

COMPREHENSIVE EXHIBIT

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

Table of Contents

	Page
I. DESCRIPTION OF THE TRANSACTION	3
A. The Applicants	3
B. The Bankruptcy and Proposed Reorganization	4
C. Proposed FCC License Assignments	7
II. AGREEMENTS FOR THE PROPOSED ASSIGNMENTS	8
III. PARTIES TO THE APPLICATION.....	8
IV. REQUEST FOR “PERMIT-BUT-DISCLOSE” STATUS	9
V. COMPLIANCE WITH MEDIA OWNERSHIP RULES.....	10
VI. COMPLIANCE WITH FOREIGN OWNERSHIP AND CONTROL PROVISIONS	10
ATTACHMENT A: TRIBUNE BROADCAST INTERESTS AND LICENSEE SUBSIDIARIES	12
ATTACHMENT B: NON-BROADCAST LICENSES HELD BY TRIBUNE SUBSIDIARIES	17
ATTACHMENT C: PARTIES TO THE APPLICATION	24
1. SHAREHOLDERS OF REORGANIZED TRIBUNE.....	24
2. TRIBUNE BROADCAST STATION LICENSEES	25
3. TRIBUNE BROADCASTING COMPANY	27
4. TRIBUNE BROADCASTING HOLDCO, LLC	28
5. TRIBUNE COMPANY	28
6. JPMORGAN CHASE & CO.....	29
7. ANGELO, GORDON & CO., L.P.	34
8. OAKTREE TRIBUNE, L.P.	41
ATTACHMENT D: OTHER ATTRIBUTABLE INTERESTS OF TRIBUNE.....	45
ATTACHMENT E: OTHER ATTRIBUTABLE INTERESTS OF ASSIGNEES AND PARTIES TO THE APPLICATION.....	47
ATTACHMENT F: REQUESTS FOR WAIVER OF THE COMMISSION’S OWNERSHIP RULES	58
ATTACHMENT G: DIAGRAM -- STRUCTURE OF REORGANIZED TRIBUNE.....	60
ATTACHMENT H: DCL PLAN: PLAN OF REORGANIZATION OF TRIBUNE COMPANY AND SUBSIDIARIES	61
ATTACHMENT I: BROADCAST RESTRUCTURING CONSENTS.....	62

COMPREHENSIVE EXHIBIT

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

This application is one of several concurrently filed FCC Form 314 applications (the “Exit Applications”) seeking the Commission’s consent to implement a Plan of Reorganization for Tribune Company prepared by the Debtors, the Creditors Committee, and certain Lenders, as amended (the “DCL Plan”) by which Tribune Company, Debtor-in-Possession (“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”).¹ Specifically, as set forth in Attachment A, the Exit Applications seek Commission approval for the assignment of each of the licenses of Tribune from the Tribune debtor-in-possession licensee subsidiary identified for each license as the “Assignor” to the proposed licensee subsidiary of Reorganized Tribune identified for each license as the “Assignee.” Prior to the consummation of the Exit Applications, the Tribune assignor subsidiaries will have acquired the licenses to be assigned pursuant to an internal *pro forma* reorganization of Tribune’s subsidiaries pursuant to Commission consent.²

Tribune proposes, through the DCL Plan, to cancel certain existing debt and, in exchange, to provide certain of its creditors and/or their affiliates and/or designees with stock or warrants to acquire stock in Reorganized Tribune. Upon the company’s emergence from bankruptcy, virtually all of the stock of Reorganized Tribune will be distributed to these creditors and/or their affiliates and/or designees. Neither any single entity nor any group of commonly controlled entities will have a controlling interest.

This revised Comprehensive Exhibit amends the pending Exit Applications in the following principal respects:

1. **Restructuring Transactions:** Tribune is amending the Exit Applications to reflect the filing and grant of *pro forma* assignment and *pro forma* transfer of control applications on FCC Form 316 (the “Restructuring Applications”) for the assignment or transfer of certain of Tribune’s broadcast licenses from a current Tribune licensee subsidiary to a different Tribune licensee subsidiary (collectively the “Restructuring Transactions”). Specifically, the Exit Applications are amended to reflect the changes in the identity and ownership

¹ See Attachment A for a list of Tribune broadcast licensees for which Exit Applications on FCC Form 314 have been filed and are pending. In addition, applications to assign Tribune’s non-broadcast licenses were filed concurrently with the FCC Form 314 Exit Applications and are also pending. See Attachment B. Attachments A and B also reflect the changes in the Tribune licensee subsidiaries that would result from consummation of the Restructuring Transactions.

² Tribune filed Form 316 applications for the reorganization of Tribune’s broadcast licensee subsidiaries on June 15, 2012, following the filing of Exhibit 5.2 to the DCL Plan describing the Tribune internal restructuring transactions. Tribune made parallel filings for consent to the *pro forma* restructuring of its non-broadcast licenses.

of the Tribune licensee subsidiaries that will be the assignees under the Exit Applications as a result of the consummation of the transactions proposed in the Restructuring Applications. The Restructuring Applications as filed and granted involved certain minor changes from the summary of the proposed Restructuring Applications included in Tribune's March 2012 amendment.³

2. **Ownership Information:** This amended comprehensive exhibit also provides an updated response to Section III, Questions Nos. 4 and 5 of FCC Form 314 that supersedes the March 2012 version and the May 2012 supplement and supplies additional information regarding (a) the media interests of Oaktree Capital Group Holdings GP, LLC, and (b) the structure in which JPMorgan Chase & Co. plans to hold its proposed interest in Tribune Company.
3. **Amended DCL Plan:** This amendment also provides a copy of the amended version of the Fourth Amended Plan of Reorganization (the "DCL Plan") as filed with the Bankruptcy Court on June 18, 2012.

The features of the DCL Plan that relate to the Commission's processing of the Exit Applications and grant of the Commission's consent for Tribune to emerge from bankruptcy are fundamentally unchanged from the description of Tribune's plan of reorganization described in the Exit Applications as initially filed. Specifically, the DCL Plan, like the initial Plan, continues to propose the use of New Warrants to address any issue that might arise under the foreign ownership rules and the use of Class B Stock with limited voting rights to address any issue that might arise under the Commission's media ownership rules. The differences between the DCL Plan and the initially filed plan of reorganization relate principally to provisions for the treatment of litigation matters and the allocation of certain distributions among creditors that are unrelated to the Commission's review of the Exit Applications.

The amended ownership information submitted with this amendment does not change in any significant respect the proposed ownership structure set forth in the Exit Applications as initially filed. JPMorgan Chase & Co. ("JPMC"),⁴ Angelo, Gordon & Co. L.P. ("Angelo Gordon"), and Oaktree Tribune, L.P. ("Oaktree") each will have an attributable ownership interest in Reorganized Tribune, either directly or through one or more subsidiaries and/or affiliates, consisting of a five percent or greater voting stock interest. These three attributable shareholders will have voting stock interests of

³ The identity of certain of the Tribune subsidiaries that are party to pending waiver requests included in the Exit Applications will change as a result of the consummation of the Restructuring Applications. All such entities, however, will remain wholly owned and controlled indirect subsidiaries of Tribune. Changes in the waiver parties resulting from the consummation of the Exit Applications are set forth in Attachment F hereto.

⁴ As used herein, the term "JPMorgan" will be used to refer to JPMC, as well as JPMorgan Chase Bank, N.A. ("JPMB") and certain other subsidiaries of JPMC. The manner in which JPMorgan will hold its interest in Reorganized Tribune is described in Attachment C, Section 6 of this Comprehensive Exhibit.

approximately 8%, 10%, and 23%%, respectively.⁵ The remaining approximately 59% of the voting rights in Reorganized Tribune will be widely distributed among a large group of shareholders, none of which will hold an attributable interest in Reorganized Tribune.⁶

The Restructuring Transactions will be consummated following the Commission's grant of the Exit Applications, but prior to Tribune's emergence from bankruptcy.⁷ Because the Restructuring Transactions are *pro forma* in nature, the amendment to reflect the new Tribune assignors and assignees under the Exit Applications does not materially alter the nature of the reorganization as proposed in the Exit Applications. *See* Section I(C) and Attachment A hereto; *see also* Attachment G (revised organizational chart for the broadcast licensee subsidiaries of Reorganized Tribune, reflecting the changes that will be proposed in the Restructuring Transactions).

The Exit Applications as initially filed fully demonstrated that Tribune is entitled to the requested media ownership waivers under any of the alternative waiver standards that the Commission might apply to this transaction. Subsequent amendments have provided updated factual details reflecting operational changes since the initial filing of the Exit Applications and confirming that grant of the requested media ownership waivers will serve the public interest.

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.⁸ The company currently owns and operates 23 full-service commercial television

⁵ As explained below, the percentages set forth herein are based on certain assumptions, and the exact ownership percentages of Reorganized Tribune's voting stock that individual entities will hold cannot be determined until Reorganized Tribune emerges from bankruptcy. *See* Attachment C, Section 1, of this Comprehensive Exhibit.

⁶ As explained below, creditors who did not submit a media ownership certification cannot receive an attributable ownership interest in Tribune at emergence unless they can demonstrate compliance with the media ownership rules or are disclosed as parties to the Exit Applications.

⁷ In the Exit Applications as initially filed, Tribune noted that its plan of reorganization would provide for transactions to change the organizational structure of its subsidiaries and stated that, if Tribune should determine to enter into such transactions while the Exit Applications are pending, it would 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.

Certain of the Restructuring Transactions relating solely to non-broadcast authorizations may be consummated pursuant to Wireless Bureau conditional authority prior to the issuance of consent to the Exit Applications to facilitate state processes in connection with the implementation of those Restructuring Transactions.

⁸ 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

stations, including WGN-TV, Chicago, and WPIX(TV), New York, both of which Tribune put on the air in 1948, as well as one full-power satellite station.⁹

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 Morning Call* (Allentown, Pennsylvania), and the *Daily Press* (Newport News, Virginia). 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 an approximate 3% indirect equity interest in the parent company of the publisher of *Newsday*.

B. The Bankruptcy and Proposed Reorganization

The downturn in the newspaper publishing and broadcasting industries in the two years preceding the filing of the Exit Applications had an adverse impact on Tribune. Like many of its newspaper and broadcasting peers, Tribune experienced a severe decline in advertising revenues during the 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 Bankruptcy Court, seeking to reorganize under Chapter 11 of the Bankruptcy Code. *See In re Tribune Company et al.*, Case No. 08-13141 (Chapter 11) (Bankr. 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.¹⁰ On January 8, 2009, the Commission granted the involuntary *pro forma*

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).

⁹ WTTK(TV), Kokomo, Indiana, is operated as a satellite station of WTTV(TV), Bloomington, Indiana.

¹⁰ 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.: KZJO(TV) (formerly 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-

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 a plan of reorganization to the Bankruptcy Court and submitted the Exit Applications to the Commission on April 28, 2010, with respect to such plan. On October 22, 2010, Tribune, The Official Committee of Unsecured Creditors, certain investment funds and accounts managed by Oaktree Capital Management, L.P. and/or its affiliates ("Oaktree"); Angelo, Gordon & Co., L.P. and/or its affiliates ("Angelo Gordon"); and JPMorgan Chase Bank, N.A., filed a successor Joint Plan of Reorganization with the Bankruptcy Court, referred to as the "DCL Plan," which was subsequently amended. In 2010, other creditors of Tribune filed competing plans of reorganization, as permitted under the Bankruptcy Code. The Bankruptcy Court approved various disclosure statements with respect to such competing plans, approved the process by which creditors could vote to accept or reject such competing plans, scheduled and held confirmation hearings, and scheduled and received pre-hearing and post-hearing briefing.

On October 31, 2011, the Bankruptcy Court issued an order by which it declined to confirm either of the plans of reorganization then pending before it, but identified specific provisions of the DCL Plan that, if amended, would make the DCL Plan confirmable. Tribune and its co-proponents amended the DCL Plan to address the concerns expressed in the Bankruptcy Court's Order dated October 31, 2011, and moved for the Bankruptcy Court to authorize the re-solicitation of votes from certain classes of Tribune's creditors as to certain of the Tribune Debtors so as to permit the DCL Plan to move forward toward confirmation. The proponents of the competing plan of reorganization did not submit amendments or modifications to their plan. The Bankruptcy Court announced a schedule for the resolution of the remaining bankruptcy issues and the solicitation of votes on the confirmation of the DCL Plan and held a confirmation hearing on June 7-8, 2012. The DCL Plan was amended most recently on June 18, 2012. The parties to the proceeding now anticipate that the Bankruptcy Court will issue an opinion on the DCL Plan during the month of July.

20081217ADP; K20ES, Pendleton, etc., OR, BALTTL-20081217ADQ; K20ES, Pendleton, etc., OR, BALTTL-20081217ADQ; K24DX, Pendleton, etc., OR, BALTT-20081217ADR; KRCW-LP, Portland, OR, 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; WCCT, Inc. (formerly WTXX Inc.): WCCT-TV (formerly WTXX(TV)), Waterbury, CT, BALCT-20081217AFE.

Changes between the plan of reorganization initially submitted to the Commission on April 28, 2010 with the Exit Applications, and the amended DCL Plan relate principally to provisions on the treatment of litigation matters and the allocation of certain distributions among creditors that are unrelated to the Exit Applications. Plan provisions relating to the Exit Applications, such as the issuance and distribution of New Class A Common Stock, New Class B Common Stock and New Warrants to creditors, and the procedures relating to Media Ownership Certification and Foreign Ownership Certification, remain essentially unchanged. Pursuant to the DCL Plan, the Tribune Debtors will emerge from bankruptcy on the date that the Plan becomes effective (the “Effective Date”). The necessary approvals of the FCC, including the Form 316 approval of the Restructuring Applications and approval of the Exit Applications, are conditions to the DCL Plan’s becoming effective. Under the DCL Plan, the Restructuring Transactions pertaining to Tribune’s broadcast licensee subsidiaries are to be consummated following receipt of Commission approval of both the Restructuring Applications and the Exit Applications.¹¹

On the Effective Date, which will occur following the consummation of the Restructuring Transactions, 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 and/or their affiliates and/or designees at the time of emergence.¹² No single entity or group of affiliated entities 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”).¹³ Also, as explained in Section V, Reorganized Tribune will issue warrants to acquire New Common Stock to certain entities if necessary to ensure compliance with the Commission’s foreign ownership limitations. The DCL Plan

¹¹ Pursuant to Wireless Bureau authorization, Tribune plans to consummate prior to the approval of the Exit Applications a limited number of Restructuring Transactions that involve only non-broadcast authorizations.

¹² A small amount (up to 5%) of New Common Stock may be reserved for issuance after the Effective Date to Tribune’s directors, officers and employees in connection with a new equity incentive plan. In addition, a limited number of unsecured creditors that elected to receive New Common Stock will not receive their distributions until after their claims are “allowed,” which may occur after the Effective Date.

