

# COMPREHENSIVE EXHIBIT

## **Description of Transaction, Agreement for Assignment of Licenses, Parties to Applications, Other Media Interests, and Compliance with Foreign Ownership Restrictions**

### Table of Contents

I.	DESCRIPTION OF THE TRANSACTION .....	1
A.	The Applicants .....	1
B.	The Bankruptcy and Proposed Reorganization.....	2
C.	Proposed FCC License Assignments .....	4
II.	AGREEMENTS FOR THE PROPOSED ASSIGNMENTS.....	4
III.	PARTIES TO THE APPLICATION .....	5
IV.	REQUEST FOR “PERMIT-BUT-DISCLOSE” STATUS.....	6
V.	OTHER MEDIA INTERESTS OF ASSIGNEE PARTIES .....	7
VI.	COMPLIANCE WITH FOREIGN OWNERSHIP AND CONTROL PROVISIONS .....	7
	ATTACHMENT A: TRIBUNE BROADCAST INTERESTS AND LICENSEE SUBSIDIARIES .....	9
	ATTACHMENT B: NON-BROADCAST LICENSES HELD BY TRIBUNE SUBSIDIARIES .....	11
	ATTACHMENT C: PARTIES TO THE APPLICATION.....	14
	1. SHAREHOLDERS OF REORGANIZED TRIBUNE .....	14
	2. TRIBUNE BROADCAST STATION LICENSEES.....	15
	3. TRIBUNE BROADCASTING COMPANY .....	17
	4. TRIBUNE BROADCASTING HOLDCO, LLC.....	18
	5. TRIBUNE COMPANY .....	19
	6. JPMORGAN CHASE BANK, N.A.....	20
	7. ANGELO, GORDON & CO., L.P.....	22
	8. OAKTREE TRIBUNE, L.P.....	29
	ATTACHMENT D: OTHER ATTRIBUTABLE INTERESTS OF TRIBUNE.....	33
	ATTACHMENT E: OTHER ATTRIBUTABLE INTERESTS OF ASSIGNEE .....	35
	ATTACHMENT F: REQUESTS FOR WAIVER OF THE COMMISSION’S OWNERSHIP RULES.....	45
	ATTACHMENT G: DIAGRAM OF VERTICAL STRUCTURE OF REORGANIZED TRIBUNE.....	46

**TABLE OF CONTENTS**  
(continued)

**Page**

ATTACHMENT H: PLAN OF REORGANIZATION OF TRIBUNE  
COMPANY AND SUBSIDIARIES AND DISCLOSURE STATEMENT..... 50

**COMPREHENSIVE EXHIBIT**  
**Description of Transaction,**  
**Agreement for Assignment of Licenses, Parties to Applications,**  
**Other Media Interests, and Compliance with Foreign Ownership Restrictions**

This application is one of sixteen (16) concurrently filed FCC Form 314 applications (the “Exit Applications”) seeking the Commission’s consent to implement the “Joint Plan of Reorganization for Tribune Company and its Subsidiaries” (as amended, the “Plan of Reorganization” or “Plan”) by which Tribune Company (“Tribune”) and certain of its direct and indirect subsidiaries (collectively, the “Tribune Debtors”) will emerge from bankruptcy as reorganized entities (the reorganized Tribune Company is hereinafter referred to as “Reorganized Tribune”).<sup>1</sup> Specifically, the Exit Applications seek Commission approval of the assignment of the licenses identified in Attachment A from their existing licensees, each of which currently is operating as a debtor-in-possession, to the same licensees,<sup>2</sup> as reorganized pursuant to Chapter 11 of the U.S. Bankruptcy Code. As explained herein, Tribune proposes, through the Plan of Reorganization, to cancel certain existing debt and, in exchange, to provide certain of its creditors with stock or warrants to acquire stock in Reorganized Tribune (in addition to other consideration). Upon the company’s emergence from bankruptcy, virtually all of the stock of Reorganized Tribune will be distributed to these creditors. Neither any single creditor nor any group of commonly controlled creditors will have a controlling interest. As described more fully below, it is anticipated that three of Tribune’s creditors—JPMorgan Chase Bank, N.A., Angelo, Gordon & Co. L.P., and Oaktree Tribune, L.P.—each will have an attributable ownership interest in Reorganized Tribune, either directly or through one or more affiliates.

**I. DESCRIPTION OF THE TRANSACTION**

**A. The Applicants**

Tribune operates businesses in broadcasting, interactive media, and publishing, and has been a broadcasting pioneer since 1924, when WGN(AM), Chicago, signed on the air.<sup>3</sup> The company currently owns and operates 23 full-service commercial television stations, including WGN-TV, Chicago, and WPIX(TV), New York, both of which

---

<sup>1</sup> In addition, applications to assign Tribune’s non-broadcast licenses are being filed concurrently with the FCC Form 314 Exit Applications. *See* Attachment B.

<sup>2</sup> The Plan of Reorganization authorizes Tribune to enter into transactions to change the organizational structure of its current subsidiaries. If Tribune determines to enter into such transactions with respect to Tribune licensee subsidiaries while the Exit Applications are pending, the applicants, as appropriate, will amend the Exit Applications and/or file separate applications for *pro forma* transfer or assignment to obtain any necessary authority for any changes affecting the Tribune licensee subsidiaries.

<sup>3</sup> In 2007, control of Tribune and its subsidiary licensees was transferred from the company’s public shareholders to the Tribune Employee Stock Ownership Plan, as implemented through the Tribune Employee Stock Ownership Trust, EGI-T.R.B., L.L.C., and Mr. Samuel Zell. *See Shareholders of Tribune Co.*, 22 FCC Rcd 21266 (2007).

Tribune put on the air in 1948. In addition, the company operates one full-power satellite station.<sup>4</sup>

Tribune is also the nation's third largest newspaper publisher in total circulation. In addition to the *Chicago Tribune*, first published in 1847, Tribune publishes seven other major-market daily newspapers, including the *Los Angeles Times*, *The Baltimore Sun*, the Ft. Lauderdale-based *Sun Sentinel*, the *Orlando Sentinel*, the *Hartford Courant*, *The (Allentown, PA) Morning Call*, and the *(Newport News, VA) Daily Press*. From March 2000 until July 2008, Tribune indirectly owned a 100% interest in *Newsday*, a daily newspaper serving Long Island, New York. In July 2008, Tribune contributed substantially all of the assets and liabilities related to its *Newsday* operations to *Newsday Holdings, LLC*, a limited liability company formed by Tribune and Cablevision Systems Corporation. As a result of this transaction, Tribune retains only an approximate 3% equity interest in the newspaper.

## **B. The Bankruptcy and Proposed Reorganization**

In the past two years, the downturn in the newspaper publishing and broadcasting industries has had an adverse impact on Tribune. Like many of its newspaper and broadcasting peers, Tribune has experienced a severe decline in advertising revenues during the recent economic recession. As a result, Tribune in 2008 faced growing constraints on its liquidity and increasing difficulties in servicing its debts.

On December 8, 2008, Tribune and certain of its subsidiaries submitted voluntary petitions for relief under chapter 11 of title 11 of the United States Code to the United States Bankruptcy Court, District of Delaware (the "Bankruptcy Court"), to reorganize under Chapter 11 of the Bankruptcy Code. *See In re Tribune Company et al.*, Case No. 08-13141 (Chapter 11) (Bnr. D. Del.) (jointly administered). In addition to the petitions, Tribune filed various requests for relief on December 8, 2008, which were granted on December 10, 2008. Tribune subsequently filed a series of FCC Form 316 involuntary *pro forma* applications to assign the broadcast licenses held by certain Tribune subsidiaries to those same subsidiaries operating as debtors-in-possession and to reflect control of those subsidiaries by Tribune as a debtor-in-possession.<sup>5</sup> On January 8, 2009,

---

<sup>4</sup> WTTK(TV), Kokomo, Indiana, is operated as a satellite station.

<sup>5</sup> WPIX, Inc.: WPIX(TV), New York, NY, BALCT-20081217ACB; Tribune Television Northwest, Inc.: KCPQ(TV), Tacoma, WA, BALCT-20081217ACG; K25CG, Aberdeen, WA, BALTT-20081217ACH; K42CM, Centralia/Chehalis, WA, BALTT-20081217ACI; K54DX, Ellensburg/Kitikas, WA, BALTTL-20081217ACJ; K64ES, Chelan, WA, BALTTL-20081217ACK; Tribune Television Company: KDAF(TV), Dallas, TX, BALCT-20081217ACP; WTIC-TV, Hartford, CT, BALCT-20081217ACQ; WPMT(TV), York, PA, BALCT-20081217ACR; WPHL-TV, Philadelphia, PA, BALCT-20081217ACS; WXIN(TV), Indianapolis, IN, BALCT-20081217ACT; KIAH Inc.: KIAH(TV), Houston, TX, BALCT-20081217ACX; Tribune Television Holdings, Inc.: KMYQ(TV), Seattle, WA, BALCT-20081217ADC; K25CH, North Bend, WA, BALTT-20081217ADD; K29ED, Everett, WA, BALTT-20081217ADE; WXMI(TV), Grand Rapids, MI, BALCT-20081217ADF; W42CB, Hesperia, MI, BALTT-20081217ADG; W52DB, Muskegon, MI, BALTT-20081217ADH; KPLR, Inc.: KPLR-TV, St. Louis, MO, BALCT-20081217ADL; Tribune Broadcast Holdings, Inc.: KRCW-TV, Salem, OR, BALCT-20081217ADP; K20ES, Pendleton, etc., OR, BALTTL-20081217ADQ; K20ES, Pendleton, etc., OR, BALTTL-20081217ADQ; K24DX, Pendleton, etc., OR, BALTT-20081217ADR; KRCW-LP, Portland, OR,

the Commission granted the involuntary *pro forma* assignment applications. Tribune and its subsidiaries have continued to operate in the ordinary course during the Chapter 11 process, and the organizational structure of the Tribune Debtors holding broadcast licenses thus far has not changed as a result of the bankruptcy proceeding. Subject to the supervision of the Bankruptcy Court, Tribune's affairs continue to be governed by its ten-member Board of Directors.

On April 12, 2010, Tribune submitted its Plan of Reorganization to the Bankruptcy Court. Pursuant to the Plan, the Tribune Debtors will emerge from bankruptcy following the date that the Plan becomes effective (the "Effective Date"). The necessary approvals of the FCC and the Bankruptcy Court are conditions to the Plan becoming effective. On the Effective Date, Tribune will cancel and extinguish its existing common stock, and Reorganized Tribune will issue new common stock (the "New Common Stock"). The Plan provides that a substantial portion of Tribune's existing debt will be cancelled and certain of Tribune's creditors will receive, among other things, New Common Stock. Virtually all of the New Common Stock will be issued to Tribune's creditors at the time of emergence.<sup>6</sup> No single creditor or group of affiliated creditors will have a controlling interest in Reorganized Tribune.

As discussed in more detail in Section III, the Plan authorizes Reorganized Tribune to issue two classes of New Common Stock, one of which will be standard voting stock (the "New Class A Common Stock") and the other of which will have limited voting rights that are designed to correspond to standard investor protections (the "New Class B Common Stock").<sup>7</sup> Also, as explained in Section V, Reorganized Tribune will issue warrants to acquire New Common Stock to certain creditors if necessary to ensure compliance with the Commission's foreign ownership limitations. The Plan also requires Reorganized Tribune to use its reasonable best efforts to list the New Class A

---

BALTVL-20081217ADS; KRCW-LP, Portland, OR, BALTVL-20081217ADS; WTTK(TV), Kokomo, IN, BALCT-20081217ADT; WTTV(TV), Bloomington, IN, BALCT-20081217ADU; KSWB Inc., KSWB-TV, San Diego, CA, BALCT-20081217ADY; KTLA Inc.: KTLA(TV), Los Angeles, CA, BALCT-20081217AEE; Channel 40, Inc.: KTXL(TV), Sacramento, CA, BALCT-20081217AEJ; KWGN Inc.: KWGN-TV, Denver, CO, BALCT-20081217AEK; WDCW Broadcasting, Inc.: WDCW(TV), Washington, DC, BALCT-20081217AEO; W51CY, Chambersburg, PA, BALTT-20081217AEP; WGN Continental Broadcasting Company: WGN(AM), Chicago, IL, BAL-20081217AEU; WGN-TV, Chicago, IL, BALCT-20081217AEV; Tribune Television New Orleans, Inc.: WGNO(TV), New Orleans, LA, BALCT-20081217AEY; WNOL-TV, New Orleans, LA, BALCT-20081217AEZ; Channel 39, Inc.: WSFL-TV, Miami, FL, BALCT-20081217AFB; WTXX Inc; and WCCT-TV (formerly WTXX(TV)), Waterbury, CT, BALCT-20081217AFE.

<sup>6</sup> A small amount of New Common Stock will be reserved for issuance after the Effective Date to Tribune managers in connection with a new equity incentive plan.

<sup>7</sup> The economic value of each share of New Common Stock will be equal at the time of emergence. Each class of New Common Stock will be convertible into the other class, upon a determination by Reorganized Tribune that such conversion would be consistent with the Commission's rules. The conversion rights will be set forth and limited by the Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws of Reorganized Tribune.

Common Stock either for trading on the New York Stock Exchange or for quotation in the NASDAQ stock market as promptly as practicable after the Effective Date.

As of the Effective Date, the Board of Directors of Reorganized Tribune will have between seven and nine members and will include Reorganized Tribune's chief executive officer. The initial Board members and Officers of Reorganized Tribune and its subsidiaries will be identified in the supplement to the Plan of Reorganization (the "Plan Supplement") to be filed with the Bankruptcy Court at least ten days prior to the deadline that will be established by the court for objecting to confirmation of the Plan. Once the Plan Supplement has been filed, it is anticipated that the Exit Applications will be amended to include this information. Each officer and director will possess the requisite qualifications to hold an attributable interest in a broadcast licensee. In addition, each member of the initial Board will serve for a one-year, non-staggered term and will be subject to re-election based on a shareholder vote pursuant to the terms of Reorganized Tribune's Amended and Restated Certificate of Incorporation, its Amended and Restated Bylaws, and applicable law.

### **C. Proposed FCC License Assignments**

The applicants seek Commission consent to assign each of their broadcast licenses from the current licensee, which is operating as a debtor-in-possession, to the same licensee, as reorganized pursuant to the Chapter 11 process.<sup>8</sup> Attachment A hereto lists the specific assignments requested and the corresponding licenses and/or permits held by each licensee.

