, 11 FCC Rcd 13,003 (1996).

¹⁸ *Renaissance Commc’ns Corp.*, Order, 13 FCC Rcd 4717 (1998). The FCC initially granted Tribune a finite period to come into compliance with the NBCO Rule, but after review of the D.C. Circuit’s opinion in *Tribune Co. v. FCC*, 133 F.3d 61 (D.C. Cir. 1998), extended the waiver until the completion of the anticipated rulemaking.

agreed, that the promised rulemaking, rather than the Tribune/Renaissance transaction, was the appropriate proceeding in which to effectuate such change.¹⁹

Also in 1997, the Newspaper Association of America (“NAA”) filed a formal Petition for Rulemaking seeking repeal or relaxation of the NBCO Rule.²⁰ The FCC did not act on that petition. Instead, as required under Section 202(h) of the Telecommunications Act of 1996,²¹ the Commission in 1998 undertook its first Biennial Review of its media ownership rules, which it completed two years later in 2000 by issuing the *1998 Biennial Regulatory Review Report*.²² There, the agency again concluded that the NBCO Rule needed to be modified and promised to initiate a rulemaking proceeding to amend it.²³ The Commission did not, however, open such a rulemaking. Rather, the agency launched its 2000 Biennial Review, releasing a report in 2001 in which it committed once more to “issue a notice of proposed rulemaking seeking comment on

¹⁹ *Renaissance Commc’ns Corp.*, Memorandum Opinion and Order, 12 FCC Rcd 11,866, 11,888 (¶ 51) (1997) (“*Renaissance*”), *aff’d sub nom. Tribune Co. v. FCC*, 133 F.3d 61 (D.C. Cir. 1998).

²⁰ Tribune is a member of NAA.

²¹ *See* Telecommunications Act of 1996, Pub. L. No. 104-104, § 202(h); *see also* 47 U.S.C. § 161. Section 202(h) requires the Commission to determine whether its media ownership rules remain “necessary in the public interest as the result of competition” and to “repeal or modify any regulation it determines to be no longer in the public interest.” The reviews were first required to be conducted every two years, but in 2004 Congress amended Section 202(h) to require reviews on a quadrennial basis. Consolidated Appropriations Act, 2004, Pub. L. No. 108-199, § 629, 118 Stat. 3, 99 (2004).

²² *1998 Biennial Regulatory Review*, Biennial Review Report, 15 FCC Rcd 11,058 (2000).

²³ *Id.* at 11,102 (¶ 83) (“[W]e believe that there may be certain circumstances in which the rule may not be necessary to achieve the rule’s public interest benefits. We, therefore, will initiate a rulemaking proceeding to consider tailoring the rule accordingly.”). As part of the biennial review, the Commission recognized its prior grant to Tribune of a temporary waiver for its Miami television station pending completion of the rulemaking that it had promised to initiate at the time the waiver was granted, and extended that waiver pending the resolution of the rulemaking promised in the 1998 Biennial Review. *Id.* at 11,109-10 (¶ 96).

whether [the FCC] need[ed] to modify the daily newspaper/ broadcast cross-ownership rule in order to address contemporary market conditions.”²⁴

3. Further Efforts To Revise The NBCO Rule In 2001 And Ensuing Litigation.

More than eight years ago, in September 2001, the Commission finally issued a Notice of Proposed Rulemaking regarding the modification or elimination of the NBCO Rule.²⁵ After receiving voluminous comments and reply comments, the FCC appeared poised to fulfill its longstanding promise to modify the NBCO Rule. Instead, in 2002 the agency consolidated the *Newspaper/Broadcast NPRM* into an omnibus multiple ownership proceeding tied to the 2002 Biennial Review and its review of two cases related to television ownership rules that had been remanded to it from the D.C. Circuit.²⁶ The FCC then re-launched the inquiry (the “Omnibus Proceeding”).²⁷ The agency took further public comment, commissioned a dozen market studies, and held numerous field hearings. Tribune not only filed comments in the Omnibus Proceeding (consistent with its participation in the earlier rulemakings), but Tribune Vice President Shaun Sheehan also appeared as a panelist at one of the unofficial field hearings in April 2003.²⁸ After

²⁴ *2000 Biennial Regulatory Review*, Report, 16 FCC Rcd 1207, 1218 (¶ 32) (2001).

²⁵ *Newspaper/Broadcast NPRM*, 16 FCC Rcd at 17,283-284 (¶ 1).

²⁶ See *Sinclair Broad. Group, Inc. v. FCC*, 284 F.3d 148 (D.C. Cir. 2002); *Fox Television Stations, Inc. v. FCC*, 280 F.3d 1027, *reh’g granted*, 293 F.3d 537 (D.C. Cir. 2002).

²⁷ *2002 Biennial Regulatory Review – Review of the Comm’ns Broad. Ownership Rules and Other Rules Adopted Pursuant to Section 202 of the Telecomms. Act of 1996; Cross-Ownership of Broad. Stations and Newspapers; Rules and Policies Concerning Multiple Ownership of Radio Broad. Stations in Local Markets*, Notice of Proposed Rulemaking, 17 FCC Rcd 18,503 (2002).

²⁸ See Dave McNary, *WGA: Caps Keep News Nets Neutral; Debate on the Consolidation of Congloms Continues*, Variety.com, Mar. 31, 2003, available at <http://www.variety.com/article/VR1117883863.html> (last visited Feb. 22, 2010).

another year of study, the Commission in June 2003 adopted the *2003 Order* that revised many of the media ownership rules, including the NBCO Rule.²⁹

In the *2003 Order*, the Commission found that the NBCO Rule was no longer justifiable under the standard set forth in Section 202(h).³⁰ The decision was based on an analysis of the three primary public interest objectives that govern the agency's oversight of broadcast ownership: localism, viewpoint diversity, and competition.

With respect to localism, the FCC cited “overwhelming evidence that [newspaper/broadcast] combinations can promote the public interest by producing more and better overall local news coverage.”³¹ In this vein, the agency recognized that “television stations that are co-owned with daily newspapers tend to produce more, and arguably better, local news and public affairs programming than stations that have no newspaper affiliation.”³² Based on the extensive record before it, the agency determined that “the current rule is not necessary to promote our localism goal, and . . . in fact, is likely to hinder its attainment.”³³

With regard to viewpoint diversity, the agency found that the record did not support the conclusion that “common ownership of broadcast stations and daily newspapers in the same

²⁹ *2002 Biennial Regulatory Review – Review of the Comm’ns Broad. Ownership Rules and Other Rules Adopted Pursuant to Section 202 of the Telecomms. Act of 1996; Cross-Ownership of Broad. Stations and Newspapers; Rules and Policies Concerning Multiple Ownership of Radio Broad. Stations in Local Markets*, Report and Order and Notice of Proposed Rulemaking, 18 FCC Rcd 13,620, 13,747, 13,767 (¶¶ 327, 368-69) (2003) (“*2003 Order*”), *aff’d in part, remanded in part, Prometheus Radio Project v. FCC*, 373 F.3d 372 (3d Cir. 2004), *cert. denied*, 545 U.S. 1123 (2005).

³⁰ *See 2003 Order*, 18 FCC Rcd at 13,678 (¶ 371); *supra* note 21.

³¹ *2003 Order*, 18 FCC Rcd at 13,759 (¶ 354).

³² *Id.* at 13,802 (¶ 465).

³³ *Id.* at 13,759-60 (¶ 354).

community poses a widespread threat to diversity of viewpoint or programming.”³⁴ To the contrary, the Commission determined that “the synergies and efficiencies that can be achieved by commonly located newspaper/broadcast combinations can and do lead to . . . diverse viewpoints.”³⁵ It also found that “relaxing the cross-ownership rule could lead to an increase in the number of newspapers in some markets and foster the development of important new sources of local news and information.”³⁶ Tribune’s newspaper/broadcast combination in Los Angeles exemplifies the Commission’s findings as to localism and diversity in particular, with its superior performance in providing diverse news and local information to local viewers and readers.

As to competition, the Commission concluded that newspaper/broadcast combinations “cannot adversely affect competition in any relevant product market,” and that the NBCO Rule was thus not necessary to protect competition.³⁷ Accordingly, the FCC repealed the newspaper/broadcast cross-ownership ban and, based on lingering concerns regarding diversity,

³⁴ *Id.* at 13,767 (¶ 368).

³⁵ *Id.* at 13761 (¶ 358). The FCC’s conclusions on this issue were supported by independent studies commissioned by the agency. See David Pritchard, *Viewpoint Diversity in Cross-Owned Newspaper and Television Stations: A Study of News Coverage of the 2000 Presidential Campaign* (FCC Media Ownership Working Group Report #2), September 2002; Thomas C. Spavins, et al., *The Measurement of Local Television News and Public Affairs Programs* (FCC Media Ownership Working Group Report #7), September 2002; Scott Roberts, et al., *A Comparison of Media Outlets and Owners for Ten Selected Markets (1960, 1980, 2000)* (FCC Media Ownership Working Group Report #1), September 2002.

³⁶ *2003 Order*, 18 FCC Rcd at 13,760-61 (¶ 356).

³⁷ *Id.* at 13,753 (¶ 341); see also *id.* at 13,748-49 (¶¶ 331-32), 13,752-53 (¶¶ 339-41), 13,767 (¶¶ 368-69).

replaced it with a new set of cross-media limits.³⁸ Those new limits would have permitted common ownership of KTLA(TV) and the *LA Times*.³⁹

A number of parties (including Tribune) challenged the *2003 Order*, and the United States Court of Appeals for the Third Circuit affirmed the Commission's decision to repeal the blanket ban on newspaper/broadcast cross-ownership.⁴⁰ As the Third Circuit stated, "[t]he Commission's decision not to retain a ban on newspaper/broadcast cross-ownership is justified under § 202(h) and is supported by record evidence."⁴¹ Further, the Court concluded that "reasoned analysis supports the Commission's determination that the blanket ban on newspaper/broadcast cross-ownership was no longer in the public interest."⁴² The Third Circuit recognized that "[n]ewspaper/broadcast combinations can promote localism" and that a wholesale prohibition actually "undermined" this important goal.⁴³ In addition, the Court agreed with the agency that "[a] blanket prohibition on newspaper/broadcast combinations is not necessary to protect diversity."⁴⁴ In this regard, the Third Circuit found that "the Commission reasonably concluded that it did not have enough confidence in the proposition that commonly

³⁸ As pertinent here, in "markets with nine or more TV stations ('large markets')," the Commission "impose[d] no cross-media restrictions," reasoning in part that, "[t]o begin with, markets of this size today tend to have robust media cultures characterized by a large number of outlets and a wide variety of owners." *2003 Order*, 18 FCC Rcd at 13,804 (¶ 473).

³⁹ *See infra* at 112.

⁴⁰ *Prometheus Radio Project v. FCC*, 373 F.3d 372, 398 (3d Cir. 2004), *cert. denied*, 545 U.S. 1123 (2005).

⁴¹ *Id.*

⁴² *Id.*

⁴³ *Id.* at 398-99.

⁴⁴ *Id.* at 399.

owned outlets have a uniform bias to warrant sustaining the cross-ownership ban.”⁴⁵ The Court thus upheld the Commission’s finding that retaining the ban was no longer in the public interest. The Third Circuit, however, remanded the *2003 Order* to the FCC for further justification of the specific limits on cross-media ownership that had been adopted to replace the ban.⁴⁶

4. The 2006 Proceeding And Resultant Rule Change.

Approximately two years later, the Commission issued a Notice of Proposed Rulemaking in its 2006 Quadrennial Review (the “*2006 FNPRM*”).⁴⁷ That proceeding served the dual purposes of fulfilling the agency’s Section 202(h) periodic review mandate and responding to the issues raised in the Third Circuit’s remand decision. In the *2006 FNPRM*, the Commission asked, among other things, whether it should revise the 2003 cross-media limits, whether it could justify those limits based upon additional evidence or analysis, and whether continuing to restrict newspaper/broadcast cross-ownership was necessary in the public interest at all.⁴⁸ The proceeding generated yet another massive record on newspaper/broadcast cross-ownership, with the Commission receiving comments and reply comments, commissioning 10 peer-reviewed studies, and conducting six official field hearings. In addition to Tribune’s submission of comments in the proceeding, Tom Langmyer, Vice President and General Manager of

⁴⁵ *Id.* at 399-400.

⁴⁶ While it rejected certain elements of the rationale underlying the cross-media limits, including some components of a “diversity index,” *id.* at 402-11, the Court did not question the FCC’s finding that the public interest benefits that can be realized in larger markets significantly outweigh the impact of a decrease in the count of independently owned properties or voices.

⁴⁷ *2006 Quadrennial Regulatory Review – Review of the Comm’ns Broad. Ownership Rules and Other Rules Adopted Pursuant to Section 202 of the Telecomms. Act of 1996; 2002 Biennial Regulatory Review – Review of the Comm’ns Broad. Ownership Rules and Other Rules Adopted Pursuant to Section 202 of the Telecomms. Act of 1996; Cross-Ownership of Broad. Stations and Newspapers; Rules and Policies Concerning Multiple Ownership of Radio Broad. Stations in Local Markets; Definition of Radio Markets*, Further Notice of Proposed Rulemaking, 21 FCC Rcd 8834 (2006) (“*2006 FNPRM*”).

⁴⁸ *Id.* at 8848 (¶ 32).

WGN(AM), participated as a panelist at the September 2007 public hearing in Chicago; Bob Gremillion, President, CEO, and Publisher of the *Sun Sentinel*, participated as a panelist at the April 2007 public hearing in Tampa; Pamela S. Pearson, Vice President/General Manager of Tribune Television Northwest, Inc., participated as a panelist at the November 2007 public hearing in Seattle; and Vincent Malcolm, then-Vice President and General Manager, KTLA(TV), participated as a panelist at the October 2006 public hearing in Los Angeles.⁴⁹

In an order adopted in December 2007 (and released in February 2008), the Commission made new findings and added liberalized waiver standards to the NBCO Rule. Among other things, the Commission found that “[e]vidence in the record continues to support the Commission’s earlier decision that retention of a complete ban is not necessary in the public interest as a result of competition, diversity, or localism.”⁵⁰ In particular, the Commission found that (1) “ample evidence in the record” indicates that “marketplace conditions have indeed changed and thus justify a recalibration,” (2) “the largest markets contain a robust number of diverse media sources,” “diversity of viewpoints would not be jeopardized by certain newspaper/broadcast combinations,” and many combinations exercise “independent editorial control,” and (3) “newspaper/broadcast combinations can create synergies that result in more

⁴⁹ See FCC, Public Notice, *FCC Announces Agenda for Public Hearing on Media Ownership in Seattle, Washington* (rel. Nov. 8, 2007); FCC, Public Notice, *FCC Announces Agenda for Public Hearing on Media Ownership in Chicago, Illinois* (rel. Sept. 17, 2007); FCC, Public Notice, *FCC Announces Agenda for Public Hearing on Media Ownership in Tampa-St. Petersburg, Florida* (rel. Apr. 26, 2007); FCC, Public Notice, *FCC Announces Further Details for Public Hearing on Media Ownership in Los Angeles* (rel. Sept. 29, 2006).

⁵⁰ *2006 Quadrennial Regulatory Review – Review of the Comm’ns Broad. Ownership Rules and Other Rules Adopted Pursuant to Section 202 of the Telecomms. Act of 1996*, Report and Order and Order on Reconsideration, 23 FCC Rcd 2010, 2021-22 (¶ 19) (2008) (“2008 Order”), appeal pending sub nom. *Prometheus Radio Project v. FCC*, Nos. 08-3078, et al. (3d Cir. filed July 15, 2008).

news coverage for consumers,” thus enhancing localism.⁵¹ Under the changes in the *2008 Order*, the general restriction on cross-ownership was retained, with standards for consideration of waiver requests incorporated into the rule and certain presumptions established depending on the size of the market involved and various other factors.

Specifically, under the revised waiver standards, the Commission presumes that combinations of a daily newspaper and a single broadcast station in any of the twenty largest DMAs are in the public interest as long as (1) the broadcast station is a radio station; or (2) if the broadcast station is a television station, (i) at least eight independent “major media voices” remain in the DMA, and (ii) the station is not ranked among the top four stations in the DMA.⁵² Combinations also are presumed to be in the public interest if either the newspaper or broadcast station qualifies as “failed” or “failing,”⁵³ or if a new owner will initiate local news programming of at least seven hours per week on a broadcast station that was not offering local newscasts prior to the combined operations.⁵⁴

In other cases, combinations are presumed not to be in the public interest, but waivers are available under a four-factor test which considers: (1) whether the cross-ownership will significantly increase the amount of local news disseminated through the media properties involved; (2) whether each property will exercise its own independent news judgment; (3) the level of concentration in the DMA; and (4) the financial condition of the newspaper or broadcast property, and if the newspaper or broadcast station is in financial distress, the proposed owner’s

⁵¹ *Id.* at 2021-22 (¶ 19), 2038-39 (¶ 49).

⁵² *Id.* at 2040 (¶ 53).

⁵³ *Id.* at 2047-48 (¶ 65).

⁵⁴ *Id.* at 2049 (¶ 67).

commitment to invest significantly in newsroom operations.⁵⁵ As will be shown below, the NBCO Rule as revised in the *2008 Order* permits continued common ownership of KTLA(TV) and the *LA Times* by Reorganized Tribune.⁵⁶

5. Third Circuit Redux And Current Procedural Posture.

The *2008 Order* was challenged by many parties (including Tribune) in various courts of appeal. Preliminary proceedings related to venue resulted in transfer of all of the cases to the Third Circuit, after which advocacy groups Media Alliance, Prometheus Radio Project, Office of Communication of the United Church of Christ, Inc., and Free Press jointly filed a motion to hold the cases in abeyance pending Commission action on a petition for reconsideration that certain other advocacy groups had filed with the agency. The Third Circuit granted that motion in April 2009⁵⁷ and, as noted earlier, then ordered that a stay issued in connection with the Court's review of the *2003 Order* remain in effect.⁵⁸ The Third Circuit subsequently requested and received filings regarding whether the cases should continue to be held in abeyance and whether the stay should be lifted.⁵⁹ In March 2010, the Court issued an order lifting the stay of

⁵⁵ *Id.* at 2049 (¶ 68).

⁵⁶ *See infra* Section IV.

⁵⁷ Order, *Prometheus Radio Project v. FCC*, No. 08-3078 (3d Cir. Apr. 14, 2009).

⁵⁸ *See* Order, *Prometheus Radio Project v. FCC*, No. 08-3078 (3d Cir. June 12, 2009).

⁵⁹ *See* Order, *Prometheus Radio Project v. FCC*, No. 08-3078 (3d Cir. Dec. 17, 2009); Order, *Prometheus Radio Project v. FCC*, No. 08-3078 (3d Cir. Nov. 4, 2009). In its response to the Third Circuit's November 4, 2009 Order, the FCC argued in favor of continued abeyance and maintenance of the stay; requested that, in the event that the Court deemed abeyance no longer to be appropriate, the cases be remanded to the agency for further proceedings; and indicated that it did not intend to address the petition for reconsideration outside of the context of the 2010 Quadrennial Review. FCC, Response to the Court's Order of November 4, 2009, *Prometheus Radio Project v. FCC*, No. 08-3078 (3d Cir. filed Nov. 25, 2009).

the 2008 Order, including the liberalized NBCO waiver standards, and set a schedule for briefing on the merits.⁶⁰

In the meantime, the FCC has launched its 2010 Quadrennial Review by holding several workshops. Those workshops have addressed, among other things, the general scope and framework for the review; the Commission's diversity, localism, and competition goals; studies and data-gathering that the agency should undertake in the course of the review; financial and marketplace issues; minority media ownership; local television and radio marketplace issues; and the NBCO Rule, in particular.⁶¹ In addition, the FCC recently launched a separate proceeding on "The Future of Media and Information Needs of Communities," which promises to address issues such as how people get news and information and financial trends affecting newspapers and broadcasters.⁶²

B. Tribune's Existing Newspaper/Broadcast Holdings And Its Los Angeles NBCO Rule Waiver.

While the 2006 FNPRM was pending, Tribune announced a reorganization that, following FCC approval, resulted in private ownership of the company by the Tribune Employee Stock Ownership Plan ("ESOP"). At the time, Tribune held several newspaper/broadcast

⁶⁰ See Order, *Prometheus Radio Project v. FCC*, No. 08-3078 (3d Cir. Mar. 23, 2010).

⁶¹ FCC, News Release, *Media Bureau Announces Media Ownership Workshop in Tampa, Florida*, MB Docket No. 09-182 (rel. Mar. 17, 2010); FCC, News Release, *Media Bureau Announces February 23, 2010 Media Ownership Workshop in Columbia, South Carolina*, MB Docket No. 09-182 (rel. Jan. 28, 2010); FCC, News Release, *Media Bureau Announces Agenda and Panelists for Minority Media Ownership Workshop*, MB Docket No. 09-182 (rel. Jan. 22, 2010); FCC, News Release, *Media Bureau Announces Panelists and Agenda for Media Ownership Workshop on Financial and Marketplace Issues*, MB Docket No. 09-182 (rel. Jan. 5, 2010); FCC, Public Notice, *Media Bureau Announces Agenda and Participants for Initial Media Ownership Workshops and Seeks Comment on Structuring of the 2010 Media Ownership Review Proceeding*, 24 FCC Rcd 12,584 (2009) ("2010 Quadrennial Review Public Notice").

⁶² FCC, Public Notice, *FCC Launches Examination of the Future of Media and Information Needs of Communities in a Digital Age*, GN Docket No. 10-25, DA 10-100 (rel. Jan. 21, 2010) ("Future of Media Public Notice").

combinations, including the Los Angeles combination at issue here as well as others in Chicago, Hartford, Miami-Ft. Lauderdale, and New York.

In the order approving transfer of control of Tribune to the ESOP, the Commission granted the company temporary waivers for its Los Angeles, Hartford, Miami-Ft. Lauderdale, and New York combinations. The Commission also granted Tribune a permanent waiver of the NBCO Rule for its combination in Chicago based on findings that are even more compelling today with respect to the combination of KTLA(TV) and the *LA Times* in Los Angeles. In granting the permanent waiver in Chicago, the Commission noted that the “record confirms ‘the myriad public interest benefits that have resulted’” from common ownership.⁶³ The Commission concluded that “forced separation of the [Chicago properties] would diminish the strength of important sources of quality news and public affairs programming in the Chicago market[,] . . . that any detriment to diversity caused by the common ownership is negligible given the nature of the market,” and that, accordingly, “the purposes of the rule would not be served by divestiture.”⁶⁴ As described in detail herein, an analysis of Tribune’s common ownership of KTLA(TV) and the *LA Times* in the Los Angeles market today leads to the same conclusion.

The temporary waiver covering Los Angeles allowed Tribune to continue to own interests in KTLA(TV) and the *LA Times* for certain periods of time depending on the occurrence of various events. Given the current pendency of Tribune’s appellate challenge to the order approving the transaction,⁶⁵ for example, it now holds a waiver extending until six months after

⁶³ *Shareholders of Tribune Co.*, 22 FCC Rcd at 21,277-78 (¶ 34).

⁶⁴ *Id.* at 21,278 (¶ 34).

⁶⁵ *See Tribune Co. v. FCC*, No. 07-1488 (D.C. Cir. filed Dec. 3, 2007).

the conclusion of Tribune’s appellate litigation.⁶⁶ In granting a temporary waiver in Los Angeles, the Commission recognized the “unusual and uncertain status of the NBCO [R]ule as well as the harm that applicants would suffer were they forced to divest properties but then win their court challenge.”⁶⁷

The NBCO Rule today indisputably remains in an “unusual and uncertain status.”⁶⁸ Further, there can be no doubt that requiring divestiture of KTLA(TV) or the *LA Times* while the status of the rule remains in flux – particularly in a market as diverse and competitive as Los Angeles and given the benefits that Tribune’s common ownership has produced – would unnecessarily harm Reorganized Tribune as it emerges from bankruptcy and serve no public interest purpose whatsoever. Thus, while the Tribune combination is entitled to a permanent NBCO waiver, there can be no question that, at the very least, the temporary waiver alternatively requested herein is warranted.

C. The Effect Of The Economic Downturn On The Media Marketplace And The Resulting Tribune Bankruptcy.

Since the FCC approved the transfer of control of Tribune to the ESOP, the U.S. daily newspaper industry has experienced an unparalleled financial crisis. The turmoil in the industry has been particularly dramatic in the last two years, greatly accelerating the rate of decline in circulation and revenues as compared to the trends that newspaper publishers had been experiencing in previous decades. The impact of these recent trends has been particularly damaging in the markets in which Tribune operates.

⁶⁶ See *Shareholders of Tribune Co.*, 22 FCC Rcd at 21,267 (¶ 3), 21,278 (n.71).

⁶⁷ *Id.* at 21,278 (¶ 36).

⁶⁸ *Id.*; see *supra* Section II.A; see also *infra* Section V.A.

The Commission has taken these trends into account in its recent decisions affecting the industry. For example, when the FCC released its decision to add liberalized waiver standards to the NBCO Rule in early 2008, following approval of the transfer of control of Tribune to the ESOP, it recognized that newspapers were in a downward cycle and that regulatory relief therefore was particularly appropriate. As the agency concluded in its *2008 Order*, “[t]he emergence of new forms of electronic media in recent years has come at the expense of traditional media, and of newspapers in particular.”⁶⁹ The Commission observed that, although “the population of the country has increased more than 80 percent” during the past 50 years, “the number of daily newspapers being published and their readership have decreased significantly” over this same period.⁷⁰

The agency further noted in 2008 that the recent, substantial drop in newspaper circulation had produced “a cascade of negative impacts on the media industry.”⁷¹ Among these was a “sharp reduction in the number of professional journalists employed in the newspaper industry,” a trend that had “particular import for the public interest.”⁷² The FCC further observed that newspaper publishers had experienced a “flatten[ing]”⁷³ of the advertising revenues that “keep [them] alive” and that “stock prices for many of the major newspaper companies ha[d] fallen.”⁷⁴

⁶⁹ *2008 Order*, 23 FCC Rcd at 2023 (¶ 21).

⁷⁰ *Id.* at 2026 (¶ 27).

⁷¹ *Id.* (¶ 28).

⁷² *Id.*

⁷³ *Id.* at 2029 (¶ 32).

⁷⁴ *Id.* at 2028 (¶ 30), 2029 (¶ 33).

Since the Commission made these observations more than two years ago, the state of the newspaper industry has taken a sharp turn for the worse. In 2009 alone, one major market daily newspaper ceased operations entirely,⁷⁵ at least two others came dangerously close to following suit,⁷⁶ and several folded their print operations and are surviving only as dramatically scaled down online services.⁷⁷ In 2008-2009, many newspapers in medium and smaller markets, such

⁷⁵ After posting repeated losses and failing in its efforts to find a suitable buyer, E.W. Scripps in February 2009 shut down the *Rocky Mountain News*, which had been in existence since 1859, leaving *The Denver Post* as the city's sole major daily. Howard Kurtz, *Final Edition: Rocky Mountain News to Shut Down Today*, WASH. POST, Feb. 27, 2009, at D03, available at <http://www.washingtonpost.com/wp-dyn/content/story/2009/02/27/ST2009022701217.html> (last visited Feb. 9, 2010). Less than one year later, the holding company of MediaNews Group, publisher of *The Denver Post* and 53 other daily newspapers, filed for Chapter 11 bankruptcy protection. Emily Chasan, *MediaNews Owner Files Prepackaged Bankruptcy*, REUTERS, Jan. 22, 2010, available at <http://www.reuters.com/article/idUSTRE60M01920100123> (last visited Feb. 9, 2010); Mike Spector & Shira Ovide, *MediaNews Bankruptcy Filing to Come as Soon as This Week*, WALL ST. J., Jan. 18, 2010, available at <http://online.wsj.com/article/SB10001424052748704541004575011630438688308.html> (last visited Feb. 9, 2010).

⁷⁶ Facing steep operating losses, the New York Times Company threatened to close *The Boston Globe* last year unless labor unions agreed to concessions on wages and benefits. Howard Kurtz, *N.Y. Times to File Notice It Will Close Boston Globe*, WASH. POST, May 4, 2009, available at <http://www.washingtonpost.com/wp-dyn/content/article/2009/05/03/AR2009050300269.html> (last visited Feb. 9, 2010); Richard Pérez-Peña, *Times Co. Said to Consider Closing Boston Globe*, N.Y. TIMES, Apr. 4, 2009, available at http://www.nytimes.com/2009/04/04/business/media/04globe.html?_r=1 (last visited Feb. 9, 2010). The shutdown of the paper was avoided when *Globe* employees accepted a package of pay and benefits cuts in July 2009. See Richard Pérez-Peña, *Boston Globe Workers Agree to Cuts*, N.Y. TIMES, July 21, 2009, available at <http://www.nytimes.com/2009/07/21/business/media/21globe.html> (last visited Feb. 9, 2010). The New York Times Company had intended to sell *The Boston Globe*, but after searching for a buyer for months, in October 2009 the company announced that it had decided not to sell the paper. It had been reported that bids for the paper and another in nearby Worcester, MA were about \$35 million, compared to the \$1.1 billion the company had paid for *The Boston Globe* in 1993. See Richard Pérez-Peña, *Times Co. Will Hold On to Boston Globe*, N.Y. TIMES, Oct. 15, 2009, available at www.nytimes.com/2009/10/15/business/media/15globe.html?_r=1&pagewanted=print (last visited Feb. 9, 2010). Hearst Corporation similarly considered selling or shutting down *The San Francisco Chronicle*, that city's major daily and the nation's 12th largest, if it could not substantially cut costs through newsroom layoffs. Shira Ovide & Russell Adams, *Hearst Plans to Slash, Sell or Shut Paper in Bay Area*, WALL ST. J., Feb. 25, 2009, available at <http://online.wsj.com/article/SB123551803197064061.html> (last visited Feb. 9, 2010).

⁷⁷ Hearst Corporation abandoned the print edition of the *Seattle Post-Intelligencer* in March 2009, replacing it with a much less extensive online-only operation. As a result of this major overhaul, the publisher retained just 20 of its 150-plus journalists, leaving nearly 90% of its

as Albuquerque and Tucson, shut down publication entirely or substantially downsized their operations.⁷⁸ In addition, nine major newspaper publishers, including Tribune, have declared bankruptcy since December 2008.⁷⁹ These newspaper publishers, several of which remain in

former newsroom employees without jobs. Phillip Meyer, *Let's Not Stop the Presses*, USA TODAY, Apr. 29, 2009, at 9A, available at <http://blogs.usatoday.com/oped/2009/04/lets-not-stop-the-presses.html> (last visited Feb. 9, 2010). Similarly, Detroit daily newspapers *The Detroit Free Press* and *The Detroit News* developed a strategy to end home print delivery four days of the week, making home deliveries on only the most lucrative days – Thursdays, Fridays and Sundays – that account for more than 80 percent of advertising revenue, and directing readers to their websites for online “e-editions” on Mondays, Tuesdays, Wednesdays and Saturdays. Richard Pérez-Peña, *Detroit's Daily Papers Are Now Not So Daily*, N.Y. TIMES, Mar. 31, 2009, available at <http://www.nytimes.com/2009/03/31/business/media/31paper.html> (last visited Feb. 9, 2010).

⁷⁸ In February 2008, the *Albuquerque Tribune* published its final edition following unsuccessful efforts by its owner, E.W. Scripps Co., to find a buyer for the newspaper. See “86” for *Albuquerque Tribune – To Close on Saturday*, EDITOR & PUBLISHER (Associated Press), Feb. 20, 2008, available at http://www.editorandpublisher.com/eandp/news/article_display.jsp?vnu_content_id=1003712778 (last visited Apr. 14, 2010). Gannett Co., Inc. announced last May that it had decided to cease print publication of the *Tucson Citizen*, but that it would continue to operate its website, citing “[d]ramatic changes in our industry combined with the difficult economy.” Press Release, Gannett Co., Inc., *Gannett to Cease Print Publication of the Tucson Citizen* (May 15, 2009), available at <http://gannett.com/news/pressrelease/2009/pr051509.htm> (last visited Feb. 9, 2010); see also Yinka Adegoke, *Gannett Shuttters Tucson Citizen's Print Edition*, REUTERS, May 15, 2009, available at <http://www.reuters.com/article/idUSN1535783620090515> (last visited Feb. 9, 2010). The *Ann Arbor News* and the *Coral Gables Gazette* also have transitioned to online-only operations. Katherine Yung, *Ann Arbor News Folds; Web Transition Begins*, DETROIT FREE PRESS, July 24, 2009, available at <http://m.freep.com/BETTER/news.jsp?key=496022> (last visited Feb. 9, 2010); Elaine De Valle, *Coral Gables Gazette Converts to Online Only*, THE MIAMI HERALD, Aug. 12, 2009, available at <http://www.miamiherald.com/news/southflorida/story/1181894.html> (last visited Feb. 9, 2010).

⁷⁹ In addition to Tribune, these publishers include (1) Sun-Times Media Inc.; (2) Star Tribune Company; (3) the Journal Register Company; (4) Philadelphia Newspapers, LLC; (5) Freedom Communications, Inc.; (6) Heartland Publications, LLC; (7) Morris Publishing Group; and (8) Affiliated Media Inc., holding company of MediaNews Group. Richard Pérez-Peña, *Sun-Times Files for Bankruptcy*, N.Y. TIMES, Mar. 31, 2009, available at <http://www.nytimes.com/2009/04/01/business/media/01paper.html> (last visited Feb. 9, 2010); David B. Wilkerson, *Minneapolis Star Tribune Files for Bankruptcy*, MARKETWATCH (online), Jan. 16, 2009, available at <http://www.marketwatch.com/story/minneapolis-star-tribune-files-for-chapter-11-bankruptcy> (last visited Feb. 9, 2010); Robert MacMillan, *Chicago Sun-Times Parent Files for Bankruptcy*, REUTERS, Mar. 31, 2009, available at <http://www.reuters.com/article/topNews/idUSTRE52U3OZ20090331?feedType=RSS&feedName=topNews> (last visited Feb. 9, 2010); *Journal Register Seeks Bankruptcy Protection*, N.Y. TIMES (Associated Press), Feb. 22, 2009, available at <http://www.nytimes.com/2009/02/22/business/media/22journal.html> (last visited Feb. 9, 2010); Robert MacMillan, *Philadelphia Papers Owner Files for Bankruptcy Protection*, REUTERS, Feb. 23, 2009, available at <http://www.reuters.com/article/idUSTRE51M1M720090223> (last visited

bankruptcy as of the date of this filing, collectively own more than 130 daily and more than 280 weekly publications.⁸⁰ A growing number of publishers have been forced to close domestic and foreign news bureaus⁸¹ and/or to trim the scope of their news coverage.⁸² Virtually all publishers

Feb. 9, 2010); Michael J. de las Merced, *Freedom Communications Files for Bankruptcy*, N.Y. TIMES, Sept. 1, 2009, available at <http://www.nytimes.com/2009/09/02/business/media/02freedom.html> (last visited Feb. 9, 2010); Jacqueline Palank, *Heartland Publications Files for Chapter 11 Bankruptcy*, WALL ST. J., Dec. 21, 2009, available at <http://online.wsj.com/article/SB10001424052748703344704574610261552846586.html> (last visited Feb. 10, 2010); *Newspaper Publisher Morris Seeks Ch. 11 Protection*, ABC News (Associated Press), Jan. 19, 2010, available at <http://abcnews.go.com/Business/wireStory?id=9599225> (last visited Feb. 9, 2010); *MediaNews Group Makes It Official: Files 'Prepackaged' Bankruptcy*, EDITOR & PUBLISHER (Associated Press), Jan. 26, 2010, available at http://www.editorandpublisher.com/eandp/news/article_display.jsp?vnu_content_id=1004061331 (last visited Feb. 9, 2010).

⁸⁰ See Tribune, Tribune Company Business Units and Websites, <http://www.tribune.com/about/webguide/index.html> (last visited Feb. 9, 2010) (listing Tribune's publications); Press Release, Sun-Times Media Group, Inc., Sun-Times Media Group Reports Circulation Performance (Oct. 26, 2009), available at <http://ir.thesuntimesgroup.com/releasedetail.cfm?releaseid=417963> (last visited Feb. 9, 2010) (noting Sun-Times Media's publication of the *Chicago Sun-Times*, seven other daily newspapers, and 51 weekly newspapers); The Star Tribune Company, Our Company, <http://www.startribunecompany.com/100> (last visited Feb. 9, 2010) (noting publication of *Minneapolis Star-Tribune*); Journal Register Company, Our Publications, <http://www.journalregister.com/publications.html> (last visited Feb. 9, 2010) (listing publication of 19 daily newspapers and 30 weekly newspapers); Philadelphia Newspapers, Philadelphia Newspapers Reorganization Information, <http://www.philly.com/philly/about/pnl/> (last visited Feb. 9, 2010) (noting Philadelphia Newspaper LLC's publication of *Philadelphia Inquirer* and *Philadelphia Daily News*); Freedom Communications, Inc., Company Information, <http://www.freedom.com/company/> (last visited Feb. 9, 2010) (noting publication of 33 daily newspapers, including the *Orange County Register*, and 77 weekly newspapers); Morris Communications Company, LLC, Morris Publishing Group Daily Newspapers and Nondaily Newspapers, http://morriscomm.com/divisions/morris_publishing_group/index.shtml#show_map (last visited Feb. 9, 2010) (listing publication of 13 daily newspapers and 28 weekly newspapers); Press Release, Affiliated Media, Inc., Affiliated Media, Inc. Files Prepackaged Plan of Reorganization (Jan. 22, 2010), available at <http://www.medianewsgroup.com/Press/Releases/2010/Press%20Release%20-%20AMI%20Files%20Prepackaged%20Plan%20for%20Reorganization.doc> (last visited Feb. 9, 2010) (listing publication of 54 daily newspapers and more than 100 weekly newspapers).

⁸¹ Pew Project for Excellence in Journalism, *The State of the News Media* (2010) (“*PEJ 2010 State of the News Media Report*”), Newspapers, News Investment at 29, http://www.stateofthemediamedia.org/2010/printable_newspaper_chapter.htm (last visited Apr. 17, 2010) (noting that the recession and “accelerating ad losses” forced “[s]tatehouse and Washington bureaus” to be “gutted or closed” at many newspapers in 2009 and early 2010). For example, Cox Newspapers shut down its Washington, D.C. news bureau (which was founded in

1974) along with five international bureaus in April 2009. *Cox Newspapers to Close Washington Bureau*, THE HUFFINGTON POST, Dec. 2, 2008, available at <http://www.huffingtonpost.com/huff-wires/20081202/cox-newspapers/> (last visited Feb. 9, 2010). In March 2009, Media General similarly closed the doors of its Washington, D.C. News Service Bureau, which for 30 years had provided news and feature stories to all of Media General's newspapers, television stations, and websites. John Reid Blackwell, *Media General Closing Washington News Bureau*, RICHMOND TIMES-DISPATCH, Mar. 14, 2009, available at http://www2.timesdispatch.com/rtd/business/local/article/B-MEDI14_20090313-211607/231243/ (last visited Feb. 9, 2010); *Media General's Washington News Bureau To Close March 27*, Media General News Release, Mar. 13, 2009, available at http://www.mediageneral.com/press/2009/mar13_09_WashingtonBureau.html (last visited Feb. 9, 2010). In October 2009, *The Wall Street Journal* revealed plans to close its Boston bureau, explaining in a memo to journalists affected by the closure that “[w]e remain in the midst of a profound downturn in advertising revenue and thus must think the unthinkable.” Shira Ovide, *Wall Street Journal Closes Boston Bureau*, WALL ST. J., Oct. 29, 2009, available at <http://online.wsj.com/article/SB10001424052748704317704574503480514474764.html> (last visited Feb. 2, 2010); Erik Sass, *Been Town: 'WSJ' Closes Boston Bureau*, MEDIA DAILY NEWS (MediaPost), Oct. 29, 2009, available at http://www.mediapost.com/publications/index.cfm?fa=Articles.showArticle&art_aid=116378 (last visited Feb. 9, 2010). And, under pressure to cut costs, *The Washington Post* likewise announced in November 2009 that it would close its three remaining domestic bureaus in New York, Los Angeles, and Chicago. Howard Kurtz, *Washington Post Shuttters Last U.S. Bureaus*, WASH. POST, Nov. 24, 2009, available at <http://www.washingtonpost.com/wp-dyn/content/article/2009/11/24/AR2009112403014.html> (last visited Feb. 9, 2010); Bill Carter, *Washington Post to Shut U.S. Bureaus*, N.Y. TIMES, Nov. 25, 2009, available at <http://www.nytimes.com/2009/11/25/business/media/25post.html> (last visited Feb. 9, 2010).

⁸² Even the nation's largest and most respected dailies have been forced to recognize these harsh realities. *The Washington Post* eliminated its stand-alone Business Section, folding business news stories into the paper's main section on all but one day of the week, and did away with the print version of “Book World,” shifting reviews to space within two existing sections of the paper. Robert MacMillan, *Washington Post to Cut Business Section*, REUTERS, Mar. 13, 2009, available at <http://www.reuters.com/article/newsOne/idUSTRE52C5NP20090314> (last visited Feb. 9, 2010); Motoko Rich, *Washington Post's Book World Goes Out of Print as a Separate Section*, N.Y. TIMES, Jan. 28, 2009, available at http://www.nytimes.com/2009/01/29/books/29post.html?_r=1 (last visited Feb. 9, 2010). In similar fashion, *The New York Times* cut its separate Metro News and Sports sections. Russell Adams, *New York Times Sets Plan to Merge Sections*, WALL ST. J., Sept. 6, 2008, available at <http://online.wsj.com/article/SB122066387069906077.html> (last visited Feb. 9, 2010). The *Atlanta Journal-Constitution* also has cut its stand-alone Business Section, merging it with another section. *Atlanta Newspaper to Merge Sections to Cut Costs*, ABC News (Associated Press), Feb. 23, 2009, available at <http://abcnews.go.com/Business/wireStory?id=6939345> (last visited Feb. 9, 2010). See also PEJ 2010 *State of the News Media Report*, Newspapers, News Investment at 29, http://www.stateofthemediamedia.org/2010/printable_newspaper_chapter.htm (last visited Mar. 18, 2010) (noting that “[s]eparate business and features sections disappear[ed]” in 2009 and early 2010).

In addition, in December 2009, the *Washington Times* announced that it would be implementing a new strategy to focus more narrowly on core coverage areas while slashing its coverage of local news, sports and features “to keep pace with the dynamically changing economics of the news business.” Jennifer Harper, *TWT Announces New Structure, Layoffs*, WASH. TIMES, Dec. 3, 2009, available at <http://www.washingtontimes.com/news/2009/dec/03/twt-announces-new->

– in both large and small markets across the country – have laid off valued newsroom employees and/or imposed pay reductions in order to stem severe losses.⁸³ According to one recent estimate, roughly 15,000 full-time reporting and editing jobs have disappeared during the past three years, falling from 55,000 to roughly 40,000 – a 27% decrease.⁸⁴

structure-layoffs/ (last visited Feb. 10, 2010); Howard Kurtz, *Washington Times Cuts in Staff, Coverage Cue New Era*, WASH. POST, Dec. 3, 2009, available at <http://www.washingtonpost.com/wp-dyn/content/article/2009/12/02/AR2009120203295.html> (last visited Feb. 10, 2010). The paper also announced a new circulation model, moving from subscription-based to a “controlled circulation model” with newspapers distributed free of charge in key Washington locations targeting audiences in the federal government and other institutions and with subscription home delivery offered at a premium price. *See id.*

⁸³ During one week alone in March 2009, *The New York Times*, *The Boston Globe*, the *Boston Herald*, the *Houston Chronicle*, the *Atlanta-Journal Constitution*, the *Milwaukee Journal Sentinel*, and *The Buffalo News* all announced substantial layoffs and pay cuts. Jennifer Harper, *Newspapers Seek Way Out of Hole*, WASH. TIMES, Mar. 29, 2009, at A03, available at <http://www.washingtontimes.com/news/2009/mar/29/newspapers-on-defense-nationwide/> (last visited Feb. 9, 2010). In October 2009, The New York Times Company announced further layoffs, stating that it would be eliminating 100 newsroom jobs by the end of the year; the following month, it revealed plans to lay off at least 25 editorial employees in February and May 2010. *See* Richard Pérez-Peña, *New York Times Moves to Trim 100 in Newsroom*, N.Y. TIMES, Oct. 20, 2009, available at http://www.nytimes.com/2009/10/20/business/media/20times.html?_r=1&pagewanted=print (last visited Feb. 9, 2010); Richard Pérez-Peña, *New York Times News Service to Cut Jobs and Relocate*, N.Y. TIMES, Nov. 13, 2009, available at <http://www.nytimes.com/2009/11/13/business/media/13times.html> (last visited Feb. 9, 2010). In December 2009, the *Washington Times* decided to cut approximately 40 percent of its total newsroom staff – about 65 of 170 positions. Erik Sass, *Washington Times’ Cuts Staff 40%*, MEDIA DAILY NEWS (MediaPost), Dec. 31, 2009, available at http://www.mediapost.com/publications/?fa=Articles.showArticle&art_aid=119930 (last visited Feb. 9, 2010). Gannett likewise announced in December 2009 that it would be cutting 26 newsroom positions at *USA Today* and that it would be requiring employees of its community publishing division to take a second unpaid furlough in the first quarter of 2010. Ken Sweet, *Gannett Institutes More Furloughs, Layoffs at USA Today*, FOX BUSINESS, Dec. 1, 2009, available at <http://www.foxbusiness.com/story/markets/industries/media/gannett-institutes-week-furloughs/> (last visited Feb. 9, 2010).

⁸⁴ *PEJ 2010 State of the News Media Report*, Newspapers, Summary Essay at 1, http://www.stateofthedia.org/2010/printable_newspaper_chapter.htm (last visited Mar. 18, 2010). All told, 16,000 total newspaper employees lost their jobs in 2008, nearly 14,800 were laid off in 2009, and nearly 1,800 have been laid off in 2010 as of mid-April. *See* Paper Cuts, <http://papercuts.graphicdesignr.net/> (last visited Apr. 17, 2010) (reporting 1,792 newspaper layoffs as of April 17, 2010); Paper Cuts, *2009 Newspaper Layoffs and Buyouts*, <http://newspaperlayoffs.com/maps/2009-layoffs/> (last visited Apr. 17, 2010) (reporting 14,783 newspaper layoffs in 2009); Paper Cuts, *2008 Newspaper Layoffs and Buyouts*, <http://newspaperlayoffs.com/maps/2008-layoffs/> (last visited Apr. 17, 2010) (reporting 15,992 newspaper layoffs in 2008).

A precipitous drop in advertising revenues, which traditionally have accounted for approximately 80% of newspaper revenues, has been a key impetus for these cutbacks. In 2009, newspapers saw their advertising revenues tumble roughly 26%, bringing the total loss over the last three years to 43%.⁸⁵ The rate of decline was more than 50% steeper than in 2008, when the newspaper industry's total advertising revenues declined 16.6%.⁸⁶ Even revenues from online advertising on newspaper websites – which often has been hailed as the industry's most promising future growth engine – declined by more than 10% in 2009 and accounted for just 10% of overall revenue.⁸⁷ The current economic recession has exacerbated this downward trend

⁸⁵ *PEJ 2010 State of the News Media Report*, Executive Summary at 1, 8-9, http://www.stateofthedia.org/2010/chapter%20pdfs/2010_execsummary.pdf (last visited Mar. 18, 2010) (“Advertising losses, averaging 26% in 2009 (on the heels of a cumulative 23% loss the previous two years) left newspapers downsizing everything – the physical dimensions of the paper, the space devoted to news and, most painfully, their roster of news professionals.”); see also Nat Worden, *Ad Revenue Eludes Papers*, WALL ST. J., Nov. 4, 2009, available at <http://online.wsj.com/article/SB10001424052748703740004574513522033216210.html> (last visited Feb. 3, 2010) (“The reality is that newspapers are suffering severe declines in ad revenue this year on top of the double-digit percentage declines they suffered last year.”); Erik Sass, *No Rest for the Dreary: Newspaper Revs Fall 28%*, MEDIA DAILY NEWS (MediaPost), Nov. 19, 2009, available at http://www.mediapost.com/publications/?fa=Articles.showArticle&art_aid=117749 (last visited Feb. 9, 2010) (noting that total newspaper industry advertising revenues tumbled 28% from third quarter 2008 to third quarter 2009, and that the newspaper industry's total print revenues experienced year-over-year declines for 14 straight quarters, while online revenues fell for 6 straight quarters).

⁸⁶ *PEJ 2010 State of the News Media Report*, Executive Summary at 8, http://www.stateofthedia.org/2010/chapter%20pdfs/2010_execsummary.pdf (last visited Mar. 18, 2010); see also *Annual Advertising Expenditures*, <http://www.naa.org/TrendsandNumbers/Advertising-Expenditures.aspx> (“*Annual Advertising Expenditures*”) (last visited Feb. 9, 2010).

⁸⁷ See *PEJ 2010 State of the News Media Report*, Newspapers, Summary Essay at 2, Economics at 20-21, http://www.stateofthedia.org/2010/printable_newspaper_chapter.htm (last visited Mar. 18, 2010); see also *Annual Advertising Expenditures*; Erik Sass, *Newspapers' Online Strategies Failed in 2009*, MEDIA NEWS POST, Dec. 29, 2009, available at http://www.mediapost.com/publications/?fa=Articles.showArticle&art_aid=119834 (last visited Feb. 9, 2010) (observing that “[s]ome of the worst defeats for newspapers in 2009 came in online advertising,” and citing Newspaper Association of America data showing that newspapers' online revenues declined 15.5% in the first three quarters of 2009 compared to the same period in 2008); *NAA, Nielsen: Newspaper Sites Get 5.5% Rise in '09 Visitors*, MEDIA NEWS POST, Feb. 3, 2010, available at http://www.mediapost.com/publications/?fa=Articles.showArticle&art_aid=121745 (last visited

considerably, as advertisers have cut spending steeply in order to stem their own revenue losses. Among the most pronounced have been cutbacks in automobile advertising due to bankruptcies and financial turmoil in that industry, in real estate advertising due to the real estate bust and subprime mortgage crisis, and in retail due to decreases in consumer spending.⁸⁸ Classified advertising revenues, in particular, have trended downward, both because of the poor economy in general and because of consumers' rapid adoption of online alternatives.⁸⁹ It is not surprising

Feb. 9, 2010) (noting that “[t]hrough the first three quarters of 2009, the NAA tallied total Internet revenues of about \$1.97 billion, representing just under 10% of total revenues of \$19.9 billion”).

⁸⁸ See Greg Bensinger and Bob Van Voris, *Chicago's Sun-Times Media Seeks Bankruptcy Protection (Update3)*, Bloomberg.com, Mar. 31, 2009, <http://www.bloomberg.com/apps/news?pid=20601087&sid=ajAExsdEoCRs> (last visited Feb. 9, 2010) (“Advertisers, particularly auto, retail and classified, have pulled back [in newspaper advertising] as the economy gets worse and worse.”); Richard Pérez-Peña, *Newspaper Ad Revenue Could Fall as Much as 30%*, N.Y. TIMES, Apr. 14, 2009, available at <http://www.nytimes.com/2009/04/15/business/media/15papers.html> (last visited Feb. 9, 2010) (reporting that, in 2008, “[s]ome of the biggest categories of advertising, like real estate and help wanted, all but evaporated” for newspapers); Erik Sass, *No Rest for the Dreary: Newspaper Revs Fall 28%*, MEDIA DAILY NEWS (MediaPost), Nov. 19, 2009, available at http://www.mediapost.com/publications/?fa=Articles.showArticle&art_aid=117749 (last visited Feb. 9, 2010) (noting that newspapers experienced a 43% decline in real estate and automotive advertising revenues in the third quarter of 2009); Wayne Friedman, *Nielsen: U.S. Ad Spend Falls 11.5%*, MEDIA DAILY NEWS (MediaPost), Dec. 10, 2009, available at http://www.mediapost.com/publications/?fa=Articles.showArticle&art_aid=118897 (last visited Feb. 3, 2010) (reporting that overall U.S. advertising spending declined 11.5% during the first nine months of 2009, compared to the same time period a year ago, and noting that many of the same declining advertising categories, including automotive, continue to hurt media sales results).

⁸⁹ See *infra* Section III.B.2; see also *Hands Off the Journalist*, Remarks of Commissioner Meredith Attwell Baker Before The Media Institute (Jan. 21, 2010) (observing that “the success of Craigslist and eBay has significantly reduced highly profitable classified ads”); *PEJ 2010 State of the News Media Report*, Newspapers, Economics at 18, http://www.stateofthemedial.org/2010/printable_newspaper_chapter.htm (last visited Mar. 18, 2010) (“By early 2007, the industry had already lost a significant share of the once-lucrative classified advertising franchise to competitors like Monster, Craigslist and Google search. The recession then made the decade-long swoon worse, with classified falling 40% [in 2009].”); Rick Poynter, *Classified Ad Revenue Down 70% in 10 Years, With One Bright Spot*, POYNTER ONLINE – THE BIZ BLOG, Feb. 1, 2010, <http://www.poynter.org/column.asp?id=123&aid=177005> (last visited Feb. 9, 2010) (finding that the overall decline in the newspaper industry’s classified ad earnings during the past decade “was a stunning 70 percent – from \$19.6 billion in 2000 to roughly \$6 billion in 2009”).

that these decreases have had a disproportionate impact on newspaper publishers, given the importance of advertising earnings to their business models.⁹⁰

On top of steep losses in advertising revenue, newspaper publishers are facing unprecedented circulation declines. In October 2009, the Audit Bureau of Circulations reported that newspaper sales had plummeted 10.6% on weekdays and 7.5% on Sundays compared with a year earlier – bringing overall circulation to its lowest point in nearly 70 years.⁹¹ This sharp drop followed declines of 7.1% from October 2008 through March 2009 and 4.1% from April through September 2008.⁹² Thus, while newspaper circulation has been declining for many years, the

⁹⁰ TNS Media Intelligence, *TNS Media Intelligence Reports U.S. Advertising Expenditures Declined 14.7 Percent In First Nine Months of 2009*, Dec. 8, 2009, <http://www.tns-mi.com/news/2009-Ad-Spending-Q3.htm> (last visited Feb. 9, 2010) (reporting that total measured advertising expenditures in the first nine months of 2009 dropped by 14.7 percent as compared to the same period in 2008, that ad spending during the third quarter of 2009 was down 15.3 percent versus last year, and that newspapers and radio severely lagged the overall ad market during this period); see also Erik Sass, *Newspapers To Hit Bottom in 2010 . . . Maybe?*, MEDIA DAILY NEWS (MediaPost), Dec. 16, 2009, available at http://www.mediapost.com/publications/?fa=Articles.showArticle&art_aid=119282 (last visited Feb. 9, 2010) (citing a survey of newspaper publishers, who agree that advertising revenues will continue to decline in 2010 and that losses will be “spread across classifieds, national, and retail (or local) advertising – in other words, all the major newspaper advertising categories”); Joe Mandese, *Nielsen: U.S. Ad Spending Plummets \$3.8 Billion*, MEDIA DAILY NEWS (MediaPost), June 8, 2009, available at http://www.mediapost.com/publications/?fa=Articles.showArticle&art_aid=107497 (last visited Feb. 9, 2010) (reporting that ad spending in the first quarter of 2009 was down 37.7% in Sunday newspaper supplements, which “experienced the greatest erosion of any major U.S. ad medium,” with ad spending in national newspapers close behind at a 27.7% drop); Deborah Yao, *Global Ad Spend Still to Fall, Signs of Bottoming*, ABC News (Associated Press), July 6, 2009, available at <http://abcnews.go.com/print?id=8011994> (last visited Feb. 9, 2010) (reporting drop in advertising spending world-wide, with “U.S. ad spending for newspapers . . . expected to fall most steeply”).

⁹¹ *PEJ 2010 State of the News Media Report*, Newspapers, Summary Essay at 2, Audience at 8, http://www.stateofthemediamedia.org/2010/printable_newspaper_chapter.htm (last visited Mar. 18, 2010) (citing data from the Audit Bureau of Circulations and noting that these numbers represent a decline in print audiences of 31.5% and 27% for daily and Sunday circulation, respectively, from peak totals in the last 25 years); Frank Ahrens, *The Accelerating Decline of Newspapers*, WASH. POST, Oct. 27, 2009, available at <http://www.washingtonpost.com/wp-dyn/content/article/2009/10/26/AR2009102603272.html> (last visited Feb. 9, 2010).

⁹² Barbara Ortutay, *Newspaper Circulation Falling Fast*, USA TODAY, Oct. 26, 2009, available at http://www.usatoday.com/money/media/2009-10-26-newspaper-circulation_N.htm (last visited Feb. 9, 2010); Shira Ovide, *U.S. Newspaper Circulation Falls*, WALL ST. J., Oct. 27,

recent losses indicate an accelerating trend.⁹³ The twofold hit that newspaper publishers have taken as a result of the downturns in advertising and circulation revenues is further reflected in the fact that the stock of publicly traded newspaper companies plunged nearly 83% in 2008.⁹⁴ Although the stock prices of publicly traded newspaper companies increased in 2009 over their 2008 levels, they remain drastically lower than where they stood in 2005, shedding on average nearly three-quarters of their value in the past four years.⁹⁵

This turmoil has been recognized at the highest levels of government; indeed, as discussed below, U.S. House of Representatives Speaker Nancy Pelosi sent a letter last year to Attorney General Eric Holder chronicling the dire financial state of the newspaper industry and suggesting a need to alter the traditional approach to considering transactions involving

2009, available at <http://online.wsj.com/article/SB10001424052748703697004574497293992459948.html> (last visited Feb. 9, 2010).

⁹³ See Richard Pérez-Peña, *U.S. Newspaper Circulation Falls 10%*, N.Y. TIMES, Oct. 27, 2009, available at http://www.nytimes.com/2009/10/27/business/media/27audit.html?_r=1 (last visited Feb. 9, 2010) (noting that “[t]he two-decade erosion in newspaper circulation is looking more like an avalanche” and that “after years of slipping,” circulation has “accelerated sharply downward”); Frank Ahrens, *The Accelerating Decline of Newspapers*, WASH. POST, Oct. 27, 2009, available at <http://www.washingtonpost.com/wp-dyn/content/article/2009/10/26/AR2009102603272.html> (last visited Feb. 9, 2010) (noting that “[a]verage daily circulation of all U.S. newspapers has been in decline since 1987”).

⁹⁴ Pew Project for Excellence in Journalism, *The State of the News Media* (2009) (“PEJ 2009 State of the News Media Report”), Executive Summary at 10, <http://www.stateofthemediamedia.org/2009/chapter%20pdfs/COMPLETE%20EXEC%20SUMMARY%20PDF.pdf> (last visited Feb. 17, 2010).

⁹⁵ See Alan Mutter, *News-Stock Surge: Boom or Dead-Cat Bounce?*, Reflections of a Newsosaur, Jan. 4, 2010, <http://newsosaur.blogspot.com/2010/01/news-stock-surge-boom-or-dead-cat.html> (last visited Feb. 18, 2010); PEJ 2010 State of the News Media Report, Newspapers, Summary Essay at 2, 5, Economics at 24, http://www.stateofthemediamedia.org/2010/printable_newspaper_chapter.htm (last visited Mar. 18, 2010) (reporting that only one newspaper company stock was trading for more than \$5 a share and several were in “penny stock territory” in March 2009 and, though stocks had ticked up by the end of the year from “the rock bottom prices of spring 2009,” the valuations were still just a small fraction of what they had been in 2005 and 2006).

newspapers in light of the industry's troubled financial condition.⁹⁶ In launching its "Future of Media" initiative in 2010, the Commission similarly acknowledged that "[t]he layoffs of thousands of journalists have prompted concern from a wide variety of independent analysts and groups that we may end up with fewer 'informed communities'" and that "[t]hese trends could have dire consequences for our democracy and the health of communities, hindering citizens' ability to hold their leaders and institutions accountable."⁹⁷

The broadcast industry similarly is in the midst of a serious financial retrenchment. As the Project for Excellence in Journalism recently reported, earnings at local television stations were "in a free fall" in 2009; at the end of the year, "industry revenues had fallen to levels not seen since the mid-1990s."⁹⁸ In particular, television stations' advertising revenue is estimated

⁹⁶ See Letter from Nancy Pelosi, Speaker of the House, to The Honorable Eric J. Holder, Attorney General of the United States (Mar. 16, 2009). On September 24, 2009, the House Joint Economic Committee, chaired by Representative Carolyn Maloney (D-NY), held hearings on the implications of the deterioration of the newspaper industry for the broader economy and explored options for federal government involvement to help strengthen the industry. See Ann Sanner, *Newspaper Rep Urges Tax Break To Help with Losses*, ABC News (Associated Press), Sept. 24, 2009, available at <http://abcnews.go.com/Politics/wireStory?id=8667155> (last visited Feb. 9, 2009). Further, in connection with a recent 2010 Quadrennial Review workshop focusing on the current financial and economic conditions and marketplace factors affecting the media industry, lenders appearing on a panel pointed to the "perfect storm" of a down economy that hammered overleveraged broadcasters and Internet competition that continues to drain advertising dollars away from the sector, resulting in a lack of interest in lending to broadcasters. See FCC, News Release, *Media Bureau Announces Panelists and Agenda for Media Ownership Workshop on Financial and Marketplace Issues*, MB Docket No. 09-182 (rel. Jan. 5, 2010); see also John Eggerton, *Lenders Make Pitch to FCC to Loosen Media Ownership Rules*, BROAD. & CABLE, Jan. 12, 2010, available at http://www.broadcastingcable.com/article/443725-Lenders_Make_Pitch_to_FCC_to_Loosen_Media_Ownership_Rules.php (last visited Feb. 9, 2010). Speakers on a second panel about smaller broadcasters were in agreement that additional broadcast bankruptcies are likely due to the financial conditions in the industry. See Jonathan Make, *Media Deregulation Seen Helping Cash-Strapped Industry*, COMM. DAILY, Jan. 13, 2010, at 4-6.

⁹⁷ *Future of Media Public Notice*, supra note 62, at 1-2.