¹³ 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 in and limited by the Certificate of Incorporation of Reorganized Tribune and the Bylaws of Reorganized Tribune.

also provides that the board of directors of Reorganized Tribune will determine when after the Effective Date to list the New Class A Common Stock for trading on either the New York Stock Exchange or NASDAQ stock market.¹⁴

As of the Effective Date, the Board of Directors of Reorganized Tribune will have seven members.¹⁵ 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, other than Reorganized Tribune's chief executive officer (if he or she serves on the board) will serve either a one, two or three year term (as described in the Plan and Reorganized Tribune's Certificate of Incorporation) and will be subject to re-election based on a shareholder vote pursuant to the terms of Reorganized Tribune's Certificate of Incorporation, Bylaws, and applicable law.

C. Proposed FCC License Assignments

The applicants seek Commission consent to assign each of their broadcast licenses **from** the then-current licensee operating as a debtor-in-possession after consummation of the Restructuring Transactions **to** the same licensee, as reorganized pursuant to the Chapter 11 process.¹⁶ Attachment A hereto lists the specific assignments for which authority is requested and the corresponding licenses and/or permits held by each Tribune licensee subsidiary. The amended listing in Attachment A reflects that the transactions proposed in the Restructuring Applications will be consummated prior to the consummation of the Exit Applications.

Certain of the Tribune broadcast licensee subsidiaries subject to the Exit Applications have applications pending before the Commission for renewal of license. This statement is submitted in furtherance of the Commission's policy permitting processing of multi-station transfer of control applications that involve a subset of stations with pending renewal applications where (1) no basic qualifications issues against the transferor and transferee were raised or, if raised, were resolved favorably, and (2) the transferee explicitly assents to standing in the stead of the transferor in any renewal proceeding that is pending at the time of consummation of the transfer of control. To the extent the Commission may consider that policy relevant to a reorganization in bankruptcy, the assignee licensee subsidiaries of Reorganized Tribune under the Exit Applications hereby agree to succeed to the position of the respective Tribune assignor

¹⁴ If the New Class A Common Stock is not listed within twelve months after the Effective Date of the DCL Plan, any of Angelo Gordon, JPMorgan and Oaktree holding at least 5% of the outstanding New Class A Common Stock at the time may exercise its right to demand registration in accordance with the terms of a Registration Rights Agreement.

¹⁵ Pursuant to the DCL Plan, Angelo Gordon and JPMorgan each will designate one member of the initial board who will serve for a three-year term; Oaktree will designate two members of the initial board, one of whom will serve for a three-year term and the other for a two-year term. In addition, Oaktree, Angelo Gordon, and JPMorgan jointly will designate two members of the initial board by majority consent, both of whom will serve for one-year terms. The Chief Executive Officer of Tribune will be the seventh member of the board, assuming that his or her employment agreement so provides.

¹⁶ See Note 2, *supra*.

(debtor-in-possession) licensee subsidiaries in any renewal applications pending as of the consummation of the transactions described in the Exit Applications, consistent with the procedures set forth in *Shareholders of CBS Corporation*, 16 FCC Rcd 16072, 16072-73, ¶ 3 (2001) (“The Commission repeatedly has held that, in multi-station transactions, it will grant the transfer of control application while the renewal application is pending as long as there are no basic qualification issues pending against the transferor or transferee that could not be resolved in the context of the transfer proceeding, and the transferee explicitly assents to standing in the stead of the transferor in the pending renewal proceeding.”).

II. AGREEMENTS FOR THE PROPOSED ASSIGNMENTS

A copy of the DCL Plan, as amended and as submitted to the Bankruptcy Court on June 18, 2012, is being filed as Attachment H to the Exit Application for WGN Continental Broadcasting Company, licensee of WGN(AM) and WGN-TV, Chicago, Illinois, and is being incorporated herein by reference. This filing, together with the confirmation order of the Bankruptcy Court when it is issued, will contain or describe the principal operative documents for Tribune’s emergence from bankruptcy. Emergence from bankruptcy will involve a large number of transaction documents, including notices, agreements, state and federal filings, and other documents related to creditor claims and other aspects of the Plan that are unrelated to the Commission’s concerns. The documents relating to the bankruptcy proceeding generally are available to the public through the Bankruptcy Court.¹⁷

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 discussed above, JPMorgan, Angelo Gordon, and Oaktree each will own, directly or through subsidiaries and/or affiliates, 5% or more of the New Class A Common Stock and, accordingly, will be deemed to hold attributable interests in Reorganized Tribune. The DCL Plan provides for the issuance of non-attributable Class B stock to ensure that only entities that submitted media ownership certifications by the deadline set by the Bankruptcy Court and that are disclosed as parties in the Exit Applications receive 5% or more of the New Class A Common Stock at emergence. Aside from JPMorgan, Angelo Gordon, and Oaktree, no entities submitted media ownership certifications by that deadline. Accordingly, no other entity is entitled to receive an attributable interest in Reorganized Tribune. Attachments C, D, and E hereto

¹⁷ See *LUI, 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 June 28, 2012). The website is not, however, the website of the United States Bankruptcy Court and does not purport to contain 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>.

provide detailed information on the ownership and any other media interests of JPMorgan, Angelo Gordon, and Oaktree.

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.¹⁸ 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.¹⁹ Accordingly, 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 not cognizable under the Commission's media ownership attribution rules.

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

The Commission previously has accorded these proceedings "permit-but-disclose" status under the Commission's *ex parte* rules. *See* 47 C.F.R. § 1.1200 *et seq.* Accordingly, the permit-but-disclose *ex parte* procedures applicable to non-restricted

¹⁸ Specifically, the Certificate of Incorporation of Reorganized Tribune 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.

¹⁹ *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 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.").

proceedings under the Commission's rules govern its consideration of the Exit Applications. *See* 47 C.F.R. § 1.1206.

V. COMPLIANCE WITH MEDIA OWNERSHIP RULES

Attachment A and Attachment D describe Tribune's attributable broadcast interests. As explained in Attachment D, Tribune, through its subsidiaries, currently holds seven media combinations in six markets pursuant to waivers previously granted by the Commission, including (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. Attachment F lists and describes the waivers sought by Tribune, together with the Tribune broadcast licensee subsidiary (or subsidiaries) and broadcast station (or stations) for which each waiver is requested. Grant of the waivers would permit Reorganized Tribune to retain those combinations upon emergence from bankruptcy and consummation of the transactions described in the Exit Applications. Attachment F has been updated to reflect the changes in Tribune licensee subsidiaries that would result from the consummation of the Restructuring Transactions.

Attachment C describes the parties to the Exhibit Applications, including the proposed attributable shareholders of Reorganized Tribune. Attachment E describes any attributable media interests of the proposed shareholders of Reorganized Tribune: JPMorgan, Angelo Gordon, and Oaktree, as well as other attributable interests of Tribune, its officers and directors, and the officers and directors of its subsidiaries. As shown by Attachment E, the consummation of the Exit Applications will comport with the Commission's media ownership rules, assuming receipt of the requested waivers.

VI. COMPLIANCE WITH FOREIGN OWNERSHIP AND CONTROL PROVISIONS

The applicants are implementing 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 DCL Plan, each Claim Holder eligible to receive stock in Reorganized Tribune 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.²⁰ 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 eligible to receive stock in Reorganized Tribune were to receive their interests wholly in the form of New Common Stock.

²⁰ 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. A category of claimants (*e.g.* "Other Parent Claimants") may be deemed foreign owned without the submission of a foreign ownership certification, with any New Common Stock received by such claimants being treated as entirely foreign owned and controlled in assessing compliance.

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 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.²¹ 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, 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 would not violate the Communications Act or Commission rules or policies. Second, Reorganized Tribune’s 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.

²¹ 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).

**ATTACHMENT A: BROADCAST LICENSES HELD BY TRIBUNE
 SUBSIDIARIES**

Present Licensee	Assignee/ Transferee under Restructuring Applications	Call Sign and FCC ID	Community of License	Description of the Restructuring Transaction for the Authorization
Tribune Television Northwest, Inc., Debtor-in-Possession (<i>Assignor</i>)	Tribune Broadcasting Seattle, LLC, Debtor-in-Possession (<i>Assignee</i>)	KCPQ(TV) (33894)	Tacoma, WA	Assignor will convert into Tribune Broadcasting Seattle, LLC, a wholly owned subsidiary of Tribune Broadcasting Company, LLC.
		K25CG-D ²² (33898)	Aberdeen, WA	
		K42CM-D ²³ (33895)	Centralia/ Chehalis, WA	
		K07ZC-D ²⁴ [formerly K54DX] (33896)	Ellensburg-Kittitas, WA	
		K28KJ-D ²⁵ [formerly K64ES] (33899)	Chelan, WA	
Channel 40, Inc., Debtor-in-Possession (<i>Assignor</i>)	KXTL, LLC, Debtor-in-Possession (<i>Assignee</i>)	KTXL(TV) (10205)	Sacramento, CA	Assignor will merge with and into KTXL, LLC, a wholly owned subsidiary of Tribune Broadcasting Company, LLC.
KIAH Inc., Debtor-in-Possession (<i>Assignor</i>)	KIAH, LLC, Debtor-in-Possession (<i>Assignee</i>)	KIAH(TV) (23394)	Houston, TX	Assignor will convert into KIAH, LLC, a wholly owned subsidiary of Tribune Broadcasting Company, LLC.
KSWB Inc., Debtor-in-Possession (<i>Assignor</i>)	KSWB, LLC, Debtor-in-Possession (<i>Assignee</i>)	KSWB-TV (58827)	San Diego, CA	Assignor will merge with and into KSWB, LLC, a wholly owned subsidiary of Tribune Broadcasting Company, LLC.
KTLA Inc., Debtor-in-Possession (<i>Assignor</i>)	KTLA, LLC, Debtor-in-Possession (<i>Assignee</i>)	KTLA(TV) (35670)	Los Angeles, CA	Assignor will merge with and into KTLA, LLC, a wholly owned subsidiary of Tribune Broadcasting Company, LLC.

²² Call sign change reflecting digital conversion.

²³ Call sign change reflecting digital conversion.

²⁴ Call sign change reflecting digital conversion.

²⁵ Call sign change reflecting digital conversion.

Present Licensee	Assignee/ Transferee under Restructuring Applications	Call Sign and FCC ID	Community of License	Description of the Restructuring Transaction for the Authorization
Tribune Television Holdings, Inc., Debtor-in-Possession (<i>Assignor</i>)	Tribune Broadcasting Seattle, LLC, Debtor-in-Possession (<i>Assignee</i>)	KZJO(TV) (formerly KMYQ(TV)) (69571)	Seattle, WA	The licenses for KZJO(TV) will be assigned to Tribune Broadcasting Seattle, LLC, a wholly owned subsidiary of Tribune Broadcasting Company, LLC.
		K25CH-D ²⁶ (69575)	North Bend, WA	
		K29ED-D ²⁷ (69574)	Everett, WA	
Tribune Television Holdings, Inc., Debtor-in-Possession (<i>Assignor</i>)	WXMI, LLC, Debtor-in-Possession (<i>Assignee</i>)	WXMI(TV) (68433)	Grand Rapids, MI	The licenses for WXMI(TV) will be assigned to WXMI, LLC, a wholly owned subsidiary of Tribune Broadcasting Company, LLC.
		W42CB-D ²⁸ (64440)	Hesperia, MI	
		W17DF-D ²⁹ (formerly W52DB) (64442)	Muskegon, MI	
Tribune Television Company, Debtor-in-Possession (<i>Assignor</i>)	KDAF, LLC, Debtor-in-Possession (<i>Assignee</i>)	KDAF(TV) (22201)	Dallas, TX	The licenses for KDAF(TV) will be assigned to KDAF, LLC, a wholly owned subsidiary of Tribune Broadcasting Company, LLC.
Tribune Television Company, Debtor-in-Possession (<i>Assignor</i>)	Tribune Broadcasting Hartford, LLC, Debtor-in-Possession (<i>Assignee</i>)	WTIC-TV (147)	Hartford, CT	The licenses for WTIC-TV will be assigned to Tribune Broadcasting Hartford, LLC, a wholly owned subsidiary of Tribune Broadcasting Company, LLC.
Tribune Television Company, Debtor-in-Possession (<i>Assignor</i>)	WPMT, LLC, Debtor-in-Possession (<i>Assignee</i>)	WPMT(TV) (10213)	York, PA	The licenses for WPMT(TV) will be assigned to WPMT, LLC, a wholly owned subsidiary of Tribune Broadcasting Company, LLC.

²⁶ Call sign change reflecting digital conversion.

²⁷ Call sign change reflecting digital conversion.

²⁸ Call sign change reflecting digital conversion.

²⁹ Call sign change reflecting digital conversion.

Present Licensee	Assignee/ Transferee under Restructuring Applications	Call Sign and FCC ID	Community of License	Description of the Restructuring Transaction for the Authorization
Tribune Television Company, Debtor-in-Possession (<i>Assignor</i>)	WPHL, LLC, Debtor-in-Possession (<i>Assignee</i>)	WPHL-TV (73879)	Philadelphia, PA	The licenses for WPHL-TV will be assigned to WPHL, LLC, a wholly owned subsidiary of Tribune Broadcasting Company, LLC.
Tribune Television Company, Debtor-in-Possession (<i>Assignor</i>)	Tribune Broadcasting Indianapolis, LLC, Debtor-in-Possession (<i>Assignee</i>)	WXIN(TV) (146)	Indianapolis, IN	The licenses for WXIN(TV) will be assigned to Tribune Broadcasting Indianapolis, LLC, a wholly owned subsidiary of Tribune Broadcasting Company, LLC.
Tribune Broadcast Holdings, Inc., Debtor-in-Possession (<i>Assignor</i>)	KRCW, LLC, Debtor-in-Possession (<i>Assignee</i>)	KRCW-TV (10192)	Salem, OR	The licenses for KRCW-TV will be assigned to KRCW, LLC, a wholly owned subsidiary of Tribune Broadcasting Company, LLC.
		[K13ZE] ³⁰ (129666)]	Prineville, OR	
		K20ES (12671)	Pendleton, etc., OR	
		K24DX (12678)	Pendleton, etc., OR	
		KRCW-LP (35151)	Portland, OR	
Tribune Broadcast Holdings, Inc., Debtor-in-Possession (<i>Assignor</i>)	Tribune Broadcasting Indianapolis, LLC, Debtor-in-Possession (<i>Assignee</i>)	WTTV(TV) (56523)	Bloomington, IN	The licenses for WTTV(TV) and WTTK(TV) will be assigned to Tribune Broadcasting Indianapolis, LLC, a wholly owned subsidiary of Tribune Broadcasting Company, LLC.
		WTTK(TV) ³¹ (56526)	Kokomo, IN	
WGN Continental Broadcasting Company, Debtor-in-Possession (<i>Assignor</i>)	WGN Continental Broadcasting Company, LLC, Debtor-in-Possession (<i>Assignee</i>)	WGN(AM) (72114)	Chicago, IL	Assignor will convert into WGN Continental Broadcasting Company, LLC, a wholly owned subsidiary of Tribune Broadcasting Company, LLC.
		WGN-TV (72115)	Chicago, IL	

³⁰ Construction permit surrendered for cancellation on August 8, 2011.