## **II. AGREEMENTS FOR THE PROPOSED ASSIGNMENTS**

Copies of the Plan of Reorganization and Disclosure Statement are being filed as Attachment H to the Exit Application for WGN Continental Broadcasting Company, licensee of WGN(AM) and WGN-TV, Chicago, Illinois, and are being incorporated herein by reference. The Bankruptcy Court has not yet issued an order confirming the Plan of Reorganization ("Confirmation Order"). Accordingly, the applicants will amend the Exit Applications to include the Confirmation Order once the court issues it. The Table of Contents of the Disclosure Statement identifies the Exhibits submitted to the Bankruptcy Court. Other than the Plan of Reorganization, which is Exhibit A to the Disclosure Statement, the applicants are not submitting the Exhibits to the Disclosure Statement with the Exit Applications. The excluded documents, which will be provided to the Commission upon request, are voluminous, contain information that is not germane to the FCC's consideration of the Exit Applications, and generally are available to the public through the Bankruptcy Court.<sup>9</sup>

---

<sup>8</sup> See Note 2, *supra*.

<sup>9</sup> See *LUJ, Inc. and Long Nine, Inc.*, 17 FCC Rcd 16980 (2002). Epiq Bankruptcy Solutions, LLC offers a list on its website of the publicly available filings in the Tribune bankruptcy docket as a service to the public. The list is available at <http://chapter11.epiqsystems.com/tribune> (last visited April 15, 2010). The website is not, however, the website of the United States Bankruptcy Court and does not purport to contain

### **III. PARTIES TO THE APPLICATION**

The capital stock of Reorganized Tribune will be widely held, and a majority of the shares will be held by entities that will own less than 5% of the New Class A Common Stock and thus will fall below the Commission's applicable attribution threshold. As of the filing date of the Exit Applications, it is anticipated that three of Tribune's creditors—JPMorgan Chase Bank, N.A., Angelo, Gordon & Co. L.P., and Oaktree Tribune, L.P. — each will own, directly or through affiliates, 5% or more of the New Class A Common Stock and, accordingly, will be deemed to hold attributable interests in Reorganized Tribune. Attachments C, D, and E hereto provide detailed information on the ownership and other media interests of each of these entities.

As noted above, the Plan of Reorganization authorizes Reorganized Tribune to issue both New Class A Common Stock, which will be standard voting common stock, and New Class B Common Stock, which will have limited voting rights designed to correspond to standard investor protections and which, the applicants submit, should be treated as non-cognizable under the Commission's rules.<sup>10</sup> The protections that will be accorded to the holders of the New Class B Common Stock are consistent with those the Commission has found do not rise to the level of attributable influence.<sup>11</sup> Accordingly,

---

the complete, official record of the Bankruptcy Court. All documents filed with the Bankruptcy Court are available for inspection at the office of the Clerk of the Bankruptcy Court during its normal business hours or may be accessed online for a fee via PACER at: <http://www.deb.uscourts.gov>.

<sup>10</sup> Specifically, Tribune's Amended and Restated Certificate of Incorporation will provide that the holders of New Class B Common Stock will be entitled to vote as a separate class on any amendment, repeal, or modification of any provision of the Restated Certificate that adversely affects the rights of the New Class B Common Stock in a manner different from the rights of the New Class A Common Stock. In addition, the holders of New Class B Common Stock will be entitled to vote together with the holders of the New Class A Common Stock on the following non-ordinary course transactions to the extent that these matters are submitted to a vote of the holders of New Class A Common Stock: (i) any authorization of, or increase in the number of authorized shares of, any class of capital stock ranking *pari passu* with or senior to the New Class A Common Stock or New Class B Common Stock as to dividends or liquidation preference, including with respect to an increase in the number of shares of New Class A Common Stock or New Class B Common Stock; (ii) any amendment to the Restated Certificate of Incorporation or the Bylaws of Reorganized Tribune; (iii) any amendment to any stockholders or comparable agreement; (iv) any sale, lease or other disposition of all or substantially all of the assets of Reorganized Tribune through one or more transactions; (v) any recapitalization, reorganization, share exchange, consolidation or merger of Reorganized Tribune or its capital stock; (vi) any issuance or entry into an agreement for the issuance of capital stock (or any options or other securities convertible into capital stock) of Reorganized Tribune, including any stock option or stock incentive plan; (vii) any redemption, purchase or other acquisition by Reorganized Tribune of any of its capital stock (except for purchases from employees upon termination of employment); and (viii) any liquidation, dissolution, distribution of assets or winding-up of Reorganized Tribune. Holders of New Class B Common Stock will not be entitled to vote for members of the Board of Directors of Reorganized Tribune.

<sup>11</sup> See, e.g., *Shareholders of Hispanic Broadcasting Corporation and Univision Communications, Inc.*, 18 FCC Rcd 18834, 18849-18850 (2003) (“[T]he Commission has consistently held that a nonvoting shareholder's approval rights over fundamental corporate matters are permissible investor protections that neither restrict a corporation's discretion or rise to the level of attributable influence.”); *Paxson*

for purposes of determining which entities will hold an attributable interest in Reorganized Tribune upon emergence, shares of the New Class B Common Stock are being treated as the functional equivalent of non-voting stock and other economic interests that the Commission has concluded are not cognizable under its rules.

Between the filing date of the Exit Applications and Tribune's emergence from bankruptcy, Tribune anticipates that there may be immaterial changes in the identity of the individuals or entities eligible to acquire New Common Stock (the "Claim Holders") and/or in the percentage of New Common Stock that Claim Holders are eligible to receive.<sup>12</sup> The Plan of Reorganization includes a provision designed to reduce the likelihood that these minor changes in eligibility will result in a change to the parties to the Exit Applications. Specifically, if (1) any Claim Holder becomes eligible to receive 5% or more of the shares of New Common Stock upon the Effective Date, and (2) such Claim Holder has not provided sufficient information to the company or has not been disclosed in the Exit Applications and approved by the Commission, then Tribune will issue any such Claim Holder as many shares of New Class B Common Stock as necessary to ensure that the Claim Holder will hold, in the aggregate, less than 5% of the New Class A Common Stock. To the extent that any changes in the prospective ownership of the New Common Stock after the filing date would result in an additional party acquiring an attributable interest in Reorganized Tribune, the Exit Applications will be amended as appropriate.

#### **IV. REQUEST FOR "PERMIT-BUT-DISCLOSE" STATUS**

The applicants hereby request that the Exit Applications be accorded "permit-but-disclose" status under the Commission's *ex parte* rules. *See* 47 C.F.R. § 1.1200 *et seq.* Designation as a permit-but-disclose proceeding would serve the public interest by permitting a full exchange on the issues under consideration by the Commission. Classifying the proceeding as permit-but-disclose also would facilitate the development of a complete record upon which the Commission can make a well-reasoned decision. Accordingly, the applicants ask that the Commission find, pursuant to section 1.1200(a) of the rules, that the permit-but-disclose *ex parte* procedures applicable to non-restricted

---

*Management Corporation and Lowell W. Paxson*, 22 FCC Rcd 22224, 22231-32 (2007) ("Permitting a certain level of minority investor protection without implicating the multiple ownership rules is generally in the public interest because it encourages investment in broadcast properties, and thus enhances the ability of stations to provide better programming to the public.").

<sup>12</sup> Currently, Tribune's creditors have the ability to transfer their debt or other holdings in the company to other parties. Accordingly, it is possible that some of the creditors or the amount of debt held by a particular creditor will change between the filing date of the Exit Applications and Tribune's emergence from bankruptcy. Such changes could alter the amount of New Common Stock that will be issued to individual Claim Holders. Moreover, as discussed in greater detail in Section VI below, certain Claim Holders may be issued either warrants to acquire New Common Stock or a combination of New Common Stock and warrants upon emergence, which could change the number of shares of New Common Stock that will be issued upon emergence and, therefore, alter the percentage of New Common Stock that certain Claim Holders will receive.

proceedings will govern its consideration of the Exit Applications. *See* 47 C.F.R. § 1.1206.

**V. OTHER MEDIA INTERESTS OF ASSIGNEE PARTIES**

*See* Attachments C, D, and E hereto.

**VI. COMPLIANCE WITH FOREIGN OWNERSHIP AND CONTROL PROVISIONS**

The applicants have implemented a plan to ensure that Reorganized Tribune will be in compliance with Section 310(b) of the Communications Act of 1934, as amended, (the “Communications Act”) upon its emergence from bankruptcy. First, pursuant to the Plan of Reorganization, each Claim Holder will be required to certify the amount of its foreign ownership, calculated both as a percentage of voting rights and as a percentage of equity, prior to Tribune’s emergence from bankruptcy.<sup>13</sup> The executed certifications will enable the applicants to determine the aggregate percentage of foreign ownership that would be present in the company upon emergence, assuming that all Claim Holders were to receive their interests wholly in the form of New Common Stock.

If the analysis reveals that the aggregate level of foreign ownership would be more than 25%, then Reorganized Tribune will issue warrants to purchase New Common Stock (“New Warrants”), New Common Stock, or a combination of New Common Stock and New Warrants to those Claim Holders with foreign ownership that exceeds 25%, on either a voting or an equity basis, as Reorganized Tribune deems necessary to ensure that the foreign ownership of the holders of the New Common Stock will be in compliance with the foreign ownership limitations. Consistent with longstanding Commission precedent, warrants and other types of future ownership interests are not relevant to the agency’s foreign ownership calculations until they are exercised.<sup>14</sup> If, however, the analysis based on the foreign ownership certifications reveals that the aggregate level of foreign ownership in Reorganized Tribune upon emergence would be less than the 25% threshold permitted under Section 310(b), then it will not be necessary for Reorganized Tribune to issue any New Warrants in lieu of New Common Stock upon the Tribune Debtors’ emergence from bankruptcy.

Once the Exit Applications have been consummated, moreover, Reorganized Tribune will have mechanisms in place to ensure that it will remain in compliance with the Commission’s foreign ownership restrictions. First, as will be set forth in the form of warrant, warrant holders will be permitted to exercise New Warrants only if such exercise

---

<sup>13</sup> Any Claim Holder that fails to provide the required certification or that does not do so to the satisfaction of Tribune will be deemed to be 100% foreign owned and controlled for purposes of the applicants’ foreign ownership analysis and compliance plan.

<sup>14</sup> *See, e.g., Univision Holdings, Inc.*, 7 FCC Rcd 6672, 6674 (1992), *recon. denied*, 8 FCC Rcd 3931 (1993) (*citing WWOR-TV, Inc.*, 6 FCC Rcd 6569, 6572 n.13 (1991) (“We have ruled that convertible instruments are not relevant to our determinations until converted. . . .”); *see also BBC License Subsidiary, L.P.*, 10 FCC Rcd 10968 (1995).

would not violate the Communications Act or Commission rules or policies. Second, Reorganized Tribune's Amended and Restated Certificate of Incorporation will give Reorganized Tribune the authority to prohibit the ownership of New Common Stock if such ownership would be inconsistent with either the Communications Act or Commission rules or policies.

**ATTACHMENT A: TRIBUNE BROADCAST INTERESTS AND LICENSEE  
 SUBSIDIARIES**

<b>Assignor</b>	<b>Assignee</b>	<b>Call Sign</b>	<b>Community</b>
Tribune Television Northwest, Inc., Debtor-In-Possession	Tribune Television Northwest, Inc.	KCPQ(TV)	Tacoma, WA
		K25CG	Aberdeen, WA
		K42CM	Centralia, etc., WA
		K54DX	Ellensburg-Kittitas, WA
		K64ES	Chelan, WA
Channel 40, Inc., Debtor-In-Possession	Channel 40, Inc.	KTXL(TV)	Sacramento, CA
KIAH Inc., Debtor-In-Possession	KIAH Inc.	KIAH(TV)	Houston, TX
KSWB Inc., Debtor-In-Possession	KSWB Inc.	KSWB-TV	San Diego, CA
KTLA Inc., Debtor-In-Possession	KTLA Inc.	KTLA(TV)	Los Angeles, CA
Tribune Television Holdings, Inc., Debtor-In-Possession	Tribune Television Holdings, Inc.	KMYQ(TV)	Seattle, WA
		K25CH	Centralia, WA
		K29ED	Everett, WA
		WXMI(TV)	Grand Rapids, MI
		W42CB	Hesperia, MI
Tribune Television Company, Debtor-In-Possession	Tribune Television Company	W52DB	Muskegon, MI
		KDAF(TV)	Dallas, TX
		WTIC-TV	Hartford, CT
		WPMT(TV)	York, PA
		WPHL-TV	Philadelphia, PA
Tribune Broadcast Holdings, Inc., Debtor-In-Possession	Tribune Broadcast Holdings, Inc.	WXIN(TV)	Indianapolis, IN
		KRCW-TV	Salem, OR
		K13ZE <sup>1</sup>	Prineville, OR
		K20ES	Pendleton, etc., OR
		K24DX	Pendleton, etc., OR
		KRCW-LP	Portland, OR
		WTTV(TV)	Bloomington, IN
WTTK(TV) <sup>2</sup>	Kokomo, IN		
WGN Continental Broadcasting Company, Debtor-In-Possession	WGN Continental Broadcasting Company	WGN(AM)	Chicago, IL
		WGN-TV	Chicago, IL
Channel 39, Inc., Debtor-In-Possession	Channel 39, Inc.	WSFL-TV	Miami, FL
KWGN Inc., Debtor-In-Possession	KWGN Inc.	KWGN-TV	Denver, CO

<sup>1</sup> Construction permit.

<sup>2</sup> Satellite of WTTV(TV).