⁹⁸ *PEJ 2010 State of the News Media Report*, Local TV, Summary Essay at 1, Economics at 9, http://www.stateofthemediamedia.org/2010/printable_local_tv_chapter.htm (last visited Mar. 18, 2010).

to have dropped 22% in 2009, more than triple the decline of 7% in 2008.⁹⁹ Notably, this represents a decrease of 25% from the previous non-election year.¹⁰⁰ While stations did experience growth in the advertising revenue from their websites, these earnings amounted to only 8% of their 2009 revenues.¹⁰¹ These results have crippled television station budgets and severely strained stations' ability to deliver local news.¹⁰² Due to the "structural challenge" currently facing the industry, "[s]tations, after years of declines in audience, may be nearing a point where they can no longer add new newscasts or pursue new revenue opportunities. . . ."¹⁰³

⁹⁹ *PEJ 2010 State of the News Media Report*, Executive Summary at 1, http://www.stateofthemedial.org/2010/chapter%20pdfs/2010_execsummary.pdf (last visited Mar. 18, 2010); *PEJ 2009 State of the News Media Report*, Executive Summary at 20, <http://www.stateofthemedial.org/2009/chapter%20pdfs/COMPLETE%20EXEC%20SUMMARY%20PDF.pdf> (last visited Feb. 17, 2010); see also Television Bureau of Advertising, *Broadcast Television Ad Revenues Were Down 22.6% in 3rd Quarter*, Dec. 18, 2009, http://www.tvb.org/rcentral/AdRevenueTrack/revenue/2009/ad_figures_1.asp (last visited Feb. 9, 2010); *PEJ 2010 State of the News Media Report*, Local TV, Economics at 10, http://www.stateofthemedial.org/2010/printable_local_tv_chapter.htm (last visited Mar. 18, 2010) (reporting that, in the first nine months of 2009, automobile advertising – the most important advertising category for local television stations – was down 52%, and that revenue from 24 of the top 25 categories of local television advertisers was down sharply during this time period).

¹⁰⁰ *PEJ 2010 State of the News Media Report*, Local TV, Summary Essay at 1, Economics at 9, http://www.stateofthemedial.org/2010/printable_local_tv_chapter.htm (last visited Mar. 18, 2010) ("Ad revenue is always lower in a year without federal elections or the Olympics, but the drop in 2009 was especially severe even with the unexpected bounty of political spending on health care legislation. . . . The last two non-election years, by contrast, recorded much smaller declines: 5% in 2005 and 6% in 2007.").

¹⁰¹ *Id.*, Summary Essay at 1 (noting further that there is "little prospect of [online revenues] buoying [local television stations] anytime soon"); see also *id.*, Economics at 10 (noting that on-air advertising revenues represent "\$9 out of every \$10" of TV station revenues).

¹⁰² See *id.*, News Investment at 17 (citing the latest survey data from 2008 that shows "hefty budget reductions and deep cuts in the newsroom," and stating that news directors at local stations expected their budgets to be even smaller in 2009 than they were in 2008).

¹⁰³ *Id.*, Summary Essay at 1. Broadcasters' budgets, furthermore, were already strained by the mandated capital-intensive digital television conversion. As discussed below, Tribune has added to its already substantial news programming in Los Angeles despite the dismal economic conditions. See *infra* Section III.A.1.

The newsgathering operations of struggling broadcasters are “getting smaller,”¹⁰⁴ and many have been forced to lay off news staff or implement hiring freezes.¹⁰⁵ Radio stations have similarly been suffering, with 2009 revenues down 18% compared to 2008 revenues.¹⁰⁶

Like other media companies, Tribune has suffered continuing financial difficulties in recent years. Since 2007, the economic and advertising crises have been substantial, and Tribune, like many of its peers, has suffered a material decline in advertising business. In 2008, Tribune’s publishing revenue decreased 12%, primarily due to an 18% decrease in advertising revenue and a 2% decrease in circulation. Tribune’s broadcasting and entertainment revenue decreased 2% in 2008. At December 28, 2008, the consolidated financial statements of Tribune included approximately \$4.4 billion in total assets and approximately \$14.8 billion in total liabilities. At December 27, 2009, the consolidated financial statements of Tribune included

¹⁰⁴ *PEJ 2010 State of the News Media Report*, Local TV, Summary Essay at 1, http://www.stateofthemedial.org/2010/printable_local_tv_chapter.htm (last visited Mar. 18, 2010).

¹⁰⁵ *See id.*, News Investment at 18-19; *see also* Sarah McBride, *Clear Channel’s Parent Cuts 590 Jobs*, WALL ST. J., Apr. 29, 2009, *available at* <http://online.wsj.com/article/SB124095285316665235.html> (last visited Feb. 9, 2010) (reporting Clear Channel Communications Inc.’s decision to cut 590 jobs in its second round of mass layoffs in 2009 amid pressure from the recession and evaporating advertising budgets); Chris Ariens, *Layoffs at ABC News Radio*, TV Newser, Oct. 6, 2009, http://www.mediabistro.com/tvnewser/abc/layoffs_at_abc_news_radio_139400.asp (last visited Feb. 9, 2010) (reporting that about 20 staffers from the editorial, production, and technical staffs at ABC News Radio in New York and Washington, D.C. were let go in October 2009); Glen Dickson & Marisa Guthrie, *ABC Lays Off 31 in Broadcast Operations, Engineering*, BROAD. & CABLE, Jan. 27, 2010, *available at* http://www.broadcastingcable.com/article/446188-ABC_Lays_Off_31_in_Broadcast_Operations_Engineering.php (last visited Feb. 9, 2010) (reporting that ABC would be cutting 31 positions in its Broadcast Operations & Engineering group); Matea Gold, *CBS News Braces for More Layoffs Next Week*, L.A. TIMES, Jan. 31, 2010, *available at* <http://articles.latimes.com/2010/jan/30/business/la-fi-ct-cbs-news30-2010jan30> (last visited Feb. 9, 2010) (reporting that CBS News is preparing a significant round of layoffs expected to affect every CBS News program and as many as 100 positions, or 7% of CBS News’ 1,400-person staff).

¹⁰⁶ *PEJ 2010 State of the News Media Report*, Audio, Summary Essay at 2, http://www.stateofthemedial.org/2010/printable_audio_chapter.htm (last visited Mar. 18, 2010); *Second Quarter Revenues Drop 22% – But RAB Sees Bottom*, INSIDE RADIO, Aug. 24, 2009, *available at* <http://www.insideradio.com/article.asp?id=1468449> (last visited Feb. 18, 2010).

approximately \$5.0 billion in total assets and approximately \$14.3 billion in total liabilities. In 2009, Tribune's publishing revenue decreased approximately 19%, with advertising revenue down 26% compared to 2008. Tribune's broadcasting and entertainment revenue decreased 19% in 2009 compared to 2008.¹⁰⁷

While Tribune's performance is comparable – and in some areas superior – to that of its peers in the newspaper and broadcasting businesses, its operations have been adversely affected by the general deterioration in the newspaper publishing and broadcasting industries and, in particular, the continuing severe decline in advertising revenues that has occurred during the current recession. On December 8, 2008, Tribune and most of its subsidiaries, including those that operate its newspapers and broadcast stations, commenced proceedings under Chapter 11 of the Bankruptcy Code.¹⁰⁸ On April 12, 2010, Tribune and its affected subsidiaries filed a Joint Plan of Reorganization (the "Plan") with the Bankruptcy Court. Under the Plan, which is subject to approval by the Bankruptcy Court, Reorganized Tribune expects to become a publicly traded company, and certain creditors of Tribune and its subsidiaries will receive common stock and/or warrants as provided for in the Plan.

Apart from the positive presumption to which Reorganized Tribune is entitled under the *2008 Order*, overwhelming evidence and compelling policy considerations support a permanent waiver of the NBCO Rule with regard to the Los Angeles newspaper/television combination. The Commission must evaluate the instant request within the context of the tortured history of

¹⁰⁷ These figures demonstrate that Tribune continues to face serious financial challenges. Moreover, it is significant that since December 8, 2008, when the company and its subsidiaries commenced bankruptcy proceedings, they have been free of any debt service obligations as a result of the automatic stay that applies under the bankruptcy laws, yet Tribune's financial condition has continued to deteriorate; were it not for the current lack of any obligation to service debt, its financial results would surely be far worse.

¹⁰⁸ See *In re Tribune Company, et al.*, *supra* note 6.

the NBCO Rule, the fact that the Commission has determined that an absolute ban on cross-ownership does not serve the public interest (a finding affirmed by the Third Circuit), and the prevailing economic conditions of the newspaper and broadcasting industries in general and Tribune in particular. Specifically, the Commission must take account of (1) its 14-year-old commitment to revise the NBCO Rule, (2) the almost nine years that have elapsed since the initiation of proceedings to do so for both radio and television stations, (3) the agency's almost seven-year-old action first repealing the absolute ban and adopting a rule that would have permitted the continued common ownership of KTLA(TV) and the *LA Times*, (4) its two-year-old decision to add liberalized waiver standards to the NBCO Rule that permit continued common ownership of these properties, and (5) the FCC's recognition over two years ago that the same combination at issue here should be permitted to remain intact pending further specified proceedings that are still unresolved. It also must take into account, in these difficult financial times, the inevitable harm to the public interest that would result from breaking up a combination that has served Los Angeles DMA residents for nearly a decade. Further, the Commission must recognize that permitting Tribune to emerge from bankruptcy with its assets intact is the only way to provide the company with a much-needed fresh start and to promote the agency's policy of affording comity to the bankruptcy process.

III. TRIBUNE'S CONTINUED OWNERSHIP OF THE LOS ANGELES PROPERTIES WILL SERVE THE PUBLIC INTEREST.

A. Tribune's Los Angeles Properties Provide Outstanding And Diverse Local Public Service Benefits To The Community That Would Not Be Possible Absent Common Ownership.

1. The Common Ownership Of KTLA(TV) And The *LA Times* Delivers Innumerable Public Interest Benefits.

During the past decade of Tribune's common ownership of KTLA(TV) and the *LA Times*, these properties have provided myriad public interest benefits to residents of the Los

Angeles DMA. Joint efforts between these media properties have measurably improved each one's ability to deliver in-depth coverage of news events and contribute to the community's awareness and understanding of important local, national, and international issues. Through its common ownership with the *LA Times*, KTLA(TV) provides programming and local public interest benefits that no television station in the market could offer on its own. These benefits flow directly to the public and would have been exceedingly difficult to attain absent common ownership and Tribune's firm commitment to bringing local news and public affairs programming to the public.

Facilities, Operations, and Employees. The manner in which the facilities, operations, and employees of the Tribune properties in Los Angeles are organized facilitates the provision of the benefits of common ownership to the public without compromising the ultimate editorial independence of either property. KTLA(TV), which is a CW affiliate, operates from studios located at 5800 Sunset Boulevard in Hollywood, northwest of downtown Los Angeles. The *LA Times*' headquarters is located at 202 West First Street in downtown Los Angeles, approximately 5.5 miles from KTLA(TV)'s studios.

To enable easy information exchange between the properties, the two locations are connected by a fiber optic line. KTLA(TV) has the ability to utilize stationary video camera positions at the *LA Times*' headquarters, and *LA Times* reporters use those facilities to deliver on-air reports on KTLA(TV) on a daily basis. Many *LA Times* reporters also carry cameras allowing them to shoot video that can be uploaded to Tribune video servers and then broadcast in the station's newscasts. The *LA Times* downloads video clips from KTLA(TV)'s servers for use on the newspaper's website. KTLA(TV) also contributes stories and video for LA NOW, the *LA Times*' breaking news blog. In addition, KTLA(TV) reporters are able to call on the *LA Times*

for information in the newspaper's extensive archives to enhance their own newsgathering efforts. The *LA Times* also maintains a test kitchen at its headquarters that the television station uses to record video segments on food and cooking for use in its mid-day news broadcasts.

After each newsgathering entity holds its daily early and late afternoon assignment meetings, KTLA(TV) and the *LA Times* share, by e-mail, lists of the stories on which they are working. To help manage the information exchange, Tribune employs a Manager of Broadcast Operations, who is on the *LA Times*' payroll but has reporting responsibilities to both the *LA Times*' managing editor and KTLA(TV)'s news director. The Manager of Broadcast Operations facilitates the sharing of material between the newspaper and the television station. Both news organizations alert her to stories on which they are working, and she helps arrange KTLA(TV)'s on-air interviews with *LA Times* reporters. The Manager of Broadcast Operations is also responsible for overseeing the uploading of video content to KTLA(TV)'s video servers by *LA Times* reporters.

As of the end of the first quarter of 2010, KTLA(TV) has 216 full-time employees, 85 of whom work in the station's news department. At the same point in time, the Los Angeles Times Media Group, which includes the *LA Times*; *HOY LA*, a Spanish-language daily newspaper; Metromix LA, a local on-line nightlife and events guide; the Times Community News, which publishes weekly community newspapers; and the California Community News, which provides printing and distribution services for Tribune businesses in the market, has 2,010 full-time employees. Some 568 of these employees work in the news and editorial department of the *LA Times*. Five of KTLA(TV)'s sales employees who focus on new media sales work out of the *LA Times*' headquarters, as does the manager for new business cross-platform sales, who is

employed by both KTLA(TV) and the *LA Times*. Other than these employees and the Manager of Broadcast Operations, the properties do not share any employees.

News Coverage. KTLA(TV) currently broadcasts 46.5 hours of local news each week.¹⁰⁹ This exceeds the amount of news provided by any other station in the market and distinguishes KTLA(TV) from other CW affiliates, the majority of which do not originate their own local newscasts.¹¹⁰ The station’s local news schedule is as follows:

Program	Time	Days	Hours/Day	Hours/Week
<i>KTLA Morning News</i>	4:30 am – 10:00 am	Monday – Friday	5.5	27.5
<i>KTLA News at 1pm</i>	1:00 pm – 2:00 pm	Monday – Friday	1	5
<i>KTLA News at 6</i>	6:00 pm – 6:30 pm	Monday – Sunday	.5	3.5
<i>KTLA News at 6:30</i>	6:30 pm – 7:00 pm	Monday – Sunday	.5	3.5
<i>KTLA Prime News</i>	10:00 pm – 11:00 pm	Monday – Sunday	1	7
TOTALS:	Monday-Friday		8.5	46.5
	Saturday-Sunday		2	

Since Tribune acquired KTLA(TV) in 1985, the station has increased the amount of local news that it broadcasts to the community. In 1991, KTLA(TV) added a local morning newscast. Since KTLA(TV) and the *LA Times* became commonly owned by Tribune in 2000, the station has added a total of 22 more hours of local news to its weekly schedule. Some 14.5 hours of these 22 hours were added in 2009:

- On January 19, 2009, the station added a new half-hour daily early evening newscast, *KTLA News at 6:30*.
- On April 1, 2009, the station expanded the weekday *KTLA Morning News* to begin at 4:30 am rather than 5:00 am.

¹⁰⁹ See Hours and Audience Ratings and Shares of Local News – Los Angeles, CA DMA (Attachment 1 hereto). In the second half of 2009, KTLA(TV) also broadcast 14.5 unscheduled hours of breaking news, on average more than one additional half-hour per week. KTLA(TV)’s news total is current as of April 2010.

¹¹⁰ See *id.*

- On April 1, 2009, the station also introduced a new hour-long midday news program, *KTLA News at 1 pm* on weekdays.
- On September 14, 2009, KTLA(TV) launched a second half-hour daily early evening newscast, *KTLA News at 6*.

As a result, KTLA(TV) today leads all television stations in the market in hours of local news programming.¹¹¹

Besides the station's regularly-scheduled news programming, KTLA(TV) also produces and broadcasts *Making It*, a weekly magazine show that airs every Sunday morning from 6:30 am to 7:00 am and highlights the triumphs and challenges of minority businesses and their contributions to the community. The program features interviews with local entrepreneurs and business leaders and has won numerous awards, including multiple local Emmys.

LA Times reporters often provide background information to KTLA(TV) or appear on-air during the station's newscasts to discuss issues on which they are experts, including the following regularly-scheduled segments:

- Every day during the *KTLA News at 1pm*, *LA Times* business reporter David Lazarus or another member of the *Times* business staff delivers an on-air report on the day's stock market activity. This report often is also edited for broadcast in the *KTLA Prime News*.
- Reporters from the *LA Times*' travel department provide hotel discount information and travel tips each day for broadcast during the "Travel Deal of the Day" segment in the *KTLA News at 1pm*.
- Each Wednesday and Friday, food reporters from the *LA Times* appear on *KTLA News at 1pm* to discuss cooking tips during a segment titled "Eat Beat" that is broadcast from the *LA Times*' test kitchen.
- Reporters from the *LA Times*' sports department appear on-air most days during the *KTLA News at 6:30*.

¹¹¹ See Attachment 1.

In addition to these regularly-scheduled appearances, KTLA(TV) and the *LA Times* frequently collaborate on breaking local news stories. For example, when Michael Jackson died suddenly last year, the paper and television station worked together to ensure that all angles of the story were covered and that information was provided as quickly as possible to area residents. On the day of his death, KTLA(TV) provided live news coverage from approximately 3:00 pm until 8:00 pm, and again during the station's regularly scheduled 10:00 pm newscast. Reporters from each organization shared the information that they had gathered, including confirmation of Jackson's death soon after it occurred, exclusive information regarding the investigation into the causes of his death and the details of his will, interviews with family members, and plans for the public memorial service. On the day of the service at the Staples Center in downtown Los Angeles, KTLA(TV) provided nine hours of live coverage with limited commercial interruptions. KTLA(TV)'s coverage was greatly improved by having ready access to *LA Times* reporter Geoff Boucher, who was the only reporter granted close-up access to the Jackson family and to the underground area of the Staples Center (where Jackson's casket entered and left the building).

Other examples of breaking news events that KTLA(TV) and the *LA Times* have worked together to cover in the last year have included the following:

- During the earthquake in Haiti earlier this year, KTLA(TV)'s newscasts featured information and photos from *LA Times* photographers and reporters who were on-site covering the disaster. Tribune's websites in LA also relied heavily on their dispatches in reporting on the quake.
- In August 2009, KTLA(TV) secured confirmation from the Los Angeles Police Department that a man was terrorizing Hollywood residents and visitors by stabbing them in broad daylight. The station immediately shared this information with the *LA Times*. In addition to KTLA(TV)'s on-air coverage, the *LA Times* sent out an e-mail alert to registered users of its website.

- When an earthquake struck Los Angeles in January 2009, reporters from KTLA(TV) and the *LA Times* teamed up to share photographs, emergency information, and expert commentary.
- In December 2008, the KTLA(TV) newsroom received a tip about the arrest of the son of former California Assembly Speaker Fabian Núñez. In addition to covering this story itself, KTLA(TV) immediately shared the tip with the *LA Times*. Because of the speed with which the newsrooms exchanged this information, the *LA Times* included the story in the next day's print edition at the last minute, giving *LA Times* readers the only local print coverage of the story that day.
- In September 2008, when a local commuter rail train crashed in Chatsworth, California, killing 25 people, reporters from both KTLA(TV) and the *LA Times* teamed up to provide on-site coverage, which was broadcast on KTLA(TV) and featured on both organizations' websites. In the months following this horrific accident, investigative reporters from the *LA Times* shared the results of their investigations with KTLA(TV), which then used this information in its own reports.

KTLA(TV) and the *LA Times* in recent years have worked together to develop a number of investigative reports taking advantage of the deep journalistic experience of the *LA Times* staff and the immediacy and breadth of KTLA(TV)'s reach. Examples of the organizations' investigative collaboration include the following:

- In August 2009, KTLA(TV) reporter Carolyn Costello contributed to an *LA Times* exclusive report on rampant drug use among registered nurses in California and delivered on-air reports during *KTLA Prime News*.
- In May 2009, KTLA(TV) and *LA Times* reporters jointly investigated teachers who had been accused of sexual abuse but were back working in area classrooms. The results of this investigation were reported on KTLA(TV) and published in the *LA Times* as part of a special series titled *Failure Gets A Pass*, an in-depth look at a number of abuses and issues within the Los Angeles Unified School District.

In addition, KTLA(TV) and the *LA Times* frequently work together to provide coverage of entertainment industry news and other issues of significance to residents of southern California, as demonstrated by the following examples:

- Every year, KTLA(TV) and the *LA Times* partner for a series of four seasonal specials titled "Sneaks," which cover movies currently in production and nearing release in the Los Angeles area. *LA Times* film critics and reporters are involved

with KTLA(TV)'s entertainment reporters in the production and reporting for this program, and the broadcasts include interviews with these critics and reporters to add depth to the station's coverage.

- Approximately four times per year during the major entertainment awards season, the *LA Times* produces a series called "The Envelope," which analyzes award nominees and provides information about each category under consideration at the major awards shows. *LA Times* reporters and critics involved in this series frequently appear in on-air segments during KTLA(TV)'s newscasts to discuss the nominees and predictions of likely award winners. KTLA(TV) provides special coverage on the Saturday night before a Sunday awards ceremony, and the *LA Times* publishes a companion piece on Sunday morning in which its critics handicap the nominees' chances. *LA Times* reporters also appear in a live "Red Carpet" broadcast on KTLA(TV) in the hours leading up to awards shows and often participate in the *KTLA Prime News* following awards ceremonies to discuss the winners and losers. Other Tribune stations across the country carry the "Red Carpet" coverage.
- Each year, the *LA Times* and KTLA(TV) also work together to cover and promote the New Year's Day Tournament of Roses Parade. This coverage is shared with Tribune stations across the country.
- During the high school football season, KTLA(TV) covers three to five games each week, showing video highlights on *KTLA Prime News*.
- In 2009, during the LA Auto Show, *LA Times* reporters provided expert commentary to KTLA(TV) regarding hybrids and other fuel efficient vehicles. KTLA(TV) broadcast this commentary during its morning newscasts and as part of a half-hour special on the auto show.
- During the 2008 Summer Olympics in Beijing, KTLA(TV) enhanced its coverage by airing commentary and interviews with *LA Times* sports columnists Bill Plaschke and Helene Elliot and sports editor Randy Harvey, all of whom traveled to China to cover the games. Their coverage also highlighted the participation of athletes from California.¹¹²

¹¹² Since June 2009, KTLA(TV) has been a party to a Local News Service ("LNS") agreement with KNBC(TV) and KTTV(TV), Los Angeles' NBC and Fox O&Os, respectively, under which certain video content is shared among these stations. Each member of the LNS provides two photographers and one assignment desk editor. These individuals continue to be employed by their respective stations but work solely with the LNS. The LNS also separately employs a managing editor, whose salary is paid by all three member television stations. The LNS makes independent news decisions regarding what events or stories to cover and then makes video of these events available to all three member stations. Each individual station decides what, if any, video provided by the LNS it wishes to use. Stations independently assign their own reporters to cover stories for which the LNS provides video.

Wildfire Coverage. KTLA(TV) and the *LA Times* have worked very closely together to provide coverage of wildfires and ensure that residents of the Los Angeles market are prepared to deal with potentially life-threatening conditions. When wildfires are reported, both properties share the latest information they are able to obtain, and *LA Times* photographers ride along in the station's news helicopter to enhance the newspaper's reporting.

In late August 2009, the television station and the newspaper collaborated to provide coverage of the massive fires that broke out in the San Gabriel Mountains north of Los Angeles and quickly became the largest brush fires in Los Angeles County history. KTLA(TV) and the *LA Times* shared the information they gathered regarding active fire areas, evacuation orders, school closings, disaster relief centers, and available animal shelters, so as to provide the latest updates to viewers, readers, and visitors to the Tribune properties' websites as quickly as possible. *LA Times* photographers' aerial pictures of several fire areas appeared in the print edition of the newspaper as well as on its website. The newspaper and television station also shared still photographs and video clips that they received from readers and viewers in the affected area for use on their websites. On September 1, 2009, a KTLA(TV) reporter worked with several *LA Times* staff members to produce a special report on the extreme physical difficulties of fighting fires in the San Gabriel Mountains, which have very steep terrain, and, because of a lack of major fires for the last 60 years, were essentially "tinder boxes."

In November 2008, KTLA(TV) and the *LA Times* provided team coverage of the Sayre wildfire – a massive fire that swept over the hills above Sylmar in the San Fernando Valley, destroying 615 homes and scorching more than 10,000 acres. Prior to the fall 2008 wildfire season, the television station and newspaper staff jointly gathered information and prepared a special section on preparedness that was published in the *LA Times*. KTLA(TV) aired a

companion special report. In its story, KTLA(TV) directed viewers to the *LA Times* special section, which provided much more detail than the station could provide on-air. In October 2008, KTLA(TV)'s Lynette Romero and the *LA Times*' Don Bartletti also teamed up to produce a weeklong series on the history of wildfires in Los Angeles and potential future wildfire problems. In 2007, KTLA(TV) provided extensive coverage of a wildfire that ravaged Griffith Park and threatened a number of the city's most famous landmarks, including the Los Angeles Zoo, the Griffith Park Observatory, and a popular city playground.

KTLA(TV)'s efforts to cover wildfires and area emergencies have won the station community recognition. For example, in August 2009 the Los Angeles County Office of Emergency Management awarded KTLA(TV) a commendation for its commitment and dedication to emergency preparedness.

Political Coverage. KTLA(TV) and the *LA Times* also work together to provide news coverage of major local and national political stories and events. KTLA(TV)'s coverage of the 2008 Presidential election, for example, benefited from the station's collaboration with the *LA Times* and its access to Tribune's nationwide news resources. KTLA(TV)'s election coverage included interviews with Doyle McManus, the *LA Times*' Washington, D.C. bureau chief, and an *LA Times* political reporter. On Inauguration Day in January 2009, KTLA(TV) again utilized the contributions of *LA Times* staff, including Mr. McManus, to expand the station's coverage of the historic events. The same day, KTLA(TV) and the *LA Times* also provided extensive coverage from the Staples Center and served as the community's principal source of information about the largest Inauguration celebration west of the Mississippi. During the 2008 Democratic and Republican national conventions in Denver and Minneapolis, respectively, KTLA(TV)'s newscasts incorporated information from *LA Times* reporters who were covering these events on

location. Political coverage on KTLA(TV), which for financial reasons cannot conduct its own political polling, is improved by the station's access to the polls and surveys commissioned by the *LA Times*.

KTLA(TV) and the *LA Times* also collaborated in 2008 on their coverage of the passage of Proposition 8, which amended the California Constitution to define marriage as solely between a man and a woman. On election night, when the outcome was in doubt, the *LA Times*' reporters shared election results with KTLA(TV) for its on-air coverage. KTLA(TV) included in its coverage an interactive map showing voter turnout and voting patterns that the *LA Times* had prepared for its own website. The two newsrooms also provided joint coverage of the mass protests that occurred in West Hollywood following adoption of Proposition 8.

Although KTLA(TV) and the *LA Times* work together to ensure that events occurring in Los Angeles are covered as quickly and thoroughly as possible, each makes its own independent editorial decisions regarding political and news coverage, and they are often critical of one another. In 2009, the *LA Times* published a story about a KTLA(TV) reporter dating the mayor of Los Angeles. In its report, the *LA Times* discussed how this relationship could influence the editorial process at the television station if the reporter in question were to cover issues involving the mayor (which she does not currently cover). KTLA(TV)'s morning entertainment reporter has also criticized the *LA Times* in a number of on-air reports.

Community Service. Common ownership of KTLA(TV) and the *LA Times* has enhanced each organization's service to its community. KTLA Charities and the *Los Angeles Times* Family Fund hold quarterly meetings to discuss ways to improve their community outreach and evaluate how they can combine their resources to serve Los Angeles residents better.

Representative programs in which the properties have been involved over the past few years include the following:

- KTLA(TV) has for many years sponsored the Stan Chambers Journalism Awards Program, which is designed to develop journalism skills for high school seniors. The award provides winning students with a \$1,000 scholarship and the chance to work in the KTLA(TV) newsroom and have their work shown on a KTLA(TV) newscast. The *LA Times* helps to promote this annual project.
- Each summer, the *LA Times*, through the *Los Angeles Times* Family Fund, runs a Summer Camp Campaign to help raise funds to support summer camps for local youth. KTLA(TV) publicizes this campaign by producing and airing a series of public service announcements and including stories in the station's newscasts.
- KTLA(TV) is deeply involved with the LA's Best program, an after school education, enrichment, and recreation program. The station has participated in the program's advisory meetings and fundraising events and has broadcast public service campaigns for it.
- Since 1998, the *LA Times* has run the "Reading by 9" program to address southern California's elementary school reading crisis. This program champions early literacy by creating and distributing an annual "Parent Reading Guide," publishing a "Kids' Reading Room" section in the newspaper's Sunday comics, and hosting book fairs. KTLA(TV) serves as a partner in this program.
- KTLA(TV) and the *LA Times* work to promote the LA Festival of Books, a community outreach event to promote literacy that attracts approximately 150,000 attendees annually.
- Each year, KTLA(TV) hosts numerous meetings and workshops for the Print, Interactive Radio and Television Educational Society ("PIRATES"), which is dedicated to helping nonprofit organizations work effectively with the media.
- In 2009, the Los Angeles Area Food Bank recognized KTLA(TV)'s efforts to help feed the hungry by awarding the station its Community Awareness and Impact Award.
- KTLA(TV) also recently partnered with Habitat for Humanity to construct two houses that were completed in December 2009.¹¹³

¹¹³ Attachment 2 hereto includes an extensive list of community outreach activities undertaken by Tribune's Los Angeles media properties.

Awards. The exceptional local coverage delivered by KTLA(TV) and the *LA Times* has been recognized with numerous journalistic awards. KTLA(TV) reporter Stan Chambers, who has been with the station since it began broadcasting in 1947, recently received a lifetime achievement award from the Associated Press Television and Radio Association.

In 2009, *KTLA Morning News* won the local Emmy award for “Best Regularly Scheduled Daily News – Daytime Newscast.” KTLA(TV)’s coverage of the Tournament of Roses Parade also earned a local Emmy award for “Best Live Special Events Programming.” In addition, the station was nominated in 2009 for the local Emmy award in the Best Entertainment Coverage category for its “Live from the Emmys” program, which featured red carpet coverage of the event. Also in the same year, the Radio and Television News Directors Association of Southern California awarded the station a Golden Mike Award for a news feature entitled “Squatter Standoff.”

In 2008, the station’s news reporting garnered the following local Emmy awards: “Regularly Scheduled Daily News: Daytime Newscast” for the station’s morning news programming; and “Entertainment Programming” for KTLA(TV)’s coverage of the countdown to the Tournament of Roses Parade. The station was also nominated for a local Emmy award for “Live Coverage of an Unscheduled News Event” for its coverage of wildfires that scorched Griffith Park in 2007.

Over the years, the *LA Times* has received a large number of awards for journalistic excellence, including 39 Pulitzer Prizes. In 2009, *LA Times* reporters Julie Cart and Bettina Boxall received a Pulitzer for a five-part series on the cost and effectiveness of attempts to fight the growing scourge of wildfires in the western United States.

2. Common Ownership Is Necessary To Allow These Benefits To Continue.

As the FCC recognized in 2003 in the course of deciding to repeal the absolute ban on newspaper/broadcast cross-ownership, “[t]he benefits of combined ownership are not likely to be achieved through joint ventures as opposed to combined ownership.”¹¹⁴ This is true of the benefits delivered by Tribune’s Los Angeles properties that are described above, benefits that would be jeopardized if common ownership could not be continued. Indeed, as a CW affiliate ranked eighth in the market based on share (9 am – midnight), it is highly unlikely that KTLA(TV) could provide the level of local news programming that it currently does absent cross-ownership.¹¹⁵

The Commission’s conclusion that combined ownership is required to achieve such efficiencies was based on economic analysis, empirical studies, and facts contained in the record. Noting the results of one study, the FCC explained the basis for its finding: “[J]oint ventures confront three classes of issues that hinder their ability to achieve efficient joint production: (1) the costs of reaching the agreement; (2) incentives to withhold private information; and (3) incentives to take actions that are not in the best interests of the joint venture.”¹¹⁶ Another study in the record noted that full convergence, in which news and other informational content expands and improves, is “extraordinarily difficult to achieve without common ownership” due in part to

¹¹⁴ *2003 Order*, 18 FCC Rcd at 13,755-56 (¶ 346) (citing Gannett Comments in MM Docket No. 01-235, Exhibit C (Dec. 3, 2001), Besen and O’Brien, *An Economic Analysis of the Efficiency Benefits from Newspaper/Broadcast Station Cross-Ownership* (“Besen/O’Brien Study”).

¹¹⁵ *See* Los Angeles DMA TV Stations and Audience Ratings and Shares (Attachment 3 hereto); *see also 2008 Order*, 23 FCC Rcd at 2045-46 (¶ 62), 2050-51 (¶ 70) (“[T]elevision stations ranked fifth and below in their DMAs are less likely to carry local news, and therefore hold the potential, as a result of a merger with a newspaper, to provide additional news programming to the local community.”). Indeed, more than 60% of stations ranked fifth or below provide no local news at all. *Id.* at 2046 n.204 (¶ 62 n.204).

¹¹⁶ *2003 Order*, 18 FCC Rcd at 13,755-56 (¶ 346).

the need for a comprehensive set of organizational talents and abilities and forceful leadership, elements that are not often present in a joint venture.¹¹⁷

On the other hand, the study that the FCC cited showed that “joint ownership mitigates these possible hindrances.”¹¹⁸ First, agreement on the parameters of production is reached without significant cost because common ownership reduces the possibility of disputes and any such disputes can be more easily resolved within a single company.¹¹⁹ Second, information withholding is reduced or eliminated because it is easier for key decision-makers to obtain the information that they need, senior management can freely monitor the activities of participating divisions, and a central authority figure can, if necessary, specify what information should be shared.¹²⁰ Third, while the task of specifying in a joint venture agreement all of the actions that each party will take can be expensive and potentially impossible due to the degree of complexity and foresight involved, “shirking” does not arise in cross-ownerships because of the ease with which a central authority can monitor the actions performed by each element of the enterprise.¹²¹

Accordingly, just as the extensive resources of Tribune and the *LA Times* were valuable in furthering the recent growth of KTLA(TV)’s local news operation, continued common ownership with the *LA Times* is critical to sustaining the high-quality news and public service programming that is provided by KTLA(TV), and a waiver is fully justified to achieve that goal.

¹¹⁷ See *Statement of Professor James K. Gentry, Ph.D.*, at 10-12, attached as Appendix 4 to Comments of Media General, Inc. in MM Docket No. 01-235 (Dec. 3, 2001) (pages are unnumbered; page 1 begins immediately after the “Summary”).

¹¹⁸ *2003 Order*, 18 FCC Rcd at 13,755-56 (¶ 346) (citing Besen/O’Brien Study).

¹¹⁹ Besen/O’Brien Study, at 20.

¹²⁰ *Id.*

¹²¹ *Id.* at 21.

B. The Los Angeles Market Is Remarkably Diverse And Competitive.

Los Angeles is the second-largest DMA in the country, with approximately 5.7 million television homes.¹²² As shown in detail below, the Los Angeles media market is diverse and competitive, with 27 commercial and non-commercial television stations owned by 21 separate owners, 196 commercial and non-commercial radio stations owned by 83 separate owners, and 19 daily newspapers published by nine different publishers.¹²³ Many of the country's major media companies own media properties in the market. Tribune's media properties are venerable institutions in Los Angeles – the *LA Times* and KTLA(TV) are household names throughout the local community. KTLA(TV), which is not affiliated with one of the Big-four television networks, is ranked eighth, based on share (9 am-midnight), among its strong group of competitors (many of which are network-owned),¹²⁴ and the *LA Times* faces strong competition from *The Orange County Register*, *The Press-Enterprise*, the *Daily News*, and other daily newspapers in the market.

Moreover, these numerous traditional media outlets provide news, information and entertainment and seek advertisers in a market that has been revolutionized by widespread access to the Internet and other new media. Broadband, with its exponentially higher speeds, enables interactive uses of the Internet that have transformed the way that people obtain news and information and has made Internet news sources even more powerful forces in the contemporary

¹²² TVB Research Central, Market Track, *US TV Households by Market*, http://www.tvb.org/rcentral/markettrack/us_hh_by_dma.asp (last visited Feb. 2, 2010) (based on Nielsen Media Research, Inc., Nielsen Station Index (NSI), estimates for the 2009-2010 television season effective September 21, 2009).

¹²³ See generally Mark R. Fratrick, Ph. D., BIA Financial Network, *Report on the Los Angeles, CA Media Market: Media Diversity, Revenue Share, and Concentration Analysis in Support of the Request for Cross-Ownership Waiver for Television Station KTLA(TV)*, at 21 (Feb. 26, 2010) (“BIA Report”) (Attachment 4 hereto).

¹²⁴ See Attachment 3.

media marketplace than they were just a few short years ago. In fact, a very recent study by Arbitron and Edison Research found that, for the first time, more people rated the Internet as the media platform that is “most essential” to their lives than any of the traditional media, with 42% choosing the Internet, 37% choosing television, 14% choosing radio, and just five percent choosing newspaper.¹²⁵ And now, Americans have access to text and video content while on-the-go through multiple mobile video platforms, with more on the horizon, including mobile digital television. More than ever before, consumers control their access to news, information and entertainment, and Tribune’s traditional media properties in Los Angeles are just two of thousands of local outlets competing for their attention. The combination of KTLA(TV) and the *LA Times* has had and will have no significant adverse impact on the incredible diversity of media outlets available in the market, as these marketplace facts show. Economic analysis further reflects decreasing concentration levels, thus evidencing that the Los Angeles market has remained, and will remain, vibrantly competitive notwithstanding Reorganized Tribune’s continued common ownership of KTLA(TV) and the *LA Times*.

1. Many “Traditional” Media Sources Serve The Los Angeles Market.

a. Television Stations.

The abundance of television stations in the Los Angeles DMA alone supports a waiver permitting continued common ownership of KTLA(TV) and the *LA Times*. KTLA(TV), an affiliate of the CW Network, is one of 27 broadcast television stations in Los Angeles, 11 more than the 15 that were available to local viewers in 1975 when the cross-ownership rule was

¹²⁵ See Arbitron, Inc. and Edison Research, *The Infinite Dial 2010: Digital Platforms and the Future of Radio*, at 11 (Apr. 2010), available at http://www.arbitron.com/study/digital_radio_study.asp (last visited Apr. 17, 2010).

adopted.¹²⁶ Those 27 stations are owned by 21 separate owners.¹²⁷ The Big-four networks all own stations in Los Angeles. Indeed, CBS, Fox, and Univision own duopolies, and NBC/Telemundo has three stations in the market. As in other markets, broadcast television ratings in Los Angeles are generally in decline, a trend that is hardly surprising in light of the emergence of multiple new media outlets since 1975, and even within the current decade. A chart showing these declines is appended hereto as Attachment 3.¹²⁸

The Los Angeles television market has grown increasingly diverse and competitive since 1975, notwithstanding Tribune's common ownership since 2001 of the *LA Times* and KTLA(TV). A review of the declining audience shares for broadcast television stations in Los Angeles demonstrates that diversity and competition are robust, and have increased over time:

- In May 2001, the top five stations (KNBC(TV), KABC-TV, KCBS-TV, KTTV(TV), KMEX-TV) together had an audience share of 45.2. By May 2009, the collective share of these stations had declined by about a third to 29.1. As of November 2009, their collective share had risen only slightly to 31.5, remaining well below May 2001 levels.¹²⁹
- In 1975, the highest-rated station in the Los Angeles market earned a 22 share (KNBC(TV)) and five stations earned a 9 share or better, including KTLA(TV). By May 2001, KNBC(TV)'s share had declined by almost half to 12.1, only one other station (KABC-TV) earned a 9 share or better, and four stations, including KTLA(TV), earned approximately a 7 share. In May 2009, the top four stations (KMEX-TV, KABC-TV, KNBC(TV), and KCBS-TV) together had an audience share of 25.1, only two of these stations earned a 7 share or better, and the largest share earned by a single station was just 8.2 (KMEX-TV). By November 2009, the top four stations (KMEX-TV, KABC-TV, KTTV(TV), and KCBS-TV) collectively earned a 27 share, with only two stations still earning a 7 share or better, and the largest share earned by a single station was 8.4 (KABC-TV).¹³⁰

¹²⁶ See BIA Report, at 21; *id.* at Appendix B-1; *see also* Attachment 3.

¹²⁷ See BIA Report, at 21; *id.* at Appendix B-1.

¹²⁸ See Attachment 3.

¹²⁹ See *id.*

¹³⁰ See *id.*

Audience share data also demonstrate that the once-dominant stations have experienced significant declines. In fact, fewer stations are earning shares of 9 or above, and fewer are even earning shares of 2 or greater. By May 2009, no station earned more than a 9 share (and the same was true as of November 2009), compared to two stations in May 2001 and five stations in 1975 that attained shares at that level.¹³¹ While 10 stations had a 2 share or greater in May 2001, only eight stations reached that level in May 2009, a situation which endured through the November 2009 ratings period.¹³² These data demonstrate that Tribune's common ownership of media properties has not hindered, and will not harm in the future, the growth of diversity and competition in Los Angeles, where a large number of alternative outlets are available.

While audience shares for the once-dominant stations have declined over time, the amount of local news programming produced in the market has increased. As reflected in the table appended hereto as Attachment 1, 13 stations in the Los Angeles DMA together broadcast some 278 hours of local news programming each week, with six of these television stations (and five separate television station owners) exceeding 20 hours per week of regularly-scheduled news programming. KTLA(TV) has dramatically increased the amount of news programming it provides, despite the loss of audience share to other stations and non-broadcast news providers, and has been able to do so in part due to the synergies and efficiencies of common ownership.¹³³ KTLA(TV) now produces 46.5 hours of regularly-scheduled local news per week, up from 24.5 hours at the time Tribune acquired the *LA Times*. Competition for the Los Angeles news-viewing audience is robust, with the highest-rated evening newscast in November 2009 earning a

¹³¹ *See id.*

¹³² *See id.*

¹³³ *See Attachment 1; see also supra Section III.A.*

7.5 share.¹³⁴ These facts and trends show that while audience ratings for broadcast television have declined, the delivery of news in the Los Angeles market is more plentiful and competition is more intense than ever.

In addition to the full-power television stations serving the DMA, there are 47 multicast programming streams available in the market.¹³⁵ Broadcasters are embracing the opportunity to bring additional programming options to viewers using these digital multicast channels.¹³⁶ Now, in addition to the programming offered on its main channel, a broadcaster can divide its remaining spectrum into one or more subchannels and program these channels to serve the different needs of its viewing audience. Some stations are offering hyperlocal news and information, 24/7 weather, or live traffic information.¹³⁷ Still other stations are providing programming options to serve the needs and interests of niche markets within their viewing audience, such as multi-lingual news, children's programming, religious programming, local sports programming, or classic movies and television shows.¹³⁸

¹³⁴ See Attachment 1.

¹³⁵ See BIA Report, at 21 n.27; *id.* at Appendix B-2.

¹³⁶ See RabbitEars.Info, http://www.rabbitears.info/search.php?request=network_list (last visited Feb. 8, 2010) (listing almost 200 programming options for digital subchannels).

¹³⁷ See 360north.org, www.360north.org (last visited Feb. 8, 2010) (providing Alaska news and information); The Ohio Channel, <http://www.ohiochannel.org/> (last visited Feb. 8, 2010) (providing coverage of state political events); Accuweather Partners, <http://www.accuweather.com/promo-ad.asp?partner=accuweather&traveler=0&dir=aw&page=lawc> (last visited on Feb. 8, 2010) (providing list of stations carrying local weather information on multicast channels); *see also* http://www.rabbitears.info/search.php?request=network_search&network=Traffic+Cameras (last visited Feb. 8, 2010) (list of stations with live traffic camera feed offered on a subchannel).

¹³⁸ For example, stations around the country offer LATV network programming on digital subchannels. The network offers bilingual programming targeted toward the younger Hispanic market. See www.LATV.com (last visited Feb. 8, 2010). The new Estrella TV network, which offers musical-variety, comedy, scripted drama, talk and game shows in Spanish and features top talent from the United States, Mexico and Latin America, is also broadcast on a number of digital multicast streams. See Liberman Broadcasting, Inc., *Estrella TV Makes Its Nationwide*

There are also five Class A television stations owned by three separate owners in the Los Angeles DMA.¹³⁹ Each of these Class A stations is required to broadcast an average of at least three hours per week of locally produced programming every quarter.¹⁴⁰ And, there are 23 non-Class A low power television stations owned by 19 separate owners.¹⁴¹ In total, the Los Angeles DMA has 28 Class A and LPTV stations, owned by 20 separate owners.¹⁴² These outlets provide additional potential sources of local news and information for viewers.

b. Multichannel Video Programming Distributors (“MVPDs”).

As of November 2009, cable penetration in the Los Angeles DMA was 52.1%, 35.1% of the households in the DMA subscribed to alternative MVPDs (including direct broadcast satellite (“DBS”)), and total MVPD penetration was 86.3%.¹⁴³ In November 2001, by contrast, total

Debut, Sept. 14, 2009, available at http://www.lbimedia.com/Media/PressReleases/20090914_EstrellaTvLaunch.pdf (last visited Feb. 9, 2010). Other stations are similarly using their digital multicast streams to broadcast a diverse range of programming. See, e.g., Arirang – Korea’s Global TV, <http://www.arirang.co.kr/> (last visited Feb. 8, 2010) (offering news and information programming from Korea); The Church Channel, www.churchchannel.org (last visited Feb. 8, 2010) (offering religious programming); FamilyNet.com, <http://www.familynet.com/about/> (last visited Feb. 8, 2010) (dedicated to providing responsible, relevant, and entertaining viewing choices for today’s diverse family); Qubo Network (ION), www.qubo.com (last visited Feb. 8, 2010) (providing programming with “positive messages that promote literacy, reinforce timeless values, and convey relatable life lessons”); The Wazoo Sports Network, <http://www.wazoosports.com/programming/channelguide.html> (last visited Feb. 8, 2010) (original Kentucky sports programming, including high school, NCAA, NAIA, and youth sports); This TV, www.this.tv (last visited Feb. 8, 2010) (offering movies and classic television shows).

¹³⁹ See BIA Report, at 21; *id.* at Appendix C.

¹⁴⁰ 47 C.F.R. § 73.6001(b)(2).

¹⁴¹ See BIA Report, at 21; *id.* at Appendix C.

¹⁴² See *id.*

¹⁴³ TVB Research Central, Market Track, *Cable and ADS Penetration by DMA: Los Angeles, CA*, http://www.tvb.org/nav/build_frameset.asp?url=/rcentral/index.asp (last visited Feb. 10, 2010) (based on Nielsen Media Research, DMA Household Universe Estimates) (click on “Research Central” then “Market Track” then “Cable and ADS Penetration by DMA” and then “Los Angeles”). Total MVPD penetration values may differ from the sum of cable and

MVPD penetration was lower, at 73.4%, with cable penetration of 62.4% and alternative MVPD penetration of only 12.9%.¹⁴⁴ As of 2005, cable systems and other MVPDs throughout the nation offered an average of more than 230 channels,¹⁴⁵ a number that has increased substantially since then and to which must be added hundreds and, on some systems, thousands, more programming choices available on-demand.¹⁴⁶ In comparison, as of 2000, only a minute proportion (0.15%) of cable systems offered consumers 125 or more channels, while the majority of systems (more than 62%) offered only 30-53 channels.¹⁴⁷ Consumers also now may choose from among multiple options for MVPD service including cable systems, two DBS operators and, in many areas, a telephone company providing video service.¹⁴⁸ These competing MVPD

alternative penetration values because Nielsen includes households subscribing to both in each category.

¹⁴⁴ *See id.*

¹⁴⁵ *Annual Assessment of the Status of Competition in the Market for Delivery of Video Programming*, Thirteenth Annual Report, 24 FCC Rcd 542, 561-62 (¶ 44) & Table 4 (2009) (“*13th Annual Video Competition Report*”) (230.6 is the average of the number of cable channels offered by systems facing effective competition (234.9) and those not (226.3)). The 2005 data are the most recent that have been publicly reported by the FCC.

¹⁴⁶ *See, e.g.*, Comcast Corporation, Digital Cable Service With On Demand from Comcast, <http://www.comcast.com/Corporate/Learn/DigitalCable/digitalcable.html> (last visited Feb. 20, 2010) (indicating that its systems offer 17,000 on demand choices); Time Warner Cable, On Demand, <http://www.twondemand.com/> (last visited Feb. 10, 2010) (providing on-demand listings for Time Warner); Cablevision, Optimum, iO TV, On Demand, http://www.optimum.com/io/on_demand/index.jsp (last visited Feb. 10, 2010) (providing on-demand listings for Cablevision); Charter On Demand - Frequently Asked Questions, <http://www.charter.com/customers/support.aspx?SupportArticleID=14> (last visited Feb. 10, 2010) (stating that “Charter On Demand allows you to enjoy thousands of shows and movies whenever you want – many are FREE with hundreds available in High Definition”); Cox On Demand, <http://www.cox.com/digitalcable/ondemand/default.asp> (last visited Feb. 10, 2010) (providing on demand listings for Cox).

¹⁴⁷ *Annual Assessment of the Status of Competition in the Market for Delivery of Video Programming*, Seventh Annual Report, 16 FCC Rcd 6005, 6103 (Table B-3) (2001).

¹⁴⁸ *See, e.g.*, Verizon, FiOS TV, About FiOS, <http://www22.verizon.com/Residential/FiOSTV/Details/Details.htm> (last visited Feb. 10, 2010); AT&T, U-verse, What is AT&T U-verse?, AT&T U-Verse TV, <http://www.att.com/u-verse/> (last visited Feb. 10, 2010) (click on “Television” under “Explore” on right-hand side).

services provide varying channel line-ups. Furthermore, in addition to the expansive line-ups of non-broadcast programming offered by these MVPDs, both DirecTV and DISH Network offer local-into-local service to their subscribers in the Los Angeles DMA.¹⁴⁹ Telephone companies' video services also offer access to local broadcast stations.¹⁵⁰

The hundreds of channels available through MVPDs include not only local broadcast stations and cable entertainment channels, but also numerous networks focused on providing news and information. In Los Angeles, in addition to national cable news networks such as CNN, MSNBC, and FOX News, multiple local cable networks offer programming of particular interest to local residents. These include the following:

- LA City View, a City of Los Angeles government access channel that provides live and taped coverage of City Council meetings and original programming related to city government and services;
- LA36, a City of Los Angeles public access channel that airs locally-produced original programming, such as programs focused on world news and issues and local high school sporting events, as well as numerous public access programs produced by local area residents;
- the California Channel, which is funded by California cable operators and provides live and taped video of California state legislative activities;
- Titan Television, which provides informational and educational programs produced by students at Cal State University-Fullerton and local events coverage on cable systems in Fullerton and Orange Counties;
- numerous local programs offered by Time Warner Cable through its on demand services; and

¹⁴⁹ See DirecTV, The Guide, <http://www.directv.com/DTVAPP/epg/theGuide.jsp> (last visited Feb. 10, 2010) (click on "Missing Local Channels?" on top right of guide; enter local zip code to view local channels); DISH Network, Programming, <https://customersupport.dishnetwork.com/customernetqual/prepAddress.do> (last visited Feb. 10, 2010) (click on "Click here for a complete list of Available local markets" for a list of markets where local programming is available). Full listings of the channels offered by DirecTV and DISH Network in Los Angeles are appended hereto as Attachment 5.

¹⁵⁰ See *supra* note 148.

- Fox Sports West and Prime Ticket, which provide extensive local and regional sports coverage, including professional baseball, basketball, and hockey games and college sports.¹⁵¹

In addition to presenting ever-expanding programming offerings, cable channels have increasingly taken audience share from broadcasters. For example, in Los Angeles:¹⁵²

- While 12 over-the-air television stations in the market receive at least a 1 share, 16 cable networks also garner at least a 1 share.
- Eight cable networks rank among the top 20 channels viewed in the Los Angeles market, including TNT, Nickelodeon, Univision's cable network, Fox News Channel, and USA Network.
- Other cable networks also receive approximately a 1 share or better, including HGTV, Comedy Central, the History Channel, CNN, and the Discovery Channel, and thus are viewed more than at least 12 of the broadcast television stations in the Los Angeles DMA.
- Some 47 cable networks earn a 0.5 share or higher, a better share than 14 of the full-power broadcast stations in the Los Angeles DMA.

The diversity of viewpoint and programming options available to consumers has been increased significantly by the extensive MVPD penetration in the market and the abundant viewing options that MVPDs provide. At the same time, local audience share data demonstrate that MVPDs have significantly reduced the market shares of local broadcast voices, both individually and collectively.

¹⁵¹ Additional information regarding the local cable channels available in the Los Angeles DMA is reflected in Attachment 6 hereto.

¹⁵² The discussion below is based on 9 am-midnight shares during the May 2009 sweeps period, as reported by Nielsen.

c. Print Media.¹⁵³

The Los Angeles newspaper market also features intense competition, including 19 daily newspapers and 98 weekly newspapers in Los Angeles and the surrounding suburbs.¹⁵⁴ As is the case in many other markets and despite substantial population growth, the combined circulation of daily newspapers in Los Angeles has declined significantly in recent years. Still, the competition among the *LA Times* and *The Orange County Register*, *The Press-Enterprise*, and the *Daily News* remains strong, and other dailies also attract significant readership.

Top Daily Newspapers	2006 Circulation	2009 Circulation
<i>LA Times</i>	851,832	723,181
<i>The Orange County Register</i>	299,824	230,877
<i>The Press-Enterprise</i>	185,053	140,079
<i>Daily News</i>	157,020	124,033
Combined Circulation	1,493,729	1,218,170

Daily circulation at the *LA Times* is down 15% since 2006. Combined circulation at the top four newspapers declined more than 18% since 2006. Notwithstanding their respective circulation declines, competition among the *LA Times* and the other dailies in the market is strong. In addition to the *LA Times*, 18 other daily newspapers serve the Los Angeles DMA, with at least

¹⁵³ Circulation data included in this section were obtained from several sources. The 2009 daily circulation figures for the *Antelope Valley Press* and *The Signal* were obtained from the BIA/Kelsey Media Access Pro™ Database, Los Angeles, CA Market Newspaper Overview, and reflect BIAfn Estimated Current Circulation values for daily circulation reported therein as of February 3, 2010. The 2009 daily circulation data for all other daily newspapers discussed in this section are based on information from the Audit Bureau of Circulations for the six-month period ending March 29, 2009, and are current as of October 3, 2009. These 2009 daily circulation figures represent Monday – Friday (5 Day) circulation averages. Circulation data for the weekly newspapers discussed in this section were obtained from the BIA/Kelsey Media Access Pro™ Database, Los Angeles, CA Market Newspaper Overview, and reflect BIAfn Estimated Current Circulation values for total circulation reported therein as of February 4, 2010.

¹⁵⁴ See BIA Report, at 21; *id.* at Appendix D.

eight additional publishers represented in the market.¹⁵⁵ While the *LA Times* is the most widely circulated daily newspaper in the market, Media News Group, Freedom Communications, and Belo, through their various daily newspapers in the greater Los Angeles area, reach approximately 447,000, 263,000, and 140,000 daily readers, respectively. The additional newspapers in the DMA include:

- *The Orange County Register*, with a daily circulation of 230,877; *The Press-Enterprise*, with a daily circulation of 140,079; the *Daily News*, with a daily circulation of 124,033; the *Press-Telegram*, with a daily circulation of 78,352; the *Ventura County Star*, with a daily circulation of 72,205; the *Daily Breeze*, with a daily circulation of 63,919; and *The Californian*, with a daily circulation of 55,408.
- Eight additional newspapers with daily circulations between 10,000 and 50,000, including *The Sun* (49,949), the *Inland Valley Daily Bulletin* (48,954), the *San Gabriel Valley Tribune* (35,866), the *Daily Press* (28,648), *The Star-News* (25,482), the *Antelope Valley Press* (22,100), *The Whittier Daily News* (13,645), and *The Signal* (12,000).

In addition, a large array of weekly newspapers contributes to the diversity and competition in the Los Angeles newspaper market.¹⁵⁶ At least 98 weekly newspapers published by 54 different owners are currently distributed in the DMA.¹⁵⁷ One leading weekly newspaper publisher is Orange County Register, a subsidiary of Freedom Communications, which publishes the daily *Orange County Register*¹⁵⁸ and more than 10 weekly papers in communities around Los Angeles.¹⁵⁹ Several weekly newspapers are published in Los Angeles itself, including the *Los Angeles Downtown News* (49,000), the *Eastside Sun* (24,000), the *Mexican American Sun*

¹⁵⁵ *See id.*

¹⁵⁶ *See id.* This chart notes the weekly newspapers that Tribune owns.

¹⁵⁷ *See id.*

¹⁵⁸ *See id.*

¹⁵⁹ *See id.*

(16,000), and the *Los Angeles Independent* (33,000). In addition, at least 60 weekly newspapers in the DMA have a total circulation level of 10,000 or more, and at least another 25 weekly newspapers have a total circulation level between 1,000 and 10,000.

In addition to these daily and weekly newspapers, there is a wide variety of other print media delivering local information to Los Angeles residents. These include 103 specialty newspapers serving diverse interests, 27 shopper publications, 28 college newspapers, and 76 local magazines.¹⁶⁰

d. *AM, FM, And Satellite Radio Service.*

The Los Angeles DMA includes 196 commercial and non-commercial AM and FM radio stations owned by 83 separate entities.¹⁶¹ Of those, 27 radio stations operated by 19 different broadcasters offer varied formats that focus on news, talk, sports, and information, while 20 English-language radio stations operated by 13 different broadcasters offer formats that focus on education and religion.¹⁶² Some 51 stations, operated by 22 different broadcasters, offer Spanish-language or other ethnic formats.¹⁶³ In addition, 92 stations offer a variety of music formats and two stations offer a children's format.¹⁶⁴ Moreover, the market's radio broadcasters are offering programming on 28 HD multicast streams.¹⁶⁵ There are an additional seven independently owned low power FM stations, each of which by definition must be locally owned

¹⁶⁰ *See id.* Several of these publications are owned by Tribune.

¹⁶¹ *See id.* at 21; *id.* at Appendix E-1. In the more limited radio geographic market as defined by the local radio ownership rule as revised in the *2003 Order*, there are 93 full-power radio stations owned by 45 companies. *See id.* at 21.

¹⁶² *See id.* at Appendix E-1.

¹⁶³ *See id.*

¹⁶⁴ *See id.*

¹⁶⁵ *See id.* at 21 n.28; *id.* at Appendix E-2.

by an entity that does not hold attributable interests in any other media.¹⁶⁶ Finally, in addition to terrestrial radio, XM Sirius offers satellite radio programming on a subscription basis to Los Angeles residents, with more than 200 channels, including numerous talk and information channels, multiple local traffic and weather channels, and many music channels.¹⁶⁷

2. Los Angeles Residents Enjoy Access To A Plethora Of New Media Sources.

a. *The Internet Has Changed The Way People Access News And Information.*

In recent years, the availability of Internet access, and of high-speed Internet access in particular, have grown tremendously, allowing the Internet to overtake newspapers and achieve a position on par with television as Americans' primary source of news and information.¹⁶⁸ The Internet has become pervasive, with 74% of Americans having Internet access in their homes,¹⁶⁹

¹⁶⁶ See *id.* at 21; *id.* at Appendix F; 47 C.F.R. §§ 73.853(b), 73.860.

¹⁶⁷ See XM-Sirius Channel Lineup (Attachment 7 hereto).

¹⁶⁸ Pew Research Center for the People & the Press, *Internet Overtakes Newspapers As News Outlet*, at 1 (Dec. 23, 2008) ("Internet Overtakes Newspapers"), <http://people-press.org/reports/pdf/479.pdf> (last visited Feb. 5, 2010); see also Pew Internet & American Life Project, *Understanding the Participatory News Consumer* (Mar. 1, 2010) ("Participatory News Consumer"), at 3, available at http://www.pewinternet.org/~media/Files/Reports/2010/PIP_Understanding_the_Participatory_News_Consumer.pdf (last visited Mar. 3, 2010).

¹⁶⁹ John B. Horrigan, *Broadband Adoption and Use in America*, Omnibus Broadband Initiative ("OBI") Working Paper Series No. 1 (Feb. 2010), at 3 (finding that 74% of Americans have Internet access at home) ("OBI Working Paper No. 1"), available at http://hraunfoss.fcc.gov/edocs_public/attachmatch/DOC-296442A1.pdf (last visited Mar. 8, 2010). The National Telecommunications and Information Administration ("NTIA") reports a slightly lower figure, finding that 68.7% of households now have access to the Internet. U.S. Department of Commerce, National Telecommunications and Information Administration, *Digital Nation: 21st Century America's Progress Toward Universal Broadband Internet Access, An NTIA Research Preview* (Feb. 2010), at 4 ("Digital Nation"), available at http://www.ntia.doc.gov/reports/2010/NTIA_internet_use_report_Feb2010.pdf (last visited Mar. 8, 2010).

up from 60% in 2001.¹⁷⁰ As Internet access has become more widespread, the amount of time Americans spend using the Internet has continued to increase, rising from 14 hours per week in 2006 to more than 17 hours as of January 2009.¹⁷¹ These increases in Internet use extend across all racial and ethnic categories, as a recent study conducted by the Joint Center for Political and Economic Studies found.¹⁷²

More and more consumers now purchase *high-speed* Internet access in particular. According to the FCC's recent OBI Working Paper No. 1, a survey conducted in October and November 2009 revealed that 67% of U.S. households have broadband connectivity and that 65% of adults use broadband at home.¹⁷³ This represents a substantial increase from prior years; the Pew Internet & American Life Project previously had found that home broadband adoption stood at only 3% of Americans in June 2000¹⁷⁴ and had risen to 55% of Americans in May

¹⁷⁰ The Nielsen Company, *Internet Penetration Reaches 60 Percent in the U.S. According to Nielsen/NetRatings* (Feb. 28, 2001), http://www.nielsen-online.com/pr/pr_010228.pdf (last visited Feb. 5, 2010). More Americans have home Internet connections than subscribe to cable television. *13th Annual Video Competition Report*, 24 FCC Rcd at 627 (¶ 178) (reporting that 68.2% of Americans have cable television).

¹⁷¹ *PEJ 2009 State of the News Media Report*, Online, Audience, at 15, http://www.stateofthemediamedia.org/2009/printable_online_chapter.htm (last visited Feb. 5, 2010) (citing *The Digital Future Report 2009*, Center for Digital Future, University of Southern California, Annenberg School Survey).

¹⁷² Joint Center for Political and Economic Studies, *National Minority Broadband Adoption: Comparative Trends in Adoption, Acceptance and Use*, at 1, 8-9 (Feb. 2010), available at http://www.jointcenter.org/publications_recent_publications/media_and_technology/national_minority_broadband_adoption (last visited Mar. 5, 2010) (“Minority Broadband Adoption”).

¹⁷³ See OBI Working Paper No. 1, at 13. Another study found that home broadband adoption had increased to 60% of Americans by December 2009. Lee Rainie, *Internet, Broadband, and Cell Phone Statistics*, at 3 (Jan. 5, 2010), http://www.pewinternet.org/~media/Files/Reports/2010/PIP_December09_update.pdf (last visited Feb. 4, 2010).

¹⁷⁴ John B. Horrigan, *The Broadband Difference: How Online Americans' Behavior Changes With High-Speed Internet Connections at Home*, at 9 (June 23, 2002) (“The Broadband Difference 2002”), http://pewinternet.org/~media/Files/Reports/2002/PIP_Broadband_Report.pdf.pdf (last visited Feb. 5, 2010).