³¹ Tribune Broadcast Holdings, Inc. operates WTTK(TV), Kokomo, Indiana, as a satellite of WTTV(TV), Bloomington, Indiana. *See Shareholders of Tribune Co.*, 22 FCC Rcd at 21284-21286.

Present Licensee	Assignee/ Transferee under Restructuring Applications	Call Sign and FCC ID	Community of License	Description of the Restructuring Transaction for the Authorization
Channel 39, Inc., Debtor-in-Possession (<i>Assignor</i>)	WSFL, LLC, Debtor-in-Possession (<i>Assignee</i>)	WSFL-TV (10203)	Miami, FL	Assignor will convert into WSFL, LLC, a wholly owned subsidiary of Tribune Broadcasting Company, LLC.
KWGN Inc., Debtor-in-Possession (<i>Assignor</i>)	KWGN, LLC, Debtor-in-Possession (<i>Assignee</i>)	KWGN-TV (35883)	Denver, CO	Assignor will convert into KWGN, LLC, a wholly owned subsidiary of Tribune Broadcasting Company, LLC.
Tribune Television New Orleans, Inc., Debtor-in-Possession (<i>Licensee</i>), a subsidiary of Tribune Broadcasting Company (<i>Transferor</i>)	Tribune Broadcasting Company, LLC, Debtor-in-Possession (<i>Transferee</i>)	WGNO(TV) (72119)	New Orleans, LA	Tribune Broadcasting Company, which owns all of the issued and outstanding stock of Tribune Television New Orleans, Inc., will be converted into a Delaware limited liability company, Tribune Broadcasting Company, LLC, which will be a wholly owned subsidiary of Tribune Company.
		WNOL-TV (54280)	New Orleans, LA	
WPIX, Inc., Debtor-in-Possession (<i>Assignor</i>)	WPIX, LLC, Debtor-in-Possession (<i>Assignee</i>)	WPIX(TV) (73881)	New York, NY	Assignor will convert into WPIX, LLC, a wholly owned subsidiary of Tribune Broadcasting Company, LLC.
WDCW Broadcasting, Inc., Debtor-in-Possession (<i>Assignor</i>)	WDCW, LLC, Debtor-in-Possession (<i>Assignee</i>)	WDCW(TV) (30576)	Washington, DC	Assignor will convert into WDCW, LLC, a wholly owned subsidiary of Tribune Broadcasting Company, LLC.
		[W51CY (64680)] ³²	Chambersburg, PA	
WCCT, Inc., Debtor-in-Possession (formerly named WTXX Inc.) (<i>Assignor</i>)	Tribune Broadcasting Hartford, LLC, Debtor-in-Possession (<i>Assignee</i>)	WCCT-TV (formerly WTXX(TV) (14050)	Waterbury, CT	Assignor will convert into Tribune Broadcasting Hartford, LLC, a wholly owned subsidiary of Tribune Broadcasting Company, LLC.

³² Authorization surrendered for cancellation on August 12, 2011.

Present Licensee	Assignee/ Transferee under Restructuring Applications	Call Sign and FCC ID	Community of License	Description of the Restructuring Transaction for the Authorization
KPLR, Inc., Debtor-in-Possession (<i>Licensee</i>), a subsidiary of Tribune Broadcasting Company (<i>Transferor</i>)	Tribune Broadcasting Company, LLC, Debtor-in-Possession, (<i>Transferee</i>)	KPLR-TV (35417)	St. Louis, MO	Tribune Broadcasting Company, which owns all of the issued and outstanding stock of KPLR, Inc., will be converted into a Delaware limited liability company, Tribune Broadcasting Company, LLC, which will be a wholly owned subsidiary of Tribune Company.

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

Current Licensee	Assignee or Transferee under Restructuring Applications	Call Sign	Description of the Restructuring Transaction for the Authorization
Channel 39, Inc., Debtor-in-Possession (Assignor)	WSFL, LLC, Debtor-in-Possession (Assignee)	[E090016] ³³	Assignor will convert into WSFL, LLC, a wholly owned subsidiary of Tribune Broadcasting Company, LLC, a wholly owned subsidiary of Tribune Company.
		E5159	
Channel 40, Inc., Debtor-in-Possession (Assignor)	KXTL, LLC, Debtor-in-Possession (Assignee)	WNEU600	Assignor will merge with and into KXTL, LLC, a wholly owned subsidiary of Tribune Broadcasting Company, LLC, a wholly owned subsidiary of Tribune Company.
		WNEU601	
		E070263	
		KG62	
Chicago Tribune Company, Debtor-in-Possession (Assignor)	Chicago Tribune Company, LLC, Debtor-in-Possession (Assignee)	WQP427	Assignor will merge with and into Chicago Tribune Company, LLC, a wholly owned subsidiary of Tribune Publishing Company, LLC, a wholly owned subsidiary of Tribune Company.
Chicagoland Microwave Licensee, Inc., Debtor-in-Possession (Assignor)	Chicagoland Television News, LLC, Debtor-in-Possession. (Assignee)	WNTQ776	Assignor will merge with and into Chicagoland Television News, Inc., which will then convert into Chicagoland Television News, LLC, a wholly owned subsidiary of Tribune Broadcasting Company, LLC, a wholly owned subsidiary of Tribune Company.
		WOF49	
		E040146	
		KB60125	
		[WLY387] ³⁴	
[WLY388] ³⁵			

³³ License assigned to and now held by WGN Continental Broadcasting Company, Debtor-in-Possession.

³⁴ Surrendered for cancellation on August 12, 2011.

³⁵ Surrendered for cancellation on August 12, 2011.

Current Licensee	Assignee or Transferee under Restructuring Applications	Call Sign	Description of the Restructuring Transaction for the Authorization
The Hartford Courant Company, Debtor-in-Possession (<i>Assignor</i>)	The Hartford Courant Company, LLC, Debtor-in-Possession (<i>Assignee</i>)	WQDX448	Assignor will merge with and into The Hartford Courant Company, LLC, a wholly owned subsidiary of Tribune Publishing Company, LLC, a wholly owned subsidiary of Tribune Company.
KIAH Inc., Debtor-in-Possession (<i>Assignor</i>)	KIAH, LLC, Debtor-in-Possession (<i>Assignee</i>)	WNSZ973	Assignor will convert into KIAH, LLC, a wholly owned subsidiary of Tribune Broadcasting Company, a wholly owned subsidiary of Tribune Company.
		E000330	
<i>Licensee:</i> KPLR, Inc., Debtor-in-Possession <i>Transferor:</i> Tribune Broadcasting Company	<i>Transferee:</i> Tribune Broadcasting Company, LLC, Debtor-in-Possession. <i>Licensee remains:</i> KPLR, Inc., Debtor-in-Possession	WPWC614	Tribune Broadcasting Company, which owns all of the issued and outstanding stock of KPLR, Inc., will be converted into a Delaware limited liability company, Tribune Broadcasting Company, LLC, which will be a wholly owned subsidiary of Tribune Company.
		WPWC616	
		WPWC859	
KSWB Inc., Debtor-in-Possession (<i>Assignor</i>)	KSWB, LLC, Debtor-in-Possession (<i>Assignee</i>)	E080179	Assignor will merge with and into KSWB, LLC, a wholly owned subsidiary of Tribune Broadcasting Company, LLC, a wholly owned subsidiary of Tribune Company.

Current Licensee	Assignee or Transferee under Restructuring Applications	Call Sign	Description of the Restructuring Transaction for the Authorization
KTLA Inc., Debtor-in-Possession (<i>Assignor</i>)	KTLA, LLC, Debtor-in-Possession (<i>Assignee</i>)	KA69871	Assignor will merge with and into KTLA, LLC, a wholly owned subsidiary of Tribune Broadcasting Company, LLC, a wholly owned subsidiary of Tribune Company.
		WPQT713	
		WPQT714	
		WPYW951	
		WPZF492	
		WPZV880	
		WQHV526	
		E010013	
		E040245	
		E870836	
		E110041 ³⁶	
		WQPM428 ³⁷	
		WQPK694 ³⁸	
KWGN Inc., Debtor-in-Possession (<i>Assignor</i>)	KWGN, LLC, Debtor-in-Possession (<i>Assignee</i>)	KNGW910	Assignee will convert into KWGN, LLC, a wholly owned subsidiary of Tribune Broadcasting Company, LLC, a wholly owned subsidiary of Tribune Company.
		WNTY263	
		WNTZ340	
		WPTJ722	
		WPXF213	
		E020240	
<i>Licensee:</i> Los Angeles Times Communications LLC, Debtor-in-Possession <i>Transferor:</i> Tribune Company, Debtor-in-Possession	<i>Transferee:</i> Tribune Publishing Company, LLC, Debtor-in-Possession <i>Licensee remains as:</i> Los Angeles Times Communication s LLC, Debtor-	KNNJ823	Tribune Los Angeles, Inc. will be merged into Los Angeles Times Communications, LLC, and ownership and control of Los Angeles Times Communications LLC then will be transferred from Tribune Company to Tribune Publishing Company, LLC, a wholly owned subsidiary of Tribune Company.
		KMH964	
		KNGL886	
		KRJ233	
		WNML710	
		WNML711	
		WXM802	
		KD26376	
		WPGW829	
		WPLR391	
WPNY772			

³⁶ Authorization issued after the filing of the Exit Applications.

³⁷ Authorization issued after the filing of the Exit Applications.

³⁸ Authorization issued after the filing of the Exit Applications.

³⁹ Authorization issued after the filing of the Exit Applications.

⁴⁰ Authorization issued after the filing of the Exit Applications.

Current Licensee	Assignee or Transferee under Restructuring Applications	Call Sign	Description of the Restructuring Transaction for the Authorization
	in-Possession	WPSD866	
Orlando Sentinel Communications Company, Debtor-in-Possession (<i>Assignee</i>)	Orlando Sentinel Communications Company, LLC, Debtor-in-Possession (<i>Assignor</i>)	KIM936	Assignor will convert into Orlando Sentinel Communications Company, LLC, and the interests in the Orlando Sentinel Communications Company, LLC, will be assigned from Tribune Company to Tribune Publishing Company, LLC, so that Orlando Sentinel Communications Company, LLC, will become a wholly owned subsidiary of Tribune Publishing Company, LLC, a wholly owned subsidiary of Tribune Company.
		WNYH803	
		WPNL352	
Sun-Sentinel Company, Debtor-in-Possession (<i>Assignor</i>)	Sun-Sentinel Company, LLC, Debtor-in-Possession (<i>Assignee</i>)	WQFE854	Assignor will convert into Sun-Sentinel Company, LLC, and the interests in Sun-Sentinel Company will be conveyed from Tribune Company to Tribune Publishing Company, LLC, so that Sun-Sentinel Company, LLC, will become a wholly owned subsidiary of Tribune Publishing Company, LLC, a wholly owned subsidiary of Tribune Company.
		WPVI791	
The Morning Call, Inc., Debtor-in-Possession (<i>Assignor</i>)	The Morning Call, LLC, Debtor-in-Possession. (<i>Assignee</i>)	WPDT670	Assignor will merge with and into The Morning Call, LLC, a wholly owned subsidiary of Tribune Publishing Company, LLC, a wholly owned subsidiary of Tribune Company.
		KER671	
		WPMP325	
Tribune Broadcast Holdings, Inc., Debtor-in-Possession (<i>Assignor</i>)	Tribune Broadcasting Indianapolis, LLC, Debtor-in-Possession (<i>Assignee</i>)	E000117	The licenses will be assigned to Tribune Broadcasting Indianapolis, LLC, a wholly owned subsidiary of Tribune Broadcasting Company, LLC, a wholly owned subsidiary of Tribune Company.
		E940434	

Current Licensee	Assignee or Transferee under Restructuring Applications	Call Sign	Description of the Restructuring Transaction for the Authorization
Tribune Television Company, Debtor-in-Possession (<i>Assignor</i>)	KDAF, LLC, Debtor-in-Possession (<i>Assignee</i>)	WPPB659	The licenses will be assigned to KDAF, LLC, a wholly owned subsidiary of Tribune Broadcasting Company, LLC, a wholly owned subsidiary of Tribune Company.
		E000143	
Tribune Television Company, Debtor-in-Possession (<i>Assignor</i>)	Tribune Broadcasting Hartford, LLC, Debtor-in-Possession (<i>Assignee</i>)	E880192	The licenses will be assigned to Tribune Broadcasting Hartford, LLC, a wholly owned subsidiary of Tribune Broadcasting Company, LLC, a wholly owned subsidiary of Tribune Company.
		E960251	
		E090014	
Tribune Television Company, Debtor-in-Possession (<i>Assignor</i>)	WPMT, LLC, Debtor-in-Possession (<i>Assignee</i>)	WPVV416	The licenses will be assigned to WPMT, LLC, a wholly owned subsidiary of Tribune Broadcasting Company, LLC, a wholly owned subsidiary of Tribune Company.
		WPWD615	
		E030089	
		E910286	
Tribune Television Company, Debtor-in-Possession (<i>Assignor</i>)	WPHL, LLC, Debtor-in-Possession (<i>Assignee</i>)	E861091	The license will be assigned to WPHL, LLC, a wholly owned subsidiary of Tribune Broadcasting Company, LLC, a wholly owned subsidiary of Tribune Company.

Current Licensee	Assignee or Transferee under Restructuring Applications	Call Sign	Description of the Restructuring Transaction for the Authorization
Tribune Television Company, Debtor-in-Possession (<i>Assignor</i>)	Tribune Broadcasting Indianapolis, LLC, Debtor-in-Possession (<i>Assignee</i>)	E010294	The licenses will be assigned to Tribune Broadcasting Indianapolis, LLC, a wholly owned subsidiary of Tribune Broadcasting Company, LLC, a wholly owned subsidiary of Tribune Company.
		E050094	
		E940358	
		E110039 ⁴¹	
Tribune Television Holdings, Inc., Debtor-in-Possession (<i>Assignor</i>)	WXMI, LLC, Debtor-in-Possession (<i>Assignee</i>)	WNDA663	The licenses will be assigned to WXMI, LLC, a wholly owned subsidiary of Tribune Broadcasting Company, LLC, a wholly owned subsidiary of Tribune Company.
		WPOS479	
		WPXL969	
		E980505	
		WQOX723 ⁴²	
		WQPE760 ⁴³	
Tribune Television New Orleans, Inc., Debtor-in-Possession (<i>Licensee</i>), a subsidiary of Tribune Broadcasting Company (<i>Transferor</i>)	Tribune Broadcasting Company, LLC, Debtor-in-Possession (<i>Transferee</i>)	E060339	Control of Tribune Television New Orleans, Inc., will be transferred to Tribune Broadcasting Company, LLC, a wholly owned subsidiary of Tribune Company.
		E070143	
		E090031	
		E960025	
		WPJD417	
		WPJD418	
		WPTC527	
		WPTC528	

⁴¹ Authorization issued after the filing of the Exit Applications.

⁴² The authorization for WQOX723 was issued after the filing of the Exit Applications. A notice of completion of construction has been filed for WQOX723.

⁴³ The authorization for WQPE760 was issued after the filing of the Exit Applications. A notification of the completion of construction of the facility was filed with the Commission on June 7, 2012.