<b>Assignor</b>	<b>Assignee</b>	<b>Call Sign</b>	<b>Community</b>
Tribune Television New Orleans, Inc., Debtor-In-Possession	Tribune Television New Orleans, Inc.	WGNO(TV)	New Orleans, LA
		WNOL-TV	New Orleans, LA
WPIX, Inc., Debtor-In-Possession	WPIX, Inc.	WPIX(TV)	New York, NY
WDCW Broadcasting, Inc., Debtor-In-Possession	WDCW Broadcasting, Inc.	WDCW(TV)	Washington, DC
		W51CY	Chambersburg, PA
WTXX Inc., Debtor-In-Possession	WTXX Inc.	WCCT-TV (formerly WTXX(TV))	Waterbury, CT
KPLR, Inc., Debtor-In-Possession	KPLR, Inc.	KPLR-TV	St. Louis, MO

**ATTACHMENT B: NON-BROADCAST LICENSES HELD BY TRIBUNE  
 SUBSIDIARIES**

<b>Assignor</b>	<b>Assignee</b>	<b>Call Sign</b>
Channel 39, Inc., Debtor-In-Possession	Channel 39, Inc.	E090016
		E5159
Channel 40, Inc., Debtor-In-Possession	Channel 40, Inc.	WNEU600
		WNEU601
		E070263
		KG62
Chicago Tribune Company, Debtor-In-Possession	Chicago Tribune Company	WQP427
Chicagoland Microwave Licensee, Inc., Debtor-In-Possession	Chicagoland Microwave License, Inc.	WNTQ776
		WOF49
		E040146
		KB60125
		WLY387
		WLY388
The Hartford Courant Company, Debtor-In-Possession	The Hartford Courant Company	WQDX448
KIAH Inc., Debtor-In-Possession	KIAH Inc.	WNSZ973
		E000330
KPLR, Inc., Debtor-In-Possession	KPLR, Inc.	WPWC614
		WPWC616
		WPWC859
KSWB Inc., Debtor-In-Possession	KSWB Inc.	E080179
KTLA Inc., Debtor-In-Possession	KTLA Inc.	KA69871
		WPQT713
		WPQT714
		WPYW951
		WPZF492
		WPZV880
		WQHV526
		E010013
E040245		
E870836		
KWGN Inc., Debtor-In-Possession	KWGN Inc.	KNGW910
		WNTY263
		WNTZ340
		WPTJ722
		WPXF213
		E020240
E990179		
Los Angeles Times Communications, LLC, Debtor-In-Possession	Los Angeles Times Communications LLC	KNNJ823
		WXM802

Assignor	Assignee	Call Sign
		KD26376
		KMH964
		KNGL886
		KRJ233
		WNML710
		WNML711
		WPGW829
		WPLR391
		WPNY772
		WPSD866
Orlando Sentinel Communications Company, Debtor-In-Possession	Orlando Sentinel Communications Company	KIM936
		WNYH803
		WPNL352
Sun-Sentinel Company, Debtor-In-Possession	Sun-Sentinel Company	WQFE854
		WPVI791
The Morning Call, Inc., Debtor-In-Possession	The Morning Call, Inc.	WPDT670
		KER671
		WPMP325
Tribune Broadcast Holdings, Inc., Debtor-In-Possession	Tribune Broadcast Holdings, Inc.	*
		E000117
		E940434
Tribune Television Company, Debtor-In-Possession	Tribune Television Company	WPPB659
		WPVV416
		WPWD615
		E010294
		E000143
		E030089
		E050094
		E861091
		E880192
		E910286
		E940358
		E960251
		E090014
Tribune Television Holdings, Inc., Debtor-In-Possession	Tribune Television Holdings, Inc.	WNDA663
		WPOS479
		WPXL969
		E980505
Tribune Television New Orleans, Inc., Debtor-In-Possession	Tribune Television New Orleans, Inc.	E060339
		E070143

\* The assignment application for WPQL890 has been withdrawn because the license has been voluntarily cancelled.

Assignor	Assignee	Call Sign
		E090031
		E960025
		WPJD417
		WPJD418
		WPTC527
		WPTC528
Tribune Television Northwest, Inc., Debtor-In-Possession	Tribune Television Northwest, Inc.	WPND900
		WPLP484
		WPND901
		WPNJ210
		WPON880
		WPON881
		WPSS919
		WPYH836
		WQDR693
		WPOQ408
		E030207
		E050057
		E990062
WGN Continental Broadcasting Company, Debtor-In-Possession	WGN Continental Broadcasting Company	KNNI895
		WNTH421
		WPMW586
		WPNJ494
		E030276
		E040339
		E980088
WPIX, Inc., Debtor-In-Possession	WPIX, Inc.	WPNM862
		WPOR428
		E040317
		E860695
		E970060

**ATTACHMENT C: PARTIES TO THE APPLICATION**

This Attachment C sets forth the following information for Assignee’s parties to the Exit Applications, as provided by each respective Assignee party: (1) Name and Address; (2) Citizenship; (3) Positional Interest; (4) Percentage of Votes; and (5) Percentage of Total Assets (equity plus debt). Except as otherwise noted below, any equity interests not disclosed herein are held by individuals or entities that have been insulated pursuant to the Commission’s rules or are otherwise non-attributable.<sup>1</sup>

**1. SHAREHOLDERS OF REORGANIZED TRIBUNE<sup>2</sup>**

<b>Name and Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percentage Vote</b>	<b>Percentage of Total Assets (debt plus equity)<sup>3</sup></b>	<b>Percentage of Equity</b>
Tribune Company	U.S.	N/A	N/A	N/A	N/A
JPMorgan Chase Bank, N.A.	U.S.	Shareholder	11%	TBD	11%
Angelo, Gordon & Co. L.P. <sup>4</sup>	U.S.	Indirect Attributable Investor	9%	TBD	9%

<sup>1</sup> The Officers and Directors of Tribune and its subsidiaries have not substantially changed since Tribune entered into bankruptcy, and it is anticipated that they will remain substantially the same until the Effective Date. As noted above, the initial Board members and Officers of Reorganized Tribune and its subsidiaries will be identified in the Plan Supplement, which will be filed with the Bankruptcy Court at least 10 days prior to the deadline for objecting to confirmation of the Plan, and it is anticipated that the Exit Applications will be amended at that time to disclose the relevant information regarding these individuals. The current Officers and Directors of each of the Tribune Debtors that holds an attributable interest in the company’s broadcast licenses are set forth below in sections 2 - 5.

<sup>2</sup> The percentages set forth in the following chart are based on the shares of New Common Stock that each listed party would be eligible to receive upon Tribune’s emergence from bankruptcy pursuant to the Plan of Reorganization, based on such party’s holdings of Senior Loan Claims and Senior Loan Guaranty Claims (as defined in the Plan) as of April 21, 2010. As set forth in the Plan, the holders of Senior Loan Claims and Senior Loan Guaranty Claims collectively will be entitled to receive more than 90% of the New Common Stock at the time of emergence, which is subject to dilution by an equity incentive plan for Reorganized Tribune’s Officers, Directors, and employees. As explained above, it is possible that the identities of certain Claim Holders eligible to receive New Common Stock or the percentage of New Common Stock that certain Claim Holders are eligible to receive will change between the filing date of the Exit Applications and Tribune’s emergence from bankruptcy. In the event that any changes in the prospective ownership of the New Common Stock after the instant filing date would result in an additional party acquiring an attributable interest in Reorganized Tribune, the Exit Applications will be amended as appropriate.

<sup>3</sup> Pursuant to the Plan of Reorganization, Reorganized Tribune will issue certain debt. Although the percentage of debt that any individual entity will hold has not yet been determined, it is not anticipated that any individual entity will hold more than 33% of Reorganized Tribune’s Total Asset Value, as that term is defined in Section 73.3555 of the FCC’s rules. *See* 47 C.F.R. § 73.3555, Note 2(i).

<sup>4</sup> The voting, asset, and equity interests identified in this table represent the aggregation of the voting, asset, and equity interests of the AG Funds, the AG CLOs, and the Managed Entities (as each is defined below).

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity) <sup>3</sup>	Percentage of Equity
Oaktree Tribune, L.P.	U.S.	Shareholder	10%	TBD	10%
Various Non-Attributable Investors		Shareholders	70%	TBD	70%

**2. TRIBUNE BROADCAST STATION LICENSEES<sup>5</sup>**

Name	Citizenship	Positional Interest	Percentage of Votes	Percentage of Total Assets
Broadcast Station Licensees <sup>6</sup>	U.S. (Delaware corporation unless indicated below)	--	--	--
Jerry Kersting <sup>7</sup>	U.S.	President	0%	0%
Benjamin L. Homel	U.S.	Vice President	0%	0%
Donald J. Liebenritt <sup>8</sup>	U.S.	Vice President & Director	0%	0%
Gina Mazzaferri <sup>9</sup>	U.S.	Treasurer	0%	0%
David P. Eldersveld	U.S.	Secretary & Director	0%	0%
Chandler Bigelow III	U.S.	Assistant Treasurer	0%	0%
Harry A. Amsden	U.S.	Assistant Treasurer	0%	0%
Patrick M. Shanahan	U.S.	Assistant Treasurer	0%	0%
Jack Rodden	U.S.	Assistant	0%	0%

<sup>5</sup> All natural persons identified below are United States citizens unless otherwise indicated and can be contacted at Tribune Company, 435 North Michigan Avenue, Chicago, Illinois, 60611, 312-222-4565, Attention: Lisa Washburn.

<sup>6</sup> Channel 39, Inc., Channel 40, Inc., KIAH Inc., KPLR, Inc. (a Missouri corporation), KSWB Inc., KTLA Inc. (a California corporation), KWGN Inc., Tribune Broadcast Holdings, Inc., Tribune Television Company, Tribune Television Holdings, Inc., Tribune Television of New Orleans, Inc., Tribune Television Northwest, Inc., WDCW Broadcasting, Inc., WGN Continental Broadcasting Company, WPIX, Inc., and WTXN Inc.

<sup>7</sup> Jerry Kersting is Vice President (not President) of KTLA Inc. and WPIX, Inc.

<sup>8</sup> Donald Liebenritt is not a director of WDCW Broadcasting, Inc.; Tribune Television Northwest, Inc.; or WPIX, Inc.

<sup>9</sup> Gina Mazzaferri is also a Vice President of KPLR, Inc. and KWGN Inc.

Name	Citizenship	Positional Interest	Percentage of Votes	Percentage of Total Assets
		Treasurer		
Brian F. Litman	U.S.	Assistant Treasurer	0%	0%
Daniel G. Kazan	U.S.	Director	0%	0%
Additional station personnel <sup>10</sup>	U.S.	See Chart	0%	0%

**Additional Officers of Each Tribune Company Licensee Subsidiary**

Licensee	Name/Title
KIAH Inc.	Roger A. Bare, Vice President Daniel O'Sullivan, Controller
Channel 39, Inc.	Howard Greenberg, Vice President Robert Gremillion, Vice President Robyn Motley, Treasurer Cam B. Trinh, Controller
WTXX Inc.	Richard J. Graziano, Vice President Jennifer DeKarz, Assistant Treasurer & Controller
Channel 40, Inc.	Peter D. Filice, Controller
Tribune Television Company	Richard J. Graziano, Senior Vice President Larry Delia, Vice President Joseph A. Young, Vice President Jerome P. Martin, Vice President Vincent Gianinni, Vice President Jennifer DeKarz, Controller David R. Mayersky, Controller Daniel O'Sullivan, Controller Roger Williams, Controller
Tribune Television Northwest, Inc.	Pamela S. Pearson, Vice President Sharon A. Silverman, Vice President
Tribune Broadcast Holdings, Inc.	Jerome P. Martin, Vice President Pamela S. Pearson, Vice President Sharon A. Silverman, Controller Daniel O'Sullivan, Controller
WGN Continental Broadcasting Company	Marty Wilke, Vice President Sean Compton, Vice President Steve Farber, Vice President Thomas E. Langmyer, Vice President Sheau-ming Ross, Assistant Treasurer & Controller Charlene Connaughton, Controller
Tribune Television Holdings, Inc.	Patricia A. Kolb, Vice President Pamela S. Pearson, Vice President Sharon A. Silverman, Controller Nancy A. Mroczkowski, Controller
KWGN Inc.	Allen R. Yaden, Station Manager
KSWB Inc.	Raymond J. Schonbak, Executive Vice President Dan Mitrovitch, Controller

<sup>10</sup> See the following chart.

Licensee	Name/Title
KTLA Inc.	Don Corsini, President John S. Moczulski, Vice President Michael E. Weiner, Controller
Tribune Television New Orleans, Inc.	John Cruse, Vice President Patti Cazeaux, Controller
WDCW Broadcasting, Inc.	Eric Meyrowitz, Vice President Roger Williams, Controller
KPLR, Inc.	Chris L. Fricke, Controller
WPIX, Inc.	Catherine A. Davis, Controller

### Ownership of Licensee Subsidiaries

Name of Licensee	100% Parent Entity	Percentage of Votes	Percentage of Total Assets
KIAH Inc.	Tribune Broadcasting Company	100%	100%
Channel 39, Inc.	Tribune Television Company	100%	100%
WTXX Inc.	Tribune Television Company	100%	100%
Channel 40, Inc.	Tribune Television Company	100%	100%
Tribune Television Company	Tribune Broadcasting Company	100%	100%
Tribune Television Northwest, Inc.	Tribune Broadcasting Company	100%	100%
Tribune Broadcast Holdings, Inc.	Tribune Broadcasting Company	100%	100%
WGN Continental Broadcasting Company	Tribune Broadcasting Company	100%	100%
Tribune Television Holdings, Inc.	Tribune Broadcasting Company	100%	100%
KWGN Inc.	Tribune Broadcasting Company	100%	100%
KSWB Inc.	Tribune Broadcasting Company	100%	100%
KTLA Inc.	Tribune Broadcasting Company	100%	100%
Tribune Television New Orleans, Inc.	Tribune Broadcasting Company	100%	100%
WDCW Broadcasting, Inc.	Tribune Television Company	100%	100%
KPLR, Inc.	Tribune Broadcasting Company	100%	100%
WPIX, Inc.	Tribune Broadcasting Company	100%	100%

### 3. TRIBUNE BROADCASTING COMPANY

Name & Address	Citizenship	Positional Interest	Percentage of Votes	Percentage of Total Assets
Tribune Broadcasting Company	U.S. (Delaware corporation)	--	--	--
Jerry Kersting	U.S.	President	0%	0%
John Hendricks	U.S.	Executive Vice President	0%	0%
Gina Mazzaferri	U.S.	Senior Vice President, Treasurer & Controller	0%	0%
Steve Charlier	U.S.	Senior Vice President	0%	0%
Sean Compton	U.S.	President, Programming	0%	0%
Shaun Sheehan	U.S.	Vice President	0%	0%
Hank Hundemer	U.S.	Vice President	0%	0%