2008.¹⁷⁵ The Minority Broadband Adoption report found that racial disparities in broadband adoption continue to narrow and that minorities are among the fastest-growing groups of home broadband subscribers.¹⁷⁶

To encourage further expansion of broadband access, Congress last year specifically directed the FCC to submit a report detailing a national broadband plan which “shall seek to ensure that all people of the United States have access to broadband capability and shall establish benchmarks for meeting that goal.”¹⁷⁷ And, further expanding and improving broadband access has always been one of the Obama Administration’s, and thus the FCC’s, primary policy objectives. Indeed, Chairman Genachowski listed “[p]romoting universal broadband that’s robust, affordable and open” as *first* in a set of goals for the Commission under his leadership,¹⁷⁸ and recently explained that developing a broadband plan constitutes a task of “extraordinary

¹⁷⁵ John B. Horrigan, *Home Broadband Adoption 2009*, at 3, 9 (June 17, 2009) (“Home Broadband Adoption 2009”), <http://www.pewinternet.org/~media/Files/Reports/2009/Home-Broadband-Adoption-2009.pdf> (last visited Feb. 4, 2010). These growth figures are supported by those reported by NTIA, which reflect that in August 2000, 4.4% of households had broadband access; by October 2007, that number had grown to 50.8%; and that in October 2009, the household broadband adoption rate stood at 63.5%. Digital Nation, at 4.

¹⁷⁶ Minority Broadband Adoption, at 1, 14-15.

¹⁷⁷ See American Recovery and Reinvestment Act of 2009, Pub. L. No. 111-5, § 6001(k)(2)(D), 123 Stat. 115 (2009), codified at 47 U.S.C. § 1305(k).

¹⁷⁸ Remarks of Chairman Julius Genachowski to the Staff of the Federal Communications Commission (June 30, 2009), *available at* http://hraunfoss.fcc.gov/edocs_public/attachmatch/DOC-291834A1.pdf (last visited Feb. 4, 2010); see Jim Puzzanghera, *FCC Chairman Has Broad Approach to Net Access*, L.A. TIMES, July 20, 2009, *available at* <http://www.latimes.com/business/la-fi-genachowski20-2009jul20,0,5802880.story> (last visited Feb. 4, 2010) (“**What’s your top priority for the FCC?** One is broadband. And the other is revitalizing and retooling the FCC.”) (emphasis in original); Chairman Genachowski Announces Topics to Focus Discussion at Workshops for National Broadband Plan (July 30, 2009), *available at* http://hraunfoss.fcc.gov/edocs_public/attachmatch/DOC-292455A1.pdf (last visited Feb. 4, 2010) (“Broadband is our generation’s major infrastructure challenge.”).

importance.”¹⁷⁹ While there is still work left to be done, there is no evidence that the trend towards increasing broadband usage is slowing. “Broadband adoption appears to have been largely immune to the effects of the current economic recession,” in that “more than twice as many respondents [to a recent survey] said they had cut back or cancelled a cell phone plan or cable TV service than said the same about their Internet service.”¹⁸⁰ Indeed, both household use of the Internet and adoption of broadband increased substantially between 2007 and 2009 in each of the extensive array of demographic groups tracked by NTIA in its Digital Nation report.¹⁸¹

Trends in Los Angeles relating to Internet access and broadband usage mirror those in the nation as a whole. In response to a recent survey, nearly 63% of Los Angeles residents reported accessing the Internet at home, 29.5% reported doing so at work, and 10.3% reported doing so in other places (*e.g.*, public libraries).¹⁸² Moreover, a large percentage indicated that they have broadband connections at home, with 39.4% reporting a DSL connection and 21.1% reporting a cable modem connection.¹⁸³

It is not just the Internet’s accessibility but also its interactivity that has contributed to the importance of the Internet as a source of news and information. The interactive nature of the Internet distinguishes online sources from traditional media by allowing users to filter and select

¹⁷⁹ Letter from Chairman Julius Genachowski, Federal Communications Commission, to the Honorable John D. Rockefeller, United States Senate; Kay Bailey Hutchison, United States Senate; Henry A. Waxman, U.S. House of Representatives; and Joe Barton, U.S. House of Representatives (Jan. 7, 2010), *available at* http://hraunfoss.fcc.gov/edocs_public/attachmatch/DOC-295546A1.pdf (last visited Feb. 4, 2010).

¹⁸⁰ Home Broadband Adoption 2009, at 4-5.

¹⁸¹ Digital Nation, at 5-9, 11.

¹⁸² Scarborough Research, *2009 Los Angeles Scarborough Release 1 Study*.

¹⁸³ *Id.*

content specific to their interests and to contribute their own information, commentary, and opinions to the mix. In fact, the Pew Internet & American Life Project's Participatory News Consumer study released in March 2010 found that today "37% of Internet users have contributed to the creation of news, commented on it, or disseminated it via postings on social media sites like Facebook or Twitter."¹⁸⁴ As more users are consuming Internet news and participating in its creation and distribution, the medium increasingly performs the same functions as traditional news outlets, and also, in many respects, goes beyond traditional one-way news delivery. For these reasons, as early as 2003 and in the context of revising its media ownership rules, the Commission readily acknowledged the "important role [of the Internet] in the available media mix" as "a commonly-used source for news, commentary, community affairs, and national/international information."¹⁸⁵ And in 2008 the agency further recognized that:

The nearly instantaneous speed with which consumers can now communicate via the Internet has created a vastly improved two-way flow in the sharing of ideas between traditional news gatherers and news consumers, with a consequent power to affect the priority that the traditional media place on coverage of certain events and topics. Many previously passive consumers of news are already taking advantage of the opportunities the Internet allows to influence the newsgathering process. More than ever before, readers and audiences are themselves communicating with

¹⁸⁴ Participatory News Consumer, at 2; *see id.* at 40, 44 (finding that on a typical day, 51% of social networking site users get news from people they follow on sites such as Facebook or MySpace, 23% of this cohort specifically get news from news organizations or individual journalists that they follow on social networking sites, and 17% of Internet users have posted links and thoughts about news on a social networking site); *see also* OBI Working Paper No. 1, at 16 (reporting that 52% of all Internet users use the Internet to access social networking sites); The Nielsen Company, *Social Networking's New Global Footprint* (Mar. 9, 2009), <http://blog.nielsen.com/nielsenwire/global/social-networking-new-global-footprint/> (last visited Feb. 4, 2010) (documenting the increase in popularity of social networking sites in general).

¹⁸⁵ *2003 Order*, 18 FCC Rcd at 13,765-66 (¶ 365).

news gatherers to demand, directly and indirectly, coverage of specific topics.¹⁸⁶

Although online news played a relatively small role just a few short years ago and thus was not even tracked in media consumption surveys, large percentages of Americans now obtain news online. Indeed, by early 2009 fully 70% of adult Internet users reported getting news online.¹⁸⁷ This represents a significant increase over prior years; in 2008, only 37% of Americans reported receiving news through the Internet regularly; in 2006, only 31% reported doing so; and in 2000 the percentage was only 23%.¹⁸⁸ In addition, during the short period between 2006 and 2008, the number of Americans responding that they read a newspaper online “yesterday” increased more than 50%, from 9% in 2006 to 14% in 2008,¹⁸⁹ a figure that has risen further since then. With respect to particular types of news, OBI Working Paper No. 1 found that, by late 2009, 75% of Internet users reported getting local or community news online and 73% reported accessing international or national news on the Internet.¹⁹⁰

Pew’s Participatory News Consumer study confirms that the Internet’s popularity as a source of news has continued to grow, finding that on a “typical day” 61% of Internet users access news online, while 71% do so “at least occasionally.”¹⁹¹ This same study also found that

¹⁸⁶ *2008 Order*, 23 FCC Rcd at 2032 (¶ 38).

¹⁸⁷ Sydney Jones and Susannah Fox, *Generations Online in 2009*, at 5 (Jan. 28, 2009) (“Generations Online in 2009”), http://pewinternet.org/~media/Files/Reports/2009/PIP_Generations_2009.pdf (last visited Feb. 4, 2010).

¹⁸⁸ Pew Research Center for People & the Press, *Pew Research Center Biennial News Consumption Survey*, at 3-4 (Aug. 17, 2008) (“Biennial News Consumption Survey 2008”), <http://people-press.org/reports/pdf/444.pdf> (last visited Feb. 4, 2010).

¹⁸⁹ *Id.* at 18.

¹⁹⁰ OBI Working Paper No. 1, at 16.

¹⁹¹ Participatory News Consumer, at 10.

the Internet is now the third most popular news platform behind local television news and national television news, surpassing radio (54%), local newspapers (50%), and national newspapers (17%).¹⁹² This study further demonstrates the central importance of the Internet as a news resource for an increasing segment of the population; Pew found that among news consumers that rely on only a single medium for news, 36% relied solely on the Internet, a higher figure than for any other medium.¹⁹³

With respect to particular types of news, a recent survey asking people to identify their main source or sources for national and international news revealed that the Internet now serves as a primary source of such news for more Americans than newspapers and, indeed, all other media sources except television, which it may well overtake soon.¹⁹⁴ Among younger Americans (those under 30), the same percentage that identified television as one of their main sources for national and international news – 59% – identified the Internet as one of their main news sources.¹⁹⁵ Americans also are increasingly relying on the Internet for local news. As

¹⁹² *Id.* at 3. In fact, by 2008, the percentage of Americans who reported receiving news online regularly significantly exceeded the percentage of individuals saying that they regularly watched the network evening news (29%) or the network morning news (22%), and amounted to nearly the same percentage of respondents indicating that they regularly watch cable news (39%). Biennial News Consumption Survey 2008, at 3-4. Even as of May 2007, according to an FCC-commissioned study by Nielsen Media Research, Inc., when asked what they considered the “most important source for more in-depth information on specific news and current affairs topics,” 23.5% of those surveyed cited Internet/websites, a higher percentage than those citing broadcast television stations (20.1%), local newspapers (9.8%), or national newspapers (4.7%). Nielsen Media Research, Inc., *Federal Communications Commission Telephone Study*, FCC Media Study 1, at 89 (June 2007), available at http://fjallfoss.fcc.gov/edocs_public/attachmatch/DA-07-3470A2.pdf (last visited Feb. 4, 2010). Similarly, more Americans surveyed cited Internet/websites (16.8%) as the most important source of national news and current affairs than cited national newspapers (5.9%) or local newspapers (4.8%). *Id.* at 93.

¹⁹³ Participatory News Consumer, at 11.

¹⁹⁴ Internet Overtakes Newspapers, at 1.

¹⁹⁵ *Id.*

noted above, OBI Working Paper No. 1 found that 75% of Internet users – or 58.5% of all respondents – access local or community news online.¹⁹⁶ Further, the Internet allows Americans to connect more easily with government; OBI Working Paper No. 1 found that 58.5% of all respondents reported using the Internet to visit local, state, or federal government websites, and half of Internet users, or 39% of all respondents, used the Internet to get advice from a government agency about a health or safety issue.¹⁹⁷ These findings hold true across racial categories. More than two-thirds (67%) of Black respondents and 61% of Hispanic respondents recently reported having visited local, state, or federal government websites.¹⁹⁸ And minorities are more likely to use the Internet to obtain information about or to apply for government benefits.¹⁹⁹

The Internet is also becoming a principal destination for political news and advocacy in particular. Data from the last three Presidential election cycles show steady increases in the percentage of American adults who went online for news or information about politics or an election: the percentage of adults who did so rose from 18% in 2000 to 29% in 2004, and then significantly to 44% in 2008.²⁰⁰ Moreover, the percentage of Americans citing the Internet as

¹⁹⁶ OBI Working Paper No. 1, at 3, 16. A previous study had reached similar results. Pew Research Center for the People & the Press, *Many Would Shrug if Their Local Newspaper Closed*, at 9 (Mar. 12, 2009) (“Many Would Shrug”), <http://people-press.org/reports/pdf/497.pdf> (last visited Feb. 4, 2010) (reporting that 54% of respondents reported getting local news from the Internet either “regularly” (31%) or “sometimes” (23%)).

¹⁹⁷ OBI Working Paper No. 1, at 3, 16. This finding is also consistent with previous studies. See *Generations Online in 2009*, at 5 (reporting that 59% of respondents indicated that they had visited government websites).

¹⁹⁸ *Minority Broadband Adoption*, at 21.

¹⁹⁹ *See id.*

²⁰⁰ Aaron Smith, *The Internet’s Role in Campaign 2008*, at 48 (Apr. 15, 2009), http://www.pewinternet.org/~media/Files/Reports/2009/The_Internets_Role_in_Campaign_2008.pdf (last visited Feb. 4, 2010).

one of their *major* sources for election news more than doubled over the same period from just 11% in 2000 to 26% in 2008.²⁰¹

The increasing availability of broadband makes it even easier for users to control the amount and type of content they receive; the method by which they receive it (for example, PDA or mobile phone alert, podcast, or streaming video file); and the time or schedule on which they access it. Broadband has thus fueled the popularity of online news sources and will likely continue to do so. Those Internet users with home broadband connections are *twice as likely* to use the Internet as they are newspapers to get political news, and for these users the Internet is “by far the second-most important source of campaign news, behind only television and well ahead of newspapers, radio and magazines.”²⁰² Indeed, according to one study, approximately one-quarter of the growth of daily online news consumption between 2002 and 2006 was properly attributable to the rise in residential broadband adoption.²⁰³

One-third of Americans – half of Internet users – also already regularly watch news video online,²⁰⁴ something which has only been made possible by broadband. In fact, “[n]ews shows are the most popular online programs – watched by about 43% of online TV viewers.”²⁰⁵ Content providers recognize these trends, with YouTube creating a “News Near You” feature

²⁰¹ *Id.* at 51.

²⁰² *Id.* at 7, 52.

²⁰³ John B. Horrigan, *Online News*, at 4 (Mar. 22, 2006) (“Online News”), http://www.pewinternet.org/~media/Files/Reports/2006/PIP_News.and.Broadband.pdf.pdf (last visited Feb. 4, 2010).

²⁰⁴ Biennial News Consumption Survey 2008, at 21, 25.

²⁰⁵ Radio Business Report, Inc., *More Consumers Watch TV Online; Hulu Rising* (Sept. 8, 2009), <http://www.rbr.com/media-news/research/16890.html> (last visited Feb. 4, 2010) (citing the Consumer Internet Barometer, a quarterly report produced by The Conference Board and TNS based on surveys of 10,000 U.S. households).

that, after recognizing a user's location, provides a list of potentially relevant videos.²⁰⁶

YouTube also recently invited the more than 25,000 news sources listed on Google News, which include many local news sources, to supply video for its site.²⁰⁷ In addition to the draw of a diverse supply of news sources online, the increasing preference Americans have shown for news-on-demand – checking on the news from time to time when it is convenient for them to do so instead of getting it at regular times chosen by traditional media outlets²⁰⁸ – is also likely to bolster reliance on online news sources.

The popularity of online video sites offering entertainment content in competition with television broadcasters has also continued to rise, increasing by 34.9% from the third quarter of 2008 to the third quarter of 2009.²⁰⁹ Online video viewing continues to soar with nearly 31 billion videos viewed in November 2009 by more than 170 million U.S. Internet users.²¹⁰ Indeed, one of the most popular sites – Hulu.com – is now commanding higher ad prices for

²⁰⁶ Brian Stelter, *Now on YouTube, Local News*, N.Y. TIMES, Aug. 3, 2009, available at <http://www.nytimes.com/2009/08/03/business/media/03youtube.html> (last visited Feb. 4, 2010).

²⁰⁷ *Id.* YouTube now hosts individual channels for Tribune's WGN-TV, WPIX(TV), KTLA(TV), WSFL-TV, WTTV(TV), and WTIC-TV. See <http://www.youtube.com/user/wgn> (last visited Feb. 18, 2010); <http://www.youtube.com/user/WPIX> (last visited Feb. 18, 2010); <http://www.youtube.com/user/ktla> (last visited Feb. 18, 2010); <http://www.youtube.com/user/WSFL> (last visited Feb. 18, 2010); <http://www.youtube.com/user/wttv> (last visited Feb. 18, 2010); <http://www.youtube.com/user/WTIC> (last visited Feb. 18, 2010).

²⁰⁸ Biennial News Consumption Survey 2008, at 33.

²⁰⁹ The Nielsen Company, *Three Screen Report: TV Remains Strong as DVR and Online Video Show Most Growth* (Dec. 7, 2009), http://blog.nielsen.com/nielsenwire/online_mobile/three-screen-report-tv-remains-strong-as-dvr-and-online-video-show-most-growth/ (last visited Feb. 4, 2010).

²¹⁰ PR Newswire, *November Sees Number of U.S. Videos Viewed Online Surpass 30 Billion for First Time on Record*, Jan. 5, 2010, <http://www.prnewswire.com/news-releases/november-sees-number-of-us-videos-viewed-online-surpass-30-billion-for-first-time-on-record-80739807.html> (last visited Feb. 4, 2010).

some prime time shows than over-the-air TV,²¹¹ and reportedly garnered more viewers in July 2009 than Time Warner Cable, one of the nation's largest cable operators.²¹² As a result of the dramatic growth in online viewing, Nielsen plans to incorporate online viewership into the TV ratings used for buying and selling of advertising this year.²¹³ Thus, due to unique characteristics that distinguish the Internet from traditional media, it has become a significant source for Americans of local and other news and information, as well as entertainment, and is likely to become even more of a factor as Internet usage in general and broadband adoption in particular continue to grow.²¹⁴

²¹¹ See Brett Pulley and Andy Fixmer, *Loyal 'Simpsons' Fans Fetch Higher Ad Rates on Web*, Bloomberg.com, June 25, 2009, <http://www.bloomberg.com/apps/news?pid=20601204&sid=atKGiQOMco.Y> (last visited Feb. 4, 2010).

²¹² See *Hulu Had More Viewers in July than Time Warner Cable*, BROADCAST ENGINEERING, Sept. 3, 2009, available at <http://broadcastengineering.com/news/hulu-had-more-viewers-in-july-than-time-warner-090709/> (last visited Feb. 4, 2010).

²¹³ See Joe Mandese, *Nielsen Unveils Plan To Add Online Viewing To C3 Ratings*, MEDIA DAILY NEWS, Jan. 22, 2010, available at http://www.mediapost.com/publications/?fa=Articles.showArticle&art_aid=121116 (last visited Feb. 4, 2010).

²¹⁴ There has also been a proliferation of hyperlocal news sites on the Internet. For instance, in June 2009, AOL acquired Patch and has since created AOL Patch local news web sites for small towns throughout New York, New Jersey, and Connecticut, with a goal of expanding the service to many more locales. AOL, Press Release, *AOL Acquires Two Local Services, Patch and Going* (June 11, 2009), <http://corp.aol.com/press-releases/2009/06/aol-acquires-two-local-services-patch-and-going> (last visited Feb. 12, 2010); Patch, *About Us*, <http://www.patch.com/about> (last visited Feb. 12, 2010). Each town's site has a dedicated editor who provides a steady stream of articles, photographs, and web listings covering a myriad of topics from tax ordinances to government hearings, high school sports, and traffic frustrations. Everyblock (which was acquired by MSNBC last summer) allows users to customize its site to receive aggregated local information relevant to their towns, such as municipal data, location-tagged photographs from Flickr, and business reviews from Yelp; the user can then have that information delivered to him or her automatically via e-mail or RSS feed reader. Everyblock, *About Everyblock*, <http://www.everyblock.com/about/> (last visited Feb. 12, 2010). Yahoo! Local delivers hyperlocal content to users through an extension of its existing site infrastructure, and Yahoo! Neighbors provides residents of the same area the ability to post questions and comments to which other residents respond. Yahoo!, *Yahoo! Local*, <http://local.yahoo.com/> (last visited Feb. 12, 2010); Yahoo!, *About Neighbors | Yahoo! Neighbors*, http://local.yahoo.com/neighbors/bi_about.php (last visited Feb. 12, 2010). And Outside.in and Placeblogger have launched services that make lists of local sites and aggregated content

Further, the rise of Internet sites such as Craigslist, a free online classifieds site with separate sub-domains for 500 cities across 50 countries that is now one of the most popular destinations online, shows how the Internet is taking on many of the functions long-served by traditional news media.²¹⁵ Craigslist leverages filtering and search functionality in order to cater to an individual's particular interest, and that and other online classified advertising services have contributed to the steep decline in the traditional print classifieds business.²¹⁶ As Commissioner Baker recently explained, "the success of Craigslist and eBay has significantly reduced highly profitable classified ads."²¹⁷ Other websites that have eroded classified advertising revenues for newspapers, contributing to their deteriorating financial condition, include job search sites, automobile search sites, and real estate search sites covering residential and commercial sales and rentals. OBI Working Paper No. 1 shows that by October/November 2009, 57% of adults who use the Internet reported accessing online classifieds websites.²¹⁸ This is a significant increase over May 2009 when 49% reported doing so and an even more

available to users. Outside.in, *About Outside.in | Hyperlocal news in 57,830 neighborhoods*, <http://outside.in/about> (last visited Feb. 12, 2010); Placeblogger, *FAQ*, <http://www.placeblogger.com/faq> (last visited Feb. 12, 2010). As hyperlocal sites increase in number and use, surveys will likely track their growing popularity.

²¹⁵ Sydney Jones, *Online Classifieds*, at 4, 6 (May 22, 2009) ("Online Classifieds"), <http://www.pewinternet.org/~media/Files/Reports/2009/PIP%20-%20Online%20Classifieds.pdf> (last visited Feb. 4, 2010).

²¹⁶ According to NAA, which tracks advertising expenditures in a number of categories and product/service types on an annual basis, total expenditures on classifieds in all categories declined by 29.7% in 2008 and another 38.1% in 2009. *See Annual Advertising Expenditures*.

²¹⁷ *Hands off the Journalist*, Remarks of Commissioner Meredith Attwell Baker Before The Media Institute (Jan. 21, 2010), *available at* http://hraunfoss.fcc.gov/edocs_public/attachmatch/DOC-295867A1.pdf (last visited Feb. 4, 2010).

²¹⁸ OBI Working Paper No. 1, at 16. The Minority Broadband Adoption study showed that 78% of Black and 64% of Hispanic American respondents use the Internet to find information about employment opportunities, significantly outpacing the 48% of Whites who use the Internet for job information. *Minority Broadband Adoption*, at 20-23.

substantial increase over 2005 when 22% reported doing so.²¹⁹ The increasing use of such websites by consumers shows that people are turning to the Internet now more than ever for information previously provided largely by print copies of newspapers.

b. *The Los Angeles Market Is Well-Served By Abundant Internet Sites That Unquestionably Contribute To Localism, Diversity, And Competition.*

Today's Internet users have a multitude of online news sources from which to receive diverse information and commentary, including not only local daily newspaper, television station, and radio news sites, but also local pages from national providers like CNN and MSNBC, portals and aggregators such as Google and Yahoo!, international news sites such as the BBC, local news blogs, alternative news sites such as Altnet or Newsmax, and news listservs.²²⁰ Locally oriented sites provide a rich source of unique information about, and perspectives concerning, community-wide issues. Importantly, a growing number also cater to highly localized, or even neighborhood-oriented, issues that often are too narrow for coverage by the mainstream media.²²¹

The Los Angeles market is served by a wide variety of local news and information sites. These include not only an exceedingly large number of text-based sites, but also sites providing video, on a broad range of topics including local news, weather, and media; business; social and community organizations; culture and the arts; recreational activities and sports; education; public safety and emergencies; government and civic services; food and culinary events; hospitals, health, and medical education; political parties and candidates; religion; style and

²¹⁹ Online Classifieds, at 3-4.

²²⁰ Online News, at 10-12.

²²¹ See *supra* note 214.

society; tourism; transportation and infrastructure; utilities; and miscellaneous other subjects. Multiple local sites also offer user-supplied content and classified advertising for automobiles, goods and services, employment, and real estate.

Moreover, usage of *independent* local news and information sites is extensive in the Los Angeles market. For example, between January and December of 2009, www.laist.com, which focuses on Los Angeles news, food, art, and events, had 2,850,945 unique visitors and 4,465,846 total visits. Five other independent Los Angeles-oriented sites had more than 100,000 unique visitors, 12 had between 20,000 and 99,999 unique visitors, and four sites had between 10,000 and 19,999 unique visitors.²²² The widespread availability and usage of these independent local websites contribute to the diversity of local news and information available in the Los Angeles market and reflect the limitless potential of the Internet to augment the already staggering number and variety of local news and information content sources in the Los Angeles media marketplace.

c. *Mobile Video Applications And Other New Media Provide Additional Sources Of Information For Those “On The Go.”*

The mobile video market is one of the fastest growing segments of the video marketplace,²²³ providing yet another alternative to traditional broadcasting outlets or newspapers as a source of information and entertainment for consumers, as well as a platform for advertisers to reach those consumers with their marketing messages. Mobile video can be accessed by a variety of methods including subscription wireless services on a mobile phone,

²²² Further information regarding usage of local independent Internet news sites in the market is appended hereto as Attachment 8.

²²³ See The Nielsen Company, *A2/M2 Three Screen Report: 3rd Quarter 2009*, at 2, 4 (updated Dec. 18, 2009), http://en-us.nielsen.com/etc/medialib/nielsen_dotcom/en_us/documents/pdf/white_papers_and_reports.Pa.r.30466.File.dat/3ScreenQ309_USrpt_12.07final.pdf (“Nielsen A2/M2 3rd Quarter 2009 Study”) (last visited Feb. 1, 2010).

downloads to a portable device, applications customized for the iPhone, iPad or BlackBerry, and soon over-the-air mobile DTV viewable on an array of portable devices.²²⁴ Wireless providers, broadcasters, and other content providers are responding to the increased consumer demand for mobile video.

A recent Nielsen survey found that the percentage of subscribers watching video on a mobile phone increased by 53% between the third quarter of 2008 and the third quarter of 2009.²²⁵ This trend appears likely to continue; indeed, a recent national survey conducted by Magid Media Labs found that nearly 9 out of 10 respondents were interested in watching live news and weather programming on mobile devices.²²⁶ At present, two wireless mobile video providers – MobiTV and MediaFLO – offer video content to a growing number of subscribers. MobiTV provides live video and video on demand (“VOD”) to more than seven million subscribers²²⁷ and MediaFLO’s FLO TV service is available in the top 110 U.S. markets through

²²⁴ See Tricia Duryee, *Mobile DTV Backers Prep New Video Devices For 2010*, MocoNews.net, Jan. 4, 2009, <http://moconews.net/article/419-mobile-dtv-backers-prep-new-video-devices-for-2010/> (last visited Feb. 4, 2010) (describing new devices, including a portable Mobile DTV receiver with DVD playback, netbook computers, a mobile Wi-Fi access point, USB receivers for laptops, and the Tivit, a device that receives Mobile DTV signals and transfers them to a device with a Wi-Fi connection); see also Television Broadcast, *Mobile DTV Beta Launch Scheduled*, Jan. 8, 2010, <http://www.televisionbroadcast.com/article/92816> (last visited Feb. 4, 2010); Todd Haselton, *LG to Launch Three North American Mobile DTV Phones at CES*, Mobile Burn, Dec. 29, 2009, <http://www.mobileburn.com/news.jsp?Id=8457> (last visited Feb. 4, 2010); see also, e.g., Tong Zhang, *Tivizen Mobile DTV Receiver Brings TV Watching Over Wi-Fi to Tablet, Laptop and Phone*, MobileTech Review, Apr. 12, 2010, <http://mobiletechreview.com/ubbthreads/showflat.php?Number=36719> (last visited Apr. 17, 2010).

²²⁵ See Nielsen A2/M2 3rd Quarter 2009 Study, at 2, 4.

²²⁶ See Open Mobile Video Coalition, *Survey Reveals Widespread Appeal of Over-The-Air Broadcast Mobile Digital Television Delivering Live, Local News & Weather*, Dec. 9, 2009, available at http://www.omvc.org/_assets/docs/press-releases/2009/OMVC-Survey-December-9-News-Release-FINAL.pdf (last visited Feb. 4, 2010).

²²⁷ See Peter Cervieri, *TV Everywhere – MobiTV*, ScribeMedia.org, Nov. 27, 2009, <http://www.scribemedi.org/2009/11/27/tv-everywhere-mobitv/> (last visited Feb. 4, 2010).

a number of carriers.²²⁸ In addition to providing service via hand-held devices, both MobiTV and MediaFLO are aggressively targeting the nascent market for in-vehicle live TV and on-demand programming. MobiTV's chief marketing officer has commented that "it's a viable use case that people like to be connected with news, entertainment and information services in the car."²²⁹ For CNN, broadcasting on FLO TV, a preinstalled video device in the car, is an opportunity to "notify the driver if there's an accident on the highway up ahead and advise an alternate route or send breaking news alerts to the dashboard."²³⁰ Consumers increasingly are turning to mobile video for live information. MediaFLO noted that its "most dramatic viewership increases in 2008 occurred during live events," such as live coverage of Hurricane Ike (increasing viewership by 31%) and the 2008 Presidential election.²³¹

The end of analog broadcasting and the concomitant change to mandatory digital transmissions in June 2009 has presented broadcasters with the opportunity to reach viewers with information, entertainment, and public safety information by broadcasting a mobile video programming stream.²³² With the adoption of a mobile standard for over-the-air television in

²²⁸ Todd Spangler, *TV Behind the Wheel, Will In-Car TV Shift Into the Fast Lane – Or Is It a Non-Starter?*, MULTICHANNEL NEWS, Jan. 23, 2010, available at http://www.multichannel.com/article/445558-TV_Behind_the_Wheel.php?nid=2226&source=link&rid=5977151 (last visited Feb. 4, 2010).

²²⁹ *Id.*

²³⁰ *Id.*

²³¹ Jason Ankeny, *MediaFLO USA: Users Watching 20 Minutes Per Day*, Fierce Mobile Content, Jan. 8, 2009, <http://www.fiercemobilecontent.com/story/mediaflo-usa-users-watching-20-minutes-day/2009-01-08> (last visited Feb. 4, 2010).

²³² See *Broadcasters Demo "Triple Play" of New DTV Services*, Radio Business Report/Television Business Report, July 28, 2009, <http://www.rbr.com/tv-cable/16039.html> (last visited Feb. 4, 2010); see also Stewart Wolpin, *Mobile DTV Is Ready to Roll into CES*, TWICE, Jan. 8, 2009, http://www.twice.com/article/240652-Mobile_DTV_Is_Ready_To_Roll_Into_CES.php (last visited Feb. 4, 2010) (quoting LG's John Taylor, who notes, "what's really important, if not more important, are their ability to receive local content and, therefore, their role in public safety or in a crisis").

late 2009, television broadcasters now are well-positioned to take advantage of the mobile trend.²³³ Indeed, by the end of 2009, approximately 30 stations were broadcasting a mobile DTV signal and more than 70 television stations announced plans to begin operating a mobile DTV stream by the end of 2010.²³⁴ Trials of the OMVC mobile TV standard have been run in Chicago and Washington, D.C., and other cities will soon see additional trials. Recently, 12 major television broadcast groups, including NBC Universal, Fox, and ION, announced a joint venture designed to accelerate nationwide optimization of broadcast mobile DTV; the participating companies will contribute spectrum and content for a mobile over-the-air service that is expected to reach 150 million viewers.²³⁵ In the second quarter of 2010, Sprint and Samsung will partner to launch a free trial of digital mobile video in the Washington, D.C. and Baltimore markets, bringing live TV programming from local broadcast affiliates to Sprint subscribers with a Samsung mobile device.²³⁶ While over-the-air mobile DTV is still in its infancy and is likely to draw on existing sources of content initially, it is reasonable to anticipate

²³³ Glen Dickson, *Mobile DTV Standard Approved*, BROAD. & CABLE, Oct. 16, 2009, available at http://www.broadcastingcable.com/article/358341-Mobile_DTV_Standard_Approved.php (last visited Feb. 4, 2010).

²³⁴ See Tricia Duryee, *Mobile DTV Backers Prep New Video Devices For 2010*, MocoNews.net, Jan. 4, 2009, <http://moconews.net/article/419-mobile-dtv-backers-prep-new-video-devices-for-2010/> (last visited Feb. 4, 2010) (noting that OMVC says “to date, 30 U.S. stations have started offering Mobile DTV”); see also *Mobile DTV Beta Launch Scheduled*, Television Broadcast, Jan. 8, 2010, <http://www.televisionbroadcast.com/article/92816> (last visited Feb. 4, 2010) (describing a beta service launch that will include 20 free local broadcast channels); Todd Haselton, *LG to Launch Three North American Mobile DTV Phones at CES*, Mobile Burn, Dec. 29, 2009, <http://www.mobileburn.com/news.jsp?Id=8457> (last visited Feb. 4, 2010) (noting that “OMVC has said that 70 other stations have announced plans to roll-out Mobile DTV broadcasts by the end of 2010”).

²³⁵ Brian Stelter, *Local TV Stations in Venture for Mobile Programming*, N.Y. TIMES, Apr. 13, 2010, available at <http://www.nytimes.com/2010/04/14/technology/14mobile.html?dbk> (last visited Apr. 19, 2010).

²³⁶ Ray Willington, *Mobile DTV Launch Set for May 3 in Washington, D.C.*, Hot Hardware, Apr. 13, 2010, <http://hothardware.com/News/Mobile-DTV-Launch-Set-For-May-3rd-In-Washington-DC/> (last visited Apr. 17, 2010).

that the launch of this new mobile service will drive the creation of content directed exclusively toward mobile viewers.²³⁷

Mobile video is available in many formats, including live programming, downloads, and VOD. Indeed, many broadcast stations and newspapers target mobile consumers by allowing the download of news and information segments to mobile devices from their websites. For example, the *Hartford Courant* and the Fort Lauderdale-based *Sun Sentinel*, both of which are owned by Tribune, offer podcast downloads on their websites directed toward mobile users. Others, such as Tribune's *Chicago Tribune*, *LA Times*, and WGN(AM), as well as the *News-Times* (Danbury, Connecticut) and *Chicago Sun-Times*, now offer customized iPhone applications to allow users to access real-time information on local news, sports, traffic, and weather from the properties' websites.²³⁸ Additionally, certain new devices on the market have been specifically designed to bring over-the-air broadcasts to iPhones, Blackberries, laptops and

²³⁷ See Mobile Content Writers, <http://www.mobilecontentwriters.com> (last visited Feb. 4, 2010) (a company focused on creating new mobile content); see also Jason Ankeny, *2010 Prediction No. 1: Micropayments Will Galvanize Original Mobile Content Efforts*, Fierce Mobile Content, Jan. 4, 2010, <http://www.fiercemobilecontent.com/special-reports/2010-prediction-no-1-micropayments-will-galvanize-original-mobile-content-efforts#ixzz0e3QFdh4m> (last visited Feb. 4, 2010) (noting that the micropayment method should “inspir[e] a new wave of original, made-for-mobile efforts”).

²³⁸ See Art of the iPhone, *Chicago Tribune News Reader on Your iPhone*, <http://artoftheiphone.com/2009/02/04/chicago-tribune-news-reader-and-sports-reader-free-iphone-apps/> (last visited Feb. 4, 2010); see also Mobile Marketing Association, *News Over Wireless: Local TV Stations Launch iPhone Apps*, available at <http://www.mmaglobal.com/studies/news-over-wireless-local-tv-stations-launch-iphone-apps-news-over-wireless> (last visited Feb. 4, 2010) (noting that top stories and weather content account for 50-60% of all traffic on the applications and that readers make heavy use of the application during severe weather events). *Newsday*, in which Tribune has an approximate 3% indirect equity interest, has a similar application.

other devices equipped with Wi-Fi, thus converting existing equipment into a mobile-DTV accessible device.²³⁹

The popularity of the iPhone has driven the creation of iPhone web applications providing consumers with another source of news and information accessible when convenient for the viewer. In fact, a recent search of the iPhone website for “news” applications (*excluding* sports and weather applications) generated a list of more than 480 applications, such as, *Nashville 24/7*, a hyperlocal news site; *The New Yorker* magazine; and *NPR Headline News*.²⁴⁰ The introduction of the larger-screen iPad promises to provide another mobile news opportunity for consumers.²⁴¹ Likewise, more traditional content sources have recognized the growth opportunities in the mobile market and are reaching out to the mobile consumer. For example, CBS has created a website targeted to the mobile viewer that provides access to news feeds, sports, weather, and entertainment programming in a mobile-friendly format.²⁴² During significant news events, CBS has encouraged the submission of user-generated content.²⁴³

In addition to mobile video applications, there are a host of new ways for information providers to reach audiences while they are away from home or work. For example, there are

²³⁹ See Stephen Lawson, *Mobile DTV Goes Wi-Fi to Reach iPhones*, IDG News Service (Jan. 4, 2009), http://www.pcworld.com/article/185853/mobile_dtv_goes_wifi_to_reach_iphones.html (last visited Feb. 4, 2010).

²⁴⁰ Apple Web, <http://www.apple.com/webapps/news/> (last visited Apr. 17, 2010).

²⁴¹ *iPad's Early App Economy: Games Dominant, News Makes Inroads*, paidcontent.org, Apr. 7, 2010, <http://paidcontent.org/article/419-ipad-early-app-economy-games-dominant-news-makes-in-roads/> (last visited Apr. 18, 2010).

²⁴² CBS Mobile, <http://www.cbseymobile.com> (last visited Feb. 4, 2010).

²⁴³ See Jason Ankeny, *CBS Mobile Calls For User-Generated Video Submissions*, Fierce Mobile Content, Jan. 16, 2009, http://www.fiercemobilecontent.com/story/cbs-mobile-calls-user-generated-video-submissions/2009-01-16?utm_medium=rss&utm_source=rss&cmp-id=OTC-RSS-FMC0 (last visited Feb. 4, 2010) (CBS online and mobile properties are “inviting Americans to submit their videos and photos as part of a multi-platform project exploring the challenges facing the country as President-elect Barack Obama takes office.”).

now screens conveying news, information, and advertising – much of it locally-oriented – in building lobbies and elevators, taxicabs, truck stops, and other locales.²⁴⁴ These screens, along with mobile video applications, provide additional and alternative sources of information, adding to the diversity of voices available in local markets.

3. Tribune’s Los Angeles Combination Has Had, And Will Have, No Adverse Impact On Competition.

The Commission and the courts have long recognized that the NBCO Rule itself is not necessary to protect competition. In 2003, the Commission determined that most advertisers simply “do not view newspapers, television stations, and radio stations as close substitutes,”²⁴⁵ and that “at least for purchasers of advertising time,” newspapers, television and radio “make up distinct product markets.”²⁴⁶ Further, to the extent that any advertisers tend to substitute between media, the Commission found that newspaper/broadcast combinations continue to face competition from a number of separately-owned media outlets in their local markets.²⁴⁷ Accordingly, the FCC found that elimination of the ban could not “adversely affect competition in any product market.”²⁴⁸ No party directly challenged this aspect of the FCC’s 2003 Order,²⁴⁹

²⁴⁴ See, e.g., Out of Home Video Advertising Bureau, www.ovab.org (last visited Feb. 4, 2010); see also Out of Home Video Advertising Bureau, *Network Planning Guide*, <http://www.ovab.org/OVAB%20Network%20Planning%20Guide%20August.xls> (last visited Feb. 4, 2010) (providing information regarding various providers of out of home video screens).

²⁴⁵ 2003 Order, 18 FCC Rcd at 13,749 (¶ 332); see *id.* at 13,713 (¶ 243) (addressing the radio advertising market and stating that “[w]e conclude that advertisers do not view radio stations, newspapers, and television stations as substitutes”); see *Further Notice*, 21 FCC Rcd at 8844-45 (¶ 24).

²⁴⁶ 2003 Order, 18 FCC Rcd at 13,749 (¶ 332); see also 2008 Order, 23 FCC Rcd at 2032 (¶ 39 n.131).

²⁴⁷ 2003 Order, 18 FCC Rcd at 13,753 (¶ 340).

²⁴⁸ *Id.* at 13,749 (¶ 332); *Further Notice*, 21 FCC Rcd at 8844-45 (¶ 24).

²⁴⁹ *Prometheus*, 373 F.3d at 398 (noting objections only to “the localism and diversity components of the Commission’s rationale”).

and the Third Circuit expressly agreed with the agency's determination that "repealing the cross-ownership ban was necessary to promote competition."²⁵⁰ The Commission reaffirmed this conclusion in its *2008 Order*, stating that newspaper/broadcast combinations do not "adversely affect competition in any product market."²⁵¹

Even to the extent that competition concerns might be considered relevant to evaluating the instant transaction, an analysis of the concentration levels and revenue shares for broadcasters and newspaper publishers in the Los Angeles DMA demonstrates that common ownership of KTLA(TV) and the *LA Times* has not adversely affected, and will not adversely affect, competition among media outlets in that DMA. The HHI for traditional broadcast and newspaper media in Los Angeles is 967, more than 100 points lower than the top-10 market average of 1,097, and nearly 400 points lower than the national average of 1,359.²⁵² (The HHI is the metric utilized by the Federal Trade Commission and the Department of Justice (and otherwise widely accepted) as an appropriate measure of concentration.) An HHI of 967 is indicative of a market that is unconcentrated as defined by the Department of Justice's Merger Guidelines, is well below the 1,800 level that represents a "highly concentrated" market, and is even below the 1,000 level that represents a "moderately concentrated" market.²⁵³ Moreover, each segment of the traditional media in Los Angeles is highlighted by robust competition. The *LA Times* competes with *The Orange County Register*, *The Press-Enterprise*, the *Daily News*, and other dailies; KTLA(TV) competes with 22 other commercial television stations, including

²⁵⁰ *Id.* at 400-01; see *Further Notice*, 21 FCC Rcd at 8846 (¶ 28).

²⁵¹ 23 FCC Rcd at 2032 (¶ 39 n.131).

²⁵² BIA Report, at 11.

²⁵³ *See id.* at 10.

eight owned by the Big-four networks (ABC, NBC, CBS and Fox); and there are 161 full-power commercial radio stations competing throughout the market.

A number of factors further demonstrate that Tribune's common ownership of KTLA(TV) and the *LA Times* has not resulted in increased media concentration in the Los Angeles market. First, the level of concentration in the Los Angeles market has decreased since 2000, illustrated by a decline in the HHI from approximately 1,060 in 2000 to 967 in 2008.²⁵⁴ Second, over this same period, Tribune's share of advertising revenue among traditional media has decreased from 25.8% in 2000 to 20.6% in 2008, indicating that Tribune does not have market power.²⁵⁵ This wide distribution of revenues indicates a strongly competitive market.

In addition, the actual concentration level in the Los Angeles media market is much lower than is reflected by this HHI calculation, because this analysis was based only on competition among three traditional outlets – newspapers, television, and radio. It does not account for advertising revenue that flows to non-traditional media, including Yellow Pages, direct mail, out-of-home, local cable systems, online, Internet Yellow Pages, local magazines, mobile, and email marketing. Given the increasingly significant role played by non-traditional media, the Commission must take into account that the advent and ascendancy of these media have resulted in much greater competition. When this wider media marketplace is considered, the analysis demonstrates conclusively that concentration in the Los Angeles advertising market is and is likely to remain low. Findings from a recent study indicate that, as of August 2009, the use of digital media (including the Internet) by small and medium-sized businesses for

²⁵⁴ *See id.* at 13.

²⁵⁵ *See id.* at 8-9.

advertising surpassed their use of radio, newspaper, and television for the first time.²⁵⁶ The study shows that 77% of local businesses are using digital media for advertising, up from 73% a year ago, while the percentage using traditional media decreased from 74% last year to 69% this year.²⁵⁷ Further illustrating the prominent role played by non-traditional media generally, another study concluded that businesses of all sizes spent \$23.4 billion on Internet advertising in 2008 in the United States, more than was spent on radio, outdoor advertising, or Yellow Pages and about the same as was spent on consumer magazines.²⁵⁸ These trends in use away from traditional media (newspapers and radio and television stations) and toward new media are expected to continue. Indeed, estimates released earlier this year predict continued declines in spending on traditional media between 2009 and 2014 (compounded annual growth rate (“CAGR”) of -1.2%), while new spending on non-traditional media is expected to grow substantially (CAGR of 19.3%) over that same period.²⁵⁹

In the Los Angeles DMA, media other than the traditional media garnered a 52.4% share, or more than half, of total advertising revenues in 2008, with new media in particular (including online, Internet Yellow Pages, Mobile, and email marketing) earning a sizeable 7.0% share.²⁶⁰ When the wider media market is taken into consideration, Tribune’s share of advertising revenue

²⁵⁶ *Milestone: Local Online Tops Traditional*, INSIDE RADIO, available at <http://www.insideradio.com/Article.asp?id=1465446&spid=33231> (last visited Feb. 9, 2010).

²⁵⁷ *Id.*; see BIA/The Kelsey Group, *Penetration of Online Media Surpasses Traditional Media for First Time Among Small-Business Advertisers, According to BIA’s The Kelsey Group* (Aug. 20, 2009), available at <http://www.kelseygroup.com/press/pr090820.asp> (last visited Feb. 9, 2010).

²⁵⁸ BIA Report, at 14-15 (citing Hamilton Consultants, *Economic Value of the Advertising – Supported Internet Ecosystem*, June 10, 2009, available at http://www.iab.net/insights_research/530422/economicvalue (last visited Feb. 9, 2010)).

²⁵⁹ *Id.* at 18.

²⁶⁰ *Id.* at 19-20.

in the Los Angeles DMA was just 11.4% in 2008.²⁶¹ Accordingly, it is clear that Tribune's common ownership of KTLA(TV) and the *LA Times* has not had, and will not have, an adverse impact on advertising competition, even if such competition were deemed legally relevant to evaluating the instant transaction.

C. Separation Of The Commonly Owned Properties Would Have Adverse Public Interest Effects.

As shown above, permitting Tribune's Los Angeles combination to remain intact would serve the public interest in myriad ways without any diversity or competition-related concerns. By contrast, the forced divestiture of KTLA(TV) or the *LA Times* would have the opposite effect. As demonstrated below and in the second attached report of BIA ("BIA Separation Analysis"), the assumption that an alternative purchaser would be willing and able to acquire any of the properties subject to such a divestiture condition simply is untenable in today's highly challenging media marketplace.²⁶² Even assuming that such a purchaser could be found, there is no guarantee that such a new owner would have the resources or resolve to maintain the amount and caliber of local news, information, and other community services that are offered by each of Tribune's Los Angeles properties today.

The existence of a financially sound alternative buyer is a key premise underlying any assumption that compelled divestiture would conceivably serve the public interest. The supposition that such a buyer might exist for any media properties, including Tribune's Los Angeles properties, is unlikely under current marketplace realities. The meltdown of financial markets in the last two years has caused financial institutions to tighten loan qualifications

²⁶¹ *Id.* at 20.

²⁶² See Mark R. Fratrick, Ph.D., BIA Advisory Services, *An Analysis of the Effect on Diversity of Separation of Local Media Combinations*, at 2-3 (Feb. 22, 2010) ("BIA Separation Analysis") (Attachment 9 hereto).

substantially and dramatically decrease lending to consumers and businesses. The credit crunch has been particularly pronounced with respect to media properties, as several financial institutions recently have reduced or even eliminated their broadcast lending divisions.²⁶³ Thus, financing for businesses with an interest in acquiring broadcast and newspaper properties is not readily available as a result of the global economic crisis.²⁶⁴

In addition, any company seeking to acquire a newspaper or broadcast property in the near term would face highly unfavorable industry conditions. As explained in greater detail in the BIA Separation Analysis, local television stations are increasingly competing with other sources of video programming, including cable systems, DBS operators, and Internet video streaming.²⁶⁵ The resulting migration of broadcast television audiences to other media sources has led to a sharp drop in advertising sales.²⁶⁶ This decline has been exacerbated by the downturn in the economy, with both national and local advertisers significantly curtailing advertising expenditures.²⁶⁷ As a result, total television station revenues have been trending downward, with a staggering drop in their growth rate of 27.5% between 2007 and 2009 and a decrease in revenues of 22.4% in 2009 alone.²⁶⁸

The local daily newspaper industry has fared even worse in recent months. As discussed above and in the BIA Separation Analysis, daily newspapers are confronting intense and ever-

²⁶³ *Id.*

²⁶⁴ *Id.*

²⁶⁵ *Id.* at 7-8.

²⁶⁶ *Id.*

²⁶⁷ *Id.* at 9.

²⁶⁸ *Id.* at 8-9. Dr. Fratrick uses two-year revenue growth rates to even out the impact of federal political advertising in even-numbered years. *Id.* at 8.

increasing competition from new media sources, which has drained advertising revenues and depleted subscribership.²⁶⁹ Total annual advertising revenues for the newspaper industry decreased by 16.6% in 2008, and projections for newspaper advertising revenues show a further decrease of 11.5% in the compounded annual growth rate over the next five years.²⁷⁰ Indeed, in the first three quarters of 2009, these decreases accelerated. Total newspaper advertising for these three quarters fell to \$19.9 billion, a drop of 28.4% from the same period in 2008, and the print component of advertising dropped to \$17.9 billion (a 29.6% decline from the same period in 2008).²⁷¹

Given these market conditions, it is not surprising that the rate of sales for media properties is depressed. Media companies have been forced to file for bankruptcy or to shut down altogether as a result of severe financial hardship and the lack of interested buyers.²⁷² An examination of transaction activity for local media properties reveals a substantial decline in both the level of third-party interest in acquiring such properties and the value of properties sold.²⁷³ For example, in 2009, 76 full-power television stations were sold for a total value of \$715 million, which represents a 74.1% decrease in the number of stations sold and an 84.5% decrease in the value of those sales as compared to 2007.²⁷⁴ And, just 31 daily newspapers were sold in

²⁶⁹ See *id.* at 10-12; see also *supra* Sections II.C, III.B.1.b, III.B.2.

²⁷⁰ BIA Separation Analysis, at 12-13 (observing also that the print component of annual newspaper advertising decreased by nearly 18% in 2008).

²⁷¹ *Id.* at 12.

²⁷² See *id.* at 10-11, 13 (noting that a number of broadcast stations and newspapers recently filed for bankruptcy protection to maintain continued service, and that several newspapers have shut down their print editions after years of service to their local communities, while others have curtailed their production as part of cost saving measures); see also *supra* Section II.C.

²⁷³ BIA Separation Analysis, at 4-7, 13-14.

²⁷⁴ See *id.* at 5-6. These figures, furthermore, overstate the actual volume of transactions, because a large number of the transactions included stations owned by companies that have been

2009 for a total of \$183.7 million, compared to an average of nearly 68 daily newspapers sold per year for an average of approximately \$6.977 billion per year in each of the previous five years.²⁷⁵ The 2009 figures represent decreases of 54.4% in the number of newspaper sales and 97.4% in the total value of transactions as compared to the averages for the previous five years.²⁷⁶

Even assuming the existence of an interested buyer able to procure adequate financing to purchase one of Tribune's Los Angeles properties, it is improbable that such a buyer would have the resources to provide high-quality local programming and almost certain that it would not be able to match the amount and caliber of local service currently offered by Tribune. The high-quality local news and information and investigative reporting that Tribune's Los Angeles properties currently provide is extremely costly. To make ends meet, a growing number of publishers and broadcasters have had to cut back on local news coverage.²⁷⁷ In this environment, the synergies and cost efficiencies that can make such local service feasible are more critical than ever. As shown herein, cross-ownership of media properties produces extensive synergies.²⁷⁸

Given the dismal outlook for the local broadcast and newspaper industries in these economic

forced into bankruptcy or reorganizations. *See, e.g., id.* at nn.5 & 6; *PEJ 2010 State of the News Media Report*, Local TV, Summary Essay at 2, Ownership at 24-26, http://www.stateofthemedial.org/2010/printable_local_tv_chapter.htm (last visited Mar. 18, 2010) (noting that, although "[t]he market for local television stations was more active in 2009 than a year earlier[,] . . . most of this activity was due to bankruptcies and the availability of distressed properties at often below market value").

²⁷⁵ BIA Separation Analysis, at 13-14 (citation omitted); *see also PEJ 2010 State of the News Media Report*, Newspapers, Ownership at 34-36, http://www.stateofthemedial.org/2010/printable_newspaper_chapter.htm (last visited Mar. 18, 2010) (reporting that "[v]ery few papers of any size were sold in 2009, and for the few that did change hands there were typically some special circumstances," often bankruptcy).

²⁷⁶ BIA Separation Analysis, at 14.

²⁷⁷ *See supra* Section II.C.

²⁷⁸ *See supra* Section III.A.

times, such synergies can make the difference between the provision of high-quality local news and information and its absence.²⁷⁹

D. Waiver Of The NBCO Rule Is Plainly Justified Here, And Denial Of The Requested Relief Would Be Inconsistent With The Administrative Procedure Act And Unconstitutional.

As shown above and expanded upon below, waiver of the NBCO Rule is fully justified in this case and necessary to satisfy long-established principles of reasoned decision-making. Indeed, in these circumstances, denial of the requested relief not only would run counter to the positive presumption the agency is required to accord the Los Angeles combination, but also would violate the Administrative Procedure Act (“APA”) as well as both the First and Fifth Amendments to the Constitution.

First, the Commission has now twice expressly rejected an absolute ban; to apply it here would be arbitrary and capricious. As discussed above, based on abundant factual evidence regarding the benefits of common ownership and the tremendous diversity and competition among newspapers and other media properties (especially in the nation’s largest markets), the Commission has found on two prior occasions that a blanket NBCO ban does not serve the public interest.²⁸⁰ This finding has been affirmed by the Third Circuit.²⁸¹ Having also twice adopted changes to the NBCO Rule that would allow continued common ownership of Tribune’s Los Angeles combination, the Commission cannot now justify a contrary decision in this

²⁷⁹ The structure of the Los Angeles broadcast television market reflects this fact. In the Los Angeles DMA, KTLA(TV) competes with two duopolies that operate four of the seven English-language stations that provide news in the market. *See supra* Section III.B.1.a.

²⁸⁰ *See supra* Section II.A.3-4.

²⁸¹ *See id.*

proceeding.²⁸² The Supreme Court’s recent decision in *Fox Television Stations, Inc. v. FCC*²⁸³ confirms this conclusion. There, the Court held that an agency that departs from prior decisions must “provide a more detailed justification . . . when . . . its new policy rests upon factual findings that contradict those which underlay its prior policy.”²⁸⁴ The facts here are *more compelling* than those before the Commission when it made its prior changes to the NBCO Rule.

It also would be arbitrary and capricious to deny Reorganized Tribune a waiver to own KTLA(TV) and the *LA Times* when the television station could be owned in common with other television or radio stations (or other media properties, such as cable systems) in the market without the need for any waiver at all. At the time it adopted the original NBCO Rule, the Commission relied heavily on the fact that owners of television and radio stations also could not acquire a cross-ownership interest in another medium of mass communications in the same market,²⁸⁵ and the Supreme Court emphasized this “one-property-per-owner” regulatory regime in upholding the rule.²⁸⁶ But the Commission has since liberalized virtually all of its other broadcast ownership rules and their corresponding waiver policies in response to the same

²⁸² See, e.g., *Radio-Television News Directors Ass’n v. FCC*, 184 F.3d 872, 887 (D.C. Cir. 1999) (“RTNDA”); see also *Nat’l Broad. Co. v. United States*, 319 U.S. 190, 225 (1943) (“If time and changing circumstances reveal that the ‘public interest’ is not served by application of [a regulation], it must be assumed that the Commission will act in accordance with its statutory obligations.”).

²⁸³ 129 S. Ct. 1800 (2009).

²⁸⁴ *Id.* at 1811; see also *Wyeth v. Levine*, 129 S. Ct. 1187, 1203-04 (2009) (concluding that an agency statement that “represent[ed] a dramatic change in position” “does not merit deference” and “is entitled to no weight”).

²⁸⁵ *1975 Order*, 50 F.C.C.2d at 1050 (¶ 14).

²⁸⁶ *NCCB*, 436 U.S. at 801 (noting that the NBCO Rule “treat[s] newspaper owners in essentially the same fashion as other owners of the major media of mass communications”).

changes in the media marketplace that the FCC found warranted revision of the NBCO Rule.²⁸⁷

Nor can the agency rely on the Supreme Court’s decision, rendered more than 30 years ago, regarding the facial constitutionality of the NBCO Rule to justify its application here. “The mere fact that a rule is not unconstitutional does not therefore mean that its perpetuation is not arbitrary and capricious.”²⁸⁸ Simply put, a “thirty year old conclusion that . . . [a] challenged rule[] survive[s] First Amendment scrutiny” cannot justify its application “in the face of modern challenges to the rules’ consistency with the FCC’s regulatory mandate.”²⁸⁹

To say that there are “modern challenges to the” NBCO Rule’s contemporary validity is an understatement. The agency simply cannot, consistent with the APA, ignore the vast changes that have occurred in the media marketplace since 1975. These include not only the growth in the number of traditional media sources – newspapers and broadcast television and radio stations – but also the introduction and increase in popularity of cable and other MVPDs, mobile video, and perhaps most significantly, the Internet.²⁹⁰ Indeed, Congress recently recognized the importance of the Internet in facilitating diversity and civic discourse by instructing the Commission to develop a National Broadband Plan that would, among other things, include “a plan for the use of broadband infrastructure and services in advancing . . . civic participation,”

²⁸⁷ *E.g.*, *Review of the Comm’ns Regulations Governing Television Broad.*, Report and Order, 14 FCC Rcd 12,903, 12,932 (¶ 64), 12,947 (¶¶ 100-01) (1999) (“*Television Ownership Order*”) (relaxing the television duopoly rule and the prohibition on common ownership of radio and television stations (the “one-to-a-market rule”). *Cf. Comcast Corp. v. FCC*, 579 F.3d 1 (D.C. Cir. 2009) (vacating 30% cap on horizontal cable ownership based on the FCC’s failure adequately to consider competition to cable from DBS).

²⁸⁸ *RTNDA*, 184 F.3d at 882.

²⁸⁹ *Id.*

²⁹⁰ *See supra* Section III.B.

and the agency already has taken steps towards doing so.²⁹¹ On March 16, 2010, the FCC issued its report to Congress on the National Broadband Plan; several of its recommendations could significantly affect television broadcasting, including the proposed reallocation of portions of the present television broadcasting spectrum for non-broadcast mobile and wireless services, incentive spectrum auctions to encourage current spectrum holders to relinquish all or a portion of their current holdings, the imposition of user fees on spectrum holders, and rule changes to permit and encourage spectrum sharing and innovative uses of spectrum.²⁹² On April 8, 2010, the FCC released its proposed “action agenda” for implementing key recommendations of the National Broadband Plan that involve rulemakings.²⁹³

FCC Commissioners and high-ranking staff also have acknowledged the fundamental changes that new technologies, particularly the Internet, have brought about. For instance, Commissioner Clyburn recently explained that “[t]oday, thanks to an open Internet, a small community newspaper or a budding journalist essentially has the same distribution network as the *Washington Post* or the *Memphis Commercial Appeal*.”²⁹⁴ Commissioner Copps has similarly recognized that “[i]ncreasingly our national conversation, our source for news and information, our knowledge of one another, will depend upon the Internet.”²⁹⁵ And Blair Levin,

²⁹¹ 47 U.S.C. § 1305(k); see FCC, Public Notice, *Comment Sought on Moving Toward a Digital Democracy*, DA 09-2431 (rel. Nov. 17, 2009).

²⁹² FCC, CONNECTING AMERICA: THE NATIONAL BROADBAND PLAN (2009), available at <http://www.broadband.gov/plan/> (last visited Apr. 18, 2010).

²⁹³ FCC, Public Notice, *FCC Announces Broadband Action Agenda* (rel. Apr. 8, 2010).

²⁹⁴ Remarks of Mignon L. Clyburn at the Workshop on Speech, Democracy and the Open Internet (Dec. 15, 2009), available at http://hraunfoss.fcc.gov/edocs_public/attachmatch/DOC-295258A1.pdf (last visited Jan. 28, 2010).

²⁹⁵ Remarks of Commissioner Michael J. Copps at the Workshop on Speech, Democracy and the Open Internet (Dec. 15, 2009), available at http://hraunfoss.fcc.gov/edocs_public/attachmatch/DOC-295241A1.pdf (last visited Jan. 28, 2010).

Executive Director of the FCC’s Omnibus Broadband Initiative, explained that “[m]uch like the printing press allowed the power of information to diffuse from the hands of the elite few to the many, the Internet has allowed for the democratization of content,” and that even if we cannot “precisely predict our digital future we know that it leads to **more** . . . opportunities to communicate, more viewpoints, [and] more ideas.”²⁹⁶ It would be arbitrary and capricious for the Commission to ignore the dramatic impact on the manner in which people obtain news and information that the Internet has had in evaluating the instant request for waiver of the NBCO Rule, particularly given the agency’s and Congress’ recognition of the significance of the Internet in other contexts.²⁹⁷

²⁹⁶ *Wired for Social Justice*, Speech by Blair Levin, Executive Director, Omnibus Broadband Initiative, at the Minority Media and Telecommunications Council’s Broadband and Social Justice Summit (Jan. 22, 2010) (emphasis in original), *available at* http://hraunfoss.fcc.gov/edocs_public/attachmatch/DOC-295886A1.pdf (last visited Jan. 28, 2010). Another high-ranking government official with responsibility for the nation’s broadband policies has echoed these sentiments. *See The Internet: Evolving Responsibility for Preserving a First Amendment Miracle*, Remarks of Lawrence E. Strickling, Assistant Secretary of Commerce for Communications and Information, before The Media Institute (Feb. 24, 2010), *available at* http://www.ntia.doc.gov/presentations/2010/MediaInstitute_02242010.pdf (last visited Mar. 4, 2010) (recognizing that “[f]rom the very first encounter between our Constitution and the Internet, courts have recognized the Internet as an unprecedented gift to the First Amendment” and stating that “[t]he Internet, and particularly broadband Internet, are the central nervous system of our information economy and society”).

²⁹⁷ At the heart of the APA’s “reasoned decisionmaking” requirement is the need for an agency to “examine the relevant data and articulate a satisfactory explanation for its action including a ‘rational connection between the facts found and the choice made.’” *Motor Vehicle Mfrs.’ Ass’n of the U.S., Inc. v. State Farm Mut. Auto. Ins. Co.*, 463 U.S. 29, 43 (1989); *see also HBO, Inc. v. FCC*, 567 F.2d 9, 36 (D.C. Cir. 1977) (“[A] regulation perfectly reasonable and appropriate in the face of a given problem may be highly capricious if that problem does not exist.”); *Quincy Cable TV, Inc. v. FCC*, 768 F.2d 1434, 1463 (D.C. Cir. 1985) (“[T]he Commission has failed entirely to determine whether the evil the rules seek to correct is a real or merely a fanciful threat.”). Nor may the Commission take the Internet into account in its other proceedings, such as its broadband review, while ignoring it here. *Cf. Airline Pilots Ass’n v. FAA*, 3 F.3d 449, 453 (D.C. Cir. 1993) (striking down agency decision as “internally inconsistent and therefore unreasonable and impermissible under *Chevron*”); *General Chemical Corp. v. United States*, 817 F.2d 844, 855 (D.C. Cir. 1987) (finding agency decision arbitrary and capricious due to its “inconsistencies” and “failures of explanation”).