Current Licensee	Assignee or Transferee under Restructuring Applications	Call Sign	Description of the Restructuring Transaction for the Authorization
Tribune Television Northwest, Inc., Debtor-in-Possession (<i>Assignor</i>)	Tribune Broadcasting Seattle, LLC, Debtor-in-Possession (<i>Assignee</i>)	WPND900	Assignor will convert into Tribune Broadcasting Seattle, LLC, a wholly owned subsidiary of Tribune Broadcasting Company, LLC, a wholly owned subsidiary of Tribune Company.
		WPLP484	
		WPND901	
		WPNJ210	
		WPON880	
		WPON881	
		WPSS919	
		WPYH836	
		WQDR693	
		WPOQ408	
		E030207	
		E050057	
		E990062	
E120001 ⁴⁴			
WGN Continental Broadcasting Company, Debtor-in-Possession (<i>Assignor</i>)	WGN Continental Broadcasting Company, LLC, Debtor-in-Possession (<i>Assignee</i>)	KNN1895	Assignor will convert into WGN Continental Broadcasting Company, LLC, a wholly owned subsidiary of Tribune Broadcasting Company, LLC, a wholly owned subsidiary of Tribune Company.
		WNTH421	
		WPMW586	
		WPNJ494	
		E030276	
		E040339	
		E980088	
		E090016 ⁴⁵	
WPIX, Inc., Debtor-in-Possession (<i>Assignor</i>)	WPIX, LLC, Debtor-in-Possession (<i>Assignee</i>)	E110038 ⁴⁶	Assignor will convert into WPIX, LLC, a wholly owned subsidiary of Tribune Broadcasting Company, LLC, a wholly owned subsidiary of Tribune Company.
		E860695	
		E970060	
		E040317	
		E120002 ⁴⁷	
		WPNM862	
WPOR428			

⁴⁴ Authorization issued after the filing of the Exit Applications.

⁴⁵ License acquired from Channel 39, Inc., Debtor-in-Possession.

⁴⁶ Authorization issued after the filing of the Exit Applications.

⁴⁷ Authorization issued after the filing of the Exit Applications.

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.

1. SHAREHOLDERS OF REORGANIZED TRIBUNE⁴⁸

Name and Address	Citizenship	Positional Interest ⁴⁹	Percentage Vote	Percentage of Total Assets (debt plus equity) ⁵⁰	Percentage of Equity
Tribune Company	U.S.	N/A	N/A	N/A	N/A
JPMorgan Chase & Co. ⁵¹	U.S.	Shareholder	8%	TBD	10%
Angelo, Gordon & Co. L.P. ⁵²	U.S.	Indirect Attributable Investor	10%	TBD	10%
Oaktree Tribune, L.P.	U.S.	Shareholder	23%	TBD	23%

⁴⁸ Under the DCL Plan, the holders of Tribune's outstanding senior debt are eligible to receive between approximately 92.4% and 100% of Reorganized Tribune’s New Common Stock (subject to dilution (by up to 5%) by an equity incentive plan for Reorganized Tribune’s officers, directors, and employees). Up to approximately 7.6% of the New Common Stock may be issued to other creditors depending on the elections to be made by those creditors. The percentages set forth in the following chart are based on the shares of Reorganized Tribune's New Common Stock that each listed party is anticipated to receive upon Tribune’s emergence from bankruptcy, assuming a 100% distribution of Reorganized Tribune’s New Common Stock to holders of outstanding senior debt, with the voting percentages reduced by the portion of such party’s distribution that it currently plans to elect to receive in the form of New Class B Common Stock. The exact percentages of Reorganized Tribune’s voting stock and equity that individual entities will hold at emergence may also vary from the percentages reported herein due to the potential need to distribute New Warrants in lieu of New Common Stock in order to ensure compliance with Section 310(b) of the Communications Act, the possibility that New Class B Common Stock will be issued to certain claim holders, and ongoing trading in Tribune’s debt.

⁴⁹ As noted above, in addition to their voting interests, under the DCL Plan JPMorgan, Angelo Gordon, and Oaktree have certain designation rights with respect to Reorganized Tribune’s Board of Directors. See Comprehensive Exhibit, *supra*, Section I(B).

⁵⁰ Pursuant to the DCL Plan, 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).

⁵¹ The voting, asset, and equity interests identified in this table represent the aggregation of the voting, asset, and equity interests of the subsidiaries of JPMC that will hold interests in Reorganized Tribune at emergence (as described below).

⁵² 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 ⁴⁹	Percentage Vote	Percentage of Total Assets (debt plus equity) ⁵⁰	Percentage of Equity
Various Non-Attributable Shareholders		Shareholders	59%	TBD	57%

2. TRIBUNE BROADCAST STATION LICENSEES⁵³

Name	Citizenship	Positional Interest	Percentage of Votes	Percentage of Total Assets
Broadcast Station Licensees ⁵⁴	U.S. (Delaware corporation unless indicated below)	--	--	--
Nils E. Larsen ⁵⁵	U.S.	President	0%	0%
Donald J. Liebenritt ⁵⁶	U.S.	Vice President & Director	0%	0%
Gina Mazzaferri ⁵⁷	U.S.	Treasurer	0%	0%
David P. Eldersveld	U.S.	Secretary & Director	0%	0%
Chandler Bigelow III	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%
Additional station personnel ⁵⁸	U.S.	See Chart	0%	0%

⁵³ 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: David P. Eldersveld.

⁵⁴ 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 WCCT, Inc. (formerly WTXX Inc.)

⁵⁵ Nils Larsen is the Vice President, not the President, of KTLA Inc.

⁵⁶ Donald Liebenritt is not a director of WDCW Broadcasting, Inc.; Tribune Television Northwest, Inc.; or WPIX, Inc.

⁵⁷ Gina Mazzaferri is also a Vice President of KPLR, Inc. and KWGN Inc.

⁵⁸ See the following chart.

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
WCCT, Inc. (formerly WTXX Inc.)	Richard J. Graziano, Vice President Jennifer (DeKarz) Bonner, Controller
Channel 40, Inc.	Jerry Del Core, Vice President Sharon A. Silverman, Chief Financial Officer
Tribune Television Company	Richard J. Graziano, Senior Vice President Larry Delia, Vice President Robert Furlong, Vice President Joseph A. Young, Vice President Vincent Gianinni, Vice President Catherine A. Davis, Assistant Treasurer Jennifer (DeKarz) Bonner, Controller David R. Mayersky, Controller Daniel O'Sullivan, Controller Patricia G. Cazeaux, Controller
Tribune Television Northwest, Inc.	Pamela S. Pearson, Senior Vice President Sharon A. Silverman, Controller
Tribune Broadcast Holdings, Inc.	Pamela S. Pearson, Senior Vice President Larry Delia, Vice President Sharon A. Silverman, Controller Daniel O'Sullivan, Controller
WGN Continental Broadcasting Company	Julio Marengi, Executive Vice President John Carrozza, Vice President Josh Richman, Vice President David Rotem, Vice President Marty Wilke, Vice President Sean Compton, Vice President Steve Farber, Vice President Thomas E. Langmyer, Vice President Robin Mulvaney, Controller
Tribune Television Holdings, Inc.	Patricia A. Kolb, Vice President Pamela S. Pearson, Senior Vice President Sharon A. Silverman, Controller Patricia G. Cazeaux, Controller
KWGN Inc.	Allen R. Yaden, Station Manager Chris Fricke, Controller
KSWB Inc.	Raymond J. Schonbak, Executive Vice President Mike Weiner, Controller
KTLA Inc.	Don Corsini, President Michael K. Kincaid, Vice President Marshall Hites, Vice President John S. Moczulski, Vice President Michael E. Weiner, Controller
Tribune Television New Orleans, Inc.	John Cruse, Vice President Patricia G. Cazeaux, Controller
WDCW Broadcasting, Inc.	Ashley Messina, Vice President Catherine A. Davis, Assistant Treasurer David Mayersky, Controller
KPLR, Inc.	Chris L. Fricke, Controller
WPIX, Inc.	Eric Meyrowitz, Vice President 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%
WCCT, Inc. (formerly 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)	--	--	--
Nils E. Larsen	U.S.	President and CEO	0%	0%
Gina Mazzaferri	U.S.	Senior Vice President & Treasurer	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%
Donald J. Liebentritt	U.S.	Vice President	0%	0%
Hank Hundemer	U.S.	Vice President	0%	0%
Jason Jedlinkski	U.S.	Vice President	0%	0%
David P. Eldersveld	U.S.	Secretary & Director	0%	0%
Chandler Bigelow III	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%
Charlene Connaughton	U.S.	Controller	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)	--	--	--
Nils E. Larsen	U.S.	President	0%	0%
Gina Mazzaferri	U.S.	Treasurer	0%	0%
David P. Eldersveld	U.S.	Secretary	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%
Chandler Bigelow III	U.S.	Assistant Treasurer	0%	0%
Tribune Company	U.S. (Delaware corporation)	Owner	100%	100%

5. TRIBUNE COMPANY⁵⁹

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)	Percentage of Equity
Tribune Company	U.S.	N/A	N/A	N/A	N/A
Samuel Zell	U.S.	Director	0%	0%	0%
Eddy Hartenstein	U.S.	Chief Executive Officer, President	0%	0%	0%
Chandler Bigelow III	U.S.	Executive Vice President	0%	0%	0%
Nils E. Larsen	U.S.	Executive Vice President	0%	0%	0%
Donald J. Liebentritt	U.S.	Executive Vice President	0%	0%	0%
David P. Eldersveld	U.S.	Executive Vice President, General Counsel & Corporate Secretary	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%

⁵⁹ The shareholders of Reorganized Tribune are listed above. See Attachment C, section 1.

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)	Percentage of Equity
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%
Shaun Sheehan	U.S.	Vice President	0%	0%	0%
Gwen P. Murakami	U.S.	Senior 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%

6. JPMORGAN CHASE & CO.

Certain subsidiaries of JPMorgan Chase & Co. (“JPM&Co.”)⁶⁰ currently hold debt in Tribune that, when converted to equity pursuant to the DCL Plan, would represent approximately 10% of Reorganized Tribune’s issued and outstanding New Common Stock.⁶¹ As explained below, it is anticipated that, pursuant to the DCL Plan, a portion of the Tribune debt that is currently held by JPM&Co. subsidiary JPMorgan Chase Bank, National Association (“JPMCB”)⁶² will be converted to New Class A Common Stock

⁶⁰ JPM&Co., a financial holding company incorporated under Delaware law, is a widely traded, publicly held company. It is a leading global financial services firm and is one of the largest banking institutions in the United States, with operations in more than 60 countries, and \$2.3 trillion in assets and \$183.6 billion in stockholders’ equity as of December 31, 2011. JPM&Co. is a leader in investment banking, financial services for consumers and small businesses, commercial banking, financial transaction processing, asset management, and private equity. The indirect ownership interest that JPM&Co. is seeking to acquire in Reorganized Tribune represents an extremely small portion of its business activities.

⁶¹ As explained above, the percentages set forth herein are based on certain assumptions, and the exact ownership percentages of Reorganized Tribune’s voting stock that individual entities will hold cannot be determined until Reorganized Tribune emerges from bankruptcy. See Attachment C, Section 1, *supra*.

⁶² JPMCB is a wholly-owned bank subsidiary of JPM&Co. JPMCB is a national banking association that is chartered by the Office of the Comptroller of the Currency (“OCC”), a bureau of the United States Department of the Treasury. JPMCB’s main office is located in Columbus, Ohio with branches in 23 states. JPMCB offers a wide range of banking services to its customers both in the U.S. and internationally, including investment banking, financial services for consumers, small business and commercial banking, financial transaction processing and asset management. Under the J.P. Morgan and Chase brands, JPMCB serves millions of customers in the U.S. and many of the world’s most prominent corporate, institutional and governmental clients.

JPMCB is one of the largest banks in the U.S. measured in terms of asset size. Its primary businesses are: (i) extending and acting as agent for extensions of credit to retail and corporate borrowers, (ii) providing financial advisory and investment management services to funds, businesses and other customers, (iii)

(which has full voting rights) that will be issued to Isolieren Holding Corp. (“Isolieren”), which is a direct, wholly-owned subsidiary of JPMCB. The remainder of the debt held by JPM&Co. subsidiaries will be converted to New Class B Common Stock (which has limited voting rights that are designed to correspond to standard investor protections, and should thus be treated as non-attributable), and/or New Warrants (which are likewise non-attributable).⁶³

Specifically, JPMCB currently holds Tribune debt that, when converted, would represent approximately 9.52% of Reorganized Tribune’s issued and outstanding New Common Stock. JPMCB has designated its subsidiary Isolieren to receive distributions of approximately 85.23% of its interest in Reorganized Tribune (which would represent approximately 8.11% of Reorganized Tribune’s issued and outstanding New Common Stock). At Tribune’s emergence, Isolieren will hold its interest entirely in the form of Reorganized Tribune’s New Class A Common Stock (which has full voting rights).⁶⁴

As explained more fully below, the officers and directors of Isolieren will include each of the executive officers and directors of JPMB and/or JPM&Co. who will have duties and responsibilities related to Isolieren’s investment in Reorganized Tribune; no other executive officer or director of JPMCB or JPM&Co. will have any duties or responsibilities related to Tribune.

Isolieren will be governed by a two-member Board of Directors. Ultimate control of Isolieren’s Board will rest with Barry Zubrow, who is an executive officer of JPM&Co. and a Director and executive officer of JPMB. Patrick Daniello, who is an officer of JPMCB, will be Isolieren’s other Director. Mr. Zubrow will be entitled to two votes, while Mr. Daniello will be entitled to one; accordingly, Mr. Zubrow will control Isolieren’s Board. Isolieren will have four additional officers, each of whom are also officers of JPMCB.

Each of the individuals who will be officers or directors of Isolieren at Tribune’s emergence is a citizen of the United States, and none holds any voting or equity interest in Isolieren. None of these individuals holds an attributable interest in any full-power broadcast television or radio station or daily newspaper, and each otherwise possesses the requisite qualifications to hold an attributable interest in Reorganized Tribune.

acting as a market maker and dealer of derivatives, including foreign exchange, interest rate swaps, credit default swaps and equity derivatives, (iv) acting as a custodian, providing global securities clearance, agency securities lending, issuing and paying agent services and global securities clearance and settlement, (v) mortgage lending and mortgage servicing, and (vi) providing banking and credit card services to business and retail customers.

⁶³ See Sections III and VI, *supra* (explaining the rights that will be associated with the various classes of Reorganized Tribune’s New Common Stock and the Warrants); *see also* 47 C.F.R. § 73.3555, Note 2(e).

⁶⁴ When the Comprehensive Exhibit was last amended in March 2012, Isolieren was to become a wholly-owned subsidiary of another wholly-owned subsidiary of JPM&Co. (SIG Holdings, Inc.) at or prior to Tribune’s emergence from bankruptcy. It has since been determined that Isolieren will remain a subsidiary of JPMCB. See Attachment G, Figure 1 for the organizational structure of Reorganized Tribune and for the organizational structure of Isolieren.