Name & Address	Citizenship	Positional Interest	Percentage of Votes	Percentage of Total Assets
Benjamin L. Homel	U.S.	Assistant Treasurer	0%	0%
David P. Eldersveld	U.S.	Secretary & Director	0%	0%
Chandler Bigelow III	U.S.	Assistant Treasurer	0%	0%
Harry A. Amsden	U.S.	Assistant Treasurer	0%	0%
Patrick M. Shanahan	U.S.	Assistant Treasurer	0%	0%
Jack Rodden	U.S.	Assistant Treasurer	0%	0%
Brian F. Litman	U.S.	Assistant Treasurer	0%	0%
Daniel G. Kazan	U.S.	Director	0%	0%
Tribune Broadcasting Holdco, LLC	U.S. (Delaware LLC)	Owner	100%	100%

**4. TRIBUNE BROADCASTING HOLDCO, LLC**

Name & Address	Citizenship	Positional Interest	Percentage of Votes	Percentage of Total Assets
Tribune Broadcasting Holdco, LLC	U.S. (Delaware LLC)	--	--	--
Chandler Bigelow III	U.S.	President & Treasurer	0%	0%
Benjamin L. Homel	U.S.	Vice President	0%	0%
Jerry Kersting	U.S.	Vice President	0%	0%
David P. Eldersveld	U.S.	Secretary	0%	0%
Harry A. Amsden	U.S.	Assistant Treasurer	0%	0%
Patrick M. Shanahan	U.S.	Assistant Treasurer	0%	0%
Jack Rodden	U.S.	Assistant Treasurer	0%	0%
Brian F. Litman	U.S.	Assistant Treasurer	0%	0%
Tribune Company	U.S. (Delaware corporation)	Owner	100%	100%

**5. TRIBUNE COMPANY<sup>11</sup>**

<b>Name and Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percentage Vote</b>	<b>Percentage of Total Assets (debt plus equity)</b>	<b>Percentage of Equity</b>
Tribune Company	U.S.	N/A	N/A	N/A	N/A
Samuel Zell	U.S.	Chairman, Director	0%	0%	0%
Benjamin L. Homel	U.S.	Chief Executive Officer, President & Director	0%	0%	0%
Gerald Spector	U.S.	Chief Operating Officer	0%	0%	0%
Chandler Bigelow III	U.S.	Senior Vice President	0%	0%	0%
Nils Larsen	U.S.	Executive Vice President	0%	0%	0%
Donald J. Liebentritt	U.S.	Executive Vice President	0%	0%	0%
Jerry Kersting	U.S.	Executive Vice President	0%	0%	0%
David P. Eldersveld	U.S.	Senior Vice President & Corporate Secretary	0%	0%	0%
Harry A. Amsden	U.S.	Senior Vice President	0%	0%	0%
Patrick M. Shanahan	U.S.	Vice President	0%	0%	0%
Jack Rodden	U.S.	Vice President & Treasurer	0%	0%	0%
Brian F. Litman	U.S.	Vice President & Controller	0%	0%	0%
Daniel G. Kazan	U.S.	Senior Vice President	0%	0%	0%
Jeffrey Berg	U.S.	Director	0%	0%	0%
Brian Greenspun	U.S.	Director	0%	0%	0%
William Pate	U.S.	Director	0%	0%	0%
Maggie Wilderotter	U.S.	Director	0%	0%	0%
Frank Wood	U.S.	Director	0%	0%	0%
Mark Shapiro	U.S.	Director	0%	0%	0%
William Osborn	U.S.	Director	0%	0%	0%
Betsy Holden	U.S.	Director	0%	0%	0%
Naomi Sachs	U.S.	Senior Vice President	0%	0%	0%
Shaun Sheehan	U.S.	Vice President	0%	0%	0%
Lee Abrams	U.S.	Senior Vice President	0%	0%	0%
William Trimarco	U.S.	Assistant Vice President	0%	0%	0%
Michael Bourgon	U.S.	Vice President	0%	0%	0%
Chris Hochschild	U.S.	Vice President	0%	0%	0%
Gary Weitman	U.S.	Senior Vice President	0%	0%	0%
Steve Gable	U.S.	Executive Vice President	0%	0%	0%
Thomas Caputo	U.S.	Vice President	0%	0%	0%
Nick Chakiris	U.S.	Assistant Controller	0%	0%	0%
John Martin	U.S.	Vice President	0%	0%	0%

<sup>11</sup> The shareholders of Reorganized Tribune are listed above. See Attachment C, section 1.

**6. JPMORGAN CHASE BANK, N.A.**

It is anticipated that JPMorgan Chase Bank, N.A. (“JPMB”) will hold an attributable interest in Reorganized Tribune upon its emergence from bankruptcy. JPMB is a wholly owned subsidiary of JPMorgan Chase & Co., a widely-held, publicly traded company (“JPM”).<sup>12</sup> JPM, a financial holding company incorporated under Delaware law, is a leading global financial services firm and is one of the largest banking institutions in the United States, with \$2.0 trillion in assets, \$165.4 billion in stockholders’ equity, and operations in more than 60 countries. JPM is a leader in investment banking, financial services for consumers and businesses, financial transaction processing, and asset management. JPMB, a national bank with branches in 23 states in the U.S., is one of JPM’s principal bank subsidiaries. The indirect ownership that JPM is seeking to acquire in Reorganized Tribune represents an extremely small portion of its business activities.

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)	Percentage of Equity
JPMorgan Chase Bank, N.A.	U.S.	N/A	N/A	N/A	N/A
JPMorgan Chase & Co.	U.S.	Shareholder	100%	100%	100%

As noted above, under the Plan of Reorganization, a portion of JPMB’s existing debt interest in Tribune will be converted into equity in Reorganized Tribune upon the company’s emergence from bankruptcy. In situations in which JPMB acquires equity in this manner, the equity interest is assigned to JPMB’s Special Credits Group (“SCG”) and is overseen by a team consisting of a Credit Officer and an Analyst. Here, the Credit Officer handling the day-to-day management of JPMB’s investment in Reorganized Tribune will be Miriam Kulnis, Executive Director, with the assistance of Naomi Hung, Analyst. Ms. Kulnis and Ms. Hung will periodically review JPMB’s holdings in Reorganized Tribune and will make determinations regarding (a) any exercise of JPMB’s voting rights and (b) JPMB’s acquisition of additional equity or the divestiture of its existing equity in the company. In some cases, decisions may be reviewed and approved by a Regional Coordinator—here, Alex Khabin, Executive Director, and Goh Siew Tan, Associate. Certain material decisions regarding JPMB’s interest in Reorganized Tribune also may be subject to the final approval of Patrick Daniello, Managing Director.<sup>13</sup> No further internal reviews or approvals will be needed before action may be taken with respect to JPMB’s holding in Reorganized Tribune.

<sup>12</sup> See Attachment G, Figure 1 for the organizational structure of Reorganized Tribune and for the organization of JPM/JPMB.

<sup>13</sup> Per JPMB’s corporate policies, any proposal to acquire or sell interests in Tribune must be screened for regulatory and legal compliance by JPM’s Legal, Regulatory, and Compliance Departments; however, the decision to trade on interests in Tribune will ultimately rest with Mr. Daniello.

Because no other officers or directors of JPMB or its corporate parent, JPM, will perform duties or have responsibilities related to JPMB's investment in Reorganized Tribune, it is respectfully submitted that the executive officers and directors of JPM and JPMB should be deemed not to hold attributable interests in Reorganized Tribune. These officers and directors include the following individuals:<sup>14</sup>

<b>Name</b>	<b>JPM Positional Interest</b>	<b>JPMB Positional Interest</b>
James Dimon	President, Chief Executive Officer and Chairman	President, Chief Executive Officer, Chairman, and Director
Frank J. Bisignano	Chief Administrative Officer	Chief Administrative Officer and Director
Steven D. Black	Vice Chairman	Vice Chairman and Director
Michael J. Cavanaugh	Chief Financial Officer	Chief Financial Officer and Director
Stephen M. Cutler	General Counsel	General Counsel
William M. Daley	Head of Corporate Responsibility, Chairman of Midwest Region	Head of Corporate Responsibility, Chairman of Midwest Region
John L. Donnelly	Director of Human Resources	Director of Human Resources
Ina R. Drew	Chief Investment Officer	Chief Investment Officer
Mary Callahan Erdoes	Chief Executive Officer of Asset Management	Chief Executive Officer of Asset Management
Samuel Todd Maclin	Chief Executive Officer of Commercial Banking	Chief Executive Officer of Commercial Banking
Jay Mandelbaum	Head of Strategy and Business Development	Head of Strategy and Business Development
Heidi Miller	Chief Executive Officer of Treasury & Security Services	Chief Executive Officer of Treasury & Security Services
Charles W. Scharf	Chief Executive Officer of Retail Financial Services	Chief Executive Officer of Retail Financial Services and Director
Gordon A. Smith	Chief Executive Officer of Card Services	Chief Executive Officer of Card Services
James E. Staley	Chief Executive Officer of Investment Bank	Chief Executive Officer of Investment Bank and Director
Barry L. Zubrow	Chief Risk Officer	Chief Risk Officer
Crandall C. Bowles	Director	N/A
Stephen B. Burke	Director	N/A
David M. Cote	Director	N/A
James S. Crown	Director	N/A
Ellen V. Futter	Director	N/A
William H. Gray, III	Director	N/A
Laban P. Jackson, Jr.	Director	N/A
David C. Novak	Director	N/A
Lee R. Raymond	Director	N/A
William C. Weldon	Director	N/A

The address of JPMB is 111 Polaris Parkway, Columbus, Ohio, 43240. The address of JPM is 270 Park Avenue, New York, NY 10017.

<sup>14</sup> Pursuant to Section 73.3555, Note 2(g) of the Commission's Rules, officers and directors of a parent company of a broadcast licensee with an attributable interest in any such subsidiary entity shall be deemed to have a cognizable interest in the subsidiary unless the duties and responsibilities of the officers or directors involved are wholly unrelated to the broadcast licensee and a statement properly documenting this fact is submitted to the Commission.

## 7. ANGELO, GORDON & CO., L.P.

It is anticipated that investment vehicles ultimately controlled by John Angelo and Michael Gordon (collectively, “Angelo Gordon”) collectively will hold an attributable interest in Reorganized Tribune upon the company’s emergence from bankruptcy.<sup>15</sup> These investment vehicles will include (1) investment funds that are structured as limited partnerships and are managed and controlled by Angelo Gordon (“AG Funds”); (2) investment vehicles managed and controlled by Angelo Gordon that are structured as collateral loan obligation funds (“AG CLOs”); (3) and unaffiliated investment vehicles managed by Angelo Gordon that are structured as corporations (“Managed Entities”) (AG Funds, AG CLOs, and Managed Entities, collectively “Funds”). With the possible exception of two AG Funds, AG Capital Recovery Partners VI, L.P. (“AGCRP”) and AG Super Fund, L.P. (“AGSF”), both of which are Delaware limited partnerships,<sup>16</sup> each of the Funds’ direct ownership interests in Reorganized Tribune will comprise less than 5% of Reorganized Tribune’s post-emergence Class A stock. Therefore, with the possible exception of AGCRP and AGSF, none of the Funds individually will hold an attributable interest in Reorganized Tribune.

AGCRP. The sole general partner of AGCRP is AG Capital Recovery VI, LLC (“AGCR”), a Delaware limited liability company. All limited partners of AGCRP are insulated and therefore will not hold an attributable interest in Reorganized Tribune. The sole member of AGCR is AG Advisors Long-Term Distressed Participation Partners, L.P. (“AG Advisors”), a Delaware limited partnership. The sole general partner of AG Advisors is AG Funds, L.P. (“AGLP”), a Delaware limited partnership. The limited partners of AG Advisors that will hold a beneficial interest in Tribune are Angelo Gordon investment professionals and their estate planning vehicles, all of which are U.S. citizens or U.S.-organized entities.<sup>17</sup>

---

<sup>15</sup> See Attachment G, Figure 2 for the organizational structure of the Angelo Gordon entities involved in this transaction.

<sup>16</sup> As explained above, the exact ownership percentage of direct holders of Reorganized Tribune stock will not be able to be determined until Reorganized Tribune emerges from bankruptcy. It is possible, but not certain, that AGCRP and AGSF each directly will hold more than 5% of Reorganized Tribune’s stock upon its emergence from bankruptcy. Accordingly, the applicants have disclosed herein ownership information for AGCRP and AGSF to provide the Commission with an opportunity to review and approve each entity’s qualification to hold an attributable ownership interest in Reorganized Tribune. To the extent that one or both of these entities’ direct stock interest in Reorganized Tribune ultimately exceeds 5% upon Tribune’s emergence from bankruptcy, their exact interests will be reflected in Reorganized Tribune’s post-consummation ownership reports.

<sup>17</sup> AG Advisors is structured as a series limited partnership under Delaware law. Delaware law permits a limited partnership to be divided into separate series. Each series keeps separate and distinct records and each effectively is treated under Delaware law as a separate legal entity from the other series within the limited partnership. For example, with respect to a series limited partnership divided into a series A and a series B under Delaware law, only the limited partners of series A of a series limited partnership hold beneficial interests in assets held by the series limited partnership in series A, and only the series A limited partners are responsible for the debts, liabilities, obligations, and expenses incurred by series A. Series B

AGSF. The sole general partner of AGSF is AG Super, LLC (“AG Super”), a Delaware limited liability company. As noted above, all limited partners of AGSF are insulated and therefore will not hold an attributable interest in Reorganized Tribune. The sole member of AG Super is AGLP.

AG Funds, L.P. Each of the Funds is wholly controlled, either directly or through domestic intermediate entities, by AG Funds, L.P., a Delaware limited partnership (“AGLP”).<sup>18</sup> As a result, AGLP will control entities that directly hold, in the aggregate, more than 5% of Reorganized Tribune’s Class A stock and therefore will hold an attributable interest in Tribune. In addition, AGLP will hold an indirect equity interest in Reorganized Tribune of less than 0.08% through its control of intermediate entities affiliated with Angelo Gordon that have co-invested in certain AG Funds. The officers of AGLP, all of whom are U.S. citizens, are John M. Angelo, Chief Executive Officer; Michael L. Gordon, Chief Operating Officer and Chief Investment Officer; Kirk Wickman, Chief Administrative Officer and General Counsel; and Joseph R. Wechselblatt, Chief Financial Officer. The sole general partner of AGLP is AG Funds GP, L.P. (“AG Funds GP”), a Delaware limited partnership, which holds more than 99.9% of the equity in AG Funds GP. The sole limited partner of AGLP is a Delaware charitable trust for which John M. Angelo is the sole trustee (“Angelo Charitable Trust”). The Angelo Charitable Trust holds a *de minimis* equity interest in AG Funds GP.