Strict application of an absolute ban on cross-ownership of newspapers and broadcast stations here, especially given the changes that have occurred over the last 30 years, also would violate the Constitution. The Due Process Clause of the Fifth Amendment includes an equal protection component,²⁹⁸ under which governmental actions that discriminate against constitutionally protected activities are subject to heightened scrutiny.²⁹⁹ Under the applicable standard, even content-neutral regulations that single out a medium must be “narrowly tailored” and “no greater than is essential to further” a “substantial” government interest.³⁰⁰ Application of the NBCO Rule to prohibit continued ownership of the longstanding Tribune combination in Los Angeles could not survive such heightened scrutiny because the Commission already has found that the NBCO Rule does *not* further the government’s interests in localism or diversity, and, in any case, an absolute ban clearly restricts more speech than is essential.

In addition, a refusal to waive the NBCO Rule to permit continued common ownership of the properties involved here would contravene the First Amendment. In light of current marketplace realities, the “scarcity rationale” which the Commission and the courts have used to justify applying a lesser degree of First Amendment scrutiny to broadcast speech regulations is

²⁹⁸ *Bolling v. Sharpe*, 347 U.S. 497, 499 (1954).

²⁹⁹ *Community-Serv. Broad. of Mid-America v. FCC*, 593 F.2d 1102, 1122 (D.C. Cir. 1978) (*en banc*) (stating that intermediate scrutiny applies in the equal protection context whenever “noncontent-based distinctions . . . affecting First Amendment rights” are drawn); *see also Carey v. Brown*, 447 U.S. 455, 461-62 (1980) (“When government regulation discriminates among speech-related activities in a public forum, the Equal Protection Clause mandates that the legislation be finely tailored to serve substantial state interests, and the justifications offered for any distinctions it draws must be carefully scrutinized.”); *Police Dep’t of City of Chicago v. Mosley*, 408 U.S. 92, 98-99 (1972) (“[J]ustifications for selective exclusions from a public forum must . . . be tailored to serve a substantial governmental interest.”).

³⁰⁰ *Turner Broad. Sys., Inc. v. FCC*, 512 U.S. 622, 662 (1994); *see also Minneapolis Star and Tribune Co. v. Minn. Comm’r of Revenue*, 460 U.S. 575, 585, 592-93 (1983) (finding such differential regulation “presumptively unconstitutional” and “plac[ing] a heavy burden on the [government] to justify its action”).

extremely questionable at best.³⁰¹ But even assuming that a minimal standard of constitutional scrutiny were appropriate, rigid application of the NBCO Rule to the Los Angeles combination would not be “reasonable.”³⁰² The FCC already has found, on the basis of an extensive record, that the NBCO Rule in its current form is no longer necessary, and that it actually results in *less* news and public affairs programming, determinations that the Third Circuit upheld. In the face of these conclusions, a contrary decision now would impermissibly interfere with Tribune’s First Amendment rights.

A refusal to grant the requested waiver of the NBCO Rule would violate Tribune’s First Amendment rights for three additional reasons as well. First, the NBCO Rule singles out particular speakers – newspaper publishers – restricting their speech alone, but such “differential treatment cannot be squared with the First Amendment.”³⁰³ Second, any decision to apply the NBCO Rule based on the idea that newspapers and/or broadcast stations remain particularly “important” sources of news and information would rely on a constitutionally impermissible

³⁰¹ *See, e.g., Tribune*, 133 F.3d at 68 (noting the presence – more than a decade ago – of “persuasive evidence that the scarcity rationale is no longer tenable”); *Comm’n Proceeding Regarding the Personal Attack and Political Editorial Rules*, Public Notice, Joint Statement of Commissioners Powell and Furchtgott-Roth, 13 FCC Rcd 21,901, 21,940 (1998) (noting that “the Commission has unequivocally repudiated spectrum scarcity as a factual matter”); *Syracuse Peace Council*, Memorandum Opinion and Order, 2 FCC Rcd 5043, 5053 (¶ 65) (1987) (concluding – more than two decades ago – that “the scarcity rationale . . . no longer justifies a different standard of First Amendment review for the electronic press”); *see also* John W. Berresford, *The Scarcity Rationale for Regulating Traditional Broadcasting: An Idea Whose Time Has Passed* (Mar. 2005) (FCC Media Bureau Staff Research Paper), available at http://hraunfoss.fcc.gov/edocs_public/attachmatch/DOC-257534A1.pdf (last visited Feb. 22, 2010).

³⁰² *NCCB*, 436 U.S. at 796-97.

³⁰³ *Citizens United v. Federal Election Comm’n*, 130 S. Ct. 876, 884 (2010); *see id.* at 898 (“Prohibited, too, are restrictions distinguishing among different speakers, allowing speech by some but not others. . . . Speech restrictions based on the identity of the speaker are all too often simply a means to control content.”).

evaluation of the particular speaker's identity.³⁰⁴ Third, application of the NBCO Rule would run afoul of Supreme Court precedent establishing that "the concept that the government may restrict the speech of some elements in our society in order to enhance the relative voice of others is wholly foreign to the First Amendment"³⁰⁵

E. Prompt Approval Of The Transaction, Including The Waiver Necessary To Permit Tribune's Los Angeles Combination To Remain Intact, Would Be Consistent With The FCC's Policy Of Affording Comity To The Bankruptcy Process.

1. The Commission Is Required To Reconcile Its Policies With Those Underlying The Bankruptcy Laws.

"[A]gencies should constantly be alert to determine whether their policies might conflict with other federal policies and whether such conflict can be minimized."³⁰⁶ In keeping with this directive, the Commission has recognized that it "is obliged to reconcile its policies under the Communications Act with the policies of other federal laws and statutes, including the bankruptcy laws in particular."³⁰⁷

The Commission has acknowledged this obligation in a variety of contexts. It has traditionally deferred to bankruptcy courts concerning a debtor's financial status.³⁰⁸ Moreover, on numerous occasions, the agency has made exceptions to its usual policies in the interest of

³⁰⁴ See *id.* at 905 (rejecting proposition that speech could be "limited based on a speaker's wealth" as a "necessary consequence of the premise that the First Amendment generally prohibits the suppression of political speech based on the speaker's identity"); see also *id.* at 883 ("[T]he Government may commit a constitutional wrong when it identifies certain preferred speakers.").

³⁰⁵ *Buckley v. Valeo*, 424 U.S. 1, 48-49 (1976) (citations omitted).

³⁰⁶ *LaRose v. FCC*, 494 F.2d 1145, 1146 n.2 (D.C. Cir. 1974) ("*LaRose*").

³⁰⁷ *Dale J. Parsons, Jr.*, Memorandum Opinion and Order, 10 FCC Rcd 2718, 2720 (¶ 11) (1995).

³⁰⁸ E.g., *Sam Jones, Jr.*, Memorandum Opinion and Order, 10 FCC Rcd 5330, 5341-42 (¶ 22) (1995).

comity with the bankruptcy process. For example, although the FCC normally prohibits the sale of a station when there are outstanding “character issues” concerning the seller, an exception has long been made in bankruptcy cases in the interest of accommodating innocent creditors.³⁰⁹

2. The Commission Has Previously Taken Comity Into Account In Granting Ownership Waivers, And Should Do So Here.

The FCC also has recognized that comity with the bankruptcy process is an important element in its consideration of requests for waivers of its ownership rules, and that it “maintains the flexibility to respond to situations in which application of the . . . rules would be contrary to other public interest concerns.”³¹⁰ Ownership waivers “provide[] the requisite ‘safety valve’ under these ‘special circumstances’ of a Debtor emerging from Chapter 11.”³¹¹

The Commission has taken comity into account in granting permanent waivers of its television duopoly and one-to-a-market rules and in applying its television satellite policies.³¹² For example, in *Fox Television Stations Inc.* (“*Fox/WNYW*”), the agency granted a request for a declaratory ruling that a permanent waiver of the NBCO rule was warranted.³¹³ This holding was based in significant part on comity considerations. In its ruling, the FCC recited the

³⁰⁹ *E.g.*, *Second Thursday Corp.*, Memorandum Opinion and Order, 22 F.C.C.2d 515, 515 (¶ 1) (1970).

³¹⁰ *Sam Jones, Jr.*, 10 FCC Rcd at 5341 (¶ 19).

³¹¹ *Telemundo Group, Inc.*, Memorandum Opinion and Order, 10 FCC Rcd 1104, 1106 (¶ 12) (1994) (citing *WAIT Radio v. FCC*, 418 F.2d 1153 (D.C. Cir. 1969)).

³¹² *E.g.*, *Telemundo, Inc. v. FCC*, 802 F.2d 513, 518 (D.C. Cir. 1986) (satellite); *HBK NV LLC*, Memorandum Opinion and Order, DA 10-416, 2010 FCC LEXIS 1581, at *9 n.11 (rel. Mar. 12, 2010) (satellite); *San Diego Television, Inc.*, Memorandum Opinion and Order, 11 FCC Rcd 14,689, 14,692 (¶ 11) (1996) (duopoly); *Dorothy J. Owens*, Memorandum Opinion and Order, 5 FCC Rcd 6615, 6615 (¶ 2) (1990) (one-to-a-market); *Channel 33, Inc.*, Memorandum Opinion and Order, 4 FCC Rcd 7674, 7679-80 (¶ 13) (1988) (duopoly).

³¹³ 8 FCC Rcd 5341 (granting a permanent waiver of the NBCO Rule to Fox to permit it to continue to hold the license for television station WNYW(TV) following the re-acquisition of the *New York Post* out of bankruptcy), *recon. den.*, 8 FCC Rcd 8744 (1993), *aff’d sub nom. Metro. Council of NAACP Branches v. FCC*, 46 F.3d 1154 (D.C. Cir. 1995).

objectives of the bankruptcy law – “equality of distribution among creditors, a fresh start for debtors, and the efficient and economical administration of cases”³¹⁴ – as well as the FCC’s obligation to “minimize, to the extent possible, any conflict between Commission policy and that of federal bankruptcy law.”³¹⁵ Thus, the Commission concluded:

[A] permanent waiver is an appropriate accommodation between communications-related policies and bankruptcy-related policies. In this regard, our decision will facilitate the task of the debtor, the creditors and the bankruptcy court by removing any uncertainties arising from the existence of our cross-ownership rule.³¹⁶

Grant of a waiver in this case will serve the same bankruptcy law objectives the FCC identified in *Fox*. The bankruptcy process will provide for equitable distribution among Tribune’s creditors; the company is obviously in need of a “fresh start;” and grant of a waiver will, by avoiding the complications and delays inherent in any separation of commonly owned and operated properties, facilitate “the efficient and economical administration” of the bankruptcy case. Accordingly, application of the Commission’s policy of comity warrants grant of the requested waiver.

3. A Waiver Would Merely Maintain The *Status Quo*, And There Is Even Greater Need Now – Given The Bankruptcy – To Preserve The Company’s Assets Intact.

The instant application does not propose creation of any new media combination, but rather requests only continuation of a combination that already exists. Given the current state of the television and newspaper industries, and the recent history of the Tribune combination at issue here, the company clearly needs the “fresh start” that the Commission has acknowledged is

³¹⁴ *Fox/WNYW*, 8 FCC Rcd at 5344 (¶ 15).

³¹⁵ *Id.* at 5349 (¶ 41) (citing *LaRose*).

³¹⁶ *Id.* (¶ 42).

a bankruptcy law objective that the FCC should take into account.³¹⁷ Grant of the requested waiver will help ensure that as Tribune emerges from bankruptcy, it will be positioned to maximize its prospects for success in an extremely difficult economic environment. Given the state of the media industry, any other outcome would be unlikely to result in anywhere near the same level of public service as Tribune's Los Angeles properties currently provide.

IV. REORGANIZED TRIBUNE IS ENTITLED TO A PERMANENT WAIVER OF THE NBCO RULE.

The continued common ownership of KTLA(TV) and the *LA Times* is entitled to a presumption that it serves the public interest under the *2008 Order*. The Los Angeles DMA is among the very largest of the top-20 DMAs, the cross-ownership here involves a single newspaper and a single television station not ranked among the top four stations in the DMA, and more than eight independent "major media voices" would remain in the DMA.³¹⁸ Thus, because it squarely meets each of the criteria for a positive presumption, Tribune's Los Angeles combination should be granted a permanent waiver. As discussed below, the waiver also should permit a subsequent sale of KTLA(TV) and the *LA Times* in tandem. This relief is plainly justified in this case given Tribune's bankruptcy status and the need to ensure comity with the bankruptcy process.³¹⁹

³¹⁷ *Id.* at 5353 (¶ 52).

³¹⁸ *2008 Order*, 23 FCC Rcd at 2040 (¶ 53). There are 21 independent owners of full-power commercial and non-commercial television stations and nine independent owners of daily newspapers, for a total of 30 independent "major media voices" in the Los Angeles market. *See supra* Sections III.B.1.a, III.B.1.c; BIA Report, at 21; *id.* at Appendices B-1, D.

³¹⁹ Although Reorganized Tribune is entitled to a presumption in favor of common ownership in the Los Angeles DMA, the facts herein demonstrate conclusively that grant of a permanent waiver also is fully consistent with the policy objectives reflected in the four factors enumerated in the *2008 Order*. *See supra* Section II.A.4; *2008 Order*, 23 FCC Rcd at 2049 (¶ 68).

In addition, continued ownership of KTLA(TV) and the *LA Times* would independently be presumed in the public interest under the *2008 Order* based on application of the “failed” property test.³²⁰ Under the relevant FCC standard, a property is “failed” if the licensee or newspaper owner is a debtor in an involuntary bankruptcy or insolvency proceeding at the time of the application, no out-of-market entity is reasonably available to operate the property, and a sale to another buyer would result in an artificially depressed price.³²¹ When the FCC enacted this standard, it required the bankruptcy to be involuntary only because the agency was concerned that licensees might file for bankruptcy for the sole reason of qualifying for a waiver.³²² Here, there is no plausible argument that Tribune and most of its subsidiaries initiated bankruptcy proceedings as an end run around the FCC’s ownership restrictions. Instead, the instant bankruptcy is a *bona fide* effort by a major media company in significant financial distress to restructure and thereby put itself in a position to emerge from bankruptcy as a viable entity, able to continue serving the public interest. Indeed, as a result of declining revenues and the resultant inability to service outstanding debt obligations, Tribune and all of its broadcasting and newspaper subsidiaries – including KTLA-DIP and the publisher of the *LA Times* – filed for bankruptcy in December 2008. Tribune’s subsidiaries, including KTLA-DIP, are jointly and severally liable for approximately \$10.2 billion of Tribune’s indebtedness as guarantors under various credit agreements. That liability, if presently allocated among the guarantors, would consume all of the value of the subsidiaries. In these circumstances, strict application of the FCC requirement that a bankruptcy be involuntary in order to justify a “failed” property waiver is not

³²⁰ *2008 Order*, 23 FCC Rcd at 2047-48 (¶ 65).

³²¹ *See* 47 C.F.R. § 73.3555, Note 7.

³²² *See Review of the Comm’ns Regulations Governing Television Broad.*, 14 FCC Rcd 12,903, 12,937-938 (¶ 76) (1999).

reasonable or justified. Accordingly, the FCC should find that Tribune's Los Angeles properties substantially comply with the bankruptcy-related portion of the "failed" property standard. As set forth above, due largely to the economic conditions of the newspaper and broadcast industries, it is also unreasonable to assume that Tribune could locate a buyer for any of the properties involved at other than an artificially depressed price.³²³

Furthermore, even if the Commission were to determine, based on developments in the Third Circuit proceedings, a subsequent decision by the agency, or for any other reason, that the standards adopted by the Commission in 2008 are not applicable here, KTLA(TV) and the *LA Times* would be entitled to permanent relief under prior waiver standards. The waiver test articulated when the Commission adopted the NBCO Rule in 1975 provides that a permanent waiver is appropriate when "*for whatever reason*, the purposes of the rule would be disserved by divestiture," and those purposes "would be better served by continuation of the current ownership pattern."³²⁴ Given today's highly diverse and competitive marketplace and the extensive contributions that Tribune's Los Angeles properties have continued to make, reasoned decision-making requires grant of a permanent waiver of the NBCO Rule that would permit continued common ownership of KTLA(TV) and the *LA Times*.

The case for a permanent waiver of the NBCO Rule here is at least as compelling as the other situations in which the agency has issued such relief. Most recently, in conjunction with the *2008 Order*, the Commission granted permanent waivers to Gannett Co. Inc.'s combination of KPNX-TV and *The Arizona Republic* in Phoenix (the 12th-ranked DMA) and Media

³²³ See *supra* Sections II.C, III.C.

³²⁴ *1975 Order*, 50 F.C.C.2d at 1085 (¶ 119) (emphasis added); see *supra* note 12; *Fox/WNYW*, 8 FCC Rcd at 5348 (¶ 39) (describing the fourth "public interest" waiver criterion articulated in 1975 as "a catch-all provision" and as a "waiver category [that] countenances a myriad of arguments pertinent to the exigencies of a particular situation....").

General's TV/newspaper combinations in four markets, each of which is much smaller than Los Angeles: (1) the Tri-Cities, Tennessee/Virginia DMA (the 91st-ranked DMA at the time); (2) Myrtle Beach-Florence, South Carolina (the 103rd-ranked DMA at the time); (3) Columbus, Georgia (the 128th-ranked DMA); and (4) Panama City, Florida (the 154th-ranked DMA at the time).³²⁵ The agency found that a permanent waiver in each of these situations was justified

in light of the synergies that have already been achieved from the newspaper/broadcast station combination, the new services provided to local communities by the combination, the harms . . . associated with required divestitures, the prolonged period of uncertainty surrounding the status of the newspaper/broadcast cross-ownership ban, and the length of time that the waiver request has been pending.³²⁶

As demonstrated in detail above, these factors are just as relevant and pressing with respect to Tribune's Los Angeles combination, and the public interest benefits the Tribune properties provide generally serve a much larger population. It has been shown at length herein that these properties already have achieved important synergies, through cross-ownership, that have produced high-quality local news and community services that otherwise would not have been feasible. Moreover, given that the Los Angeles combination has been commonly owned for nearly a decade, it goes without saying that forced divestiture would cause significant disruption to the properties involved as well as their respective audiences. And, of course, the uncertainty surrounding the NBCO Rule has become even more "prolonged" since the agency issued its *2008 Order*.

In addition, the Commission concluded in November 2007 – more than two years ago – that Tribune's Chicago properties were entitled to a permanent waiver under the 1975 waiver

³²⁵ *2008 Order*, 23 FCC Rcd at 2055-56 nn. 252-56 (¶ 77).

³²⁶ *Id.* at 2055 (¶ 77) (internal citation omitted).

standard.³²⁷ In so doing, the agency appropriately recognized, among other things, the integrated nature of the combination, the incredibly diverse and competitive makeup of the Chicago media market, and the extensive public interest benefits that had resulted from cross-ownership.³²⁸ Both the factual underpinnings and the reasoning that formed the basis for the FCC's prior decision to grant a permanent waiver to the Chicago combination are equally, if not more, valid today when applied to Tribune's Los Angeles cross-owned interests. Los Angeles, as the second-largest DMA in the country, was at the time of the agency's 2007 decision even more competitive than Chicago, the third-ranked market. Since the agency's November 2007 decision, the Los Angeles media marketplace has remained abundantly diverse and competitive.³²⁹ Certainly, there would be no credible basis for finding that Los Angeles today is less diverse or competitive than the Chicago market was in 2007. Similarly, it is no less true today in Los Angeles than it was in 2007 in Chicago that combined ownership of KTLA(TV) and the *LA Times* fosters the delivery of high-caliber in-depth local news, public affairs, and community service to the market.³³⁰

Notably, what *has* changed since the FCC's 2007 decision is the state of the U.S. economy in general, and the increasingly poor financial condition of the newspaper and broadcast industries in particular, which have deteriorated significantly over the last few years, especially in 2009. The declines in both the newspaper and broadcast industries have been exacerbated by the greater usage of alternatives to traditional media and the resulting increase in competition for audiences and advertising revenues. As explained above, both the newspaper

³²⁷ See *Shareholders of Tribune Co.*, 22 FCC Rcd at 21,277-78 (¶ 34).

³²⁸ *Id.*

³²⁹ See *supra* Section III.B.

³³⁰ See *supra* Section III.A.

and broadcast industries experienced severe downturns in 2008, circumstances which ultimately led Tribune to declare bankruptcy in December 2008; in 2009 Tribune's revenues from publishing, broadcasting, and entertainment were down substantially as compared to the company's 2008 performance.³³¹ Because these developments unequivocally strengthen the case for avoiding any unnecessary disruption to these properties and therefore for permitting the Los Angeles combination to remain in place, reasoned decision-making must lead the Commission to conclude that a permanent waiver is appropriate.

A permanent waiver in Los Angeles also would be consistent with the Commission's earlier decisions to afford permanent relief from the NBCO Rule. For example, as noted above, in *Fox/WNYW*, the agency granted a permanent waiver to Fox in 1993 to allow the joint ownership of the *New York Post* and WNYW(TV) based on the struggling financial condition of the *Post* and "the wide array of voices in New York City."³³² Like Tribune today, the *Post* was in Chapter 11 bankruptcy at the time, and the paper's insolvent status was a key consideration in the agency's decision.³³³ Indeed, the Commission highlighted in its decision the federal courts' recognition that "[f]rom the outset of the cross-ownership rules," the FCC "has made clear that, where [its] rules operated as an impediment to the survival of newspapers, that factor was an appropriate circumstance for waiver."³³⁴ Similarly, in *Field Communications Corporation*, the agency in 1977 granted a permanent waiver to permit the cross-ownership of distressed Chicago

³³¹ Despite these economic conditions, Tribune has continued to invest in local news. *See id.*

³³² 8 FCC Rcd at 5349-51 (¶¶ 41-48).

³³³ *Id.* at 5349-50 (¶¶ 42-43).

³³⁴ *Id.* at 5350 (¶ 44) (citing *Health & Med. Policy Research Group v. FCC*, 807 F.2d 1038, 1045 (D.C. Cir. 1987)).

television station WFLD-TV with two Chicago daily newspapers.³³⁵ It is indisputable that the Los Angeles DMA today enjoys far higher levels of overall media diversity and competition than the Chicago market did more than three decades ago when the Commission reached these conclusions. For that matter, today's Los Angeles market certainly is more media-rich and diverse than the New York DMA was in 1993, when the Commission first granted the *Fox/WNYW* permanent waiver.

Moreover, Reorganized KTLA's request for a permanent waiver must be viewed in conjunction with the current posture of the NBCO Rule. As noted above, the agency twice has ruled in the past seven years that a flat prohibition on newspaper/broadcast cross-ownership no longer serves – and in fact is inimical to – the public interest, a determination that has been affirmed by the Third Circuit.³³⁶ The consistent rejections of the flat ban by both the Commission and the courts plainly necessitate a more open and flexible approach to permanent waivers. This must be the case particularly in the nation's largest and most diverse media markets, such as Los Angeles. In this market, there are thousands of media options available to local consumers, the marketplace has grown exponentially since the cross-ownership ban initially was put in place, and any conceivable threat to diversity and competition from cross-

³³⁵ *Field Commc'ns Corp.*, 65 F.C.C.2d 959 (1977). In two other cases, *Kortes Communications Inc.*, 15 FCC Rcd 11,846 (2000), and *Columbia Montour Broadcasting Co., Inc.*, 13 FCC Rcd 13,007 (1998), the FCC granted permanent newspaper/radio waivers. In both cases, the FCC noted the financial difficulties facing at least one of the properties involved. In *Kortes Communications*, the FCC emphasized the licensee's "dire financial situation" and found that a permanent waiver would allow the buyer to be able to "infuse needed resources" into station operations. 15 FCC Rcd at 11,853-56 (¶¶ 20, 26). In *Columbia Montour*, the Commission considered the declining revenues, increasing operating losses, and "financially troubled" nature of the subject radio station. 13 FCC Rcd at 13,013-14 (¶¶ 20, 22). Moreover, both of these cases involved DMAs that were considerably smaller than Los Angeles. The properties involved in *Kortes Communications* were located in Greenville, Michigan, which is part of the Grand Rapids-Kalamazoo-Battle Creek, MI DMA, which is ranked 41st. In *Columbia Montour*, the newspaper and radio station were located in Bloomsburg, Pennsylvania, which is part of the 54th-ranked Wilkes Barre-Scranton, PA DMA.

³³⁶ See *supra* Sections II.A.3-4.

ownership is *de minimis* at best. As the agency repeatedly has acknowledged, it is self-evident that newspaper/broadcast cross-ownership raises few, if any, public interest concerns in such markets.³³⁷

Furthermore, with both newspaper publishers and broadcasters facing extraordinary competitive and financial challenges and with many properties struggling – and in many cases even failing – to survive, it is critically important for the agency to take a reasonable approach to permanent waiver requests. In a March 2009 letter to Attorney General Eric Holder, U.S. House of Representatives Speaker Nancy Pelosi urged that the traditional regulatory approach to newspaper publishers must be adjusted in light of the troubling condition of the industry. In order to “ensure that our policies enable our news organizations to survive and to engage in the news gathering and analysis that the American people expect,” Speaker Pelosi advised that the Department of Justice, in assessing the competition newspapers face, must begin to take into appropriate account “not only the number of daily and weekly newspapers . . . , but also the other sources of news and advertising outlets available in the electronic and digital age, so that the conclusions reached reflect current market realities.”³³⁸ As Commissioner Copps recently

³³⁷ See *2008 Order*, 23 FCC Rcd at 2021-22 (¶¶ 16-19), 2039 (¶ 49) (noting the *Prometheus* Court’s acknowledgment that a complete ban was unnecessary to preserve diversity, and finding “that the largest markets contain a robust number of diverse media sources and that the diversity of viewpoints would not be jeopardized by certain newspaper/broadcast combinations” in such markets); *2003 Order*, 18 FCC Rcd at 13,804-06 (¶¶ 473, 480) (defining “at-risk” markets as those where diversity concerns from cross-ownership are the highest, and distinguishing “larger markets” where there are “robust media cultures” and no diversity concerns from cross-media ownership).

³³⁸ See *supra* note 96.

reminded, “[e]ven with all the promise of new media, we need to remember that without content, there is nothing to aggregate. . . .”³³⁹

A similar reassessment and more flexible approach is called for with respect to the FCC’s application of the NBCO Rule. The agency must recognize that these challenges have forced many newspaper publishers and broadcasters, including Tribune, into bankruptcy, and should apply the NBCO Rule in a manner that ensures comity with the bankruptcy process. In addition to considering the current state of the media marketplace, the Commission must weigh the fact that the cross-ownership ban now has been in limbo for more than a decade and acknowledge the acute need for the regulatory certainty necessary for newspaper and broadcast companies to move forward with long-term business plans.³⁴⁰ In this unique situation, denial of a waiver would be pointless and punitive. Further, the permanent waiver Reorganized Tribune seeks would permit a subsequent sale of those properties in tandem following the company’s emergence from bankruptcy. With the financial challenges confronting newspaper companies and broadcasters, such a sale would serve the public interest in a number of ways. A Reorganized Tribune, struggling to emerge successfully from bankruptcy, may be faced with the need to sell assets in one of its cross-owned markets, in circumstances in which it is only possible to sell properties in tandem. A combination sale would preserve and maximize asset value in such a situation. Such relief is fully justified in this case given the Commission’s prior

³³⁹ FCC, News Release, *Commissioner Michael J. Copps on the FCC Launch of Initiative to Examine the Future of Media and Information Needs of Communities in a Digital Age* (rel. Jan. 21, 2010).

³⁴⁰ Under long-established principles of administrative law, the Commission must give all waiver requests a “hard look” and thereby ensure the “existence of a safety valve procedure for consideration of an application for exemption based on special circumstances.” *WAIT Radio v. FCC*, 418 F.2d 1153, 1157 (D.C. Cir. 1969). An approach that will permit waivers only in very limited circumstances and fails to closely examine the diversity, competition, and localism considerations specific to each waiver request does not fulfill this requirement.

findings, the exigencies of Tribune’s bankruptcy status, and the need for the FCC to ensure comity with the bankruptcy process.

V. AT A MINIMUM, REORGANIZED TRIBUNE SHOULD RECEIVE A TEMPORARY WAIVER OF THE NBCO RULE PENDING THE OUTCOME OF PROCEEDINGS TO REVISE THE RULE.

In the event that the Commission finds, despite Tribune’s entitlement to a presumption in favor of cross-ownership and the overwhelming evidence provided above, that a permanent waiver is not warranted here, it should grant – at a minimum – a temporary waiver of the NBCO Rule until 18 months after the pending proceedings to revise the NBCO Rule become final. The *2008 Order* regarding the NBCO rule remains under review in the United States Court of Appeals for the Third Circuit, and the FCC has stated its intention to reevaluate the rule as part of the 2010 Quadrennial Review, which it has already commenced.³⁴¹ Each of these proceedings is a continuation of the “protracted proceedings” that began with the Commission’s promise to reexamine the rule over 14 years ago. Waiver is appropriate for a period of 18 months following completion of these proceedings. Such limited relief is more than justified here, in view of the difficult economic conditions facing the newspaper and broadcast industries in general and Tribune in particular, and the need to ensure comity with the bankruptcy process.

More than eleven years ago, the Commission in its first biennial review – while calling for initiation of a proceeding to re-examine the rule – recognized that it retained “both the right and obligation” to review any request for conditional waiver of the NBCO Rule pending a rulemaking “based on the specific facts in a particular case.”³⁴² At that time, the Commission

³⁴¹ FCC, Response to the Court’s Order of November 4, 2009, *Prometheus Radio Project v. FCC*, *supra* note 59; *see also* 2010 Quadrennial Review Public Notice, *supra* note 61.

³⁴² 1998 Biennial Regulatory Review, Notice of Inquiry, 13 FCC Rcd 11,276, 11,294 (¶ 57) (1998) (“1998 Biennial Review NOP”); *see WAIT Radio*, 418 F.2d at 1157 (requiring the Commission to give waiver requests a “hard look”).

stated emphatically that “[w]hat is important is whether the public interest would be served by [the] grant of a waiver.”³⁴³ The agency recognized that it had granted temporary waivers pending proceedings examining some of the ownership rules at issue, including the television duopoly restriction.³⁴⁴ As the agency envisioned, waiver is most likely to be appropriate “where protracted rulemaking proceedings are involved and where a substantial record exists on which to base a preliminary inclination to relax or eliminate a rule.”³⁴⁵ The FCC indicated that its precedent supported granting such temporary waivers when the “Commission concludes that the application before it falls within the scope of the proposals in the proceeding, and a grant of an interim waiver would be consistent with the goals of competition and diversity.”³⁴⁶ This is just such a case.

As explained below, the instant application proposes in the alternative a temporary waiver that is grounded on the precise bases anticipated by the Commission at the end of the last century. Indeed, we are now in the second decade of “protracted . . . proceedings” in which there is a “substantial record . . . on which to base a preliminary inclination to relax or eliminate” the NBCO Rule. Moreover, in this case, the Commission *already has concluded* that the blanket ban on cross-ownership cannot stand because newspaper/broadcast combinations (1) do not adversely affect competition in the market, (2) promote the public interest by delivering more and better local coverage of news and public affairs, and (3) do not pose a widespread threat to

³⁴³ *1998 Biennial Review NOI*, 13 FCC Rcd at 11,294-95 (¶ 57).

³⁴⁴ *Id.* at 11,294 & n.87 (¶ 56) (citing *Review of the Comm’ns Regulations Governing Television Broad.*, Second Further Notice of Proposed Rulemaking, 11 FCC Rcd 21,655, 21,681 (¶¶ 56-58) (1996) (Commission states that granting waivers satisfying the proposed standard would not adversely affect its competition and diversity goals in the interim)).

³⁴⁵ *Id.* at 11,294 (¶ 56).

³⁴⁶ *Id.*

diversity of viewpoint or programming.³⁴⁷ Those findings have been affirmed by the Third Circuit, and the agency has confirmed them yet again on remand.³⁴⁸

Continued common ownership of the Los Angeles combination falls within the scope of the proposals at issue in the pending proceedings reviewing and reevaluating the NBCO Rule, as well as the cross-media limits adopted in 2003. Moreover, in light of the competitiveness of the Los Angeles market and the abundant public interest benefits that the combination has delivered to local residents in the nearly a decade that it has been in existence, a temporary waiver would be fully consistent with the Commission’s diversity, localism, and competition goals. Finally, a temporary waiver pending the outcome of proceedings to revise the NBCO Rule is independently appropriate under the standard adopted with the NBCO Rule in 1975. Here, the “purposes of the rule would be disserved by divestiture” and in fact “would be better served by continuation of the current ownership pattern,”³⁴⁹ for the temporary period requested herein, if not permanently.³⁵⁰

A. A Substantial Record Exists In Protracted Proceedings.

The “protracted” nature of proceedings regarding the NBCO Rule is incontrovertible, as is the fact that those proceedings have given rise to “a substantial record . . . on which to base a preliminary inclination to relax or eliminate” it. The FCC committed to revise the NBCO Rule over 14 years ago and has initiated numerous proceedings in which a voluminous record – consisting of an unprecedented amount of public comment and data – has been amassed. Indeed, almost seven years ago, the Commission in its *2003 Order* adopted findings that resulted in its

³⁴⁷ See *supra* Section II.A.3.

³⁴⁸ See *supra* Section II.A.4

³⁴⁹ *1975 Order*, 50 F.C.C.2d at 1085 (¶ 119).

³⁵⁰ See *supra* Section IV.

elimination of the NBCO Rule. Those findings were based on two years of proceedings that included at least four rounds of comments and multiple studies and hearings, and were upheld by the Third Circuit.³⁵¹ In the *2008 Order*, the agency found no reason to depart from its prior conclusions, noting specifically that the Third Circuit had upheld them³⁵² and again finding that a blanket ban on newspaper/broadcast cross-ownership is not necessary to protect competition, localism or diversity and, to the contrary, affirmatively disserves the public interest.³⁵³

Thus, *on two separate occasions*, on the basis of exhaustive inquiry, review of hundreds of thousands of public comments, multiple public hearings, and numerous empirical studies, the FCC has found that significant competitive and technological changes in the media marketplace warrant elimination of the absolute ban on cross-ownership. It would be arbitrary and capricious for the Commission, in the context of the instant waiver request, to contradict the conclusions it reached in these rulemaking proceedings, especially those factual findings that were upheld by the Third Circuit.³⁵⁴ The Third Circuit's review of the Commission's *2008 Order* – itself the result of remand of the *2003 Order* – remains pending, and the 2010 Quadrennial Review is the latest in this tortured string of proceedings considering relaxation or elimination of the rule.

The extensive nature of the proceedings involving the NBCO Rule, in which Tribune has sought and the Commission has promised appropriate relief for more than a decade, is obvious:

- Almost a decade and a half ago, in several adjudications, the FCC committed to commence a rulemaking regarding the NBCO Rule, with all Commissioners recognizing the public interest in relaxation of the rule.

³⁵¹ See *supra* Section II.A.3.

³⁵² E.g., *2008 Order*, 23 FCC Rcd at 2020-21 (¶ 16), 2021 (¶ 18), 2038 (¶ 47).

³⁵³ See *supra* Section II.A.4.

³⁵⁴ See *supra* Section III.D.

- Over 13 years ago, the Commission initiated a proceeding seeking comment on modifications to its newspaper/radio cross-ownership policy.
- More than nine years ago, the agency committed in its *1998 Biennial Regulatory Review* to initiate a proceeding to revise the NBCO Rule in its entirety.
- In releasing its *2000 Biennial Regulatory Review*, the Commission confirmed this conclusion and, in 2001, issued a Notice of Proposed Rulemaking to achieve this result.
- In 2003, the Commission, after extended proceedings, including multiple rounds of comments, studies and hearings, made detailed findings that supported its conclusion that the NBCO Rule was no longer justifiable, and repealed the rule, replacing it with specific cross-media limits that would permit continued common ownership of KTLA(TV) and the *LA Times*.
- In 2004, the Third Circuit affirmed the portion of the FCC’s *2003 Order* finding that the blanket ban should be repealed but remanded the proposed new rules for further support or amendment.
- In 2008, the Commission reaffirmed the conclusions reached in the *2003 Order*, again finding that the NBCO Rule in its current form does not serve the public interest, and adopted liberalized waiver standards that presumptively allow certain cross-ownerships in the nation’s largest markets, permit others under particular circumstances, and entitle all other proposed combinations to evaluation under a four-part test.³⁵⁵
- The Commission has now begun holding workshops in connection with the 2010 Quadrennial Review, and has indicated that it intends to address the pending petition for reconsideration of the *2008 Order* in the context of this upcoming proceeding.³⁵⁶

The present case therefore is the quintessential example of the “protracted rulemaking proceeding” that the agency envisioned as warranting temporary waiver relief for applicants.³⁵⁷

³⁵⁵ See *supra* Section II.A.4.

³⁵⁶ See *supra* Section II.A.5.

³⁵⁷ *1998 Biennial Review NOI*, 13 FCC Rcd at 11,294 (¶ 56). By contrast, the situation presented here is nothing like the situation in which the Commission wished to avoid such interim relief based solely on the pendency (or impending commencement) of a quadrennial review.

B. The Request For Waiver Is Within The Scope Of The Proposals In The Proceedings.

The instant request for waiver also falls squarely within the scope of the rules that have been proposed and, indeed, adopted in these protracted proceedings and that remain under judicial review and agency review and reevaluation. As demonstrated above, the Los Angeles combination is presumptively permissible under the standards set forth in the *2008 Order*.³⁵⁸ In addition, the combination would have been legally permissible under the cross-media limits that were adopted in 2003. In the *2003 Order*, the FCC eliminated any newspaper/broadcast cross-ownership restrictions in large markets with at least nine broadcast television stations, concluding that a single entity should be able to own any combination of properties in these markets so long as the combinations comply with the local TV ownership rule and local radio ownership rule.³⁵⁹ The Los Angeles DMA, with 27 full power television stations,³⁶⁰ fits within this category, and common ownership of KTLA(TV) and the *LA Times* would thus have been permitted under the *2003 Order*.

Because the continued common ownership of Tribune's Los Angeles combination is permissible under both the *2008 Order* and the *2003 Order*, the instant request for waiver falls within the scope of the proposals in the pending proceedings – both judicial and administrative – to revise the NBCO Rule. Particularly, in view of the ongoing protracted proceedings, it would be arbitrary and capricious, inequitable, inconsistent with the FCC's recognition that it must afford comity to the bankruptcy process, and counterproductive to the public interest to disrupt the continued common ownership of KTLA(TV) and the *LA Times*.

³⁵⁸ See *supra* Section IV.

³⁵⁹ *2003 Order*, 18 FCC Rcd at 13,802 (¶¶ 463-64), 13,804-06 (¶¶ 472-80).

³⁶⁰ See *supra* Section III.B.1.a.

C. Grant Of An Interim Waiver Would Be Consistent With The Commission's Goals Of Diversity, Localism, And Competition.

As demonstrated above and in the appendices to this waiver request, Los Angeles residents benefit from abundant media diversity, and Tribune's cross-ownership of KTLA(TV) and the *LA Times* has fostered the delivery of high-caliber local news, public affairs, and community service to the Los Angeles community.³⁶¹ In addition, although the Commission has determined that the NBCO Rule cannot be justified based on competition concerns, it is clear that continued common ownership of KTLA(TV) and the *LA Times* will not have any adverse effect on competition in the market.³⁶² Further, because this transaction involves the transfer of an *existing* combination, allowing continued cross-ownership will not have any impact on outlet diversity or concentration levels in the market. Indeed, the Commission has allowed the intact transfer of numerous existing media combinations in recognition of this fact.³⁶³

³⁶¹ See *supra* Sections III.A-B.

³⁶² See *supra* Section III.B.3.

³⁶³ See, e.g., *AMFM, Inc.*, Memorandum Opinion and Order, 15 FCC Rcd 16,062, 16,069 (¶ 15) (2000) (transfer of an existing combination "do[es] not increase the combined advertising revenue shares of ... existing groups or result in increased levels of ownership concentration"); *EWS News Corp.*, Memorandum Opinion and Order, 12 FCC Rcd 20,243, 20,247 (¶ 15) (1997) (awarding waiver and stating that "since grant of this application will preserve an existing combination, we do not believe that continued joint ownership of the stations will decrease the level of diversity and competition in the market"); see also *Solar Broad. Co.*, Memorandum Opinion and Order, 17 FCC Rcd 5467, 5475 (¶ 24) (2002); *Jacor Commc'ns, Inc.*, Memorandum Opinion and Order, 14 FCC Rcd 6867, 6905-06 (¶ 62) (1999); *Am. Radio Sys. Corp.*, Memorandum Opinion and Order, 13 FCC Rcd 12,430, 12,437-48 (¶ 11), 12,442-43 (¶¶ 25-26) (1998); *Houston H. Harte*, Memorandum Opinion and Order, 12 FCC Rcd 13,418, 13,422-23 (¶ 16) (1997); *Paso Del Norte Broad. Corp.*, Memorandum Opinion and Order, 12 FCC Rcd 6876, 6882 (¶¶ 13-14) (1997); *River City License P'ship*, Memorandum Opinion and Order, 12 FCC Rcd 4993, 4997-98 (¶ 13) (1997); *Kelso Partners IV, L.P.*, Memorandum Opinion and Order, 11 FCC Rcd 8764, 8768-69 (¶ 11) (1996) (same). *Accord United States Department of Justice and Federal Trade Commission Horizontal Merger Guidelines*, 57 Fed. Reg. 41,552 (1992), revised, 4 Trade Reg. Rep. (CCH) ¶ 13104 (Apr. 8, 1997) (stating that transfers that do not increase ownership concentration are "unlikely to have adverse competitive consequences and ordinarily require no further analysis").

At an absolute minimum, a waiver pending the outcome of the pending proceedings to revise the NBCO Rule is appropriate here because continued common ownership falls within the scope of the standards that have been proposed and adopted by the Commission and are subject to further review and reevaluation; localism would continue to be enhanced; and no diminution in diversity or harm to competition is likely to occur.³⁶⁴ This is true whether the request is judged under the standard for an interim waiver pending a rulemaking, the waiver standards adopted in the *2008 Order* or the fourth “public interest” criterion for a waiver of the NBCO Rule under the 1975 standard – where, “*for whatever reason*, the purposes of the rule would be disserved.”³⁶⁵ Indeed, as discussed above the Commission granted *permanent* waivers of the NBCO Rule under the 1975 standard for common ownership of a newspaper and one or more broadcast stations in markets that were marked, at the time, by a level of media diversity comparable to that present in the Los Angeles market today.³⁶⁶ Grant of no less than a *temporary* waiver pending the conclusion of proceedings to revise the NBCO Rule is unquestionably fully justified here and would allow Reorganized Tribune to emerge from bankruptcy intact in an orderly fashion.

* * *

In sum, the NBCO Rule survives as a relic from the days when local media consisted only of television, radio, and daily newspapers, and the Commission’s local ownership rules restricted owners to a single radio or television property in any one market. Today, the rule is a regulatory anomaly; the FCC has twice decided that its original cross-ownership prohibition is

³⁶⁴ See *supra* Sections III.A, III.B, V.B.

³⁶⁵ *Newspaper/Broadcast NPRM*, 16 FCC Rcd at 17,285 (¶ 3) (emphasis added).

³⁶⁶ *Fox/WNYW*, 8 FCC Rcd 5341; *Field*, 65 F.C.C.2d 959.

no longer justified by current media conditions and that it should be modified in a manner that that would permit the combination at issue here, and the Third Circuit has affirmed the elimination of a total ban on cross-ownership. In such a procedural posture, the Commission traditionally has granted temporary waivers pending the completion of rulemaking proceedings, and if for any reason it determines that a permanent waiver is not warranted, the agency promptly should issue a temporary waiver in this case.³⁶⁷ Any other result, after the adoption of the purportedly “liberalized” waiver standards in the *2008 Order*, would be at odds with the FCC’s deregulatory intent in that decision as well as its previous grant of relief to permit retention of the same Los Angeles combination.

³⁶⁷ *1998 Biennial Review NOI*, 13 FCC Rcd at 11,294 & n.87 (¶ 56). Such waivers have often been granted in the context of the newspaper/broadcast cross-ownership rule itself, *see, e.g., Letter from Roy J. Stewart, Chief, Mass Media Bureau to James Bayes, Wiley, Rein & Fielding*, Ref. 1800B-IB (Aug. 11, 1997); *Cross-Ownership of Broad. Stations and Newspapers; Newspaper/Radio Cross-Ownership Waiver Policy*, Order and Notice of Proposed Rulemaking, 16 FCC Rcd 17,283, 17,286 n.16 (¶ 5 n.16) (2001); *NewCity Commc’ns, Inc.*, Memorandum Opinion and Order, 12 FCC Rcd 3929, 3952-53 (¶¶ 56-57) (1997); *Capital Cities Letter Decision*, as well as the radio/television cross-ownership (or “one-to-a-market”) rule, *see, e.g., Max Media Properties LLC*, Memorandum Opinion and Order, 13 FCC Rcd 12,489, 12,497-12,500 (¶¶ 25-32) (1998); *NewCity Commc’ns, Inc.*, 12 FCC Rcd at 3945, 3951 (¶¶ 35, 52); the local television ownership rule, *see, e.g., Woods Television Co. LLC*, Memorandum Opinion and Order, 14 FCC Rcd 8283, 8284-85 (¶¶ 3-8) (1999); *Broad. Licenses, LP*, Memorandum Opinion and Order, 13 FCC Rcd 16,303, 16,304-05 (¶¶ 7-12) (1998); *US Broad. Group Licensee LPI*, Memorandum Opinion and Order, 13 FCC Rcd 13,963, 13,970-71 (¶¶ 16-19) (1998); and the national television ownership cap, *see, e.g., UTV of San Francisco, Inc.*, Memorandum Opinion and Order, 16 FCC Rcd 14,975, 14,980-82 (¶¶ 20-25) (2001). The Commission has granted similar waivers in other circumstances as well. *See, e.g., Nat’l Exchange Carrier Ass’n Petition To Amend Section 69.104*, Order Granting Petition for Rulemaking, Notice of Proposed Rulemaking, and Order Granting Interim Partial Waiver, 19 FCC Rcd 13,591, 13,606 n.116 (¶ 45 n.116) (2004) (“Grant of a waiver pending the result of a rulemaking proceeding is consistent with Commission precedent.”); *Administration of the N. Am. Numbering Plan*, Order, 20 FCC Rcd 2957 (2005) (granting a waiver of a rule to permit numbering resources to be obtained directly from NANPA after considering hardship and equities to SBC); *2000 Biennial Regulatory Review of Part 68*, Notice of Proposed Rulemaking, 15 FCC Rcd 10,525 (¶ 9) (2000) (recognizing public interest in grant of interim waivers in anticipation of completing rulemakings that will effectuate a change in the rules to accommodate innovations on a permanent basis).

VI. CONCLUSION

For these reasons, the FCC should grant Reorganized Tribune a permanent waiver of the NBCO Rule permitting the continued common ownership of KTLA(TV) and the *LA Times* and also permitting a subsequent sale of those properties in tandem. At the very least, the FCC should grant a temporary waiver extending until 18 months after the Commission completes its pending review of the NBCO Rule and that action becomes a final order no longer subject to judicial review.

REQUEST FOR CROSS-OWNERSHIP WAIVER
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Hours and Audience Ratings and Shares of Local News – Los Angeles, CA DMA
(Total all-day hours of news and ratings and shares for early evening news (4:00 PM-7:00 PM))

Station	Affiliation	Hours/Wk 2006	Hours/Wk July 2009	Hours/Wk November 2009	Rating/Share May 2009	Rating/Share July 2009	Rating/Share November 2009
KCBS-TV, Los Angeles	CBS	28.0	28.0	25.0	1.2 / 2.7	1.2 / 2.7	1.1 / 2.2
KCAL-TV, Los Angeles	Independent	38.5	38.5	37.5	0.9 / 2.2	0.8 / 2.1	0.9 / 2.2
KNBC, Los Angeles	NBC	33.0	29.5	28.0	2.3 / 4.9	2.2 / 4.8	1.8 / 3.5
KWHY-TV, Los Angeles*	Telemundo	9.5	7.0	7.0	0.6 / 1.2	0.7 / 1.3	0.7 / 1.2
KVEA, Corona	Telemundo	17.0	7.0	6.5	0.9 / 1.8	0.7 / 1.6	0.8 / 1.5
KTLA, Los Angeles	WB (CW)	32.0	43.0	46.5	0.8 / 1.7	0.8 / 1.6	0.8 / 1.6
KABC-TV, Los Angeles	ABC	40.0	44.0	43.0	3.2 / 6.5	2.7 / 6.4	3.4 / 7.5
KTTV, Los Angeles	FOX	33.0	34.5	37.0	NA	NA	NA
KCOP, Los Angeles	My Network TV	7.0	3.5	3.5	NA	NA	NA
KSCI, Long Beach	Independent	0.0	15.0	17.0	NA	0.1 / 0.2	0.1 / 0.1
KVCR-TV, San Bernardino	Educational	0.0	0.0	0.0	NA	NA	NA
KCET, Los Angeles	Educational	0.0	2.5	0.0	NA	0.4 / 0.8	NA
KPXN, San Bernardino	PAX	0.0	0.0	0.0	NA	NA	NA
KVMD, Twenty-Nine Palms	Independent	0.0	0.0	0.0	NA	NA	NA
KMEX-TV, Los Angeles	Univision	17.0	22.5	17.0	4.0 / 8.3	3.3 / 7.0	3.7 / 6.9
KFTR, Ontario	TeleFutura	0.0	0.0	0.0	NA	NA	NA
KTBN-TV, Santa Ana	TBN	0.0	0.0	0.0	NA	NA	NA
KXLA, Rancho Palos Verdes	Independent	0.0	0.0	0.0	NA	NA	NA
KOCE-TV, Huntington Beach	Educational	0.0	0.0	0.0	NA	NA	NA
KAZA-TV, Avalon	Azteca America	0.0	5.0	5.0	NA	NA	NA
KDOC-TV, Anaheim	Independent	0.0	0.0	0.0	NA	NA	NA
KJLA, Ventura	Independent	0.0	0.0	0.0	NA	NA	NA
KLCS, Los Angeles	Educational	0.0	0.0	0.0	NA	NA	NA
KRCA, Riverside	Independent	0.0	2.5	5.0	NA	0.7 / 1.6	0.7 / 1.6
KBEH, Oxnard	Independent	0.0	0.0	0.0	NA	NA	NA
KHIZ, Barstow	Independent	0.0	0.0	0.0	NA	NA	NA
Total Hours		255.0	282.5*	278.0			

*The 2009 audience ratings and share for KWHY-TV reflect viewing of a news program that aired from 7:00 pm to 7:30pm.

“NA” means “Not Applicable” because the station aired no local news during the relevant time period.

Los Angeles Community Outreach Activities

2009

January – June: The 11th Annual Stan Chambers Journalism Awards Program, designed to develop journalism skills for high school seniors. Participants must submit an essay incorporating the theme “What Matters Most” in your life. The essay must be 150 words or less and based on experiences, thoughts and opinions about life. Recipients of the Stan Chambers Journalism Awards each receive a check for \$1,000 and the opportunity to work alongside Stan in the KTLA 5 newsroom to produce a report that is later aired on the station. Stan Chambers is the most respected television news journalist in Los Angeles. In almost six decades of reporting news for KTLA 5, Stan has covered every major news event in and around Los Angeles. His journalistic integrity and commitment to the community has made him a role model.

KTLA(TV) produced ethnically diverse PSAs, which promote community events air during Black History month, Asian Pacific-Islander Heritage month, and Hispanic Heritage month

LA Times Family Fund 2009 SUMMER CAMP CAMPAIGN – a KTLA(TV)-produced PSA, featuring Mark Kriski aired May through July

Participated in 1st Echo Park Chamber of Commerce: Featuring the Lotus Festival Children’s Stage at Echo Park on Friday, July 10, Saturday, July 11 and Sunday, July 12, a partnership with the City of Los Angeles Department of Recreation and Parks

January

- The Latino Book and Family Festival 2009 planning meeting with Latino Literacy Now, *HOY* and the *Los Angeles Times*
- Community outreach strategic planning dinner with KTLA(TV), *HOY* and the *Los Angeles Times*
- Lunch meeting with BP to discuss possible community outreach partnerships
- Site visit: Grand Opening Boys & Girls Club of Venice

February

- Breakfast meeting with Southern California Edison to discuss possible community outreach partnerships
- PIRATES Interactive Radio and Television Educational Society (PIRATES) monthly program
- Chabad Telethon meeting to discuss possible new partnership; the 2009 telethon is scheduled to air on KTLA(TV) on September 13.

- City of Los Angeles, Department of Recreation and Parks – community outreach strategic planning meeting
- South Bay High School station tour

March

- Rio de Los Angeles State Park site visit for Earth Day restoration event on April 25, 2009
- Hosted PIRATES at KTLA(TV), a breakfast workshop, “Pitching the Media” – 30 Non-profits attended
- Ad Council of Los Angeles – PSA campaigns
- Southern California Broadcasters Association – discuss ongoing community outreach projects
- Le Conte Middle School – KTLA(TV)’s next door neighbor – discuss school’s community garden plans
- Brotherhood Crusade – Concerts in the Neighborhood
- Los Angeles Times Family Fund and KTLA Charities – quarterly meeting
- Griffith Observatory – Meet Dr. Krupp, Director of the Observatory with News personal to discuss future community outreach opportunities
- City of Los Angeles Public Works – community outreach strategic planning
- El Camino Community College station tour

April

- Print Interactive Radio and Television Educational Society (PIRATES) monthly program
- Los Angeles Urban League Awards Dinner
- Tour of *KTLA Morning News* set & News Room – Representatives of the LA County Fire Department
- Budgetary Exchange with California Governor Schwarzenegger at the *Los Angeles Times*
- Site visit: Southern California Edison, Community Partnership Department – community outreach strategic planning meeting
- PIRATES PSA screening conference at KABC-TV
- Earth Day Restoration Day at Rio de Los Angeles State Park, a community outreach partnership
- LA Times Festival of Books – a community outreach event for the promotion of literacy
- Site visit: St. Joseph Center

May

- Site visit: A-MAN, Inc./International Science Discovery and Learning Center (ISD&L)
- Los Angeles NAACP Awards Dinner
- Site visit: LA Zoo Foundation
- South Bay Home School – Station Tour of *KTLA Morning News* set & News Room
- LA City Department of Recreation & Parks – discuss partnership and plans for the 1st Echo Community Chamber of Commerce & LA City community festival in July
- Site visit: Ballona Wetlands
- Roots & Shoots, A Day of Peace Festival – meet w/the Jane Goodall Institute representatives to discuss a partnership and plans for September event

June

- A-MAN, Inc./ ISD&L Gala Dinner
- Meeting with the City of LA’s Mayor’s Office Census 2010 representative & KTLA(TV) News

July

- Stan Chambers Journalism Awards Video Screening Party of the video news reports produced by winners of the award, stage 7
- Echo Park Chamber of Commerce: Lotus Festival, Echo Park
- "We Care Wednesdays" ~ Food Drive, OC Fair Grounds
- LAFC Chelsea Benefit Event, Rose Bowl
- MS Bay to Bay Bike Tour 2009 Planning Meeting

September

- Chabad Telethon – KTLA(TV) anchors and reporters volunteered at phone bank
- “Roots & Shoots: A Day of Peace” festival at the Santa Monica Pier

October

- MS Bike Tour: Irvine to San Diego – KTLA(TV) produced news stories, promos and live shots for the event

- Participated in the 2010 Communications Steering Committee for the 2010 Census

November

- Collected 100,070 pounds of food for the 2nd Annual KTLA(TV) “Season of Sharing” food drive in conjunction with local fire departments from LA and Orange counties.

December

- Promoted the building of two homes for Habitat for Humanity that were completed for occupancy during the holiday season.

2008

January – June: The 10th Annual Stan Chambers Journalism Awards Program

KTLA(TV) produced ethnically diverse PSAs, which contain community events air during Black History month, Asian Pacific-Islander Heritage month, and Hispanic Heritage month

LA TIMES: Festival Of Books, Saturday, April 26 at 10A-6P & Sunday, April 27 at 10A – 5P: KTLA(TV)’S Meet ‘N Greet Booth

LA Times Family Fund 2008 SUMMER CAMP CAMPAIGN – a KTLA(TV)- produced PSA, featuring Eric Spillman aired May 15 through June 10

2008 Lotus Festival at Echo Park on Friday, July 11, Saturday, July 12 and Sunday, July 13, a partnership with the City of Los Angeles Department of Recreation and Parks

January

- LA’s BEST Advisory meeting
- Breathe California executive committee
- CORO Fellow Mentoring – one week
- Los Angeles Press Club Forum – News reporting
- Los Angeles Sheriff Explorer Graduation
- Board meeting: Los Angeles County Library Foundation
- Los Angeles County Department of Education – discussed educational issues
- LA Recreation & Parks – discuss KTLA Kids Day and Lotus Festival
- Milken Institute Policy – Urban issues
- Southern Christian Leadership Conference Banquet
- Southern California Gas Company – attended “Celebrate Diversity” event

- Station Tour – Sierra Canyon High School
- California Agenda Public Policy, breakfast conference “Civic Engagement Across California Cities”
- Democratic Presidential Debate
- PIRATES Interactive Radio and Television Educational Society (PIRATES) monthly program

February

- LA’s BEST tour of local elementary school – Figueroa Elementary
- Los Angeles Music and Art School – attended Advisory Committee meeting
- Hollenbeck Youth Inter-City Games – discussed partnership
- Children’s Bureau Golf Committee – attended meeting
- National Conference of Civic and Justice, breakfast forum
- Hollywood Boys and Girls Club, annual event
- DTV Transition speech – Malibu Rotary Club
- DTV Transition speech – Claude Peppar Senior Citizen Center, So. Los Angeles
- PIRATES Interactive Radio and Television Educational Society (PIRATES) monthly program

March

- USC Conference – “Metropolitan Economics: A New Policy Perspective
- Greater Los Angeles Zoo Association lunch meeting
- Los Angeles Times Family Fund – met to discuss synergy partnership with the McCormick Tribune Foundation & KTLA Charities
- Torrance Human Rights Commission – speaker and donated funds for scholarship
- HOY Newspaper – discussed community and civic issues
- National Institute of Drug Abuse – met to discuss PSA campaign and *Pacesetters*
- Peace Academy: Milikan High School
- Los Angeles County Department of Education Regional Spelling Bee Contest
- Cal State Fullerton students interviewed
- Fair Employment and Housing, State of California Workshop
- Ability First Golf Committee – fundraising meeting
- Zocalo Forum: discuss Los Angeles Broadway transition
- Station Tour: Auction winners
- Meeting: Commissioner Cynthia Ruiz, LA City Public Works
- LA’s BEST Science Fair (Saturday event – Cal State LA)

April

- LA’s BEST Advisory meeting

- Breathe California executive committee
- Los Angeles Urban League Dinner
- Book Ends – school library opening
- Board meeting: Los Angeles County Library Foundation
- A New Media – roundtable forum on covering minorities
- LA Recreation & Parks – Lotus Festival
- Earl Ofari-Huntchinson – lunch meeting with interim KTLA(TV) News Director
- Children’s Bureau trustee’s meeting
- Los Angeles County Library Foundation annual Dinner
- Donor’s Choice – met with Executive Director, Hylan Tee Hubbard
- Literacy Network – met with newly appointed executive director
- Centennial Center – Lily Phan, consultant – discussed community issues
- LA Times Festival of Books
- GLAADs Awards Banquet
- East West Players Banquet
- Digital Television Transition speaker’s bureau – Orange County Rotary Club
- PIRATES Interactive Radio and Television Educational Society (PIRATES) monthly program

May

- First Americans annual banquet
- Salvation Army – met to discuss KTLA Charities grant and community issues
- Little Tokyo Center – met with staff to discuss KTLA Charities and *Pacesetters*
- Cabrillo Marine Aquarium banquet
- Los Angeles Chamber of Commerce –Breakfast Speaker’ Series/Education
- Digital Television Transition Speaker’s Bureau – Woodland Hills Senior Center
- Hollywood Boys and Girls Club – site visit
- Los Angeles Times Family Fund – met with rep to discuss Youth Camp PSA
- Little Tokyo Center – met to discuss upcoming *Pacesetters* program
- Japanese American Cultural Center, Morning News Anchor, Frank Buckley Honored
- LA’s BEST Annual Family Brunch

June

- Station Tour - Mountain View Middle School
- Milken Institute
- Los Angeles Times Family Fund – met to discuss synergy partnership
- *HOY* Newspaper – discussed community and civic issues
- Press Conference – National Latino Media Coalition – Digital TV Transition
- Digital TV Transition – met with rep from Little Tokyo Center to discuss venue
- Hollenbeck Youth Club ELA – annual board member/community luncheon

- Breathe California of Los Angeles County – annual meeting Saturday date
- El Centro de Accion Social – met with executive director to discuss vignette
- Latino Young Men’s Conference – bi-monthly meeting to discuss November conference
- Children’s Bureau –annual membership luncheon
- Station Tour: LAPD detective, youth and parent – troubled youth – special tour of station
- PIRATES Interactive Radio and Television Educational Society (PIRATES) monthly program

July

- LA’s BEST Advisory meeting
- Breathe California executive committee
- *Hoy* Magazine – meeting to discuss community issues
- Digital Transition speaking engagement – East Los Angeles Rotary Club
- Board meeting: Los Angeles County Library Foundation
- Lotus Festival – two event staff and talent attended
- LA’s BEST Advisory committee – bi-monthly meeting
- Tomas Rivera Policy Institute – pre-school forum
- Asian Pacific American Legal Defense and Educational Fund – ethnic media concerns
- Los Angeles County Library Foundation – monthly meeting
- Salisian Boys and Girls Club – met to discuss possible fundraising campaign
- Digital Transition speaking engagement – Little Tokyo Senior Citizen Center

August

- Los Angeles Times Family Fund – met to discuss partnership with The McCormick Tribune Foundation & KTLA Charities
- Muslim Public Affairs Council – youth media forum
- Breathe California of Los Angeles County – chaired marketing & development meeting
- LA’s BEST Advisory committee – committee meeting
- Korean American Coalition annual dinner
- Brotherhood Crusade Coalition Dinner – met with executive director
- Digital Television Transition Speaker’s Bureau – Westchester Rotary
- Station Tour: Cub Scouts
- PIRATES Interactive Radio and Television Educational Society (PIRATES) monthly program

September

- National Hispanic Media Coalition, 6th Annual Impact Awards Luncheon
- Mexican American Legal Defense and Educational Fund – Housing forum
- Breathe California of Los Angeles County – Marketing & Development meeting
- Los Angeles Times Family Fund – met to discuss KTLA(TV) – LA Times Family Fund partnership
- Polycystic Kidney Disease – PKD: discussed media partnership
- Los Angeles Recreation and Parks award ceremony – department received award
- Breathe California Salon Series – California green future

October

- Shelter Partnership Opening reception
- DTV speaking engagement - Mar Vista Branch Library, Culver City
- Children's Bureau Magnolia Place opening and reception
- LA's Best Advisory Meeting
- LINC Housing Moderate and Low-Income annual Gala
- Asian Pacific American Journalists Trivia Bowl
- Los Angeles Chamber of Commerce Pancakes and Politics Breakfast forum
- Clothes The Deal annual Gala
- Breathe California Salon Series - Faith and Pollution solutions
- Los Angeles County Human Relations Luncheon
- DTV speaking engagement - La Habra Library Book Club
- Autry Museum Bold Caballeros y Noble Bandidas morning breakfast reception
- African-American Male Achievers Network (A-MAN, Inc.)/ International Science Discovery and Learning Center – Golf Tournament Fundraising Luncheon
- PIRATES & SCBA Annual Conference

November

- Brotherhood Crusade Dinner
- Pat Brown Public Policy Institute
- Mexican American Legal Defense and Educational Fund Annual Fundraising Dinner
- Southern California Edison Community Partnerships Breakfast
- Season For Sharing, Food Drive – Partnership with L.A. Regional FoodBank, County of LA Fire Dept. & City of L.A. Fire Dept. (First year – Station Campaign throughout the L.A. County)
- PIRATES Interactive Radio and Television Educational Society (PIRATES) monthly program

December

- Breathe California - marketing and development committee meeting

- Los Angeles Library Foundation - monthly board meeting
- Breathe California - monthly board meeting
- Site Visit: Covenant House of California
- Literacy Network Luncheon
- KTLA(TV)'s Toys for the Holidays – Partnership with Boys & Girls Club of Southern California
- Luncheon with Brotherhood Crusade's President/CEO

2007

January – June: The 9th Annual Stan Chambers Journalism Awards Program.