Additional information concerning all of the individuals who will be officers and directors of Isolieren at Tribune’s emergence, including their official positions within JPMCB and/or JPM&Co., is included in the table below.⁶⁵

Name	Isolieren Holding Corp.		JPMorgan Chase Bank, N.A.		JPMorgan Chase & Co.	
	Board Position	Officer Position	Board Position	Officer Position	Board Position	Officer Position
Barry L. Zubrow	Director (2 votes)	--	Director	Executive Vice President	--	Head of Corporate and Regulatory Affairs
Patrick Daniello	Director (1 vote)	President	--	Managing Director ⁶⁶	--	--
Marina Levin	--	Executive Director ⁶⁷	--	Executive Director ⁶⁸	--	--
Douglas Kravitz	--	Vice President	--	Vice President	--	--
Anthony Horan	--	Secretary	--	Secretary	--	--
Colleen Meade	--	Assistant Secretary	--	Assistant Secretary	--	--

Prior to Tribune’s emergence, JPMCB, as the sole shareholder of Isolieren, will ratify a sole shareholder resolution (the “Sole Shareholder Resolution”) that will delegate to the officers and directors of Isolieren full discretion to make all decisions pertaining to the New Class A Common Stock and other interests held by Isolieren in Reorganized Tribune (the “Reorganized Tribune Investment”), and will provide that Isolieren will not seek any approvals from its corporate parents JPMCB or JPM&Co. (or their respective officers or directors who are not also officers or directors of Isolieren) in connection with such decisions.⁶⁹ The rights delegated to Isolieren will encompass all rights regarding the Reorganized Tribune Investment, including, without limitation, any decision to (i) vote shares of New Common Stock or exercise any other voting rights associated with the Reorganized Tribune Investment, (ii) acquire New Common Stock or other interests in

⁶⁵ To the extent that any additional individuals may be named as officers and/or directors of Isolieren, they will possess the requisite qualifications to hold an attributable interest in Reorganized Tribune. Any such individuals who are identified prior to FCC approval will be identified in amendments to the applications, and if any are named post-emergence they will be identified in appropriate FCC ownership reports.

⁶⁶ Within JPM&Co. and its subsidiaries, individuals holding the title “Managing Director” are officers, and not directors.

⁶⁷ Within JPM&Co. and its subsidiaries, individuals holding the title “Executive Director” are officers, and not directors.

⁶⁸ Within JPM&Co. and its subsidiaries, individuals holding the title “Executive Director” are officers, and not directors.

⁶⁹ Consistent with JPM&Co.’s generally applicable corporate policies, any proposal to acquire or sell interests in Tribune will be screened for regulatory and legal compliance by JPM&Co.’s Legal and Compliance Department.

Reorganized Tribune,⁷⁰ (iii) convert, sell, or divest any such New Common Stock or interests, and (iv) designate or nominate directors to the Board of Directors of Reorganized Tribune. As such, the Sole Shareholder Resolution is the legal vehicle that will formally effectuate JPMorgan's determination that no executive officer or director of JPMCB or JPM&Co. who is not also an officer or director of Isolieren will have duties or responsibilities related to the Reorganized Tribune Investment, and its legal effect will be to ensure that the duties and responsibilities of each of the executive officers and directors from JPMCB or JPM&Co. who are not also officers or directors of Isolieren are wholly unrelated to Tribune.

JPMCB also holds certain debt in Tribune on behalf of North American Credit Trading ("NACT"), a market-making business that acts as a market maker in the Tribune pre-petition bank debt. Those interests, when converted to equity, would represent approximately 1.41% of Tribune's stock.⁷¹ Pursuant to the DCL Plan, JPMCB, which will continue to hold this interest in Tribune on behalf of NACT, will elect to receive New Class B Common Stock of Reorganized Tribune in exchange for these debt holdings in Tribune at emergence. As noted above, the New Class B Common Stock has limited voting rights that are designed to correspond to standard investor protections, and should thus be treated as non-attributable.

In addition, J.P. Morgan Whitefriars Inc. ("JPMWF")⁷² holds a small debt interest in Tribune that, when converted to equity, would represent approximately 0.14% of Tribune's stock. JPMWF will also elect to receive New Class B Common Stock of Reorganized Tribune in exchange for its debt holdings in Tribune at emergence.

In sum, at emergence, Isolieren will be the only direct or indirect subsidiary of JPM&Co. that will hold New Class A Common Stock of Reorganized Tribune. And, Isolieren's Board will be controlled by a single member who is an executive officer of JPM&Co., and a Director and executive officer of JPMCB. Moreover, each of the

⁷⁰ Federal banking regulations generally restrict the ability of banks to hold equity securities or assets of other companies. However, national banks, such as JPMCB, may receive equity or other assets by foreclosure or restructuring in the course of collecting on a debt previously contracted in good faith in accordance with 12 C.F.R. § 1.7.

⁷¹ Bank debt positions of NACT are generally recorded on the books of JPMCB. To the extent that NACT's debt holdings in Tribune will be converted into equity upon Tribune's emergence, NACT's equity holdings will be recorded on the books of JPMCB as well. In addition, the percentage of debt held on behalf of NACT as set forth above is based on trades that closed as of June 11, 2012. Due to the ongoing nature of NACT's market making activities, the amount of Tribune debt that is held on its behalf can be expected to fluctuate from time to time.

Post-emergence, it is anticipated that NACT will continue to serve as a market maker for Tribune debt and equity, including the New Class A and New Class B Common Stock. To the extent that NACT may acquire Tribune equity as part of its market making activities, such holdings will be recorded on the books of J.P. Morgan Securities LLC, which is wholly owned by J.P. Morgan Broker-Dealer Holdings Inc., which, in turn, is wholly owned by JPM&Co.

⁷² JPMWF generally acts as a hedging entity for certain derivatives transactions (including Master Swap transactions) entered into by JPMCB. JPMWF is an indirect wholly owned subsidiary of JPMCB.

executive officers or directors of JPMCB or JPM&Co. who will have responsibility for the Reorganized Tribune Investment will be officers and/or directors of Isolieren and, thus, hold attributable interests in Reorganized Tribune. As a result of the Sole Shareholder Resolution described above, only the officers and directors of Isolieren, who will have full discretion to make all decisions pertaining to the Reorganized Tribune Investment, will be in a position to influence the day-to-day affairs of Reorganized Tribune. Therefore, the duties and responsibilities of all of the other executive officers and directors of JPM&Co. and JPMCB (except for those individuals who are also officers or directors of Isolieren) will be wholly unrelated to Isolieren’s Reorganized Tribune Investment. Accordingly, it is respectfully submitted that the other executive officers and directors of JPM&Co. and JPMCB (except for those individuals who are also officers or directors of Isolieren) should be deemed not to hold attributable interests in Reorganized Tribune.⁷³

The table below contains information as of June 14, 2012, concerning the executive officers and directors of JPM&Co. and JPMCB for which an attribution exemption is claimed.⁷⁴

Name	JPMorgan Chase & Co.		JPMorgan Chase Bank, N.A.	
	Board Position	Officer Position	Board Position	Officer Position
James Dimon	Chairman	President and Chief Executive Officer	Chairman	President and Chief Executive Officer
Frank J. Bisignano	--	Chief Administrative Officer and Chief Executive Officer of Mortgage Banking	Director	Executive Vice President
Douglas L. Braunstein	--	Chief Financial Officer	Director	Chief Financial Officer
Matthew E. Zames	--	Chief Investment Officer	--	Managing Director
Michael J. Cavanagh	--	Chief Executive Officer of Treasury & Securities Services	--	Executive Vice President
Stephen M. Cutler	--	General Counsel	--	Executive Vice President and General Counsel
John L. Donnelly	--	Director of Human Resources	--	Executive Vice President

⁷³ 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. Non-attributable treatment here would be consistent with past precedent. For example, the FCC previously exempted an Emmis Communications Corporation (“ECC”) director from holding an attributable interest in ECC’s radio stations based on delegation of authority over radio operations to a 3-member committee of the ECC board. *See, e.g.*, FCC File No. BALH - 20041014AGD (granted Dec. 15, 2004). Here, the Sole Shareholder Resolution delegates full discretion to make decisions regarding the broadcast licensee to a separate subsidiary, further confirming that only the officers and directors of that subsidiary should be deemed attributable.

⁷⁴ Although an attribution exemption is being sought for the individuals listed below, JPMorgan is not seeking an attribution exemption for JPMCB or JPM&Co. as corporate entities.

Name	JPMorgan Chase & Co.		JPMorgan Chase Bank, N.A.	
	Board Position	Officer Position	Board Position	Officer Position
Mary Callahan Erdoes	--	Chief Executive Officer of Asset Management	--	Executive Vice President
John J. Hogan	--	Chief Risk Officer and Managing Director	--	Managing Director
Samuel Todd Maclin	--	Chief Executive Officer of Consumer and Business Banking	--	Executive Vice President
Douglas B. Petno	--	Chief Executive Officer of Commercial Banking	--	Chief Executive Officer of Commercial Banking
Gordon A. Smith	--	Chief Executive Officer of Card Services and Auto	--	Executive Vice President
James E. Staley	--	Chief Executive Officer of Investment Bank	--	Managing Director
Crandall C. Bowles	Director	--	--	--
Stephen B. Burke	Director	--	--	--
David M. Cote	Director	--	--	--
James S. Crown	Director	--	Director	--
Timothy Flynn	Director	--	--	--
Ellen V. Futter	Director	--	--	--
Laban P. Jackson, Jr.	Director	--	Director	--
Lee R. Raymond	Director	--	--	--
William C. Weldon	Director	--	--	--
James A. Bell	Director	--	--	--

The address of Isolieren is 380 Madison Avenue, New York, New York 10179. The address of JPMCB is 111 Polaris Parkway, Columbus, Ohio 43240. The address of JPM&Co. is 270 Park Avenue, New York, NY 10017.

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.⁷⁵ 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”); and (3) 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,⁷⁶ each of

⁷⁵ See Attachment G, Figure 2 for the organizational structure of the Angelo Gordon entities involved in this transaction.

⁷⁶ As explained above, the percentages set forth herein are based on certain assumptions, and the exact ownership percentages of Reorganized Tribune’s voting stock that individual entities will hold cannot be determined until Reorganized Tribune emerges from bankruptcy. See Attachment C, Section 1, *supra*. It is possible, but not certain, that AGCRP and AGSF each directly will hold more than 5% of Reorganized

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.⁷⁷

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 AGLP.⁷⁸ 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

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.

⁷⁷ 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 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.

⁷⁸ 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.

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; Joseph R. Wekselblatt, Chief Financial Officer; and Forest Wolfe, General Counsel. 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 vehicles, 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.

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; Joseph R. Wekselblatt, Chief Financial Officer; and Forest Wolfe, General Counsel. 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 79	See note 79
Angelo Gordon investment professionals and their estate planning vehicles	U.S.	Limited Partners	0%	See note 79	See note 79

⁷⁹ 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 0.04% 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 0.005% as a result of the limited partners’ equity interest in AG Advisors.

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 ⁸⁰	U.S.	General Partner	100%	0.7%	0.7%
Insulated limited partners	U.S.	Limited Partners	0%	99.3%	99.3%

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
AG Funds, L.P.	U.S.	Sole Member	100%	100%	100%

AG Funds, L.P.⁸¹ (“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 Unit 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	N/A	N/A	N/A
Joseph R. Wechselblatt	U.S.	Chief Financial Officer	N/A	N/A	N/A
Forest Wolfe	U.S.	General Counsel	N/A	N/A	N/A

⁸⁰ AG Super LLC is also the general partner of another AG Fund, AG Garden Partners, L.P.

⁸¹ 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.

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% ⁸²⁾	100% (See note 82)

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% ⁸³⁾	See note 83	See note 83
Michael Gordon	U.S.	Managing Member	100% (See note 83)	See note 83	See note 83

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 84	See note 84

⁸² 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 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.

⁸³ 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.

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)	Percentage of Equity
Charitable Lead Unit Trust (Sole Trustee: John M. Angelo)	U.S.	Limited Partner	0%	See note 84	See note 84
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	N/A	N/A	N/A
Joseph R. Wechselblatt	U.S.	Chief Financial Officer	N/A	N/A	N/A
Forest Wolfe	U.S.	General Counsel	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 83	See note 83
John M. Angelo, Michael L. Gordon and certain of their family members and their estate planning vehicles ⁸⁵	U.S.	Limited Partner	0%	See note 85	See note 85

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 83)	See note 83	See note 83
Michael Gordon	U.S.	Managing Member	100% (see note 83)	See note 83	See note 83

⁸⁴ 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 Unit Trust, the limited partners of AG Partners, and JAMG are not germane to the Exit Applications.

⁸⁵ 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.

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.

8. OAKTREE TRIBUNE, L.P.

Oaktree Tribune, L.P. will hold an attributable interest in Reorganized Tribune upon the company's emergence from bankruptcy.⁸⁶ 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%	20.1%	20.1%
Oaktree Capital Group Holdings, L.P.	U.S.	Limited Partner	0%	79.9%	79.9%
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.	Managing Director, General Counsel and Secretary	0%	0%	0%
Richard Ting	U.S.	Managing Director, Associate General Counsel and Assistant Secretary	0%	0%	0%

⁸⁶ 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.	Managing Director	0%	0%	0%
Brian Beck	U.S.	Managing Director	0%	0%	0%
Emily Alexander	U.S.	Managing Director	0%	0%	0%
John Edwards	U.S.	Managing Director	0%	0%	0%
Martin Boskovich	U.S.	Senior Vice President	0%	0%	0%
Jay Ghiya	U.S.	Senior Vice President	0%	0%	0%
Cary Kleinman	U.S.	Senior Vice President	0%	0%	0%
Jeffrey Joseph	U.S.	Vice President	0%	0%	0%
Anthony Arnold	U.S.	Assistant Vice President	0%	0%	0%
Philip McDermott	U.S.	Assistant Vice President	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.	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.	Managing Director, General Counsel, Secretary and Sole Director	0%	0%	0%
John Edwards	U.S.	Managing Director and Treasurer	0%	0%	0%
Richard Ting	U.S.	Managing Director, Associate General Counsel and Assistant Secretary	0%	0%	0%
Lisa Arakaki	U.S.	Managing Director	0%	0%	0%
Brian Beck	U.S.	Managing Director	0%	0%	0%
Emily Alexander	U.S.	Managing Director	0%	0%	0%
Martin Boskovich	U.S.	Senior Vice President	0%	0%	0%
Jay Ghiya	U.S.	Senior Vice President	0%	0%	0%
Cary Kleinman	U.S.	Senior Vice President	0%	0%	0%
Jeffrey Joseph	U.S.	Vice President	0%	0%	0%
Anthony Arnold	U.S.	Assistant Vice	0%	0%	0%

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)	Percentage of Equity
		President			
Philip McDermott	U.S.	Assistant Vice President	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
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, LLC⁸⁷

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%

⁸⁷ 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.