AG Funds GP, L.P. The sole general partner of AG Funds GP is JM Funds LLC (“JM Funds”), a Delaware limited liability company, which does not hold any equity interest in AG Funds GP. The sole members of JM Funds are John M. Angelo and Michael L. Gordon. The limited partners of AG Funds GP are Angelo Gordon investment professionals or their estate planning vehicle, all of which are U.S. citizens or U.S.-organized entities. Pursuant to the AG Funds GP partnership agreement, each such limited partner is insulated with respect to every media investment in which Angelo Gordon holds an attributable interest, except any media investment for which such limited partner has investment management responsibilities as an employee of Angelo Gordon & Co., L.P. With the exception of John M. Angelo and Michael L. Gordon, no individual or entity owns or controls limited partners of AG Funds GP that will hold, in the aggregate, an indirect equity interest in Reorganized Tribune of more than 0.01% as a result of the limited partners’ equity interest in AG Funds GP.

---

limited partners hold no beneficial interests in any assets held in series A and have no responsibility for the debts, liabilities, obligations, and expenses of series A. Accordingly, the only limited partners of AG Advisors that hold a beneficial interest in AGCR are those limited partners in the same series through which AG Advisors holds its interest in AGCR. Although all of the limited partners in all of the series of AGCR are Angelo Gordon investment professionals and their estate planning vehicles, some such individuals in other series of AG Advisors are not U.S. citizens or U.S.-organized entities. None of these individuals or entities, however, holds any beneficial interest in AGCR.

<sup>18</sup> Except as set forth above in the discussion of the ownership of AGCRP and AGSF, none of the intermediate entities between the Funds and AGLP will hold an attributable interest in Reorganized Tribune.

Angelo Gordon & Co., L.P. Angelo Gordon & Co., L.P. (“AG&Co”) is a registered investment adviser and, through contractual arrangements, manages the investments of each of the Funds. Accordingly, although AG&Co will not directly or indirectly hold any stock of Reorganized Tribune, it will manage and hold voting control over stock of Reorganized Tribune that will be held by the Funds. Because AG&Co will hold voting control over more than 5% of Reorganized Tribune’s stock, it will hold an attributable interest in Reorganized Tribune. The officers of AG&Co are John M. Angelo, Chief Executive Officer; Michael L. Gordon, Chief Operating Officer and Chief Investment Officer; Kirk Wickman, Chief Administrative Officer and General Counsel; and Joseph R. Wekselblatt, Chief Financial Officer. The sole general partner of AG&Co is AG Partners, L.P. (“AG Partners”), a Delaware limited partnership, which holds more than 99.9% of the equity in AG&Co. The sole limited partner of AGLP is the Angelo Charitable Trust, which holds a *de minimis* equity interest in AG&Co.

AG Partners. The sole general partner of AG Partners is JAMG LLC (“JAMG”), a Delaware limited liability company. The sole members of JAMG are John M. Angelo and Michael L. Gordon, both of whom are managing members. The limited partners of AG Partners are John M. Angelo, Michael L. Gordon, and certain of their family members and their estate planning vehicles, all of which are U.S. citizens or U.S.-organized entities.

**AG Capital Recovery Partners VI, L.P. (“AGCRP”)**

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)	Percentage of Equity
AG Capital Recovery Partners VI, L.P.	U.S.	N/A	N/A	N/A	N/A
AG Capital Recovery VI LLC	U.S.	General Partner	100%	0.7%	0.7%
Insulated limited partners	U.S.	Limited Partners	0%	99.3%	99.3%

**AG Capital Recovery VI LLC (“AGCR”)**

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)	Percentage of Equity
AG Capital Recovery VI LLC	U.S.	N/A	N/A	N/A	N/A
AG Advisors Long-Term Distressed Participation Partners, L.P.	U.S.	Sole Member	100%	100%	100%

**AG Advisors Long-Term Distressed Participation Partners, L.P. (“AG Advisors”)**

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)	Percentage of Equity
AG Advisors Long-Term Distressed Participation Partners, L.P.	U.S.	N/A	N/A	N/A	N/A
AG Funds, L.P.	U.S.	General Partner	100%	See note 19	See note 19
Angelo Gordon investment professionals and their estate planning vehicles	U.S.	Limited Partners	0%	See note 19	See note 19

**AG Super Fund, L.P. (“AGSF”)**

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)	Percentage of Equity
AG Super Fund, L.P.	U.S.	N/A	N/A	N/A	N/A
AG Super LLC <sup>20</sup>	U.S.	General Partner	100%	0.3%	0.3%
Insulated limited partners	U.S.	Limited Partners	0%	99.7%	99.7%

**AG Super LLC**

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)	Percentage of Equity
AG Super LLC	U.S.	N/A	N/A	N/A	N/A

<sup>19</sup> The limited partners of AG Advisors and the respective proportion of equity in AG Advisors held by the general partner, AGLP, and the limited partners are confidential and not publicly disclosed by Angelo Gordon, but will be provided to the Commission upon its request pursuant to a request for confidentiality. None of the limited partners have a right to participate in the day-to-day management of the partnership as a result of their status as limited partners of AG Advisors. Further, AG Advisors is anticipated to indirectly hold less than a 0.004% equity interest on a fully diluted basis in Reorganized Tribune. (This assumes that AGCRP holds a 5% stock interest in Reorganized Tribune. As noted in the text, it currently is not possible to determine the exact stock interest in Reorganized Tribune that will be held by AGCRP. It is possible that AGCRP will not hold a stock interest in Reorganized Tribune of 5% or more. In any event, Angelo Gordon believes that it is unlikely that AGCRP’s stock interest in Reorganized Tribune will significantly exceed 5%.) Moreover, no limited partner of AG Advisors is anticipated to hold an equity interest on a fully diluted basis in Reorganized Tribune of more than 0.0005% as a result of the limited partners’ equity interest in AG Advisors.

<sup>20</sup> AG Super LLC is also the general partner of another AG Fund, AG Garden Partners, L.P.

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)	Percentage of Equity
AG Funds, L.P.	U.S.	Sole Member	100%	100%	100%

**AG Funds, L.P.<sup>21</sup> (“AGLP”)**

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)	Percentage of Equity
AG Funds, L.P.	U.S.	N/A	N/A	N/A	N/A
AG Funds GP, L.P.	U.S.	General Partner	100%	>99.9%	>99.9%
Charitable Lead Uni Trust (Sole Trustee: John M. Angelo)	U.S.	Limited Partner	0%	<0.1%	<0.1%
John M. Angelo	U.S.	Chief Executive Officer	N/A	N/A	N/A
Michael L. Gordon	U.S.	Chief Operating Officer and Chief Investment Officer	N/A	N/A	N/A
Kirk Wickman	U.S.	Chief Administrative Officer and General Counsel	N/A	N/A	N/A
Joseph R. Wechselblatt	U.S.	Chief Financial Officer	N/A	N/A	N/A

**AG Funds GP, L.P. (“AG Funds GP”)**

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)	Percentage of Equity
AG Funds GP, L.P.	U.S.	N/A	N/A	N/A	N/A
JM Funds LLC	U.S.	General Partner	100%	0%	0%
Angelo Gordon investment professionals and their estate planning vehicles	U.S.	Limited Partners	0%	100% (See note 22)	100% (See note 22)

<sup>21</sup> As depicted in Attachment G, Figure 2, AGLP will hold an indirect interest in Reorganized Tribune through its indirect interests in the AG Funds, the AG CLOs, and the Managed Entities, none of which will hold more than a 5% interest in Reorganized Tribune, with the possible exception of AGCRP and AGSF. Accordingly, other than AGCRP and AGSF, the Funds have been omitted from this Exhibit.

<sup>22</sup> The limited partners of AG Funds GP are confidential and not publicly disclosed by Angelo Gordon, but will be provided to the Commission upon its request pursuant to a request for confidentiality. None of these limited partners have a right to participate in the day-to-day management of the partnership as a result of their status as limited partners of AG Funds GP. Further, in the aggregate, the equity interests in AG Funds GP held by these limited partners are anticipated to represent less than a 0.08% equity interest on a

**JM Funds LLC**

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)	Percentage of Equity
JM Funds LLC	U.S.	N/A	N/A	N/A	N/A
John Angelo	U.S.	Managing Member	100% (see note 23)	See note 23	See note 23
Michael Gordon	U.S.	Managing Member	100% (see note 23)	See note 23	See note 23

**Angelo, Gordon & Co., L.P.**

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)	Percentage of Equity
Angelo, Gordon & Co., L.P.	U.S.	N/A	N/A	N/A	N/A
AG Partners, L.P.	U.S.	General Partner	100%	See note 24	See note 24
Charitable Lead Uni Trust (Sole Trustee: John M. Angelo)	U.S.	Limited Partner	0%	See note 24	See note 24
John M. Angelo	U.S.	Chief Executive Officer	N/A	N/A	N/A
Michael L. Gordon	U.S.	Chief Operating Officer and Chief Investment Officer	N/A	N/A	N/A

fully diluted basis in Reorganized Tribune. Moreover, other than John M. Angelo and Michael L. Gordon, no limited partner of AG Funds GP will hold an indirect equity interest on a fully diluted basis in Reorganized Tribune of more than 0.01% as a result of the limited partners' equity interest in AG Funds GP.

<sup>23</sup> The respective voting interests of Messrs. Angelo and Gordon in JM Funds and JAMG are confidential and not publicly disclosed by Angelo Gordon. Accordingly, the applicants respectfully request the FCC to approve either individual to hold voting control of JM Funds and JAMG. In addition, because neither JM Funds nor JAMG will hold a direct or indirect debt or equity interest in Reorganized Tribune, the respective equity interests of Messrs. Angelo and Gordon in JM Funds and JAMG are not germane to the Exit Applications.

<sup>24</sup> AG&Co will not directly or indirectly hold any equity interest in Reorganized Tribune and will not hold any portion of the total assets of Reorganized Tribune. Accordingly, the equity ownership, and ownership of the total assets, of AG&Co, AG Partners, the Charitable Lead Uni Trust, the limited partners of AG Partners, and JAMG are not germane to the Exit Applications.

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)	Percentage of Equity
Kirk Wickman	U.S.	Chief Administrative Officer and General Counsel	N/A	N/A	N/A
Joseph R. Wechselblatt	U.S.	Chief Financial Officer	N/A	N/A	N/A

**AG Partners, L.P. (“AG Partners”)**

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)	Percentage of Equity
AG Partners, L.P.	U.S.	N/A	N/A	N/A	N/A
JAMG LLC	U.S.	General Partner	100%	See note 24	See note 24
John M. Angelo, Michael L. Gordon and certain of their family members and their estate planning vehicles <sup>25</sup>	U.S.	Limited Partner	0%	See note 24	See note 24

**JAMG LLC**

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)	Percentage of Equity
JAMG LLC	U.S.	N/A	N/A	N/A	N/A
John Angelo	U.S.	Managing Member	100% (see note 23)	See note 23	See note 23
Michael Gordon	U.S.	Managing Member	100% (see note 23)	See note 23	See note 23

The address for all Angelo Gordon entities and individuals is c/o Angelo, Gordon & Co., L.P., 245 Park Avenue, 26th Floor, New York, NY 10167. Except for the officers of AGLP and AG&Co, none of the Angelo Gordon entities described above have officers.

<sup>25</sup> The limited partners of AG Partners are confidential and not publicly disclosed by Angelo Gordon, but will be provided to the Commission upon its request pursuant to a request for confidentiality. None of these limited partners have a right to participate in the day-to-day management of the partnership as a result of their status as limited partners of AG Funds GP. Further, none of these limited partners will directly or indirectly hold any equity interest in Reorganized Tribune as a result of such limited partner’s interest in AG Partners.

**8. OAKTREE TRIBUNE, L.P.**

It is anticipated that Oaktree Tribune, L.P. will hold an attributable interest in Reorganized Tribune upon the company's emergence from bankruptcy.<sup>26</sup> The general partner of Oaktree Tribune, L.P. is Oaktree AIF Investments, L.P. Oaktree AIF Holdings, Inc. is the general partner of Oaktree AIF Investments, L.P. (and also holds a limited partnership interest in Oaktree AIF Investments, L.P.), and Oaktree Capital Group Holdings, L.P. is the sole voting shareholder of Oaktree AIF Holdings, Inc. (and also holds a limited partnership interest in Oaktree AIF Investments, L.P.). The general partner of Oaktree Capital Group Holdings, L.P. is Oaktree Capital Group Holdings GP, LLC, whose attributable members are John Frank, Bruce Karsh, Stephen Kaplan, Howard Marks, and David Kirchheimer.

**Oaktree Tribune, L.P. (Delaware)**

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)	Percentage of Equity
Oaktree Tribune, L.P.	U.S.	N/A	N/A	N/A	N/A
Oaktree AIF Investments, L.P.	U.S.	General Partner	100%	0%	0%

**Oaktree AIF Investments, L.P.**

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)	Percentage of Equity
Oaktree AIF Investments, L.P.	U.S.	N/A	N/A	N/A	N/A
Oaktree AIF Holdings, Inc.	U.S.	General Partner and Limited Partner	100%	15.17%	15.17%
Oaktree Capital Group Holdings, L.P.	U.S.	Limited Partner	0%	84.83%	84.83%
Howard Marks	U.S.	Chairman	0%	0%	0%
Bruce Karsh	U.S.	President	0%	0%	0%
John Frank	U.S.	Managing Principal	0%	0%	0%
David Kirchheimer	U.S.	Chief Financial Officer	0%	0%	0%
Todd Molz	U.S.	General Counsel and Secretary	0%	0%	0%
Richard Ting	U.S.	Associate General Counsel and Assistant Secretary	0%	0%	0%

<sup>26</sup> See Attachment G, Figure 3 for the organizational structure of the Oaktree entities involved in this transaction.