KTLA(TV) produced ethnically diverse PSAs, which contain community events air during Black History month, Asian Pacific-Islander Heritage month, and Hispanic Heritage month

KTLA(TV) hosted a Los Angeles Urban League “Networking Reception” on Monday, March 12, 2007, Stage 3 at 6pm – 9pm. Purpose of event was to host a stand-up cocktail reception & networking location for the “Young Professionals”. Estimated attendance – 200

KTLA(TV) news special taping, “Learning Curve: Plotting Success for L.A. Schools” – A local community special recorded on Wednesday, April 25, 2007 on the Larry McCormick Stage 7 at 4:00pm, which aired on KTLA 5 CW on Saturday, April 28 at 9 pm. Special covered the issues and concerns pertaining to the public schools in the Los Angeles Unified School District (LAUSD). The moderators were KTLA(TV)'s Frank Buckley, Prime News Weekend Co-Anchor and Michaela Pereira, who is the Co-Anchor for the Morning Show. Panelists were David Brewer, LAUSD Superintendent, Marlene Canter, LAUSD Board member, Tuck Marshall of the Los Angeles City Mayor's office, A.J. Duffy, UTLA President. (see attached list of attending audience, who were active participants)

Los Angeles Times - Publisher's Forum: “Our State of Mental Health: Is the Millionaire's Tax Paying Off?” Wednesday, June 20, 2007 on the Larry McCormick Stage 7 at 4pm. Program aired June 23, 9 pm to 10 pm

2007 Lotus Festival at Echo Park on Saturday, July 14 and Sunday, July 15, a partnership with the City of Los Angeles Department of Recreation and Parks

KTLA KIDS DAY L.A. FESTIVAL 2007, a partnership with the City of Los Angeles Department of Recreation and Parks at Exposition Park on Saturday, October 20, 2007, 10:00 a.m. to 5:00 p.m.

KTLA Charities & LA Times Family Fund Fire Relief PSA Campaign began on October 25th and concluded on Friday, November 9th. Total as of Tuesday, November 13 was \$452,804

January

- Teach for America – met with executive director
- LA's BEST Advisory meeting
- CORO evening LA City Community Councils issues
- Breathe California executive committee
- Los Angeles Chamber of Commerce Dinner
- AbilityFirst advisory meeting
- Education Special meeting with John Bonnor, John Guerra
- PIRATES Interactive Radio and Television Educational Society (PIRATES) monthly program
- SCLC MLK Legacy Dinner
- LA County Department of Health, Clean Hands PSA Campaign Launch

February

- Breathe California – Huntington Park Fishburn Elementary
- Los Angeles County Library Foundation monthly board meeting
- Breathe California executive board meeting
- Los Angeles Music and Art School – Advisory Committee meeting
- Mexican American Legal Defense and Educational Fund
- Breathe California Board Retreat
- California Endowment Center – Preschool Alliance
- KTLA Kids Day & Lotus Festival meeting
- *Los Angeles Times* First Freedom Conference
- Union Station Foundation Golf Tournament meeting
- Vickie Israel, LA City Recreation & Parks – 60th KTLA(TV) Anniversary site survey
- Loyola University – Thomas & Dorothy Leaves Center- Panel discussion – LA issues
- Children's Bureau Family & Community Center ground breaking
- Rosemary Children Services – discuss possible PSA and *Pacesetters* program
- Banquet: National Hispanic Media Coalition
- PIRATES Interactive Radio and Television Educational Society (PIRATES) monthly program
- AWRT 2nd Annual Speed Mentoring Event

March

- Reception: KTLA(TV)'s invitation LA Urban League Young Professionals

- AbilityFirst Golf Meeting: Julie Benn
- LA's BEST site visit: Grant Elementary School
- Young Latino Men's Conference meeting with Terry Olivas-De La O
- Breathe California Board Meeting
- LA's BEST Science Fair
- Hispanic American on Fairness in the Media
- Alvera High School: Met to discuss *Pacesetters* Program
- Lotus Festival and KTLA Kids meeting with LA City Rec. and Parks representatives
- PIRATES Interactive Radio and Television Educational Society (PIRATES) monthly program

April

- LA's BEST Advisory meeting
- Breathe California executive committee
- Central City Association – KTLA(TV) staff attended
- Urban League Dinner – KTLA(TV) staff attended
- GLAAD Dinner:- KTLA(TV) staff attended
- First American Banquet – KTLA(TV) staff attended
- Tour of station: Maywood Academy
- Production taping: KTLA(TV) Education Special
- LA Junior Chamber of Commerce/Reardon Leadership Development Program
- Lotus Festival production meeting
- East West Players – KTLA(TV) staff attended
- PIRATES Interactive Radio and Television Educational Society (PIRATES) monthly program

May

- Boy Scouts Luncheon honoring Morning News Anchor, Carlos Amezcua
- Los Angeles County Library Foundation monthly board meeting
- Breathe California executive board meeting
- Southern California Association of Governments Luncheon
- Gang forum: Smart Strategies
- Breathe California Leadership Meeting
- Tour: Auction community winners
- Meeting with Nichol Whitman, Jackie Robinson Foundation
- PSA meeting to discuss gun violence (Real Solutions to gun violence)
- Golf Tournament: Assisted with tournament – Children's Bureau
- Los Angeles Times Publisher's Forum production meeting: State mental health issues
- Reception: attended BookEnds event
- Public Affairs Forum Luncheon

- Banquet: Stan Chambers Journalism Awards

June

- Breathe California executive meeting
- Lotus Festival: KTLA(TV) meeting
- KTLA Days production meeting
- Banquet: California Chicano News Media Association – KTLA(TV) staff attended
- LA's BEST Family Brunch
- LA Times Publishers Forum production meeting – Mental Health Special
- Breathe California discussion meeting with LA's Best representatives
- Meeting with Constitutional Rights Foundation representative
- Los Angeles Library Foundation meeting
- Production taping: LA Times Publishers Forum – Mental Health Issues
- Tour: Community persons auction winners
- Junior Achievement Finance Center for Children opening reception
- Low-Vision Association – *Pacesetters* Production meeting
- PIRATES Interactive Radio and Television Educational Society (PIRATES) monthly program

July

- LA's BEST Advisory meeting
- Breathe California executive committee
- Paley Center – KTLA(TV) 60th Anniversary exhibition
- Los Angeles Music and Art School: Attended advisory meeting
- Breathe California Annual Meeting
- BookEnds: Attended grade school book distribution
- Lotus Festival event (weekend event)
- Hollenbeck Youth Club Luncheon
- Jovenes, Inc breakfast reception
- Mona Curry-met to discuss L.A. City disaster preparedness program
- Banning Landing Community Center: Forum on Ports and Clean Air
- Milken Institute: Forum on China
- Board meeting: Los Angeles County Library Foundation
- Image Awards: KTLA(TV) employees attended

August

- Kids Day meeting with LA City Recreation and Parks
- Clothes The Deal: Discussed homeless activity and *Pacesetters* program
- LINC Housing: Low and moderate income housing – *Pacesetters* program

- Salvation Army representatives: Discussed possible PSAs and news coverage
- Latino Young Men's Conference: advisory meeting
- Breathe California Leadership Meeting
- LA's BEST Advisory meeting
- National Hispanic Media Coalition: met to discuss community issues
- PIRATES Interactive Radio and Television Educational Society (PIRATES) annual retreat
- SCBA Public Service Lunch Conference (hosted by KTLA(TV) on stage 7)

September

- Alzheimer's disease meeting: booked on *Pacesetters*
- KTLA Kids Day production meeting
- LA Riordan Volunteer Leadership Development Program
- LA County Library Foundation meeting
- Le Conte Middle School: met with new principal
- El Centro de Accion Social: met with Executive Director Randy Jurado Ertill
- National Hispanic Media Coalition Luncheon
- Breathe California Board meeting
- Salvation Army Partnership Meeting
- PIRATES Interactive Radio and Television Educational Society (PIRATES) monthly program

October

- LA's BEST Advisory meeting
- Breathe California executive committee
- LINC Housing – meeting to discuss upcoming event
- Salvation Army – Discussed *Pacesetters* and News coverage (two meetings)
- Riordan Volunteer Leadership Development Program
- Board meeting: Los Angeles County Library Foundation
- United Way community meeting – Los Angeles issues
- LA Recreation & Parks – discuss KTLA Kids Day
- El Centro de Accion Social (Pasadena) met to discuss issues and KTLA Charities
- 2007 Latino Young Men's Conference monthly meeting
- Race and Community Relations: LA County Human Relations Commission
- Zocalo: Center at Cathedral Plaza – Political issues
- Trustees meeting: Children's Bureau
- LINC Housing event
- Breathe California Leadership Meeting & executive meetings
- LA's BEST Friends: Discussed community & Breathe California issues

- Asian Pacific American Legal Center – staff attended
- Los Angeles Urban League luncheon – station received award
- Asian American Journalism Association Banquet – staff attended
- Station event: KTLA Kids Day – staff volunteered for the annual event
- Banquet: Attended weekend event – World Impact (faith based activist organization)
- Los Angeles County Human Relations Commission Luncheon
- Attended Optimist Youth & Family Center Banquet
- Le Conte Middle School: Guest speaker – Teachers and administrators
- Attended Mexican American Legal Defense and Educational Fund Banquet
- SCBA/PIRATES Annual Conference

November

- McCormick Tribune Foundation & KTLA Charities meeting in Chicago
- Brotherhood Crusade Banquet
- Education Initiative Forum
- Jr. Achievement of Southern California Banquet
- Station Tour: El Camino College media students
- Meeting: Los Angeles Music and Art School
- Meeting: Community Union, Inc.

December

- CORO – met with Stephanie Stone discussed mentorship schedule
- Board meeting: Breathe California
- Central Americans – Life and Challenges of undocumented students Reception
- Board meeting: Los Angeles County Library Foundation
- Gang Reduction & Youth Development: Met with new director, Jeff Carr
- Literacy Network of Greater Los Angeles: met to discuss literacy issues
- DTV Planning Meeting: National Hispanic Media Coalition – Alex Nogales, CEO
- Success Makers (college literacy) Anthony
- PIRATES Interactive Radio and Television Educational Society (PIRATES) Annual Holiday program

Los Angeles DMA TV Stations and Audience Ratings and Shares (ranked by February 2010 Share)*

Station	Owner	Affiliation	Rating/Share May 2001		Rating/Share May 2006		Rating/Share May 2009		Rating/Share July 2009		Rating/Share Nov. 2009		Rating/Share Feb. 2010	
KNBC, Los Angeles	NBC Telemundo License Co.	NBC	5.0	12.1	2.3	5.5	1.8	4.3	1.6	4.0	2.0	4.5	4.2	9.7
KABC-TV, Los Angeles	ABC, Inc.	ABC	4.8	11.6	3.6	8.7	3.3	8.0	2.2	5.5	3.6	8.4	3.2	7.5
KMEX-TV, Los Angeles	Univision Communications	Univision	2.8	6.9	3.3	8.1	3.4	8.2	2.9	7.1	3.0	6.9	3.1	7.0
KCBS-TV, Los Angeles	CBS Broadcasting, Inc.	CBS	3.2	7.7	2.6	6.3	1.9	4.6	1.6	3.9	2.8	6.5	2.5	5.8
KTTV, Los Angeles	Fox Television Stations	FOX	2.9	6.9	2.4	5.8	1.6	4.0	1.3	3.2	2.3	5.2	1.9	4.3
KCAL-TV, Los Angeles	CBS Broadcasting, Inc.	Independent	2.0	5.0	1.5	3.7	1.3	3.3	1.2	2.9	1.2	2.6	1.2	2.8
KFTR, Ontario	Univision Communications	TeleFutura	0.1	0.2	0.9	2.2	1.1	2.6	1.2	3.0	1.1	2.5	1.2	2.8
KTLA, Los Angeles	Tribune Broadcasting Co.	WB (CW)	2.8	6.7	1.3	3.2	0.9	2.3	0.9	2.2	1.1	2.6	1.1	2.5
KVEA, Corona	NBC Telemundo License Co.	Telemundo	1.1	2.8	0.9	2.3	0.8	1.9	0.6	1.5	0.6	1.5	0.7	1.7
KRCA, Riverside	Lieberman Broadcasting	Independent	0.2	0.4	0.6	1.4	0.6	1.5	0.5	1.3	0.7	1.6	0.6	1.4
KCOP-TV, Los Angeles	Fox Television Stations	My Network TV	2.1	5.0	1.0	2.5	0.6	1.6	0.5	1.2	0.6	1.4	0.6	1.3
KCET, Los Angeles	Community TV of S'th'n Cal	Educational	1.3	3.1	0.8	1.9	0.5	1.2	0.4	1.0	0.4	0.9	0.4	1.0
KAZA-TV, Avalon	Pappas Television Cos.	Azteca America	NA**	NA**	0.4	1.0	0.4	1.1	0.3	0.9	0.5	1.1	0.4	0.9
KDOC-TV, Anaheim	Pat Boone and Calvin Brack	Independent	0.3	0.7	0.4	0.9	0.2	0.4	0.2	0.4	0.3	0.6	0.3	0.6
KWHY-TV, Los Angeles	NBC Telemundo License Co.	Telemundo	0.6	1.4	0.6	1.4	0.3	0.8	0.3	0.7	0.3	0.7	0.2	0.4
KOCE-TV, Huntington Beach	Coast Community College	Educational	0.2	0.5	0.3	0.7	0.2	0.4	0.2	0.5	0.2	0.4	0.2	0.4
KPXX, San Bernardino	ION Communications	ION	0.4	1.0	0.1	0.2	0.1	0.2	0.1	0.3	0.2	0.4	0.2	0.4
KLCS, Los Angeles	LA Unified School District	Educational	0.1	0.3	0.2	0.4	0.1	0.4	0.2	0.4	0.1	0.3	0.1	0.3
KTBN-TV, Santa Ana	Trinity Broadcasting Network	TBN	0.2	0.5	0.1	0.3	0.1	0.2	0.1	0.3	0.1	0.3	0.1	0.2
KBEH, Oxnard	Bela, LLC	Independent	<<	<<	<<	0.1	<<	0.1	0.1	0.1	<<	0.1	<<	0.1
KSCI, Long Beach	Asian Media Group	Independent	0.1	0.2	0.1	0.3	0.1	0.2	0.1	0.1	<<	0.1	0.1	0.1
KJLA, Ventura	LATV LLC	Independent	<<	0.1	<<	0.1	<<	0.1	0.1	0.1	<<	0.1	<<	0.1
KXLA, Rancho Palos Verdes	RPVB Lender Inc.	Independent	<<	<<	0.1	0.2	<<	0.1	<<	0.1	<<	0.1	<<	0.1
KVCR-TV, San Bernardino	San Bernardino Cty College	Educational	<<	0.1	0.1	0.1	0.1	0.2	<<	0.1	<<	0.1	0.1	0.1
KVMD, Twenty-Nine Palms	Ronald L. Ulloa	Independent	<<	<<	<<	<<	<<	<<	<<	<<	<<	<<	<<	<<
KHIZ, Barstow	Marry Ellen Zenz	Independent	<<	<<	<<	<<	<<	<<	<<	<<	<<	<<	<<	<<

*Ratings and Shares are based on 9 a.m. – midnight time period.

**Not Applicable because KAZA-TV commenced operations after May 2001.

Report on the Los Angeles, CA

Media Market

Media Diversity, Revenue Share, and Concentration Analysis

In Support of the Request for Cross-Ownership Waiver for Television Station

KTLA(TV)

Mark R. Fratrick, Ph. D.

Vice President

BIA Advisory Services

February 26, 2010



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Introduction

On behalf of television station KTLA(TV), Los Angeles, California (“KTLA”), we are providing an analysis of the traditional media (local newspapers, radio and television stations) in the Los Angeles Designated Market Area (“DMA”) with respect to diversity, advertising revenue shares, and the level of concentration in the Los Angeles media marketplace.¹ Specifically, we have examined the combination of KTLA and the *Los Angeles Times*, a daily newspaper published in Los Angeles (the “*LA Times*” and together with KTLA, the “Tribune Properties”). In this study, we also assess the present level of concentration in the Los Angeles DMA, and compare that level of concentration to the average of the top-10 DMAs,² and the average concentration of all traditional media markets in the nation based on estimates made by BIA. With respect to each of these analyses, because Tribune acquired the *LA Times* in 2000, we look at the past nine-year history in the Los Angeles DMA to assess the impact of that acquisition and concentration trends subsequent to the combination of KTLA and the *LA Times*. Finally, we have worked with Tribune and its counsel to confirm the “voice” counts of various media outlets in the Los Angeles DMA.

In addition to the update of the traditional media, we have also expanded the advertising marketplace analysis to account for the wider choices now available. Since the last time we analyzed these media markets, other advertising options have become more significant. Indeed,

¹ See “Report on Los Angeles, California Media Advertising Markets,” Mark R. Fratrick, May 1, 2007, attachment to FCC File No. BTCCT-20070501AFK for a previous examination of the Los Angeles traditional media market. This report, like the earlier report, is submitted by Mark R. Fratrick, Ph. D., Vice President, BIA Advisory Services, LLC. BIA Advisory Services, LLC (BIA) is a financial and strategic consulting firm specializing in the media and communications industries. A copy of Dr. Fratrick’s vitae is attached at the end of this report, establishing his qualifications to collect and evaluate media advertising data, as well as the presence of media outlets in the Los Angeles DMA.

² The top-10 television markets for 2008-2009 are: New York, NY; Los Angeles, CA; Chicago, IL; Philadelphia, PA; San Francisco-Oakland-San Jose, CA; Boston, MA; Dallas-Ft. Worth, TX; Washington, DC; Atlanta, GA; and Houston, TX.

in addition to the traditional media of local newspapers and radio and television stations, the advertising options now available to local advertisers include Yellow Pages, direct mail, out-of-home, local cable systems, online, Internet Yellow Pages, local magazines, mobile, and email marketing. Incorporating local estimates for these other media provides a more comprehensive picture of local advertising competition and diversity. Even after taking into account the impact of these new advertising-supported media, the analysis necessarily understates the true level of diversity because there are even more sources of diverse and local information and entertainment made available through non-advertising supported media such as subscription-based media and non-commercial broadcast outlets.

As part of these analyses, we have also included in the appendices a listing of traditional media outlets in the Los Angeles media market. These lists include all of the full and low power television and radio stations, the daily and weekly newspapers, and the various print media serving this area.

The first revenue analysis, which does not take into account the presence of additional competitors for audience and advertising revenue beyond the traditional media, tends to overstate the revenue shares and level of concentration among the three traditional media. Even after excluding the other alternative advertising options now available, we demonstrated previously and will show again here that competition between and among traditional media outlets remains fierce in this market. Our second revenue analysis, which reviews the broader competitive landscape, including not only the three traditional media but also the additional competing media identified above, demonstrates an even more competitive and diverse media marketplace.

Moreover, after examining the Tribune Properties' share of revenues, one can only conclude that there is strong and vigorous competition in the Los Angeles market. The Tribune

Properties' revenue share in this market, even when considered in comparison to just the traditional media, has been steadily decreasing in recent years. In 2008, the combined revenue share was 20.6% as compared to 25.8% in 2000. This decrease in share indicates that Tribune does not have market power. Likewise, the overall level of concentration in this market has also decreased over the past nine years, with other traditional media competing effectively against the Tribune Properties. Once available advertising options beyond the traditional media are included, the resulting share held by the Tribune Properties is even less significant. In fact, in the wider advertising market, the Tribune Properties' share in 2008 was only 11.4%. Further, the vast number of different media outlets serving this area as listed in the appendices provides an incredible and growing amount of diversity of information and entertainment. Competition and the provision of diverse programming can only be expected to increase in this market over time, without material impact from the combined ownership of the Tribune Properties.

Analysis of Traditional Media Shares

We first examined the revenue shares of the three traditional media outlets (newspaper and commercial broadcast television and radio) in all local advertising markets, and then calculated the revenue shares by owners in the relevant local markets. We also calculated averages of the three traditional media for the top-10 markets, and for the nation as a whole, using figures for each of the nation's 210 DMAs. We thus can compare the Los Angeles market to these top-10 market and national averages to determine if shares are out of the ordinary, or in some other way reflect increased or decreased competition in the market. Finally, we can analyze Tribune's share of the traditional media market in Los Angeles since it acquired the *LA Times* in 2000 to determine whether there have been any noticeable changes that reflect the presence of market power or enhanced control over advertising dollars.

Methodology

In this analysis we have used local television markets (*i.e.*, Nielsen DMAs) as the relevant geographic markets to analyze the entire United States. Virtually all counties in the contiguous 48 states are included in one and only one television market.³ The same is true of Hawaii and the more populous counties in Alaska. In contrast, some Arbitron-defined radio metro areas cut across more than one television market; radio stations in those markets were assigned to the television market in which their city of license is located. Daily and weekly newspapers were assigned to the television DMA in which they are located. For revenue estimates we rely on the estimates included in the BIA Advisory Service (BIA) Media Access Pro™ software product. BIA estimates revenues for all commercial television stations, daily and weekly newspapers located in local television markets, and all commercial radio stations located in Arbitron markets.⁴ Those estimates are derived from survey responses from those media outlets as well as modeling for non-responding outlets. Using our estimates for revenue at radio and television stations and newspapers, we can sum the total advertising revenue by media for the top-10 markets and for all 210 DMAs, and compare the Los Angeles market to these averages.

The use of the DMA as the relevant geographic market for these analyses is appropriate for several reasons. First, many advertising agencies base their spending plans on the local media within the entire DMA, choosing among the various media within those DMAs. Second,

³ The six exceptions are Riverside, Kern, Solano, and El Dorado Counties, all in California, Lea County in New Mexico and Oneida County in New York.

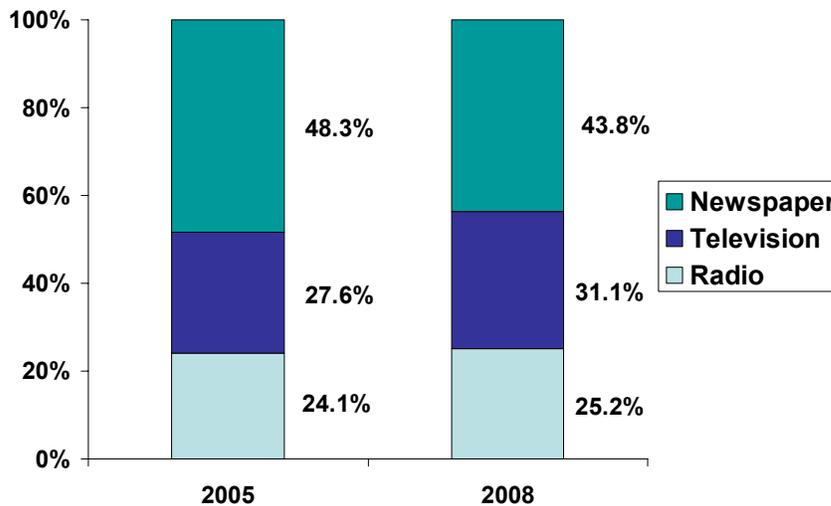
⁴ The revenue estimates used here are also included in the various annual BIA publications: *Investing in Television*, *Investing in Radio*, and *Investing in Newspapers*. The database that includes these revenue estimates is constantly updated from a variety of sources of information. The revenue share and HHI analyses contained herein extend only through December 31, 2008, because 2008 is the most recent year for which comprehensive revenue data were available as of the date of this report. Additional information regarding the methodology employed is included in Appendix A hereto.

many FCC regulations utilize the DMA as the area in which to measure compliance. For example, the local television ownership rule is applied on a DMA basis, and the FCC utilized DMAs as the relevant geographic market in its earlier efforts to modify the newspaper/broadcast cross-ownership rule. In addition, must carry regulations apply to the entire DMA.

Relative Market Shares for Traditional Media

With these totals, we first evaluate the various market shares of the three traditional media, both at the national level and within the top-10 television DMAs. Figure 1 shows the estimated average revenue shares across all 210 markets for both 2005 (data for which were used in our previous analysis) and 2008:

Figure 1 – Estimated Revenue Shares of Traditional Media – National Average

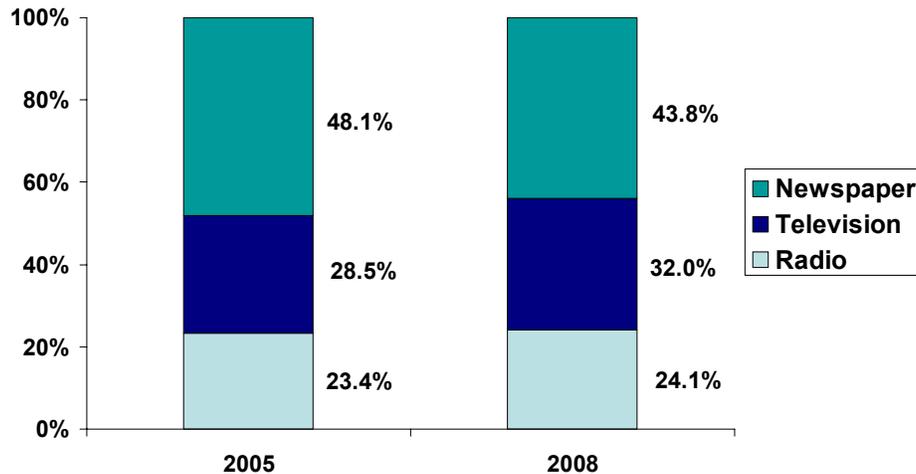


It is interesting to note that the relative shares have changed noticeably since 2005.⁵ At that time, local newspapers garnered nearly half of the total revenues with 48.3%, followed by local television stations with 27.6%, and local radio stations with 24.1%. By 2008, however,

newspapers' share had declined 4.5% to 43.8%, while television and radio shares showed increases. This shift in share is a clear indication of more vibrant competition within the narrow category of traditional media, as newspapers have experienced greater declines in revenue than have the television and radio sectors.

Figure 2 shows the estimated average revenue shares across the top-10 markets for both 2005 and 2008:

Figure 2 – Average Estimated Traditional Media Revenue Shares for Top-10 Markets



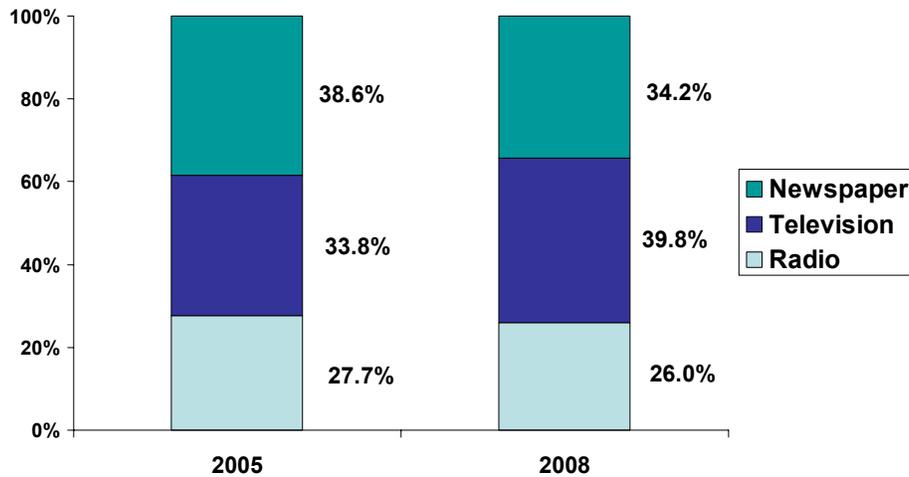
Much like the national averages of these traditional media, the averages for the top-10 markets have also shifted in just the past few years. The newspapers' share has decreased, while the television and radio stations' shares have increased, indicating increased competition in these markets.

In the Los Angeles media marketplace, by comparison, the newspaper share in 2008 was 34.2%, significantly lower than the national and top-10 averages. Television stations claimed

⁵ Data for 2005 in this section of the report were drawn from the report cited in footnote 1.

39.8% and radio stations claimed 26.0% of advertising dollars. Figure 3 shows that estimated distribution of traditional media revenue shares for the Los Angeles, CA market for both 2005 and 2008:

Figure 3 – Estimated Traditional Media Revenue Shares for the Los Angeles, CA Market



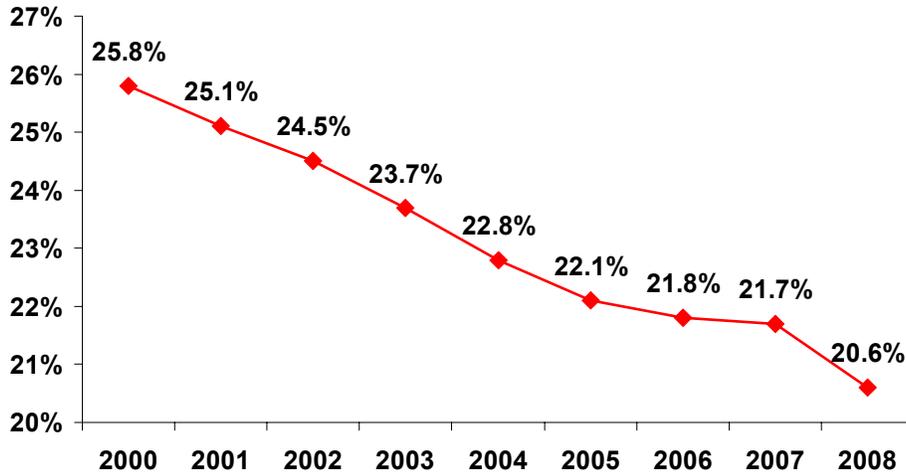
The revenue shares for the three traditional media in Los Angeles are much closer together than is the case with the national averages or the averages for the top-10 DMAs, demonstrating that competition among these three traditional services is vibrant. It is also interesting to note the changes in these shares over time. Local newspapers' share in Los Angeles decreased from 38.6% in 2005 to 34.2% in 2008, while the share of local television stations increased from 33.8% to 39.8% over that same time period. These more balanced shares as compared to the overall national averages, as well as the averages across the top-10 markets, can be explained in part by the extremely strong and diverse television and radio markets in Los Angeles, where there are 23 full service commercial television stations, with 17 separate and distinct owners. There are 161 full power commercial radio stations in the Los Angeles DMA,

with 58 separate and distinct owners. In the smaller Los Angeles Arbitron Metro market as utilized in the FCC's geographic market rules adopted in June 2003, there are 77 full power commercial radio stations owned by 32 companies.

Recent History of Tribune-Owned Properties in Los Angeles

As we saw above, the distribution of revenues across the traditional media in the Los Angeles DMA shows a competitive market. Within that traditional media market, Tribune's share of revenue does not indicate dominance or market power, even given the existing KTLA-*LA Times* combination. The conclusion that the combination does not materially affect competition in the market is confirmed by the fact that the combined Tribune share has been steadily decreasing over the past several years. During the period of common ownership (since 2000), the Los Angeles media marketplace has become more competitive as a result of the competition among increasingly diverse traditional media, the continuing growth of non-broadcast program outlets (such as multi-channel video and audio program distributors), and the introduction of new media sources such as the Internet. Faced with this increased competition, Tribune has seen a steady decline in its market share since it acquired the *LA Times* in 2000. Figure 4 shows the estimated local market share of the Tribune properties for the last nine years. Whereas once they garnered over one-quarter (25.8%) of all of the revenues generated by the traditional media, these properties have lost over 5 percentage points from that share and fallen to 20.6% as a result of competition:

Figure 4 – Estimated Historical Share of Revenue for Tribune Properties in Los Angeles



The steady decline in the Tribune Properties’ market share has occurred because the Los Angeles advertising market reflects, on average, extremely competitive results due to the presence of a large number of traditional media as well as numerous new media outlets that are becoming more competitive and gaining advertising revenue share. As the market concentration analysis below indicates, other traditional media have competed effectively against these properties, and that competition can only be expected to increase, both as a result of the number of strong and well-funded traditional media sources and competition from cable and broadband video systems, direct broadcast satellite systems, the Internet, and new media.⁶

⁶ In the present marketplace, owners of media properties spend a considerable amount of time comparing their properties with properties in the same media and other media in different services. As discussed below, these inter-media comparisons are not only made among traditional media, but also between traditional media and the new media opportunities that are constantly being developed as a result of the Internet and in other venues. Therefore, any analysis of traditional media market shares alone overstates the importance of those media’s positions in today’s marketplace, as will be shown later in this analysis.

Concentration Analysis Based On Advertising Markets

With the above estimates for television and radio stations as well as for daily and weekly newspapers, we examine next whether the traditional media markets are concentrated using the commonly used Herfindahl-Hirschman Index (“HHI”) that is employed by the Department of Justice and the Federal Trade Commission in their analyses of proposed transactions.⁷ The HHI is used by these antitrust agencies, as well as many economists analyzing the competitiveness of different markets, because it accurately reflects the distribution of the revenue shares and the present level of competition. For example, if a particular market had ten firms each having 10% of the total revenues, the resulting HHI calculation would be only 1,000 (the DOJ and FTC level of an unconcentrated market), reflecting the presence of ten equal competitive firms. On the other hand, if a particular market had only two firms, each with 50% of the total revenues, the resulting HHI calculation would be 5,000 (significantly over the DOJ and FTC level of 1,800 for a highly concentrated market). The range between 1,000 and 1,800 is defined by these agencies as “moderately concentrated.” Even in the moderately and highly concentrated areas, these antitrust agencies permit further consolidation, weighing the potential benefits of each merger against any possible anticompetitive impacts.

The HHI calculation we have made here overstates the concentration of these local advertising markets because it only includes the revenues generated by the traditional media. Clearly, other media -- whether they are local cable systems, local Internet websites, magazines and other print media, outdoor advertising, or other media -- compete with the traditional media

⁷ The HHI is the total sum of the squared market revenue shares expressed as whole numbers for all market participants. In this case, that includes the revenue shares for all of the television and radio stations and newspapers in each of the 210 geographic markets. Larger numbers indicate greater concentration, and lower numbers tend to show less concentration and more competition in a market.

for advertising revenues. And even if those media could be taken into account in a concentration analysis, that would still understate the level of diversity in the marketplace because many non-advertiser-supported media (such as subscription-based media and non-commercial broadcast outlets) offer alternative sources of information.

We begin by examining the HHIs for the average national market, and values across the top-10 markets, to compare to the Los Angeles market. We will also analyze the HHI for the Los Angeles market over the past nine years, the period of Tribune's common ownership of KTLA and the *LA Times*.

Calculation of HHIs

Using the radio and television station and newspaper revenue estimates, we have summed the total advertising revenue by media for each of the 210 geographic markets. With those totals, we calculated the market shares of all owners of the three media in each market. We then calculated the HHI for each market. For 2008, the average HHI across all 210 traditional media markets is 1,359, and the median is 1,232 -- both of which are classified as moderately concentrated.

There is a noticeable difference in average HHIs across different size markets. As one moves from larger to smaller markets with fewer media outlets, the HHIs generally increase. There are fewer traditional media outlets competing for advertising sales, and therefore, the media outlets in those markets tend to realize larger revenue shares resulting in higher HHIs. For the top-10 markets, the average HHI is 1,097, over 260 points below the national average.

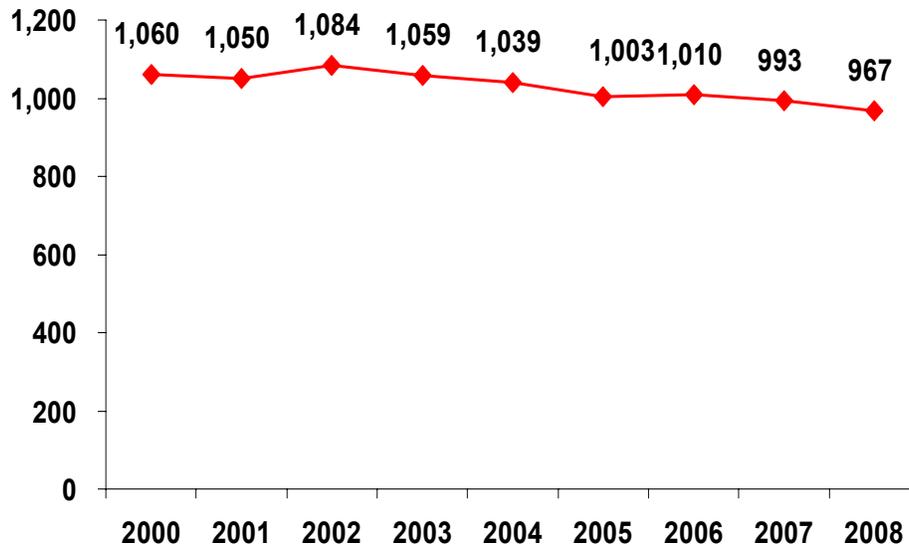
The HHI for Los Angeles is 967, over one hundred points lower than the top-10 market average of 1,097, and more than 390 points lower than the national average of 1,359. Clearly, many different media owners with significant shares exist in this market, providing substantial

competitive influence. For example, all of the big-four major broadcast television networks own their local affiliates in this market (ABC, CBS, NBC and FOX). Second, a number of the major radio groups have multiple outlets in this market. The market therefore is characterized by the presence of a large number of strong competitors. Most importantly, because this waiver involves an existing combination as opposed to the creation of a new one, the transaction itself will have no direct impact on concentration levels. Moreover, the historical downward trend in revenues indicates that continued common ownership of KTLA and the *LA Times* would leave the HHI in Los Angeles well below the threshold of 1,000, and well in the range of an unconcentrated market.

Recent History of Concentration

Concentration of traditional media revenues has been decreasing over time in the Los Angeles media marketplace, as measured by the HHI. The significant number of outlets owned by many different media groups in the Los Angeles market clearly indicates that there is a strong level of competition in attracting viewers, listeners, and readers. This competition is evidenced by the downward trend in the level of concentration in Los Angeles over the past nine years. Figure 5 shows the HHI for the Los Angeles DMA market based on revenue estimates over the last nine years since Tribune acquired the *LA Times*:

Figure 5 - Historical HHI of Traditional Media for Los Angeles Market



The level of concentration in the Los Angeles market has decreased over this nine-year period and has remained under the threshold of an unconcentrated market for two years.⁸ Notably, concentration has remained low during this timeframe, despite the fact that Tribune acquired the *LA Times* in 2000, several television station owners formed duopolies in 2002, and some radio groups consolidated their holdings during this period. In fact, during this time, the measurement of concentration considering only the traditional media — newspapers, television and radio — has *decreased* in most years and at a fairly rapid pace, to the point where the market is appropriately characterized as unconcentrated.

⁸ The slight increase in the concentration level in 2002 was due in large part to two television station acquisitions by existing television operators in this market. Fox Television acquired KCOP-TV and CBS acquired KCAL-TV around this time. The very minor increase in 2006 can in large part be explained by the increase in revenue share earned by the NBC owned stations in Los Angeles in the year of the Winter Olympics, which went from a 8.0% share of traditional media in 2005 to 9.2% in 2006. In the following year, the HHI continued its downward trend.

To summarize, the Los Angeles market is comparatively less concentrated than the national average and the average for markets of similar size and has become less concentrated over time. Currently in Los Angeles, the calculation of the HHI as it relates to only the traditional media of newspapers, radio, and television indicates a market that falls into the category of “not concentrated.” Moreover, trends clearly indicate that Los Angeles will remain in that category, as the level of concentration has steadily decreased in recent years. And as discussed below, adding alternative and new media to the analysis further dilutes this level of concentration.

The Wider Media Marketplace

Over the last decade, the media industry has undergone significant changes in advertising choices, content dissemination, and audience usage. Advertisers today have many options beyond the traditional media when choosing how to get their messages to local audiences. In addition, content originators (including many traditional media) now provide their information and entertainment through multiple means of access (*e.g.*, Internet sites, mobile applications). Finally, consumers obtain information and entertainment using many different devices.

Americans go online for a variety of reasons, including to be informed or entertained.⁹ Much of the content on the Internet is ad-supported and free to the user. The “advertising supported Internet” has become such a pervasive part of the advertising ecosystem that the Interactive Advertising Bureau commissioned a study to understand its size, scope and benefits.¹⁰

⁹ http://www.emarketer.com/Article.aspx?Ne=1050&N=1064&No=2&R=1007184&xsrc=article_head_siteSearchx.

¹⁰ Hamilton Consultants, “Economic Value of the Advertising-Supported Internet Ecosystem,” published by the Interactive Advertising Bureau, New York, NY, June 10, 2009. For a copy of the study, see http://www.iab.net/insights_research/530422/economicvalue.

Among other findings, the study concludes that with \$23.4 billion spent on Internet advertising in 2008, that medium is already bigger than radio, outdoor advertising, or Yellow Pages and about the same as consumer magazines. ComScore, a leading provider of Internet usage data, has shown that, in the U.S. (including home, work, and university locations) in June 2009 alone, 193 million individuals visited an Internet site at least once.¹¹ This included not only search sites (e.g., Google and Yahoo) but also media sites (e.g., Fox, Viacom, Turner, CBS, New York Times, Disney, NBC, ESPN, Gannett and Time Warner).

In addition to the wired Internet, there are the wireless Internet and other mobile media. New research from the Pew Internet & American Life Project shows that over half (56%) of Americans access the wireless Internet using a variety of devices including laptops, cell phones, MP3 players and game consoles.¹² African Americans are the most active users of the mobile Internet, according to Pew, making this medium particularly important to this demographic group. In fact, Pew concludes that any “digital divide between African Americans and white Americans diminishes when mobile use is taken into account.”¹³

Mobile media choices are becoming richer and more prevalent. For example, the Open Mobile Video Coalition and others currently are demonstrating the benefits of the new digital broadcast mobile service in Washington, DC and other markets.¹⁴ Since the cutover to all digital television, spectrum was freed up allowing MediaFLO USA to expedite roll-out of its mobile

¹¹ http://www.comscore.com/Press_Events/Press_Releases/2009/7/comScore_Media_Metrix_Ranks_Top_50_U.S._Web_Properties_for_June_2009.

¹² Horrigan, John, “Wireless Internet Use,” Pew Internet, July 2009. See <http://pewinternet.org/Reports/2009/12-Wireless-Internet-Use.aspx>.

¹³ Horrigan, p. 4.

¹⁴ www.omvc.org.

video service, FLO TV, which is now available in more than 110 major markets (including Los Angeles)¹⁵ and reaches a population of over 200 million consumers.¹⁶

There are other mobile media choices such as those offered by News Over Wireless, Inergize, Verve and other mobile media companies offering local news, sports, information and entertainment. Mobile media themselves are becoming a fast growing category for ad spending, which allows free content to be provided to users.

The trend in consumer technologies typically has been that consumers adopt new technologies first, then media companies start to follow them into these new media, followed in turn by advertisers. Increasingly, advertisers see the benefits of “integrated marketing mixes” in which media campaigns are conducted across traditional and new media platforms. Research from the Direct Marketing Association showed that 82% of companies surveyed coordinated use of multiple media in campaigns (*i.e.*, “integrated marketing”) including particularly email (75.8%), online video (61.1%) and search engines (62.9%).¹⁷

Recognizing these changes in the marketplace and utilizing the expertise of its subsidiary The Kelsey Group,¹⁸ BIA unveiled in February 2009 its first comprehensive local media forecast.¹⁹ The BIA/Kelsey forecast defines local advertising as spending by small and medium-sized businesses, national advertisers and regional advertisers making local buys. That forecast draws from proprietary data; company, industry and county information in the public domain;

¹⁵ See Todd Spangler, “TV Behind the Wheel, Will In-Car TV Shift Into the Fast Lane – Or Is It a Non-Starter?,” Multichannel News, Jan. 23, 2010, *available at* http://www.multichannel.com/article/445558-TV_Behind_the_Wheel.php?nid=2226&source=link&rid=5977151 (last visited Feb. 4, 2010); FLOTV, “Coverage Map,” <http://www.flotv.com/whats-on-flo-tv/map> (last visited Feb. 4, 2010) (type “Los Angeles, CA” into “Address” box and hit “SEARCH” button).

¹⁶ http://www.flotv.com/sm/assets/pdfs/FLO_TV_Fact_Sheet.pdf.

¹⁷ Direct Marketing Association, “Integrated Marketing Media Mix: More Digital with Mainstay Traditional,” *see* <http://www.marketingcharts.com/television/integrated-marketing-media-mix-study-more-digital-with-mainstay-traditional-5287/>.

¹⁸ The Kelsey Group is a research firm that has over twenty years of experience in the Yellow Pages industry, and over ten years in the Internet and online search areas.

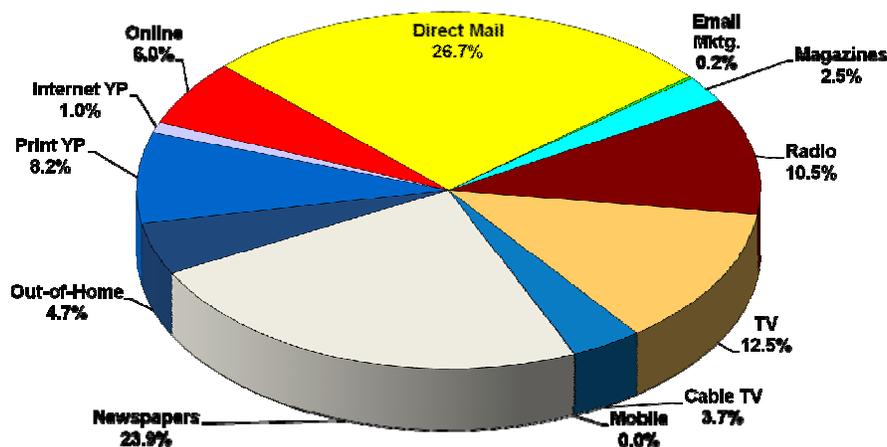
and informational interviews with firms in these media about the competitive position and strength of these media, as well as where these media may be heading as they develop.²⁰

Building off the national forecast research, BIA/Kelsey also offers “Media Ad Views,” market-specific custom reports that provide a comprehensive picture of the state of local media advertising for the different advertising options that are now available. In this section, we will compare the national distribution of advertising revenue to the situation in the Los Angeles, CA media marketplace, and evaluate the Tribune Properties’ share in this wider media marketplace.

The National View

Across the entire nation, there is a wide variety of local choices available to advertisers to get their messages out to consumers. Figure 6 shows the distribution of estimated local advertising revenues for the nation as a whole for 2008.

Figure 6 – Distribution of Estimated Local Advertising Spending by Media Nationally - 2008



¹⁹ <http://www.bia.com/pr090226-forecast.asp>.

As an advertising vehicle, Direct Mail garnered the largest share, with local newspapers second. In our 2009 projections for these local media, BIA/Kelsey Group anticipated that the shares going to traditional media (including Direct Mail and newspapers) would decrease significantly over the next few years.²¹ In contrast, many of the interactive/digital media – mobile, online, Internet Yellow Pages, and email marketing – were expected to see substantial growth in the next few years. In fact, revenues from this interactive/digital advertising segment were projected to grow at an 18% compounded annual growth rate (“CAGR”) between 2008 and 2013.²²

BIA/Kelsey’s recently released data for 2009 confirm that the trend away from traditional media advertising has continued and is not likely to abate in the future.²³ While the overall U.S. local advertising market is projected to grow at a modest CAGR of only 2.2% from 2009 to 2014, spending on traditional media advertising is projected to decline from \$115 billion in 2009 to \$108.2 billion in 2014 (CAGR of -1.2%).²⁴ That continued decline contrasts strongly with the projected growth in spending on media in the interactive/digital segment (CAGR of 19.3%) in the same period and shows that traditional media are expected to continue to lose ground to new competitors over the long-term.²⁵

The Los Angeles, CA View

As shown earlier, the relative strength and number of local radio and television stations and newspapers in the Los Angeles, CA media market have led to a high level of competition among traditional media. Given that strength of competition and the large number of these

²⁰ Additional information regarding the methodology employed is included in Appendix A hereto.

²¹ “[T]he traditional segment (encompassing newspapers, direct mail, television, radio, print Yellow Pages, out of home (non-digital), cable television and magazines) will decrease from \$141.3 billion in 2008 to \$112.4 billion in 2013 (CAGR of -4.5%).” <http://www.bia.com/pr090226-forecast.asp>.

²² *Id.*

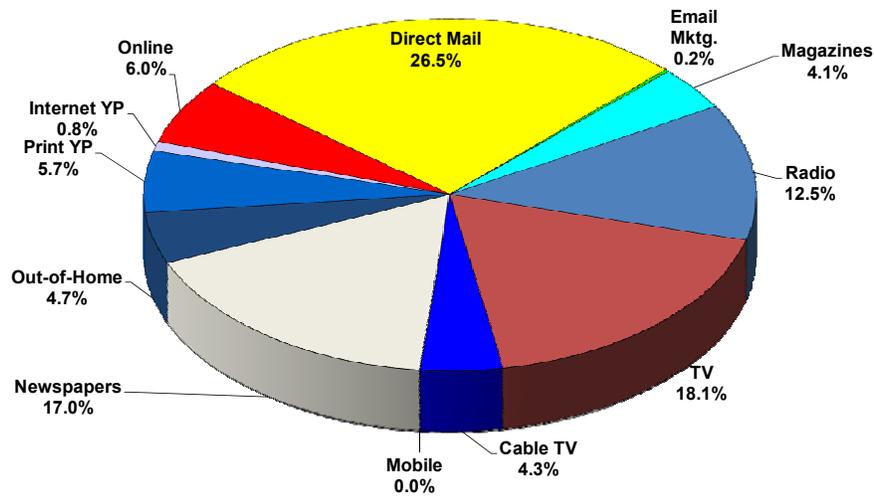
²³ <http://www.bia.com/pr220210.asp>.

²⁴ *Id.*

²⁵ *See id.*

outlets in the Los Angeles market, it is not surprising to see the traditional media garnering a minimally larger percentage of total local media advertising than at the national level. Figure 7 below shows the distribution of estimated local advertising spending within the Los Angeles, CA media marketplace.

Figure 7 – Distribution of Estimated Local Advertising Spending by Media in Los Angeles, CA - 2008



On average, newspapers nationally garnered nearly a quarter (23.9%) of all local media advertising revenues. In the Los Angeles market, newspapers only accounted for slightly over one-sixth (17.0%) of those revenues. Television and radio stations, in contrast, have larger shares of those revenues than they do nationally, though that larger share is distributed among the substantial number of television and radio outlets in the marketplace. Together, the Los Angeles, CA traditional media – newspapers, television, and radio stations – account for 47.6% of the total advertising revenues across the twelve media, only slightly higher than the 46.9% of the average market nationwide. In contrast, alternative media account for 52.4%, as compared to

53.1% nationwide, while new media in particular (online, Internet Yellow Pages, mobile, and email marketing) account for 7.0% in the Los Angeles, CA market as compared to 7.2% for the average market nationwide.

Tribune Properties' Share of the Los Angeles, CA Media Marketplace

As shown earlier, the revenue share garnered by the Tribune Properties has been declining in recent years, falling to 20.6% of traditional media revenues. When the larger advertising market is examined, including all of the various media that actually compete with these Tribune Properties, that share is even less. For 2008, the Tribune Properties' estimated share of expanded media advertising market revenues in the Los Angeles DMA is 11.4%. Many different companies are included among the other media competing with these Tribune Properties, further supporting the conclusion that Tribune does not have any market power.²⁶

Today's Media Marketplace

The statistical analysis of traditional media discussed above demonstrates the existence of a very competitive situation in Los Angeles. The media marketplace there reflects the vibrant competition and diversity that have come from the introduction of more television stations and more radio stations, the advent of cable television, and other innumerable technological developments. We have assisted Tribune and its legal staff in compiling the various media tables and "voice" counts contained in its waiver request, and believe that these counts accurately reflect the very diverse and competitive market among traditional media outlets as further

²⁶ It is not possible to calculate an HHI index for this wider advertising market, as we do not know the owners of all the various media outside of the traditional media that were analyzed earlier. Given that the traditional media examination of the HHI showed an unconcentrated market and that the presence of these additional media outlets would decrease concentration levels, the wider market value would likely indicate an unconcentrated market, with correspondingly lower HHI values than the traditional media advertising market.

illustrated by the Tribune revenue share and market concentration analysis discussed above.

These listings of media voices are included in appendices to this report.

To summarize those listings, there are 27 full power television stations (23 commercial and 4 non-commercial) owned by 21 companies (17 commercial and 4 non-commercial) in the Los Angeles market along with 28 low power and Class A television stations owned by 20 companies.²⁷ In the DMA, there are 196 full power radio stations (161 commercial and 35 non-commercial) owned by 83 companies (58 commercial and 26 non-commercial).²⁸ There are seven low power radio stations owned by seven different entities. In the smaller Los Angeles Arbitron Metro market as utilized in the FCC's geographic market rules adopted in June 2003, there are 93 full power radio stations (77 commercial and 16 non-commercial) owned by 45 companies (32 commercial and 14 non-commercial). With respect to newspapers, there are 19 daily newspapers owned by 9 companies along with 98 weekly newspapers owned by 54 companies. At least 103 specialty and 28 collegiate publications, as well as 76 local magazines also provide additional diversity of information and entertainment to people living in the Los Angeles market. Finally, there are a host of other outlets, including the new media analyzed above, that are available in the Los Angeles, CA DMA.

Conclusion

This update and expansion upon the 2007 study of traditional media revenues clearly show that competition continues to increase in the Los Angeles market. In fact, the measure of concentration has fallen safely into the unconcentrated range over the past two years using the

²⁷ There are 47 multicast programming streams in addition to the primary programming being provided by these local television stations.

²⁸ One radio station licensee, Mt. Wilson FM Broadcasters, operates both commercial and noncommercial radio stations in both the DMA and the Arbitron metro market. Accordingly, the total number of radio station

revenues of the three traditional media outlets alone. Moreover, when the numerous other local outlets providing information and entertainment are considered, the number of competing outlets is overwhelming.

When the advertising revenue analysis is expanded to include more of the media outlets now actually available to advertisers, the level of concentration is clearly even lower. Many new media are now providing opportunities for local and national advertisers, increasing the competitive pressure on the traditional media outlets, both nationally and in the Los Angeles, CA market. Many of these new outlets are also expanding the choices of information and entertainment available to consumers in this market.

The Tribune Properties' share of advertising revenues continues to decrease in the Los Angeles market. For just the traditional media marketplace, that share has decreased by more than five percentage points over the last nine years to 20.6%. In the wider advertising marketplace, the Tribune Properties' share is only 11.4%.

After examining the statistical and outlet information for the Los Angeles, CA media market one can only conclude that it is a vibrant, actively competitive, and expanding advertising market offering many sources of diverse content to the area's residents. Advertisers and consumers are being provided more choices every day. The relative position of the combined Tribune Properties should not be of any regulatory concern in this expanding market.

owners is less than the sum of commercial and noncommercial owners. There are 28 multicast HD radio signals also being provided by the market's radio stations.

Appendix A: Methodology Statement for the BIA/Kelsey Group National and Local Media Marketplace Estimates



Methodology Statement for the BIA/Kelsey National and Local Media Marketplace Estimates

February 26, 2010

BIA/Kelsey estimated total advertising revenues across twelve media that compete in local advertising markets. Local advertising is defined as spending by local businesses of all sizes as well as by national and regional advertisers making local advertising purchases on a variety of local media. The twelve media included in the BIA/Kelsey estimates are: daily and weekly newspapers, local commercial radio stations, local commercial television stations, Yellow Pages, direct mail, out-of-home, local cable systems, online, Internet Yellow Pages, local magazines, mobile, and email marketing. These estimates of spending by local and non-local sources are generated through various methods, briefly described below for each of the twelve media.

1. Newspapers

- A comprehensive annual survey instrument was sent in the first quarter of 2009 to all daily and weekly newspapers asking for their historical revenues for both traditional and online advertising and their circulation revenues.
- Revenues for non-responding newspapers were estimated through a proprietary model utilizing circulation and other relevant data, such as retail sales and population growth, to determine the revenue changes from previous years.
- Estimates were checked for accuracy with publicly available sources, such as annual reports and other security filings for public companies.

2. Local Commercial Radio Stations

- A comprehensive annual survey instrument was sent in the first quarter of 2009 to all commercial radio stations, as well as to the groups owning these stations asking for their historical revenues for both over-the-air and online advertising revenues.
- Revenues for non-responding stations were estimated by BIA/Kelsey through proprietary models utilizing audience estimates and other relevant data, such as population and retail sales growth, to determine each station's share of the local market.
- Estimates were checked for accuracy with other publicly available sources, such as annual reports and other security filings for public companies, as well as aggregate information from industry sources.

3. Local Commercial Television Stations

- A comprehensive annual survey instrument was sent in the first quarter of 2009 to all commercial television stations, as well as to the groups owning these stations, asking for historical revenues for both over-the-air and online advertising revenues.
- Revenues for non-responding television stations were estimated by BIA/Kelsey through proprietary models utilizing historical revenue and other relevant data, such as population and retail sales growth.
- Estimates were checked for accuracy with publicly available sources, such as annual reports and other security filings for public companies, as well as aggregate information from industry sources.

4. Yellow Pages

- Revenues for individual directories in major markets and for the U.S. overall were obtained from key industry data vendors and sources, such as Localeze and the Yellow Pages Association (YPA). Data on total national revenues were provided by YPA. Data on individual directories provided include number of paid items, number of advertisers, rate card, and total directory revenues.
- Revenues for smaller markets were modeled, using a proprietary BIA/Kelsey model, that incorporates population, population growth, various demographic variables (*e.g.* age, household income) and various economic activity variables (such as new business formation).

5. Direct Mail

- Revenues for the Direct Mail sector in the U.S. overall were estimated based on the results of a BIA/Kelsey survey, Local Commerce Monitor (“LCM”). The LCM is an annual survey of small businesses seeking information about their use of the media for advertising, historical spending on media, spending intentions, use of various online advertising formats, use of various channels for purchasing advertising media, satisfaction with media, channel performance, and other relevant factors. Twelve annual surveys were completed as of 2008, and the thirteenth will be completed by September 2009. Also used was published data on total Direct Mail spending from various sources, such as leading sources that make media forecasts, including Universal McCann Worldwide, Zenith Optimedia, Omnicom International, WPP Group, Advertising Age magazine, and two leading investment banks, Bank of Montreal and Merrill Lynch.
- Revenues for individual markets were determined on the basis of key variables correlated to direct mail activity such as the number of businesses, number of employees, rate of new business formation, and number of businesses in selected business categories (generally Standard Industry Classifications as defined by the U.S. Census Bureau) related to direct mail activities, as well as further BIA/Kelsey analyses. The BIA/Kelsey analyses are informed adjustments based

on our extensive work in media over the years, accumulated knowledge about the individual characteristics, and idiosyncrasies of many individual markets.

6. Out-Of-Home

- Information on the history of traditional billboards including their recent revenues was obtained from industry trade associations and other publicly available media forecasts, such as Universal McCann Worldwide, Zenith Optimedia, Omnicom International, WPP Group, Advertising Age magazine, and two leading investment banks, Bank of Montreal and Merrill Lynch. Based on this information and information on national economic trends, a proprietary model was used to project the total revenues generated by this subsection of this media category.
- For the digital sector of this media, which includes digital billboards and taxicab and elevator screens, a proprietary model was used incorporating information regarding the growth of the number of such screens, screen traffic, sell-out rates, and cost per thousands to calculate the revenues generated obtained from key industry players that are representative of the industry.
- Similarly, for the digital cinema sector of this category (i.e., commercial airing prior to movies), a proprietary model employing growth rates of the number of screens, sell-out rates, and cost per thousands, obtained from industry sources that are representative of the industry was used to calculate the revenues generated.

7. Local Cable Systems

- Using historical information on the growth of local cable advertising from industry trade association (National Cable and Telecommunications Association) and other national estimates (Universal McCann), as well as the BIA estimates of the recent history of over-the-air television advertising, the relationship between national cable and over-the-air advertising revenues was modeled. From that proprietary model, present and future national cable advertising estimates were generated.
- Local cable advertising estimates were derived using a series of factors including local cable penetration data and the strength of the local over-the-air television market using BIA individual television market revenue estimates.

8. Online/Interactive

- Revenues for the U.S. overall were derived from proprietary models of revenues for several types of online advertising, including search ads, display ads, rich media ads, classifieds, and other online advertising types. As noted above, the surveys for certain traditional media asked for their online advertising revenues. For 2008, those revenues for newspapers, local commercial radio, and local commercial television stations were included in the online/interactive sector. For 2009, those revenues for newspapers, local commercial radio and television stations were included in the revenues for each of the traditional media.