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)	Percentage of Equity
David Kirchheimer	U.S.	Member, Manager, Chief Financial Officer and Chief Administrative Officer	20%	0%	0%
Stephen Kaplan	U.S.	Member and Manager	20%	0%	0%
Todd Molz	U.S.	Managing Director, General Counsel and Secretary	0%	0%	0%
Richard Ting	U.S.	Managing Director, Associate General Counsel and Assistant Secretary	0%	0%	0%
Thomas Smith	U.S.	Managing Director and Chief Compliance Officer	0%	0%	0%
Lisa Arakaki	U.S.	Managing Director	0%	0%	0%
Brian Beck	U.S.	Managing Director	0%	0%	0%
Emily Alexander	U.S.	Managing Director	0%	0%	0%
Kristin Scott	U.S.	Managing Director	0%	0%	0%
Martin Boskovich	U.S.	Senior Vice President	0%	0%	0%
Jay Ghiya	U.S.	Senior Vice President	0%	0%	0%
Jeffrey Joseph	U.S.	Vice President	0%	0%	0%
Anthony Arnold	U.S.	Assistant Vice President	0%	0%	0%
Philip McDermott	U.S.	Assistant Vice President	0%	0%	0%

The address for all entities and individuals listed above is c/o Oaktree Capital Management, L.P. 333 South Grand Avenue, 28th 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 broadcast 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, 2007,⁸⁸ 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 York⁸⁹;
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 WTXX(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 WTXX(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

⁸⁸ *Shareholders of Tribune Co., supra*, 22 FCC Rcd at 21281.

⁸⁹ See description *supra* at 3-4. As the result of a July 2008 transaction, Tribune retains an approximate 3% indirect equity interest in the parent company of the publisher of *Newsday*.

Kokomo, Indiana, as a “satellite” rebroadcasting the programming of
WTTV(TV), Bloomington, Indiana.

**ATTACHMENT E: OTHER ATTRIBUTABLE INTERESTS OF ASSIGNEES
AND PARTIES TO THE APPLICATION**

The parties to this application will have attributable ownership interests in the broadcast stations controlled by Tribune Company, as listed in Attachment A, *supra*.

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.

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 and Director of each of the Tribune Broadcast Station Licensees (with the exception of WDCW Broadcasting, Inc., Tribune Television Northwest, Inc., and WPIX, Inc.), is a Vice President and 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.

- Each of Patrick M. Shanahan, 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.
- Jack Rodden, 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 Treasurer.
- 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.
- 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.
- Howard Greenberg, Vice President of Channel 39, Inc. (licensee of WSFL-TV, Miami, Florida) serves as President and CEO of Sun-Sentinel Company.
- Richard J. Graziano, Senior Vice President of Tribune Television Company (licensee of WTIC-TV, Hartford, Connecticut) and Vice President of WCCT, Inc. (licensee of WCCT-TV, Waterbury, Connecticut) serves as President, Publisher, and CEO of The Hartford Courant Company.

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).

Samuel Zell and William C. Pate, each a Director of Tribune Company, hold an attributable interest in radio broadcast station WBEB(FM), Philadelphia, Pennsylvania (FCC Id. No. 71382), through an indirect investment in Jerry Lee Broadcasting, LLC, the licensee.

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

CALL SIGN	COMMUNITY OF LICENSE	FACILITY ID NO.
KEAN-FM	ABILENE, TX	54904
KEYJ-FM	ABILENE, TX	17804
KULL(FM)	ABILENE, TX	73681
KSLI(AM)	ABILENE, TX	54843
KMWX(FM)	ABILENE, TX	22158
KYYW(AM)	ABILENE, TX	40997

CALL SIGN	COMMUNITY OF LICENSE	FACILITY ID NO.
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	8170
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
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
KVKIFM	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

CALL SIGN	COMMUNITY OF LICENSE	FACILITY ID NO.
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
KMHK(FM)	BILLINGS, MT	35370
KBUL(AM)	BILLINGS, MT	16772
KCTR-FM	BILLINGS, MT	16773
KKBR(FM)	BILLINGS, MT	16774
KCHH(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
KRNK(FM)	CASPER, WY	7360
KRVK(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
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
KGVO-FM	FRENCHTOWN, MT	166027
KENR(FM)	SUPERIOR, MT	88404

CALL SIGN	COMMUNITY OF LICENSE	FACILITY ID NO.
K252BM(FX)	SEELEY LAKE, MT	22911
KENRFM1(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
KIT-FM	NACHES, WA	88006
KUTI(AM)	YAKIMA, WA	49722
K232CV(FX)	ELLENSBURG, WA	64360
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
WQSH(FM)	MALTA, NY	6613
W256BU(FX)	ALBANY, NY	138552
WGNA-FM	ALBANY, NY	72118
WQBJ(FM)	COBLESKILL, NY	40769
WQBK-FM	RENSSELAER, NY	40767
WTMM-FM	MECHANICVILLE, NY	22004
KPEL-FM	BREAUX BRIDGE, LA	59288
KHXT(FM)	ERATH, LA	54650
KMDL(FM)	KAPLAN, LA	59289

CALL SIGN	COMMUNITY OF LICENSE	FACILITY ID NO.
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
KLZZ(FM)	WAITE PARK, MN	60492
KMXK(FM)	COLD SPRING, MN	73146
KXSS(AM)	WAITE PARK, MN	60493
KZRV(FM)	SARTELL, MN	59149
WJON(AM)	ST. CLOUD, MN	73144
WWJO(FM)	ST. CLOUD, MN	73145
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
WENJ-FM	MILLVILLE, NJ	72981
WENJ(AM) ⁹⁰	ATLANTIC CITY, NJ	10448
WFPG(FM)	ATLANTIC CITY, NJ	10449
WPUR(FM)	ATLANTIC CITY, NJ	54894
WKXW(FM)	TRENTON, NJ	53458
WSJO(FM)	EGG HARBOR CITY, NJ	57357
WADB(AM)	ASBURY PARK, NJ	14895
WCHR-FM	MANAHAWKIN, NJ	24934
WJLK(FM)	ASBURY PARK, NJ	14907

⁹⁰ As explained in the ex parte letter filed on behalf of Oaktree with the FCC on June 21, 2011 in the above-referenced proceeding (*i.e.*, MB Docket No. 10-104), Oaktree's acquisition of indirect ownership interests in stations WENJ-FM, Millville, NJ; WENJ(AM), Atlantic City, NJ; WFPG(FM), Atlantic City, NJ; WKXW(FM), Trenton NJ; WSJO(FM), Egg Harbor City, NJ; WADB(AM), Asbury Park, NJ; WCHR-FM, Manahawkin, NJ; WJLK(FM), Asbury Park, NJ; WOBN(AM), Lakewood Township, NJ; and WOBN-FM, Toms River, NJ complies with the FCC's radio/television cross-ownership rule taking into account Oaktree's proposed attributable interest in Reorganized Tribune stations WPIX(DT), New York, NY and WPHL-TV, Philadelphia, PA. *See* FCC File No. BTC-20110510ADX.

CALL SIGN	COMMUNITY OF LICENSE	FACILITY ID NO.
WOBM(AM)	LAKESWOOD TOWNSHIP, NJ	49295
WOBM-FM	TOMS RIVER, NJ	59508
WCHN(AM)	NORWICH, NY	13826
WDHI(FM)	DELHI, NY	16442
WBKT(FM)	NORWICH, NY	73139
WDLA-FM	WALTON, NY	16444
WDLA(AM)	WALTON, NY	16443
WIYN(FM)	DEPOSIT, NY	16441
WZOZ(FM)	ONEONTA, NY	66664
WKXZ(FM)	NORWICH, NY	13824
WDOS(AM)	ONEONTA, NY	68738
WSRK(FM)	ONEONTA, NY	68737
WTBD-FM	DELHI, NY	164165
W232AS(FX)	ONEONTA, NY	13823
W232AT(FX)	NORWICH, NY	13825
W257BE(FX)	HAMILTON, NY	79260
KKCN(FM)	BALLINGER, TX	10024
KKCN-FM1	SAN ANGELO, TX	124900
KGKL(AM)	SAN ANGELO, TX	34464
KGKL-FM	SAN ANGELO, TX	34465
KELI(FM)	SAN ANGELO, TX	18180
KNRX(FM)	STERLING CITY, TX	37084
KNRX-FM1	SAN ANGELO, TX	124901
KHMO(AM)	HANNIBAL, MO	5205
KICK-FM	PALMYRA, MO	5203
WLIQ(AM)	QUINCY, IL	52576
KRRY(FM)	CANTON, MO	6807
KSDL(FM)	SEDALIA, MO	5206
KSIS(AM)	SEDALIA, MO	5202
KXXK(FM)	KNOB NOSTER, MO	5204

Townsquare Media Victoria, LLC, the parent of the licensee of KIXS(FM), KLUB(FM), and KQVT(FM) and a subsidiary of Townsquare, also programs KTXN-FM, Victoria, TX, (Facility ID No. 13984) pursuant to a local marketing agreement.

Applications currently are pending for consent to assign the licenses of the following stations indirectly held by Cumulus Media, Inc. (“Cumulus”) to wholly-owned subsidiaries of Townsquare⁹¹:

⁹¹ See FCC File Nos. BALH-20120507ADT; BALH-20120507ADO; BAL-20120507ADI; BAL-20120507ACX; BALH-20120507ACP; BALH-20120507ACF; BAL-20120507AEO; BALH-20120507AEM; BALH-20120507AEL; BALH-20120507AEG; BAL-20120507AEC; and BALH-20120507AEA.

CALL SIGN	COMMUNITY OF LICENSE	FACILITY ID NO.
WFFN(FM)	COALING, AL	54797
WDGM(FM)	GREENSBORO, AL	86803
WTUG-FM	NORTHPORT, AL	54796
WBEI(FM)	REFORM, AL	67577
WTSK(AM)	TUSCALOOSA, AL	54795
KKNN(FM)	DELTA, CO	47114
KEKB(FM)	FRUITA, CO	30431
KBKL(FM)	GRAND JUNCTION, CO	30430
KEXO(AM)	GRAND JUNCTION, CO	47113
KMXY(FM)	GRAND JUNCTION, CO	5550
KDBN(FM)	PARACHUTE, CO	162254
WFHN(FM)	FAIRHAVEN, MA	10453
WBSM(AM)	NEW BEDFORD, MA	10452
WJZN(AM)	AUGUSTA, ME	52604
WMME-FM	AUGUSTA, ME	52605
WEBB(FM)	WATERVILLE, ME	52608
WTVL(AM)	WATERVILLE, ME	52607
WEZQ(FM)	BANGOR, ME	17673
WQCB(FM)	BREWER, ME	9284
WDEA(AM)	ELLSWORTH, ME	17671
WWMJ(FM)	ELLSWORTH, ME	17670
WBZN(FM)	OLD TOWN, ME	18535
WBPW(FM)	PRESQUE ISLE, ME	22184
WOZI(FM)	PRESQUE ISLE, ME	41007
WQHR(FM)	PRESQUE ISLE, ME	9422
WAAL(FM)	BINGHAMTON, NY	7920
WHWK(FM)	BINGHAMTON, NY	72373
WNBF(AM)	BINGHAMTON, NY	72372
WYOS(AM)	BINGHAMTON, NY	7921
WWYL(FM)	CHENANGO BRIDGE, NY	7663
KACL(FM)	BISMARCK, ND	15967
KBYZ(FM)	BISMARCK, ND	43221
KKCT(FM)	BISMARCK, ND	31176
KLXX(AM)	BISMARCK-MANDAN, ND	43223
KUSB(FM)	HAZELTON, ND	162267
KKLS-FM	SIOUX FALLS, SD	61324
KMXC(FM)	SIOUX FALLS, SD	64711
KSOO(AM)	SIOUX FALLS, SD	64710
KXRB(AM)	SIOUX FALLS, SD	61322
KIKN-FM	SALEM, SD	61328
KYBB(FM)	CANTON, SD	15308
KDEZ(FM)	BRANDON, SD	166031

KSOO-FM	LENNOX, SD	162271
KOOC(FM)	BELTON, TX	60092
KSSM(FM)	COPPERAS COVE, TX	10054
KUSJ(FM)	HARKER HEIGHTS, TX	60803
KLTD(FM)	TEMPLE, TX	53647
KTEM(AM)	TEMPLE, TX	63200
KMND(AM)	MIDLAND, TX	28201
KNFM(FM)	MIDLAND, TX	28202
KZBT(FM)	MIDLAND, TX	35880
KBAT(FM)	MONAHANS, TX	48433
KODM(FM)	ODESSA, TX	48435
KRIL(AM)	ODESSA, TX	12080
KGEE(FM)	PECOS, TX	76852

Applications currently are pending for consent to assign the licenses of the following stations indirectly held by Townsquare to wholly-owned subsidiaries of Cumulus⁹²:

CALL SIGN	COMMUNITY OF LICENSE	FACILITY ID NO.
WBNQ(FM)	BLOOMINGTON, IL	68588
WBWN(FM)	LE ROY, IL	40906
WFYR(FM)	ELMWOOD, IL	72080
WGLO(FM)	PEKIN, IL	68622
WIXO(FM)	PEORIA, IL	9894
WJBC(AM)	BLOOMINGTON, IL	5876
WJBC-FM	PONTIAC, IL	37818
WJEZ(FM)	DWIGHT, IL	19211
WVEL(AM)	PEKIN, IL	68623
WZPW(FM)	PEORIA, IL	3464

Oaktree GP LLC, through certain affiliated funds, also controls approximately 45.72% of Peak II Holding LLC, the indirect parent of the licensees of the broadcast stations listed below:

CALL SIGN	COMMUNITY OF LICENSE	FACILITY ID NO.
KCIX(FM)	GARDEN CITY, ID	13750
KFXD(AM)	BOISE, ID	63915
KIDO(AM)	NAMPA, ID	17396
KSAS-FM	CALDWELL, ID	63920
KAWO(FM)	BOISE, ID	63916
KXLT-FM	EAGLE, ID	18049
KMGV(FM)	FRESNO, CA	18409

⁹² See FCC File Nos. BALH-20120507ADN; BALH-20120507ADE; and BALH-20120507ACK.

KMJ(AM)	FRESNO, CA	26923
KMJ-FM	FRESNO, CA	26933
KSKS(FM)	FRESNO, CA	26924
KWYE(FM)	FRESNO, CA	18406

Oaktree, through certain affiliated funds, also controls approximately 25.84 percent 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 this right by appointing Mr. Bruce Karsh, one of its five members, to LBI’s Board. At or prior to the consummation of the transactions contemplated by the applications for assignment of the licenses held by Tribune Company, Debtor-in-Possession described above, 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 will no longer be attributable. The stations in which LBI holds an attributable interest are:

CALL SIGN	COMMUNITY OF LICENSE	FACILITY ID NO.
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
KJOJ-FM	FREEMONT, TX	69565
KQQK(FM)	BEAUMONT, TX	19087
KQUE(AM)	HOUSTON, TX	65309
KTJM(FM)	PORT ARTHUR, TX	20489
KNTE(FM)	BAY CITY, TX	2131
KEYH(AM)	HOUSTON, TX	2911
KZJL(TV)	HOUSTON, TX	69531
KRCA(TV)	RIVERSIDE, CA	22161
KRCA1	HESPERIA/PEARBLOSSOM, CA	130271
WESV-LD	PALATINE, IL	68043
KETD(DT)	CASTLE ROCK, CO	37101
KSDX-LD	SAN DIEGO, CA	168576
KPNZ(TV)	OGDEN, UT	77512
KVPA-LD	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 also is the ultimate parent of the proposed assignee of WVFW-LD, Miami, FL (Facility ID No. 6040).⁹³ This application was granted on November 8, 2011, but the proposed assignment has not yet been consummated.