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)	Percentage of Equity
Lisa Arakaki	U.S.	Senior Vice President and Assistant Secretary	0%	0%	0%
Emily Alexander	U.S.	Senior Vice President and Assistant Secretary	0%	0%	0%
Martin Boskovich	U.S.	Vice President and Assistant Secretary	0%	0%	0%
Shawn Haghighi	U.S.	Vice President and Assistant Secretary	0%	0%	0%

**Oaktree AIF Holdings, Inc.**

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)	Percentage of Equity
Oaktree AIF Holdings, Inc.	U.S.	N/A	N/A	N/A	N/A
Oaktree Capital Group Holdings, L.P.	U.S.	Sole Voting Shareholder	100%	0%	0%
Howard Marks	U.S.	Co-President	0%	0%	0%
Bruce Karsh	U.S.	Co-President	0%	0%	0%
Todd Molz	U.S.	Vice President, Secretary and Sole Director	0%	0%	0%
John Edwards	U.S.	Vice President and Treasurer	0%	0%	0%
Richard Ting	U.S.	Vice President and Assistant Secretary	0%	0%	0%
Lisa Arakaki	U.S.	Vice President and Assistant Secretary	0%	0%	0%
Jeff Arnold	U.S.	Vice President and Assistant Secretary	0%	0%	0%
Emily Alexander	U.S.	Vice President and Assistant Secretary	0%	0%	0%
Martin Boskovich	U.S.	Vice President and Assistant Secretary	0%	0%	0%
Shawn Haghighi	U.S.	Vice President and Assistant Secretary	0%	0%	0%

**Oaktree Capital Group Holdings, L.P.**

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)	Percentage of Equity
------------------	-------------	---------------------	-----------------	---	----------------------

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)	Percentage of Equity
Oaktree Capital Group Holdings, L.P.	U.S.	N/A	N/A	N/A	N/A
Oaktree Capital Group Holdings GP, LLC	U.S.	General Partner	100%	0%	0%
John Frank	U.S.	Limited Partner	0%	<1%	<1%
Stephen Kaplan	U.S.	Limited Partner	0%	<1%	<1%
Bruce Karsh	U.S.	Limited Partner	0%	<1%	<1%
David Kirchheimer	U.S.	Limited Partner	0%	<1%	<1%
Howard Marks	U.S.	Limited Partner	0%	<1%	<1%
Kenneth Liang	U.S.	Limited Partner	0%	<1%	<1%

**Oaktree Capital Group Holdings GP, LLC<sup>27</sup>**

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)	Percentage of Equity
Oaktree Capital Group Holdings GP, LLC	U.S.	N/A	N/A	N/A	N/A
Howard Marks	U.S.	Member, Manager and Chairman	20%	0%	0%
Bruce Karsh	U.S.	Member, Manager and President	20%	0%	0%
John Frank	U.S.	Member, Manager and Managing Principal	20%	0%	0%
David Kirchheimer	U.S.	Member, Manager, Chief Financial Officer and Chief Administrative Officer	20%	0%	0%
Stephen Kaplan	U.S.	Member, Manager and Principal	20%	0%	0%

<sup>27</sup> Oaktree Capital Group Holdings GP, LLC (“Oaktree GP LLC”) has voting and non-voting members. The operating agreement of Oaktree GP LLC includes the Commission’s insulating language with respect to the non-voting members and with respect to certain voting members for media matters. The operating agreement establishes a Media Company Committee comprised of the voting members listed above. Each member of the Media Company Committee has an equal one-fifth (1/5) vote. Voting members of Oaktree GP LLC who do not serve on the Media Company Committee are considered insulated members for purposes of any media investment. In addition, notwithstanding any other provision of the operating agreement, these insulated voting members may not vote for the removal of any member of the Media Company Committee except as expressly permitted under the Commission’s insulated member requirements. For the purposes of non-media related investments, all voting members of Oaktree GP LLC are permitted to vote with the percentage of all such members’ voting rights governed by Oaktree GP LLC’s operating agreement.

<b>Name and Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percentage Vote</b>	<b>Percentage of Total Assets (debt plus equity)</b>	<b>Percentage of Equity</b>
Todd Molz	U.S.	Managing Director and General Counsel	0%	0%	0%

The address for all entities and individuals listed above is c/o Oaktree Capital Management, L.P. 333 South Grand Avenue, 28<sup>th</sup> Floor Los Angeles, CA 90071.

## **ATTACHMENT D: OTHER ATTRIBUTABLE INTERESTS OF TRIBUNE**

Tribune Company, as debtor-in-possession, holds all of the issued and outstanding voting stock of Tribune Broadcasting Holdco, LLC, which, in turn, holds all of the issued and outstanding voting stock of Tribune Broadcasting Company. Tribune Broadcasting Company is the direct or indirect parent company of each of the wholly-owned licensee subsidiaries of Tribune Company listed in Attachment A hereto.

In addition to its radio and television broadcast interests described in Attachment A, Tribune also holds, pursuant to waivers granted by the Commission, (1) attributable interests in certain daily newspapers of general circulation in the same market as certain of its broadcast stations; (2) a television station operated as a “satellite” station; and (3) two television stations in a market in which a duopoly would not otherwise have been permitted. Pursuant to an order issued by the Commission on November 30, 2007,<sup>1</sup> Tribune received seven waivers to allow its subsidiaries to continue to hold certain clusters of media properties in six markets. These are as follows:

1. A “temporary” waiver of the Commission’s newspaper/broadcast cross-ownership rule to own WPIX(TV) and *Newsday* in New York, New York;
2. A “temporary” waiver of the newspaper/broadcast cross-ownership rule to own KTLA(TV) and the *Los Angeles Times* in Los Angeles, California;
3. A “temporary” waiver of the newspaper/broadcast cross-ownership rule to own WSFL-TV and the Ft. Lauderdale-based *Sun Sentinel* in Miami, Florida;
4. A “permanent” waiver of the newspaper/broadcast cross-ownership rule to own WGN, WGN-TV, and the *Chicago Tribune* in Chicago, Illinois;
5. A “temporary” waiver of the newspaper/broadcast cross-ownership rule to own WTIC-TV, WCCT-TV (formerly WTX(TV)), and the *Hartford Courant* in Hartford, Connecticut;
6. A “permanent” “failing station” waiver of the Commission’s television local ownership or “duopoly” rule to own WTIC-TV and WCCT-TV (formerly WTX(TV)) in Hartford, Connecticut; and
7. A “permanent” exemption from the Commission’s “duopoly” rule to permit operation of WTTK(TV), a full-power television station licensed to Kokomo, Indiana, as a “satellite” rebroadcasting the programming of WTTV(TV), Bloomington, Indiana.

---

<sup>1</sup> *Shareholders of Tribune Co., supra*, 22 FCC Rcd at 21281.

As described in Attachment F, Tribune is submitting, as part of the Exit Applications, requests for waiver of the Commission's broadcast ownership rules to continue ownership and operation of these combinations.

**ATTACHMENT E: OTHER ATTRIBUTABLE INTERESTS OF ASSIGNEE**

The parties to this application will have attributable ownership interests in the following broadcast stations controlled by Tribune Company:

<b>Licensee</b>	<b>Call Sign</b>	<b>Location</b>	<b>Facility ID</b>
Tribune Television Northwest, Inc.	KCPQ(TV)	Tacoma, WA	33894
	K25CG	Aberdeen, WA	33898
	K42CM	Centralia/Chehalis, WA	33895
	K54DX	Ellensburg/Kitikas, WA	33896
	K64ES	Chelan, WA	33899
Channel 40, Inc.	KTXL(TV)	Sacramento, CA	10205
KIAH Inc.	KIAH(TV)	Houston, TX	23394
KSWB Inc.	KSWB-TV	San Diego, CA	58827
KTLA Inc.	KTLA(TV)	Los Angeles, CA	35670
Tribune Television Holdings, Inc.	KMYQ(TV)	Seattle, WA	69571
	K25CH	North Bend, WA	69575
	K29ED	Everett, WA	69574
	WXMI(TV)	Grand Rapids, MI	68433
	W42CB	Hesperia, MI	64440
	W52DB	Muskegon, MI	64442
Tribune Television Company	KDAF(TV)	Dallas, TX	22201
	WTIC-TV	Hartford, CT	147
	WPMT(TV)	York, PA	10213
	WPHL-TV	Philadelphia, PA	73879
	WXIN(TV)	Indianapolis, IN	146
Tribune Broadcast Holdings, Inc.	KRCW-TV	Salem, OR	10192
	K20ES	Pendleton, etc., OR	12671
	K24DX	Pendleton, etc., OR	12678
	KRCW-LP	Portland, OR	35151
	WTTV(TV)	Bloomington, IN	56523
	WTTK(TV)	Kokomo, IN	56526
WGN Continental Broadcasting Company	WGN(AM)	Chicago, IL	72114
	WGN-TV	Chicago, IL	72115
Channel 39, Inc.	WSFL-TV	Miami, FL	10203
KWGN Inc.	KWGN-TV	Denver, CO	35883
Tribune Television New Orleans, Inc.	WGNO(TV)	New Orleans, LA	72119
	WNOL-TV	New Orleans, LA	54280

WPIX, Inc.	WPIX(TV)	New York, NY	73881
WDCW Broadcasting, Inc.	WDCW(TV) W51CY	Washington, D.C. Chambersburg, PA	30576 64680
WTXX Inc.	WCCT-TV (formerly WTXX)	Waterbury, CT	14050
KPLR, Inc.	KPLR-TV	St. Louis, MO	35417

Tribune Broadcast Holdings, Inc. operates WTTK(TV), Kokomo, Indiana, as a satellite of WTTV(TV), Bloomington, Indiana.<sup>1</sup>

KWGN Inc., licensee of KWGN-TV, Denver, Colorado, and Community Television of Colorado License, LLC, licensee of KDVR(TV), Denver, Colorado, are parties to an attributable Local Marketing Agreement for television station KWGN-TV, Denver, Colorado. KPLR, Inc., licensee of KPLR-TV, St. Louis, Missouri, and Community Television of Missouri License, LLC, licensee of KTVI(TV), St. Louis, Missouri, are parties to an attributable Local Marketing Agreement for television station KPLR(TV), St. Louis, Missouri. In each instance, services are provided to the Tribune entity.

Benjamin L. Homel, Chief Executive Officer, President, and a Director of Tribune Company, Debtor-In-Possession, and Vice President of Tribune's Broadcast Station Licensees, is the sole member of Radioactive, LLC, which is the licensee of the stations identified below:

<b>Call Sign</b>	<b>Community of License</b>	<b>Facility ID</b>
KYME	Rockford, IA	164235
KJLN	Sac City, IA	164236
WMLF(FM)	Watseka, IL	164237
KMML	Cimarron, KS	164238
KRMR	Hays, KS	164239
KDJM	Lindsborg, KS	164240
WKFC	North Corbin, KY	164241
WPBK	Crab Orchard, KY	164242
WUPZ	Chocolay Township, MI	164243
WUPT	Gwinn, MI	164244
WUPF	Powers, MI	164245
WUPG	Republic, MI	164246
WRAX	Lake Isabella, MI	164247
WZXP	Au Sable, NY	164249
WBLH	Black River, NY	164250

<sup>1</sup> *Shareholders of Tribune Co., supra*, 22 FCC Rcd at 21284-21286.

WNMR	Dannemora, NY	164251
------	---------------	--------

The following wholly owned direct or indirect subsidiaries of Tribune Company also hold attributable interests in daily newspapers of general circulation located in the same market as Tribune broadcast stations:

- Tribune ND, Inc., holder of an approximate 3% indirect equity interest in Newsday, LLC, publisher of *Newsday*, Long Island, New York;
- Los Angeles Times Communications LLC, publisher of the *Los Angeles Times*, Los Angeles, California;
- Chicago Tribune Company, publisher of the *Chicago Tribune*, Chicago, Illinois;
- Sun-Sentinel Company, publisher of the Ft. Lauderdale-based *Sun Sentinel*;
- The Hartford Courant Company, publisher of the *Hartford Courant*, Hartford, Connecticut.

The following officers and directors of the above-listed Tribune Broadcast Station Licensees also hold positions as an officer and/or director of one or more of the Tribune publishing subsidiaries listed above:

- Donald J. Liebentritt, Vice President of each of the Tribune Broadcast Station Licensees, is a Director of each of Tribune's above-listed publishing subsidiaries;
- David P. Eldersveld, Secretary and a Director of each of the Tribune Broadcast Station Licensees, is also Secretary and a Director of each of Tribune's above-listed publishing companies;
- Harry A. Amsden, Assistant Treasurer of each of the Tribune Broadcast Station Licensees, is also an Assistant Treasurer of each of the above-listed Tribune publishing companies;
- Each of Patrick M. Shanahan, Jack Rodden, and Brian F. Litman, Assistant Treasurers of each of the Tribune Broadcast Station Licensees, serves as an Assistant Treasurer of each of the above-listed Tribune publishing companies;
- Chandler Bigelow III, Assistant Treasurer of each of the Tribune Broadcast Station Licensees, serves as Assistant Treasurer of each of the above-listed Tribune publishing companies except Tribune ND, Inc., of which he is President and Treasurer.

- Daniel G. Kazan, a Director of each of the Tribune Broadcast Station Licensees, is also a Director of each of the above-listed Tribune publishing companies, except for Tribune ND, Inc.;
- Benjamin L. Homel, Vice President of each of the above-listed Tribune Broadcast Station Licensees, is also a Director of Tribune ND, Inc.

Accordingly, each of the above-listed individuals, by reason of his position(s) as an officer and/or director of one or more of the Tribune Broadcast Station Licensees and as an officer and/or director of one or more of the Tribune publishing companies described above, holds a cognizable interest in both a Tribune daily newspaper, on the one hand, and a Tribune radio and/or television station, on the other. (See Attachment D (Other Attributable Interests of Tribune) for an explanation of these ownership combinations).

Oaktree Capital Group Holdings GP, LLC (“Oaktree”), through certain affiliated funds, controls GAP Broadcasting, LLC, the indirect parent of the licensees of the broadcast stations listed below.