- The detailed BIA/Kelsey proprietary models used to generate estimates for each type of online ad involve a complex calculation based on numerous variables. These variables include the “ad coverage” (the percentage of search results that have ads associated with them), the number of searches, the percentage of searches and search results that are local in nature, clickthrough rates (number of ads that are clicked on by the user), and other relevant factors. These estimated values were benchmarked against actual, proprietary data provided to us by key industry players, who are representative of the industry.
- Revenues for individual markets were determined on the basis of key variables correlated to online consumer and commercial activity, such as population and retail sales growth, as well as further BIA/Kelsey analyses. The BIA/Kelsey analyses are informed adjustments based on our extensive work in media over the years, accumulated knowledge about the individual characteristics, and idiosyncrasies of many individual markets.

9. Internet Yellow Pages

- Revenues for the U.S. overall were estimated based on the LCM (see the discussion of LCM in the Direct Mail section), published data on media spending from various sources, such as the Interactive Advertising Bureau, and proprietary performance data from the leading Internet Yellow Pages companies that are representative of the industry.
- Revenues for individual markets were determined on the basis of key variables correlated to Yellow Pages revenues, estimated print-online cross-sales levels, and other key variables correlated to online activity, as well as further BIA/Kelsey analyses. The BIA/Kelsey analyses are informed adjustments based on our extensive work in media over the years, accumulated knowledge about the individual characteristics, and idiosyncrasies of many individual markets.

10. Local Magazines

- Revenues for the U.S. overall were estimated based on the LCM (see the discussion of LCM in the Direct Mail section), published data on media spending from trade associations and other sources such as estimates from Universal McCann Worldwide, Zenith Optimedia, Omnicom International, WPP Group, Advertising Age Magazine, and several leading investment banks, including Bank of Montreal and Merrill Lynch.
- Revenues for individual markets were estimated based on performance data on the leading city magazine publishers obtained from BIA/Kelsey’s original web-based research on local magazines in the top markets.

11. Mobile

- Revenues for the U.S. overall were derived from proprietary models of revenues for several types of mobile advertising, including search ads, display ads, directory-related ads, and other mobile advertising types.

- The detailed proprietary models used to estimate the revenue generated by each type of mobile ad involve a calculation based on numerous variables. These variables include the number of mobile searches, the “ad coverage” (the percentage of search results that have ads associated with them), the percentage of searches and search results that are local in nature, clickthrough rates (number of ads that are clicked on by the user), and other relevant factors. These estimates were benchmarked against actual, proprietary data provided to us by key industry players that are representative of the industry. We also benchmarked these estimates against mobile advertising performance in other countries that have a more developed mobile advertising market.
- Revenues for individual markets were determined on the basis of key variables correlated to mobile usage and commercial activity, such as population and retail sales growth, as well as further BIA/Kelsey analyses. The BIA/Kelsey analyses are informed adjustments based on our extensive work in media over the years, accumulated knowledge about the individual characteristics, and idiosyncrasies of many individual markets.

12. Email Marketing (ERPM)

- Revenues for the U.S. overall were derived from the LCM (see the discussion of LCM in the Direct Mail section), published data on leading email marketing providers, including financial reports by public companies (such as Constant Contact, and Alliance Data Systems, parent company of Epsilon); reports from several leading investment banks (such as Oppenheimer, Thomas Weisel Partners, and Think Equity); and promotional materials published by service providers themselves (such as Lyris, Emma, and Vertical Response).
- Revenues for individual markets were determined on the basis of key variables correlated to email activity, such as relative population and population growth, as well as further BIA/Kelsey analyses. The BIA/Kelsey analyses are informed adjustments based on our extensive work in media over the years, accumulated knowledge about the individual characteristics, and idiosyncrasies of many individual markets.

Curriculum Vitae

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Education

Ph.D., 1981, Economics, Texas A&M University, College Station, TX
M.S., 1978, Economics, Texas A&M University, College Station, TX
B.A., 1976, Mathematics and Economics (honors), State University of New York at
Binghamton

Professional experience

2001 – Present

BIA Financial Network

Vice President

- Consulting in litigation and tax-related cases
- Developing of new broadcasting and related industry research offerings
- Speaking at industry forums

Fall 2002 – Present

The Johns Hopkins University

Adjunct Professor, *The Political Economy of Mass Communications*

1985 – 2000

National Association of Broadcasters

Vice President/Economist 1991 – 2000

- Supervised the Research and Planning Department.
- Conducted primary research about the broadcasting and related industries, used for testimony before the Congress and in filings at the FCC and other governmental agencies.
- Conducted research and studies included in publications and reports distributed by NAB.
- Presented results of primary research and other analyses at industry forums.

Director of Financial and Economic Research 1985 -- 1991

- Supervised the collection and dissemination of the annual industries financial reports

Curriculum Vitae - Mark R. Fratrick

1980 – 1985

Federal Trade Commission
Bureau of Economics
Staff Economist

- Conducted analysis of proposed mergers and other arrangements.
- Conducted analyses of industry practices to evaluate economic impact.
- Participated in litigation support in several antitrust cases.

Professional activities

Broadcast & Cable Financial Management Association – Board Member 2001-2004
American Economic Association – member
Southern Economic Association – member
Journal of Media Economics – reviewer
Journal of Broadcasting and Electronic Media - reviewer

Articles

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What is Going on With Radio Formats, 2002 BIA Financial Network

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“Out of Market Listening and Viewing: It’s Not To Be Overlooked,” Attachment A, Comments of the National Association of Broadcasters, FCC Biennial Regulatory Review, January 2003.

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Infinity Radio, Inc. vs. Elena Whitby, et. al., Fifteenth Judicial Circuit, Florida, testified on April 4 and 6, 2005.

Qantum Communications Corporation v. Tiger Communications, Alabama, deposed on February 3, 2006.

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Los Angeles DMA Full Power Television Stations

CALLS	Affiliation	City/St. of License	Owner	C/NCE
KABC-TV	ABC	Los Angeles, CA	ABC/Disney	C
KAZA-TV	AZT	Avalon, CA	SCTV Inc	C
KBBC-TV*	IND	Bishop, CA	Bellagio Broadcasting, LLC	C
KBEH	Tr3s	Oxnard, CA	HERO Broadcasting LLC	C
KCAL-TV	IND	Los Angeles, CA	CBS Corporation	C
KCBS-TV	CBS	Los Angeles, CA	CBS Corporation	C
KCET	PBS	Los Angeles, CA	Community TV of Southern California	NCE
KCOP-TV	My	Los Angeles, CA	News Corporation	C
KDOC-TV	IND	Anaheim, CA	Ellis Communications Group LLC	C
KFTR-DT	TLF	Ontario, CA	Broadcasting Media Partners Inc	C
KHIZ	IND	Barstow, CA	MultiCultural Broadcasting	C
KJLA	LATV	Ventura, CA	LATV Holdings, LLC	C
KLCS	PBS	Los Angeles, CA	Los Angeles Unified School District	NCE
KMEX-DT	UNI	Los Angeles, CA	Broadcasting Media Partners Inc	C
KNBC	NBC	Los Angeles, CA	NBC/GE	C
KOCE-TV	PBS	Huntington Beach, CA	KOCE-TV Foundation	NCE
KPXN-TV	i	San Bernardino, CA	ION Media Networks, Inc.	C
KRCA	EST	Riverside, CA	Lieberman Broadcasting Inc	C
KSCI	IND	Long Beach, CA	International Media Group	C
KTBN-TV	TBN	Santa Ana, CA	Trinity Broadcasting Network Inc	C
KTLA	CW	Los Angeles, CA	Tribune Company	C
KTTV	FOX	Los Angeles, CA	News Corporation	C
KVCR-DT	PBS	San Bernardino, CA	San Bernardino Community College District	NCE
KVEA	TEL	Corona, CA	NBC/GE	C
KVMD*	IND	Twentynine Palms, CA	KVMD TV LLC	C
KWHY-TV	INS	Los Angeles, CA	NBC/GE	C

CALLS	Affiliation	City/St. of License	Owner	C/NCE
KXLA*	IND	Rancho Palos Verd, CA	KXLA TV 44 Inc	C

* According to the 2010 edition of the Television & Cable Factbook, KBBC-TV is located in the Los Angeles DMA. In addition, according to the FCC's database, as of March 3, 2010, KVMD TV LLC and KXLA TV 44 Inc. are commonly controlled by a single individual.

Los Angeles DMA Multicast Television Streams

CALLS	Affiliation	City/St. of License	Owner	C/NCE
KABC-D2	IND	Los Angeles, CA	ABC/Disney	C
KABC-D3	Wx	Los Angeles, CA	ABC/Disney	C
KBEH-D2	IND	Oxnard, CA	HERO Broadcasting LLC	C
KCET-D2	PBS	Los Angeles, CA	Community TV of Southern California	NCE
KCET-D3	VME	Los Angeles, CA	Community TV of Southern California	NCE
KCET-D4	PBS	Los Angeles, CA	Community TV of Southern California	NCE
KHIZ-D2	RTV	Barstow, CA	MultiCultural Broadcasting	C
KJLA-D2	LAT	Ventura, CA	LATV Holdings, LLC	C
KJLA-D3	IND	Ventura, CA	LATV Holdings, LLC	C
KJLA-D4	IND	Ventura, CA	LATV Holdings, LLC	C
KJLA-D5	IND	Ventura, CA	LATV Holdings, LLC	C
KJLA-D6	IND	Ventura, CA	LATV Holdings, LLC	C
KJLA-D7	INS	Ventura, CA	LATV Holdings, LLC	C
KJLA-D8	IND	Ventura, CA	LATV Holdings, LLC	C
KLCS-D2	KDS	Los Angeles, CA	Los Angeles Unified School District	NCE
KLCS-D3	CRT	Los Angeles, CA	Los Angeles Unified School District	NCE
KLCS-D4	PBS	Los Angeles, CA	Los Angeles Unified School District	NCE
KNBC-D2	WxN	Los Angeles, CA	NBC/GE	C
KNBC-D4	SPT	Los Angeles, CA	NBC/GE	C
KOCE-D2	PUB	Huntington Beach, CA	KOCE-TV Foundation	NCE
KOCE-D3	REL	Huntington Beach, CA	KOCE-TV Foundation	NCE
KOCE-D4	PBS	Huntington Beach, CA	KOCE-TV Foundation	NCE
KPXN-D2	qbo	San Bernardino, CA	CIG Media LLC	C
KPXN-D3	ILF	San Bernardino, CA	CIG Media LLC	C
KPXN-D4	WSP	San Bernardino, CA	CIG Media LLC	C
KSCI-D2	IND	Long Beach, CA	International Media Group	C

CALLS	Affiliation	City/St. of License	Owner	C/NCE
KSCI-D3	IND	Long Beach, CA	International Media Group	C
KSCI-D4	IND	Long Beach, CA	International Media Group	C
KSCI-D5	IND	Long Beach, CA	International Media Group	C
KSCI-D7	IND	Long Beach, CA	International Media Group	C
KSCI-D8	IND	Long Beach, CA	International Media Group	C
KTBN-D2	CHC	Santa Ana, CA	Trinity Broadcasting Network Inc	C
KTBN-D3	JCT	Santa Ana, CA	Trinity Broadcasting Network Inc	C
KTBN-D4	ENL	Santa Ana, CA	Trinity Broadcasting Network Inc	C
KTBN-D5	SML	Santa Ana, CA	Trinity Broadcasting Network Inc	C
KTLA-D2	Ths	Los Angeles, CA	Tribune Company	C
KVCR-D2	PBS	San Bernardino, CA	San Bernardino Community College District	NCE
KVCR-D3	PBS	San Bernardino, CA	San Bernardino Community College District	NCE
KVCR-D4	CRT	San Bernardino, CA	San Bernardino Community College District	NCE
KXLA-D2	INS	Rancho Palos Verd, CA	KXLA TV 44 Inc	C
KXLA-D3	IND	Rancho Palos Verd, CA	KXLA TV 44 Inc	C
KXLA-D4	IND	Rancho Palos Verd, CA	KXLA TV 44 Inc	C
KXLA-D5	IND	Rancho Palos Verd, CA	KXLA TV 44 Inc	C
KXLA-D6	IND	Rancho Palos Verd, CA	KXLA TV 44 Inc	C
KXLA-D7	IND	Rancho Palos Verd, CA	KXLA TV 44 Inc	C
KXLA-D8	IND	Rancho Palos Verd, CA	KXLA TV 44 Inc	C
WFSB-D3	Nws	Hartford, CT	Meredith Corp	C

Los Angeles DMA Class A and LPTV Stations

CALLS	Affiliation	City/St. of License	Owner	Type Service
K06MU	IND	Big Bear Lake, CA	Bear Valley Broadcasting Inc	LPTV
K19CL		Inyokern, CA	Garcia, Victor A	LPTV
K20IU		Big Bear Lake, CA	Iglesia JesuCristo Es Mi Refugio Inc	LPTV
K28IE	IND	Barstow, CA	Chang Broadcasting	LPTV
K32EM	IND	Morongo Valley, CA	San Bernardino County	LPTV
K34EU	IND	Morongo Valley, CA	San Bernardino County	LPTV
K50EW	CBS	Lucerne Valley, CA	San Bernardino County	LPTV
K55KD	INS	Van Nuys, CA	AlmaVision Hispanic Network	LPTV
KBLM-LP	INS	Riverside, CA	Louis Martinez Family Group LLC	LPTV
KEDD-LP	INS	Lancaster, CA	Adelman, Robert D	LPTV
KHTV-LP	IND	Inland Empire, CA	Venture Technologies Group LLC	LPTV
KIMG-LP	DRK	Ventura, CA	KVMD TV LLC	LPTV
KJHP-LP	PBS	Morongo Valley, CA	San Bernardino Community College District	LPTV
KLAU-LD	REL	Redlands, CA	Benavides, Gerald G.	LPTV
KNET-CA	IND	Los Angeles, CA	Venture Technologies Group LLC	CL-A
KNLA-LP	HSN	Los Angeles, CA	Venture Technologies Group LLC	LPTV
KPAL-LD		Palmdale, CA	KPAL Television Inc	LPTV
KPAL-LP	IND	Palmdale, CA	KPAL Television Inc	CL-A
KPCD-LP	DRK	Big Bear Lake, CA	Daystar Television Network	LPTV
KSFV-CA	IND	San Fernando Vall, CA	Venture Technologies Group LLC	CL-A
KSKJ-CA	IND	Van Nuys, CA	Capital Broadcasting Corporation	CL-A
KSKP-CA	IND	Oxnard, CA	Capital Broadcasting Corporation	CL-A
KTAV-LP	INS	Altadena, CA	AlmaVision Hispanic Network	LPTV
KTBV-LD	DRK	Santa Clarita, CA	Weiss, Randall & Adrienne	LPTV
KTSK-LP	UNI	Daggett, CA	San Bernardino County Government Area 40	LPTV
KVTU-LP	IND	Los Angeles, CA	Allen, Mark C	LPTV

CALLS	Affiliation	City/St. of License	Owner	Type Service
KWJD-LP	DRK	Van Nuys, CA	Friendly Broadcasting Company	LPTV
KZSW-LD		Riverside, CA	KZSW Television Inc	LPTV

**Daily Newspapers Published in or Circulated in the
 Los Angeles, CA DMA (2009)¹**

	Title	Published	Owner
1.	* <i>Desert Dispatch</i>	Barstow, CA	Freedom Communications, Inc.
2.	* <i>Press-Telegram</i>	Long Beach, CA	MediaNews Group, Inc.
3.	* <i>Daily News</i>	Los Angeles, CA	MediaNews Group, Inc.
4.	* <i>Los Angeles Times</i>	Los Angeles, CA	LA Times Media Group
5.	* <i>Inland Valley Daily Bulletin</i>	Ontario, CA	MediaNews Group, Inc. (California Newspapers Partnership)
6.	* <i>The Orange County Register</i>	Santa Ana, CA	Freedom Communications, Inc. (Freedom Metro Division)
7.	* <i>Antelope Valley Press</i>	Palmdale, CA	William C. Markham ²
8.	* <i>The Star-News</i>	Pasadena, CA	MediaNews Group, Inc. (California Newspapers Partnership) [†]
9.	* <i>Redlands Daily Facts</i>	Redlands, CA	MediaNews Group, Inc. (California Newspapers Partnership)
10.	* <i>The Daily Independent</i> ³	Ridgecrest, CA	GateHouse Media, Inc.
11.	* <i>The Press-Enterprise</i> ⁴	Riverside, CA	A.H. Belo Corporation
12.	* <i>The Sun</i>	San Bernardino, CA	MediaNews Group, Inc. (California Newspapers Partnership) [†]

¹ “Circulated in” indicates circulation of five percent or greater within the DMA.

Counties (all CA): Inyo, Kern East, Los Angeles, Orange, Riverside East, Riverside West, San Bernardino, Ventura Counties.

² Owner identified through newspaper’s website. See Antelope Valley Press, <http://www.avpress.com> (last visited June 29, 2009).

³ Located in Kern County East. Presence in DMA uncertain due to intra-county Nielsen boundaries.

⁴ Located in Riverside County West. Presence in DMA uncertain due to intra-county Nielsen boundaries.

	Title	Published	Owner
13.	* <i>San Gabriel Valley Tribune</i>	West Covina, CA	MediaNews Group, Inc. (California Newspapers Partnership)
14.	* <i>The Signal</i>	Santa Clarita, CA	Moss Multimedia, Inc. (Morris Newspaper Corporation)
15.	* <i>Daily Breeze</i>	Torrance, CA	MediaNews Group, Inc. (California Newspapers Partnership)
16.	* <i>The Californian</i> ⁵	Temecula, CA	Lee Enterprises, Inc.
17.	* <i>Ventura County Star</i>	Ventura, CA	E.W. Scripps Co. (Scripps Howard Newspapers)
18.	* <i>Daily Press</i>	Victorville, CA	Freedom Communications, Inc.
19.	* <i>The Whittier Daily News</i>	Whittier, CA	MediaNews Group, Inc. (California Newspapers Partnership)

* Indicates newspapers published within the DMA.

Sources: SRDS Circulation 2009; Editor & Publisher International Yearbook (2008), Gale Directory of Publications and Broadcast Media 2009; BIA Investing in Newspapers, Los Angeles, CA Market Newspaper Overview (2009).

Information for papers marked with the symbol “†” was verified by BIA Advisory Services, LLC as of October 7, 2009 through telephone research.

⁵ Located in Riverside County West. Presence in DMA uncertain due to intra-county Nielsen boundaries.

**General Interest Newspapers of Varying Frequency Published in the
 Los Angeles, CA DMA¹ (2009)**

	Title	Published	Owner
1.	<i>The Acorn</i>	Agoura Hills, CA	J.Bee NP Publishing, Ltd. ²
2.	<i>Aliso Viejo News</i>	Alisa Viejo, CA	Freedom Communications, Inc. (The Orange County Register)
3.	<i>The Alpine Sun</i>	Alpine, CA	East County Community Newspapers
4.	<i>The Apple Valley News</i>	Apple Valley, CA	Valley Wide Newspapers
5.	<i>The Catalina Islander</i>	Avalon/Catalina Island, CA	Community Media Corporation
6.	<i>Azusa Herald Highlander</i>	Azusa, CA	MediaNews Group, Inc. (California Newspapers Partnership)
7.	<i>Beverly Hills Courier</i>	Beverly Hills, CA	Clifton S. Smith ³
8.	<i>Beverly Hills Weekly</i>	Beverly Hills, CA	John E. Gross ⁴
9.	<i>Big Bear Grizzly</i>	Big Bear Lake, CA	Brehm Communications, Inc.

¹ Counties (all CA): Inyo, Kern East, Los Angeles, Orange, Riverside East, Riverside West, San Bernardino, Ventura.

“Varying frequency” means weekly unless otherwise specified. Papers marked with the symbol “^” are published twice weekly. Papers marked with the symbol “#” are published thrice weekly.

Sources: *Gale Directory of Publications and Broadcast Media 2009*; *Editor & Publisher International Yearbook (2008)*; BIA/Kelsey Media Access Pro™ Database, Los Angeles, CA Market Newspaper Overview (as of July 23, 2009).

Information for papers marked with the symbol “†” was verified by BIA Advisory Services, LLC as of October 7, 2009 through telephone research.

² Owner identified through newspaper’s website. See *The Acorn Online*, <http://www.theacornonline.com/> (last visited July 1, 2009).

³ Owner identified through newspaper’s website. See *The Beverly Hills Courier*, <http://www.todayplanet.com/pg/beta/bhcourier1> (last visited July 1, 2009).

⁴ Owner identified through newspaper’s website. See *The Beverly Hills Weekly*, <http://bhweekly.com> (last visited July 1, 2009).

	Title	Published	Owner
			(Hi-Desert Publishing Co., Inc.)
10.	<i>Grizzly Weekender</i>	Big Bear Lake, CA	Brehm Communications, Inc. (Hi-Desert Publishing Co., Inc.)
11.	<i>#Inyo Register</i>	Bishop, CA	Horizon Publications
12.	<i>^Palo Verde Valley Times/Quartzsite Times⁵</i>	Blythe, CA	Western Newspapers, Inc.
13.	<i>Star Progress</i>	Brea, CA	Freedom Communications, Inc. (The Orange County Register)
14.	<i>Chino/Chino Hills Champion</i>	Chino, CA	Champion Newspapers
15.	<i>^Claremont Courier</i>	Claremont, CA	Martin and Janis Weinberger ⁶
16.	<i>The Colton Courier</i>	Colton/Grand Terrace, CA	Inland Empire Community Newspapers
17.	<i>Covina Press Courier Highlander</i>	Covina, CA	MediaNews Group, Inc. (California Newspapers Partnership)
18.	<i>Crestline Courier-News</i>	Crestline, CA	Brehm Communications, Inc. (Hi-Desert Publishing Co., Inc.)
19.	<i>Dana Point News</i>	Dana Point, CA	Freedom Communications, Inc. (The Orange County Register)
20.	<i>Diamond Bar Highlander</i>	Diamond Bar, CA	MediaNews Group, Inc. (California Newspapers Partnership)
21.	<i>El Segundo Herald</i>	El Segundo, CA	Herald Publications.
22.	<i>Fontana Herald News</i>	Fontana, CA	Century Group

⁵ Located in Riverside County East. Presence in DMA uncertain due to intra-county Nielsen boundaries.

⁶ Owner identified through newspaper's website. See Claremont Courier, <http://www.claremont-courier.com> (last visited July 1, 2009).

	Title	Published	Owner
23.	<i>Fullerton News-Tribune</i>	Fullerton, CA	Freedom Communications, Inc. (The Orange County Register)
24.	<i>Gardena Valley News</i>	Gardena/South Bay, CA	Gardena Valley News, Inc. ⁷
25.	<i>Glendora Press Highlander</i>	Glendora, CA	MediaNews Group, Inc. (California Newspapers Partnership)
26.	<i>Hacienda Heights Highlander</i>	Hacienda Heights, CA	MediaNews Group, Inc. (California Newspapers Partnership)
27.	<i>The Valley Chronicle</i> ⁸	Hemet, CA	Century Group
28.	<i>Hesperia Star</i>	Hesperia, CA	Freedom Communications, Inc.
29.	<i>Hesperia Resorter</i>	Hesperia/Victor Valley, CA	Valley Wide Newspapers
30.	<i>Highland Community News</i>	Highland, CA	Century Group
31.	<i>Huntington Beach Independent</i>	Huntington Beach, CA	LA Times Media Group (Times Community Newspapers)
32.	<i>The News Review</i>	Indian Wells Valley/Searles Valley/Trona/Randsburg, CA	Patricia Farris ⁹
33.	<i>Irvine World News</i>	Irvine, CA	Orange County Register [†]
34.	<i>La Canada Valley Sun</i>	La Canada Flintridge, CA	Times Community Newspapers
35.	<i>La Puente Highlander</i>	La Puente, CA	MediaNews Group, Inc. (California Newspapers Partnership)
36.	<i>Laguna Beach News Post</i>	Laguna Beach, CA	Freedom Communications,

⁷ Owner identified through internet research. See Manta – Vital Information on Small Businesses, http://www.manta.com/coms2/dnbcompany_mcs5q (last visited July 1, 2009).

⁸ Located in Riverside County West. Presence in DMA uncertain due to intra-county Nielsen boundaries.

⁹ Owner identified through newspaper’s website. See The News Review, <http://www.newsreviewiwv.com> (last visited July 1, 2009).

	Title	Published	Owner
			Inc. (The Orange County Register)
37.	<i>Laguna Niguel News</i>	Laguna Niguel, CA	Freedom Communications, Inc. (The Orange County Register)
38.	<i>Mountain News</i>	Lake Arrowhead, CA	Brehm Communications, Inc. (Hi-Desert Publishing Co., Inc.)
39.	<i>^The Reporter</i>	Long Beach, CA	Pfanstiel Publishers and Printers Inc. ¹⁰
40.	<i>West Hollywood Independent</i>	Los Angeles, CA	Los Angeles Wave Publications Group ¹¹
41.	<i>Los Angeles Independent (Hollywood Edition)</i>	Los Angeles, CA	Los Angeles Wave Publications Group ¹²
42.	<i>Los Angeles Downtown News</i>	Los Angeles, CA	Civic Center News, Inc.
43.	<i>East Los Angeles/Brooklyn Belvedere Comet</i>	Los Angeles, CA	Eastern Group Publications Inc. [†]
44.	<i>Leader</i>	Lucerne Valley, CA	Brehm Communications, Inc. (Hi-Desert Publishing Co., Inc.)
45.	<i>Malibu Surfside News</i>	Malibu, CA	Anne Soble ¹³
46.	<i>The Malibu Times</i>	Malibu, CA	The Malibu Times, Inc.
47.	<i>The Argonaut</i>	Marina Del Ray, CA	The Argonaut, Inc.
48.	<i>Saddleback Valley News</i>	Mission Viejo, CA	Freedom Communications, Inc. (The Orange County Register)

¹⁰ Owner identified through telephone research as of October 22, 2009.

¹¹ Newspaper name and owner identified through telephone research as of October 8, 2009.

¹² Newspaper name and owner identified through telephone research as of October 8, 2009.

¹³ Owner identified through newspaper's website. See Malibu Surfside News, <http://www.malibusurfsidenews.com> (last visited July 1, 2009).

	Title	Published	Owner
49.	<i>Mojave Desert News</i> ¹⁴	Mojave/California City, CA	Mojave Desert News
50.	<i>Needles Desert Star</i>	Needles, CA	Brehm Communications, Inc. (Hi-Desert Publishing Co., Inc.)
51.	<i>Rancho Santa Margarita News</i>	Rancho Santa Margarita, CA	Freedom Communications, Inc. (The Orange County Register)
52.	<i>Rialto Record</i>	Rialto, CA	Inland Empire community Newspapers
53.	<i>San Marino Tribune</i>	San Marino, CA	The San Marino Tribune Co., Inc. ¹⁵
54.	<i>O.C. Weekly</i>	Santa Anna, CA	O.C. Weekly Media, Inc.
55.	<i>Avalon Bay News</i>	Santa Catalina Island, CA	Barbara Crow ¹⁶
56.	<i>The Sun</i>	Seal Beach/Rossmoor, CA	Community Media Corporation
57.	<i>The Perris Progress and Perris City News</i> ¹⁷	Sun City, CA	Press Enterprise, Inc. (Community Publications Group) [†]
58.	<i>The Midway Driller</i>	Taft, CA	GateHouse Media, Inc.
59.	<i>The Tustin News</i>	Tustin, CA	Freedom Communications, Inc. (The Orange County Register)
60.	<i>Desert Trail</i>	Twenty-Nine Palms, CA	Brehm Communications, Inc. (Hi-Desert Publishing Co., Inc.)
61.	<i>Ventura County Reporter</i>	Ventura, CA	Southland Publishing Co.

¹⁴ Located in Kern County East. Presence in DMA uncertain due to intra-county Nielsen boundaries.

¹⁵ Owner identified through newspaper's website. See San Marino Tribune, <http://www.sanmarinotribune.com> (last visited July 1, 2009).

¹⁶ Owner identified through internet research. See Avalon Bay News, http://www.manta.com/coms2/dnbcompany_ydrbh (last visited July 1, 2009).

¹⁷ Located in Riverside County West. Presence in DMA uncertain due to intra-county Nielsen boundaries.

	Title	Published	Owner
62.	<i>Riverside County Record</i> ¹⁸	Riverside, CA	N.C. Publications, Inc. ¹⁹
63.	<i>Valley Weekly</i>	Riverside, CA	The Press-Enterprise Co. (A.H. Belo Corporation) [†]
64.	<i>Walnut Highlander</i>	Walnut, CA	MediaNews Group, Inc.
65.	<i>West Covina Highlander</i>	West Covina, CA	MediaNews Group, Inc.
66.	<i>Beverly Press/Park LaBrea News</i>	West Hollywood/Park LaBrea, CA	Michael and Karen Villalpando ²⁰
67.	<i>News-Enterprise</i>	Los Alamitos, CA	Community Media Corporation ²¹
68.	<i>Westminster Herald</i>	Westminster/Midway City, CA	Lloyd Thomas ²²
69.	<i>Mountaineer Progress</i>	Wrightwood/Phelan, CA	Steve Rinek ²³
70.	<i>Yorba Linda Star</i>	Yorba Linda, CA	Freedom Communications, Inc. (The Orange County Register)
71.	<i>^Ojai Valley News</i>	Ojai, CA	Ojai Valley News, Inc.
72.	<i>Orange City News</i>	Orange/Anaheim, CA	Freedom Communications, Inc. (The Orange County Register)

¹⁸ Located in Riverside County West. Presence in DMA uncertain due to intra-county Nielsen boundaries.

¹⁹ Owner identified through newspaper's website. See Riverside County Record, <http://www.countyrecordnews.com> (last visited July 1, 2009).

²⁰ Owner identified through newspaper's website. See Park LaBrea News/Beverly Press, <http://www.parklabreanewsbeverlypress.com> (last visited July 1, 2009).

²¹ Owner identified through internet research. See Resources for Entrepreneurs, <http://www.gaebler.com/News-Enterprise-CA-Newspaper-Advertising-Costs> * *6758 (last visited July 1, 2009).

²² Owner identified through internet research. See Herald Westminster, http://www.manta.com/coms2/dnbcompany_mb9bq (last visited July 1, 2009).

²³ Owner identified through newspaper's website. See Mountaineer Progress Newspaper, <http://www.mtprogress.net> (last visited July 1, 2009).

	Title	Published	Owner
73.	<i>Palisadian-Post</i>	Pacific Palisades/Malibu, CA	Small Newspaper Group, Inc.
74.	<i>^Palos Verdes Peninsula News</i>	Rancho Palos Verdes, CA	MediaNews Group, Inc.
75.	<i>The Paramount Journal</i>	Paramount, CA	Community Media Corporation
76.	<i>Pasadena Weekly</i>	Pasadena, CA	Southland Publishing Company
77.	<i>Placentia News-Times</i>	Placentia, CA	Freedom Communications, Inc. (The Orange County Register)
78.	<i>Rowland Heights Highlander</i>	Rowland Heights, CA	MediaNews Group, Inc.
79.	<i>South Pasadena Review</i>	South Pasadena/San Marino, CA	South Pasadena Publishing Company ²⁴
80.	<i>Sun Post News</i>	San Clemente, CA	Freedom Communications, Inc. (The Orange County Register)
81.	<i>San Dimas/La Verne Highlander</i>	San Dimas, CA	MediaNews Group, Inc.
82.	<i>Yucaipa & Calimesa News-Mirror</i>	Yucaipa, CA	Century Group
83.	<i>Hi-Desert Star</i>	Yucca Valley, CA	Brehm Communications, Inc. (Hi-Desert Publishing Co., Inc.)
84.	<i>Tehachapi News</i> ²⁵	Tehachapi, CA	Valley Direct, Inc.
85.	<i>^Culver City News</i>	Culver City, CA	Community Media [†]
86.	<i>The Culver City Observer</i>	Culver City, CA	California Community Newspapers

²⁴ Owner identified through internet research. See Mondo Times, <http://www.mondotimes.com/1/world/us/5/282/16356> (last visited July 7, 2009).

²⁵ Located in Kern County East. Presence in DMA uncertain due to intra-county Nielsen boundaries.

	Title	Published	Owner
87.	<i>L.A. Weekly</i>	Culver City, CA	Village Voice Media ²⁶
88.	<i>The Fillmore Herald</i>	Fillmore, CA	San Cayetano Mountain Investment Corp.
89.	<i>Easy Reader</i>	Hermosa Beach, CA	Easy Reader/Redondo Beach Hometown News
90.	<i>Downtown Gazette</i>	Long Beach, CA	Gazette Newspapers, Inc.
91.	<i>Grunion Gazette</i>	Long Beach, CA	Gazette Newspapers, Inc.
92.	<i>The Boulevard Sentinel</i>	Eagle Rock, CA	Tom Topping
93.	<i>Los Angeles City Beat</i>	Los Angeles, CA	Southland Publishing
94.	<i>The Beach Reporter</i>	Manhattan Beach, CA	Los Angeles Media Group ²⁷
95.	<i>News-Review</i>	Ridgecrest, CA	The News Review
96.	<i>The San Fernando Valley Sun</i>	San Fernando, CA	The San Fernando Valley Sun Newspaper [†]
97.	<i>The Valley Vantage</i>	Woodland Hills, CA	Valley News Group ²⁸
98.	<i>The Coastline Pilot</i>	Laguna Beach, CA	LA Times Media Group (Times Community Newspapers)

²⁶ Owner identified through newspaper's website. See L.A. Weekly, <http://www.laweekly.com> (last visited July 7, 2009).

²⁷ Owner identified through newspaper's website. See The Beach Reporter, <http://www.tbrnews.com/> (last visited October 22, 2009).

²⁸ Owner identified through internet research. See Resources for Entrepreneurs, http://www.gaebler.com/Valley*Vantage-CA-Newspaper-Advertising-Costs**13209 (last visited July 1, 2009).

Los Angeles, CA DMA¹ (2009)

Specialty Newspapers²

1. **Name:** Compton Bulletin +
Frequency: Weekly
Published: Compton, CA
Circulation: Paid 32,516; Free 42,484
Advertising: Accepted
Description: Black community newspaper

2. **Name:** Firestone Park News +
Frequency: Weekly
Published: Los Angeles, CA
Circulation: Paid 24,500
Advertising: Accepted
Description: Black community newspaper

3. **Name:** Herald Dispatch +
Frequency: Weekly
Published: Los Angeles, CA
Circulation: Paid 34,665; Free 263
Advertising: Accepted
Description: Black community newspaper

4. **Name:** LA Watts Times +
Frequency: Weekly
Published: Los Angeles, CA
Circulation: Paid 450; Free 25,000
Advertising: Accepted
Description: Black community newspaper

¹ Counties (all CA): Inyo, Kern East, Los Angeles, Orange, Riverside East, Riverside West, San Bernardino, and Ventura.

² Targeted to special ethnic, religious, demographic, or other groups. Information for certain specialty newspapers confirmed through Internet research.

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+ *Editor & Publisher International Yearbook (2008).*

† Verified by BIA Advisory Services, LLC as of October 7, 2009 through telephone research.

5. **Name:** Los Angeles Sentinel +
Frequency: Weekly
Published: Los Angeles, CA
Circulation: Paid 20,000; Free 350
Advertising: Accepted
Description: Black community newspaper
6. **Name:** Watts Star Review +
Frequency: Weekly
Published: Los Angeles, CA
Circulation: Paid 29,898
Advertising: Accepted
Description: Black community newspaper
7. **Name:** Wave Community Newspapers (includes West Edition, Herald American Edition, Lynwood Press Edition, The Press Edition, East Edition, Northeast Edition, and Culver City Edition)³ +
Frequency: Weekly
Published: Los Angeles, CA
Circulation: 150,000
Subscription Rate: Free
Advertising: Accepted
Description: Black community newspaper
8. **Name:** Pasadena Journal-News +
Frequency: Weekly
Published: Pasadena, CA
Circulation: Paid 7,500
Advertising: Accepted
Description: Black community newspaper
9. **Name:** Black Voice News +

³ See LA Wave, Print Editions, <http://www.wavenewspapers.com/news/print-editions>.

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Frequency: Weekly
Published: Riverside, CA
Circulation: Paid 10,000; Free 1,810
Advertising: Accepted
Description: Black community newspaper

10. **Name:** The American News +

Frequency: Weekly
Published: San Bernardino, CA
Circulation: Paid 6,000
Advertising: Accepted
Description: Black community newspaper

11. **Name:** Precinct Reporter +

Frequency: Weekly
Published: San Bernardino, CA
Circulation: 55,000
Subscription Rate: Free
Advertising: Accepted
Description: Black community newspaper

12. **Name:** Beirut Times +

Frequency: Weekly
Published: Los Angeles, CA
Circulation: Paid 6,000; Free 27,000
Advertising: Accepted
Description: Arab community newspaper (Arabic language)

13. **Name:** Asbarez Daily +

Frequency: Daily
Published: Glendale, CA
Circulation: Paid 12,000; Free 500
Advertising: Accepted
Description: Armenian community newspaper (Armenian language)

14. **Name:** California Courier +

Frequency: Weekly

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- Published:** Glendale, CA
Circulation: Paid 3,500; Free 100
Advertising: Accepted
Description: Armenian community newspaper (English language)⁴
15. **Name:** Pacific Times +

Frequency: Weekly
Published: Rosemead, CA
Circulation: Paid 15,000; Free 20,000
Advertising: Accepted
Description: Asian community newspaper (Chinese and Taiwanese language)
16. **Name:** Weekend Balita/Midweek Balita +*

Frequency: Twice weekly
Published: Glendale, CA
Circulation: 80,000
Subscription Rate: Free
Advertising: Accepted
Description: Filipino community newspaper (Filipino, Tagalog, and Cebvano language)
17. **Name:** California-Staats Zeitung +

Frequency: Weekly
Published: Los Angeles, CA
Circulated: Nationally
Circulation: Paid 19,195; Free 87
Advertising: Accepted
Description: German community newspaper (German language)
18. **Name:** The Rafu Shimpo +

Frequency: Daily
Published: Los Angeles, CA
Circulation: 20,000
Advertising: Accepted
Description: Japanese community newspaper (Japanese language)

⁴ Language determined via Internet research. See The California Courier – Wikipedia, the free encyclopedia, http://en.wikipedia.org/wiki/The_California_Courier (last visited Aug. 11, 2009).

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19. **Name:** Pacific Citizen +
Frequency: Twice monthly
Published: Los Angeles, CA
Circulation: Paid 23,946; Free 287
Advertising: Accepted
Description: Japanese community newspaper (Japanese language)
20. **Name:** Korea Times +
Frequency: Daily
Published: Los Angeles, CA
Circulation: Paid 43,500; Free 200
Advertising: Accepted
Description: Korean community newspaper (Korean language)
21. **Name:** California Veckoblad +
Frequency: Twice monthly
Published: Downey, CA
Circulation: 5,000; Free 100
Advertising: Accepted
Description: Swedish community newspaper (Swedish language)
22. **Name:** Svenska Amerikanaren Tribunen +
Frequency: Twice monthly
Published: Downey, CA
Circulation: Paid 7,000; Free 75
Advertising: Accepted
Description: Swedish community newspaper (Swedish language)
23. **Name:** Nguoi Viet Daily News +
Frequency: Daily
Published: Westminster, CA
Circulation: Paid 16,000; Free 5,000
Advertising: Accepted
Description: Vietnamese community newspaper (Vietnamese language)
24. **Name:** Impacto USA +
Frequency: Weekly
Published: Long Beach, CA

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Circulation: 250,000
Subscription Rate: Free
Advertising: Accepted
Description: Hispanic community newspaper (Spanish language)

25. **Name:** El Clasificado +*

Frequency: Weekly
Published: Los Angeles, CA
Circulation: 152,708
Subscription Rate: Free
Description: Hispanic community newspaper (Spanish language)

26. **Name:** La Voz Libre +

Frequency: Weekly
Published: Los Angeles, CA
Circulation: Paid 1,100; Free 44,500
Advertising: Accepted
Description: Hispanic community newspaper (Spanish language)

27. **Name:** 20 De Mayo +

Frequency: Weekly
Published: Los Angeles, CA
Circulation: 25,000
Subscription Rate: Free
Advertising: Accepted
Description: Hispanic community newspaper (Spanish language)

28. **Name:** La Guia Familiar +

Frequency: Weekly
Published: Van Nuys, CA
Circulation: 180,000
Subscription Rate: Free
Advertising: Accepted
Description: Hispanic community newspaper (Spanish language)

29. **Name:** Mundo L.A. +

Frequency: Weekly
Published: Van Nuys, CA
Circulation: 539,650

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- Subscription Rate:** Free
Advertising: Accepted
Description: Hispanic community newspaper (Spanish language)
30. **Name:** Excelsior +
- Frequency:** Weekly
Published: Santa Ana, CA
Circulation: 60,000
Subscription Rate: Free
Advertising: Accepted
Description: Hispanic community newspaper (Spanish language)
31. **Name:** La Voz Latina +
- Frequency:** Weekly
Published: Palmdale, CA
Circulation: 32,000
Subscription Rate: Free
Advertising: Accepted
Description: Hispanic community newspaper (Spanish language)
32. **Name:** Azteca News +
- Frequency:** Weekly
Published: Santa Ana, CA
Circulation: 42,000
Subscription Rate: Free
Advertising: Accepted
Description: Hispanic community newspaper (Spanish language)
33. **Name:** Jewish Community Chronicle +
- Frequency:** Monthly
Published: Long Beach, CA
Circulation: Paid 6,100; Free 1,000
Advertising: Accepted
Description: Jewish community newspaper
34. **Name:** The Jewish Journal of Greater Los Angeles +
- Frequency:** Weekly
Published: Los Angeles, CA
Circulation: Paid 5,000; Free 55,000

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Advertising: Accepted
Description: Jewish community newspaper

35. **Name:** Investor's Business Daily +*

Frequency: Daily
Published: Los Angeles, CA
Circulation: Not reported
Subscription Rate: \$295 per annum
Advertising: Accepted
Description: Business and financial newspaper

36. **Name:** La Opinion +*

Frequency: Daily
Published: Los Angeles, CA
Circulation: Mon.-Fri. 124,647, Sat. 101,412, Sun. 64,791
Advertising: Accepted
Description: Hispanic community newspaper (Spanish language)

37. **Name:** Overture +

Frequency: Monthly
Published: Los Angeles, CA
Circulation: Paid 10,000; Free 450
Advertising: Accepted
Description: Union newspaper

38. **Name:** Jewish News +

Frequency: Monthly
Published: Sherman Oaks, CA
Circulation: 106,000
Advertising: Accepted
Description: Jewish community newspaper

39. **Name:** Barstow Log +

Frequency: Weekly
Circulated: Barstow, CA
Circulation: 3,700
Subscription Rate: Free
Advertising: Accepted
Description: Military specialty newspaper

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40. **Name:** Desert Wings +
Frequency: Weekly
Published: Lancaster, CA
Circulated: Edwards Air Force Base
Circulation: 9,650
Subscription Rate: Free
Advertising: Accepted
Description: Military specialty newspaper
41. **Name:** High Desert Warrior +
Frequency: Weekly
Published: Lancaster, CA
Circulated: Fort Irwin
Circulation: Free 6,500
Advertising: Accepted
Description: Military specialty newspaper
42. **Name:** Observation Post +
Frequency: Weekly
Published: Yucca Valley, CA
Circulation: 7,000
Subscription Rate: Free
Advertising: Accepted
Description: Military specialty newspaper
43. **Name:** The Lighthouse +
Frequency: Biweekly
Published: Lancaster, CA
Circulated: Point Mugu Naval Air Station
Circulation: 14,000
Subscription Rate: Free
Advertising: Accepted
Description: Military specialty newspaper
44. **Name:** On Target +
Frequency: Biweekly
Published: Chinalake, CA
Circulated: Ridgecrest Naval Air Weapons Station
Circulation: 5,000

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- Subscription Rate:** Free
Advertising: Accepted
Description: Military specialty newspaper
45. **Name:** The Tidings +

Frequency: Weekly
Published: Los Angeles, CA
Circulation: Paid 95,000; Free 372
Advertising: Accepted
Description: Religious newspaper
46. **Name:** Tiefert Telegraph *

Frequency: Weekly
Published: Fort Irwin, CA
Circulation: Non-paid 6,500
Subscription Rate: Free to qualified subscribers
Advertising: Accepted
Description: Military specialty newspaper
47. **Name:** Acton-Agua Dulce News *

Frequency: Weekly
Published: Acton, CA
Circulation: 4,700
Subscription Rate: \$33.00 per annum
Advertising: Accepted
Description: Hispanic community newspaper (English and Spanish language)
48. **Name:** Dinakaran *

Published: Anaheim, CA
Description: Tamil ethnic newspaper
49. **Name:** Entertainment Today *

Frequency: Daily
Published: Burbank, CA
Advertising: Accepted
Description: Entertainment newspaper
50. **Name:** Carson Bulletin *

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Frequency: Weekly
Published: Compton, CA
Circulation: Paid 8,000; Free 9,000
Advertising: Accepted
Description: Black community newspaper

51. **Name:** Compton Metropolitan Gazette *

Frequency: Weekly
Published: Compton, CA
Circulation: 60,000
Subscription Rate: \$25 per annum; Free
Advertising: Accepted
Description: Black community newspaper

52. **Name:** Chinese L.A. Daily News *

Frequency: Daily
Published: El Monte, CA
Circulation: 103,000
Advertising: Accepted
Description: Chinese community newspaper (Chinese language)

53. **Name:** Pakistan *

Frequency: Weekly
Published: Fontana, CA
Circulated: Locally and Internationally
Circulation: Not reported
Subscription Rate: \$35 per annum
Advertising: Accepted
Description: Pakistani community newspaper (English language)⁵

54. **Name:** Tin Viet *

Frequency: Weekly
Published: Garden Grove, CA
Description: Vietnamese community newspaper (Vietnamese and English language)⁶

⁵ Language determined via Internet research. See Pakistan Today, <http://www.paktoday.com/> (last visited Aug. 11, 2009).

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55. **Name:** OCB Tracker *

Frequency: Daily

Published: Glendora, CA

Advertising: Accepted

Description: Native American community newspaper

56. **Name:** Inglewood Tribune *

Frequency: Weekly

Published: Inglewood, CA

Circulation: Paid 1,000; Free 9,000

Advertising: Accepted

Description: Black community newspaper

57. **Name:** Laguna Journal *

Frequency: Daily

Published: Laguna Beach, CA

Circulation: Not reported

Advertising: Accepted

Description: Entertainment newspaper

58. **Name:** California Turkish Times *

Frequency: Weekly

Published: Long Beach, CA

Circulation: Not reported

Subscription Rate: Free

Advertising: Accepted

Description: Turkish community newspaper (Turkish language)

59. **Name:** Daily Commerce *

Frequency: Daily

Published: Los Angeles, CA

Circulation: Not reported

Advertising: Accepted

Description: Real estate newspaper

⁶ Language determined via Internet research. See Tin Viet Online, <http://www.tinvietonline.com> (last visited Aug. 11, 2009).

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60. **Name:** Edicion Bilingue Independent *

Frequency: Weekly

Published: Los Angeles, CA

Circulation: Paid 7; Non-paid 22,735

Advertising: Accepted

Description: Hispanic community newspaper (English and Spanish language)

61. **Name:** El Aguila *

Frequency: Weekly

Published: Los Angeles, CA

Circulation: 12,000

Description: Hispanic community newspaper (Spanish language)

62. **Name:** E.L.A. Brooklyn-Belvedere Comet *

Frequency: Weekly

Published: Los Angeles, CA

Circulation: 3,000

Subscription Rate: Free

Advertising: Accepted

Description: Hispanic community newspaper (English and Spanish language)

63. **Name:** City Terrace Comet *

Frequency: Weekly

Published: Los Angeles, CA

Circulation: Paid 15, Free 2,583

Advertising: Accepted

Description: Hispanic community newspaper (English and Spanish language)

64. **Name:** Eastside Sun *

Frequency: Weekly

Published: Los Angeles, CA

Circulation: Paid 112, Free 23,039

Advertising: Accepted

Description: Hispanic community newspaper (English and Spanish language)

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65. **Name:** Northeast Sun ⁷

Frequency: Weekly

Published: Los Angeles, CA

Circulation: 18,500

Advertising: Accepted

Description: Hispanic community newspaper (English and Spanish language)

66. **Name:** Mexican American Sun ⁸

Frequency: Weekly

Published: Los Angeles, CA

Circulation: 16,000

Advertising: Accepted

Description: Hispanic community newspaper (English and Spanish language)

67. **Name:** Bell Gardens Sun ⁹

Frequency: Weekly

Published: Los Angeles, CA

Circulation: 7,000

Advertising: Accepted

Description: Hispanic community newspaper (English and Spanish language)

68. **Name:** Vernon Sun ¹⁰

Frequency: Weekly

Published: Los Angeles, CA

Circulation: 2,500

Advertising: Accepted

Description: Hispanic community newspaper (English and Spanish language)

⁷ Gale refers to the newspaper's corporate parent. Information for this entry obtained from Internet research. See Advertise : Eastern Group Publications, http://egpnews.com/?page_id=65 (last visited Aug. 11, 2009).

⁸ Gale refers to the newspaper's corporate parent. Information for this entry obtained from Internet research. See Advertise : Eastern Group Publications, http://egpnews.com/?page_id=65 (last visited Aug. 11, 2009).

⁹ Gale refers to the newspaper's corporate parent. Information for this entry obtained from Internet research. See Advertise : Eastern Group Publications, http://egpnews.com/?page_id=65 (last visited Aug. 11, 2009).

¹⁰ Gale refers to the newspaper's corporate parent. Information for this entry obtained from Internet research. See Advertise : Eastern Group Publications, http://egpnews.com/?page_id=65 (last visited Aug. 11, 2009).

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69. **Name:** The Episcopal News *
- Frequency:** Bimonthly
Published: Los Angeles, CA
Circulation: 30,000
Advertising: Accepted
Description: Religious newspaper
70. **Name:** Korean Sunday News *
- Frequency:** Weekly
Published: Los Angeles, CA
Circulation: 48,000
Subscription Rate: \$50 per annum
Advertising: Accepted
Description: Korean community newspaper (Korean language)
71. **Name:** La Nacion *
- Frequency:** Semiweekly
Published: Los Angeles, CA
Circulation: 12,600
Description: Hispanic community newspaper (Spanish language)
72. **Name:** La Prensa de Los Angeles *
- Frequency:** Weekly
Published: Los Angeles, CA
Circulation: 45,000
Advertising: Accepted
Description: Hispanic community newspaper (Spanish language)
73. **Name:** Los Angeles Philippine News *
- Frequency:** Weekly
Published: Los Angeles, CA
Description: Filipino community newspaper
74. **Name:** Commerce Comet ¹¹

¹¹ Gale refers to the newspaper's corporate parent. Information for this entry obtained from Internet research. See Advertise : Eastern Group Publications, http://egpnews.com/?page_id=65 (last visited Aug. 11, 2009).

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Frequency: Weekly
Published: Los Angeles, CA
Circulation: 6,500
Advertising: Accepted
Description: Hispanic community newspaper (English and Spanish language)

75. **Name:** Montebello Comet *

Frequency: Weekly
Published: Los Angeles, CA
Circulation: 16,000
Advertising: Accepted
Description: Hispanic community newspaper (English and Spanish language)

76. **Name:** Monterey Park Comet *

Frequency: Weekly
Published: Los Angeles, CA
Circulation: Paid 23; Free 104,000
Advertising: Accepted
Description: Hispanic community newspaper (English and Spanish language)

77. **Name:** Our Weekly *

Frequency: Weekly
Published: Los Angeles, CA
Circulation: 50,000
Subscription Rate: \$110 per annum
Advertising: Accepted
Description: Black community newspaper

78. **Name:** Pomona Civil Citizen's Journal *

Frequency: Weekly
Published: Los Angeles, CA
Circulation: 10,000
Advertising: Accepted
Description: Black community newspaper

79. **Name:** Vida Nueva *

Frequency: Weekly
Published: Los Angeles, CA
Circulation: 65,000

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† Verified by BIA Advisory Services, LLC as of October 7, 2009 through telephone research.

Subscription Rate: Free
Advertising: Accepted
Description: Hispanic Catholic community newspaper (Spanish language)¹²

80. **Name:** World Reporter *

Frequency: Weekly
Published: Los Angeles, CA
Circulation: 50,000
Advertising: Accepted
Description: Filipino community newspaper

81. **Name:** Wyvernwood Chronicle *

Frequency: Weekly
Published: Los Angeles, CA
Circulation: Paid 12; Free 1,948
Advertising: Accepted
Description: Hispanic community newspaper (English and Spanish language)

82. **Name:** Bayou Talk *

Frequency: Monthly
Published: Montebello, CA
Circulation: Paid 3,000; Non-paid 3,000
Advertising: Accepted
Description: Cajun community newspaper (English language)¹³

83. **Name:** Chinese Daily News *

Frequency: Daily
Published: Monterey Park, CA
Circulation: 85,000
Advertising: Accepted
Description: Chinese community newspaper (Chinese language)

84. **Name:** Pakistan Link *

¹² Language determined via Internet research. See Vida Nueva, <http://www.vida-nueva.com> (last visited Aug. 11, 2009).

¹³ Language determined via Internet research. See Bayoutalk.com, <http://www.bayoutalk.com/> (last visited Aug. 11, 2009).

* *Gale Directory of Publications and Broadcast Media 2009.*

+ *Editor & Publisher International Yearbook (2008).*

† Verified by BIA Advisory Services, LLC as of October 7, 2009 through telephone research.

Frequency: Weekly
Published: Newport Beach, CA
Circulation: Not reported
Subscription Rate: \$49.95 per annum
Advertising: Accepted
Description: Pakistani community newspaper (English language)¹⁴

85. **Name:** Diocese of Orange Bulletin *

Frequency: Monthly
Published: Orange, CA
Circulation: 47,100
Subscription Rate: Free
Advertising: Accepted
Description: Religious newspaper

86. **Name:** Ventura County Vida Newspaper *

Frequency: Weekly
Published: Oxnard, CA
Circulation: 35,000
Subscription Rate: \$154 per annum
Advertising: Accepted
Description: Hispanic community newspaper (English and Spanish language)

87. **Name:** San Fernando Gazette Express *

Frequency: Weekly
Published: Pacoima, CA
Circulation: 60,000
Subscription Rate: Free; \$25 per annum
Advertising: Accepted
Description: Black community newspaper

88. **Name:** Pasadena Gazette *

Frequency: Weekly
Published: Pasadena, CA
Circulation: 60,000

¹⁴ Language determined via Internet research. See PAKISTAN LINK, <http://www.pakistanlink.com/> (last visited Aug. 11, 2009).

* *Gale Directory of Publications and Broadcast Media 2009.*

+ *Editor & Publisher International Yearbook (2008).*

† Verified by BIA Advisory Services, LLC as of October 7, 2009 through telephone research.

Subscription Rate: Free; \$25 per annum
Advertising: Accepted
Description: Black community newspaper

89. **Name:** Sun City News *

Frequency: Weekly
Published: Riverside, CA
Circulation: Not reported
Subscription Rate: \$10 per annum
Advertising: Not Accepted
Description: Retirement community newspaper

90. **Name:** Saigon Times *

Frequency: Weekly
Published: Rosemead, CA
Circulation: 20,000
Subscription Rate: Free
Advertising: Accepted
Description: Vietnamese community newspaper (Vietnamese language)

91. **Name:** El Chicano *

Frequency: Weekly
Published: San Bernardino, CA
Circulated: Locally and Nationally
Circulation: 16,000
Subscription Rate: Free (In-state); \$75 (Out-of-state) per annum
Advertising: Accepted
Description: Hispanic community newspaper (English and Spanish language)

92. **Name:** Azteca News *

Frequency: Weekly
Published: Santa Ana, CA
Circulation: 33,000
Subscription Rate: Free
Advertising: Accepted
Description: Hispanic community newspaper (Spanish language)

93. **Name:** Miniondas *

Frequency: Weekly

* *Gale Directory of Publications and Broadcast Media 2009.*

+ *Editor & Publisher International Yearbook (2008).*

† Verified by BIA Advisory Services, LLC as of October 7, 2009 through telephone research.

Published: Santa Ana, CA
Subscription Rate: Free; \$104 (Mail) per annum
Description: Hispanic community newspaper (Spanish language)¹⁵

94. **Name:** La Guia Familiar *

Frequency: Weekly
Published: Van Nuys, CA
Circulation: 242,375
Subscription Rate: Free
Advertising: Accepted
Description: Hispanic community newspaper (Spanish language)

95. **Name:** Viet Bao Kinh Te *

Frequency: Daily
Published: Westminster, CA
Circulation: Not reported
Subscription Rate: \$38 per annum
Advertising: Accepted
Description: Vietnamese community newspaper (Vietnamese language)

96. **Name:** Wilmington Beacon *

Frequency: Weekly
Published: Wilmington, CA
Circulation: Not reported
Advertising: Accepted
Description: Black community newspaper

97. **Name:** Leisure World Golden Rain News

Frequency: Weekly
Published: Seal Beach, CA
Circulation: 9,000¹⁶
Advertising: Accepted
Description: Retirement community newspaper

¹⁵ Language determined via Internet research. See Bienvenidos a Miniondas!, <http://miniondas.com/> (last visited Aug. 11, 2009).

¹⁶ Circulation data was obtained from BIA Financial Network and reflects BIAfn Estimated Current Circulation values for total circulation as of September 3, 2009.

* *Gale Directory of Publications and Broadcast Media 2009.*

+ *Editor & Publisher International Yearbook (2008).*

† Verified by BIA Advisory Services, LLC as of October 7, 2009 through telephone research.

98. **Name:** Laguna Woods Globe †
Frequency: Weekly
Published: Leisure World, CA
Circulation: 11,500¹⁷
Advertising: Accepted
Description: Retirement community newspaper

99. **Name:** San Bernardino Bulletin †
Frequency: Weekly
Published: San Bernardino, CA
Circulation: 1,000¹⁸
Advertising: Accepted
Description: Legal/government newspaper

100. **Name:** The Orange County Reporter *
Frequency: Daily
Published: Santa Ana, CA
Circulation: 72
Advertising: Accepted
Description: Business newspaper

101. **Name:** The Los Angeles Bulletin *
Frequency: Daily
Published: Los Angeles, CA
Circulation: 12,000 Paid; 4,000 Free
Advertising: Accepted
Description: Business newspaper

102. *Hoy/Fin de Semana* (owned by Tribune Company)¹⁹
Frequency: Each published once weekly
Published: Los Angeles, CA

¹⁷ Circulation data was obtained from BIA Financial Network and reflects BIAfn Estimated Current Circulation values for total circulation as of September 3, 2009.

¹⁸ Circulation data was obtained from *Gale Directory of Publications and Broadcast Media 2009*.

¹⁹ See http://webapp1.latimes.com/mediakit/portfolio_hoy.html.

* *Gale Directory of Publications and Broadcast Media 2009*.

+ *Editor & Publisher International Yearbook (2008)*.

† Verified by BIA Advisory Services, LLC as of October 7, 2009 through telephone research.

Circulation: *Hoy* – 145,000; *Fin de Semana* – 500,000

Advertising: Accepted

Description: Hispanic community newspaper

103. **Name:** *KaMai Forum* *

Frequency: BiMonthly

Published: Glendale, CA

Circulation: 12,000

Advertising: Accepted

Description: Asian community newspaper

* *Gale Directory of Publications and Broadcast Media 2009.*

+ *Editor & Publisher International Yearbook (2008).*

† Verified by BIA Advisory Services, LLC as of October 7, 2009 through telephone research.

Los Angeles, CA DMA¹ (2009)

Shopper Publications

1. **Name:** Big Bear Shopper +
Frequency: Weekly
Published: Big Bear Lake, CA
Circulation: 9,000
Subscription Rate: Free
Advertising: Accepted
Description: Shopper

2. **Name:** PennySaverUSA.com +
Frequency: Weekly
Published: Brea, CA
Circulated: Locally and California statewide
Circulation: 5,534,117
Subscription Rate: Free
Advertising: Accepted
Description: Shopper

3. **Name:** Mountain Shopper +
Frequency: Weekly
Published: Lake Arrowhead, CA
Circulation: 16,000
Subscription Rate: Free
Advertising: Accepted
Description: Shopper

4. **Name:** Post Shopper +
Frequency: Weekly
Published: Pacific Palisades, CA
Circulation: 7,080
Subscription Rate: Free
Advertising: Accepted
Description: Shopper

¹ Counties (all CA): Inyo, Kern East, Los Angeles, Orange, Riverside East, Riverside West, San Bernardino, and Ventura.