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:

CALL SIGN	COMMUNITY OF LICENSE	FACILITY ID NO.
WXPN(FM)	PHILADELPHIA, PA	68229
WXPB(FM)	MIDDLETOWN, PA	87834
W259AU(FX)	HARRISBURG, PA	153367

Bruce Karsh, Member, Manager, and President of Oaktree, also is a member of the Board of Trustees of Duke University. Duke University is the licensee of noncommercial radio station WXDU(FM), Durham, NC (Facility ID No. 17695).

John Frank, Member, Manager, and Managing Principal of Oaktree, also is a member of the Board of Trustees of Wesleyan University. Wesleyan University is the licensee of noncommercial radio station WESU(FM), Middletown, CT (Facility ID No. 71537).⁹⁴

⁹³ See FCC File No. BALDTL-20110805AAL.

⁹⁴ By letter dated April 11, 2011, JPMorgan reported to the Commission that certain of its subsidiaries held greater than 5% of the Class B shares of MediaNews Group, Inc. (“MNG”), which publishes daily newspapers in certain markets in which subsidiaries of Tribune publish daily newspapers and/or operate broadcast stations. See Letter from Eve Klindera Reed to Marlene H. Dortch, MB Docket No. 10-104 (Apr. 11, 2011, re-filed June 1, 2011). As reported at the time, JPMorgan converted a sufficient number of its MNG Class B shares into Class C shares (which have voting rights only with respect to certain non-ordinary course corporate matters and are thus non-attributable), so that it held less than 5% of the Class B shares. See *id.* This confirms that JPMorgan’s interest in MNG remains non-attributable. In an amendment filed June 10, 2010 (which supplemented Exhibit 12), JPMorgan also previously reported to the Commission that it and its subsidiaries together were the beneficial owners of more than a 5% voting stock interest in Gannett Company, Inc. (“Gannett”). As explained at the time, although JPMorgan’s voting interest in Gannett exceeded 5%, the interest was non-attributable pursuant to the Commission’s rules governing certain types of “passive” investors. See 47 C.F.R. § 73.3555, Notes 2(b) and 2(h). JPMorgan has since divested a sufficient number of Gannett’s voting shares such that its interest now falls below 5%. Given these changes, the previously filed Supplement to Exhibit 12 is not being included as part of this amendment. JPMorgan will continue to monitor its position in Gannett and will notify the

Commission in the event that it acquires additional Gannett voting shares that render its interest attributable pursuant to the standards set forth in the Commission's rules.

**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, has been 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 was submitted with each applicable subsidiary listed below. The identity of certain of the Tribune subsidiaries that are party to pending waiver requests included in the Exit Applications will change as a result of the consummation of the Restructuring Applications. All such entities, however, will remain wholly owned and controlled indirect subsidiaries of Tribune.

1. WPIX, LLC (formerly 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, LLC (formerly KTLA Inc.): Waiver of the newspaper/broadcast cross-ownership rule to own KTLA(TV) and the *Los Angeles Times* in Los Angeles, California;
3. WSFL, LLC (formerly 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, LLC (formerly 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. Tribune Broadcasting Hartford, LLC: Waiver of the newspaper/broadcast cross-ownership rule to own WTIC-TV, WCCT-TV (formerly WTXX(TV)), and the *Hartford Courant* in Hartford, Connecticut (Tribune Broadcasting Hartford, LLC becomes the licensee of WCCT-TV and WTIC-TV under the Restructuring Transactions. The licensees of these stations prior to the consummation of the Restructuring Transactions are, for WCCT-TV, WCCT, Inc., formerly WTXX Inc., and , for WTIC-TV, Tribune Television Company);
6. Tribune Broadcasting Hartford, LLC: 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. (Tribune Broadcasting Hartford, LLC becomes the licensee of WCCT-TV and WTIC-TV under the Restructuring Transactions. The licensees of these stations prior to the consummation of the Restructuring Transactions are, for WCCT-TV,

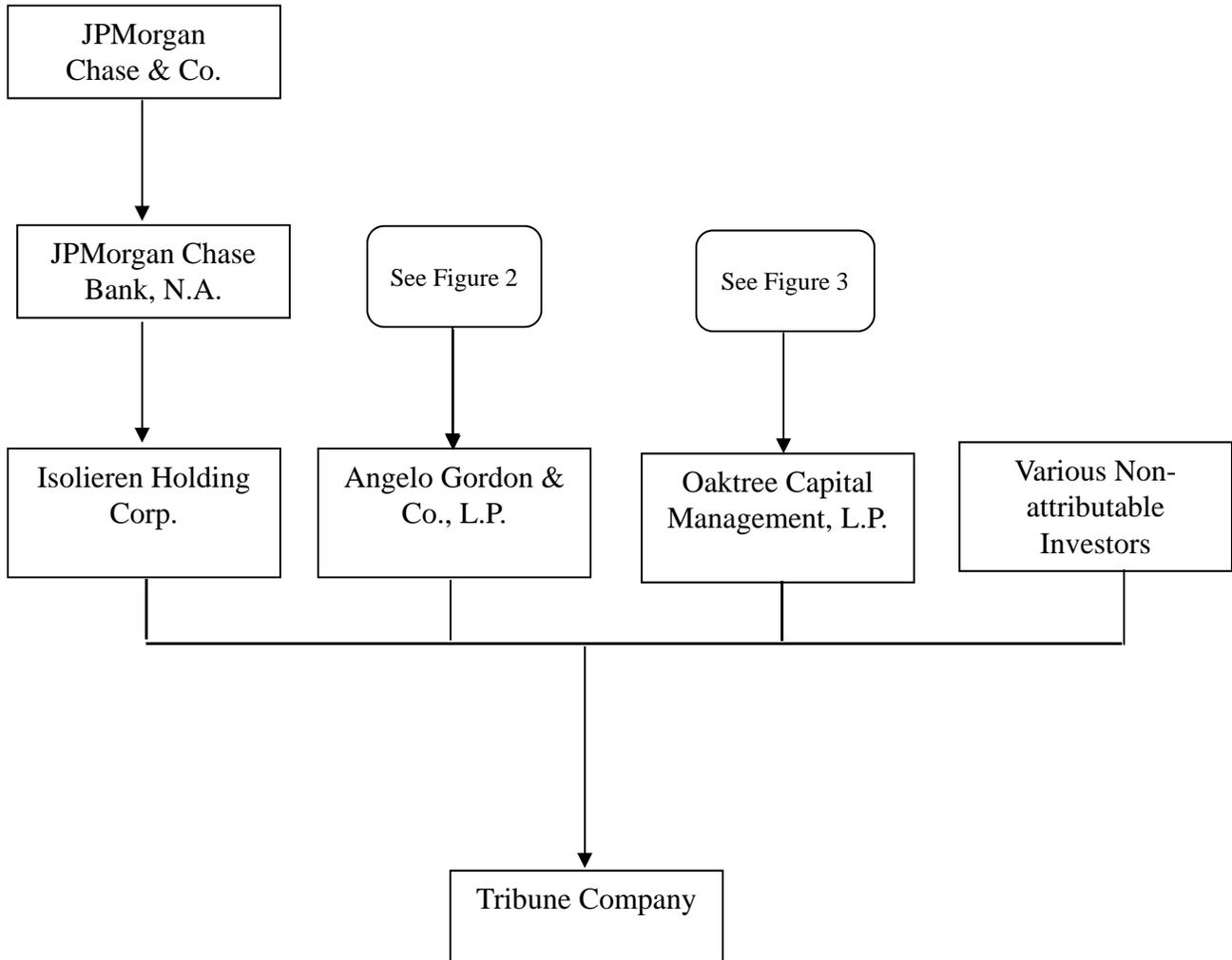
WCCT, Inc., formerly WTXX Inc., and , for WTIC-TV, Tribune
Television Company)_and

7. Tribune Broadcasting Indianapolis, LLC: 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 (The licensees of these stations prior to the consummation of the Restructuring Transactions is Tribune Broadcast Holdings, Inc.)

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

- Figure 1: Vertical Structure of Reorganized Tribune and JPMorgan Chase & Co.
- Figure 2: Vertical Structure of Angelo Gordon
- Figure 3: Vertical Structure of Oaktree Capital Management
- Figure 4: Structure of Tribune Broadcast Licensees Prior to Emergence from Bankruptcy and Prior to Consummation of the Restructuring Applications.
- Figure 5: Structure of Tribune Broadcast Licensee Post Emergence, Reflecting the Consummation of the Restructuring Applications Prior to Emergence from Bankruptcy

Figure 1: Vertical Structure of Reorganized Tribune



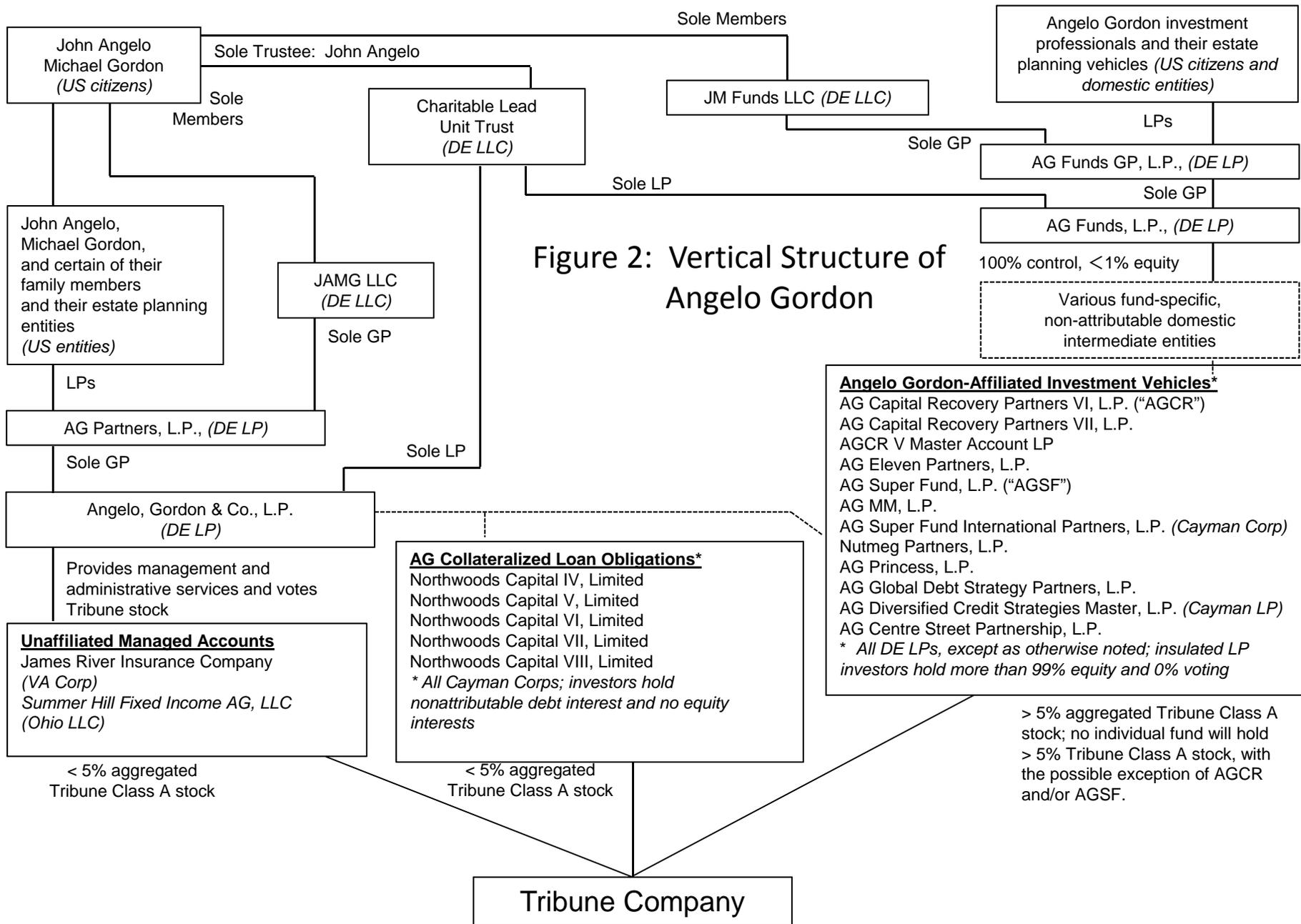


Figure 3: Vertical Structure of Oaktree Capital Management

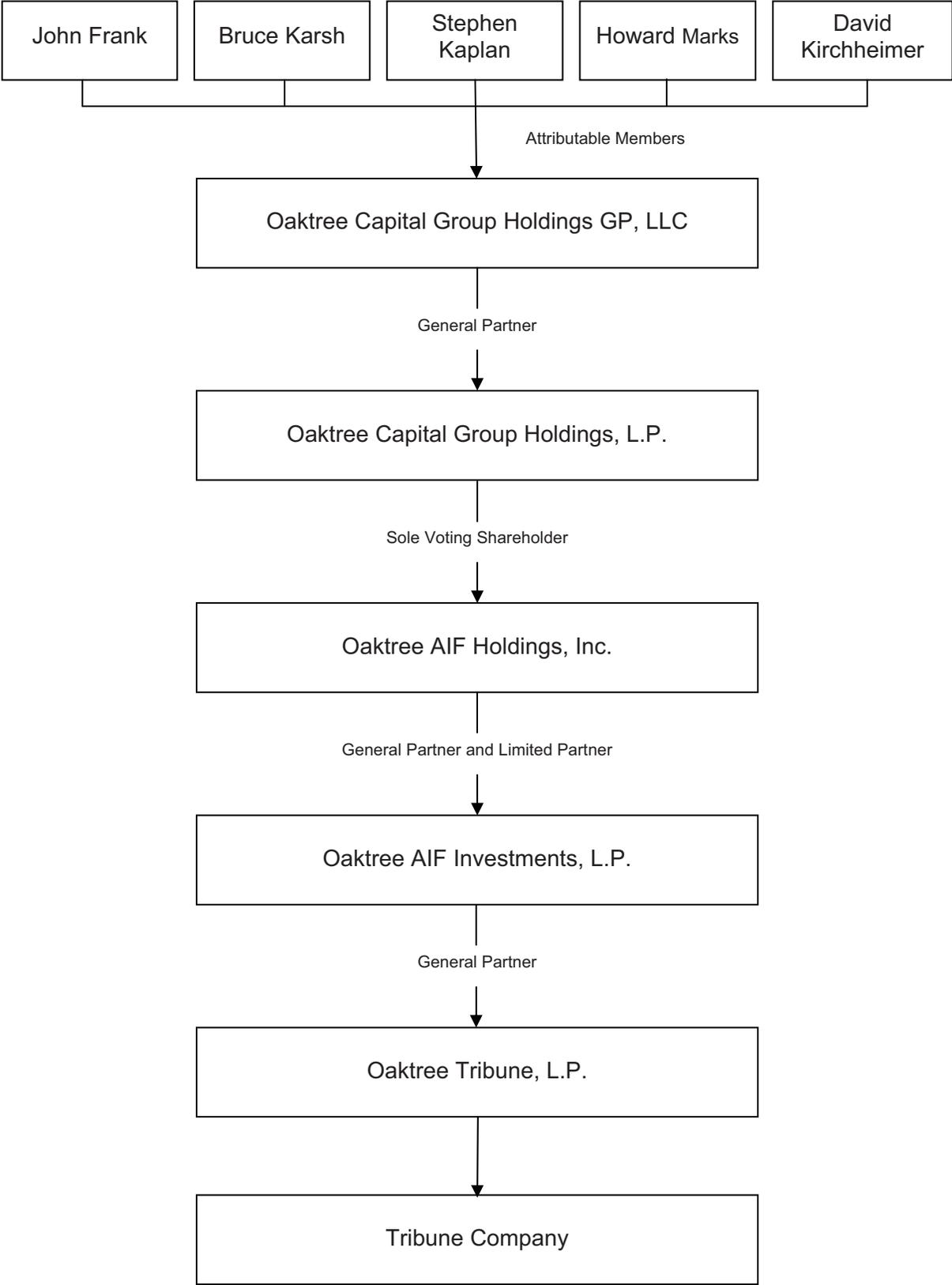


FIGURE 4
Tribune's Broadcast Licensees
 Prior to the Restructuring Transactions and Prior to Emergence from Bankruptcy
 (Each is a Debtor-in-Possession.)