<b>Call Sign</b>	<b>Community of License</b>	<b>Facility ID</b>
KEAN-FM	Abilene, TX	54904
KEYJ-FM	Abilene, TX	17804
KFGL(FM)	Abilene, TX	73681
KSLI(AM)	Abilene, TX	54843
KULL(FM)	Abilene, TX	22158
KYYW(AM)	Abilene, TX	40997
KATP(FM)	Amarillo, TX	41433
KIXZ(AM)	Amarillo, TX	9308
KXSS-FM	Amarillo, TX	9306
KMXJ-FM	Amarillo, TX	31463
KPRF(FM)	Amarillo, TX	9307
KHLA(FM)	Jennings, LA	8169
KLCL(AM)	Lake Charles, LA	53646
KJMH(FM)	Lake Arthur, LA	22962
KNGT(FM)	Lake Charles, LA	53643
KJEF(AM)	Jennings, LA	8168
KTSR(FM)	De Quincy, LA	71555
KJEF-CA	Jennings, LA	53643
KLAW(FM)	Lawton, OK	35045
KVRW(FM)	Lawton, OK	2894
KZCD(FM)	Lawton, OK	12791
KFMX-FM	Lubbock, TX	60799
KFYO(AM)	Lubbock, TX	61151
KKAM(AM)	Lubbock, TX	60798
KKCL(FM)	Lorenzo, TX	1721
KQBR(FM)	Lubbock, TX	60800

<b>Call Sign</b>	<b>Community of License</b>	<b>Facility ID</b>
KZII-FM	Lubbock, TX	61150
KVLL-FM	Wells, TX	68130
KYKS(FM)	Lufkin, TX	25582
KAFX-FM	Diboll, TX	18105
KSFA(AM)	Nacogdoches, TX	11741
KTBQ(FM)	Nacogdoches, TX	11740
KEEL(AM)	Shreveport, LA	46983
KXKS-FM	Shreveport, LA	46982
KRUF(FM)	Shreveport, LA	60265
KVKI-FM	Shreveport, LA	19560
KWKH(AM)	Shreveport, LA	60266
KTUX(FM)	Carthage, TX	35688
KKYR-FM	Texarkana, TX	7066
KOSY(AM)	Texarkana, AR	7072
KPWW(FM)	Hooks, TX	65292
KYGL(FM)	Texarkana, AR	12312
KMJI(FM)	Ashdown, AR	7828
KISX(FM)	Whitehouse, TX	72661
KNUE(FM)	Tyler, TX	25585
KTYL-FM	Tyler, TX	35711
KKTX-FM	Kilgore, TX	48952
KDOK(AM)	Kilgore, TX	48950
KIXS(FM)	Victoria, TX	25584
KLUB(FM)	Bloomington, TX	68301
KQVT(FM)	Victoria, TX	19434
KBZS(FM)	Wichita Falls, TX	52074
KNIN-FM	Wichita Falls, TX	43754
KWFS(AM)	Wichita Falls, TX	6639
KWFS-FM	Wichita Falls, TX	1722

GAP Broadcasting Victoria License, LLC, the licensee of KIXS, KLUB and KQVT, also is the proposed assignee of KTXN-FM, Victoria, TX, Facility No. 13984. This transaction has not yet consummated, but GAP Broadcasting Victoria License, LLC is programming KTXN-FM pursuant to a local marketing agreement. *See* BALH-20080930BLB.

Oaktree, through certain affiliated funds, controls GAP Broadcasting II, LLC, the indirect parent of the licensees of the broadcast stations listed below.

<b>Call Sign</b>	<b>Community of License</b>	<b>Facility ID</b>
KBBB(FM)	Billings, MT	35370
KBUL(AM)	Billings, MT	16772
KCTR-FM	Billings, MT	16773
KKBR(FM)	Billings, MT	16774

<b>Call Sign</b>	<b>Community of License</b>	<b>Facility ID</b>
KMHK(FM)	Worden, MT	1315
K236AB(FX)	Billings, MT	1316
KZMY(FM)	Bozeman, MT	72722
KISN(FM)	Belgrade, MT	24172
KMMS-FM	Bozeman, MT	24171
KMMS(AM)	Bozeman, MT	24170
KPRK(AM)	Livingston, MT	37816
KXLB(FM)	Livingston, MT	30566
K254AL(FX)	Livingston, MT	11009
KKTL(AM)	Casper, WY	86873
KRVK(FM)	Casper, WY	7360
KRNK(FM)	Vista West, WY	88406
KTRS-FM	Casper, WY	26301
KTWO(AM)	Casper, WY	11924
KWYY(FM)	Midwest, WY	26300
KIGN(FM)	Burns, WY	56234
KGAB(AM)	Orchard Valley, WY	30224
KLEN(FM)	Cheyenne, WY	5991
KKCB(FM)	Duluth, MN	49686
KLDJ(FM)	Duluth, MN	53999
WEBC(AM)	Duluth, MN	49689
KBMX(FM)	Proctor, MN	4588
KID(AM)	Idaho Falls, ID	22194
KID-FM	Idaho Falls, ID	22195
KLLP(FM)	Chubbuck, ID	8413
KPKY(FM)	Pocatello, ID	30246
KWIK(AM)	Pocatello, ID	35885
KEGE(FM)	Pocatello, ID	87656
K221CE(FX)	Lava Hot Springs, ID	30247
K296EA(FX) <sup>2</sup>	Pocatello, ID	22197
KCGY(FM)	Laramie, WY	14753
KOWB(AM)	Laramie, WY	24700
KYSS-FM	Missoula, MT	71759
KGVO(AM)	Missoula, MT	71751
KMPT(AM)	East Missoula, MT	71754
KBAZ(FM)	Hamilton, MT	4700
KLYQ(AM)	Hamilton, MT	4699
KVWE(FM)	Frenchtown, MT	166027
KENR(FM)	Superior, MT	88404
K252BM(FX)	Seeley Lake, MT	22911

<sup>2</sup> An application to assign this station to Frandsen Media Company LLC has been granted, but the transaction has not yet consummated (File No. BALFT-20100219ABG).

<b>Call Sign</b>	<b>Community of License</b>	<b>Facility ID</b>
KENR-FM1(FB)	Missoula, MT	133545
KSEN(AM)	Shelby, MT	67655
KZIN-FM	Shelby, MT	68295
KEYW(FM)	Pasco, WA	68846
KFLD(AM)	Pasco, WA	16725
KOLW(FM)	Basin City, WA	51128
KORD-FM	Richland, WA	16726
KXRX(FM)	Walla Walla, WA	16727
KEZJ-FM	Twin Falls, ID	3403
KLIX(AM)	Twin Falls, ID	3404
KLIX-FM	Twin Falls, ID	3407
KSNQ(FM)	Twin Falls, ID	87843
KDBL(FM)	Toppenish, WA	64507
KATS(FM)	Yakima, WA	64397
KFFM(FM)	Yakima, WA	49723
KIT(AM)	Yakima, WA	64398
KQMY(FM)	Naches, WA	88006
KUTI(AM)	Yakima, WA	49722
K232CV(FX)	Ellensburg, WA	64360

GAP Broadcasting Laramie License, LLC, the licensee of KCGY(FM) and KOWB(AM), currently programs station KLMI(FM), Rock River, WY, Facility No. 164207 pursuant to a local marketing agreement which went into effect on June 1, 2009.

Oaktree also ultimately controls the proposed assignees of Regent Communications, Inc. (“Regent”) (*see, e.g.* BAL-20100323ABM). The combination of Oaktree’s proposed controlling interest in Regent and its proposed attributable interest in Reorganized Tribune will comply with the FCC’s radio/television cross-ownership rule. *See* 47 C.F.R. § 73.3555(c). The Exit Applications seek Commission consent for Oaktree’s acquisition (through one or more affiliates) of an attributable interest in the licensees of KWGN-TV, Denver, Colorado and WXMI(DT), Grand Rapids, Michigan. Regent is the ultimate parent entity of Regent Broadcasting of Ft. Collins, Inc., which is the licensee of four FM stations located in the Fort Collins, Colorado Arbitron Metro,<sup>3</sup> and Regent Broadcasting of Grand Rapids, Inc., which is the licensee of four FM stations and one AM station located in the Grand Rapids, Michigan Arbitron Metro.<sup>4</sup> Section 73.3555(c)(i)(B) permits common ownership of one commercial TV and up to seven commercial radio stations in a market, provided that at least 20 independently owned media voices would remain in that market post-merger. Because well over 20 such voices will remain in both the Denver-Fort Collins and Grand Rapids markets, the interest that Oaktree proposes to hold in Reorganized Tribune via the Exit Applications

<sup>3</sup> These stations are: KTRR, KUAD-FM, KMAX-FM, and KKPL.

<sup>4</sup> These stations are: WGRD-FM, WFGR, WLHT-FM, WTRV, and WNWZ.

fully complies with Section 73.3555(c) of the Commission's rules. Subsidiaries of Regent are the licensees of the following stations:

<b>Call Sign</b>	<b>Community of License</b>	<b>Facility ID</b>
WCRZ(FM)	Flint, MI	20446
WFNT(AM)	Flint, MI	20447
WLCO(AM)	Lapeer, MI	14225
WQUS(FM)	Lapeer, MI	14224
WRCL(FM)	Frankenmuth, MI	78673
WWBN(FM)	Tuscola, MI	20448
WBKR(FM)	Owensboro, KY	67778
WDKS(FM)	Newburgh, IN	48710
WGBF(AM)	Evansville, IN	660
WGBF-FM	Henderson, KY	659
WJLT(FM)	Evansville, IN	36946
WKDQ(FM)	Henderson, KY	6871
WOMI(AM)	Owensboro, KY	67777
WBZZ(FM)	Malta, NY	6613
WGNA-FM	Albany, NY	72118
WQBJ(FM)	Cobleskill, NY	40769
WQBK-FM	Rensselaer, NY	40767
WTMM-FM	Mechanicville, NY	22004
KFTE(FM)	Breaux Bridge, LA	59288
KHXT(FM)	Erath, LA	54650
KMDL(FM)	Kaplan, LA	59289
KPEL(AM)	Lafayette, LA	12682
KROF(AM)	Abbeville, LA	275
KTDY(FM)	Lafayette, LA	12674
WFGR(FM)	Grand Rapids, MI	25837
WGRD-FM	Grand Rapids, MI	55650
WLHT-FM	Grand Rapids, MI	37457
WNWZ(AM)	Grand Rapids, MI	55648
WTRV(FM)	Walker, MI	72529
KKPL(FM)	Cheyenne, WY	54394
KMAX-FM	Wellington, CO	84497
KTRR(FM)	Loveland, CO	50375
KUAD-FM	Windsor, CO	49538
WFYR(FM)	Elmwood, IL	72080
WGLO(FM)	Pekin, IL	68622
WIXO(FM)	Peoria, IL	9894
WVEL(AM)	Pekin, IL	68623
WZPW(FM)	Peoria, IL	3464
KLZZ(FM)	Waite Park, MN	60492
KMXX(FM)	Cold Springs, MN	73146

<b>Call Sign</b>	<b>Community of License</b>	<b>Facility ID</b>
KXSS(AM)	Waite Park, MN	60493
KZRV(FM)	Sartell, MN	59149
WJON(AM)	St. Cloud, MN	73144
WWJO(FM)	St. Cloud, MN	73145
WBNQ(FM)	Bloomington, IL	68588
WBWN(FM)	Leroy, IL	40906
WJBC(AM)	Bloomington, IL	5876
WJEZ(FM)	Dwight, IL	19211
WTRX-FM	Pontiac, IL	37818
WFRG-FM	Utica, NY	50362
WIBX(AM)	Utica, NY	168
WLZW(FM)	Utica, NY	169
WODZ-FM	Rome, NY	72068
WBLK(FM)	Depew, NY	71215
WBUF(FM)	Buffalo, NY	53699
WJYE(FM)	Buffalo, NY	1915
WYRK(FM)	Buffalo, NY	1908
KLAQ(FM)	El Paso, TX	48670
KROD(AM)	El Paso, TX	14908
KSII(FM)	El Paso, TX	36949

Oaktree, through certain affiliated funds, holds approximately 25.84% of the capital stock of Liberman Broadcasting, Inc. (“LBI”) and has the right to appoint a member to the Board of Directors of LBI. Oaktree has exercised that right by appointing Mr. Bruce Karsh, one of five members of Oaktree Capital Group Holdings GP, LLC, Oaktree’s ultimate controlling entity, to LBI’s Board. LBI is the ultimate parent entity of the licensees/permittees of the broadcast stations listed below. At or prior to the consummation of the transactions contemplated by this application, Mr. Karsh will resign from his membership on LBI’s Board of Directors and Oaktree will relinquish its right to appoint a member to LBI’s Board of Directors. Because LBI is controlled by a single majority shareholder, when Mr. Karsh resigns and Oaktree relinquishes its right to appoint a member to LBI’s Board of Directors, Oaktree’s interests in LBI no longer will be attributable. The stations in which LBI holds an attributable interest are:

<b>Call Sign</b>	<b>Community of License</b>	<b>Facility ID</b>
KVNR(AM)	Santa Ana, CA	37223
KWIZ(FM)	Santa Ana, CA	37225
KBUA(FM)	San Fernando, CA	10097
KBUA-FM1	Valencia & Newhall, CA	10098
KHJ(AM)	Los Angeles, CA	37224
KBUE(FM)	Long Beach, CA	34386
KEBN(FM)	Garden Grove, CA	50513
KRQB(FM)	San Jacinto, CA	25809
KNTE-FM	El Campo, TX	36507

<b>Call Sign</b>	<b>Community of License</b>	<b>Facility ID</b>
KJOJ(AM)	Conroe, TX	20625
KJOJ-FM	Freeport, TX	69565
KQQK(FM)	Beaumont, TX	19087
KQUE(AM)	Houston, TX	65309
KTJM(FM)	Port Arthur, TX	20489
KXGJ(FM)	Bay City, TX	2131
KEYH(AM)	Houston, TX	2911
KZJL(TV)	Houston, TX	69531
KRCA(TV)	Riverside, CA	22161
KCRA1	Hesperia/ Pearblossom, CA	130271
KSDX-LP	San Diego, CA	22162
KSDX-LD	San Diego, CA	168576
KPNZ(TV)	Ogden, UT	77512
KVPA-LP	Phoenix, AZ	33773
WASA-LD	Port Jervis, NY	167320
KMPX(TV)	Decatur, TX	73701
KNOR(FM)	Krum, TX	36289
KTCY(FM)	Azle, TX	28122
KBOC(FM)	Bridgeport, TX	64694
KZZA(FM)	Muenster, TX	23017
KZMP(AM)	University Park, TX	63551
KZMP-FM	Pilot Point, TX	15854

LBI is the ultimate parent of the proposed assignee of KWHD(TV), Castle Rock, CO, Facility No. 37101 (*see* File No. BALCDT - 20100128AHE). This application has been granted but the transaction has not yet closed. LBI also is the ultimate parent of the proposed transferee of W40BY(TX), Palatine, IL, Facility No. 68043 (*see* File No. BALTTL - 20100222ABW).