* *Gale Directory of Publications and Broadcast Media 2009.*
+ *Editor & Publisher International Yearbook (2008).*

5. **Name:** Antelope Valley Press Express +
Frequency: Three days per week
Published: Palmdale, CA
Circulation: 40,435
Subscription Rate: Free
Advertising: Accepted
Description: Shopper
6. **Name:** Valley Vantage +
Frequency: Weekly
Published: Reseda, CA
Circulation: 20,000
Subscription Rate: Free
Advertising: Accepted
Description: Shopper
7. **Name:** Penny Saver +
Frequency: Weekly
Published: Temecula, CA
Circulation: 179,000
Subscription Rate: Free
Advertising: Accepted
Description: Shopper
8. **Name:** Green Sheet +
Frequency: Weekly
Published: San Bernardino, CA
Circulation: 75,000
Subscription Rate: Free
Advertising: Accepted
Description: Spanish language shopper
9. **Name:** SCV Express +
Frequency: Twice weekly
Published: Santa Clarita, CA
Circulation: Friday 38,571; Saturday 62,000
Subscription Rate: Free
Advertising: Accepted
Description: Shopper

* *Gale Directory of Publications and Broadcast Media 2009.*
+ *Editor & Publisher International Yearbook (2008).*

10. **Name:** Preview +

Frequency: Weekly
Published: Victorville, CA
Circulation: 26,600
Subscription Rate: Free
Advertising: Accepted
Description: Shopper

11. **Name:** Dollarsaver *

Frequency: Weekly
Published: Hemet, CA
Circulation: 41,000
Subscription Rate: Free
Advertising: Accepted
Description: Shopper

12. **Name:** Harte-Hanks Pennysaver *

Frequency: Weekly
Published: Los Angeles, CA
Circulation: 254,758,000
Description: Shopper

13. **Name:** Ojai Valley Shopper *

Frequency: Weekly
Published: Ojai, CA
Circulation: Not reported
Advertising: Accepted
Description: Shopper

14. **Name:** Coachella Valley White Sheet *

Frequency: Weekly
Published: Palm Desert, CA
Circulation: Not reported
Advertising: Accepted
Description: Shopper

15. **Name:** Imperial Valley White Sheet *

* *Gale Directory of Publications and Broadcast Media 2009.*
+ *Editor & Publisher International Yearbook (2008).*

Frequency: Weekly
Published: Palm Desert, CA
Circulation: 30,000
Subscription Rate: Free
Advertising: Accepted
Description: Shopper

16. **Name:** Ontario Green Sheet *

Frequency: Weekly
Published: Palm Desert, CA
Circulation: 22,800
Subscription Rate: Free
Advertising: Accepted
Description: Shopper

17. **Name:** Victorville Green Sheet *

Frequency: Weekly
Published: Palm Desert, CA
Circulation: 15,500
Subscription Rate: Free
Advertising: Accepted
Description: Shopper

18. **Name:** White Sheet-The Indio Advertiser *

Frequency: Weekly
Published: Palm Desert, CA
Circulation: 9,000
Subscription Rate: Free
Advertising: Accepted
Description: Shopper

19. **Name:** White Sheet – The Palm Desert Advertiser *

Frequency: Weekly
Published: Palm Desert, CA
Circulation: 10,000
Subscription Rate: Free
Advertising: Accepted
Description: Shopper

20. **Name:** White Sheet – The Palm Springs Advertiser *

* *Gale Directory of Publications and Broadcast Media 2009.*
+ *Editor & Publisher International Yearbook (2008).*

Frequency: Weekly
Published: Palm Desert, CA
Circulation: 10,000
Subscription Rate: Free
Advertising: Accepted
Description: Shopper

21. **Name:** White Sheet – The Tri-State Advertiser *

Frequency: Weekly
Published: Palm Desert, CA
Circulation: Non-paid 10,500
Advertising: Accepted
Description: Shopper

22. **Name:** Redlands Green Sheet *

Frequency: Weekly
Published: Redlands, CA
Circulation: 40,000
Subscription Rate: Free
Advertising: Accepted
Description: Shopper

23. **Name:** San Bernardino Green Sheet *

Frequency: Weekly
Published: Redlands, CA
Circulation: Not reported
Advertising: Accepted
Description: Shopper

24. **Name:** Riverside Green Sheet *

Frequency: Weekly
Published: Riverside, CA
Circulation: 13,400
Subscription Rate: Free
Advertising: Accepted
Description: Shopper

25. **Name:** North San Bernardino Green Sheet *

Frequency: Weekly

* *Gale Directory of Publications and Broadcast Media 2009.*
+ *Editor & Publisher International Yearbook (2008).*

Published: San Bernardino, CA
Circulation: 19,800
Subscription Rate: Free
Advertising: Accepted
Description: Shopper

26. **Name:** West San Bernardino Green Sheet *

Frequency: Weekly
Published: San Bernardino, CA
Circulation: 45,000
Subscription Rate: Free to qualified subscribers
Advertising: Accepted
Description: Shopper

27. **Name:** El Mercado *

Frequency: Weekly
Published: Santa Ana, CA
Circulation: 35,000
Subscription Rate: Free
Advertising: Accepted
Description: Shopper

Los Angeles, CA DMA¹ (2009)

College and University Newspapers

1. **Name:** Clause *

Frequency: Weekly
Published: Azusa, CA
College: Azusa Pacific University
Circulation: Free 2,600
Advertising: Accepted
Description: College newspaper

2. **Name:** Collage *

Frequency: 21 per year
Published: Claremont, CA
College: The Claremont Colleges
Circulation: 8,500
Subscription Rate: \$25 per annum
Advertising: Accepted
Description: College newspaper

3. **Name:** Daily Titan *

Frequency: Monday-Thursday
Published: Fullerton, CA
College: California State University, Fullerton
Circulation: Free 50,000
Subscription Rate: \$45 per annum
Advertising: Accepted
Description: College newspaper

4. **Name:** The Western Sun *

Frequency: Weekly
Published: Huntington Beach, CA
College: Golden West College
Circulation: 4,500
Subscription Rate: Free
Advertising: Accepted

¹ Counties (all CA): Inyo, Kern East, Los Angeles, Orange, Riverside East, Riverside West, San Bernardino, and Ventura.

* *Gale Directory of Publications and Broadcast Media 2009.*
+ *Editor & Publisher International Yearbook (2008).*

Description: College newspaper

5. **Name:** New University *

Frequency: Weekly
Published: Irvine, CA
College: University of California, Irvine
Circulation: 10,000
Subscription Rate: Free
Advertising: Accepted
Description: College newspaper

6. **Name:** The Chimes *

Frequency: Weekly
Published: La Mirada, CA
College: Biola University
Circulation: 2,000
Subscription Rate: Free
Advertising: Accepted
Description: College newspaper

7. **Name:** Campus Times *

Frequency: Weekly
Published: La Verne, CA
College: University of La Verne
Circulation: 2,200
Subscription Rate: Free
Advertising: Accepted
Description: College newspaper

8. **Name:** Today *

Frequency: 2 per month (during academic year); 1 per month (during summer)
Published: Loma Linda, CA
College: Loma Linda University
Circulation: 4,000
Subscription Rate: Free
Advertising: Accepted
Description: College newspaper

* *Gale Directory of Publications and Broadcast Media 2009.*
+ *Editor & Publisher International Yearbook (2008).*

9. **Name:** Viking *
- Frequency:** Biweekly
Published: Long Beach, CA
College: Long Beach City College
Circulation: 6,500
Subscription Rate: Free
Advertising: Accepted
Description: College newspaper
10. **Name:** Daily Forty-Niner *
- Frequency:** Daily
Published: Long Beach, CA
College: California State University, Long Beach
Circulation: 10,000
Subscription Rate: Free
Advertising: Accepted
Description: College newspaper
11. **Name:** Daily Bruin *
- Frequency:** Daily (during academic year)
Published: Los Angeles, CA
College: University of California, Los Angeles
Circulation: 22,000
Subscription Rate: Free
Advertising: Accepted
Description: College newspaper
12. **Name:** Daily Trojan *
- Frequency:** Daily (Monday-Friday)
Published: Los Angeles, CA
College: University of Southern California
Circulation: 10,000
Advertising: Accepted
Description: College newspaper
13. **Name:** Los Angeles Loyolan *
- Frequency:** Semiweekly

* *Gale Directory of Publications and Broadcast Media 2009.*
+ *Editor & Publisher International Yearbook (2008).*

Published: Los Angeles, CA
College: Loyola Marymount University
Circulation: 5,000
Subscription Rate: Free
Advertising: Accepted
Description: College newspaper

14. **Name:** The Occidental Weekly *

Frequency: Weekly
Published: Los Angeles, CA
College: Occidental College
Circulation: 2,000
Subscription Rate: Free; \$25 (Mail) per annum
Advertising: Accepted
Description: College newspaper

15. **Name:** The Graphic *

Frequency: Weekly
Published: Malibu, CA
College: Pepperdine University
Circulation: 3,750
Subscription Rate: Free
Advertising: Accepted
Description: College newspaper

16. **Name:** Campus News *

Frequency: Weekly
Published: Monterey Park, CA
College: East Los Angeles College
Circulation: 500
Subscription Rate: Free
Advertising: Accepted
Description: College newspaper

17. **Name:** Talon Marks *

Frequency: Weekly (during academic year)
Published: Norwalk, CA
College: Cerritos College
Circulation: 4,000
Subscription Rate: Free
Advertising: Accepted

* *Gale Directory of Publications and Broadcast Media 2009.*
+ *Editor & Publisher International Yearbook (2008).*

Description: Two-year community college newspaper

18. **Name:** The Panther *

Frequency: Weekly
Published: Orange, CA
College: Chapman University
Circulation: Not reported
Subscription Rate: \$25 (per semester)
Advertising: Accepted
Description: College newspaper

19. **Name:** The California Tech *

Frequency: Weekly
Published: Pasadena, CA
College: California Institute of Technology
Circulation: Paid 3,400; Free 100
Advertising: Accepted
Description: College newspaper

20. **Name:** Courier *²

Frequency: Weekly
Published: Pasadena, CA
College: Pasadena City College
Circulation: 5,000
Advertising: Accepted
Description: College newspaper

21. **Name:** The Poly Post *

Frequency: Weekly (during academic year)
Published: Pomona, CA
College: California State Polytechnic University
Circulation: 6,500
Subscription Rate: Free
Advertising: Accepted
Description: College newspaper

22. **Name:** Bulldog Weekly *

² Title of printed version of publication confirmed via Internet research. See Courier, <http://www.pcccourier.com/home/adrates/> (last visited Aug. 11, 2009).

Frequency: Weekly
Published: Redlands, CA
College: University of Redlands
Circulation: 2,000
Subscription Rate: Free
Advertising: Accepted
Description: College newspaper

23. **Name:** The Banner *

Frequency: Biweekly
Published: Riverside, CA
College: California Baptist University
Circulation: 1,000
Subscription Rate: Free
Advertising: Accepted
Description: College newspaper

24. **Name:** Highlander *

Frequency: Weekly
Published: Riverside, CA
College: University of California, Riverside
Circulation: 10,000
Subscription Rate: Free; \$45 (Mail) per annum
Advertising: Accepted
Description: College newspaper

25. **Name:** The Signal *

Frequency: Daily
Published: Santa Clarita, CA
College: California State University, Santa Clarita
Circulation: 2,200
Subscription Rate: \$100 per annum
Advertising: Accepted
Description: College newspaper

26. **Name:** Santa Monica College Corsair *

Frequency: Weekly
Published: Santa Monica, CA
College: Santa Monica College
Circulation: 5,000
Subscription Rate: Free
Advertising: Accepted
Description: College newspaper

27. **Name:** The Mountaineer *

Frequency: Monthly
Published: Walnut, CA
College: Mt. San Antonio College
Circulation: 4,000
Subscription Rate: Free
Advertising: Accepted
Description: College newspaper

28. **Name:** Quaker Campus *

Frequency: Daily
Published: Whittier, CA
College: Whittier College
Circulation: 1,800
Subscription Rate: Free
Advertising: Accepted
Description: College newspaper

Los Angeles, CA DMA¹ (2009)

Local Magazines²

1. **Name:** Los Angeles Family Magazine *
Frequency: Monthly
Published: Tarzana, CA
Circulation: 150,520
Subscription Rate: Free
Advertising: Accepted
Description: Parenting magazine

2. **Name:** South Bay Family Magazine *
Frequency: Monthly
Published: Tarzana, CA
Circulation: Not reported
Subscription Rate: Free
Advertising: Accepted
Description: Parenting magazine

3. **Name:** Ventura Family Magazine *
Frequency: Monthly
Published: Tarzana, CA
Circulation: Not reported
Subscription Rate: Free
Advertising: Accepted
Description: Parenting magazine

4. **Name:** Ha'Am *
Frequency: Quarterly
Published: Los Angeles, CA
Circulation: 5,000
Description: College Jewish community magazine

¹ Counties (all CA): Inyo, Kern East, Los Angeles, Orange, Riverside East, Riverside West, San Bernardino, and Ventura.

² Information for certain local magazines confirmed through Internet research.

* *Gale Directory of Publications and Broadcast Media 2009.*

+ *Editor & Publisher International Yearbook (2008).*

† Verified by BIA Advisory Services, LLC as of October 7, 2009 through telephone research.

5. **Name:** Hollywood Covered *

Frequency: Monthly
Published: Los Angeles, CA
Circulation: Not reported
Subscription Rate: Free
Advertising: Accepted
Description: Entertainment magazine

6. **Name:** Jonathan *

Frequency: Monthly
Published: Los Angeles, CA
Circulated: Internationally
Circulation: 3,800
Advertising: Accepted
Description: Club lifestyle magazine

7. **Name:** La Gente de Aztlan *

Frequency: Monthly
Published: Los Angeles, CA
Circulation: 5,000
Advertising: Accepted
Description: Student ethnic magazine

8. **Name:** Los Angeles Business Journal *

Frequency: Weekly
Published: Los Angeles, CA
Circulation: 20,956
Subscription Rate: \$99.95 per annum
Advertising: Accepted
Description: Business magazine

9. **Name:** Los Angeles Confidential *

Frequency: 8 per year
Published: Los Angeles, CA

* *Gale Directory of Publications and Broadcast Media 2009.*

+ *Editor & Publisher International Yearbook (2008).*

† Verified by BIA Advisory Services, LLC as of October 7, 2009 through telephone research.

Circulation: 70,000
Subscription Rate: \$55 per annum
Advertising: Accepted
Description: Lifestyle magazine

10. **Name:** Los Angeles Lawyer *

Frequency: 11 per year
Published: Los Angeles, CA
Circulation: Not reported
Subscription Rate: \$28 (Non-member) per annum
Advertising: Accepted
Description: Law journal

11. **Name:** Mean Street *

Frequency: Monthly
Published: Los Angeles, CA
Circulation: Not reported
Subscription Rate: Free
Advertising: Accepted
Description: Entertainment magazine

12. **Name:** New Angeles Monthly *

Frequency: Monthly
Published: Los Angeles, CA
Circulation: Not reported
Advertising: Accepted
Description: Lifestyle magazine

13. **Name:** NOMMO *

Frequency: Quarterly
Published: Los Angeles, CA
Circulation: Non-paid 5,000
Advertising: Accepted
Description: Student black community magazine

14. **Name:** Pacific Ties *

Frequency: Quarterly
Published: Los Angeles, CA
Circulation: 5,000

* *Gale Directory of Publications and Broadcast Media 2009.*

+ *Editor & Publisher International Yearbook (2008).*

† Verified by BIA Advisory Services, LLC as of October 7, 2009 through telephone research.

- Advertising:** Accepted
Description: Student Asian magazine
15. **Name:** Saturday Night Magazine *
- Published:** Los Angeles, CA
Description: Entertainment magazine
16. **Name:** Southern California Guide *
- Frequency:** Quarterly
Published: Los Angeles, CA
Circulation: Not reported
Advertising: Not accepted
Description: Lifestyle magazine
17. **Name:** Southern California Quarterly *
- Frequency:** Quarterly
Published: Los Angeles, CA
Circulation: Paid 1,200
Subscription Rate: Free to qualified subscribers
Advertising: Not accepted
Description: Scholarly journal
18. **Name:** Southern California Senior Life *+
- Frequency:** Monthly
Published: Los Angeles, CA
Circulated: Los Angeles County, Orange County, Southern California, & Southland
Circulation: 325,000
Advertising: Accepted
Description: Senior magazine
19. **Name:** The State of California Labor *
- Frequency:** Annual
Published: Los Angeles, CA
Circulation: Not reported
Advertising: Accepted
Description: Scholarly journal
20. **Name:** TenPercent *

* *Gale Directory of Publications and Broadcast Media 2009.*

+ *Editor & Publisher International Yearbook (2008).*

† Verified by BIA Advisory Services, LLC as of October 7, 2009 through telephone research.

Frequency: 3 per year
Published: Los Angeles, CA
Circulation: 12,000
Subscription Rate: \$15 per annum
Advertising: Accepted
Description: College gay community magazine

21. **Name:** UCLA Magazine *

Frequency: Quarterly
Published: Los Angeles, CA
Circulation: 125,000
Subscription Rate: \$8 per annum
Advertising: Accepted
Description: College magazine

22. **Name:** USC Trojan Family Magazine *

Frequency: Quarterly
Published: Los Angeles, CA
Circulation: 200,000
Subscription Rate: Free to qualified subscribers
Advertising: Accepted
Description: College magazine

23. **Name:** WHERE Los Angeles *

Frequency: Monthly
Published: Los Angeles, CA
Circulation: Not reported
Advertising: Accepted
Description: Travel magazine

24. **Name:** Zoo View *

Frequency: Quarterly
Published: Los Angeles, CA
Circulation: Paid 65,000; Non-paid 1,000
Subscription Rate: \$7 per annum
Advertising: Not accepted
Description: L.A. Zoo magazine

25. **Name:** (Pepperdine) Colleague Alumni Magazine *

* *Gale Directory of Publications and Broadcast Media 2009.*

+ *Editor & Publisher International Yearbook (2008).*

† Verified by BIA Advisory Services, LLC as of October 7, 2009 through telephone research.

Published: Malibu, CA
Description: Graduate school magazine

26. **Name:** Pepperdine People Magazine *

Frequency: Semiannual
Published: Malibu, CA
Description: College alumni magazine

27. **Name:** Pepperdine Voice Magazine *

Published: Malibu, CA
Description: College news magazine

28. **Name:** Murrieta Chamber of Commerce Business Directory and Community Resource Guide *

Frequency: Annual
Published: Murrieta, CA
Circulation: Not reported
Advertising: Accepted
Description: Business magazine

29. **Name:** Newport Beach (714) Online *

Frequency: Monthly
Published: Newport Beach, CA
Circulation: 52,000
Subscription Rate: Free
Advertising: Accepted
Description: Lifestyle magazine

30. **Name:** OC Metro *

Frequency: 19 per year
Published: Newport Beach, CA
Circulation: 60,000
Advertising: Accepted
Description: Business magazine

31. **Name:** Orange Coast *

* *Gale Directory of Publications and Broadcast Media 2009.*

+ *Editor & Publisher International Yearbook (2008).*

† Verified by BIA Advisory Services, LLC as of October 7, 2009 through telephone research.

Frequency: Monthly
Published: Newport Beach, CA
Circulation: 45,504
Subscription Rate: \$12 per annum
Advertising: Accepted
Description: Travel magazine

32. **Name:** LACMA Physician *

Frequency: Monthly
Published: Orange, CA
Circulation: Paid 10,154; Non-paid 651
Subscription Rate: \$36 per annum
Advertising: Accepted
Description: Medical magazine

33. **Name:** First Tuesday *

Frequency: Monthly
Published: Riverside, CA
Circulation: Paid 5,087; Non-paid 90,000
Advertising: Accepted
Description: California real estate trade magazine³

34. **Name:** Inland Empire *

Frequency: Monthly
Published: Riverside, CA
Circulation: 70,000
Subscription Rate: \$12 (Two years)
Advertising: Accepted
Description: Lifestyle magazine

35. **Name:** Southern California Brides *

Published: Riverside, CA
Description: Lifestyle magazine

36. **Name:** Southern California Golf *

³ first tuesday online, <http://www.firsttuesday.us/> (last visited Aug. 11, 2009).

* *Gale Directory of Publications and Broadcast Media 2009.*

+ *Editor & Publisher International Yearbook (2008).*

† Verified by BIA Advisory Services, LLC as of October 7, 2009 through telephone research.

Frequency: Annual
Published: Riverside, CA
Description: Sports magazine

37. **Name:** 951 S.W. *

Frequency: Quarterly
Published: San Juan Capistrano, CA
Description: Lifestyle magazine

38. **Name:** Farandula USA *

Frequency: Weekly
Published: Santa Ana, CA
Subscription Rate: Free
Description: Hispanic community magazine (Spanish language)⁴

39. **Name:** Westways *

Frequency: Bimonthly
Published: Santa Ana, CA
Circulation: 2,652,703
Advertising: Accepted
Description: Travel magazine

40. **Name:** Burbank Business Journal *

Frequency: Monthly
Published: Burbank, CA
Circulation: 8,000
Advertising: Accepted
Description: Business magazine

41. **Name:** California Broker *

Frequency: Monthly
Published: Burbank, CA
Circulation: 25,000
Subscription Rate: \$21 per annum

⁴ Language determined via Internet research. See *Bienvenidos a FarandulaUSA Version Electronica*, <http://www.farandulausea.com/> (last visited Aug. 11, 2009).

* *Gale Directory of Publications and Broadcast Media 2009*.

+ *Editor & Publisher International Yearbook (2008)*.

† Verified by BIA Advisory Services, LLC as of October 7, 2009 through telephone research.

- Advertising:** Accepted
Description: Business magazine
42. **Name:** WHERE Orange County *
- Frequency:** Bimonthly
Published: Costa Mesa, CA
Circulation: Not reported
Advertising: Accepted
Description: Travel magazine
43. **Name:** The Downey Crafts Fair Guide *
- Frequency:** Quarterly
Published: Downey, CA
Circulation: 3,500
Subscription Rate: \$45 per annum
Advertising: Accepted
Description: Hobby magazine
44. **Name:** Duarte View *
- Frequency:** Bimonthly
Published: Duarte, CA
Description: Business magazine
45. **Name:** Hollywood Business *
- Frequency:** Monthly
Published: Hollywood, CA
Circulation: Not reported
Subscription Rate: Free (Member)
Advertising: Accepted
Description: Business magazine
46. **Name:** KOCE Viewers Guide *
- Frequency:** Bimonthly
Published: Huntington Beach, CA
Circulation: 30,000
Subscription Rate: Free (Member)
Description: Local PBS station magazine
47. **Name:** The Log (Orange County Edition) *

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Frequency: Biweekly
Published: Irvine, CA
Circulation: Not reported
Subscription Rate: \$29.90 per annum
Advertising: Accepted
Description: Boating magazine

48. **Name:** Orange County Business Journal *

Frequency: Weekly
Published: Irvine, CA
Circulation: 13,456
Subscription Rate: \$89 per annum
Advertising: Accepted
Description: Business magazine

49. **Name:** Scope *

Frequency: Weekly
Published: Loma Linda, CA
Circulation: 35,000
Subscription Rate: Free
Advertising: Accepted
Description: College magazine

50. **Name:** California Tomato Grower *

Frequency: 10 per year
Published: Long Beach, CA
Circulated: Locally and Internationally
Circulation: 2,200
Subscription Rate: \$30 per annum
Advertising: Accepted
Description: Trade magazine

51. **Name:** Long Beach *

Frequency: Monthly
Published: Long Beach, CA
Circulation: Not reported
Subscription Rate: \$18 per annum
Advertising: Accepted
Description: Lifestyle magazine

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52. **Name:** Pacific Shipper *
- Frequency:** Weekly
Published: Long Beach, CA
Circulated: Internationally
Circulation: Not reported
Subscription Rate: \$217 per annum
Advertising: Accepted
Description: Trade magazine
53. **Name:** Reporter *
- Frequency:** Semiweekly
Published: Long Beach, CA
Circulation: Paid 650
Subscription Rate: \$16.50 per annum
Advertising: Accepted
Description: Legal magazine
54. **Name:** Al Talib *
- Frequency:** 8 per year
Published: Los Angeles, CA
Circulation: 20,000
Subscription Rate: \$20 per annum
Advertising: Accepted
Description: Muslim student magazine
55. **Name:** The Beat (Los Angeles) *
- Frequency:** Bimonthly
Published: Los Angeles, CA
Circulation: Non-paid 25,000
Advertising: Accepted
Description: Entertainment magazine
56. **Name:** California Apparel News *
- Frequency:** Weekly
Published: Los Angeles, CA
Circulation: 15,872
Subscription Rate: \$89 per annum
Advertising: Accepted
Description: Trade magazine

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57. **Name:** California Real Estate Journal *
- Frequency:** Weekly
Published: Los Angeles, CA
Circulation: Paid 2,842; Non-paid 194
Subscription Rate: \$118 per annum
Advertising: Accepted
Description: Real estate magazine
58. **Name:** California Real Estate Magazine *
- Frequency:** Monthly
Published: Los Angeles, CA
Circulation: Paid 95,000; Non-paid 350
Subscription Rate: \$24 (Non-member) per annum
Advertising: Accepted
Description: Real estate magazine
59. **Name:** FACT *
- Frequency:** Biweekly
Published: Los Angeles, CA
Circulated: Nationally
Circulation: Not reported
Subscription Rate: \$20 (Out-of-state) per annum
Advertising: Accepted
Description: Business magazine
60. **Name:** Fem *
- Frequency:** Quarterly
Published: Los Angeles, CA
Circulation: 5,000
Advertising: Accepted
Description: Feminist magazine
61. **Name:** The Automotive Booster of California *
- Frequency:** Bimonthly
Published: Anaheim, CA
Circulation: Free 4,700
Subscription Rate: \$6 per annum
Advertising: Accepted
Description: Trade magazine

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62. **Name:** California Thoroughbred *
- Frequency:** Monthly
Published: Arcadia, CA
Circulation: 5,500
Subscription Rate: \$125 (Member) per annum
Advertising: Accepted
Description: Trade magazine
63. **Name:** LA Parent Magazine +
- Frequency:** Monthly
Published: Burbank, CA
Circulation: Free 110,000
Advertising: Accepted
Description: Parenting magazine
64. **Name:** Parenting Magazine of Orange County +
- Frequency:** Monthly
Published: Orange, CA
Circulation: Paid 108; Free 80,000
Advertising: Accepted
Description: Parenting magazine
65. **Name:** The Griffith Observer *
- Frequency:** Monthly
Published: Los Angeles, CA
Circulated: Internationally
Circulation: Paid 2,400; Controlled 80
Subscription Rate: \$23 per annum
Advertising: Not accepted
Description: Local observatory magazine
66. **Name:** Arroyo Monthly *
- Frequency:** Monthly
Published: Pasadena, CA
Circulation: Non-paid 22,000; Controlled 3,000
Advertising: Accepted

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Description: San Gabriel Valley charity magazine⁵

67. **Name:** Verdugo Monthly *
- Frequency:** Monthly
Published: Pasadena, CA
Circulation: 25,000
Advertising: Accepted
Description: Community magazine
68. **Name:** Journal of the Riverside Historical Society *
- Frequency:** Annual
Published: Riverside, CA
Description: Scholarly journal
69. **Name:** Western Outdoors *
- Frequency:** 9 per year
Published: San Clemente, CA
Circulation: Not reported
Subscription Rate: \$11.95 per annum
Advertising: Accepted
Description: Lifestyle magazine
70. **Name:** Cinefex *
- Frequency:** Quarterly
Published: Riverside, CA
Circulated: Internationally
Circulation: Paid 36,000; Non-paid 1,000
Subscription Rate: \$34 per annum
Advertising: Not accepted
Description: Trade journal
71. **Name:** WOODALL's California RV Traveler *
- Frequency:** Monthly
Published: Ventura, CA

⁵ Company Profiles, <http://www.portfolio.com/resources/company-profiles/Arroyo-Monthly-660444> (last visited Aug. 11, 2009).

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Circulation: 25,000
Subscription Rate: \$12 per annum
Advertising: Accepted
Description: Hobby magazine

72. **Name:** Spectator (Los Angeles) *

Frequency: Semiannual
Published: Los Angeles, CA
Circulation: Not reported
Advertising: Accepted
Description: Film scholarly journal

73. **Name:** San Gabriel Valley Neighborhood News †

Frequency: Monthly
Published: Walnut, CA
Circulation: Not reported
Advertising: Accepted
Description: Neighborhood news magazine

74. **Name:** *Brand X* (owned by Tribune Company)⁶

Frequency: Weekly
Published: Los Angeles, CA
Circulation: Not reported
Advertising: Accepted
Description: Lifestyle magazine targeted at young adult urban readers.

75. **Name:** *The Envelope* (owned by Tribune Company)⁷

Frequency: Periodic
Published: Los Angeles, CA
Circulation: Not reported
Advertising: Accepted
Description: Entertainment news focusing on national film, television, and music awards.

⁶ See http://webapp1.latimes.com/mediakit/portfolio_brandx.html (last visited Feb. 11, 2010)

⁷ See http://webapp1.latimes.com/mediakit/portfolio_envelope.html (last visited Feb. 11, 2010).

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76. **Name:** Rosemead Report ^{8†}

Frequency: Monthly

Published: Rosemead, CA

Circulation: 19,000⁹

Advertising: Accepted

Description: Magazine published by local chamber of commerce

⁸ Located in Kern County. Presence in DMA uncertain due to intra-county Nielsen boundaries.

⁹ Circulation data was obtained from website. See Chamber Membership Advantages – Rosemead, <http://www.chamber101.com/1operations/Chambernewsletter/ChamberTabloidnewspapers/we6-28.htm> (last visited Feb. 11, 2010).

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Los Angeles DMA Full Power Radio Stations

CALLS	AM/FM	Format	City/St. of License	Owner	C/NCE
KABC	AM	Talk	Los Angeles, CA	Citadel Communications	C
KAEH	FM	Mexican	Beaumont, CA	Luna Communications	C
KAHZ	AM	Asian	Pomona, CA	MultiCultural Broadcasting	C
KAJL	FM	AC	Adelanto, CA	Amaturo Group Ltd	C
KALI	FM	Asian	Santa Ana, CA	MultiCultural Broadcasting	C
KALI	AM	Spn/Var/Eth	West Covina, CA	Transition Radio LLC	C
KAMP	FM	Top 40	Los Angeles, CA	CBS Corporation	C
KATJ	FM	Country	George, CA	Frontier Radio Management Inc	C
KATY	FM	AC	Idyllwild, CA	All Pro Broadcasting	C
KAVL	AM	Sprts/Talk	Lancaster, CA	Aloha Station Trust LLC	C
KAXL	FM	AC/Chrst	Greenacres, CA	Skyride Unlimited Inc	NCE
KAZN	AM	Asian	Pasadena, CA	MultiCultural Broadcasting	C
KBBY	FM	Hot AC	Ventura, CA	Cumulus Media Inc	C
KBHR	FM	AAA	Big Bear City, CA	Parallel Broadcasting	C
KBIG	FM	Hot AC	Los Angeles, CA	CC Media Holdings Inc	C
KBLA	AM	Span/Relgn	Santa Monica, CA	MultiCultural Broadcasting	C
KBOV	AM	Clsc Hits	Bishop, CA	Great Country Broadcasting Inc	C
KBPK	FM	AC	Buena Park, CA	Buena Park School District	NCE
KBRT	AM	Chrst/Talk	Avalon, CA	Crawford Broadcasting Company	C
KBTW	FM	Spanish AC	Lenwood, CA	Lazer Broadcasting Corporation	C
KBUA	FM	Mexican	San Fernando, CA	Liberman Broadcasting Inc	C
KBUE	FM	Mexican	Long Beach, CA	Liberman Broadcasting Inc	C
KCAA	AM	News/Talk	Loma Linda, CA	Broadcast Management Services Inc	C
KCAL	FM	Clsc Rock	Redlands, CA	Anaheim Broadcasting Corp	C
KCAL	AM	Mexican	Redlands, CA	Lazer Broadcasting Corporation	C
KCAQ	FM	Rhythm/Blue	Oxnard, CA	Point Broadcasting Company	C

CALLS	AM/FM	Format	City/St. of License	Owner	C/NCE
KCBS	FM	Jack	Los Angeles, CA	CBS Corporation	C
KCDZ	FM	Hot AC	Twentynine Palms, CA	Morong Basin Broadcasting	C
KCLU	FM	NPR/Nws/Inf	Thousand Oaks, CA	California Lutheran University	NCE
KCRU	FM	Edu/Nws/NPR	Oxnard, CA	Santa Monica Comm College	NCE
KCRW	FM	Edu/Nws/NPR	Santa Monica, CA	Santa Monica Comm College	NCE
KCSN	FM	Clsc/Amerc	Northridge, CA	California State University, Northridge	NCE
KCXX	FM	Alternative	Lake Arrowhead, CA	All Pro Broadcasting	C
KDAR	FM	Chrst/Talk	Oxnard, CA	Salem Communications Corporation	C
KDAY	FM	HpHop/RhyBl	Redondo Beach, CA	Magic Broadcasting LLC	C
KDEY	FM	HpHop/RhyBl	Ontario, CA	Magic Broadcasting LLC	C
KDGL	FM	Clsc Hits	Yucca Valley, CA	Morris Communications Company	C
KDIF	AM	Mexcn/Oldes	Riverside, CA	CC Media Holdings Inc	C
KDIS	AM	Family Hits	Pasadena, CA	ABC/Disney	C
KDLA	FM	Grupero	Santa Monica, CA	Entravision Communications Corp	C
KDLE	FM	Grupero	Newport Beach, CA	Entravision Communications Corp	C
KDSC	FM	Classical	Thousand Oaks, CA	University of Southern California	NCE
KDUC	FM	Top40/Rhymc	Barstow, CA	Dos Costas Communications Corp	C
KDUQ	FM	Top40/Rhymc	Ludlow, CA	Dos Costas Communications Corp	C
KEBN	FM	Mexican	Garden Grove, CA	Lieberman Broadcasting Inc	C
KEPD	FM	Country	Ridgecrest, CA	Adelman, Robert D	C
KEZY	AM	Span/Relgn	San Bernardino, CA	Hi-Favor Broadcasting LLC	C
KFI	AM	News/Talk	Los Angeles, CA	CC Media Holdings Inc	C
KFLG	FM	Country	Big River, CA	Cameron Broadcasting Inc	C
KFOX	AM	Korean	Torrance, CA	Chagal Communications Inc	C
KFRG	FM	Country	San Bernardino, CA	CBS Corporation	C
KFRJ	FM	Religion	China Lake, CA	Family Stations Inc	NCE
KFRN	AM	Religion	Long Beach, CA	Family Stations Inc	NCE
KFSH	FM	ChrsContemp	La Mirada, CA	Salem Communications Corporation	C

CALLS	AM/FM	Format	City/St. of License	Owner	C/NCE
KFWB	AM	News/Talk	Los Angeles, CA	CBS Corporation	C
KFYV	FM	CHR/Rhymc	Ojai, CA	Point Broadcasting Company	C
KGBB	FM	Bob	Edwards, CA	Adelman, Robert D	C
KGBM	FM	ChrsContemp	Randsburg, CA	Educational Media Foundation	NCE
KGGI	FM	Top 40	Riverside, CA	CC Media Holdings Inc	C
KGIL	AM	Nws/Tlk/Inf	Beverly Hills, CA	Mt Wilson FM Broadcasters	C
KGMX	FM	Bright AC	Lancaster, CA	Point Broadcasting Company	C
KHAY	FM	Country	Ventura, CA	Cumulus Media Inc	C
KHHT	FM	Urban/RhyBl	Los Angeles, CA	CC Media Holdings Inc	C
KHJ	AM	Mexican	Los Angeles, CA	Lieberman Broadcasting Inc	C
KHJL	FM	AC	Thousand Oaks, CA	Amaturo Group Ltd	C
KHMS	FM	ChrsContemp	Victorville, CA	Faith Communications Corporation	NCE
KHRI	FM	Chrst/Rock	Hollister, CA	Educational Media Foundation	NCE
KHRQ	FM	Rock	Baker, CA	KHWY Inc	C
KHTS	AM	FuSvc/AC	Canyon Country, CA	Jeri Lyn Broadcasting Inc	C
KHWY	FM	Hot AC	Essex, CA	KHWY Inc	C
KHWZ	FM	Rock	Ludlow, CA	KHWY Inc	C
KHYZ	FM	Hot AC	Mountain Pass, CA	KHWY Inc	C
KIBS	FM	Country	Bishop, CA	Great Country Broadcasting Inc	C
KIIS	FM	CHR	Los Angeles, CA	CC Media Holdings Inc	C
KIQQ	AM	DARK	Barstow, CA	Luna Communications	C
KIQQ	FM	DARK	Newberry Springs, CA	Luna Communications	C
KIRN	AM	Eth/Tlk/MOR	Simi Valley, CA	Lotus Communications Corp	C
KISL	FM	Variety	Avalon, CA	City of Avalon Comm Serv Dept	NCE
KIXA	FM	Clsc Rock	Lucerne Valley, CA	Frontier Radio Management Inc	C
KIXF	FM	Country	Baker, CA	KHWY Inc	C
KIXW	FM	Country	Lenwood, CA	KHWY Inc	C
KIXW	AM	Talk	Apple Valley, CA	Frontier Radio Management Inc	C

CALLS	AM/FM	Format	City/St. of License	Owner	C/NCE
KJLH	FM	Urban Cntmp	Compton, CA	Taxi Productions Inc	C
KJLL	FM	AC	Fountain Valley, CA	Amaturo Group Ltd	C
KKDD	AM	Children	San Bernardino, CA	CC Media Holdings Inc	C
KKGO	FM	Country	Los Angeles, CA	Mt Wilson FM Broadcasters	C
KKJZ	FM	Jazz	Long Beach, CA	Mt Wilson FM Broadcasters	NCE
KKLA	FM	Chrst/Talk	Los Angeles, CA	Salem Communications Corporation	C
KKZQ	FM	Modern Rock	Tehachapi, CA	Point Broadcasting Company	C
KKZZ	AM	Talk/News	Santa Paula, CA	Point Broadcasting Company	C
KLAA	AM	Talk/Sprts	Orange, CA	LAA 1 LLC	C
KLAC	AM	Sports	Los Angeles, CA	CC Media Holdings Inc	C
KLAX	FM	Mexican	East Los Angeles, CA	Spanish Broadcasting System	C
KLFH	FM	ChrsContemp	Ojai, CA	Logos Broadcasting Corporation	NCE
KLJR	FM	Span/Oldes	Santa Paula, CA	Lazer Broadcasting Corporation	C
KLKX	FM	Clsc Rock	Rosamond, CA	Point Broadcasting Company	C
KLOA	AM	Oldies	Ridgecrest, CA	Adelman, Robert D	C
KLOS	FM	AOR	Los Angeles, CA	Citadel Communications	C
KLRD	FM	Chrst/Rock	Yucaipa, CA	Educational Media Foundation	NCE
KLTX	AM	Span/Relgn	Long Beach, CA	Hi-Favor Broadcasting LLC	C
KLUK	FM	Clsc Rock	Needles, CA	Cameron Broadcasting Inc	C
KLVE	FM	Spanish AC	Los Angeles, CA	Broadcasting Media Partners Inc	C
KLYY	FM	Span/AdHts	Riverside, CA	Entravision Communications Corp	C
KMET	AM	Nws/Tlk/Spt	Banning, CA	Sunset Broadcasting Inc	C
KMLA	FM	Mexican	El Rio, CA	Gold Coast Radio LLC	C
KMPC	AM	Ethnic	Los Angeles, CA	P&Y Broadcasting Corporation	C
KMRB	AM	Variety	San Gabriel, CA	MultiCultural Broadcasting	C
KMRJ	FM	Clsc Rock	Rancho Mirage, CA	RM Broadcasting LLC	C
KMRO	FM	Span/Chrst	Camarillo, CA	Association for Community Education	NCE
KMVE	FM	Clsc Hits	California City, CA	Point Broadcasting Company	C

CALLS	AM/FM	Format	City/St. of License	Owner	C/NCE
KNKK	FM	Hot AC	Needles, CA	Cameron Broadcasting Inc	C
KNWH	AM	News/Talk	Yucca Valley, CA	Morris Communications Company	C
KNX	AM	News	Los Angeles, CA	CBS Corporation	C
KOCP	FM	Clsc Rock	Camarillo, CA	Point Broadcasting Company	C
KODV	FM	Span/CCtmp	Barstow, CA	Ondas de Vida Network Inc	NCE
KOLA	FM	Clsc Hits	San Bernardino, CA	Anaheim Broadcasting Corp	C
KOSS	AM	News/Talk	Lancaster, CA	Point Broadcasting Company	C
KOST	FM	AC	Los Angeles, CA	CC Media Holdings Inc	C
KOXR	AM	Mexican	Oxnard, CA	Lazer Broadcasting Corporation	C
KPCC	FM	Nws/Tlk/Inf	Pasadena, CA	Mt Wilson FM Broadcasters	NCE
KPFK	FM	Nws/Tlk/Ecl	Los Angeles, CA	Pacifica Foundation	NCE
KPRO	AM	Religion	Riverside, CA	Impact Radio Inc	C
KPRX	FM	Clsc/NPR	Bakersfield, CA	White Ash Broadcasting Inc	NCE
KPWR	FM	Rhymc/CHR	Los Angeles, CA	Emmis Communications	C
KQCM	FM	Top 40	Joshua Tree, CA	Copper Mountain Broadcasting Company	C
KRAJ	FM	UrbAC/Top40	Johannesburg, CA	Adelman, Robert D	C
KRAK	AM	Nostalgia	Hesperia, CA	CBS Corporation	C
KRCD	FM	Span/AdHts	Inglewood, CA	Broadcasting Media Partners Inc	C
KRCV	FM	Span/AdHts	West Covina, CA	Broadcasting Media Partners Inc	C
KRHV	FM	Clsc Rock	Big Pine, CA	Digerness, David	C
KRLA	AM	News/Talk	Glendale, CA	Salem Communications Corporation	C
KROQ	FM	Alternative	Pasadena, CA	CBS Corporation	C
KRQB	FM	Mexican	San Jacinto, CA	Lieberman Broadcasting Inc	C
KRSX	FM	DARK	Yermo, CA	Frontier Radio Management Inc	C
KRSX	AM	Oldies	Victorville, CA	RuDex Broadcasting Limited	C
KRTH	FM	Clsc Hits	Los Angeles, CA	CBS Corporation	C
KRXV	FM	Lite AC	Yermo, CA	KHWY Inc	C
KSAK	FM	Alt/T40/Rym	Walnut, CA	Mt. San Antonio Community College District	NCE

CALLS	AM/FM	Format	City/St. of License	Owner	C/NCE
KSBR	FM	Jazz	Mission Viejo, CA	South Orange County Community College District	NCE
KSCA	FM	Mexican	Glendale, CA	Broadcasting Media Partners Inc	C
KSDT	AM	Nostalgia	Hemet, CA	RuDex Broadcasting Limited	C
KSGN	FM	ChrsContemp	Riverside, CA	Good News Radio	NCE
KSPA	AM	Adlt Stndrd	Ontario, CA	Astor Broadcast Group	C
KSPC	FM	Alternative	Claremont, CA	Pomona College Radio Station	NCE
KSPN	AM	Sports	Los Angeles, CA	ABC/Disney	C
KSRW	FM	AC/News	Independence, CA	Kessler, Benett	C
KSSC	FM	Span/CHR	Ventura, CA	Entravision Communications Corp	C
KSSE	FM	Span/CHR	Arcadia, CA	Entravision Communications Corp	C
KSSI	FM	Rock	China Lake, CA	Sound Enterprises	C
KSWD	FM	AAA	Los Angeles, CA	Church of Jesus Christ LDS	C
KSZL	AM	Talk	Barstow, CA	Dos Costas Communications Corp	C
KTDD	AM	Country	San Bernardino, CA	CC Media Holdings Inc	C
KTIE	AM	Nws/Tlk/Inf	San Bernardino, CA	Salem Communications Corporation	C
KTLK	AM	Talk	Los Angeles, CA	CC Media Holdings Inc	C
KTLW	FM	RlgMs/Educa	Lancaster, CA	Life On The Way Communications Inc	NCE
KTNQ	AM	Spn/Nws/Tlk	Los Angeles, CA	Broadcasting Media Partners Inc	C
KTOX	AM	News/Talk	Needles, CA	Creative Broadcasting Services LLC	C
KTPI	AM	Adlt Stndrd	Mojave, CA	CC Media Holdings Inc	C
KTQX	FM	Span/Varty	Bakersfield, CA	Radio Bilingue Inc	NCE
KTWV	FM	Jazz	Los Angeles, CA	CBS Corporation	C
KTYM	AM	Relgn/Ethnc	Inglewood, CA	Trans-America Broadcasting Corp.	C
KUCI	FM	Variety	Irvine, CA	University of California Regents	NCE
KUNX	AM	Span/Talk	Ventura, CA	Point Broadcasting Company	C
KUOR	FM	Jazz	Redlands, CA	Mt Wilson FM Broadcasters	NCE
KUSC	FM	Classical	Los Angeles, CA	University of Southern California	NCE
KUTY	AM	Mexican	Palmdale, CA	Point Broadcasting Company	C

CALLS	AM/FM	Format	City/St. of License	Owner	C/NCE
KVCR	FM	Educational	San Bernardino, CA	San Bernardino Community College District	NCE
KVEN	AM	Oldies	Ventura, CA	Cumulus Media Inc	C
KVFG	FM	Country	Victorville, CA	CBS Corporation	C
KVNR	AM	Asian	Santa Ana, CA	Lieberman Broadcasting Inc	C
KVTA	AM	Talk/News	Port Hueneme, CA	Point Broadcasting Company	C
KWDJ	AM	News/Talk	Ridgecrest, CA	Knudsen, James & Donna	C
KWIZ	FM	Mexcn/Varty	Santa Ana, CA	Lieberman Broadcasting Inc	C
KWKU	AM	Span/Sprts	Pomona, CA	Lotus Communications Corp	C
KWKW	AM	Span/Sprts	Los Angeles, CA	Lotus Communications Corp	C
KWRM	AM	Mexcn/Ethnc	Corona, CA	Major Market Stations Inc	C
KWRN	AM	Mexican	Apple Valley, CA	Major Market Stations Inc	C
KWTH	FM	Religion	Barstow, CA	Living Proof Inc	NCE
KWTY	FM	DARK	Cartago, CA	Miller, Mark A.	C
KWVE	FM	Christian	San Clemente, CA	Calvary Chapel of Costa Mesa	C
KXCM	FM	Country	Twentynine Palms, CA	Copper Mountain Broadcasting Company	C
KXFG	FM	Country	Sun City, CA	CBS Corporation	C
KXLM	FM	Spanish AC	Oxnard, CA	Lazer Broadcasting Corporation	C
KXLU	FM	Variety	Los Angeles, CA	Loyola Marymount University	NCE
KXXM	AM	Ethnic	Anaheim, CA	Salem Communications Corporation	C
KXOL	FM	Regat/HpHop	Los Angeles, CA	Spanish Broadcasting System	C
KXOS	FM	Spanish AC	Los Angeles, CA	Grupo Radio Centro	C
KXRD	FM	Chrst/Rock	Victorville, CA	Educational Media Foundation	NCE
KXRS	FM	Mexican	Hemet, CA	Lazer Broadcasting Corporation	C
KXSB	FM	Mexican	Big Bear Lake, CA	Lazer Broadcasting Corporation	C
KXXZ	FM	Mexican	Barstow, CA	Dos Costas Communications Corp	C
KYPA	AM	Korea/Asian	Los Angeles, CA	MultiCultural Broadcasting	C
KYSR	FM	Alternative	Los Angeles, CA	CC Media Holdings Inc	C
KZIQ	FM	Country	Ridgecrest, CA	Knudsen, James & Donna	C

CALLS	AM/FM	Format	City/St. of License	Owner	C/NCE
KZLU	FM	ChrsContemp	Inyokern, CA	Educational Media Foundation	NCE
KZXY	FM	Hot AC	Apple Valley, CA	Frontier Radio Management Inc	C

Los Angeles DMA Multicast Radio Streams

CALLS	AM/FM	Format	City/St. of License	Owner	C/NCE
KAMP-HD2	F2	Country	Los Angeles, CA	CBS Corporation	C
KBIG-HD2	F2	Pride	Los Angeles, CA	CC Media Holdings Inc	C
KCBS-HD2	F2	Top 40	Los Angeles, CA	CBS Corporation	C
KCBS-HD3	F3	News/Talk	Los Angeles, CA	CBS Corporation	C
KDLD-HD2	F2	Alternative	Santa Monica, CA	Entravision Communications Corp	C
KDLE-HD2	F2	Rock	Newport Beach, CA	Entravision Communications Corp	C
KFRG-HD2	F2	Country	San Bernardino, CA	CBS Corporation	C
KGGI-HD2	F2	Oldies	Riverside, CA	CC Media Holdings Inc	C
KHHT-HD2	F2	Oldies	Los Angeles, CA	CC Media Holdings Inc	C
KIIS-HD2	F2	Top 40	Los Angeles, CA	CC Media Holdings Inc	C
KKGO-HD2	F2	Classical	Los Angeles, CA	Mt Wilson FM Broadcasters	C
KKGO-HD3	F3	Nws/Tlk/Inf	Los Angeles, CA	Mt Wilson FM Broadcasters	C
KLOS-HD2	F2	Rock/Span	Los Angeles, CA	Citadel Communications	C
KLOS-HD3	F3	Talk	Los Angeles, CA	Citadel Communications	C
KLVE-HD2	F2	Span/CCtmp	Los Angeles, CA	Broadcasting Media Partners Inc	C
KLYY-HD2	F2	Span/Oldes	Riverside, CA	Entravision Communications Corp	C
KOST-HD2	F2	Clsc Hits	Los Angeles, CA	CC Media Holdings Inc	C
KPWR-HD2	F2	Rhymc/CHR	Los Angeles, CA	Emmis Communications	C
KROQ-HD2	F2	80s Hits	Pasadena, CA	CBS Corporation	C
KRTH-HD2	F2	Oldies	Los Angeles, CA	CBS Corporation	C
KSCA-HD2	F2	Spn/Nws/Tlk	Glendale, CA	Broadcasting Media Partners Inc	C
KSSE-HD2	F2	Span/CHR	Arcadia, CA	Entravision Communications Corp	C
KSWD-HD2	F2	Rock	Los Angeles, CA	Church of Jesus Christ LDS	C
KSWD-HD3	F3	Religion	Los Angeles, CA	Church of Jesus Christ LDS	C
KTWV-HD2	F2	News	Los Angeles, CA	CBS Corporation	C
KWVE-HD2	F2	Christian	San Clemente, CA	Calvary Chapel of Costa Mesa	C

CALLS	AM/FM	Format	City/St. of License	Owner	C/NCE
KXOS-HD2	F2	Span/80Hts	Los Angeles, CA	Emmis Communications	C
KYSR-HD2	F2	Alternative	Los Angeles, CA	CC Media Holdings Inc	C

Los Angeles FCC Geographic Market Radio Stations

CALLS	AM/FM	Format	City/St. of License	Owner	C/NCE
KABC	AM	Talk	Los Angeles, CA	Citadel Broadcasting Corporation	C
KAHZ	AM	Asian	Pomona, CA	MultiCultural Broadcasting	C
KALI	AM	Spn/Var/Eth	West Covina, CA	Transition Radio LLC	C
KALI	FM	Asian	Santa Ana, CA	MultiCultural Broadcasting	C
KAMP	FM	Top 40	Los Angeles, CA	CBS Corporation	C
KAVL	AM	Sprts/Talk	Lancaster, CA	Aloha Station Trust LLC	C
KAZN	AM	Asian	Pasadena, CA	MultiCultural Broadcasting	C
KBIG	FM	Hot AC	Los Angeles, CA	CC Media Holdings Inc	C
KBLA	AM	Span/Relgn	Santa Monica, CA	MultiCultural Broadcasting	C
KBPK	FM	AC	Buena Park, CA	Buena Park School District	NCE
KBRT	AM	Chrst/Talk	Avalon, CA	Crawford Broadcasting Company	C
KBUA	FM	Mexican	San Fernando, CA	Liberma Broadcasting Inc	C
KBUE	FM	Mexican	Long Beach, CA	Liberma Broadcasting Inc	C
KCBS	FM	Jack	Los Angeles, CA	CBS Corporation	C
KCEL	FM	Mexican	Mojave, CA	Coloma Broadcasting LLC	C
KCRW	FM	Edu/Nws/NPR	Santa Monica, CA	Santa Monica Comm College	NCE
KCRY	FM	Edu/Nws/NPR	Mojave, CA	Santa Monica Comm College	NCE
KCSN	FM	Clsci/Amerc	Northridge, CA	California State University, Northridge	NCE
KDAY	FM	HpHop/RhyBl	Redondo Beach, CA	Magic Broadcasting LLC	C
KDIS	AM	Family Hits	Pasadena, CA	ABC/Disney	C
KDLD	FM	Grupero	Santa Monica, CA	Entravision Communications Corp	C
KDLE	FM	Grupero	Newport Beach, CA	Entravision Communications Corp	C
KEBN	FM	Mexican	Garden Grove, CA	Liberma Broadcasting Inc	C
KFI	AM	News/Talk	Los Angeles, CA	CC Media Holdings Inc	C
KFOX	AM	Korean	Torrance, CA	Chagal Communications Inc	C
KFRN	AM	Religion	Long Beach, CA	Family Stations Inc	NCE

CALLS	AM/FM	Format	City/St. of License	Owner	C/NCE
KFSH	FM	ChrsContemp	La Mirada, CA	Salem Communications Corporation	C
KFWB	AM	News/Talk	Los Angeles, CA	CBS Corporation	C
KGBB	FM	Bob	Edwards, CA	Adelman, Robert D	C
KGIL	AM	Nws/Tlk/Inf	Beverly Hills, CA	Mt Wilson FM Broadcasters	C
KGMX	FM	Bright AC	Lancaster, CA	Point Broadcasting Company	C
KHHT	FM	Urban/RhyBl	Los Angeles, CA	CC Media Holdings Inc	C
KHJ	AM	Mexican	Los Angeles, CA	Lieberman Broadcasting Inc	C
KHTS	AM	FuSvc/AC	Canyon Country, CA	Jeri Lyn Broadcasting Inc	C
KIIS	FM	CHR	Los Angeles, CA	CC Media Holdings Inc	C
KIRN	AM	Eth/Tlk/MOR	Simi Valley, CA	Lotus Communications Corp	C
KISL	FM	Variety	Avalon, CA	City of Avalon Comm Serv Dept	NCE
KJLH	FM	Urban Cntmp	Compton, CA	Taxi Productions Inc	C
KJLL	FM	AC	Fountain Valley, CA	Amaturo Group Ltd	C
KKGO	FM	Country	Los Angeles, CA	Mt Wilson FM Broadcasters	C
KKJZ	FM	Jazz	Long Beach, CA	Mt Wilson FM Broadcasters	NCE
KKLA	FM	Chrst/Talk	Los Angeles, CA	Salem Communications Corporation	C
KKZQ	FM	Modern Rock	Tehachapi, CA	Point Broadcasting Company	C
KLAA	AM	Talk/Sprts	Orange, CA	LAA 1 LLC	C
KLAC	AM	Sports	Los Angeles, CA	CC Media Holdings Inc	C
KLAX	FM	Mexican	East Los Angeles, CA	Spanish Broadcasting System	C
KLKX	FM	Clsc Rock	Rosamond, CA	Point Broadcasting Company	C
KLOS	FM	AOR	Los Angeles, CA	Citadel Broadcasting Corporation	C
KLTX	AM	Span/Relgn	Long Beach, CA	Hi-Favor Broadcasting LLC	C
KLVE	FM	Spanish AC	Los Angeles, CA	Broadcasting Media Partners Inc	C
KLYY	FM	Span/AdHts	Riverside, CA	Entravision Communications Corp	C
KMPC	AM	Ethnic	Los Angeles, CA	P&Y Broadcasting Corporation	C
KMRB	AM	Variety	San Gabriel, CA	MultiCultural Broadcasting	C
KMVE	FM	Clsc Hits	California City, CA	Point Broadcasting Company	C

CALLS	AM/FM	Format	City/St. of License	Owner	C/NCE
KNX	AM	News	Los Angeles, CA	CBS Corporation	C
KOSS	AM	News/Talk	Lancaster, CA	Point Broadcasting Company	C
KOST	FM	AC	Los Angeles, CA	CC Media Holdings Inc	C
KPCC	FM	Nws/Tlk/Inf	Pasadena, CA	Mt Wilson FM Broadcasters	NCE
KPFK	FM	Nws/Tlk/Ecl	Los Angeles, CA	Pacifica Foundation	NCE
KPWR	FM	Rhymc/CHR	Los Angeles, CA	Emmis Communications	C
KRCD	FM	Span/AdHts	Inglewood, CA	Broadcasting Media Partners Inc	C
KRCV	FM	Span/AdHts	West Covina, CA	Broadcasting Media Partners Inc	C
KRLA	AM	News/Talk	Glendale, CA	Salem Communications Corporation	C
KROQ	FM	Alternative	Pasadena, CA	CBS Corporation	C
KRTH	FM	Clsc Hits	Los Angeles, CA	CBS Corporation	C
KSAK	FM	Alt/T40/Rym	Walnut, CA	Mt. San Antonio Community College District	NCE
KSBR	FM	Jazz	Mission Viejo, CA	South Orange County Community College District	NCE
KSCA	FM	Mexican	Glendale, CA	Broadcasting Media Partners Inc	C
KSPC	FM	Alternative	Claremont, CA	Pomona College Radio Station	NCE
KSPN	AM	Sports	Los Angeles, CA	ABC/Disney	C
KSSE	FM	Span/CHR	Arcadia, CA	Entravision Communications Corp	C
KSWD	FM	AAA	Los Angeles, CA	Church of Jesus Christ LDS	C
KTLK	AM	Talk	Los Angeles, CA	CC Media Holdings Inc	C
KTLW	FM	RlgMs/Educa	Lancaster, CA	Life On The Way Communications Inc	NCE
KTNQ	AM	Spn/Nws/Tlk	Los Angeles, CA	Broadcasting Media Partners Inc	C
KTPI	FM	Country	Mojave, CA	Aloha Station Trust LLC	C
KTWV	FM	Jazz	Los Angeles, CA	CBS Corporation	C
KTYM	AM	Relgn/Ethnc	Inglewood, CA	Trans-America Broadcasting Corp.	C
KUCI	FM	Variety	Irvine, CA	University of California Regents	NCE
KUSC	FM	Classical	Los Angeles, CA	University of Southern California	NCE
KUTY	AM	Mexican	Palmdale, CA	Point Broadcasting Company	C
KVNR	AM	Asian	Santa Ana, CA	Lieberman Broadcasting Inc	C

CALLS	AM/FM	Format	City/St. of License	Owner	C/NCE
KWIZ	FM	Mexcn/Varty	Santa Ana, CA	Lieberman Broadcasting Inc	C
KWKU	AM	Span/Sprts	Pomona, CA	Lotus Communications Corp	C
KWKW	AM	Span/Sprts	Los Angeles, CA	Lotus Communications Corp	C
KWVE	FM	Christian	San Clemente, CA	Calvary Chapel of Costa Mesa	C
KXLU	FM	Variety	Los Angeles, CA	Loyola Marymount University	NCE
KXMX	AM	Ethnic	Paramount, CA	Salem Communications Corporation	C
KXOL	FM	Regat/HpHop	Los Angeles, CA	Spanish Broadcasting System	C
KXOS	FM	Spanish AC	Los Angeles, CA	Grupo Radio Centro	C
KYPA	AM	Korea/Asian	Los Angeles, CA	MultiCultural Broadcasting	C
KYSR	FM	Alternative	Los Angeles, CA	CC Media Holdings Inc	C
XEWW	AM	Spn/Nws/Tlk	Tijuana, MX	Grupo PRISA	C

Los Angeles DMA LPFM Stations

CALLS	Format	City/St. of License	Owner
KJVA-LP	Span/Chrst	San Bernardino, CA	Vida Abundante
KFXM-LP	Oldies	Lancaster, CA	Organization for the Preserv and Cultiv of Radio
KJSM-LP	ChrsContemp	Yucca Valley, CA	Joshua Springs Calvary Chapel
KOCC-LP	Relig Music	Oxnard, CA	Calvary Chapel of Oxnard
KWVS-LP	Variety	Malibu, CA	Pepperdine University
KOCI-LP	Variety	Newport Beach, CA	Startree Foundation, Inc.
KWBB-LP	Religion	Big Bear Lake, CA	Mountain Ministries



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A&E	HD 265	ESPN	HD 206	ION Television	305	Science Channel	HD 284
ABC Family	HD 311	ESPN U	614	ION Television West	347	ShopNBC	316
American Movie Classics (AMC)	254	ESPN2	HD 209	Independent Film Channel (IFC)	550	Sleuth	308
Animal Planet	HD 282	ESPNEWS	HD 207	Investigation Discovery (ID)	285	Speed Channel	HD 607
BBC America	264	EWTN	370	Jewelry Television	313	Spike	HD 241
BYU TV	374	Enlace Christian Television	448	Jewish Life Television	366	Style	235
Big Ten Network	HD 610	FX	HD 248	Lifetime	252	Syfy Channel	HD 244
Biography Channel	HD 266	Fine Living	232	Lifetime Movie Network	253	TBS	HD 247
Black Entertainment Television (BET)	HD 329	Fit TV	261	LinkTV	375	TCT Network	377
Bloomberg Television	353	Food Network	HD 231	Logo	272	TNT	HD 245
Boomerang	298	Fox Business Network	HD 359	MHz WORLDVIEW	2183	TV Guide Network	237
Bravo	HD 273	Fox Movie Channel	258	MLB Network	HD 213	TV Land	304
CMT	HD 327	Fox News Channel	HD 360	MSNBC	356	TV One	328
CNBC	HD 355	Fox Reality	250	MTV	HD 331	TeenNick	303
CNBC World	357	Fuel	HD 618	MTV2	333	Tennis Channel	HD 217
CNN	HD 202	Fuse	339	Military Channel	287	The 101 Network HD	HD 101
CSPAN 1	350	G4	310	NASA TV	283	The Learning Channel	HD 280
CSPAN 2	351	GEM NET (Global Expansion Media Network)	2068	NBA TV	HD 216	The Sportsman Channel	605
Cartoon Network (East)	HD 296	GOD TV	365	NFL Network	HD 212	The Word Network	373
Cartoon Network (West)	297	GSN, the network for games	309	NHL Network	HD 215	Travel Channel	277
Centric	330	Galavision	404	NRB	378	Trinity Broadcasting Network (TBN)	372
Chiller	257	GemsTV	233	National Geographic Channel	HD 276	TruTV	246
Christian Television Network (CTN)	376	Golf Channel	218	Nick Jr.	301	Turner Classic Movies (TCM)	256
Church Channel	371	Gospel Music Channel	338	Nickelodeon (East)	HD 299	USA Network	HD 242
Comedy Central	HD 249	Great American Country	326	Nickelodeon (West)	300	Univision	402
Current TV	358	HD Theater	HD 281	Nicktoons Network	302	V-me	440
DIY Network	230	HDNet	HD 306	ONCE México	447	VH1	HD 335
Daystar	369	HITN	438	Ovation TV	274	VH1 Classic	337
Discovery Channel	HD 278	Hallmark Channel	312	Oxygen	251	Versus	HD 603
Discovery Health	279	Headline News	204	PBS	0	WE: Women's Entertainment	260
Discovery Kids	294	History Channel	HD 269	PBS Kids Sprout	295	WGN America	307
Disney Channel (East)	HD 290	History International	271	Planet Green	HD 286	Weather Channel	HD 362
Disney Channel (West)	291	Home & Garden Television (HGTV)	HD 229	QVC	275	World Harvest Television	367
Disney XD	HD 292	Home Shopping Network	240	RFD TV	345		
Documentary Channel	263	Hope	368	ReelzChannel	238		
E! Entertainment	236	INSP	364	SOAPnet	262		

PREMIUMS

CBS College Sports	HD 613	Encore Westerns	538	HBO Latino	511	Starz Comedy HD	HD 526
Cinemax East	HD 512	Flix	557	HBO Signature	503	Starz Edge	HD 529
Cinemax West	HD 514	Fox Soccer Channel	619	MoreMAX	513	Starz InBlack	530
ESPN Classic Sports	208	Fox Sports en Espanol	624	Outdoor Channel	606	Starz Kids & Family HD	HD 525
Encore (East)	535	Go!TV	620	SHOWTIME	HD 545	Sundance Channel	558
Encore (West)	536	HBO (East)	HD 501	SHOWTIME (West)	HD 546	TVG - The Interactive Horseracing Network	602
Encore Action	541	HBO (West)	HD 504	SHOWTIME 2	HD 547	The Movie Channel (West)	555
Encore Drama	540	HBO 2 (East)	502	SHOWTIME Extreme	HD 549	The Movies Channel (East)	HD 554
Encore Love	537	HBO 2 (West)	505	SHOWTIME Showcase	HD 548		
Encore Mystery	539	HBO Family (East)	507	Starz (East)	HD 527		
Encore Wam	542	HBO Family (West)	508	Starz (West)	HD 528		