Legend

Represents LLC	Corporation Converted to LLC
Entity Merged	Corporation Merged into LLC in lieu of Conversion

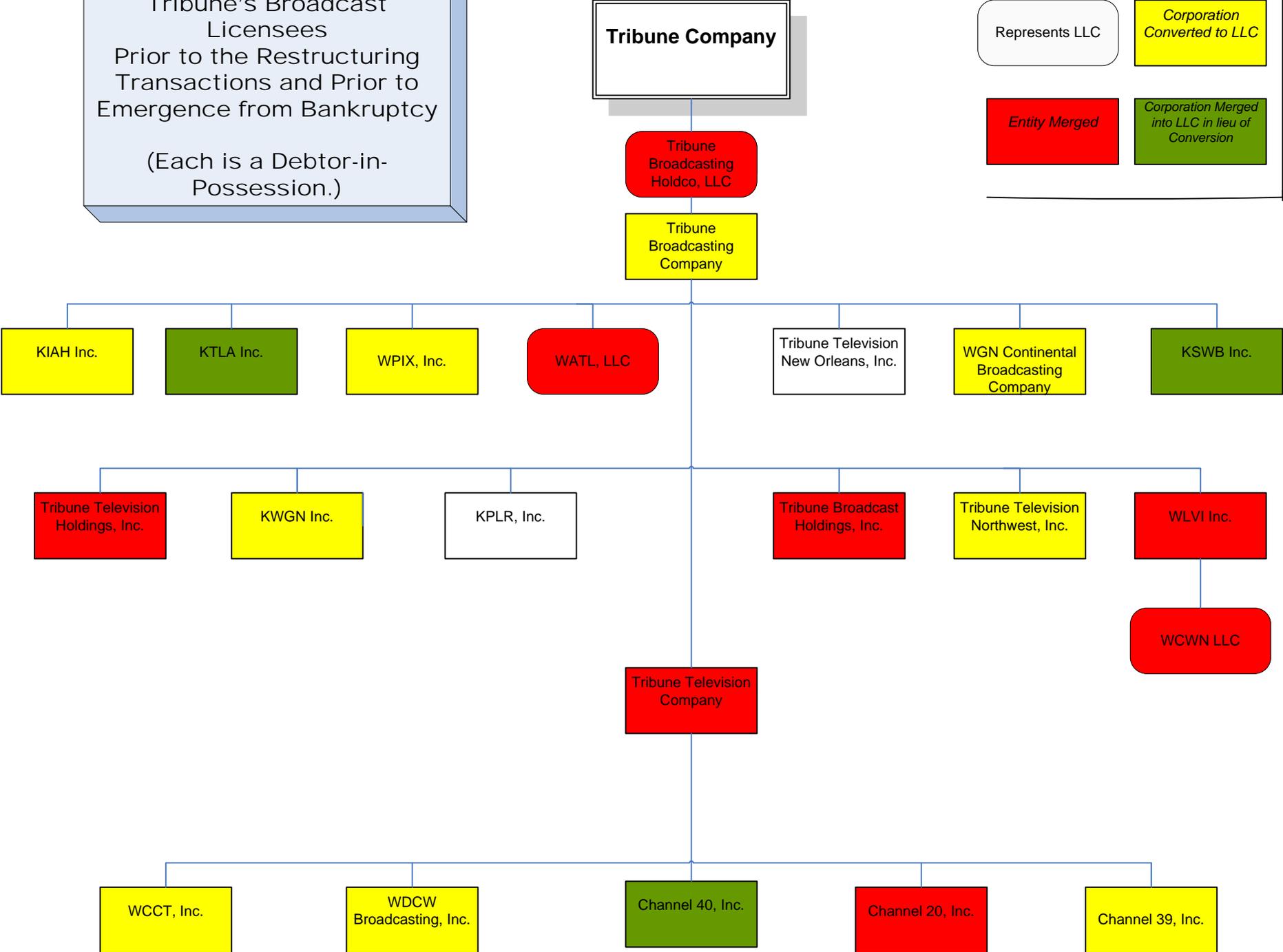
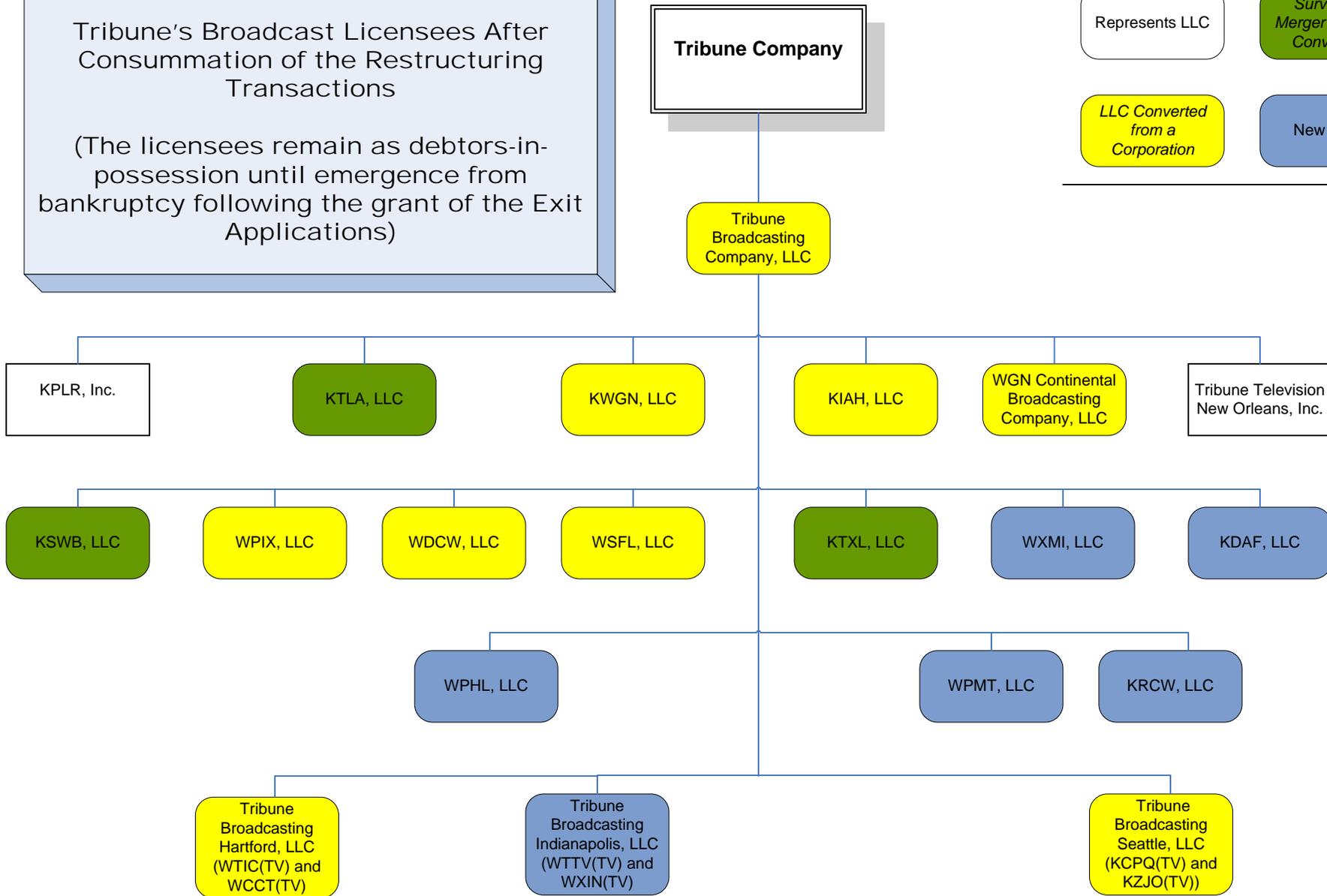
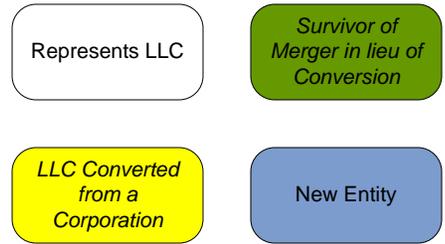


FIGURE 5

Tribune's Broadcast Licensees After Consummation of the Restructuring Transactions

(The licensees remain as debtors-in-possession until emergence from bankruptcy following the grant of the Exit Applications)

Legend



**ATTACHMENT H: DCL PLAN: PLAN OF REORGANIZATION OF TRIBUNE
COMPANY AND SUBSIDIARIES**

A copy of the DCL Plan—the Fourth Amended Joint Plan of Reorganization as filed with the Bankruptcy Court on June 18, 2012—is included in the Form 314 application filed for WGN Continental Broadcasting Company, licensee of WGN(AM), and WGN-TV, Chicago, Illinois.

ATTACHMENT I:

**BROADCASTING RESTRUCTURING APPLICATIONS GRANTED
 JUNE 28, 2012, TOGETHER WITH FILE NUMBERS**

A description of the Restructuring Transactions for each of the current Tribune broadcast licensee subsidiaries listed below is included in Attachment A, *supra*.

Licensee Prior to Consummation of Restructuring Applications	Call Sign	Facility ID #	City/State	FCC File No.
WGN Continental Broadcasting Company, Debtor-in-Possession	WGN-TV WGN(AM)	72115 72114	Chicago, IL Chicago, IL	BALCDT-20120615AAO BALCDT-20120615AAP
WPIX, Inc., Debtor-in-Possession	WPIX(TV)	73881	New York, NY	BALCDT-20120615AAW
Tribune Television New Orleans, Inc., Debtor-in-Possession	WGNO(TV) WNOL-TV	72119 54280	New Orleans, LA New Orleans, LA	BTCCDT-20120615AAX BTCCDT-20120615AAY
Channel 39, Inc., Debtor-in-Possession	WSFL-TV	10203	Miami, FL	BALCDT-20120615ABB
KWGN Inc., Debtor-in-Possession	KWGN-TV	35883	Denver, CO	BALCDT-20120615ABD
WDCW Broadcasting, Inc., Debtor-in-Possession	WDCW(TV)	30576	Washington, DC	BALCDT-20120615ABG
WCCT, Inc., Debtor-in-Possession	WCCT-TV	14050	Waterbury, CT	BALCDT-20120615ABJ
KPLR, Inc., Debtor-in-Possession	KPLR-TV	35417	St. Louis, MO	BALCDT-20120615ABM
Tribune Television Company, Debtor-in-Possession	WXIN(TV)	146	Indianapolis, IN	BALCDT-20120615ABR
Tribune Television Company, Debtor-in-Possession	WPHL-TV	73879	Philadelphia, PA	BALCDT-20120615ABS
Tribune Television Company, Debtor-in-Possession	WPMT(TV)	10213	York, PA	BALCDT-20120615ABT
Tribune Television Company, Debtor-in-Possession	WTIC-TV	147	Hartford, CT	BALCDT-20120615ABV
Tribune Television Company, Debtor-in-	KDAF(TV)	22201	Dallas, TX	BALCDT-20120615ABW

Licensee Prior to Consummation of Restructuring Applications	Call Sign	Facility ID #	City/State	FCC File No.
Possession				
Tribune Television Northwest, Inc., Debtor-in-Possession	KCPQ(TV) K25CG-D K42CM-D K07ZC-D K28KJ-D	33894 33898 33895 33896 33899	Tacoma, WA Aberdeen, WA Centralia/Chehalis, WA Ellensburg/Kittitas, WA Chelan, WA	BALCDT-20120615ABX BALDTL-20120615ADY BALDTL-20120615ADZ BALDVL-20120615ACA BALDTL-20120615ACB
KTLA Inc., Debtor-in-Possession	KTLA(TV)	35670	Los Angeles, CA	BALCDT-20120615ACC
Channel 40 Inc., Debtor-in-Possession	KTXL(TV)	10205	Sacramento, CA	BALCDT-20120615ACD
Tribune Television Holdings, Inc., Debtor-in-Possession	KZJO(TV) K25CH-D K29ED-D	69571 69575 69574	Seattle, WA North Bend, WA Everett, WA	BALCDT-20120615ACH BALDTL-20120615ACI BALDTL-20120615ACJ
KIAH Inc., Debtor-in-Possession	KIAH(TV)	23394	Houston, TX	BALCDT-20120615ACK
Tribune Television Holdings, Inc., Debtor-in-Possession	WXMI(TV) W42CB-D W17DF-D	68433 64440 64442	Grand Rapids, MI Hesperia, MI Muskegon, MI	BALCDT-20120615 ACL BALDTL-201206015 ACM BALDTL-20120615ACN
Tribune Broadcast Holdings, Inc., Debtor-in-Possession	KRCW-TV K20ES K24DX KRCW-LP	10192 12671 12678 35151	Salem, OR Pendleton, etc., OR Pendleton, etc., OR Portland, OR	BALCDT-20120615ACP BALTTL-20120615ACQ BALTTL-20120615ACR BALTVL-20120615ACS
KSWB Inc., Debtor-in-Possession	KSWB-TV	58827	San Diego, CA	BALCDT-20120615ACT
Tribune Broadcast Holdings, Inc., Debtor-in-Possession	WTTV(TV) WTTK(TV)	56523 56526	Bloomington, IN Kokomo, IN	BALCDT-20120615ACW BALCDT-20120615ACX