Howard Marks, Manager, Member and Chairman of Oaktree, also is a member of the Board of Trustees of the University of Pennsylvania. The University of Pennsylvania is the licensee of the following noncommercial broadcast stations:

<b>Call Sign</b>	<b>Community of License</b>	<b>Facility ID</b>
WXPN(FM)	Philadelphia, PA	68229
WXPH(FM)	Middletown, PA	87834
W259AU(FX)	Harrisburg, PA	153367

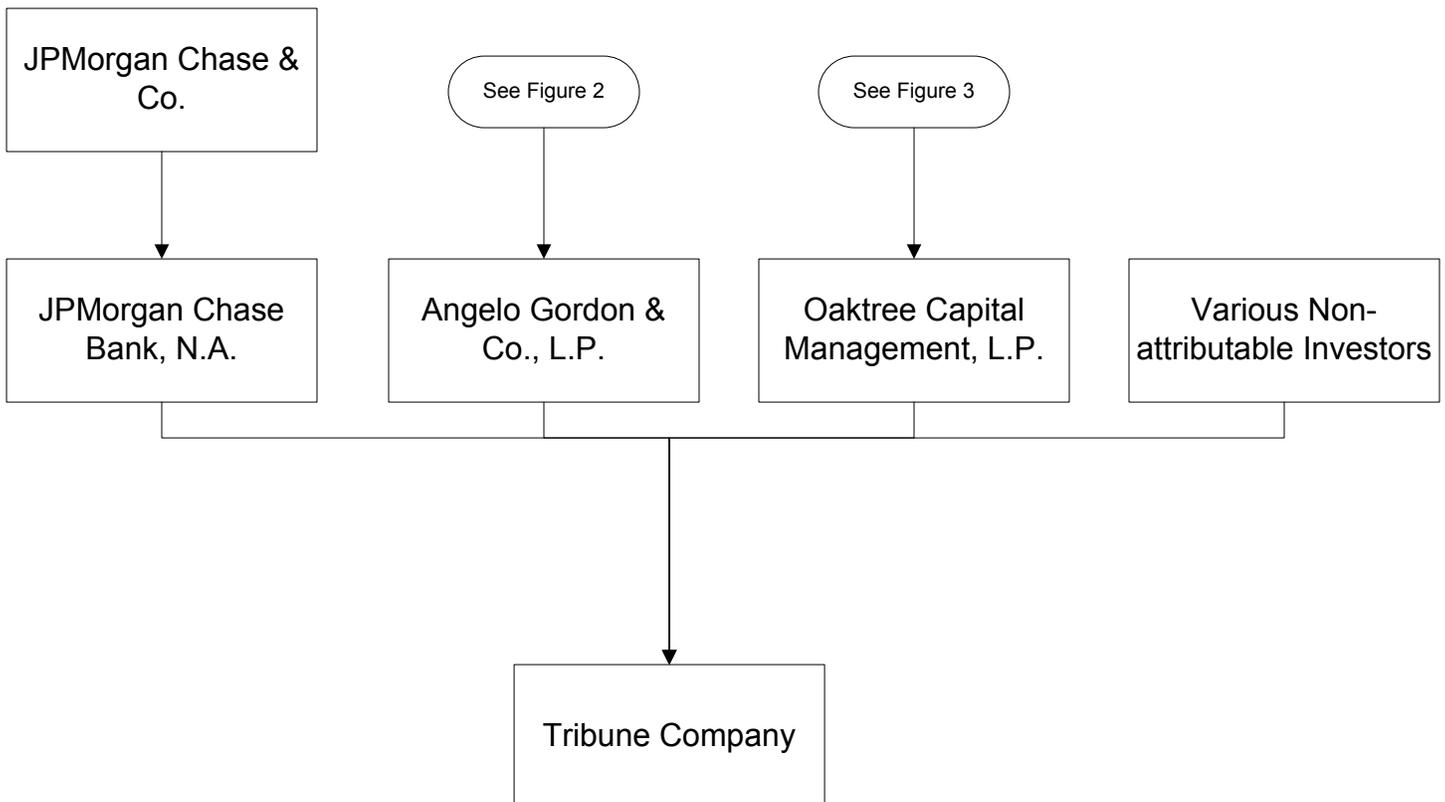
**ATTACHMENT F: REQUESTS FOR WAIVER OF THE COMMISSION'S  
OWNERSHIP RULES**

As described in Attachment D, Tribune, through its subsidiaries, holds seven media combinations in six markets pursuant to waivers previously granted by the Commission. The following is a list of the waivers sought by Tribune in connection with the Exit Applications, together with the Tribune broadcast license subsidiary (or subsidiaries) and broadcast station (or stations) for which the waiver is requested. A copy of each request, together with supporting documentation, is being filed with the Form 314 application for the station(s) to which it pertains and, in those instances in which the request pertains to more than one licensee subsidiary, the request is being submitted with each applicable subsidiary listed below:

1. WPIX, Inc.: Waiver of the Commission's newspaper/broadcast cross-ownership rule to own WPIX(TV) and an approximate 3% indirect equity interest in *Newsday*, Long Island, New York;
2. KTLA Inc.: Waiver of the newspaper/broadcast cross-ownership rule to own KTLA(TV) and the *Los Angeles Times* in Los Angeles, California;
3. Channel 39, Inc.: Waiver of the newspaper/broadcast cross-ownership rule to own WSFL-TV and the Ft. Lauderdale-based *Sun Sentinel* in Miami, Florida;
4. WGN Continental Broadcasting Company: Waiver of the newspaper/broadcast cross-ownership rule to own WGN, WGN-TV, and the *Chicago Tribune* in Chicago, Illinois;
5. WTXX Inc. (WCCT-TV (formerly WTXX(TV)) and Tribune Television Company (WTIC-TV): Waiver of the newspaper/broadcast cross-ownership rule to own WTIC-TV, WCCT-TV (formerly WTXX(TV)), and the *Hartford Courant* in Hartford, Connecticut;
6. WTXX Inc. (WCCT-TV (formerly WTXX(TV)) and Tribune Television Company (WTIC-TV): A "permanent" "failing station" waiver or a "failed station" waiver of the Commission's television local ownership or "duopoly" rule to own WTIC-TV and WCCT-TV (formerly WTXX(TV)) in Hartford, Connecticut; and
7. Tribune Broadcast Holdings, Inc. (WTTK(TV) and WTTV(TV)): Exemption from the Commission's "duopoly" rule to permit continued operation of WTTK(TV), a full-power television station licensed to Kokomo, Indiana, as a "satellite" rebroadcasting the programming of WTTV(TV), Bloomington, Indiana.

**ATTACHMENT G: DIAGRAM OF VERTICAL STRUCTURE OF  
REORGANIZED TRIBUNE**

Figure 1: Vertical Structure of Reorganized Tribune



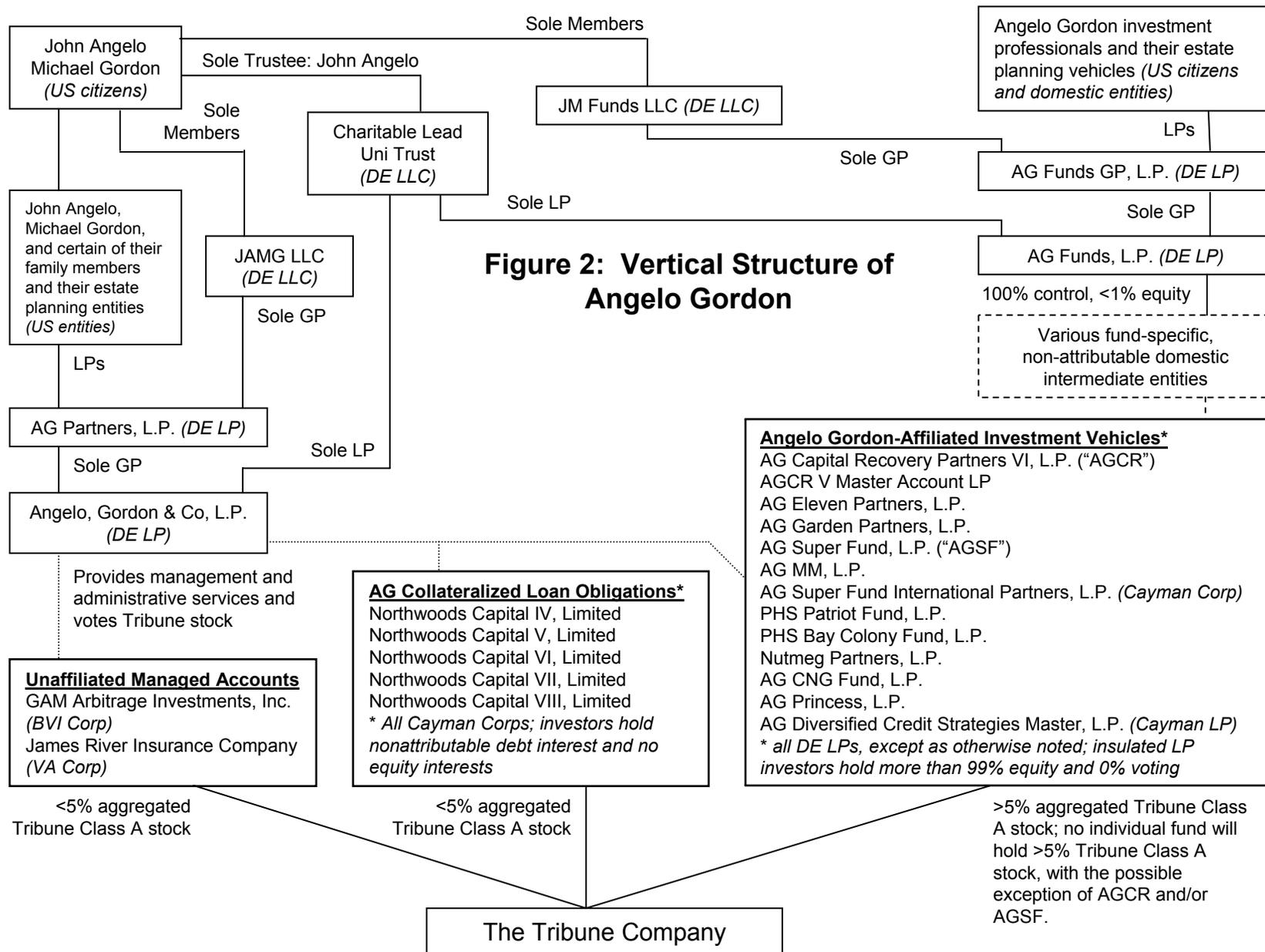
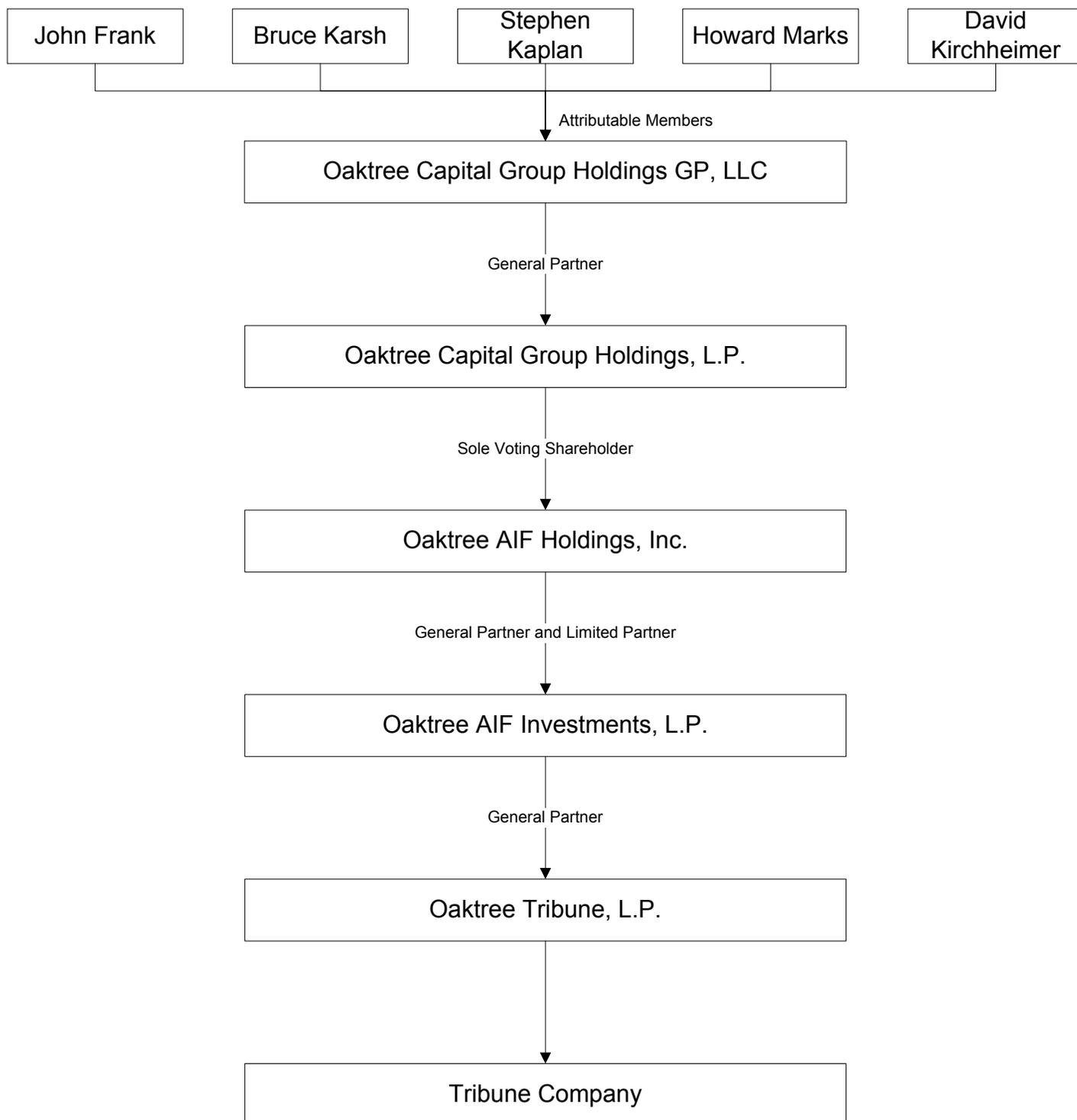


Figure 3: Vertical Structure of Oaktree Capital Management



**ATTACHMENT H: PLAN OF REORGANIZATION OF TRIBUNE COMPANY  
AND SUBSIDIARIES AND DISCLOSURE STATEMENT**

Copies of the Plan of Reorganization and the Disclosure Statement are included in the Form 314 application filed for WGN Continental Broadcasting Company, licensee of WGN(AM), and WGN-TV, Chicago, Illinois.