REGIONAL SPORT NETWORKS

FSN Prime Ticket 694	HD 694	FSN West	HD 692				
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SATELLITE RADIO							
SONICTAP: 60's Revolution	803	SONICTAP: College Rock	831	SONICTAP: Italian Bistro Blend	881	SONICTAP: Regional Mexican	873
SONICTAP: 70's Hits	804	SONICTAP: Dance	859	SONICTAP: Italian Contemporary	882	SONICTAP: Retro Disco	845
SONICTAP: 8-Tracks	840	SONICTAP: Familiar Favorites	880	SONICTAP: Jazz	852	SONICTAP: Rock en Espanol	878
SONICTAP: 80's Hits	805	SONICTAP: Fiesta Tropical	870	SONICTAP: Latin Hits	871	SONICTAP: Salsa	874
SONICTAP: 90's Hits	806	SONICTAP: Flashback/New Wave	839	SONICTAP: Latin Jazz	879	SONICTAP: Showtunes	823
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SONICTAP: Alternative	834	SONICTAP: Gospel Glory	827	SONICTAP: Malt Shop Oldies	802	SONICTAP: Singer-Songwriters	836
SONICTAP: Bailamos!	869	SONICTAP: Great Standards	855	SONICTAP: Mariachi	876	SONICTAP: Smooth Jazz	851
SONICTAP: Be-Tween	867	SONICTAP: Groove Lounge	824	SONICTAP: Metro Blend	853	SONICTAP: Soft Hits	849
SONICTAP: Beautiful Instrumentals	820	SONICTAP: Hair Guitar	829	SONICTAP: Modern Country	814	SONICTAP: Spike	841
SONICTAP: Big Band/Swing	801	SONICTAP: Hallelujah	828	SONICTAP: Modern Workout	860	SONICTAP: SubTerranean	858
SONICTAP: Bluegrass	812	SONICTAP: Hit Country	809	SONICTAP: Musica De Las Americas	872	SONICTAP: Symphonic	864
SONICTAP: Blues	854	SONICTAP: Holidays & Happenings	815	SONICTAP: New Age	856	SONICTAP: The Boombox	846
SONICTAP: Carnaval Brasileiro	877	SONICTAP: Honky Tonk Tavern	811	SONICTAP: Old School Funk	844	SONICTAP: The Playground	868
SONICTAP: Classic Hits Blend	837	SONICTAP: Hot Jamz	825	SONICTAP: PUMP!	861	SONICTAP: The Spirit	826
SONICTAP: Classic Jazz Vocal Blend	850	SONICTAP: Hottest Hits	818	SONICTAP: Piano	865	SONICTAP: Today's Hits	816
SONICTAP: Classic R&B	842	SONICTAP: Hurbano	875	SONICTAP: Rat Pack	807	SONICTAP: Traditional Country	808
SONICTAP: Classic Rock	833	SONICTAP: Hype	847	SONICTAP: Reality Bites	838	SONICTAP: Tranquility	884
SONICTAP: Classic Rock Workout	862	SONICTAP: Ink'd	835	SONICTAP: Red, Rock and Blues	810	SONICTAP: Y2k Hits	817
SONICTAP: Coffeehouse Rock	848	SONICTAP: Irish	883	SONICTAP: Reggae	863	SONICTAP: Zen	857
LOCALS							
KABC (ABC)	HD 7	KCOP (MNT)	HD 13	KNBC (NBC)	HD 4	KVCR (PBS)	24
KAZA	54	KDOC	56	KOCE (PBS)	HD 50	KVEA (Telemundo)	52
KBBC	20	KFTR (Telefutura)	46	KPXN	30	KVMD	31
KBEH	63	KHIZ	64	KRCA	62	KWHY	22
KCAL	HD 9	KJLA	57	KSCI	18	KXLA	44
KCBS (CBS)	HD 2	KLCS2 (PBS)	58	KTLA (CW)	HD 5		
KCET (PBS)	HD 28	KMEX (Univ)	34	KTTV (FOX)	HD 11		



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<input type="radio"/> News/Informational	<input type="radio"/> Sports	<input type="radio"/> Public Interest	<input type="radio"/> Audio
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5 STAR MAX HD	9441	90'S ON 9-90'S HITS	6009
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BIO	119	BLACK ENTERTAINMENT TELEVISION	124
BLOOMBERG TELEVISION	203	BLOOMBERG TELEVISION	893
BOOMERANG	175	BOOMERANG	873
BRAVO	129	BRAVO	880
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HOME BOX OFFICE (WEST)	303	HOME BOX OFFICE 2 (EAST)	301
HOME BOX OFFICE 2 (WEST)	304	HOME BOX OFFICE COMEDY	307
HOME BOX OFFICE FAMILY	305	HOME BOX OFFICE LATINO	309
HOME BOX OFFICE SIGNATURE	302	HORSERACING TV	404
HSN	222	HSN	84
HEALTH & HUMAN SERVICES TELEVISION	9402	INDEPENDENT FILM CHANNEL	131
INDEPENDENT FILM CHANNEL	894	ION	216
ION	882	ION WEST	217
INSPIRATION NETWORKS	259	INVESTIGATION DISCOVERY	192
JEWELRY TELEVISION	227	KBS WORLD	652
KBS WORLD	704	KBS WORLD	9850
KIDS & TEENS TELEVISION	264	KIDS & TEENS TELEVISION	9394
LEARNING CHANNEL, THE	183	LIFETIME	108
LIFETIME MOVIE NETWORK	109	LINK TV	9410
LIVE SHOPPING	221	LIVE SHOPPING	229
MILITARY CHANNEL	195	MOREMAX	312
MOVIE CHANNEL, THE (EAST)	327	MOVIE CHANNEL, THE (WEST)	329
MOVIE CHANNEL, THE (WEST)	898	MSG	412
MSGPLUS	413	MSNBC	209
MUN2	269	MUN2	838
MUSIC TELEVISION	160	MUSIC TELEVISION 2	161
MID-ATLANTIC SPORTS NETWORK	432	MID-ATLANTIC SPORTS NETWORK ALTERNATE	433
NASA	213	NATIONAL GEOGRAPHIC CHANNEL	186
NATIONAL GEOGRAPHIC CHANNEL	886	NBA TV	402
NBA TV HD	4102	NBA TV HD	9508
NBA TV HD	9509	NFL NETWORK	154
NHL NETWORK	403	NHL NETWORK	625
NHL NETWORK HD	403	NHL NETWORK HD	4103
NHL NETWORK HD	9540	NHL NETWORK HD	9541
NICK JR.	169	NICK TOONS	178
NICKELODEON/NICK AT NITE (EAST)	170	NICKELODEON/NICK AT NITE (WEST)	171
NATIONAL GEOGRAPHIC WILD	190	NEW ENGLAND SPORTS NETWORK	434
NORTHERN ARIZONA UNIVERSITY/UNIVERSITY HOUSE	9411	OXYGEN	127
OVATION	157	PAEC	9418
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QVC	137	REELZ	299
RESEARCH CHANNEL	9400	RFDTV	231
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SHOPNBC	228	SHOWCASE HD	9513
SHOWTIME (EAST)	318	SHOWTIME (EAST) - HDTV	5516
SHOWTIME (EAST) - HDTV	9460	SHOWTIME (WEST)	319
SHOWTIME (WEST) HD	9512	SHOWTIME BEYOND	323
SHOWTIME EXTREME	322	SHOWTIME SHOWCASE	321
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SIRIUS - BBC RADIO 1	6011	SIRIUS - ELVIS	6013
SIRIUS - MARGARITAVILLE	6031	SIRIUS 50'S ON 5- 50'S HITS	6005
SIRIUS 60'S ON 6- 60'S HITS	6006	SIRIUS 70'S ON 7-70'S HITS	6007
SIRIUS 80'S ON 8-80'S HITS	6008	SIRIUS ALT NATION - NEW ALTERNATIVE ROCK	6021
SIRIUS BACK SPIN - OLD SKOOL RAP	6039	SIRIUS BB KING'S BLUESVILLE-BLUES	6074
SIRIUS BLUEGRASS JUNCTION-BLUEGRASS	6065	SIRIUS CALIENTE-LATIN TROPICAL	6083
SIRIUS CLASSIC REWIND-70'S AND 80'S ROCK	6015	SIRIUS CLASSIC VINYL - EARLY ROCK	6014
SIRIUS DEEP TRACKS	6016	SIRIUS E STREET RADIO	6010
SIRIUS ENLIGHTEN-GOSPEL	6067	SIRIUS ESCAPE-BEAUTIFUL MUSIC	6004
SIRIUS FACTION-MUSIC OF ACTION SPORTS	6028	SIRIUS FIRST WAVE-CLASSIC ALTERNATIVE	6022
SIRIUS HAIR NATION-80'S HAIR BANDS	6023	SIRIUS HEART & SOUL - R&B HITS	6051
SIRIUS HIP HOP NATION-UNCUT HIP HOP	6040	SIRIUS HITS ONE - TOP 40 HITS	6001
SIRIUS JAM ON-JAM BANDS	6017	SIRIUS LIQUID METAL-HEAVY METAL	6027
SIRIUS OCTANE-NEW HARD ROCK	6020	SIRIUS ON BROADWAY-SHOW TUNES	6077
SIRIUS OUTLAW COUNTRY-COUNTRY REBELS	6063	SIRIUS PRAISE-GOSPEL MUSIC	6068
SIRIUS PRIME COUNTRY - 80'S & 90'S COUNTRY	6061	SIRIUS REAL JAZZ-CLASSIC JAZZ	6072
SIRIUS SHADE 45	6045	SIRIUS SPA - NEW AGE	6073
SIRIUS SPECTRUM - ADULT ALBUM ROCK	6018	SIRIUS SYMPHONY HALL-SYMPHONIC AND CHAMBER	6080
SIRIUS THE BLEND	6002	SIRIUS THE BRIDGE - MELLOW ROCK	6033
SIRIUS THE COFFEE HOUSE	6030	SIRIUS THE HEAT-MAINSTREAM R&B	6050
SIRIUS THE HIGHWAY-NEW COUNTRY	6060	SIRIUS THE JOINT-REGGAE	6084
SIRIUS THE LOFT-ECLECTIC ROCK	6029	SIRIUS THE MESSAGE-CHRISTIAN POP	6066
SIRIUS THE METROPOLITAN OPERA CHANNEL	6078	SIRIUS THE PULSE-2000S AND NOW	6012
SIRIUS THE ROADHOUSE-CLASSIC COUNTRY	6062	SIRIUS THE STROBE - DISCO	6081
SIRIUS THE BRIDGE	6033	SIRIUS UNDERGROUND GARAGE-GARAGE ROCK	6025
SIRIUS WATERCOLORS-SMOOTH JAZZ	6071	SIRIUS WILLIE'S PLACE-HONKY TONK	6064
SIRIUS XM CHILL-SMOOTH ELECTRONICS	6035	SIRIUS XM LOVE-LOVE SONGS	6003
SIRIUS XM POPS-CLASSICAL POPS	6079	SIRIUS XM U-INDIE	6026
SITV	159	SITV	874
SLEUTH	198	SOAPNET	188
SPIKE TV	168	SPORTS ALTERNATE	444
SPORTS ALTERNATE	445	SPORTS ALTERNATE	446
SPORTS ALTERNATE	447	SPORTS ALTERNATE	448
SPORTS ALTERNATE	450	SPORTS ALTERNATE	451
SPORTS ALTERNATE	452	SPORTS ALTERNATE	453
SPORTS ALTERNATE	473	SPORTS ALTERNATE	474
SPORTS ALTERNATE	475	SPORTS ALTERNATE	476
SPORTS ALTERNATE	477	SPORTS ALTERNATE	478
SPORTS ALTERNATE	5440	SPORTS ALTERNATE	5441
SPORTS ALTERNATE	5442	SPORTS ALTERNATE	5443
STARZ (EAST)	350	STARZ (WEST)	351

STARZ CINEMA (EAST)	353	STARZ COMEDY	354
STARZ COMEDY HD	9486	STARZ EDGE	352
STARZ EDGE HD	9496	STARZ HDTV	4924
STARZ HDTV	9435	STARZ KIDS & FAMILY (EAST)	356
STARZ KIDS & FAMILY HD	9497	STARZ WEST HD	9498
STARZ IN BLACK	355	STYLE	115
SYFY CHANNEL	122	SATELLITE RESPONSE INTERACTIVE	104
SATELLITE RESPONSE NETWORK	220	SATELLITE RESPONSE NETWORK	223
SATELLITE RESPONSE NETWORK	275	SATELLITE RESPONSE NETWORK	72
SATELLITE RESPONSE NETWORK	85	SATELLITE RESPONSE NETWORK	9646
SHOP AT HOME	224	SHOP AT HOME	9602
SIRIUS GRATEFUL DEAD	6032	SIRIUS LITHIUM- GRUNGE AND 90'S ALT ROCK	6024
SIRIUS SOUL TOWN-CLASSIC SOUL AND MOTOWN	6053	SIRIUSLY SINATRA	6075
SPORTSOUTH	437	SPORTSNET NEW YORK	438
SPORTSTIME OHIO	431	SUN SPORTS	422
TEENNICK	181	TELEFUTURA EAST	271
TELEFUTURA EAST	830	TELEFUTURA WEST	272
TELEFUTURA WEST	831	THE MOVIE CHANNEL HD	9481
THE SCIENCE CHANNEL	193	THE SPEED CHANNEL	150
THE SPEED CHANNEL	891	TMC XTRA	328
TMC XTRA WEST	330	TMC XTRA WEST	899
TURNER BROADCAST SYSTEM	139	TURNER CLASSIC MOVIES	132
TV GAMES NETWORK	405	TV GUIDE NETWORK	117
TV LAND	106	THE GOLF CHANNEL	401
THE OUTDOOR CHANNEL	153	THE TENNIS CHANNEL	400
THE TRAVEL CHANNEL	215	THE WEATHER CHANNEL	214
THREE ANGELS BROADCASTING NETWORK	9710	TRINITY BROADCASTING NETWORK	260
TRINITY BROADCASTING NETWORK	9409	TRUTV	204
TURNER NETWORK TELEVISION	138	UNIVISION	270
UNIVISION	827	UNIVISION WEST	828
USA NETWORK	105	UNIVERSITY OF CALIFORNIA	9412
V-ME	846	V-ME	9414
VERIA	218	VH1	162
VH1 CLASSIC	163	VERSUS	151
WE: WOMEN'S ENTERTAINMENT	128	WE: WOMEN'S ENTERTAINMENT	889
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Documents:

- [Channel Lineup Cards](#)
- [User Guides](#)
- [Customer Agreements and Policies](#)
- [Site Map](#)
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Los Angeles, CA 90068

Sun Apr 25 2010 10:48:42 Mountain Daylight Time

LOCAL NETWORK PACKAGE

Congratulations! This address is eligible for the:

Los Angeles, CA Local Network Package

Please note: Channels denoted by "HD" are in high definition. Those without this notation are only available in standard definition.

If you do not see HD local channels currently available in your area, you may still be able to receive them via a high definition off-air antenna.

Local channels currently available in this package:

Locals Package – \$5.99 per month*

Station	Local Channel Number	Dish Channel Number	
 UNIVISION KMEK 34 • Los Angeles	LOS ANGELES UNVSN- KMEK	34	8008
	LOS ANGELES IND-KCAL	9	8007
	LOS ANGELES NBC-KNBC	4	8002
	LOS ANGELES IND-KSCI	18	8017
	LOS ANGELES PBS-KLCS	58	8012
	LOS ANGELES CBS-KCBS HD	2	6307
	LOS ANGELES IND-KDOC	56	8018
	LOS ANGELES AZTECA- KAZA	54	8011
	LOS ANGELES PBS-KOCE	50	8013

	LOS ANGELES TMNDO- KVEA	52	8009
	LOS ANGELES TELEF- KFTR	46	8010
	LOS ANGELES IND - KCAL IN HD	9	6311
	LOS ANGELES CBS-KCBS	2	8001
	LOS ANGELES IND-KVMD	31	8021
	LOS ANGELES SPANISH IND-KWHY	22	8023
	Los Angeles CW - KTLA in HD	5	6310
	LOS ANGELES MNT-KCOP	13	8005
	LOS ANGELES IND-KXLA	44	8020
	LOS ANGELES FOX-KTTV HD	11	6309
	LOS ANGELES FOX-KTTV	11	8003
	LOS ANGELES IND-KHIZ	64	8019
	LOS ANGELES IND-KJLA	57	8022
	LOS ANGELES PBS-KVCR	24	8014
	LOS ANGELES NBC-KNBC HD	4	6308

	LOS ANGELES ABC-KABC	7	8000
	LOS ANGELES IND-KBEH	63	8015
	LOS ANGELES ION-KPXN	30	8025
	LOS ANGELES UNVSN-KBBC	20	8024
	LOS ANGELES PBS-KCET	28	8006
	LOS ANGELES ABC-KABC HD	7	6306
	LOS ANGELES IND-KRCA	62	8016
	LOS ANGELES THE CW-KTLA	5	8004

Regional and Collegiate Sports Networks are available with America's Top 120 Plus or higher.

Station
Fox Sports Prime Ticket
Fox Sports West

*Locals for non-qualifying packages are \$5.99 per month. Call 1-888-884-2741 for additional details.

** With qualifying package. Call 1-888-884-2741 for additional details.

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Local Cable Programming in Los Angeles Market¹

- Time Warner Cable Local On Demand offerings²
 - In addition to the SoCal News segments, Time Warner cable offers numerous local programs through its on demand services, including “Local Edition,” a series of five-minute interviews on people making a difference in Southern California, “Futbol Mania,” a locally-originated Spanish language sports program, and “Current LA,” which features segments produced for the Current TV network by, about, and for young adults in Los Angeles.³
- Titan Television⁴
 - Available on cable systems in Fullerton and Orange County
 - Provides informational and educational programs produced by students at Cal State University – Fullerton, including “On the Edge,” a student-produced news magazine program, as well as local events coverage⁵
- The California Channel⁶
 - Modeled after C-SPAN and funded by California cable operators, provides live and taped video of California state legislative activities⁷
 - Available on cable systems throughout the Los Angeles market⁸
- Fox Sports West and Prime Ticket – regional sports programming networks focused on Los Angeles and southern California area⁹
 - Available on cable systems throughout the Los Angeles market
 - Provides extensive local and regional sports coverage, including Los Angeles Angels of Anaheim baseball games on FSN West and Los Angeles Dodgers baseball games on FSN Prime Ticket; also provides live game broadcasts and other coverage of the Los Angeles area’s NBA, NHL, WNBA, Major League Soccer, and major college sports teams¹⁰

¹ This listing of local cable programming is not comprehensive, and additional programming may be available in each market. All websites listed were visited in January 2010.

² <http://www.timewarnercable.com/socal/learn/programming/local/default.html>.

³ <http://www.timewarnercable.com/socal/learn/programming/local/default.html>.

⁴ <http://titancom.fullerton.edu/titan-media.html>.

⁵ <http://titancom.fullerton.edu/edge-home.html>.

⁶ <http://www.calchannel.com>.

⁷ <http://www.calchannel.com/channel/aboutus/>.

⁸ <http://www.calchannel.com/channel/carriage/>.

⁹ <http://msn.foxsports.com/pages/main>.

¹⁰ http://www.foxsportswest.com/pages/tvlisting_west.

- Also produces and airs original shows, including “In My Own Words,” an in-depth interview program, and “Before the Bigs” which focuses on the efforts of athletes to make it to the major leagues¹¹
- LA City View – City of Los Angeles government access channel¹²
 - Provides live and taped coverage of City Council meetings, as well as original programming related to city government and services
 - Original programming includes programs such as “DiverseCity,” a series devoted to immigrant and immigration-related issues, “LA This Week,” a local news program, “LA Business Today,” and “LA Roundtable”¹³
- LA36 – City of Los Angeles public access channel¹⁴
 - Airls locally-produced original programming such as “L.A. World Affairs Council,” featuring distinguished guests discussing world news and issues, local high school sporting events, and numerous public access programs produced by local area residents¹⁵

¹¹ http://www.foxsportswest.com/pages/tvlisting_west.

¹² <http://lacityview.org/>.

¹³ http://ens.lacity.org/ita/cityviewprogram/itacityviewprogram57764716_02012010.pdf.

¹⁴ <http://www.la36.org/>.

¹⁵ *See id.*

XM-Sirius Channel Lineup

Programming	Genre	Sirius/XM/Both
MUSIC		
Top 40 Hits	Pop	Sirius (<i>available on XM Internet Radio</i>)
Lite Pop Hits	Pop	Both
Love Songs	Pop	Both
'40s Pop Hits/Big Band	Pop	Both
'50s Pop Hits	Pop	Both
'60s Pop Hits with Cousin Brucie	Pop	Both
'70s Pop Hits	Pop	Both
'80s Pop Hits	Pop	Both
'90s Pop Hits	Pop	Both
UK Pop Hits	Pop	Both
2000s Pop Hits	Pop	XM (<i>available on Sirius Internet Radio</i>)
Elvis Presley 24/7	Pop	Both
Beautiful Music	Pop	Both
Top 20 Hits	Pop	XM (<i>available on Sirius Internet Radio</i>)
Mellow Rock	Pop/Rock	Both
2000s Pop Hits	Pop	XM (<i>available on Sirius Internet Radio</i>)
Variety/Adults Hits	Pop w/ Commercials	XM
All Hit Music	Pop w/ Commercials	XM
Bruce Springsteen 24/7	Rock	Both
'60s & '70s Classic Rock	Rock	Both
'70s & '80s Classic Rock	Rock	Both
Deep Classic Rock	Rock	Both
Jam Bands	Rock	Both
Adult Album Rock	Rock	Both
Classic Hard Rock	Rock	Both
New Hard Rock	Rock	Both
New Alternative	Rock	Both
Classic Alternative	Rock	Both
'80s Hair Bands	Rock	Both
'90s Alternative/Grunge	Rock	Both
Little Steven's Garage Rock	Rock	Both
Indie/College/Unsigned Rock	Rock	Both
Heavy Metal	Rock	Both
Action Sports/Punk/Ska	Rock	Both
Comfortably Electric	Rock	Both

Programming	Genre	Sirius/XM/Both
Acoustic Singer-Songwriters	Rock	Both
Escape to Margaritaville	Rock	Both
Grateful Dead 24/7	Rock	Both
Canadian Adult Alternative Music	Rock	Sirius
Canadian Indie	Rock	Sirius
Pure Classic Rock Variety	Rock w/Commercials	XM
Smooth Electronic	Dance & Electronic	Both
Dance Hits	Dance & Electronic	Both
Trance/Progressive	Dance & Electronic	Both
Disco/Classic Dance	Dance & Electronic	Both
Old Skool Rap	Hip-Hop/R&B	Both
Old Skool R&B	Hip-Hop/R&B	XM (<i>available on Sirius Internet Radio</i>)
Hip-Hop Hits	Hip-Hop/R&B	Both
Eminem's Uncut Hip-Hop Channel	Hip-Hop/R&B	Both
R&B Hits	Hip-Hop/R&B	Both
Adult R&B Hits	Hip-Hop/R&B	Both
Classic Soul/Motown	Hip-Hop/R&B	Both
Hot Hits & Jamz	Hip-Hop/R&B w/ Commercials	XM
New Country	Country	Both
'80s & '90s Country	Country	Both
'60s and '70s Country/The Grand Ole Opry	Country	Both
Rockin' Country/Americana	Country	Both
Willie Nelson's Traditional Country	Country	Both
Bluegrass	Country	Both
Folk	Country	XM (<i>available on Sirius Internet Radio</i>)
Great Country Variety	Country w/Commercials	XM
Christian Pop & Rock	Christian	Both
Southern Gospel	Christian	Both
Gospel	Christian	Both
Smooth/Contemporary Jazz	Jazz, Blues & Standards	Both
Traditional Jazz	Jazz, Blues & Standards	Both
New Age	Jazz, Blues & Standards	Both
B.B. King's Blues	Jazz, Blues & Standards	Both
Sinatra/American Standards	Jazz, Blues & Standards	Both

Programming	Genre	Sirius/XM/Both
Show Tunes	Jazz, Blues & Standards	Both
Movie Soundtracks	Jazz, Blues & Standards	XM (<i>available on Sirius Internet Radio</i>)
Opera/Classical Vocals	Classical	Both
Classical Pops	Classical	Both
Traditional Classical	Classical	Both
Tropical Latin Music	Latin & World	Both
Reggae	Latin & World	Both
Canadian Pop Hits (<i>Energie 2</i>)	Latin & World	Sirius
Canadian Soft Rock (<i>French</i>)	Latin & World	Sirius
Canadian Pop & Rock (<i>Bande a Part</i>)	Latin & World	Sirius
Emerging Artists	Latin & World	XM
Canadian Pop Hits (<i>Air Musique</i>)	Latin & World	XM
New & Emerging Artists (<i>French</i>)	Latin & World	XM
India's Hottest Hit Mix	Latin & World w/Commercials	XM
SPORTS		
<i>ESPN's Sports Talk Channel</i>		Both
SportsCenter, College Gameday & More (<i>ESPN All Access</i>)		Sirius
College Sports Talk/Dan Patrick		Both
Mad Dog Radio with Chris Russo		Both
24/7 NFL Talk		Sirius (<i>available on XM with "Best of Sirius"</i>)
European Soccer & More Including Formula 1 (<i>Play-by-Play 1</i>)*		Sirius (<i>Play by Play programming available on XM with "Best of Sirius" – 15 channels</i>)
European Soccer, Formula 1 & More (<i>Play-by-Play 2</i>)*		Sirius (<i>Play by Play programming available on XM with "Best of Sirius" – 15 channels</i>)
Sporting News Radio		Sirius
24/7 NASCAR Talk		Sirius (<i>available on XM with "Best of Sirius"</i>)
Spanish Sports Talk & Play-by-Play (<i>ESPN Deportes</i>)		Sirius (<i>available on XM Internet Radio</i>)

* Possible occasional programming overlap between "Play-by-Play 1" and "Play-by-Play 2" on Sirius and "Sports Play-by-Play" channels on XM

Programming	Genre	Sirius/XM/Both
Sports Radio French Language		Sirius
Sports Express from Canada		Sirius
Sports Talk with a Canadian Edge		Sirius
ESPN Xtra		XM
24 Hour Live Sports Talk (<i>Fox</i>)		XM
IndyCar Series Racing		XM (<i>available on Sirius with "Best of XM"</i>)
The PGA TOUR Network/Live Coverage & Golf Talk		XM (<i>available on Sirius with "Best of XM"</i>)
Sports en Espanol/Mexican League Soccer		XM
Play-by-Play en Espanol (<i>MLB</i>)		XM
MLB Home Plate 24/7 MLB News & Talk		XM (<i>available on Sirius with "Best of XM"</i>)
14 Major League Baseball Play-by-Play Channels (<i>14 channels</i>)		XM
ACC Football/Basketball (<i>3 channels</i>)		XM
Pac-10 Football/Basketball (<i>3 Channels</i>)		XM
Big Ten Football/Basketball (<i>3 Channels</i>)		XM
SEC Football/Basketball (<i>3 Channels</i>)		XM
Big East Football/Basketball		XM
Big 12 Football/Basketball		XM
Sports Play-by-Play* (<i>7 Channels</i>)		XM (<i>Play by Play programming available on Sirius with "Best of XM" – 10 channels</i>)
24/7 Hockey Talk & Play-by-Play		XM (<i>available on Sirius with "Best of XM"</i>)
NHL Hockey Play-by-Play (<i>5 Channels</i>)		XM
NBA Play-by-Play (<i>5 Channels</i>)		XM
Sports, Schedules, Scores & Updates		XM
Sports Schedules (<i>French</i>)		XM
Talk, News & NPR		
Fair and Balanced News (<i>Fox News</i>)		Both
Politics of the United States		Both
First in Business Worldwide (<i>CNBC</i>)		Both
The World Leader in Business News (<i>Bloomberg News</i>)		Both
The Worldwide Leader in News (<i>CNN</i>)		Both
News & Views (<i>CNN HLN</i>)		Both
NPR News & Conversation (<i>NPR Now</i>)		Both
NPR News & Talk (<i>NPR Talk</i>)		Sirius

Programming	Genre	Sirius/XM/Both
National/International News		Sirius
News from Around the World		Both
BBC World Service News		Both
Talk Radio from FOX News		Both
Liberal Talk [†]		Sirius (<i>available on XM Internet Radio</i>)
Conservative Talk [*]		Sirius (<i>available on XM Internet Radio</i>)
All-News Spanish Language (<i>CNN</i>)		Both
Current Affairs French Language		Sirius
International Talk French Language		Sirius
C-SPAN Radio		XM (<i>available on Sirius Internet Radio</i>)
The Bob Edwards Show, A Prairie Home Companion		XM (<i>available on Sirius with "Best of XM"</i>)
Public Radio Exchange		XM (<i>available on Sirius Internet Radio</i>)
Extreme Talk		XM
Live Talk Programming		XM
America's Talk		XM
Asian Radio		XM
XM Public Radio		XM
24/7 News & Talk for Physicians		XM
The Place for Politics (<i>MSNBC</i>)		XM (<i>available on Sirius Internet Radio</i>)
Progressive Talk [†]		XM (<i>available on Sirius Internet Radio</i>)
Conservative Talk [*]		XM (<i>available on Sirius Internet Radio</i>)
African-American Talk		XM (<i>available on Sirius Internet Radio</i>)
Talk Radio for Men (<i>French</i>)		XM
News & Information (<i>English</i>)		XM
News & Information (<i>French</i>)		XM
Entertainment		
Howard 100 (<i>Howard Stern</i>)		Sirius (<i>available on XM with "Best of Sirius"</i>)

[†] Substantial programming overlap between "Liberal Talk" on Sirius and "Progressive Talk" on XM

^{*} Substantial programming overlap between "Conservative Talk" on Sirius and "Conservative Talk" on XM

Programming	Genre	Sirius/XM/Both
Howard 101 (<i>Howard Stern</i>)		Sirius (<i>available on XM with "Best of Sirius"</i>)
Barbara Walters, Deepak Chopra and More		Both
Jay Thomas and More		Both
Gay & Lesbian Radio		Both
Funs, Fearless, Female (<i>Cosmo</i>)		Both
How-To For Living (<i>Martha Stewart</i>)		Sirius (<i>available on XM with "Best of Sirius"</i>)
Listen to Books		Both
Old-Time Radio		Both
Just for Truckers		Both
Smart & Sexy Adult Radio (<i>Playboy</i>)		Sirius (<i>available on XM with "Best of Sirius"</i>)
Live Your Best Life (<i>Oprah</i>)		XM (<i>available on Sirius with "Best of XM"</i>)
Family & Health		
Powered by NYU Langone Medical Center		Both
The Music Destination for Kids & Families (<i>Disney</i>)		Both
Songs & Fun for Younger Kids		Both
Comedy		
Blue Collar Comedy		Both
Comedy Uncensored		Both
Comedy From Canada		XM
Family Comedy		Both
Presented by Jamie Foxx		Both
The Opie & Anthony Show/The Ron & Fez Show		XM (<i>available on Sirius with "Best of XM"</i>)
Religion		
Now What You'd Expect		Both
EWTN Global Catholic Radio Network		Sirius (<i>available on XM Internet Radio</i>)
FamilyNet Christian Talk		Sirius (<i>available on XM Internet Radio</i>)
Christian Talk		XM (<i>available on Sirius Internet Radio</i>)
Traffic & Weather		
Canada Weather		Sirius

Programming	Genre	Sirius/XM/Both
Weather Emergency (<i>Weather Channel Radio Network</i>)		Both
Local		
Boston & Philadelphia		Both
New York		Both
Atlanta & Miami		Both
Dallas & Houston		Both
Washington DC & Baltimore		Both
Pittsburgh & Minneapolis		XM
Detroit & Las Vegas		Both
Chicago & St. Louis		Both
Tampa & Orlando		Both
Phoenix & San Diego		Both
San Francisco & Seattle		Both
Los Angeles		Both
Internet Radio		
NPR	Talk/News/NPR	Both Internet Radio
F1, Notre Dame PXP, Sports Talk	Sports	Both Internet Radio
Breuer, Jamie Foxx & More	Comedy	Both Internet Radio
Exclusives from Dylan, Petty & More	Music	Both Internet Radio
Latin Pop Hits	Music	Both Internet Radio
Live Music from the Sirius XM Studios	Music	Both Internet Radio
Artist Only/Seasonal Programming	Music	Both Internet Radio
Rosie Radio 24/7	Talk/News/NPR	Both Internet Radio

Usage of Local Independent Internet News Sites – Los Angeles

<i>Website</i>	<i>Unique Visitors</i> <i>(January 2009-December 2009)</i>	<i>Total Visits</i> <i>(January 2009-December 2009)</i>
www.laist.com	2,850,945	4,465,846
www.laobserved.com	528,441	1,187,259
la.curbed.com	561,449	1,168,599
www.talesofbalboa.com	34,080	657,712
www.losanjealous.com	384,663	525,609
la.metblogs.com	222,965	366,451
www.blogdowntown.com	125,439	171,437
mayorsam.blogspot.com	51,558	145,745
www.hollywoodchamber.net	96,504	139,158
www.citywatchla.com	47,871	94,642
www.lachamber.com	66,219	73,148
www.oldpasadena.org	64,385	68,139
www.egpnews.com	59,763	66,630
www.laeastside.com	58,784	65,036
www.redlandsweb.com	51,334	53,212
www.chinohills.com	43,171	45,952
www.hbnews.us	27,770	40,325
www.newportbeach.com	25,158	26,751
www.downtown-burbank.org	16,666	19,469
www.cerritos.org	12,090	17,482
www.theeastsiderla.com	11,673	14,976
www.anaheimchamber.org	10,390	14,872
www.oakparkupdate.com	7,134	8,040

Source: Usage estimates based on free site profiles from Compete.com (available at <http://siteanalytics.compete.com>.)

Note: “Unique Visitors” reported above represents the sum of the number of unique visitors each month over a year-long period. Within each month, Compete.com’s count of “unique visitors” includes a person only one time regardless of how many times he or she visits a site in that month. “Total Visits” represents the total number of visits to a site. A “visit” is initiated when a user first enters a site during an internet session and is considered “live” until that user’s interaction with the entire internet session has ceased for 30 minutes. See Compete.com Metric Descriptions at <http://www.compete.com/help/s2>.

**AN ANALYSIS OF THE EFFECT ON DIVERSITY
OF
SEPARATION OF
LOCAL MEDIA COMBINATIONS**

Mark R. Fratrik, Ph. D.

Vice President

February 22, 2010



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**AN ANALYSIS OF THE EFFECT ON DIVERSITY
OF SEPARATION OF LOCAL MEDIA COMBINATIONS**

Executive Summary

A transaction requiring or causing the separation of any of the currently existing local media combinations owned by Tribune Company would not serve, and in fact would be directly adverse to, the public interest objectives of the Federal Communications Commission. Some opponents may argue that the level of diverse and local programming and information would be increased if some or all of these commonly-owned local television and newspaper properties were separated. One key assumption underlying this line of argument is that a viable purchaser would be willing and able to purchase any such property. In light of the unprecedented challenges that both the television and the newspaper industry currently are facing and will continue to face in the near future, however, this assumption is not valid. In fact, given the extensive revenue losses that both the broadcasting and the newspaper industries have experienced and the limited availability of acquisition financing, there are few, if any, prospective buyers of these properties. As shown herein, the present anemic levels of transactions involving local television stations and daily newspapers are astounding given the levels seen in past years.

Furthermore, the synergies inherent in the cross-ownership of Tribune's properties have enabled these combinations to maintain an especially high level of local programming and other local services, even while many other stations and newspapers are cutting back on such offerings. Recent studies have shown, in particular, that the amount of news programming is greater on local television stations that are cross-owned with a local newspaper. Thus, even assuming that a viable purchaser could be found for any particular property, it is unlikely that any such new owner would have the resources to maintain the current level of local and diverse programming and information offered by these outlets. Therefore, it seems clear that the level and quality of local and diverse programming and information is maximized by maintaining the common ownership of these properties.

**AN ANALYSIS OF THE EFFECT ON DIVERSITY
OF SEPARATION OF LOCAL MEDIA COMBINATIONS**

Introduction

This paper considers the question of whether the separation of any of Tribune's existing newspaper/broadcast combinations likely would lead to greater levels of diverse local programming. First, I will provide an analysis of the present state of the local television and newspaper industries and the level of transaction activity in these industries to evaluate the level of interest in acquiring these types of properties in the current marketplace. Reasons for the current and future lack of interest on the part of buyers and investors are then discussed. Next, this paper discusses the significant synergies and cost savings that allow these cross-owned properties to continue to provide local and diverse programming in the face of incredibly challenging economic and industry conditions.

An argument often made by opponents of local newspaper/broadcast cross-ownership is that the quality and diversity of local programming and information offered by such properties would be improved by separate ownership. By having separate owners of these local media properties, it is argued, local communities would benefit as there would be more companies providing more varied programming and information.

Particularly in light of the present and near-future economic and industry conditions facing the broadcast and newspaper sectors, the argument for requiring separate ownership does not hold water. There are very few serious buyers of either local television stations and/or daily newspapers in today's marketplace, and even fewer who could maintain the present levels of diverse local programming and information made possible by the current cross-ownership. Moreover, continued

common ownership of these local media properties will help maintain the synergies and cost benefits that sustain the financial viability of these operations, which in turn, will lead to even higher quality local programming and information over time.

Financial Market Breakdown and Its Impact

Occurring at the same time as the severe drop off in revenue growth for both broadcasters and newspapers has been the complete “drying up” of available financing for companies thinking about acquiring these “traditional” media properties. The marketplace took a significant hit during the third quarter of 2008 with the bankruptcies of some major financial institutions, and the acquisition and resulting financial aid by the federal government of others. These financial institutions, criticized for their speculative loan activity, reacted strongly by reducing the number of loans they issued and tightening loan qualifications for borrowers.

These financial institutions remain very hesitant to loosen their credit qualifications and make loans to businesses. An analysis by the *Wall St. Journal* showed that the total amount of loans by the fifteen largest banks in the U.S. decreased by 2.8% in the second quarter of 2009 alone.¹ These authors concluded that “financial institutions are clamping down on lending to conserve capital as a cushion against mounting loan losses.”²

The lack of available financing is particularly pronounced for broadcast and other media properties. Several financial institutions that have been prominent lenders to acquirers of these types of properties have either cut back or completely left the business of providing new loans to parties

¹ David Enrich and Dan Fitzpatrick, “Loans Shrink as Fear Lingers”, *Wall St. Journal*, July 27, 2009. <http://online.wsj.com/article/SB124865259057482435.html>.

² Id.

interested in purchasing broadcast stations. For example, CIT and Wells Fargo, both historically strong financial supporters of companies acquiring stations, eliminated their entire broadcast lending divisions in 2009.

The lack of adequate financing for acquisitions would make it impossible for most prospective purchasers to acquire television or newspaper properties that might become available for sale because of regulatory fiat. Even if they could secure the necessary financing to make the initial purchase, moreover, most companies would be so financially strapped as a result of the current credit crunch that they almost certainly would find it difficult to maintain the station's or newspaper's current high level of diverse local service.

The Local Television Station Industry

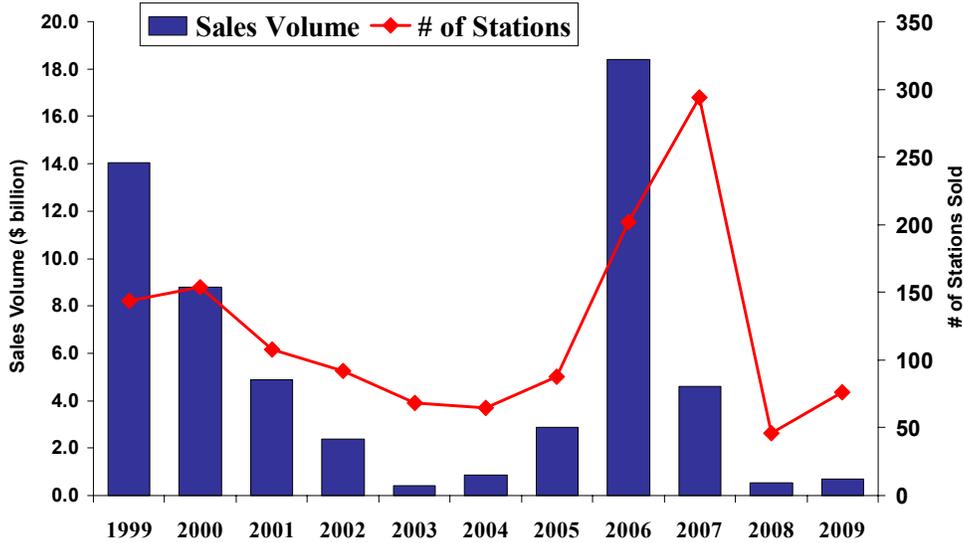
The reasoning behind the argument that diversity will increase as a result of separation of commonly owned local media properties requires, first, that there would be “sufficiently financed buyers” of such properties.³ The recent history of local television station transactions strongly suggests that the existence of such buyers is unlikely, as the television station sales marketplace is completely moribund. This lack of station transaction activity is not surprising given the unfavorable economic and industry conditions facing companies that might otherwise be interested in acquiring these types of properties.

³ What we mean by “sufficiently financed buyers” is buyers that have both enough equity and debt financing to acquire stations. With banks apprehensive about loaning large amounts of money, equity investors need to invest more funds, something they, too, are apprehensive to do.

Total Number of Television Station Transactions

The lack of any significant television station transactions is clearly seen in the recent history of the annual number and total value of television stations sold. Figure 1 shows the number of local television stations sold in the ten most recent calendar years and the total value of those sales. This information is from BIA’s Media Access Pro™ database, which tracks all transactions of commercial and non-commercial radio and television stations.

**Figure 1
Television Station Transaction Volume 1999 – 2009**



The number of television stations sold in the past few years has been remarkably low.⁴ Except for the big spike in the volume of sales proceeds in 2006 occasioned almost entirely by the Univision network and television stations sale, the total number and total value of television stations sold have been at very low levels.⁵ Even with the preceding low levels, the drop-off in activity in 2008 was dramatic. That year, only 46 local television stations were sold for a total value of around \$531 million, as opposed to 294 stations sold for a total value of \$4.6 billion in 2007, representing an 88.5% decrease in the value of stations sales from the previous year. Notably, even the depressed level of station transactions reported in 2008 is somewhat overstated because the level of activity is driven not by a normal buyer-seller market, but to a large extent, by several large groups that have been forced into bankruptcy proceedings or reorganizations.⁶ In 2009 there were 76 full-power

⁴ Note that in 2003 and 2004 the number of television station transactions were also low. At around that time, the FCC was considering revising all of the local television station ownership regulations. As a result, many potential buyers were “waiting on the sidelines” to see what final rules would emerge and whether they would pass judicial review.

⁵ Figure 1 shows what appears to be a large number of station “sales” in 2007; however, this total includes a substantial number of television stations that were part of restructuring deals that technically were counted as “sales”. These restructuring transactions included Granite Broadcasting, ION Media Networks, and Communications Corporation of America. In total, these three restructuring deals accounted for 91 of the total 294 stations that were “sold” in 2007, according to data compiled in the BIA/Kelsey Group Media Access Pro™ database.

⁶ Included in that total are the four Ohio stations of Public Media Corporation that were being transferred as a part of its reorganization and the nine stations that New World Group, a subsidiary of Pappas Television, is acquiring but temporarily assigning to TTBG LLC per a bankruptcy court-ordered sale. The experience of another company that has recently gone through bankruptcy, Equity Media Holdings, is further evidence of the lack of activity in television station transactions. As part of that bankruptcy proceeding, all of the television stations owned by that company were put up for auction, and while a few of these stations were sold, many more of these Equity Media stations went unsold.

television stations sold for a total value of \$715 million.⁷ Compared to 2007, that is a decrease of 74.1% in the number of stations and 84.5% in the value of those sales. As discussed herein, potential buyers of these properties (whether existing broadcasters or new entrants) generally have been dissuaded from buying by industry conditions and the absence of available financing necessary to acquire stations.

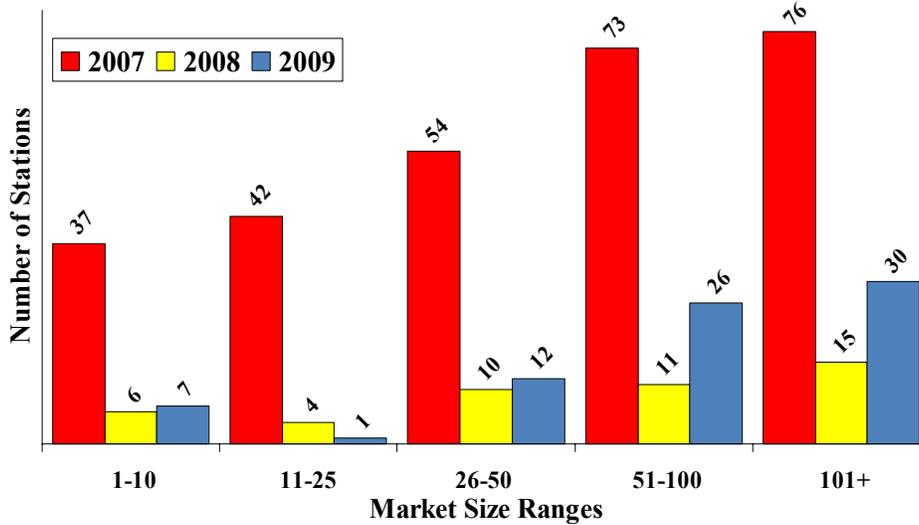
Television Station Transactions By Market Size

The decrease in transaction activity has been even more dramatic when the market sizes of the stations that have been sold are examined. Figure 2 shows the number of full-power television stations that have been sold in the past three years across various market size ranges, also based on data available through Media Access ProTM.⁸

⁷ http://www.bia.com/resources_trends_sold.asp (last visited Feb. 2, 2010) (on file with author); http://www.bia.com/resources_trends_trans.asp (last visited Feb. 2, 2010) (on file with author).

⁸ Figure 2 does not include sales of full-power television stations located outside of areas designated by Nielsen Media Research as television markets, such as Puerto Rico. These station sales are, however, included in the textual discussion above.

Figure 2
Television Station Deals by Rated Market Sizes: 2007 - 2009



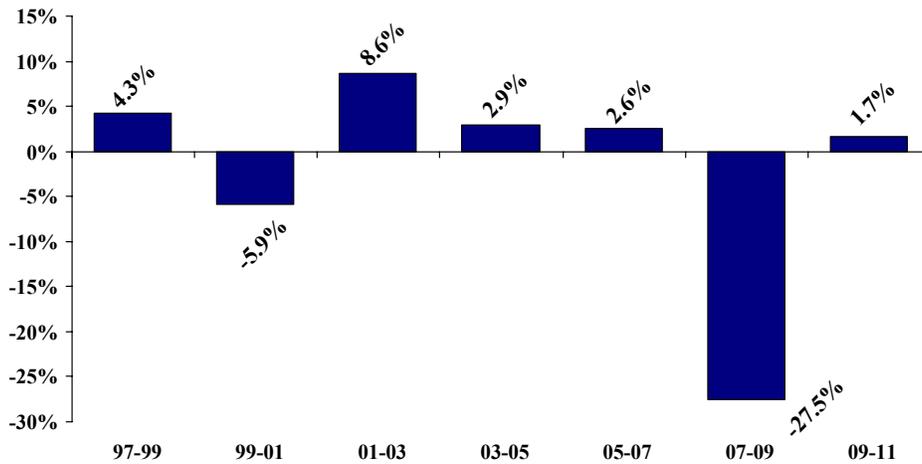
While the drop off in television station activity is widespread, the percentage decreases are most pronounced in the largest two market ranges, markets 1-10 and 11-25. In these ranges, there is an incredible amount of competition both from within the local television market as well as from other media, which makes profitability difficult to achieve, especially in today’s very challenging advertising marketplace. Added to that is the difficulty in securing the necessary financing to acquire a station in these market ranges, where stations typically are far more expensive, as will be discussed below.

Outlook for Local Television Station Industry

One significant reason for the lack of television station trading activity is the challenging competitive position in which many local television stations find themselves. Increasing competition from other video sources of programming for audiences (*e.g.*, local cable systems, Internet streaming) coupled with the increasing competition from other local media outlets for

advertising sales has severely crippled the revenues of local television stations. Moreover, the revenue outlook for local television stations is significantly lower than in previous years. To demonstrate this point, Figure 3 shows the two-year growth rates for local television station revenues for the past ten years and the outlook for the next several years. These historical and projected television industry revenues are from BIA’s Media Access Pro™ database. Using the two-year revenue growth rates evens out the impact of political advertising in every even-numbered year and the subsequent lack of that source of revenue in the following odd-numbered year.

Figure 3
Television Station Revenue Two Year
Growth Rates 1997 – 2011



Even before the recent economic downturn, the increases in total television station revenues had been trending downward. The increases from the even-numbered years were less pronounced and the decreases in the odd-numbered years were more significant. Indeed, BIA/Kelsey estimates

that television station revenues were down 22.4% in 2009.⁹ This is largely because, even under favorable economic conditions, local television stations are competing with more and stronger alternative sources of advertising.

That competition was particularly fierce in the most recent years, as the long term movement of advertisers to other media was exacerbated by the impact of lower expenditures by advertisers. National and local advertisers react and react quickly to any potential downturn in the economy. When advertisers project that customers will not be spending at previous levels, due to unemployment increases or an overall decrease in consumer confidence, they pull back their spending significantly. According to the Television Bureau of Advertising, automotive manufacturer spending at local television stations decreased nearly 50% in the third quarter of 2009 from the previous year's level, and car and truck dealers' advertising expenditures decreased 33%.¹⁰ The decrease in these major advertiser categories, in addition to the declines in many other categories of advertising, was so substantial that it far exceeded the significant increase in political advertising in 2008, resulting in a net decline.¹¹ Furthermore, advertising levels, especially in the automotive sector, most likely will not return to previous levels, even when the overall economy recovers, because there are fewer brands of cars being sold and fewer car dealerships in the U.S. than there were in the past.

Potential purchasers of local television stations recognize these industry changes and are very hesitant to invest in station acquisitions. Any local media properties subject to government-dictated

⁹ <http://www.bia.com/pr091222-IITV4.asp>.

¹⁰ http://www.tvb.org/nav/build_frameset.aspx. These categories of advertisers have historically been the largest for local television stations.

¹¹ The campaigns of political candidates spent over \$700 million in 2008. Id.

sales would, therefore, find little if any interest, especially by well funded and experienced operators.

Bankruptcies in the Television Station Industry

Due to the poor industry conditions facing local television stations and the lack of available financing for potential acquirers, several prominent broadcast companies have had to resort to bankruptcy protection to maintain their operations.¹² Prior to the last several years, very few broadcast companies ever had to resort to that option. Historically, under-performing stations were sold to new owners who had new business plans, and sufficient debt and equity funding, to turn those stations around. In today's marketplace, however, many stations are not being sold in time for their owners (sellers) to meet restrictive debt covenants, and owners therefore have sought protection under the bankruptcy laws.

The Local Daily Newspaper Industry

Regulatory action requiring the sale of a commonly owned local daily newspaper would also be counterproductive given the present and near term conditions facing the newspaper industry. Even more than the local television industry, local daily newspapers have been dramatically affected by the onslaught of new media competition. Furthermore, the current conditions and marketplace evidence strongly suggest that these trends will continue into the foreseeable future. As a result of the challenges facing newspapers and the lack of available financing, sales of newspaper operations have slowed down considerably, if not halted completely. In fact, recently several prominent daily

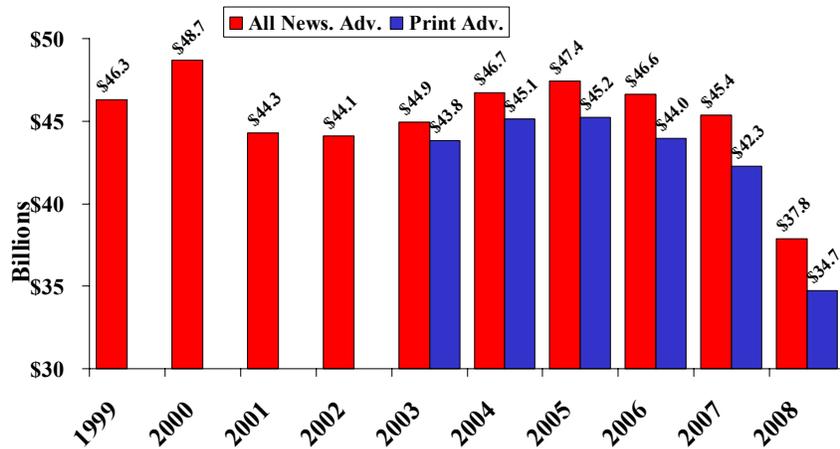
¹² These companies include Young Broadcasting, Pappas Telecasting, Communications Corporation of America, and ION Media Networks, as well as Tribune Company.

newspapers have actually ceased operating due to the lack of any interest from potential buyers, and at least five large newspaper companies, in addition to Tribune, have sought bankruptcy protection.

Newspaper Industry Overview

To get a sense of the dramatic impact new media have had on the local newspaper industry and why there is little or no interest in acquiring newspaper properties, one only has to look at the recent history of daily newspaper advertising revenues. Figure 4 shows the annual advertising revenues for the newspaper industry as reported by the Newspaper Association of America. For the past ten years, both the total amount of advertising expenditures and print only¹³ advertising expenditures are shown.

Figure 4
Annual Newspaper Advertising Expenditures: 1999-2008



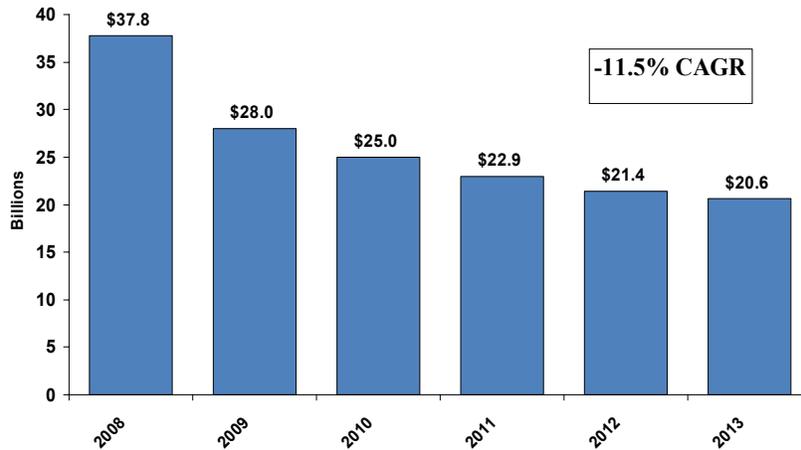
Source: Newspaper Association of America, 2009

¹³ The online advertising expenditures were subtracted from the total amount to arrive at the print only figures. The online expenditures estimates were separately reported starting in 2003.

Before the economic downturn in 2008, the newspaper industry already was experiencing decreases in total revenues, even after taking into account the positive impact of online operations. That decrease was even more severe in 2008, with total newspaper advertising decreasing by 16.6% and the print component of advertising decreasing by 17.8%. In the first three quarters of 2009, these decreases accelerated. Total newspaper advertising for these three quarters fell to \$19.9 billion, a drop of 28.4% from the same period in 2008. The print component of advertising dropped to \$17.9 billion, a decline of 29.6% compared to the first two quarters of 2008.

With the competitive forces facing newspapers, the negative trend in total advertising revenues almost certainly will continue. As part of its first comprehensive local media advertising revenues forecast, BIA/Kelsey projected the near term outlook for twelve local media, including the newspaper industry. As shown by Figure 5 below, the projection for newspaper advertising revenues shows a negative 11.5% compounded annual growth rate over the next five years. One reason for this significant and continued negative outlook is that some of the most important categories of newspaper advertising – real estate, automotive, retail and help-wanted – continue to lag, with advertisers in several of these categories moving to new media options. Competition from local Internet sites, out-of-home advertising opportunities, as well as several other new media will continue to cut into the competitive position of local newspapers, leading to a substantial decrease in revenues. Potential acquirers recognize the dismal outlook for newspapers and are dissuaded from seriously considering acquisitions.

Figure 5
2008-2013 Newspaper Advertising Revenues



Source: BIA/Kelsey Media Ad View projections, 2009.

Newspapers Closing Down or Cutting Back

In light of this recent history and the prospects of continued negative revenue growth, several newspapers, most noticeably the *Seattle Post-Intelligencer*, have shut down their print editions after long histories of serving their communities, and *The Rocky Mountain News* went out of business entirely. Although both papers were available for purchase, no viable prospective buyer viewed the acquisition of these newspapers as a worthwhile investment. Other newspapers, such as the *Detroit Free Press*, have curtailed their production to fewer days per week as a cost saving measure.

Level of Newspaper Transactions

The lack of viable newspaper buyers is further evidenced by the small number of papers that have been sold recently. According to Dirks, Van Essen & Murray, a leading broker of newspapers,

just 31 daily newspapers were sold in 2009 for only \$183.7 million.¹⁴ This compares to an average of nearly 68 daily newspapers sold per year for a total of \$6.977 billion over the previous five years.¹⁵ The 2009 figures represent decreases of 54.4% in the number of newspaper sales and 97.4% in the total value of transactions as compared to the averages for the previous five years. As shown by this data, prospective buyers are not optimistic about the future of local newspapers, nor are they able to secure the necessary financing to acquire these properties.

Benefits of Continued Joint Operations

While the outlook is dismal for a well-funded company acquiring either a local television station or local daily newspaper, there are clear benefits in allowing such properties to remain commonly owned at the local level. The poor financial outlook for the newspaper and local television industries requires that these properties maximize synergies and cost efficiencies in order to remain competitive and provide diverse local programming and information. These opportunities for synergies and cost efficiencies are pronounced in cross-owned local television station and daily newspaper operations. Administrative offices can be combined, cross promotion of the different properties can be effectively managed, and news staffs can collaborate to ensure that all of the market's news is covered.

Recent studies sponsored by the Federal Communications Commission provide strong support for the view that more and better news will be provided by local television stations that also own a local daily newspaper in the same market. One such study measured the amount of news

¹⁴ See Declaration of Phillip W. Murray (Appendix A hereto).

¹⁵ See *id.*

provided by all full power television stations in the years 2002-2005.¹⁶ After controlling for many station and market specific factors, the study concluded that, “TV-newspaper cross-ownership is associated with a large increase in the production of news of 18 minutes per day (11% increase), which was statistically significant.”¹⁷

Another study examining the effects of cross-ownership on the political slant of television news also found that cross-owned television stations provide quantitatively more news coverage.¹⁸ This study analyzed the time devoted to news in general, local news, and state and local political news. The author concludes,

The within-market comparison reveals that cross-owned newspaper/television combinations devote more time to news, as well as several categories of local news. In particular, cross-owned stations contain on average 1-2 minutes more news coverage overall, or 4%-8% more than the average for non-cross-owned stations (regardless of whether sports and weather segments are included in this comparison). Further, on average, cross-owned stations also broadcast 24%-27% more coverage of state and local politics and provide about 25% more candidate coverage, candidate speaking time and poll coverage (although the latter effects are not precisely estimated).¹⁹

Conclusion

Increased diverse local news and informational programming is a goal long sought by the Federal Communications Commission. The argument that having more owners of local media

¹⁶ Daniel Shiman, “The Impact of Ownership Structure on Television Stations’ News and Public Affairs Programming,” July 24, 2007, http://hraunfoss.fcc.gov/edocs_public/attachmatch/DA-07-3470A5.pdf.

¹⁷ Id., p. I-22.

¹⁸ Jeffrey Milyo, “The Effects of Cross-Ownership on the Local Content and Political Slant of Local Television News,” September 2007, http://hraunfoss.fcc.gov/edocs_public/attachmatch/DA-07-3470A7.pdf.

¹⁹ Id., p. 29.

properties would lead to such an increase has often been advanced, with some contending that dismantling existing cross-ownerships would also lead to this result. Whatever merit such conclusions might have had in “boom” times for traditional media, the present state of the local newspaper and television industries is so grim that there are few, if any, prospective buyers for these properties. An added challenge to prospective buyers is the very limited financing available for acquisitions, especially for acquisitions in the media industries. Recent auctions of television stations that were unsuccessful in soliciting buyers provide further evidence of the lack of buyers.

In contrast to the negative prospects even for strong companies purchasing these properties is the simple fact that commonly owned media outlets benefit from a number of synergies and cost savings, leading to more diverse local programming and information. Recent studies have clearly shown that these commonly owned television stations provide more local news than similarly situated non-cross-owned stations. Therefore, the level and quality of diverse local programming and information is maximized not by regulatory intervention to separate outlets, but by allowing continued common ownership of local broadcast and newspaper properties.

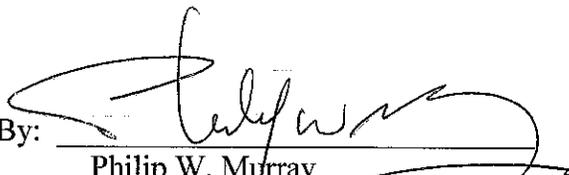
DECLARATION OF PHILIP W. MURRAY

I, Philip W. Murray, do hereby declare under penalty of perjury that the following is true and correct to the best of my knowledge, information and belief:

1. I am Executive Vice President of Dirks, Van Essen & Murray, the leading brokerage firm in the U.S. newspaper industry, which specializes in assisting companies in the sale and acquisition of daily newspapers and has established itself as the newspaper industry's top authority on transactions and valuations. I have been with Dirks, Van Essen & Murray since 1996. Prior to that, I had eleven years of experience as a reporter and editor for daily newspapers in Virginia and Pennsylvania. I earned a master's degree in business administration from the University of Virginia's Darden School and a B.A. in journalism from Washington and Lee University.

2. According to our newspaper market data, there were 31 daily newspaper acquisitions in 2009. The 31 dailies acquired in 2009 were part of 16 transactions totaling \$183.7 million. By comparison, there was an average of nearly 68 daily newspapers sold per year for a total of \$6.977 billion in each of the previous five years, as calculated from the following data:

2008: 16 dailies totaling \$ 0.883 billion;
2007: 91 dailies totaling \$ 20.042 billion;
2006: 76 dailies totaling \$ 9.9606 billion;
2005: 111 dailies totaling \$ 3.091 billion;
2004: 44 dailies totaling \$ 0.9081 billion.

By: 
Philip W. Murray
Executive Vice President
Dirks, Van Essen & Murray

Executed on this 18th day of February, 2010 at Santa Fe, New Mexico